PILBARA META MAYA REGIONAL ABORIGINAL CORPORATION
ICN2256

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The Rule Book of Pilbara Meta Maya Regional Aboriginal Corporation

ICN 2256

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

Rule Book

Contents

1 Name

The name of the corporation is Pilbara Meta Maya Regional Aboriginal Corporation.

2 Objectives

The corporation aims to:

- Operate community enterprises and build a strong financial base for community development activities and infrastructure.
- Promote community development by acting as a resource for the community and stakeholders in the areas of education, health, housing, employment and welfare to the community.

To operate and maintain a gift fund to be known as 'The Pilbara Meta Maya Regional Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3 Members

3.1 Who is eligible?

A Member must be:

- At least 18 years old
- An Aboriginal person
- Must reside in the Pilbara of Western Australia

3.2 How to become a Member

- A person applies in writing using the Membership Application form.
- A person needs to be eligible under rule 3.1.
- The Directors accept the application by resolution at a Directors' meeting.
- The Directors must consider all applications for Membership within a reasonable period after they are received.
- The person's name, address and date they became a Members is put on the register of Members.
- The Directors may refuse to accept a Membership application. If they do so, they must write to the applicant about the decision and the reasons for it.
- A person does not become a Member until their name is entered on the corporation's register of Members. This must be done within 14 days after the Directors accept the Membership application. However, the corporation must not enter the person on the register of Members until after the relevant general meeting or annual general meeting (AGM) has been held if:
  - ➢ A person applies for Membership after a notice has been given for a general meeting or AGM, and
  - ➢ The general meeting or AGM has not been held when the Directors consider the person's application.

Note: An application for Membership form is at Schedule 1—Application for Membership form of this rule book.

3.3 Members' rights

A Member can:

- Attend, speak and vote at general meetings
- Be made a Director (if the Member is eligible to be a Director—see rule 5.3 on eligibility of Directors)
- Put forward resolutions at general meetings, including under rule 4.6
- Ask the Directors to call a general meeting under rule 4.3
- Look at the Members' register free of charge
- Look at the minutes of general meetings and AGMs free of charge
- Look at the rule book or get a copy (free of charge)
- Raise a dispute and have a dispute dealt with using rule 10
- Look at the books of the corporation if the Directors have authorised it or the Members pass a resolution at a Members' meeting which approves it.

3.4 Members' responsibilities

A Member must:

- Follow the corporation's rules
- Let the corporation know if they change their address
- Treat other Members with respect.

Members should also attend general meetings (including AGMs) or give their apologies.

3.5 No Membership fee

The Members of the corporation are not required to pay fees to join or for ongoing Membership of the corporation.

3.6 Liability of Members

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

3.7 How to stop being a Members

A person stops being a Member if:

- They resign in writing
- They pass away
- Their Membership is cancelled in accordance with rule 3.8 or 3.9.

When a person stops being a Member the corporation must put their name, address and the date they stopped being a Member on the register of former Members.

3.8 Cancelling Membership

A person's Membership can be cancelled by Members passing a special resolution at a general meeting if the Member:

- Cannot be contacted for two (2) years
- Misbehaves
- Is not an Aboriginal person

The Directors must give the person notice of the cancellation of their Membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's Membership is cancelled the corporation must put their name, address and the date they stopped being a Member on the register of former Members.

3.9 Directors limited right to cancel Membership

For grounds not covered by rule 3.8, a person's Membership can be cancelled by the Directors passing a resolution at a Directors' meeting if the Member is not or stops being eligible for Membership as set out in rule 3.1.

To do this, the Directors must:

- Write to the Member to tell them:
    - The Directors are going to cancel their Membership
    - The Member has 14 days to object to the planned cancellation
    - If the Member objects, they must write to the corporation to say so
- Allow the Member 14 days to object in writing to the intended cancellation.

If the Member does not object, the Directors must cancel the Membership by passing a resolution at a Directors' meeting. Then give the former Member a copy of the resolution.

If the Member objects, the Directors cannot cancel the Membership. The Membership can only be cancelled by Members passing a resolution at a general meeting.

3.10 The register/s of Members and former Members

The register/s must contain:

- The names and addresses of Members and former Members
- The date when each person's name was added to the register
- If a person is not an Aboriginal person (if rule 3.1 allows non- Aboriginal Members)
- For former Members, the date when they stopped being a Member.

The register/s of Members and former Members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of Members must be made available at the AGM.

4 General meetings and AGMs (Members' meetings)

4.1 AGM timing

An AGM must be held before the end of October each year.

4.2 AGM business

AGM business includes:

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

4.3 Calling general meetings

The Directors can call a general meeting or AGM by passing a resolution in a Directors' meeting or by circulating resolution.

The required number of Members can request the Directors to call a general meeting.

Number of Members in corporation	Number of Members required to request a general meeting
2 to 10 Members	= 1 Members
11 to 20 Members	= 3 Members
21 to 50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

The Members' request must:

- Be in writing
- State any resolutions to be proposed at the meeting
- Be signed by the Members making the request
- Nominate a Member to be the contact Member on behalf of the Member making the request
- Be given to the corporation.

Within the 21 days of receiving the request the Directors must either call the meeting or apply to the

Registrar to deny the request.

4.3.1 Directors agree to the request

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

4.3.2 Directors apply to the Registrar to deny the request

If the Directors resolve that:

- The request is frivolous or unreasonable or
- Complying with the request would be contrary to the interests of the Members as a whole

A Director, on behalf of all of the Directors, may apply to the registrar for permission to deny the request to call a general meeting.

The Directors' application to the Registrar to deny the Members' request must:

- Be in writing
- Set out the reasons why they wish to deny holding the meeting
- Be made within 21 days after the Members' request for a meeting was made

The Directors must give notice to the contact Member that they have applied to the Registrar to deny the request.

4.4 General meeting business

General meetings business includes:

- Confirming the minutes of the previous general meeting
- Considering the business or resolutions in the notice of meeting

4.5 Notice for general meetings and AGMs

At least 21 days' notice must be given.

Notice must be given to:

- Each Member individually
- The Directors
- The contact person or secretary
- The auditor (if the corporation has one)

The notice must set out:

- The place, date and time for the meeting
- The business of the meeting
- If a special resolution is being proposed, the exact wording of it
- Any technology to be used in the meeting (if required)

- If a Member can appoint a proxy

Notices must be given to each Member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal custom.

A notice of meeting:

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

4.6 Members' resolutions

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

Number of Members in corporation	Number of Members required to propose a resolution
2 to 10 Members	= 1 Members
11 to 20 Members	= 3 Members
21 to 50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

The notice must set out the resolution in writing and must be signed by the Members proposing it. The corporation must give notice of the resolution to all Members in the same way as rule 4.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the Members has been given to the corporation.

4.7 Quorum at general meetings and AGMs

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

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

How to count the quorum

To work out if there is a quorum:

- Count each Member present at the meeting (if a Member also holds a proxy, that Member is only counted once)
- If rule 4.12 allows a non-Member to hold a proxy for a Member, count each non-Member present at the meeting holding a proxy (if the non-Member proxy holder holds more than one proxy, the non-Member is only counted once)
- If rule 4.12 allows proxies and a Member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them
- If rule 4.12 allows proxies and a Member has appointed one or more proxies and the Member is also present at the meeting, do not count the Members' proxy holders.

4.8 Chairing general meetings and AGMs

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

4.9 Using technology at general meetings and AGMs

General meetings and AGMs can be held at more than one place using any technology that gives Members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

4.10 Voting at general meetings and AGMs

Each Member has one vote.

The chairperson has one vote (if he or she is a Member) plus a casting vote.

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11.

The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast. The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 Demanding a formal count (i.e. a poll)

Either the chairperson or any Members entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

4.12 Proxies at general meetings and AGMs

Members can appoint another Member as their proxy to attend meetings and vote for them.

A person appointed by a Member as their attorney under a power of attorney may not give a proxy to another Member or person to attend meetings and vote for them.

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

Note: An appointment of proxy form is at Schedule 2 – Appointment of proxy form of this rule book. The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than two (2) Members.

4.13 Other people at general meetings and AGMs

A person appointed by a Member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the Member, whether personally or through a proxy.

The chairperson may allow any person (excluding an attorney) other than a corporation Director, Members, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

4.14 Postponing a general meeting or AGM

After notice has been given for a general meeting or AGM the Directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The Directors postpone the meeting by passing a resolution in a Directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

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

5 Directors

5.1 Role of 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 and its employees are doing. The Directors manage, or set the direction for managing, 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.

5.2 Number of Directors

The number of Directors of the corporation is seven (7).

Independent Directors appointed under Rule 5.7 are in addition to the seven (7) Directors specified in this rule.

To change the number of Directors, Members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

5.3 Eligibility of Directors

A Director (other than a Director appointed under rule 5.7) must be:

- At least 18 years old
- Have been a member for a minimum of 12 consecutive months
- An Aboriginal person
- Must reside in the Pilbara region
- Comply with the PMMRAC Drug and Alcohol Policy
- have completed an ORIC Directors Induction Course, or equivalent.
- Directors must hold or be willing to obtain a current National Police Clearance and, where relevant to the corporation's activities, a Working with Children Check.

A person is not eligible to become a Director if the person:

- Has been disqualified from managing corporations
- Has been convicted of a criminal offence in the last five (5) years and been sentenced to imprisonment for more than 12 months
- Does not comply with PMMRAC's Drug and Alcohol Policy

5.4 Majority of Director Requirements

A majority of Directors of the corporation must:

- Be individuals who are Aboriginal people
- Must reside in the Pilbara region
- Be Members of the corporation
- Not be employees of the corporation.

The Chief Executive Officer (CEO) may be a Director but cannot chair Directors' meetings.

5.5 How to become a Director

The corporation can appoint a Director by the Members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a Directorship the other Directors can pass a resolution in a Directors' meeting to fill the vacancy (see rule 5.8).

Before being appointed as a Director, the person must give the corporation their consent in writing to act as a Director.

The corporation must notify the Registrar of the Director's appointment and personal details within 28 days after they are appointed.

5.6 Directors' terms of appointment and rotation

Directors (other than those appointed under rule 5.7) are appointed for two (2) years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all Directors expire so that there are no Directors appointed at a particular time, the Directors holding office immediately before the expiry will continue to hold office until the Members appoint new Directors or reappoint the existing Directors by resolution at a general meeting.

For Directors appointed at the AGM there is a rotation system, so that half the Directors must retire at each AGM. They are eligible to be re-elected.

To implement the rotation system:

- Half of the Directors of the corporation at the time these rules are approved will only hold office until the next AGM and must retire. They are eligible to be re-elected.
- The Directors will agree on which Directors retire at the AGM. If the Directors cannot agree, they must decide by lot conducted by the Directors.
- At every subsequent AGM those Directors that did not retire at the previous AGM must retire. They are eligible to be re-elected.
- Newly elected Directors have a term of two years, which ends at the second AGM after they take office. If a Director is replaced during their term, the replacement Director holds office for the remainder of the replaced Director's term.
- The AGM minutes must record the term of each Director appointed.

5.7 Independent or specialist non-Members Directors

The Board may appoint up to **two (2)** Independent or Specialist Directors **in addition to** the seven (7) Directors referred to in Rule 5.2. These Directors may be selected for their skills in governance, finance, law, strategy, or technical fields relevant to the corporation's activities. Independent Directors are not required to be Aboriginal or reside in the Pilbara. They have **full voting rights** and **count toward quorum**.

Their appointment must not affect the requirement that a majority of Directors are Aboriginal Members residing in the Pilbara (Rule 5.4). The Directors may appoint independent or specialist non-Member Directors by passing a resolution in a Directors' meeting.

Before being appointed as an independent or specialist non-Member Director, the person must give the corporation their written consent to become a Director.

Independent or specialist non-Member Directors are appointed for the term specified by the Directors in their appointment. Independent or specialist non-Member Directors can be appointed for a term of one year, and they can be reappointed.

5.8 How to fill casual vacancies

The Directors can appoint a person as a Director to fill a casual vacancy.

A casual vacancy is where a person stops being a Director before their term of appointment expires (see rule 5.9) and so the position of that Director is vacant.

The person must meet the Director eligibility criteria in rule 5.3 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's appointment to fill a casual vacancy must be confirmed by Members passing a resolution at the next general meeting otherwise the person stops being a Director at the end of the general meeting.

5.9 How to stop being a Director

A person stops being a Director if:

- The Director passes away
- The Director resigns in writing
- The Director's term of appointment expires
- The Director is removed as a Director by the Members or the other Directors
- The Director is disqualified from managing a corporation
- The Director ceases to be a Member, but was a Member when they became a Director
- The Director does not pass a drug and alcohol examination

The corporation must send the Registrar a notice within 28 days after a person stops being a Director.

5.10 How to remove a Director

By resolution of the Members in a general meeting:

- A notice for a resolution to remove a Director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the Members can request a meeting (rule 4.3) for the purpose of removing a Director.)
- 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 written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the 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 or AGM by resolution.

Directors may request a formal leave of absence in writing. Approved leave will not count toward non-attendance provisions.

5.11 Directors' and officers' duties

The duties are:

- A duty of care and diligence
- A duty of good faith and to act in the best interests of the corporation
- A duty to disclose a conflict of interest
- A duty not to improperly use position or information
- A duty to not trade while insolvent

5.12 Conflict of interest

A Director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other Directors. This includes, but is not limited to, a material personal interest.

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 conflict of interest must not:

- Be present at a Directors' meeting while the matter in question is being considered
- Vote on the matter

Unless they have been granted approval by:

- The other Directors (those that do not have a conflict of interest) passing a resolution, or
- The Registrar in writing

All Directors must complete a written declaration of interests upon appointment and update this annually or when a material change occurs.

5.13 Payments to Directors

A Director may be paid remuneration as approved by resolution of the Members passed in general meeting. The corporation may pay the Directors' travelling and other expenses for attending meetings or to do with other corporation business. Any remuneration must align with an approved Director Remuneration Policy and be benchmarked to comparable organisations.

The Director Remuneration Policy and the Directors' Travel Allowance Policy will be separate governance documents, maintained outside the Rule Book, approved by the Members at a general meeting, and reviewed regularly.

5.14 Delegation of Directors' powers

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

- Another Director
- A committee of Directors
- An employee of the corporation
- Any other person

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

The exercise of the power by the delegate is as effective as if the Directors had exercised it themselves. This means the Directors are still responsible for what the delegate does with the powers.

Delegates must report to Directors on the exercise of their delegated power.

All delegations made by the Board must be recorded in the Delegations of Authority Register and reviewed annually.

The CEO may execute contracts and tenders up to a value of $20 million, where those activities fall within approved operational or strategic plans.

The CEO must report all such approvals to the Board for oversight.

5.15 Calling and giving notice of Directors' meetings

Directors must meet at least every three months.

All Directors must be given reasonable notice of a Directors' meeting.

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

A Director can call a meeting by giving reasonable notice to all the other Directors.

5.16 Quorum for Directors' meetings

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

The Directors may appoint a person as a Director to make up a quorum for a Directors' meeting.

Independent Directors appointed under Rule 5.7 count toward quorum at Directors' meetings.

5.17 Chairing Directors' meetings

There must be a chair elected for each Director's meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the Directors must elect a Director present to chair the meeting (other than the CEO).

When electing a chair, the Directors must decide how long that Director will be the chair (i.e. just for that meeting or at every meeting over a certain period of time). The Directors may also remove a chair (but not their appointment as a Director) by a resolution of the Directors.

5.18 Using technology

Directors' meetings can be held at more than one place using any technology, as long as all Directors agree to it. The type of technology to be used may be set out in the notice for a Directors' meeting.

Meetings may be held in person, online, or as hybrid sessions, provided all participants can hear and be heard. Voting may occur via electronic platforms where secure and auditable.

5.19 Resolutions by Directors

Directors pass a resolution at a Directors' meeting by a majority of the votes.

- Each Director (including independent or specialist non-Member Directors) has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a Directors' meeting if all Directors sign a statement saying that they are in favour of it.

5.20 Signing of Special Resolution Minutes

Minutes of each meeting at which a special resolution is passed must be signed by the Chairperson of the meeting (or the Chairperson of the next meeting at which the minutes are confirmed) and the Corporation Secretary or Contact Person, as a true and correct record. These minutes must be kept in the corporation's permanent records and lodged with ORIC as required under the CATSI Act.

6 Contact person or secretary

Small and medium corporations have a contact person. Large corporations have a secretary. The Directors appoint a contact person/secretary.

The contact person/secretary must be at least 21 years old.

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

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

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

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

7 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/secretary
- Written financial records.

8 Finances

The corporation must keep written financial records that:

- Correctly record and explain its transactions, financial position and performance
- Would enable true and fair financial reports to be prepared and audited

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

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.

- All accounts must be approved for payment at a Directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the Directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

The financial records must be retained for seven years after the transactions covered by the records are completed.

The Board will ensure financial performance is monitored quarterly and may commission internal audits as required to assess compliance and risk.

The Corporation may acquire property (land or buildings) to support operational requirements, staff housing, or investment purposes.

Purchases must comply with all legal obligations and internal delegations.

9 Application of funds

The corporation is a not-for-profit corporation.

The Directors can use the money and property of the corporation to carry out its objectives (see rule 2).

The Directors cannot directly or indirectly give any money or property of the corporation to Members of the corporation. This rule does not stop the corporation from making:

- A reasonable payment to a Members in their capacity as an employee or under a contract for goods or services provided
- Payment to a Members in carrying out the corporation's objectives

10 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.

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 it at a general meeting.

Seeking assistance from the Registrar

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the Directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

- The Registrar's opinion will not be binding on the parties to a dispute.
- The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on Members' rights see rule 3.3.

11 Changing the rule book

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

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

12 Winding up

12.1 Surplus assets of the corporation

Where:

- The corporation is wound up, and
- After all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist

The liquidator can decide or the Members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

The surplus assets must not be given to any Members or to any person to be held on trust for any Members and can only be given to a charitable organisation/s with similar charitable purposes.

12.2 Surplus assets of gift funds

If the Australian Tax Office allows the corporation to give tax deductible receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.

Schedule 1—Application for Membership form

PILBARA META MAYA REGIONAL ABORIGINAL CORPORATION
ICN 2256

Application for Membership

I hereby apply for membership of Pilbara Meta Maya Regional Aboriginal Corporation and agree to support the objectives of the Corporation. I declare I am eligible for membership.

Name: ______________________

Date of Birth: ______________________

Place of Birth: ______________________

Aboriginal Yes ☐ No ☐

Phone: ______________________

Residential Address: ______________________

Email: ______________________

Communities with which you are associated: ______________________

Have you ever been convicted of a criminal offence? Yes ☐ No ☐

Have you ever declared bankruptcy? Yes ☐ No ☐

Signature: ______________ Date: ______________

Nominated by[1]: ______________ Seconded by[1]: ______________

[1] Nominated by and seconded by must be completed by a member of Pilbara Meta Maya Regional Aboriginal Corporation and/or a member of a Pilbara Community

NOTE: The Directors of Pilbara Meta Maya Regional Aboriginal Corporation must approve all applications for membership. Applicants will be advised in writing on the completion of the approval process.

Please forward your application to:

Chief Executive Officer
Pilbara Meta Maya Regional Aboriginal Corporation
PO Box 2680
SOUTH HEDLAND WA 6722

OFFICE USE ONLY

☐ Approved
☐ Not Approved

By the Directors of PMMRAC at the meeting held on ____________

Signature of Chairperson: ______________________

Date: ______________________

Schedule 2—Appointment of proxy form

PILBARA META MAYA REGIONAL ABORIGINAL CORPORATION
ICN 2256

Appointment of Proxy

I, ...
(full name of member)

of ....
(address of member)

am a member of Pilbara Meta Maya Regional Aboriginal Corporation.

I appoint ....
(full name of proxy)

of ....
(address of Proxy)

who is a member of the Pilbara Meta Maya Regional Aboriginal Corporation, as my proxy vote on my behalf at the Annual General Meeting of the Corporation to be held on Click or tap to enter a date. and at any adjournment of that meeting.

Signed: ....

Date: ....

Note: A person must not exercise proxies for more than two members.

CATSI Act – Specified Modified Rule

Section 201-205(1) to be effective, proxies must be received by Rachael Christensen at least 48 hours before the meeting by one of the following methods:

- **Post:** Attention: Rachael Christensen
  Pilbara Meta Maya Regional Aboriginal Corporation
  PO Box 2680
  SOUTH HEDLAND WA 6722
- **Fax:** (08) 9172 3309
- **Email:** pmmenquiries@metamaya.com.au

Schedule 3—Consent to act as a Director form

PILBARA META MAYA REGIONAL ABORIGINAL CORPORATION
ICN 2256

Consent to Act as a Director

I hereby notify my consent to act as a Director of Pilbara Meta Maya Regional Aboriginal Corporation for the term of _____ year/s.

Full Name: ____________________

Date of Birth: ____________________

Place of Birth: ____________________

Street Address: ____________________

____

Suburb: State: Postcode:

Postal Address: ____________________

____

Suburb: State: Postcode:

Phone Number: ____________________

Email: ____________________

Preferred method of contact: ☐ Mail ☐ Phone ☐ Email

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)) if I:

- Have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- Have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- Have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- Am an undischarged bankrupt
- Have signed a personal insolvency agreement and have not kept to the agreement
- Have been disqualified under the Corporations Act 2001 from managing corporations and I will notify the corporation if any of the above events occur after my appointment.

Signed: ____________________

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.