

# **The rule book**

## **Indigenous Architecture and Design Australia (Aboriginal Corporation)**

ICN 7474

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## 1 Definitions

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**"Aboriginal and Torres Strait Islander person"** has the same meaning as in section 700-1 of the CATSI Act;

**"Arts Minister"** means the Minister for Arts for the Department or such minister that replaces the Arts Minister;

**"built environment"** includes, without limitation, the following areas:

- (a) Architecture;
- (b) Landscape Architecture; and
- (c) Interior Design;

**"CATSI Act"** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth);

**"Commissioner"** means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act;

**"corporation"** means the corporation defined at the beginning of this Rule Book;

**"Department"** means the Ministry for the Arts in the Attorney-General's Department or such other Australian Government Department that has the responsibility for the Register of Cultural Organisations from time to time;

**"Eligible Charity"** means a fund, authority or institution with similar purposes to the corporation that is eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the Tax Act and listed on the Register of Cultural Organisations maintained under the Tax Act ;

**"Gift Fund"** means the public fund listed on the Register of Cultural Organisations under item 12.1.1 of subsection 30-100 of the Tax Act, established in accordance with rule 4;

**"Indigenous"** refers to either or both Aboriginal and Torres Strait Islander;

**"Indigenous People"** is the plural of Indigenous Person;

**"Management Committee"** means the committee appointed in accordance with rule 4.3 to administer the Gift Fund;

**"Register of Cultural Organisations"** means the register established under item 12.1.1, subsection 30-100 of the Tax Act;

**"Registrar"** means the Registrar of Indigenous Corporations under the CATSI Act;

**"Responsible Person"** means an individual who is deemed by the Department **applying the relevant Australian Taxation Office criteria** to have the requisite degree of responsibility to the wider Australian community by virtue of their tenure of public office or their position in the community;

**"Rule Book"** and **"Rules"** means this Rule Book as supplemented, substituted or amended from time to time and includes any rules, regulations and by-laws of the corporation for the time being in force;

**"Tax Act"** means the *Income Tax Assessment Act 1936*, the *Income Tax Assessment Act 1997* and all future legislation that confers exemptions from liability to pay tax and/or permits tax deductibility for donations;

**"Torres Strait Islander person"** means a descendant of an Indigenous inhabitant of the Torres Strait Islands;

“**Treasurer**” means the Treasurer for the Department or such minister that replaces the Treasurer.

## **2 Name**

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The name of the corporation is: **Indigenous Architecture and Design Australia (Aboriginal Corporation)**

## **3 Objectives**

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### **3.1 Principal objective**

The principal objective of the corporation is the promotion of Indigenous arts as an art form in Australia, and in particular the promotion of Indigenous design and Indigenous architecture in the built environment, including without limitation architecture, landscape architecture and interior design.

### **3.2 Ancillary objective**

For the purpose of achieving the principal objective set out in rule 3.1, the corporation will -

- (a) administer one or more funds into which all gifts, donations and bequests to the corporation for the purposes of the corporation will be credited;
- (b) provide support and advice on how aspects of architecture and design relate to and reflect Indigenous People in Australia;
- (c) raise community awareness of the relationship between, and benefit of Indigenous design and architecture, and the benefit of Indigenous contributions to architecture and design through, among other things, providing support to Indigenous people to enter into professions within the built environment, including without limitation architecture, landscape architecture and interior design;
- (d) conduct public events and programs including education programs, social and community programs and research programs to promote the relationship between Indigenous design and architecture;
- (e) disseminate information relating to education and community programs and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books, circulars and other literary matters as are conducive to these purposes;
- (f) establish and maintain relationships and close communications with corporations, entities, associations, foundations, institutions, organisations and groups including Federal, State and Local Government instrumentalities, authorities and professionals that may have related interests to the corporation and utilise their resources and facilities to provide and achieve the purposes of the corporation;
- (g) seek and co-ordinate funding from Federal, State and Local Government and the private sector in the form of grants, gifts, donations and bequests committed to the purposes of the corporation;
- (h) encourage, promote and generally create greater community awareness in the knowledge and understanding of the purposes of the corporation;
- (i) to provide or attract funds for the facilitation of any of the purposes especially for the conduct of public programs including education and community programs; and
- (j) do all such other things as are incidental or conducive to the attainment of the purposes and aims of the corporation and its members,

without detracting from the principal objective of the corporation, and in furtherance to that objective, the corporation aspires to promote an awareness of Indigenous heritage and Indigenous place making as part of the national reconciliation narrative, as well as strengthening Indigenous identity and design in the built environment.

- (k) to operate and maintain a gift fund to be known as “The Indigenous Architecture and Design Australia Aboriginal Corporation Gift Fund” in accordance with the requirements of the income Tax Assessment Act 1997.

### **3.3 Not for profit**

- (a) The objectives of the corporation will not be carried on for the purposes of profit or gain to its members and the income and property of the corporation, from whatever source derived, will be applied solely towards the promotion of the objectives of the corporation and no portion of that income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the corporation.
- (b) Notwithstanding anything contained in this rule 3.3, nothing will prevent the payment, in good faith, of remuneration to any officers or servants of the corporation or to any member in return for any services actually rendered to the corporation or for goods supplied in the ordinary or usual way of business, or prevent the payment of interest at a rate not exceeding 2% higher than the 90- day bank bill rate on money borrowed from any member or reasonable and proper rent for premises demised or let by any member to the corporation.

## **4 Members**

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### **4.1 Who is eligible?**

A member must be:

- at least 15 years old;
- a person who is involved in design within the built environment in Australia, including; Architects, Interior Designers, Landscape Architects, Planners as well as graduates and students pursuing careers in those professions; and
- an Aboriginal or Torres Strait Islander person.

### **4.2 How to become a member**

A person applies in writing.

A person is eligible under rule 4.1.

The directors accept the application.

The person’s name, address and date they became a member is put on the register of members.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

A person does not become a member until their name is entered on the corporation’s register of members. This must be done within 14 days after the directors accept the membership application. However, if a person applies for membership after a notice has been given for the holding of a general meeting and the meeting has not been held at the time that the directors consider the application then the corporation must not enter the person on the register of members until after the relevant general meeting has been held.

### **4.3 Members' rights**

A member:

- can attend, speak and vote at general meetings
- can be made a director (if the member is eligible to be a director)
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting
- can look at the member's register, minutes of general meetings and AGMs and the rule book free of charge
- can raise a dispute and have a dispute dealt with according to this rule book
- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

### **4.4 Members' responsibilities**

A member:

- must follow these rules
- lets the corporation know if they change their address
- treats other members with respect.

### **4.5 Liability of members**

Members do not have to pay the corporation's debts if the corporation is wound up.

### **4.6 How to stop being a member**

A person stops being a member if:

- they resign in writing
- they die
- their membership is cancelled.

When a person stops being a member the person's name, address and date they stopped being a member is put on the register of former members.

### **4.7 Cancelling membership**

If a member:

- can't be contacted for two years
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person

their membership can be cancelled by special resolution at a general meeting. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a directors meeting. Before the meeting, directors must give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

When a person's membership is cancelled the person's name, address and date they stopped being a member is put on the register of former members.

#### **4.8 The register of members and former members**

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register
- for former members, the date when they stopped being a member.

It must be kept at the corporation's document access address or registered office.

It must be available at the annual general meeting (AGM).

### **5 Meetings**

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#### **5.1 AGM timing**

AGMs must be held before the end of November each year.

#### **5.2 AGM business**

AGMs are for:

- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- electing directors
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- asking questions about how the corporation is managed.

#### **5.3 General meetings**

A director can call a general meeting.

Members can ask directors to call a general meeting.

Number of members in corporation	Number of members needed to ask for a general meeting
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2 to 10 members	= 1 member
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11 to 20 members	= 3 members
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21 to 50 members	= 5 members
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51 members or more	= 10 per cent of members
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The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

If the directors resolve that the request is frivolous or unreasonable or complying with the request would be contrary to the interest of the members as a whole then a director may apply to the Registrar for permission to deny the request to call a general meeting.

If the directors apply to the Registrar to deny the request to call a general meeting the application must be made in writing, setting out reasons, and be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

#### **5.4 General meeting business**

General meetings are for:

- confirming the minutes of the previous general meeting
- everything in the notice of the meeting.

#### **5.5 Notice for general meetings**

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given three days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

#### **5.6 Members' resolutions**

Members can propose a resolution by giving notice of it to the corporation.

Number of members      Number of members needed

in corporation              to propose a resolution

2 to 10 members          = 1 member

11 to 20 members        = 3 members

21 to 50 members        = 5 members

51 members or more     = 10 per cent of members

The notice must set out the resolution in writing and must be signed by the members proposing it.

The corporation must give notice of the resolution to all people entitled to it (see rule 6.5).

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice has been sent out.

## **5.7 Quorum at general meetings**

Number of members in corporation	Number of members to make a quorum
30 or less members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

## **5.8 Chairing general meetings**

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

## **5.9 Using technology**

General meetings can be held at more than one place using any technology that gives members a way of taking part. The type of technology to be used should be set out in the notice of meeting.

## **5.10 Voting**

Each member has one vote.

The chair has one vote (if he or she is a member) plus a casting vote.

A resolution at a general meeting should be decided by consensus (discussion and agreement). If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by majority vote on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chair, whose decision is final.

The chair tells the meeting whether they have received any proxy votes and what they are.

The chair declares the results of the vote, on a show of hands, or when a poll is demanded.

## **5.11 Demanding a poll**

Any member entitled to vote on the resolution, or the chair can demand a poll.

A poll can be held before or after a show of hands vote.

A poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chair directs.

## **5.12 Proxies**

Members can appoint a person as proxy to attend meetings and vote for them.

Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

A proxy appointment must contain the member's name and address, the corporation's name, the proxies name, the meeting where the proxy is going, and it must be signed by the member.

The corporation must receive the proxies appointment at least 48 hours before the meeting.

A person must not be a proxy for more than three members.

### **5.13 Postponing a general meeting of AGM**

After a notice has been given for a general meeting or AGM the directors can decide to postpone the meeting if there are exceptional reasons for doing so.

The directors postpone the meeting by passing a resolution in a directors' meeting.

A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

## **6 Directors**

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### **6.1 Number of directors**

The number of directors of the corporation is decided at the general meeting.

The minimum number is 5 directors, and the maximum number is 12 directors.

### **6.2 Eligibility of directors**

A director must be:

- at least 18 years old.

### **6.3 Majority of director requirements**

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people
- usually reside in Australia
- be members of the corporation
- not be employees of the corporation.

The chief executive officer may be a director but cannot chair directors' meetings.

### **6.4 How to become a director**

The corporation can appoint a director by resolution passed at a general meeting.

Directors must give the corporation their consent in writing to become a director.

The corporation must send the Registrar the directors' personal details within 28 days after they are appointed. The corporation can use the Registrar's Notification of a change to corporation officers' details form.

### **6.5 Directors' terms of appointment and rotation**

Directors are appointed at the AGM for a term of one year. They are eligible to be re-elected.

## **6.6 How to fill vacancies**

Directors can fill casual director vacancies, including office bearers. The person must meet director eligibility criteria.

Directors can appoint someone as a director to make up a quorum.

A person's appointment to fill a casual vacancy must be confirmed by resolution at the next general meeting or they stop being a director at the end of the general meeting.

## **6.7 How to stop being a director**

A person stops being a director if

- A director dies.
- A director resigns, in writing.
- A director's appointment expires.
- A director is removed as a director by the members or the other directors.
- A director is disqualified from managing a corporation.

The corporation must send the Registrar a notice within 28 days after a person stop being a director.

## **6.8 How to remove a director**

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting (or AGM).
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 6.5).

By other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

## **6.9 Directors' and officers' duties**

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

The business of the corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in general meeting.

### **6.10 Conflict of interest (material personal interest)**

A director who has a material personal interest in a corporation matter must tell the other directors.

They must give details of what the interest is and how it relates to the corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

- be present at the directors' meeting while the matter in question is being considered
- vote on the matter

unless allowed to do so under the CATSI Act.

### **6.11 Payment**

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

Payments made in accordance with this section will not be made out of the Indigenous Architecture and Design Australia Aboriginal Corporation Gift Fund unless otherwise allowed in accordance with the law.

### **6.12 Delegation**

Directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation.

The delegate must follow the directions of the directors when using the delegated powers.

### **6.13 Related party benefit**

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

### **6.14 Directors' meetings**

Directors must meet at least every three months.

The directors will usually decide at a meeting when and where the next meeting will be.

A director can call a meeting by giving reasonable notice to all the other directors.

### **6.15 Quorum for directors' meetings**

A majority of the directors must be present at all times during the meeting.

### **6.16 Chairing directors' meetings**

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chair.

The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

### **6.17 Using technology**

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

### **6.18 Resolutions at directors' meetings**

A resolution of directors must be passed by a majority of the votes.

The chair has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

## **7 Contact person or secretary**

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The contact person or secretary must be at least 18 years old.

The directors appoint a contact person or secretary.

The directors decide the contact person or secretary's pay and terms and conditions of employment, if any.

The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.

The contact person or secretary must give the corporation their consent in writing to become a contact person before being appointed.

The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. The corporation can use the Registrar's Notification of a change to corporation officers' details form.

Small and medium corporations have a contact person, large corporations have a secretary.

## **8 Records**

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The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person
- financial records (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals).

They must be kept at the corporation's document access address or registered office.

Small and medium corporations have a document access address, large corporations have a registered office.

## **9 Finances**

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The corporation must keep written financial records that:

- correctly record and explain its transactions, financial position and performance

- would enable true and fair financial reports to be prepared and audited.

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures:

- all money of the corporation must be deposited into the corporation's bank account.
- the corporation must give receipts for all money it receives.
- all cheques, withdrawal forms and other banking documents must be signed by at least two directors.
- all accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.

## **10 Application of funds**

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Directors can use the money and property of the corporation to carry out its objectives. They cannot give the money and property to members of the corporation.

Note: This rule does not stop the corporation from making reasonable payment to:

- a member in their capacity as an employee or
- a member under a contract for goods or services provided.

## **11 Gift Fund**

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- 11.1 The corporation must establish and maintain a gift fund to be known as the Indigenous Architecture and Design Australia Aboriginal Corporation Gift Fund" for the specific purpose of supporting the cultural purposes of the corporation set out in rules 3.1 and 3.2:
- (a) to which the public will be invited to contribute;
  - (b) to which gifts of money, contributions or property for those purposes are to be made;
  - (c) to which any money received by the corporation because of those gifts, contributions or property is to be credited; and
  - (d) that does not receive any other money, contributions or property.
- 11.2 The Gift Fund will not be maintained for the purposes of profit or gain of the members of the corporation and the gifts or contributions made to the Gift Fund and any money received because of those gifts or contributions shall be applied solely towards the promotion of the purposes of the corporation set out in rules 3.1 and 3.2 and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the corporation.
- 11.3 The Directors must appoint a Management Committee to administer the Gift Fund of not less than three persons, a majority of whom must be Responsible Persons. The Management Committee will have the sole responsibility for decisions regarding the use and application of all gifts or contributions made to the Gift Fund and any money received because of those gifts or contributions for the purposes set out in rules 3.1 and 3.2.
- 11.4 The Management Committee must maintain a separate bank account for the Gift Fund and must comply with the requirements of section 30-130 of the Tax Act with respect to the administration of the Gift Fund.

- 11.5 The Management Committee will ensure that the corporation complies with any rules that the Treasurer of the Commonwealth of Australia and the Minister for the Department may make from time to time to ensure that gifts made to the Gift Fund are used for the principal purposes of the corporation.
- 11.6 The Management Committee shall provide statistical information requested by the Department every six months about gifts made to the Gift Fund during the previous six months. The Management Committee must issue a receipt for every gift received by the Gift Fund.
- 11.7 In accordance with the Tax Act, receipts issued for gifts or other contributions must state:
- (a) the name of the corporation and the Gift Fund;
  - (b) the ABN applicable to the corporation and the Gift Fund;
  - (c) the fact that the receipt is for a gift or contribution made to the Gift Fund;
  - (d) that the Gift Fund is a public fund listed on the Register of Cultural Organisations under item 12.1.1 of subsection 30-55(1) of the Tax Act; and
  - (e) any other matter required to be included pursuant to the requirements of the Tax Act.
- 11.8 The Management Committee must notify the Department of any proposed amendments to this rule **Error! Reference source not found.**

## 12 Winding up

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- 12.1 If at the first occurrence of:
- (a) the winding up or deregistration of the corporation; or
  - (b) the corporation ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act,
- there remains, after satisfaction of all debts and liabilities of the corporation, any surplus assets of the corporation the remaining surplus assets shall not be paid to or distributed among the members of the corporation but shall be transferred to:
- (c) Eligible Charities; or
  - (d) funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act.
- 12.2 If upon the winding up or dissolution of the Gift Fund or revocation of the endorsement of the Gift Fund as a deductible gift recipient under subdivision 30-BA of the Tax Act (whichever is the earlier) there remains, after satisfaction of all debts and liabilities, any money or property whatsoever in the Gift Fund, the remaining money or property shall be transferred to one or more Eligible Charities.
- 12.3 The identity of an Eligible Charity or other fund, authority or institution for the purposes of this rule 12 will be determined by the directors at or before the time of winding up or deregistration of the corporation, the corporation ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act, winding up or dissolution of the Gift Fund or revocation of the endorsement of the Gift Fund as a deductible gift recipient and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Australia.
- 12.4 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this rule 12 must be made in accordance with those conditions.

## **13 Dispute resolution**

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If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors or any of the dispute parties may ask the Registrar for assistance.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

## **14 Changing the rule book**

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The rule book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.

Within 28 days after the resolution is passed, the corporation must send the Registrar:

- a copy of the changes
- a copy of the minutes of the meeting
- a Request to change corporation rule book form.

The changes do not take effect until the new rule book is registered by the Registrar.

# **SCHEDULE 1 - APPLICATION FOR MEMBERSHIP FORM**

Indigenous Architecture and Design Australia (Aboriginal Corporation)

## **Application for membership**

(name of Aboriginal and Torres Strait Islander corporation)

I,

(first name of applicant)

(last name of applicant)

of

(address of applicant)

apply for membership  
of

(name of Aboriginal and  
Torres Strait Islander  
corporation)

Signature of applicant

Date

## **SCHEDULE 2—APPOINTMENT OF PROXY FORM**

Indigenous Architecture and Design Australia (Aboriginal Corporation)

### **Appointment of proxy**

I, \_\_\_\_\_ (full name of member)

of \_\_\_\_\_ (address of member)

am a member of \_\_\_\_\_ (name of Aboriginal and Torres Strait Islander corporation)

I appoint \_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address of proxy)

who is also a member of that Aboriginal and Torres Strait Islander corporation, as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

\_\_\_\_\_ (date of meeting)

and at any adjournment of that meeting.

Signature of member

Date

NOTE: A proxy vote may only be given to a person who is a member of the corporation.

## SCHEDULE 3—CONSENT TO BECOME A DIRECTOR FORM

Indigenous Architecture and Design Australia (Aboriginal Corporation)

### Consent to become a director

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (address of person)

give consent to \_\_\_\_\_ (name of Aboriginal and  
become a director of Torres Strait Islander  
corporation)

as nominated at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) held on:

\_\_\_\_\_ (date of meeting)

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- are an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

Signature of person

Date

NOTE: This form should be completed and given to the corporation **before** the person is appointed as a director—section 246-10(1) of the CATSI Act.