



**The rule book of**

**Tjamu Tjamu (Aboriginal  
Corporation) RNTBC**

**ICN 4148**

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

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Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations  
on 12 October 2022

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## 1. Name

The name of the corporation is Tjamu Tjamu (Aboriginal Corporation) RNTBC.

## 2. Interpretation

### *Dictionary*

**Affected common law holders** means the common law holders whose native title rights and interests are affected by a proposed native title decision.

**Business days** means Monday, Tuesday, Wednesday, Thursday and Friday, and does not include any of these days when they are a public holiday.

**CATSI Act** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

**Certificate in relation to consultation and consent** means a certificate prepared in accordance with regulation 9 of the PBC Regulations

**Common law holder** means an individual who is a member of the people described in schedule 2 and the plural means all of these individuals unless otherwise described.

**Compensation application** means an application to the Federal Court for compensation under sections 50(2) and 61 of the Native Title Act.

**Corporation** means Tjamu Tjamu (Aboriginal Corporation) RNTBC

**Determination** means a native title determination made by the Federal Court and listed at schedule 1.

**Determination area** means the area in which the common law holders' native title rights and interests are determined to exist.

**Director ID** means a director identification number provided under section 308-5 of the CATSI Act.

**Expert determination** means a process to come to a decision or recommendation made by a subcommittee, elders council or similar as a resolution to a native title dispute.

**Grantee party** means the person who has requested or applied for the doing of an act by the Commonwealth, a state or a territory under section 29(2)(c) of the Native Title Act

**High level decision** means a decision to:

- surrender native title rights and interests in relation to land or waters
- enter into an ILUA or a right to negotiate agreement
- allow a person who is not a common law holder to be a member of the corporation, or

- adopt one or more processes for consulting common law holders in the corporation’s rule book.

**ILUA** means an Indigenous land use agreement in relation to the land or waters of all or part of a determination area.

**Low level decision** means a native title decision that is not a high level decision.

**Native Title Act** means the *Native Title Act 1993*.

**Native title decision** means a decision to

- surrender native title rights and interests in relation to land or waters
- enter into an ILUA or a right to negotiate agreement
- allow a person who is not a common law holder to be a member of the corporation
- adopt one or more alternative consultation processes in the registered native title body corporate’s rule book, or
- do, or agree to, any other act that would affect the native title rights or interests of the common law holders (other than a decision to make a compensation application).

**Native title representative body (NTRB) / native title service provider (NTSP)** means a native title representative body or a native title service provider appointed to perform the functions of a native title representative body under the Native Title Act.

**Prescribed body corporate** means a corporation that is registered under the CATSI Act for the purpose of being the subject of a determination of the Federal Court under section 56 or section 57 of the Native Title Act.

**Procedural rights** means a right under the Native Title Act in relation to an act, which is:

- a right to be notified of the act
- a right to object to the act or
- any other right that is available as part of the procedures that are to be followed when it is proposed to do the act.

**Registered native title body corporate (RNTBC)** means a prescribed body corporate that has been registered with the National Native Title Tribunal in relation to a determination.

**Registrar** means the Registrar of Aboriginal and Torres Strait Islander Corporations.

**Right to negotiate agreement** means an agreement made under section 31 of the Native Title Act in relation to the land or water subject to the whole or part of a determination area

**Schedule** means a schedule to this constitution unless otherwise identified.

**Specified person** means:

- if the compensation application relates to an entire determination area, all of the common law holders included in a determination about which a compensation application is made, or
- if the compensation application relates to the native title rights and interests of certain classes of common law holders identified in a determination, only those classes of common law holders

**Standing instructions decision** means a Native title decision that is:

- a low level decision; or
- a decision to enter an ILUA under Subdivision B, C or D of Division 3 of Part 2 of the Native Title Act so something can be done by or for the corporation, or
- a decision to form an agreement under Subdivision P of Division 3 of the Native Title Act if the corporation is the only grantee party.

### 3. Objectives

The objectives of the corporation are to assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering, and misfortune, among the common law holders through the process of supporting their cultural, social, political, economic and legal interests.

The corporation will seek to achieve its objectives through activities such as:

- recognising the common law holders as the traditional owners of the determination area
- protecting, preserving and celebrating the traditions, laws, languages, special knowledge, culture and customs of the common law holders
- ensuring that areas of importance to the common law holders are respected and that the history of those areas is preserved and promoted
- being a registered native title body corporate and carrying out its functions.
- holding native title rights and interests on trust for the common law holders in relation to the determination.
- helping common law holders care for country through activities such as land management, improving access to country and assisting them to visit places on country;
- advancing the cultural, social, political, economic and legal interests of the Native Title Holders, including by:
  - Yananguku Kurrungpa Palya – health and well-being initiatives;
  - Anangu warrga Palyaruntjaku Wibella nindirritjaku – business and employment initiatives;
  - Yananguku Tjukurrpa – supporting cultural practices and the transfer of knowledge;
  - Nenterri tjako koolangka anangu urngki imantjuta – education and training initiatives;

- Ngurra lummpa tjupaluya – community and infrastructure initiatives;
  - Marrka Nyinya Tjamu Tjamu Yuana – a strong Tjamu Tjamu PBC corporation;
- representing common law holders in matters that relate to land and living within the determination;
  - bringing common law holders and others together to build a good peaceful life for everyone;
  - holding, maintaining and using land vested in or transferred to it through other land rights regimes
  - acting as an Aboriginal Council in respect of any part of the determination which may be declared to be an Aboriginal Community pursuant to the Aboriginals Communities Act 1979;
  - operating and maintaining a gift fund to be known as 'The Tjamu Tjamu Aboriginal Corporation Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997.
  - seeking investment and commercial opportunities

## **4. Powers of the corporation**

4.1. Subject to these rules, the CATSI Act, Native Title Act and their regulations, the corporation has the power to do all things lawful to carry out its objectives.

## **5. Members**

### ***Membership model***

The corporation will have a direct representation membership model. Every individual person who meets the eligibility criteria can apply and become a member.

### ***Membership eligibility***

a person is eligible to be a member of the corporation if the person is:

- at least 18 years old, and
- a common law holder (see schedule 2).

### ***How to become a member***

A person applies in writing using an application for membership form provided at a General Meeting.

A person submits the corporation's application for membership form in person during a General Meeting of the corporation.

A person must be eligible under rule 2.

The directors must consider all applications for membership within a reasonable period after they are received.

The directors must, by resolution at a directors' meeting, accept a membership application if:

- the applicant applies for membership in the required manner, and
- the applicant meets the eligibility for membership requirements under membership eligibility rule.

If the directors accept the application, the corporation must enter the person on the register of members. This must be done within 14 days of the directors accepting the application. The person does not become a member until the corporation enters the person on the register of members.

If the directors do not accept the application, the corporation must notify the applicant in writing of the decision and the reasons for it. This must be done within 14 days of the directors' decision. The applicant can then apply again with more information or dispute the decision.

If a person applies for membership after a notice has been given for the holding of a general meeting, including an AGM, and the meeting has not been held at the time the directors consider the person's application for membership, the corporation must not enter a person on the register of members until after the general meeting has been held.

## ***Members' rights***

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to become a director—see directors eligibility rule)
- put forward resolutions at general meetings, including under Members resolutions rule
- can ask the directors to call a general meeting under calling general meetings rule
- look at the register of members free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy free of charge
- raise a dispute and have a dispute dealt with using rule 20
- look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting that approves it.

## ***Members' responsibilities***

A member must:

- follow the corporation's rules
- let the corporation know within 28 days if they change their address or other contact details
- treat other members and common law holders with respect
- comply with any code of conduct adopted by the corporation, including any traditional law and custom of the common law holders described in that document
- not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings
- make their best efforts to attend general meetings (including AGMs) or give their apologies.

## ***Members not to make public comment***

No member may make any public statement on behalf of the corporation except in accordance with any agreed policy or procedures approved by the directors.

## ***No membership fee***

The members of the corporation are not required to pay fees to join or for ongoing membership of the corporation.

## ***Liability of members***

The members do not have to pay the corporation's debts if the corporation is wound up.

## ***How to stop being a member***

A person may stop being a member because:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with how to stop being a member rule or cancelling membership rule.

Within 14 days of one of these things happening, the corporation must:

- remove the person's name and address from the register of members
- put the person's name, address and the date the person stopped being a member on the register of former members.



The person stops being a member when their name is removed from the register of members as a current member of the corporation.

### ***cancelling membership***

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- cannot be contacted for 2 years
- misbehaves (has behaved in a manner that significantly interfered with the operation of the corporation or of corporation meetings)
- is not eligible to be a member.

The directors must give the member notice of the cancellation of membership at the member's last known address as soon as possible after the resolution is passed.

### ***Directors limited right to cancel membership***

For grounds not covered by cancelling membership rule, if a member is not, or stops being, eligible for membership as set out in membership eligibility rule, the member's membership can be cancelled by the directors passing a resolution at a directors' meeting.

To do this, the directors must:

- write to the member to tell them:
  - the directors are going to cancel their membership
  - they have 14 days to object to the planned cancellation
  - if the member objects, they must write to the corporation to say so
- allow the member 14 days to object in writing to the intended cancellation.

**If the member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

**If the member objects**, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

Before the directors try to remove a member under this rule, they must take reasonable steps to make sure the member is not, or has stopped being, eligible under membership eligibility rule.

### ***The register(s) of members and former members***

The register(s) must contain:

- the names and addresses of members and former members

- the date when each person's name was added to the register
- for former members, the date when the former member stopped being a member.

The register(s) of members and former members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of members must be made available at the AGM.

## **6. General meetings and AGMs (members meetings)**

### ***AGM timing***

An AGM must be held before the end of November each year unless the registrar provides an exemption from holding the meeting or extends the period within which the corporation is required to hold it.

### ***AGM business***

AGM business includes:

- checking the register of members
- consideration of the reports that under chapter 7 of the CATSI Act are required to be laid before the AGM
- confirming the minutes of the previous general meeting
- asking questions about how the corporation is managed
- electing directors (if required)
- choosing an auditor (if required) and agreeing on the fee.

### ***Calling general meetings***

The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by a circulating resolution.

The required number of members can request the directors to call a general meeting is 10 per cent of the total number of members or as required in the CATSI Act.

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting—see notice for general meetings and AGM
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

Within 21 days of receiving the request, the directors must either call the meeting or apply to the registrar to deny the request.

### ***Directors agree to the request***

If the directors agree to the members' request they must call the general meeting within 21 days of receiving the request.

### ***Directors apply to the registrar to deny the request***

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole,

a director, on behalf of all the directors, may apply to the registrar for permission to deny the request to call a general meeting.

The directors' application to the registrar to deny the members' request must:

- be in writing
- set out the reasons why the directors have decided that:
  - the request is frivolous or unreasonable, or
  - complying with the request would be contrary to the interests of the members as a whole
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the registrar to deny the request.

### ***General meeting business***

General meeting business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of the meeting.

### ***Notice for general meetings and AGMs***

At least 21 days' notice must be given.

The notice must be given to:

- each member
- the directors
- the contact person or secretary
- the auditor (if the corporation has one).

The notice for each general meeting must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- if technology may be used to attend the meeting from other places
- if a member may appoint a proxy.

Notices must be given to each member. This can be done by sending by post to their address, fax, email, community notice board or social media. In addition, a corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom.

A notice of meeting:

- sent by post is taken to be given 3 days after it is posted
- sent by fax or other electronic means is taken to be given on the business day after it is sent.

### ***Members' resolutions***

10 per cent of members (or another number allowed by the CATSI Act) can propose a resolution by giving notice of it to the corporation.

The notice must set out the resolution in writing and must be signed by the members proposing it.

The corporation must give notice of the resolution to all people entitled to it in the same way as rule 6.

The corporation must consider the resolution at the next general meeting that is being held more than 28 days after the notice from the members has been given to the corporation.

## ***Quorum at general meetings and AGMs***

There must be at least 10 members to make a quorum or as otherwise provided by the CATSI Act.

The quorum must be present during the whole meeting.

If there is no quorum after one hour from the time the meeting was scheduled to start, the meeting is adjourned until the next week at the same time and at the same place, unless the directors specify otherwise.

If the meeting is adjourned, the directors must take reasonable steps to inform members of the adjournment and details of the adjourned meeting.

If there is still no quorum at the adjourned meeting, the meeting is cancelled.

### ***How to count the quorum***

To work out if there is a quorum:

- count each member present at the meeting

### ***Postponing a general meeting or AGM***

After notice has been given for a general meeting or AGM a majority of directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

A postponed meeting must be held within 60 days of the date that the meeting was due to occur.

The corporation must give reasonable notice of the postponement and give each member a notice of the postponed meeting setting the new date, time and place.

### ***Chairing general meetings and AGMs***

The Directors may choose an individual to chair general meetings. If the chairperson is not available or there isn't one, the members must elect someone to chair the meeting.

### ***Location of and using technology at general meetings and AGMs***

General meetings and the AGM shall be held primarily in the determination area.

General meetings and AGMs can be broadcast to more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting and the meeting primarily be held on the determination area.

## ***Decision making at general meetings and AGMs***

Where possible, decisions will be made by consensus. Where consensus cannot be reached, a decision can be made by a vote.

Each member has one vote.

The chairperson of the meeting has one vote (if they are a member) plus a casting vote.

A challenge to a right to vote at a meeting may only be made at the meeting and must be determined by the chairperson of the meeting, whose decision is final.

A resolution is decided by majority on a show of hands unless a poll is demanded under Demanding a formal count (i.e. a poll) rule. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

## ***Demanding a formal count (i.e. a poll)***

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by a majority on a show of hands.

A poll demanded on any matter must be taken immediately. The chairperson of the meeting directs how the poll will be taken.

## ***Proxies at general meetings and AGMs***

Proxies may not be appointed to attend or vote for members at general meetings.

## ***Other people at general meetings and AGMs***

The chairperson or members voting as a group may allow any person (excluding a person with power of attorney) other than a corporation director, member, or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

## ***Auditor's right to be heard at a general meeting***

If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.

The auditor is entitled to be heard at the meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.

The auditor is entitled to be heard even if:

- the auditor retires at the meeting, or
- that meeting passes a resolution to remove the auditor from office.

The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

## **7. Directors**

### ***Role of directors***

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation.

The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

### ***Number of directors and composition of board***

The minimum number of directors is 3 and the maximum number of directors is 7

### ***Eligibility of directors***

A director must:

- be at least 18 years old
- be a member of the corporation
- have a director ID or have applied for a director ID and give the corporation their director ID as soon as they have it.

A person is not eligible to become a director if the person is disqualified under the CATSI Act from managing corporations. Disqualification happens when a person:

- has been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- has been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- has been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- is an undischarged bankrupt
- has signed a personal insolvency agreement and has not kept to the agreement
- has been otherwise disqualified under the CATSI Act or the *Corporations Act 2001* from managing corporations.

### ***Majority of director requirements***

A majority of directors must:

- be individuals who are common law holders
- be members of the corporation
- usually reside in Australia.

### ***How to become a director (member director)***

The corporation can appoint a director at the general meeting or AGM by:

- presenting nominations to members
- following the normal decision making process to choose from the nominated directors
- members passing a resolution.

If there is a casual vacancy in a directorship the process to fill it is at how to fill casual vacancies rule.

### ***Appointing alternate directors***

With the other directors' approval, a director (appointing director) may appoint an alternate director to exercise some or all of the appointing director's powers for a specified period instead of the appointing director doing so.

If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.



The appointing director may terminate the alternate director's appointment at any time.

Any appointment or its termination must be in writing. A copy must be given to the corporation.

To be appointed as an alternate director, a person must give the corporation their consent in writing to become an alternate director.

An alternate director must give the corporation their director ID as soon as possible after they are appointed.

### ***Directors' terms of appointment and rotation***

Directors (other than those appointed under appointing alternate directors or how to fill casual vacancies rule) are appointed for a term of 2 years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

For directors appointed at the AGM there is a rotation system, so that half the directors must retire at each AGM. They are eligible to be re-elected.

To implement the rotational system:

- Half the member directors appointed at the time these rules are approved will only hold office until the next AGM and must retire. They are eligible to be re-elected.
- The directors will agree on which directors retire at the AGM. If the directors cannot agree, they must decide by lot conducted by the directors.
- At every subsequent AGM those directors that did not retire at the previous AGM must retire. They are eligible to be re-elected.
- Newly elected directors have a term of 2 years, which ends at the second AGM after they take office. If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.
- The minutes of the general meeting must record the term of each director appointed.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

### ***How to fill casual vacancies***

A casual vacancy arises when a person stops being a director before their term of appointment expires (see Directors' terms of appointment and rotation rule) and so the position of that director is vacant.

The directors can appoint a person as a director to fill a casual vacancy.

To be appointed, the person must meet the director eligibility criteria in eligibility of directors' rule and the corporation must check they will not breach the requirements of majority of directors rule.

A person's appointment as director to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

If the person's appointment as director is confirmed at a general meeting, the term of the appointment is for the balance of the term remaining on the vacant position.

### ***How to stop being a director***

A person stops being a director if:

- they pass away
- they resign in writing
- the term of their appointment expires
- they are removed as a director by the members or the other directors
- they are disqualified from managing a corporation
- they cease to be a member, but they were a member when they became a director, unless being a member was not a requirement for their appointment.

### ***How to remove a director***

By the other directors:

- Directors can only remove a director if the director fails to attend 3 or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director concerned a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by the members passing a resolution.

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (calling a general meeting rule) for the purpose of removing a director.)
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (notice of a general meeting rule).

## ***Notifying the registrar of director changes***

Whenever a person becomes or stops being a director or alternate director, the corporation must notify the registrar within 28 days.

## ***Duties of directors and officers***

The CATSI Act sets duties for directors which are:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the corporation
- a duty not to improperly use position or information
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to trade while insolvent.

Officers of the corporation must uphold the duties of care and diligence, good faith, and not to improperly use their position or information.

A director or officer must act in good faith when doing anything to ensure the corporation complies with its native title legislation obligations.

## ***Conflict of interest***

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors.

This includes, but is not limited to, a material personal interest or other personal benefit (e.g. direct benefit from the outcome of a resolution) such as:

- business opportunity(s)
- transfer of interests in land
- providing goods or services to the corporation or others for money or other benefit
- receiving goods, services or benefits from the corporation or any other party on request of the corporation.

The director must give details of what the interest is and how it relates to the corporation. These details must be given at a directors' meeting as soon as possible and must be recorded in the minutes of the meeting.

A director who has a conflict of interest must not:

- be present at the directors' meeting while the matter in question is being considered, or
- vote on the matter

unless they have been granted approval by:

- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the registrar in writing.

### ***Payments to directors***

The Members may decide that the Directors may be Paid for their attendance at Directors Meetings, if there is money available.

Directors may be paid if they are employed by the corporation.

Directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).

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

### ***Delegation of directors' powers***

The directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation, or
- any other person.

The delegation must be in writing and specify the delegation period and the delegated powers.

The delegate must follow the directions of the directors when using the delegated powers. Delegates must report to directors on the exercise of their delegated power.

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

### ***Calling and giving notice of directors' meetings***

Directors must meet at least every 3 months.

All directors must be given reasonable notice of a director's meeting.

The directors will usually decide at a meeting when and where the next meeting will be.

A director can call a directors' meeting by giving reasonable notice to all the other directors.

### ***Quorum for directors' meetings***

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

### ***Chairing directors' meetings***

The directors must elect a director present to chair a meeting, or part of it, if:

- a director has not already been elected to chair the meeting, or
- a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

### ***Using technology for directors' meetings***

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.

### ***Resolutions by directors***

Directors pass a resolution at a directors' meeting by a majority of votes.

- Each director has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting by all directors signing a statement saying that they are in favour of it. The resolution is passed when the last person signs it.

Resolutions by directors about native title decisions can only be made after the corporation has consulted with and obtained the consent of affected common law holders by following the relevant consultation and consent process.

### ***Sub-committees of directors***

The directors may at any time appoint a sub-committee of directors and determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the directors, a sub-committee:

- has a quorum of 3 for its meetings, unless the sub-committee resolves that a larger number shall be the quorum
- must appoint one of its members to be responsible for calling sub-committee meetings and inform the directors of the name of the responsible person.

## **8. Advisory committees**

The directors may appoint advisory committees to provide the corporation with advice and assistance.

The membership of an advisory committee may include directors, members, common law holders representing specific sub-groups and/or other persons with relevant expertise or experience.

## **9. Contact person or secretary**

Small and medium corporations have a contact person. Large corporations have a secretary.

The contact person/secretary must be at least 18 years old.

The directors appoint a contact person/secretary.

Before being appointed, the contact person/secretary must give the corporation their consent in writing to become a contact person/secretary.

The directors decide the contact person's/secretary's pay and terms and conditions of employment, if any.

The contact person/secretary must pass on any correspondence received to at least one of the directors within 14 days.

The corporation must send the registrar a contact person's/secretary's details within 28 days after they are appointed.

## **10. Native title functions**

As an RNTBC under the Native Title Act, the corporation's functions include to:

- consult with, and obtain the consent of, the common law holders before making a native title decision

- perform any other function relating to the native title rights and interests as directed by the common law holders.
- if the common law holders do not otherwise direct, hold in trust, money connected with the native title rights and interests (including payments received as compensation or otherwise related to the native title rights and interests)
- invest or otherwise apply money held in trust as directed by the common law holders

Without limiting these functions, to perform its functions the corporation may, on behalf of the common law holders:

- consult other persons or bodies
- enter into agreements
- exercise procedural rights
- accept notices to be given to the common law holders as required by any law of the Commonwealth, a state or a territory.
- manage the native title rights and interests of the common law holders.

## **11. Making a native title decision**

The corporation must consult the affected common law holders before it makes a native title decision.

The corporation must not make a native title decision unless the affected common law holders have given their consent to the native title decision.

The corporation must comply with any conditions or directions that the affected common law holders impose upon their consent to a native title decision.

When the affected common law holders are consulted about a native title decision, the corporation must ensure that the affected common law holders use the decision-making process that exists under their laws and customs.

## **12. Standing instructions decision**

The corporation will make a standing instructions decision if the affected common law holders have approved the corporation making decisions of that kind without the need to consult them and obtain their consent.

The corporation will make a standing instructions decision in accordance with any conditions that the affected common law holders impose on decisions of that kind.

The corporation will comply with the affected common law holders wishes if the common law holders decide to:

- change or withdraw their approval of a standing instructions decision or a class of standing instructions decisions, or
- impose, change or withdraw any conditions that apply to the making of a standing instructions decision or a class of standing instructions decisions.

### **13. Making a native title compensation application**

The corporation must consult and obtain the consent of specified persons before it makes a compensation application.

When consulting specified persons about a compensation application, the corporation must ensure that the specified persons make their decision following the process under their traditional laws and customs or the specified persons agree to adopt a decision-making process and follow that process to make their decision.

### **14. Records of consultation and consent**

The corporation must make and keep records for all:

- consultations with affected common law holders about a native title decision, including a record of the process that affected common law holders used to give their consent
- conditions imposed by affected common law holders when they gave their consent to a native title decision
- variations, revocations of conditions imposed by affected common law holders after they gave their consent to a native title decision
- any other directions given by affected common law holders in relation to a native title decision
- consultations with specified persons about a compensation application, including a record of the process that specified persons used to give their consent
- any other directions given by specified persons in relation to a compensation application

As soon as practicable after the corporation has made a native title decision or a compensation application, the corporation must prepare a written certificate in relation to consultation and consent.

The corporation will provide a copy of the certificate in relation to consultation and consent to a person who asks for it if the person:

- is an affected common law holder, or
- has a substantial interest in the decision.



## **15. Records about the corporation and finances**

The corporation must keep:

- minutes of meetings (in writing or as an audio or video recording)
- a rule book (constitution)
- a register/s of members and former members
- the names and addresses of directors, officers and the contact person/secretary
- financial records that:
  - correctly record and explain its transactions, financial position and performance
  - would enable true and fair financial reports to be prepared and audited.
- financial records for any trust.

These records must be kept at the corporation's document access address, or if it is a large corporation, its registered office.

## **16. Finances**

The corporation must follow these procedures:

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least 2 people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).
- The financial records must be retained by the corporation for 7 years after the transactions covered by the records are completed.

## **17. Trust account**

The corporation shall maintain a separate trust account to hold on trust any money received for native title compensation or other reasons on behalf of the common law holders.

## **18. Application of funds**

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives and functions.

The directors cannot directly or indirectly give or loan any money or property of the corporation to members, directors or any other persons unless:

- it is to a subsidiary controlled by the corporation, or
- a trust in which the corporation is a beneficiary and the trustee is a subsidiary of, or controlled by, the corporation.

This rule does not stop the corporation from making reasonable payment to a member, director or other person in their capacity as an employee or under a contract for goods or services provided in carrying out the corporation's objectives.

All payments or transfers of funds under this rule must be in accordance with procedures set out under rule 16.

## **19. Giving benefits to a related party**

If the corporation wants to give a financial or other personal benefit to a related party of the corporation (including a director or people related to directors such as a husband, wife, partner, child or parent), it must comply with part 6.6 of the CATSI Act and, where required follow the procedure to get the approval of the members.

A 'benefit' includes, but is not limited to:

- money
- business opportunity(s)
- transfer of interests in land
- providing any other goods or services to the corporation or others for money or other benefit, or
- being given any other goods or services by the corporation or any other party on request of the corporation.

## **20. Dispute resolution**

### ***Resolving internal corporation disputes***

If a dispute arises between a member or director and:

- one or more members
- one or more directors, or
- the corporation

about a matter other than native title described in making a native title decision rule, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice. This may include third party assistance or mediation.

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI 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. The registrar's opinion will not be binding on the parties to a dispute.

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

The right to request assistance from the registrar does not create a right to request a formal mediation. However, in an appropriate case the registrar may provide assistance in having the matter resolved.

### ***Resolving native title disputes***

If a dispute arises between the corporation and a person who is or who claims to be a common law holder, whether or not the person is a member of the corporation, and the dispute is about:

- whether a person is or is not a common law holder
- the corporation's performance of its functions under the native title legislation
- other matters directly related to the determination

the corporation must ensure that the parties first try to resolve the dispute between themselves.

The parties must try to resolve the dispute between them in good faith.

The parties may seek the opinion of the native title representative body or service provider for the area that the native title rights and interests relate to at any time.

If the dispute is not resolved within 10 business days, the corporation must take reasonable steps to ensure any party who claims a dispute has arisen gives notice of the dispute to the other party (or parties).

The dispute notice must:

- be in writing,
- say what the dispute is about, and
- contain all of the information requested in the form at schedule 3.

The corporation must take reasonable steps to ensure that parties agree to the matters in the dispute notice.

If the parties cannot resolve the dispute by taking the previous steps, the Corporation will refer the dispute to the next to be notified General Meeting where the members will attempt resolve the dispute according to traditional law and custom (ie. where a General Meeting has already been notified, the dispute will have to wait until the following General Meeting). The parties will be informed and given a reasonable opportunity to talk according to traditional law and custom.

If the parties cannot resolve the dispute by taking the previous steps, the party who claims a dispute has arisen and is not resolved, must give a notice of the still not resolved dispute to the corporation and the other party (or parties) within a reasonable time. The further dispute notice must:

- be in writing,
- say what the dispute is about, and
- contain all of the information requested in the form at schedule 4.

The parties will:

- provide a response in writing that contains all of the information requested in schedule 5
- ask the native title representative body or service provider or National Native Title Tribunal to assist with the resolution of the dispute:

### ***Dispute resolution Costs***

The parties will agree on a budget and total cost for the resolution process and who will pay for the costs of the dispute resolution process.

## **21. Confidentiality requirement**

In the course of the corporation performing its functions or exercising its powers, members and directors may have access to confidential or sensitive information. Examples include information that:

- is confidential according to the traditional laws or the customs of the common law holders

- a common law holder has requested be kept confidential, unless the common law holders have authorised disclosure of the information or disclosure is required by law
- may affect the integrity of trading or procurement.

A person handling such confidential information must protect and maintain its confidentiality.

## 22. Winding up

### ***Members' resolution required***

If the corporation is solvent and not subject to any legal proceedings or regulatory action by the registrar, the members may pass a special resolution for the corporation to be wound up voluntarily.

### ***Surplus assets of the corporation***

***If the corporation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another corporation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:***

- gifts of money or property for the principal purpose of the corporation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the corporation
- money received by the corporation because of such gifts and contributions.

If the corporation is in liquidation, the liquidator can decide how the surplus assets of the corporation are to be distributed if the members have not already decided.

If the members want to decide how the surplus assets are to be distributed, they must pass a special resolution at or before the time of the winding up.

The surplus assets must not be given to any member or to any person to be held in trust for any member and can only be given to a charitable organisation/s with similar charitable purposes or to another prescribed body corporate that will carry out the native title objects and functions under the determination.

## **23. Changing this rule book**

### ***Consistency with other frameworks***

The corporation must ensure that the constitution is consistent with a determination and with the requirements of the CATSI Act, the Native Title Act and the relevant regulations.

### ***Changes to certain rules***

Changing the rule that sets out a process for decision-making is a native title decision. To change the process under rule 11, the corporation must follow the processes under:

- rule 11, and
- rule 23.

The corporation must not make changes to rule 13 unless the corporation has consulted and obtained consent from the common law holders.

The corporation must ensure that the common law holders consent to proposed changes to rule 13 according to the decision-making process that the common law holders agree to use and adopt to give their consent.

### ***Members' resolution required***

The rule book may be changed by the members passing a special resolution at a general meeting or AGM.

The proposed changes must be set out in the notice of the meeting.

Within 28 days after the resolution is passed, the corporation must send the registrar copies of the:

- proposed rule book changes
- special resolution
- minutes of the meeting.

The changes do not take effect until the new rule book is approved and registered by the registrar.

## **Schedule 1 — Determinations**

Brown v State of Western Australia [2001] FCA 1462; WAD 6019 of 1998

## Schedule 2 — Common law holders

Determination name: **Brown v State of Western Australia**

Common law holders:

### **Antecedents of Local Group 1 (Kiwirrkurra area and east)**

Watjapayi tjangala (the father of the applicant Jimmy Brown)

Nangurri nangala

Minpurru tjangala

Wuta Wuta tjangala

Yartipayi tjangala

Kalutara/Wintarru tjangala

Anmanari nangala

Papalya nangala

Wangalya nangala

Narnu nangala

Pilamartitja tjangala

Pipantji tjangala

Ngilkirr tjangala

Tjinyirji tjangala

Yuwiyuwi tjangala

Manturnya tjangala

Kakalyi nangala

Roger tjangala

Livingstone tjangala

Walter Brown tjangala

Donovan Brown tjangala

Thompson Brown tjangala

Roger Brown tjangala

Harry Brown tjangala



Jonathan Brown tjangala

Ian Brown tjangala

Joey Brown tjangala

Maria Turner nangala

Alistair Turner tjangala

Lance Turner tjangala

Ray James tjangala

Yunurupa nangala Mathua James nangala

Georg Yapa tjangala

**Antecedents of Local Group 2 (Winparrku Tarkurr to Lake Mackay)**

Lantil tjanangka

Tuntji tjanangka

Arthur Partuta tjanangka

Kurutilit tjanangka

Mutikalka tjanangka

**Antecedents of Local Group 3 (Kiwirrkurra area towards Lake Mackay)**

Malpamurtu tjakamarra

Tjilpakarnu tjakamarra

Kununginya tjakamarra

Wanarritjarra tjakamarra

Tjitiitjiti tjakmarra

**Antecedents of Local Group 4 (west sector to Pollock Hills area and north)**

Tjukuti tjakamarra

George West tjakamarra

Paul West tjakamarra

**Antecedents of Local Group 5 (Yumari to south-east claim area)**

Yirtjuru tjangarti

Nyilari tjangarti

Rartji tjangarti

Yawalyuru tjapangarti

**Antecedents of Local Group 6 (Dover's Hills area)**

Charlie Tarawa tjungurrayi

Tjuta tjungurrayi

**Antecedents of Local Group 7 (Dover's Hill area)**

Talpana 34jupurrula34a

Tjuparrku 34jupurrula34a

Tjangantjukurrpa 34jupurrula34a

Henry 34jupurrula34a

Reginald tjampijinpa

Sarn 34jupurrula34a

**Antecedents of Local Group 8 (Dover's Hill area)**

Mikini (McKinnon) 34jupurrula

Billy Barku 34jupurrula

Tjatuli napurrula

Murphy 34jupurrula

**Antecedents of Local Group 9 (Angas Hills to west side of Pollock Hills)**

Tjurti 34jupurrula34a

Tjampi tjampi 34jupurrula34a

Natiki Kuli 34jupurrula34a

Tjalyuri 34jupurrula34a

George Tjampu 34jupurrula34a

Murmuya napaltjarri

**Antecedents of Local Group 10 (Ngatarn area and south (SE Claim area))**

Yala yala Gibson tjungurrayi

Willy Ngitjita tjungurrayi

Melba nungurrayi

Wakarnintja tjungurrayi

Tjikutja nungurrayi

**Antecedents of Local Group 11 (Lake MacDonald area and south)**

Piningka tjungurrayi

Kawartalnga tjungurrayi

Lungkarta tjungurrayi

**Antecedents of Local Group 12 (central area inc. Kiwirrkurra)**

Karukaru tjungurrayi

Waku tjungurrayi

Kuku tjungurrayi

Yirrimatitja tjungurrayi

Manyinya nungurrayi

Yumpulurru tjungurrayi

**Antecedents of Local Group 13 (Kanapilyirr and north (NE Claim area))**

Nyurri tjangala

Marrukurru tjangala

Langanyirtu tjangala

Tjapantjarra tjangala

Wartatjanu tjangala

Nyilunnga tjangala

Tjinanyi tjangala

Pakarrtjirri tjangala

Pikanatju tjangala

Papayi tjangala

**Antecedents of Local Group 14 (Parrayilpil area (NE Claim area))**

Bob Dingo tjapanangka

Yuendumu George tjapanangka

Bill Larry tjapanangka

Yanurl napanangka

**Antecedents of Local Group 15 (Western sector – central Jupiter Well area)**

Nanyuma napangarti

Charlie tjapangarti

Kanya tjapangarti

Pampartu napangarti

Kalyurri napangarti

**Antecedents of Local Group 16 (Western sector)**

Tjuulnga 36jupurrula36a

Tjinapilpa 36jupurrula36a

Mantjarlin 36jupurrula36a

Parrkulya 36jupurrula36a

Manya Ward napaltjarri

Nyunmul 36jupurrula36a

**Antecedents of Local Group 17 (Western sector, northern area)**

Wingurru tjangala

Nawipayi tjangala

Nawunnga tjangala

Walayipayi tjangala

Weewungi tjangala

father of Parnayi 36jupurrula36a

Yawarla nangala

Wayala tjangala

Lungunyalku tjangala

Wirrangarri tjangala

Nyakapantja tjangala

father of Eunice Eubena nampitjinpa

**Antecedents of Local Group 18 (Western sector, northern area)**

Tjinakarli tjapangarti

Gimme tjapangarti

Ngamapu napangarti

Yila tjapangarti

Wimitja tjapangarti

Kiilpa tjapangarti

Wanapayi tjapangarti

Les Tobacco tjapangarti

Betty napangarti

Marie Claire napangarti

Kurpali napangarti

Tuckerbox tjapangarti

**Antecedents of Local Group 19 (Western sector, northern to southern area)**

Wutja 37jupurrula

Nyangu 37jupurrula

Ngalyakanpal napurrula

Piyungka napurrula

Ngapulyn Morgan napurrula

**Antecedents of Local Group 20 (Western sector, northern area)**

Nganyurti tjungurrayi

Yatju nungurrayi

Pinamparli nungurrayi

## Schedule 3 — Notice of native title dispute

Tjamu Tjamu (Aboriginal Corporation) RNTBC – ICN 4148

Date of this notice \_\_\_\_\_

### ***Who is giving notice of dispute***

Name of person/party  
giving notice of dispute \_\_\_\_\_

I am / am not (cross out whichever does not apply) a common law holder for the determination or determination area.

I am / am not (cross out whichever does not apply) a member of the corporation.

### ***What the dispute is about***

*Tick all that apply*

I am a common law holder and the corporation will not:

- recognise me as a common law holder
- accept my application for membership

The corporation did not perform its native title functions properly because it did not:

- consult me about a native title decision that affects my native title rights and interests
- get consent to make a native title decision that affects my rights and interests
- consult me about a decision to apply for compensation for a native title decision that affects my native title rights and interests
- get consent to make a decision related to a compensation application regarding my native title rights and interests
- do something else it is required to do under the Native Title Act or the CATSI Act

Provide some details about the problem:

*[for example, provide details about a meeting, a native title decision or a compensation decision that relates to the problem, say what the problem is in your own words]*

\_\_\_\_\_  
\_\_\_\_\_

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**Next step**

Once the corporation has received the notice of dispute, the corporation will work with the parties to resolve the dispute.

If the dispute is still not resolved, it will be notified and included for discussion and resolution at the next General Meeting of the corporation.

If you are unhappy with the resolution from that General Meeting or there is no outcome, you may then provide the corporation with a notice of still not resolved dispute within a reasonable time.

[Signature] ..... [Name]

[Signature] ..... [Name]

## Schedule 4 — Notice of native title dispute not resolved by General Meeting

Tjamu Tjamu (Aboriginal Corporation) RNTBC – ICN 4148

Original date of notice of dispute: .....

Date of General Meeting where dispute should have been discussed and attempted to be resolved .....

Date of this notice of still not resolved dispute: .....

### ***Proposed next step***

My/our preferred process to resolve the dispute is:

**Process:** .....

(for example, the native title representative body, the National Native Title Tribunal, a lawyer, an anthropologist, a senior common law holder, a committee of elders, a professional mediator)

**Name of facilitator:** .....

**Date and time of activity** .....

**Location** .....

**Proposed fee for facilitator:** .....

**Who is to pay?** .....

I/We agree to participate in the process and accept the outcome of that process.

.....  
[Signature]

.....  
[Name]

.....  
[Signature]

.....  
[Name]





## Schedule 5 — Reply to notice of still unresolved dispute

Tjambu Tjambu (Aboriginal Corporation) RNTBC

**ICN 4148**

Date of this reply .....

### ***Responding to notice of dispute***

Date of the dispute notice .....

Name of person/party who  
gave notice of dispute .....

Name of determination or  
determination area .....

### ***Responding party***

Name of responding  
person/party .....

I am / am not (cross out whichever does not apply) a common law holder for the  
determination or determination area.

I am / am not (cross out whichever does not apply) a member of the corporation.

**Response to proposed process**

I/We have reviewed the proposed process from the party who gave dispute and say below whether we agree or disagree with their proposal:

	<b>Proposed process (by the person/party who gave notice)</b>	<b>If you disagree, please indicate what you propose instead</b>
<b>Process:</b>	..... <i>Agree/disagree</i>	.....
<b>Name of facilitator:</b>	..... <i>Agree/disagree</i>	.....
<b>Date and time of activity:</b>	..... <i>Agree/disagree</i>	.....
<b>Location:</b>	..... <i>Agree/disagree</i>	.....
<b>Proposed fee for facilitator:</b>	..... <i>Agree/disagree</i>	.....
<b>Who is to pay?</b>	..... <i>Agree/disagree</i>	.....

I/We agree to participate in the process and accept the outcome of that process.

.....  
[Signature] [Name]

.....  
[Signature] [Name]

.....  
[Signature] [Name]