

Rule Book of Tagalaka Aboriginal Corporation RNTBC

ICN: 2272

Scope and Purpose of this Rule Book

The Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) (**the Act**) incorporates and regulates Aboriginal and Torres Strait Islander corporations and requires a corporation to have rules dealing with the internal governance of the corporation. The internal governance is mainly regulated by:

- (a) relevant provisions of the Act and any Regulations made under it and the rules contained in a corporation's Rule Book (**Rule Book**), and
- (b) common law rules relating to corporations.

This Rule Book sets out the main provisions of the Act which regulate the internal governance of Aboriginal and Torres Strait Islander corporations including:

- (a) rules which must be covered by a corporation's Rule Book (**Set Laws**);
- (b) rules that have been replaced (**Replaceable Rules**); and
- (c) some additional rules which Aboriginal and Torres Strait Islander corporations may adopt in their Rule Book as a matter of good corporate governance practice.

The Corporation's Rule Book is effectively a contract between:

- (a) the Corporation and each Member; and
- (b) the Corporation and each Director and Corporation Secretary/Contact Officer; and
- (c) a Member and each other Member.

Under that contract, each person agrees to observe and perform the requirements of the rules.

(The Set Laws are binding on the Corporation and its Officers and Members because they are part of the Act).

This Rule Book satisfies the requirement in section 66-1 of the Act for corporations to compile their internal governance framework rules.

It is important to note that this Rule Book does not summarise all of the provisions of the Act which may affect the operations of Aboriginal and Torres Strait Islander corporations (for example, this Rule Book does not cover annual reporting).

Also, if any rules set out in this Rule Book are inconsistent with the Act, the equivalent provisions in the Act take precedence and apply.

This Rule Book may be amended by the Members and you should also be aware that the provisions of the Act may be amended from time to time. If you printed this copy of your Rule Book some time ago, this could mean that any rules set out in this version of the Rule Book may be out-of-date.

Please visit the ORIC website (www.oric.gov.au) or call on 1800 622 431 if you need assistance in updating your Rule Book.

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1. Name

The name of the Corporation is the Tagalaka Aboriginal Corporation RNTBC.

2. Interpretation

See Schedule 1 for the meanings of terms and phrases used in this Rule Book.

3. Objectives

The Objectives of the Corporation are to:

- (a) be and perform the functions of a Prescribed Body Corporate (and following registration as a Registered Native Title Body Corporate, the functions of a Registered Native Title Body Corporate) holding Native Title not in Trust but as agent for the Common Law Holders pursuant to a determination of the Court made pursuant to Section 57 of the Native Title Act;
- (b) upon becoming a Registered Native Title Body Corporate to perform the functions of a Registered Native Title Body Corporate as required by the Native Title Act or Regulations made under that Act;
- (c) represent all Common Law Holders either directly or indirectly in accordance with the relevant Law and this Rule Book.
- (d) hold land including as trustee of land granted under State of Commonwealth legislation; and
- (e) relieve the disadvantage suffered by Aboriginal persons, especially Common Law Holders, including by:
 - (i) advancing their economic and social wellbeing;
 - (ii) advancing their health and education; a
 - (i) protecting, preserving and advancing their traditional laws, languages, special knowledge, culture and customs.

Note: If you want to change the Objectives, the Corporation will need to comply with rule 20.

4. Not for Profit Corporation

4.1 Promotion of Objectives

- (a) The Corporation must apply all of its income and property solely towards the furtherance and promotion of the Objectives.
- (b) Except as provided in rules 4.2 and 12.3, the Corporation must not pay or transfer directly or indirectly any Corporation income or property to any of the Members (in their capacity as Members) or Directors.

4.2 Payments in good faith

4.2.1 Payments in good faith

Rules 4.1(a) and 4.1(b) do not prevent payment in good faith to a Member or Director or to a firm of which a Member or Director is a partner:

- (a) of remuneration for services of the Corporation;
- (b) reimbursement for expenses properly incurred on behalf of or for the purposes of the Corporation at fair and reasonable rates or rates more favourable to the Corporation;
- (c) for goods supplied to the Corporation and rent for the premises of the Corporation where:
 - (i) the interest or rent for the premises has the prior approval of the Directors;
and
 - (ii) the amount payable is not more than an amount which commercially would be reasonably paid,
 - (iii) provided that any such payment to a Director must comply with rule 4.2.2.

4.2.2 Payment for services

The Corporation must not make any payment to a Director for goods and services rendered by that Director to the Corporation unless:

- (a) the provision of those goods and services has the prior consent of the Directors;
- (b) the amount payable is on reasonable commercial terms or at rates more favourable to the Corporation; and
- (c) the payment has the prior approval of the Directors.

Note: Nothing in this rule is intended to override the requirements of rule 12.6 of the related party provisions under Part 6-6 of the Act.

5. Powers and functions of the Corporation

5.1 Powers of the Corporation

Subject to the Relevant Law and these rules, the Corporation has the power to do anything lawful to carry out the Objectives or exercise the functions of the Corporation.

5.2 Functions of the Corporation

- (a) Subject to the provisions of the Act, the Native Title Act, the Regulations and these rules where the Common Law Holders obtain an Approved Determination of Native Title over any area and the Board of Directors consent to the Corporation so acting,

then the Corporation consents to and will act to carry out the functions of a Prescribed Body Corporate.

- (b) Following registration of an Approved Determination under the provisions of the Native Title Act, the Corporation will carry out the functions of a Registered Native Title Body Corporate as agent for the Common Law Holders with respect to the area over which the Native Title was determined to exist.
- (c) Without limiting the generality of sub-rule (a), the Corporation may:
 - (i) relieve the disadvantage suffered by Aboriginal Persons, especially the Tagalaka People, including by providing or facilitating any or all of the following:
 - (A) culture and language programs;
 - (B) whole of community wellbeing programs;
 - (C) funeral funding;
 - (D) men's shed, women's group or Elders' group purposes;
 - (E) childcare;
 - (F) land care;
 - (G) school programs and trips; and
 - (H) business development activities;
 - (ii) initiate and participate in transactions for, on, or relating to, the Determination Area;
 - (iii) receive and spend money, including grants, from the Commonwealth or the State of Queensland or from any other lawful source;
 - (iv) consult other persons or bodies;
 - (v) enter into agreements;
 - (vi) exercise procedural rights arising from the operations of the Native Title Act or other law of the Commonwealth of Australia or State of Queensland; and
 - (vii) accept notices required by any law of the Commonwealth of Australia or of the State of Queensland to be given to the Common Law Holders.

5.3 Agreements in relation to the performance of the Corporation's functions

- (a) The Corporation may enter into an agreement with a third party for that third party to:
 - (i) assist it in the performance of its functions; or
 - (ii) meet certain requirements in connection with the performance of its functions.

- (b) Anything done pursuant to such an agreement may be done by the third party in accordance with these rules, as if the Corporation was doing it.
- (c) The Corporation must ensure that the third party providing assistance or services:
 - (i) is informed of Corporation's rule book, particularly in relation to Native Title Decisions;
 - (ii) follows the Corporation's Rule Book as if the Corporation were doing it, particularly in relation to Native Title Decisions; and
 - (iii) reports to the Corporation on the assistance or services provided as requested by the Corporation.
- (d) If the Corporation is satisfied that the third party has acted under such an agreement in accordance with these rules, it may act on a report prepared by the third party as to the doing of those things as if the Corporation had done those things itself.
- (e) In particular, without limiting the generality of rule 11 the Corporation may be satisfied on the basis of such a report as to the matters required to make a Native Title Decision under rule 11.3 if the Corporation has received a report that:
 - (i) demonstrates that the third party has complied with provisions of the Corporation's Rule Book in exercising the Corporation's powers or functions; and
 - (ii) has been prepared the report in accordance with the Corporation's Rule Book; and
 - (iii) provides all of the information required by the Corporation and by the Relevant Law; and
 - (iv) the Corporation believes to be true.
- (f) The Corporation must not adopt the recommendations of a report prepared for the Corporation by a third party as if the Corporation had itself prepared the report, unless the corporation is satisfied that:
 - (i) the requirements of rule 5.3(e) have been met; and
 - (ii) has exercised due diligence in being thus satisfied.

Note: rule 11.1 and 11.2 deals with powers of the Directors.

6. Membership of the Corporation

6.1 Members on registration

- (a) A person only becomes a Member when the Corporation is registered, as long as the registration complies with the Act.
- (b) Members' names must be entered on the Register of Members.

6.2 Members by application

6.2.1 How to become a Member

A person becomes a Member if:

- (a) the person wants to become a member and applies in writing using the Corporation's Application for Membership form;
- (b) the person is eligible for membership;
- (c) the Directors accept the Application for Membership; and
- (d) the person's name is entered on the Register of Members.

6.2.2 Who can apply to become a Member (eligibility for membership)

All Common Law Holders who are at least 15 years of age are eligible to be Members of the Corporation.

6.2.3 Membership applications

A person who wants to become a Member must:

- (a) apply to the Corporation; and
- (b) the application must be in writing using the prescribed Application for Membership at Schedule 2.

6.2.4 Deciding membership applications

- (a) The Directors will consider and decide membership applications.
- (b) Applications for Membership will be considered and decided in the order in which they are received by the Corporation.
- (c) The Directors must not accept an Application for Membership of the Corporation unless the person applying:
 - (i) applies according to rule 6.2.3; and
 - (ii) meets the eligibility for membership requirements in rule 6.2.2.
- (d) Where the Directors do not have sufficient information to ascertain if an applicant satisfies the membership criteria then the Directors must inform the applicant that they require the applicant to provide further information that establishes that they satisfy the membership criteria, and may adjourn consideration of the application until the next Directors' Meeting, after the relevant information has been received.
- (e) Where the Directors adjourn consideration of an Application for Membership under rule 6.2.4(d) above, they must within 14 days notify the applicant in writing of the adjournment and specify what information the Board of Directors require to show the applicant meets the membership criteria.

- (f) Unless the Registrar has made a determination in writing granting the Corporation an extension or exempting them from the requirement of deciding an Application for Membership the Directors must make a decision on an Application for Membership within the period of 6 months beginning on the day the Application is made.

6.2.5 Entry on the Register of Members

- (a) If the Directors accept an Application for Membership, the applicant's name must be entered on the Register of Members within 14 days.
- (b) However, if:
 - (i) the applicant applies for membership after a notice has been given for the holding of a General Meeting, and
 - (ii) the meeting has not been held when the Directors consider the Application for Membership,then the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

6.3 Membership Fees

- (a) The Corporation must not impose application fees or annual fees for membership of the Corporation.

6.4 Members rights and obligations

6.4.1 Members' rights

- (a) Each Ordinary Member has rights under the Act and these rules including the rights set out below.
- (b) An Ordinary Member:
 - (i) is entitled to receive notices of General Meetings of the Corporation;
 - (ii) can attend and speak at a General Meeting of the Corporation;
 - (iii) can vote at a General Meeting of the Corporation;
 - (iv) can be elected or appointed as a Director;
 - (v) cannot be removed as a Member unless the Directors and the Corporation have complied with rule 6.8;
 - (vi) can put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with rule 9.7;
 - (vii) can ask the Directors to call a General Meeting of the Corporation in accordance with rule 9.3.2;

- (viii) can access the following Books and records of the Corporation:
 - (A) the Register of Members, under rule 7.6.2;
 - (B) the general minute Books, under rule 15.8;
 - (C) the Corporation's Rule Book, under rule 15.9; and
 - (D) certain reports prepared by or for the Directors of the Corporation, in accordance with the Act; and
- (ix) can have any Disputes with another Member or with the Directors dealt with under the process in rule 17.
- (c) Members do not have the right to any Corporation income or property (in their capacity as Members) or share in the profits of the Corporation or take part in the distribution of the Corporation's assets including if it is wound up.
- (d) If a Member believes that their rights have been breached or ignored by the Directors, the member can use the Dispute resolution process in rule 17.

6.4.2 Youth Members

Each Youth Member shall have the same rights as an Ordinary Member other than those rights set out in rules 6.4.1(b) (iii), (iv) (vi) and (vii).

6.4.3 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the Act and these rules;
- (b) to notify the Corporation of any change in their address within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other Members and the Directors with respect and dignity and not engage in insults;
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings; and
- (f) to consider, be guided by and, where possible, comply with adopted and accepted Tagalaka People laws and customs.

6.4.4 Liability of Members

- (a) The Members are not liable to contribute to the property of the Corporation on winding up.
- (b) If the application for registration of the Corporation states that Members and former Members are:
 - (i) not to be liable to contribute towards the payment of the debts and liabilities of the Corporation, then they are not liable to contribute, or
 - (ii) to be liable to contribute towards the payment of the debts and liabilities of the Corporation on a particular basis, then they are liable to contribute on that basis.

6.5 How a person stops being a Member

A person will stop being a Member if:

- (a) the person resigns as a Member (see rule 6.7); or
- (b) the person dies; or
- (c) the person's membership of the Corporation is cancelled (see rule 6.8).

6.6 When a person ceases to be a Member

A person ceases to be a Member when the Member's name is removed from the Register of Members as a current Member of the Corporation.

6.7 Resignation of Member

- (a) A Member may resign by giving a written resignation notice to the Corporation.
- (b) The Corporation must remove the Member's name from the Register of Members of the corporation within 14 days after receiving the resignation notice.

6.8 Process for cancelling membership

6.8.1 Cancelling membership if Member is not or ceases to be eligible.

- (a) The Directors may, by resolution, cancel the membership of a Member if the Member:
 - (i) is not eligible for membership; or
 - (ii) has ceased to be eligible for membership.
- (b) Before cancelling the membership, the Directors must give the Member notice in writing stating that:
 - (i) the Directors intend to cancel the membership for the reasons specified in the notice;

- (ii) the Member has 14 days to object to the cancellation of the membership;
and
 - (iii) the objection must be in writing.
- (c) If the Member does not object, the Directors must cancel the membership.
- (d) If the Member does object as set out in rule 6.8.1(b):
 - (i) the Directors must not cancel the membership;
 - (ii) only the Corporation by resolution in a General Meeting may cancel the membership.
- (e) If a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting) as soon as possible after it has been passed.

6.8.2 Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by Special Resolution in a General Meeting if the Corporation:
 - (i) has not been able to contact that Member at their address entered on the Register of Members for a continuous period of two years before the meeting
and
 - (ii) has made two or more reasonable attempts to contact the Member during that 2-year period but has been unable to.
- (b) If the Corporation cancels the membership, the Directors must send that person a copy of the resolution at their last known address entered in the Register of Members, as soon as possible after the resolution has been passed.

6.8.3 Membership may be cancelled if a Member misbehaves

- (a) The Corporation may cancel the membership by Special Resolution in a General Meeting if the general meeting is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the resolution, as soon as possible after it has been passed.

6.8.4 Amending Register of Members after a membership is cancelled

Within 14 days of a Member's membership being cancelled, the Corporation must remove their name from the Register of Members of the Corporation and include them on the Register of Former Members.

6.9 Different classes of Members

The Corporation shall have the following classes of Members:

- (a) Ordinary Members which shall comprise all Members 18 years of age and over; and
- (b) Youth Members which shall comprise all Members aged at least 15 years and under 18 years of age.
- (c) A Member's class of membership shall be determined by the Directors and entered on the Register of Members.
- (d) When a Youth Member attains the age of 18 years of age, they become an Ordinary Member and the Corporation must update the Register of Members to reflect this within 28 days.

6.10 Observers

The Corporation does not have observers.

6.11 Non-member attendance at Directors' Meetings

- (a) Nothing in this rule shall prevent the Board of Directors inviting from time to time a person or persons to attend all or part of the proceedings of a Directors' Meeting or a General Meeting.
- (b) Nothing in this rule will prevent the Members in a General Meeting allowing a non-member to attend either the whole or part of a General Meeting.

7. Registers of Members and Former Members

7.1 Corporation to maintain Register of Members

The Corporation must set up and maintain a Register of Members.

7.2 Information on the Register of Members

The Register of Members must contain the following information about individual members:

- (a) the Member's name (given and family name) and address and any other contact details the Member has provided to the Corporation. The Register of Members may also contain any other name by which the Member is or was known; and

- (b) the date on which the Member's name was entered on the Register of Members.

7.3 Corporation to maintain Register of Former Members

- (a) The Corporation must set up and maintain a Register of Former Members .
- (b) The Corporation may maintain the Register of Former Members in one document with the Register of Members.

7.4 Information on Register of Former Members

- (a) The Register of Former Members must contain the following information about each individual who stopped being a Member within the last 7 years:
 - (i) the Member's name (given and family name) and address and any other contact details the Member has provided to the Corporation; and
 - (ii) the date on which the individual stopped being a Member.
- (b) The Register of Former Members may also contain any other name by which the individual is or was known.

7.5 Location and inspection of Registers of Members and Register of Former Members

7.5.1 Location of registers

The Corporation must keep the Register of Members and the Register of Former Members at:

- (a) the Corporation's document access address if it is registered as a small or medium Corporation; or
- (b) the Corporation's registered office if it is registered as a large Corporation.

7.5.2 Right to inspect registers by Members

- (a) The Register of Members and Register of Former Members must be open for inspection by a Member of the Corporation.
- (b) If a register is kept on a computer, the Corporation must allow the Member 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).

7.5.3 Inspection of registers by Non-Members

- (a) A person who is not a Member may apply under the Act to inspect the Register of Members and Register of Former Members.

7.5.4 Inspection fees

- (a) A Member may inspect the registers without charge.

- (b) A person who is not a Member may inspect the registers only on payment of any fee (up to the prescribed amount) required by the Corporation.
- (c) It is an offence under the Act for anyone to use information about a person obtained from a register of members to contact or send material to the person unless it relevant to their membership or is approved by the Corporation.

7.7 Making the Register of Members available at AGM

The Corporation must:

- (a) make the Register of Members available for inspection (without charge) by Members at the AGM; and
- (b) ask each Member attending the AGM to check and update their entry.

7.8 Provision of registers to the Registrar

If the Registrar requests a copy of the Register of Members or the Register of Former Members, it must be provided within 14 days or such longer period as the Registrar specifies.

8. Directors of the Corporation

8.1 Number of Directors

8.1.1 Minimum number of Directors

If the Corporation has:

- (a) one Member, the Corporation must have at least one Director;
- (b) two Members, the Corporation must have at least two Directors;
- (c) more than two Members, the Corporation must have at least three Directors.

8.1.2 Maximum number of Directors

Excluding the Independent Directors appointed under rule 8.8, the Corporation will have no more than 8 Directors.

8.2 Eligibility to be a Director

8.2.1 Eligibility for appointment as a Director

- (a) To be Director a person must:
 - (i) be an Ordinary Member of the Corporation, unless appointed under rule 8.8 (Note: only relevant if Independent Directors); and
 - (ii) have skills that are relevant to the governance or business or activities of the Corporation, including but not limited to law, accounting or business administration; and
 - (iii) undertake to complete a suitable governance training within three (3) months of election or appointment;

- (iv) obtain a Director Identification Number; and
 - (v) have completed the form at Schedule 5 of this Rule Book.
- (b) A person is not eligible to become a Director if the person:
- (i) owes more than \$2,500 to the Corporation;
 - (ii) has been convicted of an offence under the Act that is punishable by imprisonment for more than 12 months;
 - (iii) has been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
 - (iv) has been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
 - (v) is an undischarged bankrupt;
 - (vi) has signed a personal insolvency agreement and has not kept to the agreement;
 - (vii) is ineligible to be a Director under the Act or the ACNC Act; or
 - (viii) has been otherwise disqualified under the Act or the Corporations Act 2001 (Cth) from managing corporations.

8.2.2 Majority of Director requirements

- (a) A majority of the Directors of the Corporation must be individuals who are Aboriginal and Torres Strait Islander Persons. *(Note: this rule 8.2.2(a) will only be applicable if the Corporation allows Independent Directors).*
- (b) A majority of the Directors must ordinarily reside in Australia.
- (c) A majority of the Directors must be Members. *(Note: this rule 8.2.2(c) will only be applicable if the Corporation allows Independent Directors).*
- (d) A majority of the Directors must not be employees of the Corporation.
- (e) An employee of the Corporation:
 - (i) may be a Director but cannot chair the Directors' Meetings and
 - (ii) counts as an employee for the purposes of rule 8.2b)(d).

8.2.3 Consent to act as a Director

- (a) Before a person may be appointed as a Director, that person must give the Corporation a signed consent to act as a director of the Corporation in the form contained in Schedule 4 to this Rule Book.
- (b) The Corporation must keep the consent.

8.3 Directors on registration

A person becomes a Director, chair, treasurer, Secretary or Contact Person of the Corporation on registration of the Corporation if the person is specified in the application for incorporation and they have given their consent.

8.4 How to become a Director

- (a) The Members elect Directors from nominations of eligible members who self-nominate prior to the AGM or a General Meeting.
- (b) If there are more Members nominated and accepting than the number of Directors to be elected, a secret ballot shall be held to determine the Directors elected.
- (c) On a secret ballot, each eligible Member present shall write on his ballot paper the names of the nominees he votes for up to a maximum equivalent to the number of Directors to be elected.
- (d) Directors to be elected will be those nominees (up to the maximum to be elected) who receive the greatest number of votes.

8.5 Nomination process

The Members cannot validly elect a Member as a Director unless at least 48 hours before the beginning of the AGM or General Meeting at which an election is to occur the Corporation receives at its document access address or registered office a signed nomination form of the Member (that may be in the form set out in Schedule 5), which sets out:

- (a) the person's skills and experience relevant to the role of Director of the Corporation;
- (b) their vision for the Corporation;
- (c) a list of other roles and directorships they currently hold; and
- (d) any other information relevant to a decision by the Members on whether or not to elect or re-elect the person as a Director.

8.6 Rotation of Directors

- (a) Directors will be elected on rotation for a two-year term, so that the appointment of half of the Directors expires each year.
- (b) To implement the rotational system:
 - (i) at the first AGM of the Corporation after registration of this Rule Book:
 - (A) half of the Directors will be appointed for a term of two years; and
 - (B) the other half of the Directors will continue their existing appointment for the remainder of their two year term. at subsequent AGMs of the Corporation, the appointment of any Directors at that AGM will be for two years.
 - (c) Directors are eligible to be re-elected.

8.7 Alternate Directors

Directors cannot appoint Alternate Directors.

8.8 Directors may appoint Independent Directors

- (a) The Corporation may appoint up to two (2) Independent Directors who will be nominated by resolution of the Directors.

- (b) Potential candidates for nomination as Independent Directors must provide written evidence of their qualifications, experience and suitability to the role and participate in the selection process conducted by the Directors.
- (c) Candidates for Independent Director are evaluated using criteria adopted by the Directors to determine their suitability based on the information supplied by the candidates and information obtained from other sources.
- (d) Independent Directors nominated by the Directors will be appointed at first Directors' meeting following the AGM after the expiry of the previous Independent Directors' term of appointment.
- (e) Before a person may be appointed as an Independent Director, that person must give the Corporation a signed consent to act as a director of the Corporation in the form contained in Schedule 4 to this Rule Book.
- (f) An Independent Director's term expires at the AGM two years after their appointment and they are eligible for reappointment.
- (g) Independent Directors have voting rights.
- (h) The term of an Independent Director may only be terminated by the Directors acting reasonably on the basis that the Independent Director:
 - (i) In performing their role has not met the suitability criteria detailed in their nomination;
 - (j) Ceases to be eligible under Rule 8.2; or
 - (k) Following a Special Resolution of the Members to remove the Independent Director on grounds of non-performance.

8.9 Directors may appoint special advisers

- (a) The Directors may appoint a Member or another person as a special adviser to assist in the performance of their functions and exercise of their powers.
- (b) A special adviser shall be subject to the terms and conditions determined by the Directors but shall not have the right to vote in any decision made by the Directors.

8.10 Directors may appoint Optional Advisory Committees

8.10.1 Optional Advisory Committees

- (a) Subject to rule 8.11 the Directors may establish Optional Advisory Committees and appoint and remove, or make provision for the appointment and removal of, members of Optional Advisory Committees.
- (b) Each Optional Advisory Committee may consist of a single individual or the number of individuals that the Company decides.
- (c) The functions of each Optional Advisory Committee will be decided by the Directors.

- (d) The Directors may specify:
 - (i) the way proceedings of each Optional Advisory Committee are to be conducted;
 - (ii) the matters to which the Optional Advisory Committee must have regard in carrying out its functions; and
 - (iii) any other matters concerning the Optional Advisory Committee or its functions that the Company considers appropriate.

8.10.2 Special Governance Advisor

- (a) Where the Corporation acts in a trustee capacity for a Charitable Trust for the benefit of Aboriginal Persons, especially Common Law Holders, the Directors may appoint a Special Governance Advisor, the functions of which are to:
 - (i) provide governance and probity expertise and advice to the Corporation in its capacity as trustee of a Charitable Trust;
 - (ii) to discuss, formulate views and advise the Corporation in its capacity as trustee of a Charitable Trust on risk management;
 - (iii) to recommend the Corporation seek legal advice as and when it is thought appropriate; and
 - (iv) to consider such other matters relating to the governance and probity of the Corporation and provide advice and guidance as required.
- (b) The Directors may appoint and remove, or make provision for the appointment and removal of the Special Governance Advisor.
- (c) The Special Governance Advisor may consist of a single individual or firm as the Directors decide.
- (d) The Directors may invite the Special Governance Advisor to attend each board meeting of the Corporation where the Corporation is acting in its capacity as trustee.

8.11 Mandatory Appointment of Expenditure Advisory Committee

- (a) Where the Corporation acts in a trustee capacity for a Charitable trust for the benefit of Aboriginal Persons, especially Common Law Holders, the Directors must establish an Expenditure Advisory Committee, the functions of which are to:
 - (i) review annual expenditure of any trust monies;
 - (ii) provide advice regarding research and evaluation of effective programs in Aboriginal communities;
 - (iii) discuss, formulate views and advise the Corporation on community impact and human service delivery;
 - (iv) assist with identifying philanthropic or government funding and programs to support programs for the Tagalaka People.
- (b) The Directors must appoint and remove or make provision for the appointment and removal of the Expenditure Advisory Committee.
- (c) The Expenditure Advisory Committee may consist of a single individual or the number of individuals as the Directors decide who may be a Common Law Holder but not a Director.

- (d) The Directors may invite the Special Governance Advisor to attend each board meeting of the Corporation where a trust expenditure decision is to be made.

8.12 Filling casual vacancies

- (a) Any casual vacancy on the Board of Directors may be filled by the Directors appointing (subject to a written consent as required by rule 8.2.3, satisfaction of eligibility criteria and completion of the consent to be a director form in Schedule 4) a Member to fill that vacancy.
- (b) Any person appointed to fill a casual vacancy shall hold office for the same period of time as the Director they replace would have held had they remained a Director.
- (c) Where there is less than the minimum number of Directors then those Directors shall have the power to appoint members to fill a casual vacancy or vacancies pursuant to rule 8.12(a) notwithstanding they are less in number than the minimum.

8.13 How a person ceases being a Director

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director as provided for in rule 8.14;
- (c) the term of the person's appointment as a Director expires;
- (d) the person is removed as a Director by the other Directors as provided for in rule 8.15.2;
- (e) the person is removed as a Director by the Members as provided for in rule 8.15.1;
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

8.14 Resignation of Director

A Director may resign as a Director by giving notice of resignation in writing to the Corporation.

8.15 Process for removing a Director

8.15.1 Removal by Members

- (a) The Corporation may, by resolution in General Meeting, remove a Director despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the Director concerned;
 - (iii) an agreement between any or all Members of the Corporation and the Director concerned.
- (b) A notice of intention to move a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (d) The Director concerned is entitled to put his or her case to Members by:

- (i) giving the Corporation a written statement for circulation to Members (see rules 8.15.1(e) and (f))
 - (ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (e) The Corporation is to circulate the written statement given under rule 8.15.1(d)(i) to members by:
- (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
 - (ii) if there is not time to comply with rule 8.15.1(e)(i), having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 8.15.1(d)(i) does not have to be circulated to Members if it is defamatory.
- (g) If a person is appointed to replace a Director removed under this rule, the time at which:
- (i) the replacement Director; or
 - (ii) any other Director resigns,
- is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

8.15.2 Removal by other Directors

- (a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' Meetings. The Directors may remove a Director by resolution.
- (b) Rule 8.15.2(a) operates despite anything in:
- (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the Director concerned; or
 - (iii) an agreement between any or all Members and the Director concerned.
- (c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing:
- (i) stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' Meetings; and
 - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
- (d) If the Director concerned does not object, the Directors must remove the Director concerned.
- (e) If the Director concerned does object:
- (i) the Directors cannot remove the Director concerned; and
 - (ii) the Corporation, by Special Resolution in General Meeting, may remove the Director in accordance with rule 8.15.1.

- (f) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a Director removed under this rule, the time at which:
 - (i) the replacement Director or
 - (ii) any other Director,is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

9. Annual General Meetings (AGMs) and General Meetings

9.1 AGMs

9.1.1 Holding AGMs

- (a) The Corporation must hold an AGM within 5 months after the end of each financial year.
- (b) If the Corporation has only 1 Member, it is not required to hold an AGM.

9.1.2 Extension of time for holding AGMs

- (a) 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 the period in 9.1.1.
- (b) If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

9.1.3 Business of AGM

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

- (a) confirmation of the minutes of the previous General Meeting, except at the first AGM;
- (b) the consideration of the reports that under Chapter 7 of the Act that are required to be presented at the AGM;
- (c) the election of Directors;
- (d) the appointment and remuneration of the auditor (if any);
- (e) checking of details on the Register of Members (see rule 7.7); and
- (f) asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any) (see rule 9.16)

9.2 General Meetings

9.2.1 Purpose of General Meeting

A General Meeting must be held for a proper purpose.

9.2.2 Time and place of General Meeting

- (a) A General Meeting must be held at a reasonable time and place.
- (b) If the Directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.

9.2.3 Business of general meeting

The business at each General Meeting must include:

- (a) confirmation of the minutes of the previous General Meeting; and
- (b) all matters set out in the notice of the General Meeting.

9.3 Calling General Meetings

9.3.1 Directors may call meetings

The Board of Directors may call a General Meeting of the Corporation.

9.3.2 Members may ask Directors to call General Meetings

- (a) Subject to rule 9.3.3, the Directors must call and arrange to hold a General Meeting on the request of at least the required number of Members specified under rule 9.3.2(b).
- (b) A request under rule 9.3.2(a) must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;be signed by the number of members as set out below if the Corporation has:
 - (A) between 2 and 10 Members – 1 Member;
 - (B) between 11 and 29 Members – 3 Members;
 - (C) between 30 and 50 Members – 5 Members; or
- (iii) more than 50 Members – 10 percent of the Members of the Corporation;
- (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
- (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 9.3.2(a) may be used for signing by Members if the wording of the request is identical in each copy.

9.3.3 Directors may apply to deny a Members' request to call a General Meeting

- (a) If the Directors resolve:
 - (i) that a request under rule 9.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 9.3.2 would be contrary to the interests of the Members as a whole,
 - (iii) a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request.
- (b) An application to the Registrar must:

- (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member (see 9.3.2(b)(iv)) notice that an application has been made.

9.3.4 Timing for a Member requested General Meeting

- (a) The Directors must call the general meeting within 21 days after the request was sent to them.
- (b) If:
- (i) the Directors have applied to deny a request; and
 - (ii) the Registrar refuses that request,
- the Directors must call the meeting within 21 days after being notified of the Registrar’s decision.

9.4 Requirement for Notice of General Meeting

9.4.1 Notice for a General Meeting

- (a) At least 21 days’ notice must be given of a General Meeting.
- (b) The Corporation:
- (i) may call an AGM on shorter notice, if all the Members agree beforehand; and
 - (ii) may call any other General Meeting on shorter notice, if at least 95% of the Members agree beforehand.
- (c) At least 21 days’ notice must be given for a General Meeting at which a resolution will be moved to:
- (i) remove a Director;
 - (ii) remove a Member; or
 - (iii) remove an auditor.

9.4.2 Requirement to give notice of General Meeting to Members and Officers

- (a) The Corporation must give written notice of a General Meeting to the following people:
- (i) each Member entitled to vote at the meeting;
 - (ii) each Director;
 - (iii) the Secretary (if any);
 - (iv) the Contact Officer (if any);
 - (v) the chair; and
 - (vi) the treasurer.
- (b) The Corporation may give the notice of a General Meeting to a Member:
- (i) personally or by sending it by post, fax or email; or
 - (ii) other electronic means nominated by the Member; or
 - (iii) publishing the notice online and sending a link to Members.
- (c) A notice of a General Meeting:

- (i) sent by post is taken to be received 3 days after it is posted
- (ii) sent by fax, email, or other electronic means, is taken to be received on the Business Day after it is sent.

9.4.3 Requirement to give notice of General Meeting and other communications to auditor

The Corporation must give its auditor (if any):

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the General Meeting that a Member is entitled to receive.

9.4.4 Contents of notice of General Meeting

- (a) A notice of a General Meeting must:
 - (i) set out the place, date and time for the meeting and, if the meeting is to be held in 2 or more places or using technology without a physical venue – include instructions for participating in the meeting;
 - (ii) state the general nature of the meeting's business;
 - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and
 - (iv) if a Member is entitled to appoint a Proxy, contain a statement setting out:
 - (A) that the Member has a right to appoint a Proxy; and
 - (B) whether or not the Proxy needs to be a Member of the Corporation.
- (b) The information included in a notice of a General Meeting must be worded and presented clearly and concisely.
- (c) For General Meetings called under rule 9.5, the Corporation may issue supplementary instructions for participating in the General Meeting at least two Business Days before the meeting is held.

9.5 Use of technology for General Meeting

- (a) 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.
- (b) If a show of hands is not possible at a General Meeting called in accordance with this rule 9.5, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows Members to clearly indicate whether they are for or against the resolution.

9.6 Failure to give notice

A General Meeting, held for the purposes of the Act or a meeting notice of which is required to be given in accordance with the provisions of the Act, or any proceedings at such a meeting, is not invalidated merely because of:

- (a) the accidental omission to give notice of the General Meeting; or
- (b) the non-receipt by any person of notice of the General Meeting;

unless the court, on application of the person concerned, a person entitled to attend the meeting or the Registrar declares the proceedings at the meeting to be void..

9.7 Members' resolutions

9.7.1 Notice of members' resolutions

- (a) If a Member or Members wish to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation by at least the required number of members under rule 9.7.1(d).
- (b) A notice of a Members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the Members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy.
- (d) For the purposes of rule 9.7.1(a), the required number of Members is as set out below if the Corporation has:
 - (i) between 2 and 10 Members – 1 Member;
 - (ii) between 11 and 29 Members – 3 Members;
 - (iii) between 30 and 50 Members – 5 Members; or
 - (iv) more than 50 Members – 10 percent of the Members of the Corporation.

9.7.2 Considerations of Members' resolutions

- (a) If the Corporation has been given notice of a Members' resolution it must be considered at the next General Meeting that occurs more than 28 days after the notice is given.
- (b) The Corporation must give all its Members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a General Meeting.
- (c) The Corporation does not have to give notice of a resolution if it is defamatory.

9.7.3 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its Members a statement about:
 - (i) a resolution that is proposed to be moved at the General Meeting; or
 - (ii) any other matter that may be considered at that General Meeting.
- (b) This request must be:
 - (i) made by at least the required number of Members under rule 9.7.3(f);
 - (ii) in writing;
 - (iii) signed by the Members making the request; and
 - (iv) given to the Corporation.

- (c) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 9.7.1(a), the required number of Members is as set out below if the Corporation has:
 - (i) between 2 and 10 Members – 1 Member;
 - (ii) between 11 and 29 Members – 3 Members;
 - (iii) between 30 and 50 Members – 5 Members; or
 - (iv) more than 50 Members – 10 percent of the Members of the Corporation.

9.8 Quorum for General Meeting

9.8.1 Number of members needed for a quorum for a General Meeting

- (a) If at any time the Corporation has 10 Members or less, the quorum for a General Meeting will be 4 Members.
- (b) If at any time the Corporation has 11 or more Members, the quorum for a General Meeting will be 10% of the Corporation's Members.

9.8.2 Quorum to be present when passing resolutions

The quorum must be present at all times when the meeting is passing resolutions.

9.8.3 No business to be transacted without quorum

No business shall be transacted at any General Meeting unless a quorum of members is present.

9.8.4 Achieving quorum

Where a quorum is not obtained 30 minutes after the designated time set for a General Meeting, the meeting shall be adjourned to a time one hour after the advertised commencement of the meeting. The quorum for this adjourned meeting shall be a number equivalent to the number of Ordinary Members then in attendance.

9.9 Postponing an AGM or General Meeting

- (a) After notice has been given for an AGM or General Meeting the Directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons. Exceptional reasons may include any or a combination of the following:
 - (i) death in the community person;
 - (ii) a cultural activity;
 - (iii) natural disaster;
 - (iv) extreme weather event.

- (b) 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.
- (c) 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 including, if relevant, information related to the use of technology as per rule 9.4.4(a)(i).

9.10 Cancelling an AGM or General Meeting

- (a) The Directors can cancel an AGM or General Meeting by passing a resolution in a Directors' Meeting.
- (b) Notice of the cancellation of an AGM or General Meeting must be given as soon as practicable.

9.11 Chairing General Meeting

- (a) The Directors must elect a chair for General Meetings prior to that General Meeting.
- (b) If a chair has not been elected by the Directors or the chair is not available or does not want to chair the meeting, the Members must elect a chair from the Directors present.
- (c) The chair must adjourn a General Meeting if the majority of Members present agree or direct the chair to do so.

9.12 Auditor's right to be heard at General Meetings

- (a) If the Corporation has an auditor, the auditor is entitled to attend any General Meeting of the Corporation.
- (b) The auditor is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at that meeting, or
 - (ii) that meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

9.13 Voting at General Meetings

9.13.1 Entitlement to vote

At a General Meeting, each Member has one vote.

9.13.2 Objections to right to vote

A challenge to a right to vote at a General Meeting:

- (a) may only be made at the meeting, and
- (b) must be determined by the chair, whose decision is final.

9.13.3 How voting is carried out

- (a) A resolution at a General Meeting, other than a Special Resolution, must be decided by a vote by simple majority.
- (b) Before a vote is taken the chair must inform the meeting whether any Proxy votes have been received.
- (c) A declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the consensus of the meeting or the vote (including the Proxies received). Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

9.13.4 Matters on which Members can demand a Poll

- (a) At a General Meeting, a Poll may be demanded on any resolution.
- (b) A demand for a Poll may be withdrawn.

9.13.5 When Members can demand a Poll

- (a) At a General Meeting, a Poll may be demanded by:
 - (i) at least 5 Members entitled to vote on the resolution; or
 - (ii) Members with at least 5% of the votes that may be cast on the resolution on a Poll; or
 - (iii) the chair.
- (b) Subject to rule 9.13.6(b), the Poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results are declared; or
 - (iii) immediately after the voting results are declared.

9.13.6 When and how Polls must be taken

- (d) At a General Meeting, a Poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (e) At a General Meeting, a Poll demanded on other matters must be taken when and in the manner the chair directs.

9.14 Resolutions if Corporation has only one member

If the Corporation has only 1 member, the Corporation may pass a resolution by the Member recording it and signing the record.

9.15 Proxies

9.15.1 Who may appoint a Proxy

- (a) A Member may appoint another Member as Proxy to attend and vote for them at a General Meeting.
- (b) The appointment may specify the proportion or number of votes that the Proxy may exercise if the person appointing the Proxy has more than one vote.

9.15.2. Rights of Proxies

- (a) Subject to this rule, a Proxy appointed to attend and vote for a member has the same rights as the Member:
 - (i) to speak at the meeting;
 - (ii) to vote (but only to the extent allowed by the appointment); and
 - (iii) to join in a demand for a Poll.
- (b) A Proxy's authority to speak and vote for a Member at a meeting is suspended if the Member is present at the meeting.
- (c) A person must not exercise Proxies for no more than 2 members,
however, a contravention of this rule 9.15.2(c) does not affect the validity of the votes cast.

9.15.3 Appointing a Proxy

- (a) An appointment of a Proxy is valid if it is signed, or otherwise authenticated as prescribed by the Regulations, by the Member making the appointment and contains the following information:
 - (i) the Member's name and address;
 - (ii) the Proxy's name or the name of the office held by the Proxy; and
 - (iii) the meetings at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (c) An appointment may specify the way the Proxy is to vote on a particular resolution. If it does and if a Proxy is also a member, this rule 9.15.3(c) does not affect how the person casts any votes they hold as a member.
- (d) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a Proxy resulted from the Corporation sending to members:
 - (i) a list of persons willing to act as Proxies, or
 - (ii) a Proxy appointment form holding the person out as being willing to act as a Proxy.
- (e) An appointment of a Proxy does not have to be witnessed.
- (f) A later appointment of a Proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

9.15.4 Receipt of Proxy documents

- (a) For an appointment of a Proxy for a General Meeting to be effective, the following documents must be received by the Corporation in the form contained in Schedule 3 to this Rule Book at least 48 hours before the meeting:
 - (i) of the Proxy's appointment; and
 - (ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.

- (b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.

9.16 Questions at AGMs

9.16.1 Questions and comments by members on Corporation management at AGM

The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

9.16.2 Questions by members of auditors at AGM

If the Corporation's auditor or the auditor's representative is at an AGM, the chair of the meeting must give Members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Corporation in the preparation of the financial statements; and/or
- (d) the independence of the auditor in relation to the conduct of the audit.

9.17 Adjourned meetings

9.17.1 When resolution passed after adjournment of meeting

A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

9.17.2 Business at adjourned meetings

Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

9.17.3 Re-notification of adjourned meeting

If a General Meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the Members, Directors and the Secretary or Contact Person of the day, time and place of when the General Meeting will be resumed.

9.18 Circular Resolutions for General Meetings

- (a) This rule does not apply to Special Resolutions and resolutions to remove Directors.
- (b) The Members may pass a resolution without a General Meeting being held if:
 - (i) 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
 - (ii) within 28 days of the notice being given to Members, all 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.
- (c) 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.

- (d) For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 Business Days after it is posted, and notice given electronically is taken to be given on the Business Day after it is sent.
- (e) 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 General Meeting Minute Book in accordance with section 220-5 of the Act.

10. Directors' Meetings

10.1 Frequency of Directors' Meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

10.2 Calling and giving notice of Directors' Meetings

- (a) The Directors will normally determine the date, time and place of each Directors' Meeting at the previous meeting.
- (b) A Directors' Meeting may be called by any two Directors, giving reasonable notice individually to every other Director.
- (c) The date, time and place for a Directors' Meeting must not unreasonably prevent a Director attending.
- (d) Reasonable notice of each Directors' Meeting must be given to each Director. The notice must state:
 - (i) the date, time and place of the meeting; and
 - (ii) the general nature of the business to be conducted at the meeting.
- (e) A resolution passed at a Directors' Meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' Meeting under rule 10.2(d) or in giving notice of any changes to the item, date or place of the Directors' Meeting.

10.3 Use of technology

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.

10.4 Quorum at Directors' Meetings

- (a) The quorum for a Directors' meeting is a majority of the Directors.
- (b) The quorum must be present at all times during the meeting.

10.5 Chairing Directors' Meetings

- (a) The chair elected in accordance with rule 13.2(a) will chair Directors' Meetings.

- (b) The Directors must elect a Director present to chair a meeting, or part of it, if a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

10.6 Passing of Directors' resolutions

A resolution of the Directors must be decided by a majority of the votes cast by Directors entitled to vote on the resolution.

10.7 Circulating Resolutions if the corporation has more than one Director

- (a) The Directors may pass a resolution without a Directors' meeting being held if:
 - (i) notice of the proposed resolution has been given to all Directors in writing, either electronically or in hard copy, and
 - (ii) 75% of the Directors are in favour of the resolution; and
 - (iii) 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.
- (b) 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.
- (c) For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 Business Days after it is posted, and notice given electronically is taken to be given on the Business Day after it is sent.
- (d) 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 Act.

10.8 Resolutions and declarations of one Director corporation

- (a) The Director may pass a resolution by recording it and signing the record.
- (b) The Director may make a declaration by recording it and signing the record. This satisfies any requirement in the Act that the declaration be made at a Directors' Meeting.

11. General duties, exercise of powers and Native Title Decisions

11.1 General duties

The Directors, Secretary, other Officers must comply with the duties imposed on them by the Relevant Law. These may include, for example:

- (a) a duty of care and diligence;
- (b) a duty of good faith;
- (c) a duty of disclosure of Material Personal Interests (see rule 12.2);
- (d) a duty not to improperly use position or information; and
- (e) a duty to prevent insolvent trading.

11.2 Exercise of powers

Subject to the Act and the Rule Book, the Corporation has the power to do anything lawful to carry out the Objectives, except:

- (a) the Corporation shall not exercise a power unless it is to carry out at least one of the Objectives, and shall not exercise a power that is contrary to any of the Objectives; and
- (b) in carrying out its Objectives, the Corporation shall not pay any portion of its funds or property directly or indirectly by way of dividends, bonus or otherwise to any Member except for the payment in good faith of reasonable and proper remuneration for, or in return for, services actually rendered to the Corporation by that Member.

11.3 Native Title Decisions

11.3.1 Native Title Decisions

The Corporation shall not make a Native Title Decision unless it:

- (a) has used its best endeavours to identify the Affected Common Law Holders including consulting the Register of Common Law Holders established and maintained under rule 11.6;
- (b) is satisfied that the Affected Common Law Holders understand the nature and purpose of the proposed Native Title Decision, and the extent, if any, of any claims, actions or debts to which the Affected Common Law Holders may be liable as a result of the Native Title Decision;
- (c) has informed the Representative Body; and
- (d) is satisfied that the Affected Common Law Holders as a group consent to the making of the proposed Native Title Decision and have given a direction to the Corporation to make the Native Title Decision.

11.3.2 Decision-making process for Native Title Decisions

The Corporation must comply with the agreed and adopted decision-making process in obtaining the consent of the Affected Common Law Holders which in relation to the making of a Native Title Decision is:

- (a) the Affected Common Law Holders will be called to a meeting about an important matter for decision;
- (b) the proposed decision will be put in the form of a clearly worded resolution;
- (c) the resolution will be read out to the meeting;
- (d) Elders who represent the Affected Common Law Holders will be given an opportunity to consider the matter for decision before bringing it back to the Affected Common Law Holders for acceptance;
- (e) the resolution must be moved and seconded before being considered;
- (f) the Affected Common Law Holders will consider whether they support the resolution and will vote on the resolution by a show of hands;

- (g) the resolution is then passed by a majority vote of the Affected Common Law Holders or fails if it received less than a simple majority.

11.3.3 Evidence of consultation and consent

- (a) The Corporation may not be taken to be satisfied that the Affected Common Law Holders as a group consent to the proposed Native Title Decision unless it has:
 - (i) Minutes of a meeting at which the Common Law Holders confirm they consent to the Native Title Decision in accordance with rule 11.3.2 which has been certified by the Corporation; or
 - (ii) has the documentary evidence required under the PBC Regulations.
- (b) If requested by the Registrar, copies of the documents, including minutes, certification and other documentary evidence required under the PBC Regulations must be provided to the Registrar on a confidential basis to assess compliance with the Act and the PBC Regulations.
- (c) If requested of a Common Law Holder any certificate prescribed by the PBC Regulations must be provided to the Common Law Holder free of charge on the same terms and in the same manner as set out in Rule 15.8(e).

11.4 Requirements for notice for Native Title Decisions

11.4.1 Notice for Native Title Decision

At least 21 days' notice must be given of a meeting where a Native Title Decision-Making process is to take place.

11.4.2 Requirement to give notice of Native Title Decision to Common Law Holders, Members and relevant non-members

- (a) The Corporation must give written notice of a Native Title Decision to the following people:
 - (i) all Common Law Holders, including those who are not Members of the Corporation;
 - (ii) each Member;
 - (iii) each Director;
 - (iv) the Secretary (if any);
 - (v) the Contact Officer (if any);
 - (vi) the chair;
 - (vii) the treasurer; and
 - (viii) any other non-member entitled to attend the meeting.
- (b) The Corporation may give the notice personally or by sending it by post, fax, email, or other electronic means nominated by the Member.
- (c) A notice of meeting:
 - (i) sent by post is taken to be received 3 Business Days after it is posted;
 - (ii) electronic means, is taken to be received on the Business Day after it is sent.

- (d) For meeting called for a Native Title Decision under rule 11.5, the Corporation may issue supplementary instructions for participating in the meeting at least two Business Days before the meeting is held.

11.5 Use of technology for Native Title Decisions

- (a) Instead of being held at a physical place, a meeting called for a Native Title Decision may be held using any suitable electronic platform, or combination of electronic platforms, that gives the Affected Common Law Holders 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.
- (b) If a show of hands is not possible at a meeting called for a Native Title Decision in accordance with this rule 11.5, a resolution put to the vote may be decided by any other method of voting as determined by the chair.

11.6 Register of Common Law Holders

- (a) The Corporation must create and maintain a register of Common Law Holders which includes all Common Law Holders for the Determination Area that the Corporation was established to manage, including Common Law Holders who are not Members of the Corporation.
- (b) The Register of Common Law Holders must contain the following information about Common Law Holders:
 - (i) the Common Law Holder's name (given and family name) and address. The register may also contain any other name by which the member is or was known.
 - (ii) the apical ancestor/s the Member descends from (Note: may also need to reference adoption).

12. Functions, powers and duties of directors

12.1 Powers of Director

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all the powers of the Corporation except any that the Act or the Corporation's Rule Book requires the Corporation to exercise in General Meeting or a meeting for a Native Title Decision.

12.2 Duty of Director to disclose Material Personal Interests

- (a) A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless rule 12.2(b) says otherwise.
- (b) A Director does not need to give notice of an interest under rule 12.2(a) if:
 - (i) the interest:

- (A) arises because the Director is a member and the interest is held in common with the other members including a native title right and interest;
 - (B) arises in relation to the Director's remuneration as a Director; or
 - (C) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members.
- (ii) all the following conditions are satisfied:
- (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 12.2 (a);
 - (B) if a person who was not a Director when the notice under rule 12.2(a) was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice or
 - (D) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- (c) The notice required by rule 12.2(a) must:
- (i) give details of:
 - (A) the nature and extent of the interest; and
 - (B) the relation of the interest to the affairs of the Corporation;
 - (ii) be given at a Directors' Meeting as soon as possible after the Director becomes aware of their interest in the matter; and
 - (iii) the details must be recorded in the minutes of the meeting.
- (d) A contravention of this rule 12.2 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (e) This rule 12.2 does not apply to the Corporation if the Corporation has only one Director.

12.3 Remuneration

- (a) Subject to Rule 12.3(b) the Directors of the Corporation may be paid such reasonable remuneration out of the general funds of the Corporation as the Ordinary Members in a General Meeting decide, including setting a cap for each year.

(Note: members to have regard to the financial position of Corporation in making decision)

- (b) Where meetings are funded by a third party proponent, Directors may be paid for their participation in meetings of the Corporation at the rate set under an agreement with third party proponents from time to time. Third party proponent funding under an agreement is excluded from the amounts approved as remuneration by Ordinary Members in a general meeting under Rule 12.3(a).

- (c) An Independent Director may be remunerated at a level commensurate with their experience and qualifications. Independent Directors may be paid such reasonable remuneration as the Members in General Meeting decide.
- (d) Rule 12.3(a) does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided that rule 12.6 and Division 290 of the Act has been complied with.
- (e) The Corporation may pay the Directors' traveling and other expenses that the Directors properly incur:
 - (i) in attending Directors' Meetings or any meetings of committees of Directors;
 - (ii) in attending any General Meeting of the Corporation; and
 - (iii) in connection with the Corporation's business.

12.4 Negotiable instruments

- (a) Any 2 Directors of the Corporation, or the Director if the Corporation has only 1 Director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

12.5 Delegation

- (a) The Directors may by resolution delegate any of their powers to:
 - (i) a committee of Directors;
 - (ii) a Director;
 - (iii) an employee of the Corporation;
 - (iv) any sub-committee of Directors and/or Members; or
 - (v) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

12.6 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) the Corporation or entity must:
 - (A) obtain the approval of the Members in the way set out in Division 290 of the Act; and
 - (B) give the benefit within 15 months after the approval; or
 - (ii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract; and

- (ii) the making of the contract was approved in accordance with rule 12.6(a)(i)(A);
and
- (iii) the contract was made:
 - (A) within 15 months after that approval; or
 - (B) before that approval, if the contract was conditional on the approval being obtained,

Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

13. Office-bearers

13.1 Positions of Office-bearers

- (a) There will be a chair, treasurer and Contact Person or Secretary who will be the Office-bearers.
- (b) The chair and treasurer must be Directors of the Corporation.
- (c) The Contact Person or Secretary does not need to be a Director or a Member of the Corporation.

13.2 Election and appointment of Office-bearers

- (a) The chair and treasurer will be elected by the Board of Directors at the first Directors' Meeting after the first General Meeting of the Corporation and, thereafter at the first meeting of the board after each Annual General Meeting of the Corporation.
- (b) The chair and treasurer will be eligible for re-election in subsequent years if they remain on the Board of Directors.
- (c) A Member of the Corporation may become the Contact Person or Secretary in accordance with rule 13.6.
- (d) Any person may be appointed as the Contact Person or Secretary in accordance with rule 13.7

13.3 Filling vacancies amongst Office-bearers

Any vacancy in the office of an Office-bearer may be filled by the Board of Directors. The Directors elected in this way will retain the office of Office-bearer until the next election of Office-bearers under rule 13.2 and will be eligible for re-election.

13.4 Requirements for Secretary or contact person

13.4.1 Who may be a Secretary or Contact Person

- (a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the Act may only be appointed as a Secretary or contact person if the appointment is made with:
 - (i) the Registrar's permission under section 279-30(7) of the Act; or
 - (ii) the leave of the court under section 279-35 of the Act.

13.4.2 Consent to act as a Secretary or Contact Person

- (a) The Corporation must receive a signed consent from a person to act as Secretary or Contact Person of the Corporation, before that person is appointed as Secretary or Contact Person of the Corporation.
- (b) The Corporation must keep each consent received under rule 13.4.2(a).

13.5 When a Secretary is required

An Aboriginal and Torres Strait Islander corporation that is registered as a large corporation must have at least one Secretary. An Aboriginal and Torres Strait Islander corporation that is registered as a small or medium corporation must have a Contact Person.

13.6 Becoming a Secretary or a Contact Person on registration

- (a) A person becomes a Secretary or a Contact Person of the Corporation on registration of the Corporation, if the person is specified in the application with his or her consent as a proposed Secretary or Contact Person of the Corporation.
- (b) If:
 - (i) the Corporation is registered as a small or medium corporation; and
 - (ii) the application for registration does not specify a person to be the Contact Person for the corporation, the applicant becomes the Contact Person for the Corporation on registration.
- (c) If:
 - (i) a person is specified in the application for registration of the Corporation as the Contact Person for the Corporation;
 - (ii) that person is specified without his or her consent;
 - (iii) before registration, the Registrar becomes aware of that fact; and
 - (iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the Contact Person for the Corporation on registration, the applicant becomes the Contact Person for the Corporation on registration.

13.7 How a Secretary or Contact Person is appointed

The Directors appoint a Secretary or Contact Person.

13.8 Terms and conditions of office for Secretaries and Contact Persons

13.8.1 Terms and conditions of office for Secretaries

A Secretary holds office on the terms and conditions (including remuneration) that the Directors determine.

13.8.2 Terms and conditions of contact person's appointment

A Contact Person's appointment is subject to the terms and conditions (including remuneration) that the Directors determine.

13.9 Duties of Secretary and Contact Person

13.9.1 Contact person must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Contact Person, a person:

- (a) appointed with his or her consent as the Contact Person; or
- (b) determined to be the Contact Person;

must pass on to a least one of the Directors each communication received by that person for the corporation within 14 days after receiving it.

13.9.2 Secretary must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Secretary, a person appointed with his or her consent to be the Secretary must pass on to a least one of the Directors each communication received by that person for the corporation within 14 days after receiving it.

13.9.3 Effectiveness of acts by Secretaries

- (a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Corporation's Rule Book or the Act.
- (b) Rule 13.9.3(a) does not deal with the question whether an effective act by a Secretary:
 - (i) binds the corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

14. Execution of documents and the Common Seal of the Corporation

14.1 Corporation may have Common Seal

- (a) The Corporation may have a Common Seal.
- (b) If the Corporation does have a Common Seal:
 - (i) the Corporation must set out on it the Corporation's name and ICN; and
 - (ii) the Common Seal must be kept by a person nominated by the Directors.
 - (iii) The Corporation may have a duplicate Common Seal. The duplicate must be a copy of the Common Seal with the words 'duplicate seal' added.

14.2 Execution of documents

14.2.1 Agent exercising Corporation's power to make contracts etc.

The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation. The power may be exercised without using a Common Seal.

14.2.2 Execution of documents (including deeds) by the Corporation

- (a) The Corporation may execute a document without using a Common Seal if the document is signed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary (if any); or
 - (iii) if the Corporation has only 1 director, that Director.
- (b) If the Corporation has a Common Seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary; or
 - (iii) if the Corporation has only 1 Director, that Director.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 14.2.2(a) or 14.2.2(b).
- (d) This rule 14.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

15. Finances and record-keeping

15.1 Application of funds and property

- (a) Subject to the Act and the Corporation's Rule Book, all funds or property of the Corporation not subject to any trust can be used at the discretion of the Directors to carry out the Corporation's Objectives. (*Note: native title compensation monies must be applied in accordance with the PBC Regulations*).
- (b) Subject to the Act and the Corporation's Rule Book, no portion of the funds and property of the Corporation may be paid or distributed to any member of the Corporation.
- (c) Nothing in rule 15.1(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a member or Director 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
 - (ii) reasonable payment in good faith to a Member or Director for a contract for goods or services provided by that Member or Director (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 funds or property of the Corporation received on trust or otherwise on terms that require it to be accounted for in a particular way shall be applied in accordance with the terms of that trust or those other terms as the case requires.
- (e) In accordance with subsections 56(5) and (6) (*Note: relevant if trustee body corporate, together with (f))*) of the Native Title Act, Native Title Rights and Interests held by the Corporation are not able to be:
 - (i) assigned, restrained, garnisheed, seized or sold; or

- (ii) made subject to any charge or interest; or
 - (iii) otherwise affected as a result of
 - (iv) the incurring, creation or enforcement of any debt or other liability of the body corporate (including a debt or liability owed to the Crown in any capacity or to any statutory authority); or
 - (v) any act done by the body corporate.
- (f) Rule 15.1(e) does not apply if the incurring of the debt, creation of the liability or doing of the act was in connection with a dealing with the Native Title Rights and Interests pursuant to a Native Title Decision made in accordance with rule 11.3.

15.2 Minutes of meetings

15.2.1 Obligations to keep minutes

- (a) The Corporation must keep minute Books in which it records within 28 days:
- (i) proceedings and resolutions of General Meetings;
 - (ii) proceedings and resolutions of Native Title Meetings;
 - (iii) proceedings and resolutions of Directors' Meetings (including meetings of a committee of directors);
 - (iv) resolutions passed by Members without a meeting;
 - (v) resolutions passed by Directors without a meeting; and
 - (vi) if the Corporation has only 1 Director, the making of declarations by the Director.
- (b) The minutes of the meeting may be kept:
- (i) in writing; or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the Corporation must ensure that, on the recording:
- (i) each person attending the meeting states their name; and
 - (ii) if a person attending the meeting holds a Proxy, the person states the name of the person for whom the person is acting as Proxy.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
- (i) the chair of the meeting; or
 - (ii) the chair of the next meeting, signs those minutes within a reasonable time after that meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the Corporation must ensure that either:
- (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
 - (iii) signs a declaration under rule 15.2.1(f) within a reasonable time after that meeting.
- (f) The declaration under this rule 15.2.1(e) must:
- (i) identify the audio, or audio-visual, recording

- (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (h) If the Corporation has only 1 Director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made.
- (i) The Corporation must keep its minute Books at:
 - (i) its registered office if it is registered as a large corporation; or
 - (ii) its document access address if it is registered as a small or medium corporation.
- (j) A minute that is recorded and signed in accordance with this rule 15.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

15.3 Rule Book and records about Officers, Contact Person, etc.

The Corporation must keep:

- (a) an up-to-date copy of its Rule Book (incorporating any changes to the Rule Book made in accordance with the Act and the terms of the Rule Book)
- (b) written records relating to:
 - (i) the names and addresses of the Corporation's current Officers, chair, treasurer and Secretary or Contact Person (as the case may be);
 - (ii) the Corporation's registered office (if any); and
 - (iii) the Corporation's document access address (if any).

15.4 Financial records

15.4.1 Obligation to keep financial records

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance
- (b) would enable true and fair financial reports to be prepared and audited.

15.4.2 Period for which financial records must be retained

The financial records must be retained for 7 years after the transactions covered by the records are completed.

15.4.3 Physical format

If the records that the Corporation is required to keep under rules 15.3 and 15.4 are kept in electronic form:

- (a) the records must be convertible into written form; and
- (b) the records must be made available in written form, within a reasonable time, to a person who is entitled to inspect the records.

15.5 Places where records are kept

If the Corporation is registered as:

- (a) a large corporation, the records that the Corporation is required to keep under rules 15.3 and 15.4 must be kept at the Corporation's registered office; or
- (b) a small or medium corporation, the records that the Corporation is required to keep under rules 15.3 and 15.4 must be kept at the Corporation's document access address.

15.6 Right of access to Corporation Books by Director or past Director

- (a) A Director may inspect the Books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a Director may inspect the Books of the Corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her, and this right continues for 7 years after the person ceased to be a Director.
- (c) A person authorised to inspect Books under this rule 15.6 for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.
- (d) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the Books under this rule 15.6.
- (e) This rule 15.6 does not limit any right of access to Corporation Books that a person has apart from this rule 15.6.

15.7 Access to financial records by Directors

- (a) A Director has a right of access to the records that the Corporation is required to keep under rule 15.3 or rule 15.4.
- (b) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under rule 15.4.1 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 15.7(b) may make copies of the records unless the court orders otherwise.

15.8 Members' access to minutes

- (a) If the Corporation is registered as a large corporation, the corporation must make available for inspection by Members, at its registered office, the minute Books for Native Title Meetings, General Meetings and for resolutions of Members passed without meetings. The Books must be made available for inspection each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members, at its document access address, the minute Books for Native Title Meetings, General Meetings and for resolutions of members passed without meetings. The Books must be made available within 7 days of a member's written request for inspection.
- (c) The Corporation must make minutes available free of charge to a Member.
- (d) A Member may ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's Members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by members without a meeting.
- (e) If the Corporation does not require the member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (f) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

15.9 Access to internal governance material

15.9.1 Corporation to provide Member with Rule Book, if requested

If a Member asks for a copy of the Corporation's Rule Book, the Corporation must provide it:

- (a) free of charge; and
- (b) within 7 days.

15.9.2 Registered office

If the Corporation is registered as a large corporation, the Corporation must make available for inspection by members and Officers at its registered office, its Rule Book. This Rule Book must be available for inspection each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

15.9.3 Document access address

If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members and Officers, at its document access address, its Rule

Book. This Rule Book must be made available for inspection within 7 days of a Member's or Officer's written request for inspection.

15.9.4 General provisions regarding access to rules

The Rule Book of the Corporation includes:

- (a) the Corporation's Rule Book;
- (b) any Replaceable Rules that apply to the Corporation; and
- (c) any other material concerning the internal governance of the Corporation that is prescribed.

16. Annual reporting

The Corporation must comply with the annual reporting requirements set out in the Act.

17. Dispute Resolution Process

17.1 General principles

This rule sets out the steps which must be taken to try to resolve any disagreement or Dispute about the affairs of the Corporation or how the Act, the Native Title Act or the Corporation's Rule Book applies with respect to any disagreement or Dispute, which arises between:

- (a) Members;
- (b) Members and Directors;
- (c) Directors;
- (d) Common Law Holders
- (e) Common Law Holders and Directors; or
- (f) persons who claim to be Common Law Holders.

17.2 Informal negotiations

- (a) If a Dispute arises, the parties must first try to resolve it themselves on an informal basis in good faith, having regard to the spirit and intent of the Corporation.
- (b) A Dispute notice under Rule 17.3 shall not be given until a party or parties to the Dispute have:
 - (i) made reasonable efforts to participate in good faith to resolve the Dispute;
 - (ii) convened and/or attended at least two meetings with the parties to the Dispute for the purpose of resolving the Dispute;
 - (iii) Common Law Holders who are not members of the Corporation and persons who claim to be Common Law Holders agree by way of a formal instrument to be bound by the dispute resolution process outlined under the Rule Book; and
 - (iv) provided a written submission to the board of Directors as to the efforts made to resolve the Dispute. However, this does not apply where parties to the Dispute include the Board of Directors.

17.3 Giving of Dispute notice

- (a) If the Dispute is not resolved in accordance with rule 17.2 within 30 Business Days, and providing any non-Member agrees as per rule 17.2(b)(iii) to be bound by the dispute resolution process under this Rule Book, any party to the Dispute may give a Dispute notice to the other parties.
- (b) A Dispute notice must be in writing, and must say what the Dispute is about.
- (c) A copy of the notice must be given to the Corporation.

17.4 Seeking assistance from the Registrar

- (a) If a Dispute or any part of a Dispute relates to an issue arising out of the meaning of any provision of the 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.
- (b) The Registrar's opinion will not be binding on the parties to a Dispute.

17.5 Referring Dispute to the Directors

- (a) The Directors must make a reasonable effort to help the parties resolve the Dispute within 20 Business Days after the Corporation receives the Dispute notice.
- (b) If the board of Directors is satisfied that the Dispute:
 - (i) is not frivolous, unreasonable or vexatious; and
 - (ii) relates to the Corporation, its activities or business,and is unable to resolve the Dispute to the mutual satisfaction of the Parties, the board of Directors will refer the Dispute to mediation or expert determination in accordance with Rule 17.6.

17.6 Expert Determination

17.6.1 Appointment of expert

- (a) Subject to 17.6.1(b) and 17.2(b)(ii) if the Dispute must be referred to expert determination under 17.5(b) then the parties must within 10 Business Days agree to an expert to determine the Dispute. Failing agreement, the board of Directors may request the Registrar of the National Native Title Tribunal to appoint an expert having expertise in the matters the subject of the Dispute, to determine the Dispute.
- (b) If the Dispute is between:
 - (i) Common Law Holders;
 - (ii) Common Law Holders and Directors; or
 - (iii) persons who claim to be Common Law Holders and Directors,the Dispute will be referred to the Registrar of the National Native Title Tribunal or such delegate of the National Native Title Tribunal that they appoint.
- (c) If the expert appointed under 17.6(a) or referred under Rule 17.6(b) is unable to carry out the expert determination, another expert must be appointed in accordance with Rule 17.6(a) to determine the Dispute.

- (d) The expert appointed under Rule 17.6(a) or (b):
 - (i) must act as an expert and not a mediator;
 - (ii) must have no interest or duty with conflicts, or which may conflict with his or her function as the expert;
 - (iii) must not be a former or current employee of any party; and
 - (iv) must fully disclose to the parties, before entering into any agreement to act as an expert, any interest of duty which may conflict with his or her position.
 - (v)

17.6.2 Procedure for expert determination

- (a) Each party:
 - (i) may have a support person or be legally represented before the expert;
 - (ii) will be entitled to produce to the expert any material or evidence which that party believes is relevant to the Dispute; and
 - (iii) will make available to the expert any materials or evidence requested by the expert and all other materials which are relevant to the expert's determination.
- (b) The expert will not be bound by the rules of evidence.
- (c) Subject to any privileges under law, unless otherwise agreed by the parties, all material and evidence made available for the purposes of the determination will be kept confidential, unless disclosure by a party would be permitted under the provisions of this Rule Book.
- (d) Subject to the expert abiding by the rules of natural justice, the expert will have the power to inform him or herself independently as to the facts to which the Dispute relates and to take such measures as he or she thinks fit to expedite the determination of the dispute.

17.6.3 Determination of expert

- (a) The parties agree that the determination of the expert:
 - (i) may, at the election of the parties, and subject to rules 17.6(b) and 17.6.4 be final and binding on the parties;
 - (ii) will be made without delay and in any event as soon as reasonably possible; and
 - (iii) will determine what, if any, adjustments may be necessary between the parties.
- (b) The parties agree that they will not be bound by an expert determination that would put the Corporation in breach of the Relevant Law or impact on the Corporation's status as a charity if applicable under the ACNC Act.
- (c) Unless the parties otherwise agree, the expert will determine which party will bear the costs of the determination and in what proportion having regard to the degree to which the expert considers that party was at fault or unreasonable in failing to agree to the matter under reference, and that party will bear the costs accordingly.

17.6.4 Legal Proceedings

No party is entitled to commence or maintain legal proceedings relating to a Dispute until the processes outlined in this rule 17 have been followed.

Note: Rule 17.6.4 only applies if the parties have elected that the determination of the expert is not final and binding.

18. Notices

18.1 General

- (a) Unless the Act or these rules otherwise requires, notices must be given in writing (including by fax or email).
- (b) Notices of Directors' Meetings given under rule 10.2(b) can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

18.2 How a notice to a Member may be given

Unless the Act or these rules require otherwise, a notice or communication may be given:

- (a) personally;
- (b) left at a Member's address as recorded in the Register of Members;
- (c) sent by pre-paid ordinary mail to the Member's address as recorded in the Register of Members;
- (d) sent by fax to the Member's current fax number for notices (if the Member has nominated one); or
- (e) sent by email to the Member's current email address (if the Member has nominated one).

18.3 When notice taken as being given

Unless the Act or these rules require otherwise, if a notice or communication:

- (a) is given by post, it is taken to have been given 3 Business Days after posting;
- (b) is given by fax or email, it is taken to have been given on the Business Day after it is sent;
- (c) is given:
 - (i) after 5:00 pm in the place of receipt; or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

19. Winding Up

- (a) While the Corporation is a RNTBC, a voluntary winding up must comply with section 526 of the Act, the Native Title Act and the PBC Regulations.
- (b) The Corporation may be voluntarily wound up if:

- (i) its assets are sufficient to pay all the debts and liabilities of the Corporation and the costs, charges and expenses of the winding up; and
 - (ii) the Corporation passes a Special Resolution to do so at a General Meeting of which at least 21 days' notice is given.
- (c) The surplus assets must not be distributed to a Member or former Member.
- (d) The Special Resolution must specify another corporation:
- (i) to replace the Corporation as authorised RNTBC for all Native Title Determinations;
 - (ii) to hold the Native Title on trust for the Common Law Holders, or act as agent RNTBC;
 - (iii) to carry out the functions of the RNTBC, as prescribed by the PBC Regulations; and
 - (iv) which is a charity:
 - (A) with charitable purpose(s) similar to, or inclusive of, the Objectives; and
 - (B) which prohibits the distribution of its assets to its members to at least the same extent as these Rules, to which the surplus assets must be distributed.
- (e) If the Corporation is endorsed as a deductible gift recipient under subdivision 30BA of the Income Tax Assessment Act 1997 (Cth) at the time it is wound up, then in addition to the requirements under rule 19(d)(iv), the charitable corporation to which the surplus assets are to be distributed must also be a deductible gift recipient at the time the distribution is made.
- (f) If the Corporation's endorsement as a deductible gift recipient is revoked, whether or not the Corporation is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of rule 19(cd)(iv), as decided by the Members by Special Resolution.
- (g) For the purpose of this rule 19:
- (i) **gift funds** means:
 - (A) gives of money or property for the Objectives;
 - (B) contributions made in relation to a fund-raising event held for the Objectives; and
 - (C) money received by the Corporation because of such gifts and contributions; and
 - (ii) contributions and fundraising event have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

20. Amendment of the Rule Book

20.1 Corporation wants to change Rule Book

For the Corporation to change its Rule Book, the following steps must be complied with:

- (a) the Corporation must give written notice to Members containing:

- (i) the date, place and time of the meeting;
- (ii) a copy of the proposed Special Resolution to change the Corporation's Rule Book; and
- (iii) a copy of the proposed Rule Book changes.
- (b) the Corporation must pass a Special Resolution at a General Meeting effecting the change;
- (c) if, under the Corporation's Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with;
- (d) the Corporation must lodge certain documents under rule 20.3; and
- (e) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

Note: Under the Act, changing the Rule Book includes adding to it, including by modifying Replaceable Rules previously adopted, as well as changing the name of the Corporation.

20.2 Consistency with the Native Title Act and Regulations

- (a) The Objectives of the Corporation and the rules must not be altered unless the alteration is consistent with the Native Title Act the Corporation's status as a RNTBC under the Native Title Act and the PBC Regulations.
- (b) Subject to rule 20.2(a), the objects of the Corporation and the definition of Common Law Holders must not be amended in any way except as required by law or with the consent of the Common Law Holders given and evidenced in accordance with these rules as if it were a Native Title Decision in relation to which all Common Law Holders were Affected Common Law Holders.

20.3 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the Special Resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution; and
 - (iii) a Directors' statement signed by:
 - (A) 2 Directors; or
 - (B) if there is only 1 Director, that Director, to the effect that the Special Resolution was passed in accordance with the Act and the Corporation's Rule Book, and
 - (iv) a copy of the Rule Book change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
 - (i) the documents referred to in rule 20.3(a); and
 - (ii) proof that the extra requirement has been met, within 28 days after it has been met.

- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rule Book as it would be if the Registrar registered the change, it must do so.

20.4 Date of effect of change

A Rule Book change under this rule 20 takes effect on the day the change is registered.

21. Confidential information

Except as otherwise required by the Regulations or the rules or with the consent of the Common Law Holders, the Corporation and its Members shall keep confidential any information which may come into its or their possession in the course of the exercise of the powers and functions of the Corporation that is confidential according to adopted and accepted Tagalaka People laws and customs or that is the subject of a request by a Common Law Holder that it be kept confidential.

22. Replaceable Rules

- (a) The Act sets out certain rules (known as Replaceable Rules) which apply to the internal governance of Aboriginal and Torres Strait Islander corporations unless the subject matter of the Replaceable Rule is covered by a rule of the Corporation's Rule Book.
- (b) For the purpose of avoiding doubt in the interpretation of these rules, it is declared that where Table A indicates that a Replaceable Rule subject is dealt with by these rules, it is the intent that the Replaceable Rule be replaced in its entirety by the rule in this Rule Book.
- (c) Table A sets out three columns:
- (i) Column 1 contains a brief description of the Act which contains the Replaceable Rule;
 - (ii) Column 2 list the section of the Act which contains the Replaceable Rule; and
 - (iii) Column 3 indicates if there is a rule in this Rule Book that replaces the Replaceable Rule.

<u>Column 1</u>	<u>Column 2</u>	<u>Column 3</u>
Application to Corporation for Membership	Section 144-5(2)	Rule 6.2.1
Determination of application for membership	Section 144-10(7)	Rule 6.2.3
Resignation of Member	Section 150-10(2)	Rule 6.7
Member not eligible for membership, etc.	Section 150-20	Rule 6.8.1
Observers	Section 158-5(2)	Rule 6.10

Corporation or Board of Directors may allow Member to inspect Books	Section 175-15	Rules 7.5, 15.8 and 15.9
Alternative Directors	Section 246-30	Rule 8.7
Director may call General Meetings	Section 201-1	Rule 9.3.1
Notice of General Meeting to Members and Officers	Section 201-25(2) Section 201-25(5) Section 201-25(6)	Rule 9.4.2
Quorum for General Meetings	Section 201-70(1) Section 201-70(2) Section 201-70(5) Section 201-70(6)	Rule 9.8
Cancellation of a General Meeting	Proposed 201-38	Rule 9.10
Chairing General Meetings	Section 201-75	Rule 9.11
Adjourned General Meeting	Section 201-85(2)	Rule 9.16
Who may appoint a Proxy at General Meetings	Section 201-90	Rule 9.14
How many votes a Member has at General Meetings	Section 201-115	Rule 9.12.1
Objections to right to vote at General Meetings	Section 201-120	Rule 9.12.2
How voting is carried out at General Meetings	Section 201-125	Rule 9.12.3
When and how Polls must be taken at General Meetings	Section 201-140	Rules 9.12.4 and 9.12.6
Calling Directors' Meetings	Section 212-5	Rule 10.2

Chairing Director's Meetings	Section 212-15	Rule 10.5
Passing of Resolutions at Directors' Meetings	Section 212-25	Rule 10.6
Circular Resolutions for Directors' Meetings	Section 215-1	Rule 10.7
Corporation may appoint a Director	Section 246-15	Rule 8.12(a)
Directors may appoint other directors to make up a quorum	Section 246-20	No change
Terms of appointment of Directors	Section 246-25(1) Section 246-25(3)	Rule 8.6
Alternate Directors	Section 246-30	Rule 8.7
Director May resign	Section 249—5(2)	Rule 8.14
Terms and conditions for Secretaries	Section 257-45	Rule 13.8.1
Terms and Conditions of Contact Officer's appointment	Section 257-50	Rule 13.8.2
Powers of Directors	Section 274-1	Rule 12
Negotiable Instruments	Section 274-5	Rule 12.4

Schedule 1 – Interpretation

1. Dictionary

Aboriginal Person means a person of the Aboriginal race of Australia.

Aboriginal and Torres Strait Islander Person means the following:

- a) an Aboriginal Person;
- b) a Torres Strait Islander;
- c) an Aboriginal and Torres Strait Islander Person;
- d) a Torres Strait Islander and Aboriginal Person;
- e) an Aboriginal and Torres Strait Islander corporation;
- f) A body corporate prescribed by name in the Regulations made under the Act;
- g) A body corporate in which a controlling interest is held by any, or all, of the following persons:
 - i. Aboriginal Persons;
 - ii. Torres Strait Islanders;
 - iii. Aboriginal and Torres Strait Islander Persons; and
 - iv. Torres Strait Islander and Aboriginal Persons;

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.

Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)* as amended from time to time and any Regulations made under it.

Affect has the meaning given in s227 of the Native Title Act.

Affected Area means a Determination Area, or any part of it, that will be affected by agreeing to a proposal to make a Native Title Decision.

Affected Common Law Holders means those Common Law Holders who hold Native Title Rights and Interests that may be affected by a proposed Native Title Decision, including that in relation to Native Title Decisions concerning law grounds, religious sites and matters linked to religious rituals.

Approved Determination of Native Title has the meaning given in section 253 of the Native Title Act and includes the following native title determination: *Owens on behalf of the Tagalaka People v State of Queensland QCD2012/012/ QUD6109/1998*; and *Owens on behalf of the Tagalaka People #2 v State of Queensland QCD2012/013/QUD6020/2001* .

Alternate Director has the meaning given in section 246-30 of the Act.

Annual General Meeting or **AGM** means a General Meeting held in accordance with rule 9.1.

Annual Membership Fee has the meaning given to it in rule 6.3.

Application for Membership Form means the form included in Schedule 2—Application for Membership Form

Board of Directors means the people elected or appointed according to rules 8.4, 8.8 and 8.12 to manage the affairs of the Corporation in accordance with the Act and these rules.

Board of Directors' Minute Book means the Books and records in which the minutes of all Directors' Meetings and copies of any written resolutions passed without a Directors' Meeting are kept (under rule 15.2).

Books include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

Business Day means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

Circulating Resolution means a resolution of the Board of Directors passed according to rule 10.7 or of a General Meeting according to rule 9.18.

Common Seal means the Common Seal of the Corporation referred to in rule 14.

Common Law Holders means the common law holders of Native Title Rights and Interests who are the persons identified as Common Law Holders in the Approved Determinations of Native Title. The common law holders are defined as the Tagalaka People who are the descendants of the following people:

- (a) Nelly Robertson (nee Grogan)
- (b) Edith Echo
- (c) Edith Sargent
- (d) Charlie Hayes (aka Short Charlie)
- (e) Herbie East
- (f) Topsy Cane (aka Topsy Owens)
- (g) Jack Fortune
- (h) Left Hand Charlie

Contact Officer means a person appointed according to rule 13.7.

Contributions has the meaning given to it in Division 30 of the Income Tax Assessment Act 1997 (Cth).

Corporation means the Corporation referred to at rule 1.

Country means the land or waters held by the Common Law Holders under adopted and accepted Common Law Holders' laws and customs.

Determination Area means all of the land and waters the subject of an Approved Determination of Native Title in relation to which the corporation is registered on the National Native Title Register.

Director means a person who holds office as a member of the Board of Directors of the Corporation according to rules 8.4, 8.8 and 8.12.

Director Identification Number means the number 15-digit number given to a director (or someone who intends to become a director) who has verified their identity with Australian Business Registry Services.

Directors' Meeting refers to meetings of the Board of Directors held according to rule 10.

Dispute has the meaning given in rule 17.

Dispute Resolution Process means the process set out in rule 17.

Elder means a Common Law Holder who has gained recognition as a custodian of knowledge and lore, and who has permission to disclose such knowledge and beliefs.

Expenditure Advisory Committee means a committee established under rule 8.11.

Fund Raising Event has the meaning given to it in Division 30 of the Income Tax Assessment Act 1997 (Cth).

General Meeting refers to both General Meetings and Annual General Meetings of the Members of the corporation called and held according to rule 9.

General Meeting Minute Book means the Books and records in which the minutes of all General Meetings and copies of any written resolutions passed without a General Meeting are kept (under rule 15.2).

Independent Director means a non-member director appointed under rule 8.8.

Indigenous Corporation Number or **ICN** means that number given by the Registrar to the Corporation on registration.

Mandatory Advisory Committee means a committee established under rule 8.11.

Material Personal Interest has the meaning given to it in rule 12.2.

Member means a person whose name appears on the Register of Members as an Ordinary Member or a Youth Member.

Native Title Act means the Native Title Act 1993 (Cth) (as amended).

Native Title Decision means a decision:

- (a) to surrender native title rights and interests in relation to land or waters; or
- (b) to enter an indigenous land use agreement under Subdivision B, C or D of Division 3 of Part 2 of the Act or an agreement under Subdivision P (right to negotiate) of that Division; or
- (c) to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become members of a prescribed body corporate; or
- (d) to include one or more consultation processes in the constitution of a prescribed body corporate; or
- (e) to do, or to agree to, any act that would otherwise affect the native title rights or interests of the Common Law Holders (other than a decision to make a compensation application).

Native Title and **Native Title Rights and Interests** have the same meaning as in the Native Title Act, and in relation to the Determination Area means those rights and interests of the Common Law Holders determined in the Approved Determinations of Native Title.

Objectives means the Objectives set out in rule 3.

Office-bearer means the chair, treasurer, Secretary or Contact Person.

Officer is a Director, Secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation; or could significantly affect the Corporation's financial standing.

Optional Advisory Committee means a committee established under rule 8.10.

Ordinary Member means a Member with the rights described under rule 6.4.1.

PBC Regulations means the Native Title (Prescribed Bodies Corporate) Regulations 1999 (Cth) (as amended).

Poll means voting at a general meeting by the Members voting signing a paper headed 'for' or 'against' a motion or resolution, as the case may be (as opposed to voting by a show of hands or other method decided by the chair under rule 9.5(b)). A Poll can include a secret ballot.

Prescribed Body Corporate has the meaning given to it in the Native Title Act.

Proxy Form means the form included in Schedule 3—Appointment of Proxy.

Proxy means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 9.15.

Registered Native Title Body Corporate or RNTBC means a prescribed body corporate whose name and address are registered on the National Native Title Register under the Native Title Act 1993.

Register of Former Members means the Register of Former Members kept according to rule 7.

Register of Common Law Holders means the Register of Common Law Holders kept according to rule 11.6.

Register of Members means the Register of Members kept according to rule 7.

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed in accordance with the Act.

Registrar of the National Native Title Tribunal means the Registrar of the National Native Title Tribunal appointed in accordance with the Native Title Act.

Regulations means the Native Title (Prescribed Bodies Corporate) Regulations 1999 (Cth) (as amended) and the Native Title (Indigenous Land Use Agreements) Regulations 1999 (Cth) (as amended) made pursuant to the Native Title Act.

Relevant Law means:

- (a) the Act;
- (b) Corporations (Aboriginal and Torres Strait Islander) Regulations 1997 (Cth);
- (c) the ACNC Act 2013 (Cth);
- (d) the Australian Charities and Not-for-profits Commission Regulation 2013 (Cth);
- (e) the Charities Act

- (f) the Native Title Act;
- (g) the PBC Regulations; or
- (h) a ruling.

Replaceable Rule is a rule under the Act that can be either apply as is or changed.

Rule Book means the set of special rules that govern the activities of a particular Corporation or its Members. The Rule Book includes Corporation rules, recommended rules that have been either adopted or changed, Replaceable Rules that have been changed, rules that the Corporation has added, and Set Laws that have been changed.

Representative Body means the North Queensland Land Council Aboriginal Corporation or any other body that is from time to time recognised as a representative Aboriginal/Torres Strait Islander body under section 203AD of the Native Title Act for any part of a Determination Area.

Secretary means a person appointed according to rule 13.7.

Set Law means provisions extracted from the Act.

Special General Meeting or **SGM** means a general meeting other than an Annual General Meeting.

Special Governance Advisor means a committee established under rule 8.10.2.

Special Resolution means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

Torres Strait Islander means a descendant of an Indigenous inhabitant of the Torres Strait Islands.

Youth Member means a Member with the rights described under rule 6.4.2.

2. Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa;
- (b) the words 'including', 'include' and 'includes' are to be read without limitation;
- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules;
- (e) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules;
- (f) any inconsistency with the Act is to be resolved in favour of the Act;
- (g) the preamble is intended as background and does not form part of the rules however the preamble may be used to assist in the interpretation of the rules.

Schedule 2 – Application for Membership Form

APPLICATION FOR MEMBERSHIP TAGALAKA ABORIGINAL CORPORATION RNTBC ICN 2272 FOR INDIVIDUALS
--

To: THE DIRECTORS, Tagalaka Aboriginal Corporation RNTBC I hereby apply to become a member of the Corporation

Name: _____

Residential Address: _____

Phone: _____

Email: _____

I am over the age of 18:

YES

NO

Date of Birth: ____/____/____

My Apical Ancestor is:

Nelly Robertson (nee Grogan);

Herbert East

Edith Echo;

Topsy Cane (aka Topsy Owens);

Edith Sargent;

Jack Fortune

Charlie Hayes (aka Short Charlie);

Left Hand Charlie

By signing this form, I declare that I am eligible for membership and agree to be bound by the Rules of the Corporation.

Signature of Applicant.....

Date:

This form will not be considered valid unless signed by the Applicant and a box ticked to confirm the applicable apical ancestor

Application tabled at Director’s Meeting held

Date:

Directors confirmed applicant is eligible for membership	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> More info required
Entered on register of members	Date: _____ Initials: _____
Entered on ORIC	Date: _____ Initials: _____

Schedule 3 – Proxy Form

APPOINTMENT OF PROXY FORM
TAGALAKA ABORIGINAL CORPORATION RNTBC ICN 2272
FOR INDIVIDUALS

Form drafted under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

I, _____, of
(full name of member)

(address of member)

Being a member of

(name of corporation)

Hereby appoint

(full name of proxy – can be an individual or a body corporate)

of

(address of proxy)

being a member of that Aboriginal and Torres Strait Islander Corporation, as my proxy to vote for me on my behalf at the general meeting of the corporation (Annual General Meeting or other general meeting, as the case may be) to be held on the _____ day of 20____ and at any adjournment of that meeting.

Optional – if member wishes to specify the way
the proxy is to vote on a particular resolution,
include additional information here

Signed: _____ **Date:** ____/____/____

(Signature of member appointing proxy)

***NOTE** A person must not exercise Proxies for more than 2 members

Schedule 4 – Consent to be a Director Form

CONSENT TO BECOME A DIRECTOR

NAME OF CORPORATION: TAGALAKA ABORIGINAL CORPORATION RNTBC

ICN: 2272

I,
(first and last name)

of.....
(residential address, a postal address is not sufficient)

Give consent to become a director of

I confirm my date of birth is/...../.....

And my place of birth is.....
(place of birth)

I acknowledge that I am automatically disqualified from managing corporations if I:

- Owe more than \$2,500 to the Corporation;
- Have been convicted of an offence under the Corporations (Aboriginal and Torres Strait Islander Act 2006 (CATSI Act) that is punishable by imprisonment for more than 12 months;
- Have been convicted of an offence involved dishonesty that is punishable by imprisonment for at least three months;
- Have been convicted of an offence against the law of 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.

.....
(signature of director)

.....
(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.

