Directors

The Directors oversee the running of the Corporation on behalf of all members, make decisions about the affairs of the Corporation, and should always be aware of what the Corporation is doing. The Directors set the direction for the business of the Corporation.

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 a general meeting.

7.1 ***Number of Directors***

7.1.1 The maximum number of Directors of the Corporation is ten. This number includes up to two independent or specialist non-member Directors.

7.1.2 The minimum number of Directors shall be five Directors. This number includes up to two independent or specialist non-member Directors.

7.2 ***Eligibility of Directors***

7.2.1. A Director must:

(a) be of or over the age of 18 years;

(b) be a member of the Corporation (unless they are appointed as an independent or specialist non-member Director); and

(c) be a Kokatha person who continues to satisfy the eligibility requirements for membership (unless they are appointed as an independent or specialist non-member Director).

7.2.2. A person is not eligible to become a Director if they are:

(a) a full time employee of the Corporation

(b) a Director or full time employee of one of its subsidiary companies;

(c) undischarged bankrupts;

(d) or have been;

i. convicted of an offence in connection with the promotion, formation or management of a body corporate within the past five years;

ii. convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months within the past five years;

iii. convicted of an indictable offence (generally speaking an offence punishable by a maximum prison sentence of more than two years), and in particular including all acts of violence, within the past five years are not eligible to become a Director, or retain their position as a Director upon conviction of an offence referred to herein or upon becoming bankrupt;

iv. currently serving a term of imprisonment of three months or more;

v. disqualified from managing corporations;

7.2.3. Not more than one person from each immediate family and not more than two persons from each of the Family Groups is/are eligible to be a Director at any one time.

Immediate family means any person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, son, daughter, sister, brother or step-children.

7.2.4. Every person made a Director shall undergo a police check, the results of which are to be provided to the Chairperson within three months of that person becoming a Director and if such is not provided in that time the person may not continue to act as a Director until the police check is provided.

7.3 ***Director requirements***

7.3.1 The Chief Executive Officer may not be a Director and cannot chair Directors' meetings.

7.4 ***How to become a Director***

7.4.1 The Corporation can appoint a Director by the members passing a resolution at a general meeting or AGM.

7.4.2 If there is a casual vacancy in a directorship the other Directors can pass a resolution in a Directors' meeting to fill the vacancy.

7.4.3 Directors must give the Corporation their consent in writing to be a Director before being appointed.

7.4.4 Nominations to be elected as a Director must be submitted in writing to the Corporation no later than fourteen days (14 days) prior to the general meeting and state the reasons for nomination, the skills which will be brought to the Corporation and detail the applicant's relevant qualifications and experience. If there are insufficient written nominations to fill the minimum number of Director positions, nominations may be taken from persons attending the general meeting to make up that minimum number.

7.5 ***Directors' term of appointment***

7.5.1 Directors will be elected on rotation for a two-year term, so that the appointment of half of the Directors expires each year. They are eligible to be re-elected.

To implement the rotational system:

Both member and specialist Directors appointed during the special administration period which ends on 9 October 2020 will be appointed until the 2022 AGM.

At the 2022 AGM half of the Directors' appointments will expire. The Directors will decide by resolution at a Directors meeting prior to the 2022 AGM as to which Directors will be standing down. They will be eligible to be re-elected. The remaining Directors' appointments will expire at the 2023 AGM. All new Directors appointed at the 2022 AGM will be appointed for a term of two years. The AGM minutes must record the term of each Director appointed.