

KAC RNTBC PROPOSED RULE BOOK AMENDMENTS

The following changes are proposed following a review of the rulebook by KAC. As part of this process, the Board also requested that ORIC review the rule book and these proposed changes.

ATTACHMENT A – SPECIAL RESOLUTION #1	
That the following amendments be made to the rule book of the Kokatha Aboriginal Corporation RNTBC (ICN 8093):	
RULE 5.5 – MEMBER'S RESPONSIBILITIES	Insert into rule 5.5 as member's responsibilities: (a) <i>not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;</i> (b) <i>to act in the best interests of the Corporation and the Kokatha People as a whole.</i>
RULE 5.11– COMMON LAW HOLDER MEETINGS	Insert the underlined into rule 5.11.1 in relation to the examples of exceptional reasons why a meeting may be postponed: <i>(such as a pandemic preventing meetings of this nature from being held safely <u>or other circumstances which warrant the postponement of the meeting</u>)</i>
RULE 6.5 – NOTICE FOR GENERAL MEETING	Insert the underlined into rule 6.5.3: <i>The notice must set out:</i> (a) <i>the place, date and time for the meeting <u>(and, if the meeting is to be held in two (2) or more places, the technology that will be used to do this);</u></i> (d) <i>if a member can appoint a proxy <u>and whether the proxy must be a member or not.</u></i>
RULE 6.7 QUORUM AT GENERAL MEETINGS	Amended rule 6.7.1 to: <i>"The quorum is 10% of members or 50 members present (whichever is lesser)."</i>
RULE 6.13 POSTPONING A GENERAL MEETING OR AGM	Amend rule 6.13.2 to: <i>"The Directors postpone the meeting by passing a resolution in a Directors' meeting. A postponed meeting must be held within 60 days of the date that the meeting was due to occur."</i>

RULE 7.2 ELIGIBILITY OF DIRECTORS	Amend rule 7.2.2 as follows: A person is not eligible to become a Director if they are: (v) <u>prohibited from working with children under the Child Safety (Prohibited Persons) Act 2016 (SA) or other relevant legislative frameworks.</u> Amend rule 7.2.4 to: <i>“Every person made a Director shall undergo a police check and a Working with children check, the results of which are to be provided to the Chairperson within three months of that person becoming a Director.”</i>
7.10 HOW TO STOP BEING A DIRECTOR	Insert into rule 7.10.1: (f) <i>the Corporation is registered as a charity and the person is suspended or is removed as a Responsible Person under the Australian Charities and Not-for-Profits Commission Act 2012 (Cth).</i>
RULE 12 – APPLICATION OF FUNDS	Insert 12.4: 12.4 <i>Subject to the Corporation being registered for Deductible Gift Recipient (DGR) status, the Corporation will set up and maintain for the main purpose of the corporation a gift fund:</i> (a) <i>to be named ‘The Kokatha Aboriginal Corporation RNTBC Gift Fund’ (Gift Fund);</i> (b) <i>which must receive gifts of money or property and deductible contributions for the purposes of the objectives of the corporation at rules 3.1, 3.2 and 3.3; and</i> (c) <i>which must have credited to it any money received by the corporation because of those gifts or deductible contributions.</i> 12.5 <i>The Gift Fund cannot receive any money or property other than that stated at (b).</i> 12.6 <i>The corporation shall use gifts or deductible contributions made to the Gift Fund and any money received because of them only for the principal purpose of the Corporation.</i> 12.7 <i>Receipts issued for gifts to the Gift Fund must state:</i> (a) <i>the full name of the Corporation;</i> (b) <i>the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation; and</i> (c) <i>the fact that the receipt is for a gift.</i>

	12.8 As soon as: (a) The Gift Fund is wound up; or (b) the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the Taxation Administration Act 1953; then (c) any surplus assets of the Gift Fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation and is registered with the Australian Charities and Not-for-profit Commission. This body must also be able to receive tax deductible gifts under division 30 of the Income Tax Assessment Act 1997 (Cth).
RULE 14 – WINDING UP	Amend rule 14 to: 14.1 The Corporation may be wound up in the manner provided for in the Act. 14.2 The Corporation may be dissolved by a special resolution of members at a general meeting especially convened for that purpose. 14.3 Where the Corporation is wound up: (a) the assets held in the gift fund pursuant to rule 12.4 must be transferred to a charitable organisation registered with the Australian Charities and Not-for-profit Commission, which has similar objectives to the Corporation; and (b) has DGR status. 14.4 Where: (a) The Corporation is wound up; and (b) After all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets (excluding any assets received pursuant to the Corporation's current or former DGR status) of the Corporation exist; (c) The liquidator can decide, or the members may pass a special resolution about how the surplus assets of the Corporation are to be distributed. (d) The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

RULE 20 – CODE OF CONDUCT	Amend rule 20 to: 20.1 <i>The Corporation in general meeting shall have the power from time to time to make, amend and repeal a Code of Conduct in relation to the behaviour of members but so that no such Code of Conduct shall be inconsistent with or contravene any of the rules or of the Act or be contrary to the objectives of the Corporation.</i> 20.2 <i>In the event of a breach of the Code of Conduct at a meeting or event, the member may be directed to leave the meeting by the Chair of the meeting, and the Board of Directors shall have the power to impose such consequences as set out in the Code of Conduct.</i>
RULE 21- DISPUTE RESOLUTION	Amend rule 21 to: 21.1 <i>If a Dispute arises involving the Corporation and any of its members, including between Directors and Directors and between Directors and members or a person who is or claims to be a Kokatha Common Law Holder (whether or not the person is a member), the parties in dispute ("dispute parties") are encouraged to first try to resolve it themselves.</i> 21.2 <i>If the Dispute is not resolved within 28 business days, any party may give a dispute notice to the other dispute parties.</i> 21.3 <i>The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.</i> 21.4 <i>If the Dispute is about the Act or the Corporation's rules, the Directors or any of the dispute parties may ask the Registrar for an opinion. The Registrar's opinion will not be binding on the parties to a dispute.</i> 21.5 <i>The Directors must help the dispute parties resolve the dispute within 20 business days after the Corporation receives the notice.</i> 21.6 <i>If such a Dispute is a serious dispute and cannot be resolved by the Directors in accordance with rule 21.5, the dispute parties may decide to appoint an independent mediator (agreed to by the dispute parties) to mediate the dispute.</i> 21.7 <i>If the Dispute is a serious dispute, is not resolved through mediation and warrants the expenditure of money required to hold a general meeting, it may be put to members to resolve at a general meeting as soon as practicable.</i>

SCHEDULE 2 – DICTIONARY	Insert into the Dictionary: <i>“Dispute” means a dispute about the affairs of the Corporation or how the Act or the Corporation's constitution applies, whether a person is or is not a Kokatha Common Law Holder or the Corporation's performance of its functions under the native title legislation.</i>
SCHEDULE 5 - CHC	Committee member requirements Insert the following which is consistent with rule 7.2.2 for KAC Directors' eligibility • <i>must not be 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;</i> • <i>must not be currently serving a term of imprisonment of three months or more;</i> • <i>must not be prohibited from working with children under the Child Safety (Prohibited Persons) Act 2016 (SA) or other relevant legislative frameworks.</i>
MOVED:	
SECONDED:	
VOTE:	

ATTACHMENT A – SPECIAL RESOLUTION #2 That the following amendments be made to the rule book of the Kokatha Aboriginal Corporation RNTBC (ICN 8093):	
7.5 DIRECTORS' TERM OF APPOINTMENT	Amend rule 7.5.1 to: <i>Directors will be elected on rotation for a three year term, so that the appointment of three of the Directors expires in the first year, three in the second year and two in the third year in a three year cycle. They are eligible to be re-elected.</i> To implement the rotational system: <i>At the 2027 AGM four Directors' appointments will expire. They will be eligible to be re-elected.</i> <i>The three directors with the highest number of votes at the 2027 AGM will be elected for a three-year term. The fourth director with the lowest number of votes at the 2027 AGM will be elected for a two-year term.</i>

	<i>At the 2028 AGM the appointments of four directors elected at the 2026 AGM will expire. They will be eligible to be re-elected.</i> <i>The three directors with the highest number of votes at the 2028 AGM will be elected for a three-year term. The fourth director with the lowest number of votes at the 2028 AGM will be elected for a one-year term.</i> <i>At the 2029 AGM the appointments of fourth directors appointed at the 2027 and 2028 AGM will expire. They will be eligible to be re-elected.</i> <i>All new Directors appointed at the 2029 AGM and subsequent AGMs will be appointed for a term of three years. The AGM minutes must record the term of each Director appointed.</i>
MOVED:	
SECONDED:	
VOTE:	