

**THE RULES OF ADNYAMATHANHA TRADITIONAL LANDS ASSOCIATION
(ABORIGINAL CORPORATION) RNTBC**

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THE RULES OF ADNYAMATHANHA TRADITIONAL LANDS ASSOCIATION
(ABORIGINAL CORPORATION) RNTBC

Preamble

- A Native Title Determination Applications SAD 6001/98 (“No 1 claim”) and SAD 6002/98 (“No 2 claim”) were filed in the Federal Court on behalf of the Adnyamathanha people during the late 1990s.
- B Since its incorporation in February 2001, the No 1 claim and the No 2 claim have been “managed” by the Corporation.
- C On 30 March 2009 Consent Determinations of Native Title were made by Justice Mansfield of the Federal Court in relation to the “Stage 1 Area” comprising the whole of the No 2 claim area (Flinders Ranges National Park) and parts of the No 1 claim area being:
- (i) Angepena Pastoral Station; and
 - (ii) the “Stage 1 Area” apart from Angepena Pastoral Station and Flinders Ranges National Park.
- The Consent Determinations made on 30 March 2009 are annexed to these rules.
- D Each of the Consent Determinations included the following paragraph:
- “The Native Title Holders are those living Aboriginal people who:
- (a) are the descendants (whether biologically or by adoption) of the following apical ancestors:
 - (i) Mt Serle Bob
 - (ii) Polly, wife of Mt Serle Bob
 - (iii) Quartpot Tommy
 - (iv) Mt Serle Bob’s sister, wife of Quartpot Tommy
 - (v) Willy Austin Snr
 - (vi) Nicholas Demell
 - (vii) Emily McKenzie, wife of Nicholas Demell
 - (viii) Sydney Ryan
 - (ix) Mary, wife of Sydney Ryan
 - (x) the siblings Angepena Billy or Mary
 - (xi) Fanny, wife of Angepena Billy
 - (xii) the siblings Sara Johnson, Matilda Johnson, Fred Johnson, Natalie Johnson, Jessie Johnson or Sydney Jackson, and
 - (b) identify as Adnyamathanha; and
 - (c) are recognized by other Native Title Holders under the relevant Adnyamathanha traditional laws and customs as having maintained an affiliation with, and continuing to hold native title rights and interests in, the Determination Area.”
- E The Corporation is identified in each of the Consent Determinations as the intended prescribed body corporate for the purposes of section 57(2) of the *Native Title Act* “subject to appropriate

amendments being made to its Constitution to enable it to fulfil the role of a prescribed body corporate”.

- F It is intended that, in addition to being the prescribed body corporate for the “Stage 1 Area”, the Corporation will:
- (i) continue to “manage” the No 1 claim to the extent that it has not been finalized by the Consent Determinations made on 30 March 2009; and
 - (ii) subject to the *Native Title Act*, be the prescribed body corporate for other parts of the No1 claim in respect of which one or more approved determinations of native title may later be made.
- G The Dictionary set out in Schedule 2 and the other Schedules form part of the rules.

1. Name:

The name of the Corporation is:

**ADNYAMATHANHA TRADITIONAL LANDS ASSOCIATION
(ABORIGINAL CORPORATION) RNTBC (“ATLA” or “the Corporation”)**

2. Type of Corporation:

ATLA is an Aboriginal and Torres Strait Islander Corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (“the Act”).

3. Objectives:

The objectives of the Corporation are:

3.1 Land where Corporation is a registered native title body corporate

Following an approved determination of native title in favour of members of the Corporation in respect of the Adnyamathanha Lands or any part of them, to be a registered native title body corporate in relation to the native title rights and interests concerned for the purposes of section 57(2) of the *Native Title Act* and to have the functions of a registered native title body corporate under that Act, including the following:

- (a) to act as agent or representative of the Common Law Holders (as defined in the Dictionary in Schedule 2) in respect of matters relating to the native title rights and interests;
- (b) to manage the rights and interests of the Common Law Holders as authorised by the Common Law Holders;
- (c) to hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
- (d) to invest or otherwise apply the money held in trust as directed by the Common Law Holders;
- (e) to consult with, and obtain the consent of, the Common Law Holders in accordance with Regulation 8 of the PBC Regulations; and
- (f) to perform any other functions in relation to the native title rights and interests as directed by the Common Law Holders.

3.2 Land where Corporation is not a registered native title body corporate

In relation to those parts of the Adnyamathanha Lands in respect of which the Corporation is not the registered native title corporate:

- (a) to unite Adnyamathanha people seeking to have their native title rights and interests recognised;
- (b) to pursue the Native Title Determination Applications (as defined in the Dictionary) in the Federal Court for recognition of native title rights and interests;
- (c) to initiate legal proceedings so as to protect, preserve and prevent interference with places of historical, social, cultural and spiritual significance for Adnyamathanha people as well as for the purposes of protecting and preserving the native title rights and interests of Adnyamathanha people;
- (d) to conduct research and gather information necessary for the assertion of traditional rights and interests, including native title rights and interests;
- (e) to negotiate with neighbouring Aboriginal peoples and other Aboriginal corporations in regard to boundaries and acknowledgment of reciprocal rights over lands and water;
- (f) to enter into Native Title Mining Agreements and other agreements on behalf of or as trustee for the Adnyamathanha People or the members of the Corporation, and to receive any royalties or compensation as trustee for them;
- (g) to manage land of traditional or cultural significance to Adnyamathanha People and to hold any interest in such land as trustee or otherwise for the Adnyamathanha People or the members of the Corporation; and
- (h) to act as the trustee under any trust established for the benefit of the Adnyamathanha People or the members of the Corporation.

4. **Powers and Duties:**

- 4.1 The Corporation shall, subject to the provisions of the Act, the *Native Title Act*, the PBC Regulations and rules 4.2 to 4.5 have power to do all such lawful things as may seem to the Directors, or the members in general meeting, necessary or convenient for carrying out the objectives of the Corporation, and to manage the affairs and functions of the Corporation.
- 4.2 When acting in the capacity of a prescribed body corporate on behalf of the Common Law Holders, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with the PBC Regulations before making a “native title decision” (as defined in the PBC Regulations). In particular, the Corporation is obliged, in accordance with the PBC Regulations, to:
- (a) ensure that the Corporation’s members and Common Law Holders understand the purpose and nature of any proposal (in this rule called a “Proposal”):
 - (i) which may be made at any time to surrender their native title rights and interests; or
 - (ii) for agreement to any other act which will affect their native title rights or interests.
 - (b) determine whether or not the Corporation’s members and Common Law Holders consent to a Proposal by means of a decision made in accordance with these Rules;
 - (c) consult with and consider the views of the relevant “representative body” (as defined in the Native Title Act) in relation to a Proposal;
 - (d) record any consent of the Corporation’s members and Common Law Holders and certify in the manner required by the PBC Regulations;
 - (e) maintain a register of decisions in relation to native title rights and interests in accordance with any requirements of the PBC Regulations.
- 4.3 If in connection with rule 4.2(a), the Corporation’s members in general meeting by resolution give directions regarding consultation with the Elders’ Forum and/or with Core Groups, the Corporation must comply with those directions.
- 4.4 The Corporation shall not without the approval of a three quarters majority resolution of the members in general meeting secure the repayment of any money borrowed or raised or the payment of any debt or liability by giving a mortgage, charge or other security upon or over all or any of its property or assets.
- 4.5 The Corporation shall not sell, transfer or convey, dispose of, exchange or otherwise similarly deal with or part with possession of all or any part of the title to the Adnyamathanha Lands or any part of them except (where relevant) in accordance with rule 4.2 and/or subject to rule 4.4.

5 **Members**

5.1 ***Who is eligible?***

A member must be:

- (a) at least 18 years of age; and
- (b) a person who is, and identifies as, Adnyamathanha; and
- (c) one of the Common Law Holders.

5.2 ***How to become a member***

5.2.1 A person becomes a member if:

- (a) that person applies in writing to become a member;
- (b) that person is eligible for membership under rule 5.1;
- (c) the Directors accept the application; and
- (d) the person's name and the date on which he or she became a member are entered on the register of members¹.

5.2.2 If the Directors refuse to accept an application for membership, the applicant may give notice in writing to appeal against the Directors' decision on the ground that the applicant is eligible for membership under Rule 5.1. In that case, the applicant will be entitled to attend the next general meeting when the appeal will be considered.

5.2.3 For the avoidance of doubt, all members of the Corporation as at 30 March 2009, who are living on 16 May 2009, are eligible for membership under rule 5.1 and are taken as at 16 May 2009 to be and remain members.

5.3 ***Members' rights***

A member:

- (a) can attend, speak and vote at general meetings;
- (b) can be made a Director;
- (c) can put forward resolutions at general meetings;

¹ See section 144-10(8), which prevents new members being entered once notice of a general meeting has been given, until after the general meeting has taken place.

- (d) can ask the Directors to call a general meeting;
- (e) can look at the books and records of the Corporation (if the Directors have authorized them to do this, or if the members have passed a resolution which lets them do this).

5.4 ***Member's responsibilities***

A member must:

- (a) follow these rules;
- (b) let the Corporation know if they change their address;
- (c) treat other members with respect;
- (d) follow any Code of Conduct adopted from time to time by the Corporation's members (see rule 19).

5.5 ***Liability of members***

Members are not liable to pay the debts and liabilities of the Corporation.

5.6 ***How to stop being a member***

5.6.1 A person stops being a member if:

- (a) they resign in writing;
- (b) they die; or
- (c) their membership is cancelled in accordance with rule 5.7.

5.6.2 The person's name and the date on which they stopped being a member must be entered on the register of members.

5.7 ***Cancelling membership***

5.7.1 If a member:

- (a) can't be contacted for two years (see section 150-25 of the Act); or
- (b) misbehaves (see section 150-35 of the Act),

the member can only be removed by special resolution at a **general meeting**.

5.7.2 If under rule 5.1 a person is not eligible, or ceases to be eligible, for membership, the Directors can cancel their membership by passing a resolution at a **Directors' meeting**. Before the meeting, the Directors need to give the member 14 days to object in writing. If the member objects, the Directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

5.7.3 If a person's membership is cancelled (whether at a general meeting or at a Directors' meeting), the Directors must send that person a copy of the resolution at their last known address, as soon as practicable and in any event within 14 days after it has been passed.

5.8 ***The register of members***

5.8.1 The register must contain:

- (a) members' and former members' names and addresses;
- (b) the date when the names were put on the list;
- (c) for former members, the date when they stopped being a member.

5.8.2 The register must be kept at the Corporation's document access address.

5.8.3 Prior to each Annual General Meeting (AGM) of the Corporation, each Core Group shall notify the Corporation in writing of the names of those members of the Corporation who are members of that Core Group.

5.8.4 The register must be available at the AGM.

6. **Meetings**

AGM timing

AGMs must be held before the end of November each year, subject only to section 201-155 of the Act (which allows the Registrar to extend the period).

AGM business

AGMs are for:

- (a) confirming the minutes of the previous general meeting;
- (b) presenting reports: general, financial, directors';
- (c) electing Directors (see rules 7.1 to 7.6);
- (d) choosing an auditor (if required) and agreeing on the fee;
- (e) checking the register of members (section 180-30 of the Act);
- (f) asking questions about how the Corporation is managed;

- (g) conducting such other business as the meeting may decide.

General meetings

The Directors may call a general meeting in addition to the first general meeting and the annual general meeting.

Members can ask Directors to call a general meeting. In accordance with section 201-5 of the Act, the request must:

- (a) be in writing;
- (b) state any resolution to be proposed at the meeting;
- (c) be signed by the members making the request;
- (d) nominate a member to be the contact member on behalf of the members making the request; and
- (e) be given to the Corporation.

6.3.3 Subject to section 201-10 of the Act, the Directors must call the general meeting within 21 days, where such a request has been made by at least 10% of members or 15 members (whichever number is the lesser).

6.4 ***General meeting business***

General meetings are for:

- (a) confirming the minutes of the previous general meeting;
- (b) everything in the notice of the meeting.

6.5 ***Notice for general meetings***

6.5.1 At least 21 days' notice must be given.

6.5.2 Notice must be given to members, Directors, officers, the contact person and the auditor, if the Corporation has one.

6.5.3 The notice must set out:

- (a) the place, date and time for the meeting;
- (b) the general nature of the business of the meeting;
- (c) if a special resolution is being proposed, and what it is;
- (d) if a member can appoint a proxy.

6.5.4 Notices can be given to members personally sent to their address, sent by fax or sent by email.

6.5.5 However, effective notice to all members may instead be given of a general meeting by:

- (a) broadcasting the notice on Umeewarra Radio or such other Aboriginal controlled radio station (if any) as may operate at any time in its place in the Port Augusta area; and
- (b) advertising the notice in the Transcontinental newspaper or other newspaper circulating in the Adnyamathanha Lands; and
- (c) affixing the notice to such community notice boards (if any) as the Directors may from time to time determine for the purposes of this paragraph; and
- (d) by giving the notice to each of the Directors in accordance with rule 6.5.4.

6.6 ***Members' resolutions***

- 6.6.1 Members can propose a notice of a resolution and then give it to the Corporation. The notice must be signed by at least 10% of members or 15 members (whichever is the lesser).
- 6.6.2 The notice must set out the resolution in writing and must be signed by the members proposing it.
- 6.6.3 The resolution must be considered at the next general meeting which occurs more than 28 days after the notice is given to the Corporation.
- 6.6.4 The Corporation must give notice of the resolution to all its members at the same time (or as soon as practicable afterwards), and in the same way, as it gives notice of that general meeting.

6.7 ***Quorum at general meetings***

- 6.7.1 The quorum is 10% of members or 20 members (whichever is the lesser).
- 6.7.2 The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise. If there is still no quorum, the meeting is cancelled.

6.7.3 In determining whether a quorum is present, an individual attending both as a member and as a proxy may be counted only once (in accordance with section 201-70(4) of the Act).

6.8 ***Chairing general meetings***

The Chairperson or, in his or her absence, the Vice-Chairperson will chair general meetings.

If neither is available, the Directors can elect a Director present to chair the meeting. If they don't, the members must elect one of the members present to do so.

6.9 ***Using Technology***

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

6.10 ***Voting***

6.10.1 Each member has one vote, including the Chairperson (if he or she is a member).

6.10.2 A resolution can be decided by majority on a show of hands, unless a poll is demanded by the Chairperson or at least five (5) members. The Chairperson decides how any poll is to be conducted (see section 201-140).

6.10.3 The Chairperson tells the meeting whether they have received any proxy votes and what they are.

6.10.4 The Chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

6.11 ***Demanding a poll***

6.11.1 The Chairperson or at least five (5) members entitled to vote on the resolution can demand a poll.

6.11.2 A poll can be held before or after a show of hands vote.

6.12 ***Proxies***

6.12.1 A member can appoint another member as proxy to attend meetings and vote for him or her.

6.12.2 Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

6.12.3 A proxy appointment must contain the appointor's name and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the appointor. (See form of appointment of proxy set out as an Appendix to these rules).

6.12.4 The Corporation must receive the proxy's appointment at least 24 hours before the meeting.

6.12.5 A person must not be a proxy for more than three members.

7. **Directors**

7.1 *Number of Directors*

7.1.1 The number of Directors of the Corporation is decided at each AGM.

7.1.2 There shall be a maximum of thirty (30) Directors (including office bearers).

7.1.3 The Directors shall consist of:

- (a) two Elders (being one man and one woman) nominated by the Elders' Forum following election in accordance with rule 7.4.1; and
- (b) one member from each of the Core Groups nominated in writing by that Core Group following election in accordance with rule 7.4.2

7.2 *Eligibility of Directors*

A Director must:

- (a) be at least 18 years old;
- (b) be a member of the Corporation;
- (c) be an Adnyamathanha person who continues to satisfy the eligibility requirements for membership under rule 5.1; and
- (d) usually reside in South Australia.

7.3 *Majority of director requirements*

7.3.1 A majority of Directors must not be employees of the Corporation.

7.3.2 The chief executive officer (if any) may be a Director (subject to rule 7.2) but cannot chair the Directors' meetings.

7.4 *How to become a Director*

7.4.1 The Directors referred to in rule 7.1.3(a) shall be elected at a meeting of the Elders' Forum held at or prior to each AGM.

7.4.2 The Directors referred to in rule 7.1.3(b) shall be elected by the members of the respective Core Groups at meetings of the Core Groups held at or prior to each AGM in accordance with rule 14.4.

7.4.3 Directors must give the Corporation their consent in writing to be a Director before taking up appointment.

7.5 *Directors' term of appointment*

7.5.1 Subject to rule 7.4.3 the members shall appoint those elected in accordance with rules 7.4.1 and 7.4.2 at the AGM for a term expiring at the following AGM. They are eligible to be re-elected.

7.5.2 However, if the Elders' Forum or the Core Group (as the case may be) which originally

elected a Director notifies the Corporation in writing of the withdrawal of that Director's election, then the term of the Director's appointment expires at the time of notification.

7.6 ***How to become an office bearer (chairperson, vice-chairperson, secretary)***

7.6.1 There shall be a Chairperson, Vice-Chairperson and Secretary who shall be the office bearers.

7.6.2 Office bearers shall be elected from amongst the Directors appointed at each AGM:

(a) at the AGM; or

(b) (to the extent that any of the office bearers are not elected at the AGM) by the Directors at the first Directors' meeting after the AGM.

7.6.3 The Secretary for the time being may also be appointed the "contact person"² for the purposes of section 257-5(2) of the Act.

7.7 ***Alternate Directors***

7.7.1 For each Director there shall be an alternate Director, who may take the place of the Director at a Directors' meeting only when that Director is not present.

7.7.2 Where that Director was elected by the Elders' Forum, his or her alternate shall also be elected by the Elders' Forum. The Elders' Forum shall notify the Corporation in writing of the names of each Director and his or her alternate as elected by it.

7.7.3 Where that Director was elected by a Core Group, his or her alternate shall be elected by the same Core Group. Each Core Group shall notify the Corporation in writing of the names of the Director and alternate elected by it.

7.8 ***How to fill vacancies***

7.8.1 If at any time there is a casual vacancy amongst the Directors, it shall be filled by the Elders' Forum or the Core Group (as the case may be) which had originally elected the former Director. A new Director appointed in this way shall hold office until the next AGM and shall be eligible for re-election.

7.8.2 The Directors can appoint someone as a Director to make up a quorum. The appointment must be confirmed by resolution at the next general meeting or the person will then stop being a Director.

7.9 ***How to stop being a Director***

A person ceases to be a Director if:

(a) the Director dies;

² Or the "secretary" for the purposes of section 257-5(1) if the Corporation becomes classified by the Registrar as a "large corporation".

- (b) the Director resigns in writing;
- (c) the Director's term of appointment expires (see rule 7.5);
- (d) the Director is removed as a Director by the members or the other Directors in accordance with rule 7.10; or
- (e) the Director is disqualified from managing a Corporation.

7.10 ***How to remove a Director***

7.10.1 A Director may be removed by the members in general meeting if the following requirements are first met:

- (a) a notice for a resolution to remove a Director is given to the Corporation at least 21 days before the general meeting;
- (b) the Corporation gives the Director concerned a copy of the notice as soon as possible; and
- (c) the Director is entitled to put his or her case to the members :
 - (i) by giving the Corporation a written statement for circulation to members; and
 - (ii) by speaking to the resolution at the meeting.

7.10.2 A Director may be removed by other Directors, at a Directors' meeting if the following requirements are first met (see section 249-15 of the Act):

- (a) the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse;
- (b) the Directors give the Director notice in writing of their intention to remove him or her from office for that reason; and
- (c) the notice also states that the Director has 14 days to object in writing.

If the Director objects in writing within 14 days, they cannot remove the Director from office. The Director can only then be removed at a general meeting in accordance with rule 7.10.1.

7.11 ***Directors' and officers' duties***

The duties are:

- (a) a duty of care and diligence (section 265-1);
- (b) a duty of good faith (section 265-5);
- (c) a duty not to improperly use position (section 265-10);
- (d) a duty not to improperly use information (section 265-15);
- (e) a duty to disclose a conflict of interest (material personal interest) (section 268-1 and see

rule 7.12);

- (f) a duty to prevent insolvent trading (section 531-1).

7.12 ***Conflict of interest (material personal interest)***

- 7.12.1 A Director who has a material personal interest in a Corporation matter must give notice to the other Directors (subject to sections 268-1(3) and 268-5).
- 7.12.2 The notice must give details of what the interest is and how it relates to the Corporation. It must be given at a Directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.
- 7.12.3 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter (unless section 268-20(1) of the Act does not apply).

7.13 ***Payment***

- 7.13.1 No sitting fees or other remuneration can be paid to Directors for their work as Directors except in accordance with a resolution of members in general meeting (section 252-1 (1) and (2) of the Act).
- 7.13.2 However, where funds are available and a resolution of Directors authorizes this, the Corporation may pay the Directors' travelling and other expenses for attending meetings or dealing with other Corporation business.

7.14 ***Directors' meetings***

- 7.14.1 Directors must meet at least twice each financial year.
- 7.14.2 The Directors will usually decide at a meeting when and where the next Directors' meeting will be held.
- 7.14.3 Any three (3) Directors can call for a Directors' meeting to be held at any time.
- 7.14.4 The Chairperson can also call a Directors' meeting.
- 7.14.5 Reasonable notice of each Directors' meeting shall be given to each Director.

7.15 ***Quorum for Directors' meetings***

- 7.15.1 A majority of the Directors must be present at all times during the meeting.
- 7.15.2 For the avoidance of doubt, an alternate Director present at the meeting is to be included in determining whether there is a quorum, unless the Director for whom he or she is the alternate is also present.

7.16 ***Chairing Directors' meetings***

- 7.16.1 The Chairperson or, in his or her absence, the Vice-Chairperson chairs Directors' meetings.
- 7.16.2 However, the Directors can elect another Director present to chair their meetings and decide how long that Director will continue to do so.

7.17 *Using technology*

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one.

7.18 *Resolution at Directors' meetings*

7.18.1 A resolution of Directors must be passed by a majority of the votes at a Directors' meeting.

7.18.2 Resolutions can be passed without a Directors' meeting if all the Directors sign a statement saying that they are in favour of it.

8. Contact Person

8.1 The Directors must appoint a "contact person"³ for the purposes of the Act (section 257-20)

8.2 The "contact person" must be at least 18 years old (section 257-5(2)).

8.3 The Directors can decide the "contact person's" pay and terms and conditions of employment, if any.

8.4 The "contact person" must pass on any correspondence received to at least one Director (which in the first instance will be the Chairperson) within 14 days.

8.5 The "contact person" must give the Corporation consent in writing before being appointed.

9. Records

9.1 The Corporation must keep:

- (a) minutes⁴ of meetings;
- (b) rule book (constitution);
- (c) register of members and former members;
- (d) names and addresses of Directors, office bearers and the "contact person" (section 322-5);
- (e) financial reports (section 322-10).

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

³ If the Corporation becomes classified by the Registrar as a "large corporation", rule 8 operates as though "contact person" (wherever appearing) is "secretary" for the purposes of the Act.

⁴ see section 220-5

9.3 The Corporation must comply with any requirements set out in the Act relating to annual reports (Division 333).

9.4 The Corporation must comply with a requirement set out in the Act relating to the examination or auditing of its financial reports (section 332-20).

10. Finances

10.1 All money of the Corporation must in the first instance be deposited into a bank account of the Corporation.

10.2 The Corporation must give receipts for all cash or cheques it receives.

10.3 All cheques, withdrawal forms, electronic authorisations and other banking documents must be signed by at least two of the Directors authorised as signatories for this purpose by the Directors.

10.4 All accounts for an amount of more than \$200.00 must be approved for payment at a Directors' meeting or under the authority of a delegation approved by the Directors for this purpose.

11. Application of Funds

11.1 The money and property of the Corporation, not subject to any special trust, can only be used to carry out the Corporation's objectives.

11.2 Subject to the Act and these rules, no portion of the money or property of the Corporation may be paid or distributed to any member of the Corporation.

11.3 This rule does not prevent:

- (a) the payment in good faith of reasonable wages to a member who is an employee of the Corporation; or
- (b) reasonable payment in good faith to a member for a contract for goods or services provided by that member.

12. Common Seal

12.1 The Corporation shall have a common seal which shall be kept in the custody of the Secretary.

12.2 The common seal of the Corporation shall be in the form of a rubber stamp but the full name of the Corporation inscribed in legible characters together with its Indigenous Corporation Number (ICN).

12.3 The common seal shall not be used or placed on any document unless authorized by the Directors or a general meeting of the Corporation. If the common seal is placed on any document, three Directors shall sign the document (see also the PBC Regulations).

13. Winding Up

13.1 The winding up of the Corporation shall be in accordance with the Act.

13.2 Subject to rule 13.3, where:

- (a) the Corporation is wound up; and
- (b) after all debts and liabilities have been taken care of, and the costs of winding up have been paid, surplus assets of the Corporation exist,

the members may pass a special resolution relating to the distribution of the surplus assets of the Corporation.

13.3 The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

13.4 Rule 13.3 does not prevent the distribution of surplus assets to another registered native title body corporate on behalf of the Common Law Holders.

14. Core Groups

14.1 There shall be Core Groups which shall comprise those specified in Schedule 3. Any one of the Core Groups specified in the list at Schedule 3 may be deleted from the list and new Core Groups may be added to the list by special resolution of the Corporation, where the Corporation is satisfied, after considering the members of any particular group, that groups should either be deleted from among the Core Groups or added to the Core Groups in order to ensure that the Core Groups are reasonably representative of the Common Law Holders and of the native title holders for the area of the Native Title Determination Applications.

14.2 Only members of the Corporation can be members of a Core Group.

14.3 A quorum for a Core Group meeting shall be three (3) members at its meetings, unless the Core Group resolves that a larger number shall be the quorum.

14.4 An election of a Director by a Core Group shall be by a majority vote of those members present and eligible to vote at the Core Group meeting.

15. Sub-Committees

15.1 The Directors may at any time appoint a sub-committee from amongst the Corporation's members and shall determine the responsibilities and powers of the sub-committee.

15.2 Unless otherwise decided by the Directors, a sub-committee shall:

- (a) have a quorum of three (3) at its meetings, unless the sub-committee resolves that a larger number shall be the quorum; and
- (b) appoint one of its members to be responsible for calling meetings of the sub-committee and inform the Directors of the name of the responsible person.

16. Elders' Forum

- 16.1 The place, date and hour of every Elders' Forum meeting shall be determined by the Directors and notice of the meeting, including the purpose of the meeting, shall be given to the Elders at least fourteen (14) days prior to the date of the meeting.
- 16.2 A quorum for a meeting of the Elders' Forum shall be 10% of the total number of Elders or ten (10) Elders (whichever is the lesser).
- 16.3 Questions arising at any meeting of the Elders' Forum shall be decided by consensus of the Elders present.
- 16.4 Notice to all Elders of a meeting of the Elders' Forum may be given in substantially the same manner to that set out in rule 6.5.5.

17. Appointment and Removal of Employees

- 17.1 Except as otherwise provided in the Act or these rules, the Corporation shall have power to appoint and remove or suspend employees and agents and to determine the powers, duties and payment of employees and agents.
- 17.2 To the extent permitted by law, the Corporation shall, where relevant, give preference to the engagement of an Adnyamathanha person over that of a non-Adnyamathanha person where the Adnyamathanha is able to offer substantially equivalent services at approximately equivalent rates to those being offered by the non-Adnyamathanha.

18. Alterations of Objects and Rules

- 18.1 The objects and rules of the Corporation may be altered by a special resolution passed by a majority of not less than three-fourths (3/4) of the members present (in person or by proxy) at a general meeting. The nature and purpose of the proposed alterations must be specified in the notice of the general meeting.
- 18.2 The Corporation must, within 28 days after the making of the alterations, lodge with the Registrar a notification of the alterations together with the other documents specified in section 69-20 of the Act.
- 18.3 The alterations do not take effect unless and until registered by the Registrar.

19. Code of Conduct

The Corporation in general meeting shall have the power from time to time to make, amend and repeal a Code of Conduct in relation to the behaviour of members at meetings of the Corporation but so that no such Code of Conduct shall be inconsistent

with or contravene any of the rules or of the Act or be contrary to the objectives of the Corporation.

20. Dispute Resolution

- 20.1 If a dispute arises involving the Corporation and any of its members, the parties in dispute (“dispute parties”) must first try to resolve it themselves.
- 20.2 If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other dispute parties.
- 20.3 The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.
- 20.4 If the dispute is about the Act or the Corporation’s rules, the Directors or any of the dispute parties may ask the Registrar for an opinion.
- 20.5 The Directors must help the dispute parties resolve the dispute within 20 business days after the Corporation receives the notice.
- 20.6 If such dispute cannot be resolved by the Directors in accordance with rule 20.5, the dispute parties may decide to appoint an independent mediator (agreed to by the dispute parties) to mediate the dispute.
- 20.7 If the dispute is not resolved through mediation, it must be put to members to resolve at a general meeting as soon as practicable.

APPENDIX

FORM OF APPOINTMENT OF PROXY

Rule 6.12.3

_____ (Full name)

of _____ (address)

being a member of
ADNYAMATHANHA TRADITIONAL LANDS ASSOCIATION (ABORIGINAL CORPORATION) RNTBC
(name of Aboriginal corporation)

hereby appoint _____ (full name of proxy)

of _____ (address)

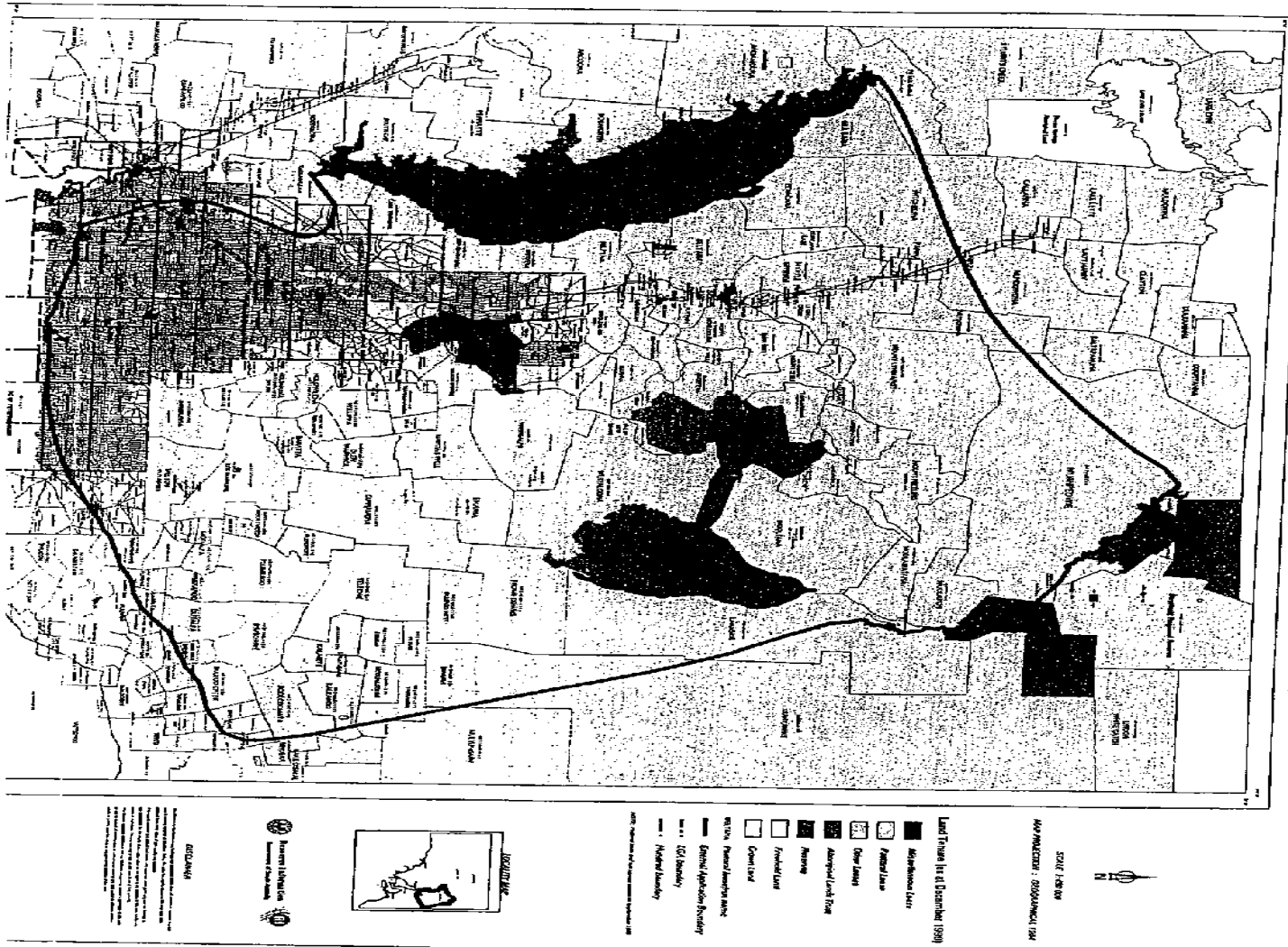
being a member of that Aboriginal Corporation, as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on _____ day of _____ 20_____, and at the _____ any adjournment _____ of that meeting.

Signature of member appointing proxy _____
Date _____

- NOTES:
- (1) A proxy vote may not be given to a person who is not a member of the corporation.
 - (2) No member may hold more than three proxies

SCHEDULE 1 ADNYAMATHANHA LANDS

See annexed maps



SCHEDULE 2

DICTIONARY:

In these rules:

"Act" means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended;

"Adnyamathanha" means those Aboriginal people on whose behalf native title determination application SG6001/98 was made, being all those Aboriginal people then alive who were:

- (a) named in the "Adnyamathanha Genealogy" (comprising Attachment A(1) to the said application); and
- (b) the descendants, whether biological or adopted, of those so named (including in the case of those adopted, persons adopted pursuant to traditional laws and customs),

but, for the avoidance of doubt, not including the non-Adnyamathanha spouses whose names were set out in Attachment A(2) to the said application;

"Adnyamathanha Genealogy" means the Adnyamathanha Genealogy (September 1985) prepared by Christine Davis and Pearl McKenzie a copy of which comprises Attachment A(1) to native title determination application SG 6001/98;

"Adnyamathanha Lands" means all the land and waters described in the map annexed hereto as schedule I and such other land and waters as the Adnyamathanha People, in accordance with Adnyamathanha Laws and Customs, are entitled to use or occupy irrespective of whether or not that use or occupation is qualified as to place, time, circumstance, purpose or permission;

"Adnyamathanha Laws and Customs" means the body of traditions, customs and beliefs of the Adnyamathanha and includes those traditions, observances, customs and beliefs as applied in relation to particular persons, sites, areas of land, things or relationships;

"Adnyamathanha Native Title Rights" means the native title rights and interests (as defined in section 223 of the *Native Title Act*) of the Adnyamathanha;

"Adult" means a person of and over the age of eighteen years;

"Common Law Holders" means, in accordance with section 56 of the *Native Title Act*, the persons included by the Federal Court as the native title holders in the approved determinations of native title in respect of the Adnyamathanha Lands or any part of them;

"Core Groups" means the Core Groups referred to in Schedule 3;

"Elders" means those Adnyamathanha who:

- (a) are and continue to be eligible for membership of the Corporation under rule 5.1; and
- (b) are at least 50 years old;

"Elders' Forum" means the Elders meeting in accordance with these rules;

"FRAHCC" means the Flinders Ranges Aboriginal Heritage Consultative Committee;

"Members" means the members of the Corporation in accordance with rule 5;

"Named Applicants" means those persons whose names appear in an entry on the Register of Native Title Claims as the applicant in relation to any of the Native Title Determination Applications;

"Native Title Determination Applications" means:

- (a) native title determination application SG6001/98; and
- (b) such other Adnyamathanha native title determination application (if any) as may be managed by the Corporation from time to time,

but so that, where an approved determination of native title is (or has been) made in relation to the whole or part of the area to which any such native title determination application relates ("Determination Area"), that native title determination application shall thereafter be treated as no longer relating to the Determination Area nor to areas excluded from the Determination Area by reason of the prior extinguishment of native title in relation to those areas;

"*Native Title Act*" means the *Native Title Act* 1993 (Cwth);

"Native Title Agreement" means any agreement relating to any part of the Adnyamathanha Lands entered into with a government or authority or with any developer, commercial organisation, partnership or business by the Corporation as the registered native title body corporate on behalf of the Common Law Holders or otherwise as a consequence of or in connection with an assertion of native title by the Adnyamathanha People;

"PBC Regulations" means the *Native Title (Prescribed Body Corporate) Regulations 1999*;

"Representative Body" means South Australian Native Title Services Limited or such other body as may for the time being be the representative Aboriginal/Torres Strait Islander body (as defined in the *Native Title Act*) for the area which includes the Adnyamathanha Lands;

"Rules" means these rules as amended from time to time;

"Special Resolution" means a resolution passed at a duly convened meeting of Members and in respect of which not less than 75% of those Members who are present personally or by proxy at the meeting and who vote on the resolution, vote in favour of the resolution;

Unless otherwise stated:

- (a) masculine words include the feminine;
- (b) words in the singular number include the plural and vice versa;
- (c) expressions used in these rules have the same meanings as those given in the Act or in the *Native Title Act*;
- (d) any inconsistency between these rules and the Act shall be resolved in favour of the Act; and
- (e) 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.

SCHEDULE 3
CORE GROUPS

Flinders Ranges Aboriginal Heritage Consultative Committee
 Adnyamathanha Land Council
 Nepabunna Community Inc
 Yura Language Consultative Group
 Yalda Wangarr
 Johnson/Johnson
 N Guthalpa N Galpalura Yart-Tanga Inc
 Viliwarinha Yura
 Kalkapurannha Aboriginal Corporation
 Iga Warta Homelands Aboriginal Corporation
 Wartali-Owie Inc
 Yadhiauda Aboriginal Corporation
 Kujani Association
 Vatie Wata
 Wirraa Waalpa
 Vandapana Wida
 Yudla Mudhuna
 Thudapina
 Milyarakana
 Yumburra Watuna
 Vinya
 Udlu Walpurna
 Clark Family (Bookaboy)
 United Yuras
 Nepawie Corporation
 Wonika Yuras
 Wurt-Awi
 Yathapurranha
 Adnya - Barngarla