

# THE RULE BOOK

## **Griffith Aboriginal Medical Service Aboriginal Corporation**

ICN 8268

This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

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## 1. Name

The name of the corporation is **Griffith Aboriginal Medical Service Aboriginal Corporation.**

## 2. Aims, objectives and powers

Recognising that Aboriginal people suffer economic, social, nutritional and housing disadvantages which cause or accentuate medical problems beyond those of the general community, the aims and objectives of the Corporation shall be:

- (i) to provide, or arrange where possible, free medical and dental services to Aboriginal people;
- (ii) to ensure, where possible, that primary health care is culturally and sensitively provided through Aboriginal Community Controlled Health Services;
- (iii) to ensure, where necessary or desired by the patient, that Aboriginal people are enabled to use existing health services effectively and to their own satisfaction;
- (iv) to promote knowledge and understanding among health authorities to ensure access and equity in the provision of health services to Aboriginal people;
- (v) to bring matters effecting Aboriginal people's health to the attention of the public and governments;
- (vi) to ensure, through community consultation responsive to community directions, and liaison by Aboriginal health staff that the provision of health service meets the needs and requirements of the Aboriginal community;
- (vii) to organise such ancillary services as are necessary for the effective provision and use of medical, hospital, pharmaceutical, and other health-related services in accordance with the AH&MRC definition "*Core Functions of Primary Health Care in Aboriginal Community Controlled Health Services (ACCHS)*" included in this Constitution;
- (viii) to undertake continuous evaluation and assessment, by means of research, surveys and other appropriate procedures, of the particular and overall health needs of the Aboriginal community and to take, or cause to be taken, steps to meet these needs;
- (ix) to undertake, where appropriate, health education programs in the Aboriginal community to assist in the amelioration of ill-health;
- (x) in the context of socio-somatic illness, to implement programs through the Corporation, or support programs within associated Aboriginal organisations, to

remedy the nutritional, social, economic, emotional, employment and housing disadvantages which cause or accentuate ill-health within the Aboriginal community;

- (xi) to conduct educational and training courses for volunteer workers or employees of the Corporation to enable them to assist in carrying out the aims and objectives of the Corporation;
- (xii) to encourage and assist Aboriginal people to undergo education and training in medicine, nursing and other health vocations;
- (xiii) in the context of holistic health within the Aboriginal community, to promote, strengthen and foster Aboriginal tradition and culture;
- (xiv) to promote and encourage the use of Aboriginal Community Controlled Health Services within the Aboriginal community in the provision of primary health care to Aboriginal people.
- (xv) operate a gift fund known as the Griffith Aboriginal Medical Service Aboriginal Corporation Gift Fund.

The Corporation shall have the **power** to do the following things as incidental to its objectives:

- (i) to erect dwellings and buildings in pursuit of the aims and goals of the Corporation;
- (ii) to acquire land on which dwellings or buildings are being, or have been erected, and to sell or let same in pursuit of the aims and goals of the Corporation;
- (iii) to provide and maintain buildings and grounds for medical, educational, recreational, or other community purposes, and operate, maintain and carry on any club or promote or assist clubs for any such purpose in pursuit of the aims and goals of the Corporation;
- (iv) to promote and carry out any charitable undertakings;
- (v) to acquire by purchase or otherwise, shares, debentures, or other securities of any other Corporation or limited company, subject to the provisions of the Act;
- (vi) to facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds obligations, shares, stocks and securities, and to administer such securities;
- (vii) to undertake and execute, either gratuitously or otherwise, any trust the undertakings of which represents a community service in the interest of Aboriginal people and seems desirable and to make execute or enter into any trust, trust deed, declaration of trust, or other deed or instrument and to vary, amend, revoke the same by deed, instrument or otherwise, subject to the provisions of the Act;

- (viii) to establish and support or aid in the establishment and support of societies, corporations, institutions, funds, trusts, and conveniences calculated to meet the aims and objectives of the Corporation, and grant, subscribe or guarantee money for any charitable and benevolent objects for the benefit of Aboriginal people;
- (ix) to accept money on deposit, and to raise, or borrow, or secure the payment of money in such a manner as the Corporation may think fit as it is permitted by the Act and secure the same, or the repayment, or performance of any debt, liability, contract, guarantee, or other engagement incurred, or to be entered into by the Corporation in any way not inconsistent with the Act;
- (x) to sell or dispose of the undertaking of the Corporation, or any part thereof for such consideration as the Corporation may think fit, and particular for shares, debentures, or securities in any other corporations subject to the provisions of the Act;
- (xi) to take and hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance thereof of any part of the Corporation's property of whatever kind sold by the Corporation, or any money due to the Corporation from purchases and others.

Also, the Corporation may, in accordance with the provisions of the Act, acquire by lease, purchase, donation, devise, bequest, or otherwise any real or personal property for any objects of the Corporation, and may sell or lease any such real or personal property.

The funds of the Corporation may subject to the provisions of the Act be **invested** in any of the following ways:

- (i) any securities authorised by law for the investment of trust funds;
- (ii) deposit in any bank, or in any corporation which is authorised to receive deposits;
- (iii) share of, or deposits in, any building society registered under the Permanent Building Societies Act 1967.

## **Members**

### ***2.1 Who is eligible?***

To be eligible to be a member a person must be:

- at least 18 years of age, and
- an Aboriginal person who resides within the Griffith Local Aboriginal Land Council Area

Aboriginal persons residing outside the Griffith Local Aboriginal Land Council Area are also eligible for membership. However, this membership will be capped at 20 persons per community from all other townships within the Griffith Aboriginal Medical Service catchment area

### ***2.2 How to become a member***

A person applies in writing.

A person is eligible under rule 2.1.

The directors must consider all applications for membership in the order that they are received and within a reasonable period after they are received by the corporation.

The directors must consider and decide on applications for membership by resolution at a directors meeting.

The directors may refuse to accept a person's membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.

The person's name, address and date they became a member must be put on the register of members.

**Note:** An application for membership form is attached at Schedule 1 of this rule book.

### ***2.3 Associate membership***

A person who is not entitled to become a member of the Corporation under rule 2.1 may apply for associate membership. Decisions on associate membership applications shall be made by the directors at directors meetings.

An associate member shall have the same rights and responsibilities as a member but is not entitled to vote at meetings of the Corporation or to stand for election as a director.

The Contact Person / Secretary shall maintain a Register of associate members similar to the Register of members.

Associate members shall cease to be associate members in the same way as provided for members under rule 2.9.

#### **2.4 Membership fees**

A member of the Corporation must, on admission to membership or associate membership, pay to the Corporation any fee as determined by the members in general meeting. At present, there is no membership fee for the Corporation.

In addition to any amount payable by the member under the above *clause*, a member of the Corporation must pay to the Corporation any annual membership fee as determined from time to time by members in general meeting:

- (a) except as provided by paragraph b (below), before 1 July in each calendar year; or
- (a) if the member becomes a member on or after 1 July in any calendar year, this rule applies on becoming a member or associate member and before 1 July in each succeeding calendar year.

#### **2.5 Members' rights**

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member satisfies the eligibility requirements under rule 4.5).
- put forward resolutions at general meetings
- ask the directors to call a general meeting
- 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).

The members do not have a right to share in the profits of the corporation if it is wound up.

#### **2.6 Members' responsibilities**

A member must:

- follow these rules
- tell the corporation if they change their address
- treat other members, directors and staff with courtesy and respect.

#### **2.7 Liability of members**

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

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

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled.

The person's name and date they stopped being a member must be put on the register of former members.

## ***2.9 Cancelling membership***

A member can only be removed by a special resolution at a general meeting, if a member:

- cannot be contacted for two years
- misbehaves or
- is found not to be an Aboriginal person

If a member is removed by special resolution at a general meeting the directors must 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 or ceases to be 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 written notice and give the member 14 days to object in writing. If the member objects, the directors cannot cancel the membership. The member can only then be removed at a general meeting by special resolution.

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

The register must contain:

- members' and former members' names and addresses
- the date when the names were entered in the register
- if a member is not an Aboriginal person
- for former members, the date when they stopped being a member.

The register of members and former members can be maintained in one document.

Registers must be kept at the corporation's registered office or document access address and available at the annual general meeting (AGM).

# **3. Meetings**

## ***3.1 Annual General Meeting (AGM) timing***

The corporation must hold an AGM before 30 November each year, unless it obtains an exemption from the Registrar.

## ***3.2 AGM venue***

The AGM must be held at a venue as decided by the directors of the corporation.

### **3.3 AGM business**

AGMs are for:

- confirming the minutes of the previous general meeting
- presenting reports: general, financial and directors'
- appointing directors (if elections are due) in accordance with rule 4.6
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- asking questions about how the corporation is managed.

### **3.4 General meetings**

A general meeting can be called by a resolution of the directors.

The members can ask directors to call a general meeting. The request must be signed by the number of members set out in the table below.

<b>Number of members in corporation</b>	<b>Number of members needed to ask for a general meeting</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% of members

If a valid request for a general meeting is received, the directors must call the general meeting within 21 days.

### **3.5 General meeting business**

General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting.

### **3.6 Notice for general meetings**

At least 21 days notice must be given for all general meetings.

Notice must be given to members, directors, officers, the secretary 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
- whether a special resolution is being proposed, and if so what it is
- information on how a member can appoint a proxy.

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

A notice of meeting:

- sent by post is taken to be given 3 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.

### **3.7 *Members' resolutions***

The members can propose a notice of a resolution and then give it to the corporation.

The proposal must be signed by the number of members set out in the table below.

<b>Number of members in corporation</b>	<b>Number of members needed to propose a resolution</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% 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 3.6).

The corporation must consider the resolution at the next general meeting which is to be held at least 28 days after the notice has been sent out.

### **3.8 *Quorum at general meetings***

The quorum for a general meeting shall be 10 members.

### **3.9 *Chairing general meetings***

The chairperson of the corporation will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone to do so.

### **3.10 *Using technology***

General meetings can be held at more than one place using any technology that gives members a way of taking part, provided this is set out in the notice of meeting.

### **3.11 *Voting***

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

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.

A resolution can be decided by majority 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.)

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 taken.

### ***3.12 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 vote by a show of hands.

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.

### ***3.13 Proxies***

Members **cannot** appoint proxies to attend meetings and vote for them.

## **4. Directors**

### ***4.1 Number of directors***

There shall be seven member directors (including the four office bearers) and up to two independent non-member specialist directors.

### ***4.2 Classes of directors***

There shall be one class of directors:

- member directors

### ***4.3 Composition of the board of directors***

The board of directors of the corporation shall be comprised as follows:

- seven member directors (including the four office bearers)
- a maximum number of two independent non-member specialist directors.

### ***4.4 Majority of directors requirements***

A majority of the member directors of the corporation must:

- be individual who are Aboriginal persons
- usually reside in Australia
- be members of the corporation.

### ***4.5 Eligibility to be a member director***

To be eligible to become a member director, a person must:

- be at least 18 years old
- be a member of the corporation
- be an Aboriginal person
- not be an employee of the corporation

**Note:** The eligibility requirements for independent non-member specialist directors are set out in rule 4.7 below.

### ***4.6 How to become a member director***

- (i) Nominations of candidates for election as directors (including the four office-bearers):

- (a) must be made in writing, signed by 2 members of the Corporation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (a) must be delivered to the minute secretary of the Corporation prior to the time scheduled for the holding of the annual general meeting at which the election is to take place.
- (ii) If insufficient nominations are received to fill all director vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (iii) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (iv) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (v) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (vi) The ballot for the election of office-bearers and other directors is to be conducted at first AGM and every third annual general meeting thereafter in such usual and proper manner as members at general meeting decide by resolution.

The nominated persons must give their consent in writing to be a director of the corporation prior to their appointment.

**Note:** A consent form that may be used for director's consent is at Schedule 3 of this rule book.

#### ***4.7 Eligibility to become an independent non-member specialist director***

A person is eligible for appointment as an independent non-member specialist director if he or she satisfies the following requirements:

- is at least 18 years of age
- is an Australian resident
- has not worked for or been paid by the corporation for services in a period of 12 months before their appointment
- has demonstrated skills and experience in financial management, corporate governance, accounting or a health services delivery related skill

A person must give the corporation their signed written consent to act as an independent non-member specialist director prior to their appointment.

**Note:** A consent form that may be used for director's consent is at Schedule 3 of this rule book.

#### ***4.8 How to become an independent non-member specialist director***

The directors may appoint two independent non-member specialist directors.

Before such an appointment is made the directors must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party.

In making their selections the directors must give priority to persons with the skills and experience as set out in rule 4.7 of this rule book.

#### ***4.9 Term of appointment for member directors and independent non-member specialist directors***

The member directors at the time of the registration of the corporation will only hold office until the first annual general meeting and shall be eligible for re-election.

At the first annual general meeting and at every third AGM thereafter directors are appointed for a term of three years and shall be eligible for re-election.

The independent non-member specialist directors may be appointed for a term not exceeding three years and are eligible for reappointment.

#### ***4.10 Office bearer (chairperson, vice-chairperson, treasurer and minute secretary)***

There shall be a chairperson, vice-chairperson, treasurer and minute secretary who shall be the office bearers of the corporation.

The office-bearers shall be elected at the AGM in which elections are due.

#### **Minute Secretary:**

- (i) The minute secretary of the Corporation must, as soon as practicable after being appointed as Minute secretary, lodge notice with the Corporation of his or her address.
- (ii) It is the duty of the minute secretary to keep minutes of:
  - (a) all appointments of office-bearers and other directors;
  - (b) the names of directors present at a directors meeting or a general meeting; and
  - (b) all proceedings at directors meetings and general meetings.
- (iii) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

#### **The Treasurer:**

It is the duty of the Treasurer of the Corporation to ensure:

- (a) that correct books and accounts are kept showing the financial affairs of the Corporation, including full details of all receipts and expenditure connected with the activities of the Corporation.

#### ***4.11 How to fill vacancies***

The directors can fill casual director vacancies. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

If a vacancy for an independent non-member specialist director occurs it must be filled as set out in rules 4.7 and 4.8 of this rule book.

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

A director passes away.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors as set out in rule 4.13 of this rule book.

A director is disqualified from managing a corporation.

#### ***4.13 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 meeting.
- 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 receive the notice of the meeting (see rule 3.6).

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.

#### ***4.14 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 their position of director or information gained through that position
- a duty to not trade while insolvent.

The business of the corporation is to be managed by or under the direction of all 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.

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

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

This notice 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 in question,

unless the director is allowed to do so under the Division 268 of the CATSI Act.

#### ***4.16 Payment***

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in 4.15 and 4.18).

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

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

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

#### ***4.17 Delegation***

The directors can delegate, by passing a resolution, any of their powers to:

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

#### ***4.18 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.

#### ***4.19 Directors' meetings***

The directors of the corporation must meet at least every three months.

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

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

#### ***4.20 Quorum for directors' meetings***

A majority of the directors must be present at all times during the meeting. If the corporation has appointed one or more independent non-member specialist directors, at least one must be present to form a quorum.

#### ***4.21 Chairing directors' meetings***

The chairperson of the corporation will chair directors' meetings. If the chairperson is not available, the directors can elect another director to chair the meeting.

#### ***4.22 Using technology***

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

#### ***4.23 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.

### **5. Contact person or secretary**

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

The directors appoint a contact person or secretary.

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.

**Note:** 'small' and 'medium' sized corporations have a contact person; 'large' sized corporations have a secretary

## **6. Records**

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 or secretary
- financial records that correctly record and explain its financial position and financial performance and that would enable true and fair financial reports to be prepared and audited.

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

## **7. Finances**

The corporation must follow the procedures set out below:

- all money of the corporation must be deposited into the corporation's bank account
- when appropriate, the corporation must give receipts for money it receives
- all cheques, withdrawal forms and other banking documents must be signed by at least two directors or in accordance with delegations approved by resolution at a directors' meeting
- all invoices must be approved for payment at a directors' meeting or in accordance with delegations approved by resolution at a directors' meeting
- all payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payments.

## **8. Application of funds**

The directors can use the money and property of the corporation to carry out its business.

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 (i.e. wages); or
- to a member under a contract for goods or services provided.

## **9. Dispute resolution**

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.

If the dispute is about the CATSI Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion.

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.

## **10. Changing the rule book**

The rule book can be changed by the members passing a special resolution at a general meeting.

The proposed changes must be set out in the notice for 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.

The changes take effect when they are registered by the Registrar.

## **11. Sub-committees**

The directors may at any time appoint a sub-committee from its members and shall determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the directors, a sub-committee shall:

- have a quorum of three at its meetings, unless the sub-committee resolves that a larger number shall be the quorum;
- appoint one of its members to be responsible for calling meetings of the sub-committee and inform the directors of the name of the responsible person.

## **12. The Griffith Aboriginal Medical Service Aboriginal Corporation Gift Fund**

### ***12.1 The gift fund***

The corporation shall maintain a gift fund to be called—The Griffith Aboriginal Medical Service Aboriginal Corporation Gift Fund to which;

- (a) gifts of money or property for the purposes of the objects of Griffith Aboriginal Medical Service Aboriginal Corporation are to be made
- (b) any money received by the corporation because of those gifts is to be credited
- (c) no other money or property other than that stated at (b) can be received.

### ***12.2 Use of gift funds***

The corporation shall use the following only for the objectives of Griffith Aboriginal Medical Service Aboriginal Corporation:

- (a) gifts made to the gift fund
- (b) any money received because of such gifts.

### ***12.3 Receipts***

Receipts issued for gifts to the gift fund shall state:

- (a) the full name of the corporation's gift fund
- (b) the Australian Business Number of the corporation
- (c) the fact that the receipt is for a gift.

### ***12.4 Closure of gift fund***

The gift fund will be closed at the first occurrence of:

- (a) the winding up of the gift fund
- (b) the revocation of the corporation as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1976*

Any surplus assets of the gift fund shall be transferred to another fund, authority or institution, which has similar objects to the corporation and which is a body that may receive tax deductible gifts under Subdivision 30-B of the *Income Tax Assessment Act 1997* as amended from time to time under legislative provision enacted in substitution for those provisions.

### ***12.5 Separate account for gift fund***

The corporation shall maintain a separate bank account for the gift fund.

## **13. Winding up**

The winding up of the corporation shall be in accordance with the CATSI Act.

On the winding up of the Corporation, a member or an associate member shall not receive any surplus assets, remaining after the payment of the organisation's liabilities.

On the winding up of the Corporation, any surplus assets remaining after the payment of the Corporation's liabilities shall be transferred to:

- (a) another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act; and
- (b) where possible, to incorporated member organisations of the AH&MRC, being Aboriginal Community Controlled Medical or Health Services within the State of New South Wales, or to the Aboriginal Health & Medical Research Council of New South Wales, but such organisations shall have rules preventing the distribution of property to its individual members and shall qualify under *Item 4.1.1* of the table in *Subsection 30-45(1)* of the *Income Tax Assessment Act 1997*.

In the event of a voluntary winding up of the Corporation, upon the cancellation of the incorporation, any surplus property, subject to any trust affecting that property or

any part of it, is to be distributed in accordance with a special resolution of the Corporation and any such distribution:

- (a) shall be in accordance with the *Corporations Act 1984* and the *Income Tax Assessment Act 1997*, and shall not be paid to or distributed amongst the individual members or associate members of the Corporation nor former individual members or associate members; and
- (b) shall be to an organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act; and
- (c) shall be distributed, where possible, to incorporated member organisations of the AH&MRC, being Aboriginal Community Controlled Medical or Health Services within the State of New South Wales, or the Aboriginal Health & Medical Research Council of New South Wales, but such organisations shall have rules preventing the distribution of property to its individual members and shall fall under *Item 4.1.1* of the table in *Subsection 30-45 (1)* of the *Income Tax Assessment Act 1997*.

## 14. Definitions and interpretation

### Definitions

In these rules:

**“Aboriginal”** means a member of the Aboriginal race of Australia who identifies as an Aboriginal person and who is accepted by the Aboriginal Community as an Aboriginal person.

**“Aboriginal Community Controlled Health Committee” (ACCHC)** means an incorporated body having Rules preventing the distribution of property to individual members of the organisation which is initiated in, elected and governed by a local Aboriginal community with the objective of establishing a Local Aboriginal Community Controlled Health Service as defined by the NACCHO definition of Community Control in Health Services.

**“Aboriginal Community Controlled Health Service” (ACCHS)** means an incorporated Aboriginal community controlled organisation which:

- has Rules preventing the distribution of property to individual members of the organisation;
- which is governed by an Aboriginal board of management elected by a local Aboriginal community membership; and
- provides culturally appropriate primary health care and health related services to the Community which it serves.

## **“Aboriginal Community Control in Health Services”**

The term *Aboriginal Community control* has its genesis in Aboriginal peoples’ rights to self-determination.

Self-determination is defined in United Nations and Human Rights Instruments as a peoples’ right to their own cultural, economic social and political institutions and to which their right to land, territorial security and control over resources is viewed as inseparable.

*Aboriginal Community control* means the empowering of a community through the adoption of appropriate organisational structures which enable all Aboriginal people in the local Community the opportunity to be represented as members and to be involved in the decision making process and, therefore, the right to participate and contribute to the goals, structure and operation of its services.

The process of *Aboriginal Community control* in the area of health means that an Aboriginal health service is dependent and autonomous and is controlled by the local Aboriginal Community it serves in order to provide culturally appropriate health care to meet its health needs as defined by that Community.

*Aboriginal Community control* is central to achieving and maintaining culture well-being and is therefore essential to the philosophy and operations of Aboriginal health care services.

*Aboriginal Community control* is also about responsibility and accountability to the Community having regard for local cultural perceptions and imperatives.

The essence of *Aboriginal Community control*, in this context, distinguishes it from all other methods of control by the coming together of minds and experiences, harnessing talent and diverse abilities from within the local Aboriginal Community towards regaining and maintaining its well-being.

*Extract from the AH&MRC Constitution.*

**“Aboriginal health”** means, consistent with the definition of “Health” adopted by the former National Aboriginal and Islander Health Organisation (NAIHO), not just the physical well-being of an individual but refers to the social, economic, emotional and cultural well-being of the whole Community in which each individual is able to achieve their full potential as a human being, thereby bring about the total well-being of their Community.

**“ACCHS”** is the acronym for an Aboriginal Community Controlled Health Service.

**“The Act”** means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 2006.

**“AH&MRC”**, as the acronym for the *Aboriginal Health & Medical Research Council of New South Wales*, and for the purpose of this document and the internal purposes of the Company, is an abbreviation meaning the Company.

“**AHRC**” is the acronym for the former *Aboriginal Health Resources Co-operative of NSW Limited*, taken over by the Company as provided for in *Sub-clauses 3.2.2 (m) and (n)* of the *AH&MRC Constitution*, and for its precursor organisation, the *Aboriginal Health Resources Committee* which was established following the *Brereton Report* (NSW Task Force on Aboriginal Health, 1982/83).

“**AMS**” is the acronym for an Aboriginal Medical Service, which in practice is synonymous with an Aboriginal Community Controlled Health Services (ACCHS) and the nomenclature under which many ACCHS’s operate.

“**Health related services**” means those services covered by the Aboriginal holistic definition of health including, but not restricted to, such services as health promotions and disease prevention services, substance misuse, men’s and women’s health, specialised services to children and the aged, services for people with disabilities, mental health services, dental care, clinical and hospital services and those services addressing, as well as seeking the amelioration of, poverty within Aboriginal communities.

“**NACCHO**” is the acronym for the *National Aboriginal Community Controlled Health Organisation*.

“**Primary Health Care**” is essential, integrated care based upon practical, scientifically sound and socially acceptable procedures and technology made accessible to Communities as close as possible to where they live through their full participation in the spirit of self-reliance and self-determination. The provision of this calibre of health care requires an intimate knowledge of the community and its health problems, with the community itself providing the most effective and appropriate way to address its main health problems, including promotive, preventative, curative and rehabilitative services.

*(Adapted from the W.H.O. Alma-Ata Declaration 1978)*

Primary health care is the first level of contact of individuals, families and the community with the health care system and in Aboriginal communities this is usually through an ACCHS or satellite Aboriginal community health clinic that it services.

Primary health care, within the holistic health provision of an ACCHS, provides the sound structure to address all aspects of health care arising from social, emotional and physical factors. It incorporates numerous health-related disciplines and services, subject to its level of operation, available resources and funding. In addition to the provision of medical care, with its clinical services treating diseases and its management of chronic illness, it includes such services as environmental health pharmaceuticals, counselling, preventive medicine, health education and promotion, rehabilitative services, antenatal and postnatal care, maternal and child care, programs and necessary support services to address the effects of socio-somatic illness and other services provided in a holistic context mentioned in *Schedule 7* of the

AH&MRC *Constitution* (inserted with permission as *Schedule 2* of these Rules) and included in the NACCHO definition for ‘Aboriginal Health Related Services’.

Primary health care is all-inclusive, integrated health care and refers to the quality of health services. It is a comprehensive approach to health in accordance with the Aboriginal holistic definition of health and arises out of the practical experience within the Aboriginal community itself having to provide effective and culturally appropriate health services to its communities.

**“Regulation”** means the *Corporations (Aboriginal and Torres Strait Islander) Regulations 2007*.

**“Minute Secretary”** means the person holding office under these rules as minute secretary of the Corporation.

**“Socio-somatic illness”** means those physical ailments, bodily disorders and psychological or mental conditions which impair the health of Aboriginal people and the well-being of Aboriginal communities resulting directly or indirectly from sociological disadvantage, economic deprivation, racism, assimilationist legislation, policies and practices, unemployment, lack of housing, dispossession, alienation from land, forced separation from parents, children, families and communities, and other traumas, which impinge and have impinged upon Aboriginal people since dispossession.

**“Torres Strait Islander”** means a member of the Torres Strait Islands race and their descendants who identifies as and is accepted by the Torres Strait Islander community as a Torres Strait Islander person.

In these rules:

- (i) A reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (ii) The provision of the *Act* apply to and in respect of these rules in the same manner as those provisions would so apply.

**Schedule 1—Application for membership form**

**APPLICATION FOR MEMBERSHIP**

I, \_\_\_\_\_  
*(first name of applicant)* *(last name of applicant)*

(Note: corporation’s rules may permit corporate applicants.)

of  
\_\_\_\_\_  
*(address of applicant)*

hereby apply for membership of

**Griffith Aboriginal Medical Service Aboriginal Corporation**

I declare that I am eligible for membership and am willing to be bound by the rules of the corporation.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

**Office use only**

Application tabled at directors’ meeting held	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Entered on register of members	Date:

.....  
Chairperson’s signature

## Schedule 2 – Core functions of primary health care in ACCHS

### CORE FUNCTIONS OF PRIMARY HEALTH CARE IN ABORIGINAL COMMUNITY CONTROLLED HEALTH SERVICES (ACCHS)

(As per the AH&MRC Constitution, Appendix 7)

#### Primary Health Care

Primary Health care is essential, integrated care based upon practical, scientifically sound and socially acceptable procedures and technology made accessible to communities as close as possible to where they live through their full participation in the spirit of self-reliance and self-determination. The provision of this calibre of health care requires an intimate knowledge of the community and its health problems, with the community itself providing the most effective and appropriate way to address its main health problems, including promotive, preventative, curative and rehabilitative services.

*(Adapted from the W.H.O. Ama-Ata Declaration 1978)*

Primary Health Care is the first level of contact of individuals, families and the community with the health care system and in Aboriginal communities; this is usually through an Aboriginal Community Controlled Health Service (ACCHS) or satellite Aboriginal community health clinic that it services.

Primary Health Care, within the holistic health provision of an ACCHS, provides the sound structure to address all aspects of health care arising from social, emotional and physical factors. It incorporates numerous health-related disciplines and services, subject to its level of operation, available resources and funding. In addition to the provision of medical care, within its clinical services treating diseases and its management of chronic illness, it includes such services as environmental health, pharmaceuticals, counselling, preventive medicine, health education and promotion, rehabilitative services, antenatal and postnatal care, maternal and child care, programs and necessary support services to address the effects of socio-somatic illness and other services provided in a holistic context mentioned in *Schedule 7* of this *Constitution* and included in the NACCHO definition for “Aboriginal Health Related Services”.

**“Aboriginal health related services”** means those services covered by the Aboriginal holistic definition of health including, but not restricted to, such services as health promotions and disease prevention services, substance misuse, men’s and women’s health, specialised services to children and the aged, services for people with disabilities, mental health services, dental care, clinical and hospital services and those services addressing, as well as seeking the amelioration of, poverty within Aboriginal communities.”

This all-inclusive, integrated health care refers to the quality of health services. It is a comprehensive approach to health and arises out of the practical experience within the

Aboriginal community itself to provide effective and culturally appropriate health services to its communities.

The following list of core services are those which are provided, subject to adequate funding, in many ACCHS's and reflect the Aboriginal definition of holistic health:

**“Aboriginal health”** means not just the physical well-being of an individual but refers to the social, emotional and cultural well-being of the whole Community in which each individual is able to achieve their full potential as a human being, thereby bringing about the total well-being of their Community. It is a whole of life view and includes the cyclical concept of life-death-life.

## **Core Functions of Primary Health Care in (ACCHS)**

### **1 Medical Care**

#### **(i) Clinical Health Services**

May include, but not restricted to, the following services provided by medical practitioners and/or appropriately qualified allied health professionals, trained Aboriginal Health Workers or qualified nursing staff using standard treatment procedures:

- (a) Diagnostic and clinical care
- (b) Treatment of illness/disease
- (c) Management of chronic illness
- (d) Referral to secondary health care (in-patient hospital and other health residential facility) and tertiary health care (specialist services and care) when not available at the ACCHS
- (e) Dialysis services and endocrinology referral
- (f) Radiology services or referral
- (g) Sterilisation of equipment meeting Australian standards
- (h) Respiratory disease testing, services and referral
- (i) Cardiovascular testing, services and referral
- (j) Outreach clinical health services to satellite clinics or communities without services
- (k) Clinical health services to prisons and institutions
- (l) Domiciliary health care

(ii) Pharmaceutical Services

- (a) Prescription of medication and drugs
- (b) Pharmaceutical supplies (subject to State and Federal legislation and mindful of the *W.H.O. Alma-Ata Declaration* advocating provision of essential drugs)
- (c) Pharmaceutical supply arrangements with hospital pharmacies or local pharmacists when not available at the AHHCS

(iii) Preventative Care

- (a) Population health promotional program
- (b) Early intervention
- (c) Otitis Media examination and testing
- (d) Immunisation
- (e) Health education and promotion
- (f) Socially communicable disease control, manuals and education programs
- (g) Health protection supplies and distribution
- (h) Antenatal instruction and classes
- (i) Maternal and child care (0-5 years)
- (j) Diabetic screening, testing and counselling
- (k) Screening, individual and mass screening programs
- (l) Vaccinations
- (m) Infection control
- (n) Injury/accident prevention education
- (o) Outreach health promotional programs
- (p) Dietary and nutrition education

(iv) Medical Records & Health Information System

- (a) Up-to-date comprehensive Medical Record System
- (b) Monitoring sheets and Follow Up Files
- (c) Health registers
- (d) Health Information Data system
- (e) Immunisation and vaccination registers

## **2 Dental Health Services**

May include, but not restricted to, the following services provided by dental practitioners and/or appropriately qualified dental health workers or trained dental technicians using standard treatment procedures:

- (i) Dental Clinical Services
  - (a) Diagnostic and dental care
  - (b) Treatment of tooth decay/extraction
  - (c) Provision of dentures
  - (d) Orthodontic and specialist services
  - (e) Orthodontic and specialist services referral when not available at an ACCHS
  - (f) Sterilisation equipment meeting Australian standards
  - (g) Outreach dental services to satellite clinics or communities without dental services
- (ii) Preventative Dental Care
  - (a) Dental health promotional program
  - (b) Early intervention
  - (c) Dental health education
  - (d) Dental health supplies and distribution
- (iii) Dental Records & Information System
  - (a) Up-to-date comprehensive Dental Record System

- (b) Monitoring sheets and Follow Up Files
- (c) Dental Health registers
- (d) Health Information Data system

### **3 Health Related Services and Community Support Services**

Subject to the type of service, may include, but not restricted to, the following services provided by medical practitioners, visiting physicians, appropriately qualified allied health professionals, trained Aboriginal Health Workers, qualified nursing staff or community personnel using culturally appropriate procedures and programs:

- (a) Social and emotional well-being services
- (b) Psychiatric services and care
- (c) Counselling and group activities
- (d) “Stolen Generations” counselling and Link-up services and support
- (e) Cultural promotion activities
- (f) Aboriginal traditional methods of healing
- (g) Clinic usage as venue for visiting specialists
- (h) Aged care services
- (i) Paediatric Services
- (j) Client follow-up and support
- (k) Home and community care
- (l) Assistance with surgical aids
- (m) Podiatry services
- (n) ENT services
- (o) Ophthalmology services
- (p) Optometry services
- (q) Advocacy work eg: support letters for public housing issues
- (r) Homelessness support and temporary shelter services

- (s) Submission writing for community organisations
- (t) Advocacy/interpreting services
- (u) Community development work
- (v) School-based activities
- (w) Transportation health services and Community bus activities
- (x) Accommodation or assistance for visiting rural and remote patients
- (y) Meeting of patients travelling long distance by public transport
- (z) Deceased transportation and arrangements
- (aa) Funeral assistance
- (bb) Youth activities and counselling
- (cc) Satellite primary health services to remote outlying communities or towns without services
- (dd) Support services for people in custody
- (ee) Prison advocacy services
- (ff) Welfare services and food assistance
- (gg) Affordable and wholesome food provision
- (hh) Financial assistance for medical supplies or prescriptions
- (ii) Environmental health services
- (jj) Substance misuse counselling, education and promotions
- (kk) Detoxification services
- (ll) Needle exchange services
- (mm) Services for people with disabilities
- (nn) Men's and women's business services
- (oo) Family counselling services
- (pp) Crisis intervention services

- (qq) Audiometry services
- (rr) Audiology services
- (ss) Local or Regional Health Ethics Committee representation
- (tt) Community and ACCHS research and data analysis
- (uu) Formal in-service staff education and training
- (vv) Liaison with mainstream and private health sectors to assist in access and equity to secondary and tertiary health care services for Aboriginal people
- (ww) Community, Shire Council, Regional Area Health Service, Hospital Board Committee representation

The above list, whilst only a guide, includes certain specialists services (tertiary care) which can be available within the holistic health service provision of an ACCHS, depending upon the level of its operation, resources, funding and geographical location, or arranged through ACCHS clinics for visiting specialists and physicians or, in the absence of both of the above, by referral to the mainstream and private health care sectors with co-ordinated care provided by ACCHS medical practitioners, Aboriginal Health Workers and/or qualified nursing staff.

### Schedule 3—Consent to act as a director form

## CONSENT TO BECOME A DIRECTOR

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

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

give consent to become a director of Griffith Aboriginal Medical Service Aboriginal Corporation

I confirm my date of birth was ...../...../.....

and my place of birth .....  
(place of birth)

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)* 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 the agreement; and
- 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.