



Special rules for COVID-19

Purpose of these special rules

The *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) says that every corporation must create and abide by a set of rules.

This is a set of special rules intended to assist corporations that may have rule books that are not adequate and workable in the context of the risks associated with the spread of COVID-19. The rules that may be problematic for corporations in the current context relate to the conduct of both general meetings and directors' meetings. The COVID-19 risks also affect the ability of corporations to make appropriate changes to their rule books.

A corporation can request the Registrar exercise his power under the CATSI Act to change their rule book to include these special rules, without needing to pass a special resolution for this purpose.

These rules will include an end date, which can be reviewed by the Registrar in due course.

To ensure the special rules are consistent with the CATSI Act, the Registrar will make complementary determinations under section 225-15 exempting corporations that adopt the special rules from certain provisions in Chapter 5 of the CATSI Act.

Revision history:

25 March 2020 first published

26 March 2020 minor formatting issues in auto numbering addressed

Special rules for COVID-19

General

Special rule 1. **Special rule** means this rule and the following numbered rules marked with the words 'Special rule' which have been added to this rule book by the Registrar of Aboriginal and Torres Strait Islander Corporations under section 69-35(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

Special rule 2. The special rules apply for the purpose of enabling the directors of the corporation, acting in good faith and in the best interests of the corporation, to respond appropriately to risks associated with the spread of COVID-19.

Special rule 3. The special rules apply despite any other rule in this rule book.

Special rule 4. The special rules will operate until 30 November 2020.

Postponement and cancellation of meetings

Special rule 5. A majority of directors may postpone or cancel a general meeting which has been called.

Special rule 6. A majority of directors may postpone or cancel a directors' meeting which has been called or is otherwise required to be held by this rule book.

Circulating resolutions

Special rule 7. This rule does not apply to special resolutions and resolutions to remove directors.

The members may pass a resolution without a general meeting being held if:

- (a) at least 21 days' notice of the proposed resolution has been given by the corporation to all members in writing, either electronically or in hard copy, and
- (b) within 28 days of the notice being given to members, a majority of the members entitled to vote on the resolution approve the resolution in writing, either electronically or in hard copy, in a form that enables the members' identity to be reasonably verified.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 28 days of notice being given to the members.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of the members who approved the resolution, and the minutes must be kept, either electronically or in hard copy, with the corporation's minute books in accordance with section 220-5 of the CATSI Act.

Special rule 8. The directors may pass a resolution without a directors' meeting being held if:

- (a) at least 7 days' notice of the proposed resolution has been given to all directors in writing, either electronically or in hard copy, and
- (b) 75% of the directors are in favour of the resolution, and

- (c) within 14 days of notice being given to directors, each director who is in favour of the resolution records his or her agreement to the resolution in writing, either electronically or in hard copy.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 14 days of notice being given to the directors.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of each director who agreed to the resolution, and the minutes must be kept, either electronically or in hard copy, with the corporation's minute books in accordance with section 220-5 of the CATSI Act.

Virtual meeting forums

- Special rule 9. Instead of being held at a physical place, a **general meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that gives members as a whole a reasonable opportunity to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.
- Special rule 10. Notice of a general meeting may be given by electronic means, including by publishing the notice online and sending a link to members and other persons entitled to attend the meeting.
- Special rule 11. If at least 21 days' notice has been given of a general meeting, the corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.
- Special rule 12. Instead of being held at a physical place, a **directors' meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that allows all the directors to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

Voting at meetings

- Special rule 13. If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows the members to clearly indicate whether they are for or against the resolution.