

THE RULE BOOK

COOMEALLA HEALTH ABORIGINAL CORPORATION

ICN: 1491

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

CONTENTS

1. Name:	4
2. Objectives:	4
3. Members:	5
3.1 Who is eligible:	5
3.2 How to become a member:	5
3.3 Member's rights:.....	5
3.4 Member's responsibilities:	5
3.5 Liability of member:	6
3.6 How to stop being a member:	6
3.7 Cancelling membership:.....	6
3.8 The Register of Members:.....	6
4. Meetings:	7
4.1 AGM Business:	7
4.2 General Meetings:.....	7
4.3 General Meeting Business:	7
4.4 Notice for General Meetings:.....	7
4.5 A Notice of Meeting:	7
4.6 Members' Resolutions:.....	8
4.7 Quorum at General Meetings:	8
4.8 Chairing General Meetings:.....	8
4.9 Using Technology:	9
4.10 Voting:.....	9
4.11 Demanding a Poll:.....	9
4.12 Proxies:	9
5. Directors:	9
5.1 Number of Directors:	9
5.2 Eligibility of Directors:.....	9
5.3 Majority of Director Requirements:.....	9
5.4 How to Become a Director:	10
5.5 Directors' term of Appointment:.....	10
5.6 How to become and Office Bearer (Chairperson, Vice Chairperson and Treasurer):.....	10
5.7 How to become an Independent or Specialist non-member Director:	10

5.8 How to fill Vacancies:	10
5.9 How to stop being a Director:	10
5.10 How to Remove a Director:	10
5.11 Directors and Officers Duties:	11
5.12 Conflict of Interest (material personal interest):	11
5.13 Payment:	11
5.14 Delegation:	12
5.15 Related Party Benefit:	12
5.16 Directors Meetings:	12
5.17 Quorum for Directors Meetings:	12
5.18 Chairing Directors Meetings:	12
5.19 Using Technology:	12
5.20 Resolutions at Directors meetings:	12
6. Contact Person:	12
7. Records:	13
9. Finances:	13
9. Application of Funds:	13
10. Winding Up:	13
11. Dispute Resolution:	14
Schedule 1 - Primary Health Care Core Functions ACCHS:	15
Schedule 2 - Application for Membership form:	19

1. Name:

The name of the corporation is **Coomealla Health Aboriginal Corporation**

2. Objectives:

Recognising that Aboriginal people suffer social, economic, nutritional and housing disadvantages which cause or accentuate medical problems beyond those of the general community, the objects of the Corporation are to:

- a) To provide a culturally appropriate health clinic where the Aboriginal community can receive free medical and dental services;
- b) To undertake services as necessary to improve the health and wellbeing of Aboriginal people in accordance with the AH&MRC definition "***Core Functions of Primary Health Care in Aboriginal Community Controlled Health Services (ACCHS)***" included in this constitution;
- c) ensure that where necessary or desired by the patient, the Aboriginal community can access mainstream health services effectively and to their own satisfaction;
- d) promote knowledge and understanding to health authorities, advocate on behalf of the Aboriginal community and bring to the attention to the public and State and Federal Governments issues impacting on Aboriginal health;
- e) provide or arrange where possible a home-visiting service by doctors, in appropriate cases;
- f) ensure, by the use of Aboriginal Health Workers, that the type of service provided meets the needs and requirements of the Aboriginal Community;
- g) To encourage and assist Aboriginal people to undergo education and training in medicine, nursing and other health fields;
- h) Facilitate health education awareness programs and health promotions to address health issues in the Aboriginal community;
- i) Assist and support Aboriginal individuals and families by providing a range of services including:
 - a) Employment, training and education;
 - b) Housing and accommodation services;
 - c) Health and well-being;
 - d) Aged Care;
 - e) Cultural Support and cultural awareness;
 - f) Child Care services;
 - g) Youth and Family Support Services;
 - h) Emergency Relief

- j) Provide Confirmation of Aboriginality as per relevant legislation and other services that are for the betterment of Aboriginal people, including the aged, young people and disadvantaged members of our community;

3. Members

3.1 Who is eligible?

A member must be:

- The person is at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person normally and permanently resident in the Sunraysia district or all such other locations as the directors shall from time to time determine.

3.2 How to become a member

- a person applies in writing by filling out appropriate membership application form prescribed by the CHAC board
- a person is eligible under rule 3.1;
- the directors will consider and decide on membership applications by resolution at a directors meeting;
- the person's name and date they became a member is put on the register of members;
- the directors may refuse to accept a membership application, however, they must notify the applicant in writing of the decision and the reasons for it.

3.3 Members' rights

Each member has the following rights:

- can attend, speak and vote at general meetings;
- can be elected or appointed as a director;
- can put forward resolutions at general meetings;
- can ask the directors to call a general meeting in accordance with Rule 4.3;
- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 Members' responsibilities.

Each member has the following responsibilities:

- must comply with the Act and these Rules;
- lets the corporation know if they change address;
- treat other members, directors and staff with respect and dignity;
- to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

3.5 Liability of members

- Members do not have to pay corporation debts if the corporation is wound up.

3.6 How to stop being a member

A person stops being a member if:

- they resign in writing;
- they pass away;
- their membership is cancelled.

The person's name and date they stopped being a member is put on the register of former members.

3.7 Process for Cancelling membership

If a member:

- can't be contacted for two years;
- misbehaves in a way that significantly interferes with the operation of the corporation or of corporation meetings;
- is not an Aboriginal or Torres Strait Islander person.

The member can only be removed by special resolution at a **general meeting**. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a **directors meeting**. Before the meeting, directors need to give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 The register of members

The register must contain:

- members and former members names and addresses;
- the date when the names were put on the list;
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal and Torres Strait Islander members);
- for former members, the date when they stopped being a member;
- It must be kept at the corporation's document access address;
- It must be available at the annual general meeting (AGM).

4. Meetings

4.1 AGM timing

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

4.2 AGM business

AGMs are for:

- confirming the minutes of the previous general meeting;
- presenting reports: general, financial and directors;
- electing directors;
- choosing an auditor (if required) and agreeing on the fee;
- checking the register of members;
- asking questions about how the corporation is managed.

4.3 General meetings

- a director can call a general meeting;
- members can ask directors to call a general meeting;
- the directors must call the general meeting within 21 days.

Number of members in corporation

2 to 10 members

11 to 20 members

21 to 50 members

51 members or more

Number of members in corporation needed to ask for a general meeting

=1 member

=3 members

=5 members

=10% of members

4.4 General meeting business

- general meetings are for;
- confirming the minutes of the previous general meeting;
- everything in the notice of the meeting.

4.5 Notice for general meetings

At least 21 days' notice must be given.

Notice must be given to members, directors, officers, the contact person and 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, and what it is;
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email or posted on social media.

A notice of meeting:

- sent by post is taken to be given 3 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;
- advertise on social media or website.

4.6 Members' resolutions

Members can propose a notice of a resolution and then give it to the corporation.

Number of members in corporation

Number of members in corporation needed to propose a resolution

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 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 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

4.7 Quorum at general meetings

Number of members Number of members in corporation to make a quorum

30 or less 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's no quorum after one hour, the meeting is adjourned until the next week at the same time. If there's still no quorum, the meeting is cancelled.

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

General meetings can be held at more than one place using any technology that gives members a way of taking part.

4.10 Voting

- each member has one vote. The chair has one vote (if he or she is a member) plus a casting vote;
- a challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chair, whose decision is final;
- a resolution can 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 voting paper or placing marbles in labelled jars.);
- the chair declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 Demanding a poll

- any member entitled to vote on the resolution or the chair can demand a poll;
- a poll can be held before or after a show of hands vote;
- a poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chair directs.

4.12 Proxies

There shall be no proxy voting.

5. Directors

5.1 Number of directors

- there shall be seven member directors (including the three office bearers); and
- a maximum number of two independent non-member specialist directors.

5.2 Eligibility of directors

- a director must be;
- at least 18 years old;
- a member of the corporation.

5.3 Majority of director requirements

- a majority of directors of the corporation must;
- be individuals who are Aboriginal or Torres Strait Islander persons;
- be members of the corporation;
- not be employees of the corporation;

5.4 How to become a director

- the corporation can appoint a director by resolution passed at a general meeting;
- directors must give the corporation their consent in writing to be a director.

5.5 Directors' terms of appointment and rotation

Directors are appointed at the annual general meeting for a term of three years. They are eligible to be re-elected.

5.6 How to become an office bearer (chairperson, vice-chairperson and treasurer)

At the first director's meeting after each AGM, the directors elect the office bearers of the corporation from the directors.

There shall be a Chairperson, a Vice Chairperson and a Treasurer who shall be the office bearers.

5.7 How to become an independent or specialist non-member director

The directors may appoint non-member directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

Non-member directors must give the corporation their consent in writing to be a director before being appointed. Non-member directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

5.8 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

Directors can appoint someone as a director to make up a quorum. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

5.9 How to stop being a director

- a director passes away;
- a director resigns, in writing;
- a director's appointment expires;
- a director is removed as a director by the members or the other directors;

- a director is disqualified from managing a corporation.

5.10 How to remove a director

By the members:

- a notice for a resolution to remove a director must be given to the corporation at least 21 days before the 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 notice of the meeting (see rule 4.5);
- by 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 by resolution.

5.11 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;
- the business of the corporation is to be managed by or under the direction of directors. 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 general meeting.

5.12 Conflict of interest (material personal interest)

A director who has a material personal interest in a corporation matter must tell the other directors.

This notice must give details of what the interest is and how it relates to the corporation. It must be given at a directors' meeting as soon as possible, and it 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 in question unless allowed to do so under the CATSI Act.

5.13 Payment

Directors are not paid unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

5.14 Delegation

Directors can delegate, by passing a resolution, any of their powers to:

- another director;
- a committee of directors;
- an employee of the corporation.

5.15 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

5.16 Directors' meetings

- directors must meet at least every three months;
- 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.

5.17 Quorum for directors' meetings

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

5.18 Chairing directors' meetings

- the directors can elect a director to chair their meetings;
- they must decide how long that director will be the chair.

5.19 Using technology

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

5.20 Resolutions at directors' meetings

- a resolution of directors must be passed by a majority of the votes;
- the chair has a vote, plus a casting vote;

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

6. Contact person

- the contact person must be at least 18 years old;
- the directors appoint a contact person;
- the directors decide the contact person's pay and terms and conditions of employment, if any;
- the contact person must pass on any correspondence received to at least one of the directors within 14 days;
- the contact person must give the corporation their consent in writing to become a contact person.

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;
- financial records;
- they must be kept at the corporation's document access address.

8. 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 at least two directors;
- all payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payments;
- all accounts must be approved for payment at a directors' meeting.

9. Application of funds

Directors can use the money and property of the corporation to carry out its business. They cannot give the money and property to members of the corporation.

Note: This rule does not stop the corporation from making reasonable payment:

- to a member in their capacity as an employee; or
- to a member under a contract for goods or services provided.

10. Winding up

The winding up of the corporation shall be in accordance with the CATSI Act.

10.1 Resolution to distribute surplus assets

Subject to rule 10.2, where:

- the corporation is wound up;
- 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 members may pass a special resolution relating to the distribution of the surplus assets of the corporation;
- the distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

11. 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 or any of the dispute parties may ask the Registrar for assistance;
- 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 at a general meeting.

Primary Health Care - Core Functions The following list of core services are those which are provided, subject to adequate funding, in many ACCHS's and reflect the Aboriginal definition of holistic health:

Medical Care

Clinical Health Services

May include, but not restricted to, the following services provided by medical practitioners and/or appropriately qualified allied health professionals, trained Aboriginal Health Workers or qualified nursing staff using standard treatment procedures:

- a) Diagnostic and clinical care
- b) Treatment of illness/disease
- c) Management of chronic illness
- d) Referral to secondary health care (inpatient hospital and other health residential facility) and tertiary health care (specialist services and care) when not available at the ACCHS
- e) Dialysis services and endocrinology referral
- f) Collections for pathology testing and or referral
- g) Radiology services or referral
- h) Sterilisation of equipment meeting Australian Standards
- i) Respiratory disease testing, services and referral
- j) Cardiovascular testing, services and referral
- k) Outreach clinical health services to satellite clinics or communities without services
- l) Clinical health services to prisons and institutions
- m) Domiciliary health care

(ii) Pharmaceutical Services

- a) Prescription of medication and drugs
- b) Pharmaceutical supplies, (subject to State and Federal legislation and mindful of the W.H.O. Alma Ata Declaration advocating provision of essential drugs)
- c) Pharmaceutical supply arrangements with hospital pharmacies or local pharmacists when not available at the ACCHS

Preventative Care

- a) Population health promotional program
- b) Early intervention
- c) Otitis Media examination and testing
- d) Immunisation
- e) Health education and promotion

- f) Socially communicable disease control, manuals and education programs
- g) Health protection supplies and distribution
- h) Antenatal instruction and classes
- i) Maternal and child care (0 – 5 years)
- j) Diabetic screening, testing and counselling
- k) Screening, individual and mass screening programs
- l) Vaccinations 33 (i) (ii) (iii) 34
- m) Infection control
- n) Injury/accident prevention education
- o) Outreach health promotional programs
- p) Dietary and nutrition education

Medical Records & Health Information System

- a) Up-to-date comprehensive Medical Record System
- b) Monitoring sheets and Follow up Files
- c) Health registers
- d) Health Information Data system
- e) Immunisation and vaccination registers

2. Dental Health Services May include, but not restricted to, the following services provided by dental practitioners and/or appropriately qualified dental health workers or trained dental technicians using standard treatment procedures

Dental Clinical Services

- a) Diagnostic and dental care
- b) Treatment of tooth decay/extraction
- c) Provision of dentures
- d) Orthodontic and specialist services
- e) Orthodontic and specialist services referral when not available at an ACCHS
- f) Sterilisation equipment meeting Australian Standards
- g) Outreach dental services to satellite clinics or communities without dental services

Preventative Dental Care

- a) Dental health promotional program
- b) Early intervention
- c) Dental health education

- d) Dental health supplies and distribution

Dental Records & Information System

- a) Up-to-date comprehensive Dental Record System
- b) Monitoring sheets and Follow up Files
- c) Dental Health registers
- d) Health Information Data system

Health Related Services and Community Support Services

- a) Social and emotional wellbeing services
- b) Psychiatric services and care
- c) Counselling and group activities
- d) 'Stolen Generations' counselling and Link-up services and support
- e) Cultural promotion activities
- f) Aboriginal traditional methods of healing
- g) Clinic usage as venue for visiting specialists
- h) Aged care services
- i) Paediatric Services
- j) Client follow-up and support
- k) Home and community care
- l) Assistance with surgical aids
- m) Podiatry services
- n) ENT Services
- o) Ophthalmology services
- p) Optometry services
- q) Advocacy work e.g. support letters for public housing issues
- r) Homelessness support and temporary shelter services
- s) Submission writing for community organisations
- t) Advocacy/interpreting services
- u) Community development work
- v) School based activities
- w) Transportation health services and Community bus activities
- x) Accommodation or assistance for visiting rural and remote patients
- y) Meeting of patients travelling long distance by public transport

- z) Deceased transportation and arrangements
- aa) Funeral assistance
- bb) Youth activities and counselling
- cc) Satellite primary health services to remote outlying communities or towns without services
- dd) Support services for people in custody
- ee) Prison advocacy services
- ff) Welfare services and food assistance
- gg) Affordable and wholesome foodprovision
- hh) Financial assistance for medical supplies or prescriptions
- ii) Environmental health services
- jj) Substance misuse counselling, education and promotions
- kk) Detoxification services
- ll) Needle exchange services
- mm) Services for people with disabilities
- nn) Men's and women's business services
- oo) Family counselling services
- pp) Crisis intervention services

Audiometry services

- a) Audiology services
- b) Local or Regional Health Ethics Committee representation
- c) Community and ACCHS research and data analysis
- d) Formal in-service staff education and training
- e) Liaison with mainstream and private health sectors to assist in access and equity to secondary and tertiary health care services for Aboriginal people

Community, Shire Council, Regional Area Health Service, Hospital Board committee representation 35 3.

Health Related Services and Community Support Services Subject to the type of service, may include, but not restricted to, the following services provided by medical practitioners, visiting physicians, appropriately qualified allied health professionals, trained Aboriginal Health Workers, qualified nursing staff or community personnel using culturally appropriate procedures and programs:

The above list, whilst only a guide, includes certain specialist services (tertiary care) which can be available within the holistic health service provision of an ACCHS, depending upon the level of its operation, resources, funding and geographical location, or arranged through ACCHS clinics for visiting specialists and physicians or, in the absence of both of the above, by referral to the mainstream and private health care sectors with co-ordinated care provided by ACCHS medical practitioners, Aboriginal Health Workers and/or qualified nursing staff.

APPLICATION FOR COOMEALLA HEALTH ABORIGINAL CORPORATION MEMBERSHIP

I, _____
(full name of applicant)

Of _____
(address where you wish correspondence to be sent)

Hereby apply for membership of **COOMEALLA HEALTH ABORIGINAL CORPORATION**

I declare that I am meet the requirements and am eligible for membership.

A member must be:

- at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person normally and permanently resident in the Sunraysia district or all such other locations as the directors shall from time to time determine.

Signed: _____ Date: _____

OFFICE USE ONLY

APPROVED:

Moved: _____

Seconded: _____

Board Meeting date: _____ Signed: _____

(Chairperson)

Added to Members Register: Yes – dated recorded _____