

The Rule Book of Gamilaroi Civil Indigenous Corporation (ICN: 10018)

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

1. Name

The name of the corporation is: Gamilaroi Civil Indigenous Corporation

2. Objectives

The objectives of the corporation are to provide opportunities for indigenous people to enter into the civil and building construction industry.

The corporation aims to:

- Operate an inclusive corporation which helps pave the way for more jobs and opportunities for indigenous people in the future.
- Promote indigenous involvement into the construction industry
- Become financial stable with growth within the first 5 years
- Become a reliable company working on major infrastructure projects around Australia
- Utilise as many indigenous companies as possible to help start our company. For example, using supplies for materials and safety workwear for the new staff.

3. Members

The sole member of the corporation is Caine Buchanan

4. Member's resolutions

A member's resolution may be passed by the sole member recording it and signing the record.

5. Directors

5.1 Directors

The sole director of the corporation is Caine Buchanan

5.2 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is disqualified from managing a corporation.

5.3 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 position or information
- a duty to not trade while insolvent.

5.4 Director's meetings

The director must hold a director's meeting at least once a year.

5.5 Director's resolutions

A director's resolution may be passed by the sole director recording it and signing the record.

A director's declaration may be made by the sole director recording it and signing the record.

6. Records

The corporation must keep the:

- minute books (that record director's declarations within one month of being made)
- rule book (constitution)
- financial records (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals).

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

7. Finances

All money of the corporation must be deposited into the corporation's bank account.

The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by the director.

8. Winding up

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 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.

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.

9. Dispute resolution

If a dispute arises, the director shall be responsible for resolving it.

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

10. Changing these rules

The rule book can be changed by making a statement signed by the director to the effect that a special resolution was passed in accordance with the CATSI Act.

Within 28 days after statement is made, the corporation must send the Registrar:

- a copy of the changes
- a copy of the statement
- a *Request to change corporation rule book* form.

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