

**THE RULE BOOK  
OF  
ANANGU NGANGKARI  
TJUTAKU ABORIGINAL  
CORPORATION**

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

1 Rule Book of Anangu Ngangkari Tjutaku Aboriginal Corporation, registered by the Delegate of the Registrar, on 1 May 2012.

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## 1. NAME

The name of the corporation is ANANGU NGANGKARI TJUTAKU ABORIGINAL CORPORATION

## 2. OBJECTIVES

The Angu Ngankari Tjutaku Aboriginal Corporation is a not-for-profit entity. The corporation aims:

- a) To promote the health and well-being of Angu people and their communities in the Angu Pitjantjatjara Yankunytjatjara (APY) Lands, across South Australia, and in the cross border areas of South Australia, Northern Territory and Western Australia;
- b) To provide ngankari healing services to Aboriginal and non-Aboriginal people in:
  - a. Our communities in the APY Lands: Iwantja (Indulkana), Mimili, Kaltjiti (Fregon), Umuwa, Watinuma, Yunyarinyi, Pukatja (Ernabella), Amata, Nyapari, Kanpi, Pipalyatjara, Kalka, Watarru;
  - b. Hospitals and any health care service providers in remote, rural and urban areas;
  - c. Policy courts, prisons and correctional services to assist people in custody, people working with people in custody, and offenders released into the communities under supervision;
  - d. Any organizations and institutions that request our ngankari healing services;
- c) To work with mainstream doctors and health professionals to provide patients with a two-way health care;
- d) To look after our land, animals and plants. Our ancestors gave us the land to look after it and all things on it, including plants, minerals and animals. Our land is sacred and we need to look after it through our ngankari work;
- e) To work individually or together with other ngankari to ensure that patients receive the most appropriate healing treatments;

- f) To develop and strengthen our ngangkari skills and practices through ceremonies and regular visits to our sacred sites;
- g) To pass down on our ngangkari children and future generations our ancient and unique ngangkari knowledge;
- h) To provide ngangkari children with an ongoing training to ensure the learning, development and strengthening of their ngangkari healing skills and practices;
- i) To ensure that our ngangkari children are nurtured to grow healthy and skilful to provide ngangkari healing to people, communities, and the land;
- j) To operate and maintain a gift fund to be known as the ‘Anangu Ngangkari Tjutaku Gift Fund’ in accordance with the requirements of the *Income Tax Assessment Act 1997*.

### **3. MEMBERS**

#### **3.1 Who can apply to become a member of the corporation**

The members of the Anangu Ngangkari Tjutaku Aboriginal Corporation include ngangkari who satisfy the following criteria:

- a. ngangkari must be Anangu Pitjantjatjara Yankunytjatjara;
- b. ngangkari must be 15 years old;
- c. ngangkari must be recognised as ngangkari by their community.

#### **3.2 Members on registration**

A ngangkari only becomes a member when the corporation is registered, as long as the registration complies with the Act;

Ngangkari’s name, address and date of registration must be entered on the Register of members.

#### **3.3 Members on application**

A ngangkari is eligible under rule 3.1;

A ngangkari can apply to become a member of the corporation by oral communication to the Directors of the corporation;

The applicant ngangkari will go through the accreditation process to become a member of the corporation under rule 3.4;

The applicant ngangkari becomes member once the accreditation process is successful and a resolution is passed;

The new ngangkari member's name, address and date he or she becomes member of the corporation is put on the Register of members;

### **3.4 Accreditation process**

Ngangkari who want to become members of the corporation must go through the ngangkari accreditation process;

Once a ngangkari applies to become a member of the corporation under rule 3.3, the Directors will call a general meeting.

At the general meeting all ngangkari will assess if the applicant ngangkari has developed the appropriate ngangkari skills and healing practices. All ngangkari members will check if the new ngangkari can do the healing;

The ngangkari members of the corporation will determine if the applicant ngangkari can become member of the corporation by resolution at the general meeting;

The ngangkari members can refuse to accept the applicant ngangkari as member of the corporation. If they do so, they must communicate to the applicant about the decision and the reasons for it.

### **3.5 Members' rights**

Ngangkari members can:

- a. attend, speak and vote at general meetings;
- b. be made a Director;
- c. put forward resolutions at general meetings;
- d. look at the books and records of the corporation if the Directors have authorised them to do it, or if the members have passed a resolution which allows them to do it.

### **3.6 Members' responsibilities**

Ngangkari members have the following responsibilities:

- a. to comply with Ngangkari Law;

- b. to comply with the Rule book of the corporation;
- c. to treat other members with respect and dignity;
- d. not to behave in a way that significantly interferes with the operation of the corporation or corporation meetings;
- e. to let the corporation know if they change their address.

### **3.7 Membership fees**

The Anangu Ngangkari Tjutaku Aboriginal Corporation must not impose fees for membership of the corporation.

### **3.8 Liability of Members**

All members do not have to pay corporation debts if the corporation is wound up.

### **3.9 How a ngangkari stops being a member**

**A ngangkari stops to be a member if:**

- a. the ngangkari resigns as a member;
- b. the ngangkari's membership of the corporation is cancelled;
- c. the ngangkari dies.

**When a ngangkari stops to be a member:**

A ngangkari stops to be a member when the member's name and address are removed from the Register of members as a current member of the corporation;

The ngangkari's name is put on the Register of former members.

### **3.10 Resignation of a ngangkari**

A ngangkari can resign by giving a resignation notice to the corporation;

A resignation notice can be given in writing or orally (in person or by telephone);

The corporation must remove the member's name from the Register of current members of the corporation within 14 days after receiving the resignation notice;

The resigned member's name will be moved to the Register of former members.

### **3.11 Cancellation of membership**

#### **The membership can be cancelled if:**

A ngangkari does not comply with the Ngangkari Law and the Rule book of the corporation;

A ngangkari is not eligible under rule 3.1;

A ngangkari cannot be contacted for a period of two years.

#### **Cancellation process**

The membership can be cancelled by special resolution adopted in a general meeting;

The Directors must send a copy of the resolution to the last known address of the member as soon as possible after it has been passed;

Within 14 days from cancellation of membership, the corporation must remove the name of the member from the Register of current members of the corporation. The name will be moved to the Register of former members.

## **4. REGISTERS**

### **4.1 The Anangu Ngangkari Tjutaku Aboriginal Corporation keeps the following Registers:**

- a. Register of Ngangkari;
- b. Register of former Ngangkari.

### **4.2 Information on the Registers**

The Registers will contain the following information:

#### **a. Register of Ngangkari:**

- Name, surname, and any other name by which the member is known;
- Address;

- Date on which the ngangkari's name was entered on the Register.

#### **b. Register of former Ngangkari:**

- Name, surname, and any other name by which the member is known;
- Address;
- Date on which the Ngangkari stopped to be a member.

### **4.3 Location and inspection of Registers**

The Registers must be kept at the Anangu Ngangkari Tjutaku Aboriginal Corporation's document access address;

The Registers must be open for inspection by any person, and any person has a right to inspect the Registers;

If the Registers are kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the Register – unless the person and the corporation agree that the person can access the information by computer.

### **4.4 Inspection fees**

A member of the corporation can inspect the Registers without charge;

A person who is not a member can inspect the Registers only on payment of any fee required by the corporation;

The corporation must give a person a copy of the Registers (or a part of them) within 7 days (or a longer period as the Registrar may allow) if the person asks for a copy, and pays any fee required by the corporation.

### **4.5 Making Register of members available at Annual General Meeting (AGM)**

The corporation will make the Registers available for inspection (without charge) by members at the AGM; and ask each member attending the AGM to check and update their data.

### **4.6 Provision of Registers of members to the Registrar**



If the Registrar requests a copy of any of the Registers of members, it must be provided within 14 days or such longer period as the Registrar specifies.

## **5. MEETINGS**

### **5.1 Annual General Meetings (AGM): timing**

AGM must be held before the end of November each year;

The corporation may apply to the Registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period;

If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.

### **5.2 Annual General Meetings (AGM): business**

The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- Confirming the minutes of the previous AGM;
- Presenting reports: general, financial, Directors' reports;
- Electing Directors;
- Choosing an auditor (if required) and agreeing on the fee;
- Checking the Registers of members;
- Asking questions about how the corporation is managed.

### **5.3 General meetings**

#### **Calling general meetings**

A Director can call a general meeting;

Members can ask Directors to call a general meeting on the request of at least the required number of members specified as followed:

<b>Number of members in corporation</b>	<b>Number of members needed to ask 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

The Directors must call the meeting within 21 days.

### **Business of general meeting**

The business at each general meeting must include:

- confirmation of the minutes of the previous general meeting;
- all matters set out in the notice of the general meeting.

### **Notice for general meeting**

At least 21 days notice must be given of a general meeting;

The corporation:

- can call an AGM on shorter notice, if all the members agree beforehand;
- can call any other general meeting on shorter notice, if at least 95% of the members agree beforehand;
- at least 21 days notice must be given of a general meeting at which a resolution will be moved to:
  - remove a Director;
  - appoint a Director in place of a Director removed or
  - remove an auditor
- Shorter notice cannot be given for these kinds of meetings.

The corporation must give written notice of a general meeting to the members, Directors, contact person, and the auditor (if the corporation has one);

The corporation may give the notice of meeting to a member personally; sending the notice by post, fax, email; in community noticeboards; or in a manner which accords with Aboriginal customs;

A notice of a meeting:

- sent by post is taken to be given three days after it is posted;
- sent by fax or sent by email is taken to be given on the business day after it is sent.

A notice must contain:

- the place, date and time of the meeting;
- the business of the meeting;
- if a special resolution is being proposed, and what it is.

## 5.4 Members' resolutions

Members can propose a resolution at a general meeting by at least the required number of members specified as followed:

<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

Members must give notice of the resolution to the corporation;

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 5.3: *Notice for general meeting*);

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

## 5.5 Quorum (minimum number of members required for a meeting to be valid) at general meetings

The minimum number of members required for a general meeting to be valid is:

<b>Number of members in corporation</b>	<b>Number of members needed to make a quorum</b>
2 to 10 members	6 members
11 to 20 members	10 members
21 to 50 members	15 members
51 members or more	20 members

The quorum must be present at all times during the meeting;

If there is no quorum, the meeting is cancelled and adjourned to another day.

## **5.6 Chairing general meetings**

The Directors can elect someone to chair the meeting. If they don't, the members at a general meeting must elect a member present to chair the meeting.

## **5.7 Use of technology for general meeting**

General meeting can be held at more than one place using any technology that gives the members a way to participate and talking apart.

## **5.8 Voting**

Each member has one vote;

The chairperson (if he or she is a member) has one vote plus a casting vote;

A resolution at a general meeting should be decided by consensus, that is by discussion and agreement;

If consensus cannot be reached, the resolution should 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 paper headed 'for' or 'against' a resolution, or placing marbles in labelled jars;

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

## **5.9 Demanding a poll**

At a general meeting, a poll can be demanded on any resolution;

Any member (or a number of members) entitled to vote on resolutions or the chairperson can demand a poll;

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

At a general meeting, a poll on the election of a chairperson or on the question of an adjournment must be taken immediately;

At a general meeting, a poll demanded on other matters must be taken when and in the manner the chairperson directs.

## **6. DIRECTORS**

The Board of Directors run the Anangu Ngangkari Tjutaku Aboriginal Corporation on behalf of all members. The Directors make decisions about the affairs of the corporation, and how the corporation is run and managed. The Directors are always aware of what is happening in the corporation.

### **6.1 Number of Directors**

The Board of Directors is made of 5 Directors;

The Board of Directors includes at least 2 ngangkari women and 2 ngangkari men;

The number of Directors is decided by resolution at a general meeting.

### **6.2 Eligibility of Directors**

A Director must be:

- A ngangkari member of the Anangu Ngangkari Tjutaku Aboriginal Corporation;
- At least 18 years old.

### **6.3 Majority of Director requirements**

The majority of the Directors must ordinarily reside in Australia;

A majority of the Directors must not be employees of the corporation.

### **6.4 How to become a Director**

#### **Directors on registration**

A ngangkari becomes a Director of the corporation on registration of the corporation if the ngangkari is specified in the application for registration and he or she has given consent.

#### **Directors by appointment**

The corporation can appoint a *ngangkari* as a Director by resolution passed in a general meeting;

Directors must give the corporation their signed consent to act as a Director before being appointed;

The corporation must keep the Directors' consent;

The corporation must send the Registrar the Director'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.

## **6.5 Directors terms of appointment**

Directors are appointed at the Annual General Meeting (AGM) for a term of 1 year;

They are eligible to be re-elected.

## **6.6 How to stop to be a Director**

A *ngangkari* stops to be a Director if:

- the Director dies;
- the Director resigns;
- the Director's appointment expires;
- the Director is removed as a Director by the members or by other Directors as provided for in rule 6.7;
- the Director is disqualified from managing Aboriginal and Torres Strait Islander corporations (under Part 6–5 of the Act);
- The corporation must send the Registrar the Director's personal details within 28 days after they stop being a Director. The corporation can use the Registrar's *Notification of a change to corporation officers' details* form

## **6.7 How to remove a Director**

### **Removal by 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;

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 a notice of the meeting.

### **Removal by other Directors:**

Directors can only remove a Director if the Director fails to attend three or more consecutive Directors' meeting 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.

## **7. GENERAL DUTIES**

The Directors, contact person, other officers and employees must comply with the duties imposed on them by the Act and the general law. These include:

- a duty of care and diligence;
- a duty to act in good faith;
- a duty to disclose a conflict of interest;
- a duty to not improperly use their position or get information in order to gain a personal advantage or to hurt the corporation;
- a duty not to trade while insolvent.

## **8. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS**

### **8.1 Powers of Directors**

The business of the corporation is managed under the direction of the Directors;

The Directors can 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.

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

A Director who has a material personal interest in a corporation matter must tell the other Directors;

The Director must give details of what the interest is and how it relates to the corporation. These details must be given at a Directors' meeting as soon as possible, and 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.

### **8.3 Payment**

Directors cannot be paid a salary or sitting fees for their work as Directors;

Directors can be paid if:

- they are employed by the corporation, or
- 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 8.2 and 8.5)

The corporation can pay the Directors' travelling and other expenses for attending meetings or in connection with other corporation business.

### **8.4 Negotiable instruments**

Any 2 Directors of the corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument previous approval by the Board of Directors.

### **8.5 Related party benefit**

If a corporation wants to give a financial benefit to a related party it must comply with part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

### **8.6 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.

### **8.7 Directors' meetings**

The Directors will meet as often as they consider necessary for the good functioning of the corporation;

Directors must meet at least every three months;

The Directors can decide at a 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.

### **8.8 Quorum for Directors' meetings**

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

### **8.9 Chairing the Directors' meetings**

The Directors can elect a Director to chair their meetings;

The Directors must decide how long that Director will be the chairperson.

### **8.10 Use of technology**

Directors' meetings can be called or held using any technology as long as they agree to it.

### **8.11 Resolutions at Directors' meetings**

A resolution of the Directors at Directors' meetings must be passed by a majority of the votes;

The chairperson has a vote, plus a casting vote if necessary;

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

## **9. CONTACT PERSON**

### **9.1 Requirements:**

The contact person must be at least 18 years old;

A person can become the contact person of the corporation:

- on registration if the person is specified in the application with his or her consent as a proposed contact person of the corporation; or
- by appointment by a resolution of the Board of Directors;

The contact person must give the corporation a signed consent to act as contact person of the corporation before being appointed;

The corporation must keep each consent received;

The corporation must send the Registrar a contact person's personal details within 28 days after they are appointed (see *Notification of a change to corporation officers' details form*).

### **9.2 Duties of contact person:**

The contact person must pass on any correspondence received to at least one of the Directors within 14 days after receiving it.

### **9.3 Terms and conditions of contact person's appointment**

A contact person's appointment is subject to the terms and conditions that the Directors determine (including conditions of employment).

## **10. FINANCES**

### **10.1 Application of funds and property**

- a. All funds or property of the corporation not subject to any special trust can be used at the discretion of the Directors to carry out the corporation's objectives, according to the Act and the corporation's Rule book;
- b. No portion of the funds and property of the corporation may be paid or distributed to any member of the corporation, according to the Act and the corporation's constitution;

- c. Nothing in rule 10.1(b) is intended to prevent:
  - the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or
  - reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).
- d. All money of the corporation must be deposited into a corporation bank account;
- e. Donations must be deposited in the ‘Anangu Ngangkari Tjutaku Gift Fund’;
- f. The corporation must give receipts for all money it receives;
- g. All payment made out of the corporation’s money must be supported by adequate documents which explain the nature and purpose of the payment;
- h. All accounts must be approved for payment at a Directors’ meeting or in accordance with valid delegations;
- i. All cheques, withdrawal forms, payments, electronic funds transfers (EFT) transactions, and other banking documents must be signed by at least two Directors.

## **11. RECORDS**

### **11.1 Corporation’s books: minutes, constitution, members’ details and financial records**

The corporation must keep:

- Minute books recording all meetings, proceedings and resolutions. The minutes can be in writing or by means of an audio or audio-visual recording. The chair of the meetings signs the minutes or a declaration (in case of audio or video recording) within a reasonable time;
- An up-to-date copy of its Rule book;
- Registers of members and former members;
- Written records of Directors, officers, contact person, and the corporation’s document access address;
- Written financial records that correctly record and explain its transactions and financial position and that would enable true and fair financial reports to be prepared and audited;

- The financial records must be retained for 7 years after the transactions covered by the records are completed;
- If the records are kept in electronic format, the records are convertible into hard copy that must be available, within a reasonable time, to a person who is entitled to inspect the records;

All these records must be kept at the corporation's document access address.

## **12. DISPUTE RESOLUTION PROCESS**

If a dispute or disagreement arises the parties must first try to resolve it themselves on an informal basis;

If the dispute is not resolved, any party may give a dispute notice to the corporation;

The Directors must help the parties resolve the dispute after the corporation receives the notice;

The Directors or any of the dispute party can ask the Registrar for assistance, if the dispute relates to the meaning of any provision of the Act or the corporation's Rule book;

The Registrar's opinion will not be binding on the parties to a dispute.

## **13. WINDING UP**

The winding up of the corporation will follow the CATSI Act.

## **14. CHANGING THE RULE BOOK**

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 completed *Request to change corporation Rule book* form together with copies of the:

- rule book changes;

- special resolution;
- minutes of the meeting;

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

## **15. DEDUCTIBLE GIFT RECIPIENT (DGR)**

### **15.1 Gift fund rules**

The corporation will maintain for the main purpose of the corporation a gift fund called the ‘Anangu Ngangkari Gift Fund’. This Fund:

- can receive gifts of money or property for the purposes of the objectives of the corporation;
- can have credited to it any money received by the corporation because of those gifts;

The corporation will use gifts made to the ‘Anangu Ngangkari Tjutaku Gift Fund’ and any money received because of them only for the principal purpose of the corporation;

Receipts issued for gifts to the ‘Anangu Ngangkari Tjutaku Gift Fund’ must state:

- the full name of the corporation;
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation;
- the fact that the receipt is for a gift.

As soon as the ‘Anangu Ngangkari Tjutaku Gift Fund’ is wound up, or the corporation’s endorsement as a deductible gift recipient is revoked under section 426-55 of the Taxation Administration Act 1953:

- any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.