

WUTHATHI ABORIGINAL CORPORATION RNTBC ICN 7157



RULE BOOK

Wuthathi Aboriginal Corporation RNTBC

Rule Book

ICN 7157

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1 Name

The name of this corporation is Wuthathi Aboriginal Corporation RNTBC.

2 Dictionary and Interpretation

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

3 Objectives

The Corporation aims to:

- hold native title pursuant to any determination of native title under the Native Title Act;
- hold land vested in or transferred to it for the benefit of Wuthathi people native title holders;
- perform the functions of a registered native title body corporate under the Native Title Act and the PBC Regulations;

- protect the native title rights and interests of (Wuthathi native title holders) native title holders and to assert and pursue Wuthathi people traditional owners' rights as custodians and/or owners of Wuthathi people land, through native title claims, land purchases and other such activities;
- negotiate and facilitate land-use agreements, including joint management agreements with present land managers, administrators and leaseholders;
- promote the native title rights and interests of (Wuthathi native title holders) native title holders;
- protect, preserve and advance the traditional lore and custom, languages, special knowledge, culture and customs of the people;
- advance the cultural, social, political, economic and legal interests of the Wuthathi people including by establishing appropriate legal entities to achieve these objects;
- maintain and protect Wuthathi people traditional ownership rights of Aboriginal culture and knowledge in the Wuthathi people traditional estate;
- to support and recognise the importance of elders in relation to land and the preservation of Wuthathi people culture;
- to provide leadership and support to Wuthathi people and assist in developing ways in which all Wuthathi people are able to enjoy quality lifestyles;
- relieve the poverty, misfortune, disadvantage, distress, dispossession and suffering of Wuthathi people through various means including but not limited to the provision of cultural services and facilities, educational services and facilities, health care services and facilities, transportation and communication services and facilities, and maintenance of land under secure title;
- to support and provide education, training and employment for Wuthathi people, including education, training, and employment associated with the traditions, lore, languages, special knowledge, culture and customs of Wuthathi people, especially of the native title holders;
- take advantage of investment and commercial opportunities that arise or that relate to Wuthathi people and to exploit those opportunities to generate assets and funds for charitable purposes and employment opportunities for Wuthathi people;
- to operate and maintain a gift fund to be known as 'The Wuthathi Aboriginal Corporation RNTBC Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997; and
- to consult with and obtain the consent of common law native title holders before making a native title decision.
 - To hold land transferred pursuant to the ALA;
 - to be the grantee, including sole grantee, of grants of land made under the ALA;
 - to own land, including legal and equitable interests in land;
 - to hold native title interests in land;
- to receive royalty payments from the State under the ALA;
 - to fulfil the role and functions of a land trust in accordance with the ALA and the *Aboriginal Land Regulation 1991 (Qld)*;
 - to fulfil the role and functions of a trustee in accordance with the *Nature Conservation Act 1992 (Qld)* and any associated Indigenous Management Agreement;
 - to act as trustee of land granted pursuant to the *Land Act 1994 (Qld)*, including ordinary freehold land;
 - to act as trustee of any community purpose reserves pursuant to the *Land Act 1994 (Qld)*;
 - to act as trustee of any other trust, whether charitable or otherwise, established for the benefit of any of its members either alone or with others;
 - to enter into compensation or other agreements;

- to act as an Aboriginal cultural heritage body under the *Aboriginal Cultural Heritage Act (2003) (Qld)*;

4 Powers of the Corporation

Subject to the Act and these rules, the Corporation has the power to do anything lawful to carry out the Objects at rule 3 except charge application fees for membership or annual membership fees.

5 Membership of the Corporation

5.1 Members on registration

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

5.2 Members by application

5.2.1 How to become a member after registration

A person becomes a member if:

- (a) the person wants to become a member and applies in writing (the person must use the form provided for this purpose at Schedule 5);
- (b) the person is eligible for membership;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the register of members.

5.2.2 Who can apply to become a member (eligibility for membership)?

A person who is eligible to apply for membership must be an individual who is at least 18 years of age and an Aboriginal person who is a Native Title Holder or a Statutory Title Holder, or both, from the following groups:

- Pintharra Descent Group,
- Johnson Moreton Descent Group,
- Frank Wilson Descent Group,
- Ida Temple (Waterbag) Descent Group,
- Moe Rie Warren Descent Group,
- Ines Pascoe Descent Group,
- Dinah Descent Group,

- Ada Lancaster Descent Group,
- Annie Punda (Athnamu) Descent Group,
- Nara Jira Para Descent Group.

Members of the Ela (Illa) Descent Group or the Eliza (wife of Tom Ware) Descent Group are eligible to become Associate Members.

5.2.3 Membership application

- A person who wants to become a member must apply to the Corporation.
- The application must be in writing.

5.2.4 Deciding membership applications

- The Directors will consider and decide the membership applications.
- The Directors must not accept an application for membership of the Corporation unless the applicant:
 - applies according to rule 5.2.3; and
 - meets the eligibility for membership requirements.
- If a question of whether a person is eligible for membership arises as a result of an application, the Directors may:
 - Review anthropological materials; and/or
 - Seek anthropological advice.
- If the Directors decide to refuse an application for membership they must notify the applicant in writing of the decision and the reasons for it.

5.2.5 Entry on the register of members

- If the Directors accept a membership application, the applicant's name must be entered on the register of members within 14 days.
- If:
 - the applicant applies for membership after a notice has been given for the holding of a general meeting; and
 - the meeting has not been held when the Directors consider the application;

then the Corporation must not enter the person on the register of members until after the general meeting has been held.
- The register of members must indicate if a person is an Associate Member.

5.3 Membership fees

The Corporation must not impose fees for membership of the Corporation.

5.4 **Members' rights and obligations**

5.4.1 **Members' rights**

- (a) Each member has rights under the Act and these rules including the rights set out below. Associate Members have all the rights and responsibilities below, except that they cannot vote at general meetings or nominate to become a director.

A member:

- (i) can attend, speak and vote at a general meeting of the Corporation;
 - (ii) can be elected or appointed as a Director or office bearer;
 - (iii) cannot have their membership cancelled unless the Directors and the Corporation have complied with rule 5.7;
 - (iv) can put forward resolutions to be voted on at a general meeting of the Corporation;
 - (v) can ask the Directors to call a general meeting of the Corporation;
 - (vi) can access the following books and records of the Corporation:
 - (A) the register of members;
 - (B) the minutes of general meetings of the Corporation in the minutes book;
 - (C) the rule book;
 - (D) certain reports prepared by or for the Directors and the Corporation, in accordance with the Act;
 - (E) any policy adopted by the Corporation; and
 - (F) any code of conduct adopted by the Corporation.
 - (vii) can ask the Directors to provide access to any other records or books of the Corporation; and
 - (viii) can have any dispute with another member or with the Directors dealt with under the process in rule 21.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.
- (c) If a member believes that their rights have been breached or ignored by the Directors, such member can use the dispute resolution process in rule 21.

5.4.2 **Members' responsibilities**

Each member has the following responsibilities:

- (a) to comply with these rules;
- (b) to notify the Corporation of any change of address or other contact details (including email address) within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to comply with any dispute resolution or policy adopted by the Corporation;
- (e) to treat other members and the Directors with respect and dignity;
- (f) to not behave in a way that significantly interferes with the operation of the Corporation or of the Corporation meetings;
- (g) to not make any public statement on behalf of the Corporation except in accordance with any agreed policy or procedures approved by the Directors; and
- (h) not to purport to act with the authority of the Corporation or any trust of which the Corporation is trustee other than in accordance with these rules.

5.4.3 **Liability of members**

The members are not liable to contribute to the property of the Corporation on winding up.

5.5 **How a person stops being a member**

5.5.1 A person will stop being a member if:

- (a) the person resigns as a member;
- (b) the person dies; or
- (c) the person's membership of the Corporation is cancelled.

5.5.2 **When a person ceases to be a member**

A person ceases to be a member when the member's name is removed from the register of members as a current member of the Corporation.

5.6 **Resignation of member**

- (a) A member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing.
- (c) The Corporation must remove the member's name from the register of current members of the Corporation within 14 days after receiving the resignation notice.

5.7 Process for cancelling membership

5.7.1 Cancelling membership if member is not or ceases to be eligible

- (a) The Directors may, by resolution, cancel the membership of a member if the member:
 - (i) is not eligible for membership; or
 - (ii) has ceased to be eligible for membership.
- (b) Before cancelling the membership, the Directors must consult with all of the Directors representing the Descent Group to which the member belongs and must give the member notice in writing stating that:
 - (i) the Directors intend to cancel the membership for the reasons specified in the notice;
 - (ii) the member has 14 days to object to the cancellation of the membership; and
 - (iii) the objection must be in writing.
- (c) If the member does not object, the Directors must cancel the membership.
- (d) If the member does object:
 - (i) the Directors must not cancel the membership; and
 - (ii) only the Corporation by resolution in general meeting may cancel the membership.
- (e) If a membership is cancelled, the Directors must give the member a copy of the resolution (being either the resolution of the Directors or the resolution of the general meeting) as soon as practicable after it has been passed.

5.7.2 Membership may be cancelled if a member cannot be contacted

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

- (c) The Directors must consult with all of the Directors representing the Descent Group to which the member belongs before holding the general meeting of the Corporation which will consider the motion to cancel the member's membership. The member must be given the opportunity to be heard at the meeting.

5.7.3 Membership may be cancelled if a member is not an Aboriginal person

- (a) If rule 5.2.2 includes an eligibility requirement that an individual be an Aboriginal or Torres Strait Islander person, membership may be cancelled if the member is not an Aboriginal or Torres Strait Islander person.
- (b) The Corporation, by Special Resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that the member is not an Aboriginal or Torres Strait Islander person.
- (c) If the Corporation cancels a member's membership under this rule, the Directors must give that person a copy of the resolution as soon as practicable after it has passed.
- (d) The Directors must consult with all of the Directors representing the Descent Group to which the member belongs before holding the general meeting of the Corporation which will consider the motion to cancel the member's membership. The member must be given the opportunity to be heard at the meeting.

5.7.4 Membership may be cancelled if a member misbehaves

- (a) The Corporation may cancel the membership by a Special Resolution of the Corporation if the general meeting is satisfied that a member has behaved in a way that significantly interfered with the operation of the Corporation or of the Corporation's meetings.
- (b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the resolution, as soon as practicable after it has been passed.
- (c) The Directors must consult with all of the Directors representing the Descent Group to which the member belongs before holding the general meeting of the Corporation which will consider the motion to cancel the member's membership. The member must be given the opportunity to be heard at the meeting.

5.7.5 Amending the register of members after a membership is cancelled

Within 14 days of a member's membership being cancelled, the Corporation must remove the member's name from the register of current members of the Corporation.

5.8 Observers

The Corporation allows the following observers at general meetings of the Corporation only:

- (a) those who would be eligible for membership but for their age where they are aged under 18 years;
- (b) a member's spouse where the spouse is not eligible to become a member of the Corporation.

6 Register of members and former members

6.1 Corporation to maintain a register of members

The Corporation must set up and maintain a register of members.

6.2 Information on the register of members

6.2.1 Information about individuals

- (a) The register of members must contain the following information about individual members:
 - (i) the member's name given and family name;
 - (ii) the member's residential address;
 - (iii) the member's email address;
 - (iv) the date on which the member's name was entered on the register;
 - (v) the apical ancestor from whom the member is descended;
 - (vi) whether the person is an Associate Member.
- (b) The register may also contain any other name by which the member is or was known.

6.3 Corporation to maintain register of former members

- (a) The Corporation must set up and maintain a register of former members.
- (b) The Corporation may maintain the register of former members in one document with the register of members.

6.4 Information on the register of former members

6.4.1 Information about individuals

- (a) The register of former members must contain the following information about each individual who stopped being a member within the last seven years:

- (i) the member's given and family name;
 - (ii) the member's residential address;
 - (iii) whether they were an Associate Member; and
 - (iv) the date on which the individual stopped being a member.
- (b) The register may also contain any other name by which the individual is known.

6.5 Location and inspection of registers of members and former members

6.5.1 Location of registers

The Corporation must keep the register of members and the register of former members at:

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

6.5.2 Right to inspect registers

- (a) Any person has the right to inspect the registers.
- (b) If the registers are not kept on a computer, the Corporation must allow the person to inspect the registers.
- (c) If the registers are kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the Corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

- (a) A member may inspect the registers without charge.
- (b) A person who is not a member may inspect the registers only on payment of any fee required by the Corporation.

6.5.4 Right to get copies

The Corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) to the person who:

- (a) asks for the copy; and
- (b) pays any fee (up to the prescribed amount) required by the Corporation.

6.6 Making register of members available at AGM

The Corporation must:

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

6.7 Provision of registers to Registrar

If the Registrar requests a copy of one, or both, of the registers, it must be provided within 14 days or such longer period as the Registrar specifies.

7 Annual general meetings (AGMs) and general meetings

7.1 AGMs

7.1.1 Holding AGMs

- (a) The Corporation must hold an AGM within 5 months after the end of its financial year.

7.1.2 Extension of time for holding AGMs

- (a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM, provided the application is made before the end of that period.
- (b) If the Registrar grants an extension, the Corporation must hold its AGM within the period specified by the Registrar.

7.1.3 Business of AGM

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

- (a) confirmation of the minutes of the previous meeting, except at the first AGM;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (c) the election of Directors;
- (d) the appointment and remuneration of the auditor (if any);
- (e) checking of details on the register of members (see rule 6.6(b));
- (f) asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any);
- (g) reviewing the status of any trust or trusts of which the Corporation is trustee; and

- (h) reporting on all relevant matters affecting the trusts of which the Corporation is trustee.

7.2 General Meetings

7.2.1 Purpose of general meeting

A general meeting must be held for a proper purpose.

7.2.2 Time and place of general meeting

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

7.2.3 Business of general meeting

The business at each general meeting must include:

- (a) all matters set out in the notice of the general meeting; and
- (b) any general business.

7.3 Calling general meetings

7.3.1 Directors may call meetings

The Directors may call a general meeting of the Corporation by ordinary resolution.

7.3.2 Members may ask Directors to call general meetings

- (a) The Directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under this rule, being the greater of:
 - (i) the number of members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, 5 members; or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, 10% of the members.
- (b) A request under rule 7.3.2(a) must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) nominate a member to be the contact member on behalf of the members making the request; and

- (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

7.3.3 Directors may apply to deny a member's request to call a general meeting

- (a) If the Directors resolve:
 - (i) that a request under rule 7.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 7.3.2 would be contrary to the interest of the members as a whole;

a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request.

- (b) An application must:
 - (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 Timing for a requested general meeting

- (a) The Directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
 - (i) a Director has applied to deny a request; and
 - (ii) the Registrar refuses that request;

the Directors must call the meeting within 21 days after being notified of the Registrar's decision.

7.4 Requirements for notice of a general meeting

7.4.1 Notice for general meeting

- (a) At least 21 days' notice must be given of a general meeting.
- (b) The Corporation:
 - (i) may call an AGM on shorter notice, if all the members agree beforehand; and
 - (ii) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.
- (c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in place of a Director removed; or
 - (iii) remove an auditor.

Note Shorter notice cannot be given for these kinds of meetings.

7.4.2 Requirement to give notice of general meeting to members, officers and observers

- (a) The Corporation must give written notice of a general meeting to the following people:
 - (i) each member entitled to vote at the meeting;
 - (ii) each Associate Member;
 - (iii) each Director;
 - (iv) the secretary (if any); and
 - (v) the Contact Person (if any).
- (b) The Corporation may give the notice of meeting to a member:
 - (i) personally; or
 - (ii) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
 - (iii) by sending it by fax to a number or electronic address (if any) nominated by the member; or
 - (iv) by sending it by other electronic means (if any) nominated by the member.
- (c) A notice of meeting:

- (i) sent by post is taken to be received 5 business days after it is posted;
- (ii) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

7.4.3 Requirement to give notice of general meeting and other communications to auditor

The Corporation must give its auditor (if any):

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

7.4.4 Contents of notice of general meeting

- (a) A notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting's business;
 - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and
 - (iv) if a member is entitled to appoint a proxy, contain a statement setting out:
 - (A) that the member has a right to appoint a proxy; and
 - (B) whether or not the proxy needs to be a member of the Corporation.
- (b) The information included in a notice of a general meeting must be worded and presented in a clear, concise and effective manner.

7.5 Failure to give notice

A general meeting, or any proceeding at a general meeting, will not be invalid just because:

- (a) the notice of the general meeting has accidentally not been sent; or
- (b) a person has not received the notice.

7.6 Members' resolutions

7.6.1 Notice of members' resolutions

- (a) If a member wishes, or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the Corporation by at least the required number of members under rule 7.6.1(d) .
- (b) A notice of a members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the member(s) proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) For the purposes of rule 7.6.1(a), the required number of members is the greater of:
 - (i) the number of members prescribed by the Regulations and applicable to the Corporation for the purposes of giving such a notice, or, if none is prescribed, 5 members; or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the Corporation for the purposes of giving such a notice, or, if none is prescribed, 10% of the members.
- (e) For clarification, an Associate Member may not move a resolution at a general meeting.

7.6.2 Consideration of members' resolutions

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

7.6.3 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its members a statement about:
 - (i) a resolution that is proposed to be moved at the general meeting;
or
 - (ii) any other matter that may be considered at that general meeting.
- (b) This request must be:
 - (i) made by at least the required number of members under rule 7.6.3(f);
 - (ii) in writing;
 - (iii) signed by the members making the request; and
 - (iv) given to the Corporation.
- (c) Separate copies of a document setting out the request may be issued for signing by members if the wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3(b), the required number of members is the greater of:
 - (i) the number of members prescribed by Regulations and applicable to the Corporation for the purposes of making such a request, or, if none is prescribed, 5 members; or
 - (ii) the percentage of members prescribed by the regulations and applicable to the Corporation for the purposes of making such a request, or, if none is prescribed, 10% of the members.

7.7 Quorum for general meeting

7.7.1 Quorum

The quorum for a meeting of the Corporation is:

- (a) if the Corporation has 30 or more members:
 - (i) the quorum for a meeting of the Corporation is 15 members; and
 - (ii) a majority of the Active Descent Groups must be represented.
- (b) if the Corporation has between 3 and 30 members:
 - (i) the quorum for a meeting of the Corporation is 6 members; and
 - (ii) a majority of the Active Descent Groups must be represented.
- (c) if the Corporation has less than 3 members, the quorum for a meeting of the Corporation is 2 members;
- (d) For clarification, for the purposes of a quorum, Associate Members are not counted.

7.7.2 Quorum to be present

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, individuals attending as proxies or body corporate representatives will be counted as follows:
 - (i) if a member has appointed more than 1 proxy or representative, only 1 of them will be counted;
 - (ii) if an individual is attending both as a member and as a proxy or body corporate representative, counting that individual only once.

7.7.3 Adjourned meeting where no quorum

- (a) A meeting of the Corporation's members that does not have a quorum present within 2 hours after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise.
- (b) If no quorum is present at the resumed meeting within 1 hour after the time for the meeting, the meeting is dissolved.

7.8 Chairing general meeting

- (a) The Directors may elect an individual to chair general meetings.
- (b) If a chair has not been elected or the chair is not available or does not want to chair the meeting, the Directors must elect an individual present to chair the meeting.
- (c) The members at a general meeting must elect a member present to chair the meeting (or part of it) if:
 - (i) the Directors have not already elected a chair; or
 - (ii) a previously elected chair is not available, or does not want to chair the meeting.
- (d) The chair must adjourn a general meeting if the majority of members present agree or direct that the chair do so.

7.9 Use of technology for general meeting

The Corporation may hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at general meetings

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

7.11 Voting at general meetings

7.11.1 Entitlement to vote

- (a) At a general meeting, each member who is a descendant of Pintharra, Johnson Moreton, Frank Wilson, Ida Temple (Waterbag), Moe Rie Warren, Innis Pascoe, Dinah, Ada Lancaster, Annie Punda (Athnamu) and Nara Jira Para Descent Groups has 1 vote, both on a show of hands and a Poll.
- (b) The chairperson has a casting vote, and also, if he or she is a member, any vote he or she has as a member.

7.11.2 Objections to right to vote

A challenge to a right to vote at a general meeting:

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

7.11.3 How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority of attendee Members and a majority of Descent Groups, on a show of hands unless the members at the meeting decide by resolution that a vote is to be by Poll or a Poll is demanded in accordance with these rules.
- (b) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

7.11.4 Matters on which members can demand a Poll

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

7.11.5 When members can demand a Poll

- (a) At a general meeting, a Poll may be demanded by:
 - (i) at least 5 members entitled to vote on a resolution;
 - (ii) members with at least 5% of the votes that may be cast on the resolution on a Poll; or
 - (iii) the chair.
- (b) The Poll may be demanded:
 - (i) before a vote is taken;

- (ii) before the voting results on a show of hands are declared; or
- (iii) immediately after the voting results on a show of hands are declared.

7.11.6 When and how Polls must be taken

- (a) At a general meeting, a Poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (b) At a general meeting, a Poll demanded on other matters must be taken when the chair directs.

7.11.7 Matters upon which members may not vote

To remove any doubt a motion cannot be proposed, and members cannot vote, on any decision which state or federal legislation, or the terms of a particular trust of which the Corporation is trustee, requires to be made in a manner other than a vote by members of the Corporation.

7.12 Resolutions without a general meeting

- (a) The Corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under rule 7.12(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under rule 7.12(a) is passed when the last eligible voting member signs.
- (e) The Corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:
 - (i) to give members information or a document relating to the resolution by giving members that information or document with the document to be signed;
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution by lodging a copy of the document to be signed by members; and
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution by lodging a copy of the information or documents referred to in rule 7.12(e)(i) .
- (f) The passage of the resolution satisfies any requirement in the Act, or the Corporation's rules, that the resolution be passed at a general meeting.
- (g) This rule does not affect any rule of law relating to the assent of members not given at a general meeting.

7.13 Proxies

7.13.1 Who may appoint a proxy

- (a) A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting substantially in accordance with the form at schedule 4.
- (b) The person appointed as a member's proxy may be an individual who is a Native Title Holder.
- (c) The appointment may specify the proportion or number of votes that the proxy may exercise if the person appointing the proxy has more than one vote.

7.13.2 Rights of proxies

- (a) Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) to speak at the meeting;
 - (ii) to vote (but only to the extent allowed by the appointment); and
 - (iii) to join in a demand for a Poll.
- (b) A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
- (c) A person must not exercise proxies for more than 3 members.

Note However, a contravention of this rule 7.13.2(c) does not affect the validity of the votes cast.

7.13.3 Appointing a proxy

- (a) An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the Regulations, by the member making the appointment and contains the following information:
 - (i) the member's name and address;
 - (ii) the Corporation's name;
 - (iii) the proxy's name or the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (c) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
 - (i) the proxy need not vote on a show of hands, but if the proxy does so, must vote that way;

- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (iii) if the proxy is the chair, the proxy must vote by Poll, and must vote that way; and
 - (iv) if the proxy is not the chair, the proxy need not vote by Poll, but if the proxy does so, the proxy must vote that way.
- (d) If a proxy is also a member, rule 7.13.3(c) does not affect how the person casts any votes they hold as a member.
 - (e) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the Corporation sending to members:
 - (i) a list of persons willing to act as proxies; or
 - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
 - (f) An appointment of a proxy does not have to be witnessed.
 - (g) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.13.4 Receipt of proxy documents

- (a) For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the Corporation at least 48 hours before the meeting:
 - (i) the proxy's appointment;
 - (ii) if the appointment is signed by the appointer's attorney, the authority or a certified copy of the authority.
- (b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies may be reduced.

7.14 Questions at AGMs

7.14.1 Questions and comments by members on Corporation management at AGM

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

7.14.2 Questions by members of auditors at AGM

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

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

7.15 Adjourned meetings

7.15.1 When resolution passed after adjournment of meeting

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

7.15.2 Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

7.15.3 Re-notification of adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 21 days notice must be given to members, Directors and the secretary or contact person of the day, time and place when the general meeting will be resumed.

7.16 Who, other than members, may attend general meetings

7.16.1 Observers

An observer under rule 5.8:

- (a) may attend annual general meetings and general meetings of the Corporation;
- (b) does not have a right to address the meetings; and
- (c) cannot vote on any resolutions proposed at the meetings.

7.16.2 Eligible persons

- (a) A person who is eligible to become a member of the Corporation but who is not a member of the Corporation:
 - (i) may attend annual general meetings and general meetings of the Corporation;
 - (ii) does not have a right to address the meetings; and
 - (iii) cannot vote on any resolutions proposed at the meetings.
- (b) A person who is eligible to become a member of the Corporation but who is not a member of the Corporation must be invited to apply for membership of the Corporation by a Director of the Corporation at the end of the first meeting attended by that person.

7.16.3 Employees or invitees of the Corporation

- (a) The board of Directors may invite a non-member, including any person employed by the Corporation in any capacity, to attend or to address a meeting of the Corporation.
- (b) A validly appointed proxy is taken to be an invitee of the Corporation for the purpose of rule 7.16.3.

7.17 Postponing a general meeting or AGM

- (a) After notice has been given for a general meeting or AGM the 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).
- (b) The Directors postpone the meeting by passing a resolution in a Directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.
- (c) The Directors must give reasonable notice of the postponement and give each member a notice of the postponed meeting setting the new date, time and place.

8 Native Title Decisions

8.1 Native Title Decision-making

8.1.1 High Level Native Title Decisions

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

- (a) has ensured that the Elders Council understand the nature and purpose of the proposed High Level Native Title Decision;
- (b) has used its best endeavours to ascertain the identity of the Native Title Holders;

- (c) has ensured that the Native Title Holders understand the nature and purpose of the proposed High Level Native Title Decision, and the extent, if any, of any claims, actions or debts to which the affected Native Title Holders may be liable as a result of the High Level Native Title Decision;
- (d) has considered the views of the Elders Council about the proposed High Level Native Title Decision and has conveyed those views to the Native Title Holders; and
- (e) is satisfied that the Native Title Holders consent to the making of the proposed High Level Native Title Decision and have given a direction to the Corporation to make the High Level Native Title Decision.

8.1.2 Low Level Native Title Decisions

The Corporation shall not make a Low Level Native Title Decision unless it is satisfied that the Elders Council:

- (a) understands the nature and purpose of the proposed Low Level Native Title Decision; and
- (b) consents to the proposed Low Level Native Title Decision.

Note: Rule 8.1.2 is an alternative consultation process for the purpose of Regulation 8A of the Native Title (Prescribed Bodies Corporate) Regulations 1999 (Cth).

8.2 Evidence of Consultation and Consent

- (a) The Corporation must not be taken to have ensured that the Native Title Holders understand the nature and purpose of the proposed Native Title Decision, and the extent, if any, of any claims, actions or debts to which the Native Title Holders may be liable as a result of the Native Title Decision unless the Corporation has obtained a document, signed in accordance with rule 8.2(d), that certifies:
 - (i) that the Native Title Holders have been consulted about and have consented to the proposed decision; or
 - (ii) that:
 - (A) the proposed decision is of a kind about which the Native Title Holders have been consulted; and
 - (B) the Native Title Holders have decided that the Corporation can make decisions of that kind.
- (b) A document is a certificate in accordance with rule 8.2(a)(i) if it complies with the requirements set out in **Schedule 2A** to these rules.
- (c) A document is a certificate in accordance with rule 8.2(a)(ii) if it complies with the requirements set out in **Schedule 2B** to these rules.
- (d) A document is signed in accordance with this rule if:

- (i) it is signed by 5 members of the Corporation who are Native Title Holders; or
- (ii) If there are fewer than 5 members of the Corporation who are Native Title Holders, signed by:
 - (A) those members of the Corporation who are Native Title Holders; and
 - (B) 5 additional Native Title Holders.

8.3 Decision making process

- (a) The Corporation may request standing instructions from the Native Title Holders indicating:
 - (i) The particular process of decision making that, under the traditional laws and customs of the Native Title Holders, must be followed in relation to the giving of the consent for the making of a Native Title Decision; or
 - (ii) If rule 8.3(a)(i) does not apply, the process of decision making agreed and adopted by them for the proposed Native Title Decision or for decisions of the same kind as that decision; and
 - (iii) The process to be used by the Corporation to consult the Native Title Holders; and
 - (iv) How decisions made by the Native Title Holders are to be conveyed to the Corporation.
- (b) The Native Title Holders may change the standing instructions given pursuant to rule 8.3(a) from time to time.
- (c) Subject to these rules and the Native Title (Prescribed Body Corporate) Regulations 1999 (Cth) (Schedule 6), the Corporation must comply with any standing instructions provided pursuant to rule 8.3(a) when consulting with, or seeking the consent or agreement of, the Native Title Holders.
- (d) To avoid doubt, the descendants of Ela (Illa) and Eliza (wife of Tom Ware) are common law holders as a result of their Wuthathi connections. The Corporation must consult and obtain the consent of the descendants of Ela (Illa) and Eliza (wife of Tom Ware) in accordance with rule 8.3(a) as part of the process for making a Native Title Decision.

8.4 More than one group

If the Corporation holds or manages a native title interest in land and waters for more than one group of Native Title Holders, the Corporation must consult with

and obtain the consent of only those groups of Native Title Holders whose native title rights or interests would be affected by the proposed Native Title Decision.

9 Statutory Title Decisions

9.1 Statutory Title Decision-making

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

- (a) has used its best endeavours to ascertain the identity of the Statutory Title Holders; and
- (b) is satisfied that:
 - (i) the Statutory Title Holders understand the nature and purpose and effect of the proposed Statutory Title Decision and are given an opportunity to express their views on and are generally in agreement with the proposed Statutory Title Decision; and
 - (ii) if the Statutory Title Decision involves the transfer of trust land, that the Statutory Title Decision is approved by Special Resolution at a general meeting of the Corporation where the Special Resolution includes agreement to the transfer of the land proposed to be transferred and of all assets and liabilities proposed to be transferred (refer s109ALA).

9.2 Evidence of Consultation and Consent

- (a) The Corporation must not be taken to be satisfied that the Statutory Title Holders understand the nature and purpose of the proposed Statutory Title Decision unless the Corporation has obtained a document, signed in accordance with rule 8.2(d), that certifies that the Statutory Title Holders have been consulted about and understand the nature and purpose of the proposed Statutory Title Decision and are generally in agreement with the making of that decision.
- (b) A document is a certificate in accordance with rule 9.2(a) if it complies with the requirements set out in **Schedule 2C** to these rules.
- (c) A document is signed in accordance with this rule if it is signed by 5 members of the Corporation who are Statutory Title Holders and, if the Statutory Title Decision involves the transfer of trust land, who were present at the general meeting referred to at rule 9.1(b)(ii).

10 Cultural Heritage Decisions

- (a) Each Cultural Heritage Decision must be made in accordance with this rule.
- (b) The Corporation shall not make a Cultural Heritage Decision unless it is satisfied that the Elders Council:
 - (i) understands the nature and purpose of the proposed Cultural Heritage Decision; and

- (ii) consents to the proposed Cultural Heritage Decision.

11 Directors of the Corporation

11.1 Number of Directors

11.1.1 Minimum number of Directors

If the Corporation has:

- (a) 1 member, the Corporation must have 1 Director;
- (b) 2 members, the Corporation must have 2 Directors;
- (c) more than 2 members, the Corporation must have at least 3 Directors.

11.1.2 Maximum number of Directors

- (a) The Corporation must not have more than 10 Directors.

11.1.3 Composition of Directors

- (a) The Directors must always comprise an equal number of representatives from each of the Active Descent Groups.
- (b) Each of the following Descent Groups is entitled to appoint one director, nominated by the corresponding Descent Group and ratified at a general meeting of the Corporation:
 - (i) Pintharra;
 - (ii) Johnson Moreton;
 - (iii) Frank Wilson;
 - (iv) Ida Temple (Waterbag);
 - (v) Moe Rie Warren;
 - (vi) Innes Pascoe;
 - (vii) Dinah;
 - (viii) Ada Lancaster;
 - (ix) Annie Punda (Athanamu); and
 - (x) Nara Jira Para.
- (c) If at any time the composition of the Directors does not comply with rule 11.1.3(a), a vacancy must be filled by the Directors appointing a member of the Corporation who is a member of the same Descent Group as the member whose position is to be filled. For any time when the composition of the Directors does not comply with rule 11.1.3(a), the Directors will still be

properly constituted and all decisions of the Directors that would otherwise be valid, will be valid.

11.2 Eligibility to be a Director

11.2.1 Eligibility for appointment as a Director

- (a) An individual is eligible for appointment as a Director if they:
 - (i) are an individual who is eligible to apply for membership of the Corporation and who is a member of one of the Descent Groups listed in rule 11.1.3(b)(i) - 11.1.3(b)(x); and
 - (ii) have a director ID or must apply for a director ID within 28 days of their appointment and give the Corporation their director ID as soon as they have it.
- (b) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act may only be appointed as a Director of the Corporation if the appointment is made:
 - (i) with permission granted by the Registrar; or
 - (ii) with leave granted by the court.

11.2.2 Majority of Director requirements

- (a) A majority of the Directors must ordinarily reside in Australia.
- (b) A majority of the Directors must not be employees of the Corporation.
- (c) The chief executive officer:
 - (i) may be a Director but cannot chair the Director's meetings; and
 - (ii) counts as an employee for the purposes of rule 11.2.2(b).

11.2.3 Consent to act as Director

- (a) Before a person may be appointed as a Director, that person must give the Corporation a signed consent to act as a Director of the Corporation.
- (b) The Corporation must keep the consent.

11.3 Directors on registration

A person becomes a Director, secretary or contact person of the Corporation on registration of the Corporation if the person is specified in the application for incorporation and they have given their consent.

11.4 Becoming a Director by appointment

11.4.1 The Corporation may appoint a Director

- (a) The Corporation may appoint a person as a Director by resolution passed in general meeting.

- (b) Members from each Active Descent Group listed in rule 11.1.3(b)(i) - 11.1.3(b)(x) must provide to the general meeting at which the appointment of Directors is being considered, 1 nomination from within that Descent Group for persons to be appointed as Directors.
- (c) Only members of the Descent Group to which the person nominated to be appointed as a Director belongs may vote on a resolution to appoint that person.
- (d) If a member belongs to more than one Descent Group, that member may only vote on a resolution for the appointment of a director from one Descent Group.
- (e) For the purpose of appointing directors or confirming the appointment of directors under rule 11.4.1(d), the quorum is 3 members from the same Descent Group as the nominated director.
- (f) If a quorum for appointing directors is not present within 2 hour after the time for the meeting set out in the notice, that part of the meeting dealing with the appointment of a director is adjourned to the same time of the same day in the following week and to the same place, unless the directors specify otherwise.
- (g) If a meeting is adjourned under rule 11.4.1(f), only:
 - (i) The chairperson;
 - (ii) such directors are able to attend; and
 - (iii) members from the same Descent Group as the director(s) who could not be appointed due to lack of a quorum
 shall attend the meeting.
- (h) If no quorum is present at the meeting referred to in rule 11.4.1(f) within 1 hour after the time for the meeting, the meeting is dissolved.

11.4.2 Directors may appoint other Directors to make up a quorum

- (a) As long as the maximum number of Directors is not exceeded, the Directors of the Corporation may appoint a person who is eligible to be a director under clause 11.1.3(b) as a Director to make up a quorum.
- (b) If a person is appointed under rule 11.4.2(a), the Corporation must confirm the appointment by resolution at the Corporation's next AGM. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the AGM.

11.5 Term of appointment

- (a) Directors are appointed for a term of 2 years.
- (b) A Director is eligible for reappointment.
- (c) If the terms of appointment of all of the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended

until the next general meeting that occurs after the last Director's appointment has expired.

11.6 Alternate Directors

- (a) With the other Directors' approval, a Director (appointing Director) may appoint an alternate to exercise some or all of the Director's powers for a specific period.
- (b) The alternate Director must be from the same Descent Group as the Director who appoints them.
- (c) If the appointing Director asks the Corporation to give the alternate Director notice of Directors' meetings, the Corporation must do so.
- (d) The appointing Director may terminate the alternate Director's appointment at any time.
- (e) An appointment of an alternate Director or the termination of an alternate Director must be in writing. A copy must be given to the Corporation and notice provided to the Registrar within 28 days of the appointment.

11.7 How a person ceases to be a Director

11.7.1 A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director as provided for in rule 11.8;
- (c) the term of the person's appointment as a Director expires;
- (d) the person is removed as a Director by the members as provided for in rule 11.9.1;
- (e) the person is removed as a Director by the other Directors as provided for in rule 11.9.2; or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

11.8 Resignation of Director

- (a) A Director may resign as a Director by giving notice of resignation in writing to the Corporation.
- (b) A notice of resignation must be in writing.

11.9 Process for removing a Director

11.9.1 Removal by members

- (a) The Corporation may, by resolution in general meeting, remove a Director from office despite anything in:
 - (i) the Corporation's Rule Book;

- (ii) an agreement between the Corporation and the Director concerned; or
 - (iii) an agreement between any or all members of the Corporation and the Director concerned.
- (b) The Corporation may, by resolution in general meeting, remove a Director where there has been consultation with the Descent Group to which the Director being removed belongs and the Descent Group's agreement has been obtained in relation to the removal of that Director and the appointment of another member of that Descent Group to be a Director until the next annual general meeting of the Corporation.
- (c) Notice of a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held and must in all respects, accord with rule 7.6. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (d) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (e) The Director concerned is entitled to put his or her case to members by:
 - (i) giving the Corporation a written statement for circulation to members; and
 - (ii) speaking to the motion at the meeting.
- (f) The Corporation is to circulate the written statement given under rule 11.9.1(e)(i) to members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 11.9.1(f)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (g) The written statement given under rule 11.9.1(e)(i) does not have to be circulated to members if it is defamatory.
- (h) If a person is appointed to replace a Director removed under this rule, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director;is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

11.9.2 Removal by other Directors

- (a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' meetings.
- (b) The Directors may remove a Director by resolution in a Directors meeting only after the other Directors have consulted with the Descent Group to which the Director being removed belongs and obtained their agreement to the removal of that Director and the appointment of another member of that Descent Group to be a Director until the next annual general meeting of the Corporation.
- (c) Rule 11.9.2(a) operates despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the Director concerned; or
 - (iii) an agreement between any or all members and the Director concerned.
- (d) Before removing the Director concerned, the Directors must give the Director concerned notice in writing:
 - (i) stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and
 - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
- (e) If the Director concerned does not object, the Directors must remove the Director concerned.
- (f) If the Director concerned does object:
 - (i) the Directors cannot remove the Director concerned;
 - (ii) the Corporation, by resolution in general meeting, may remove the Director in accordance with rule 11.9.1.
- (g) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (h) If a person is appointed to replace a Director removed under this rule, the time at which the replacement Director is to retire, is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

11.10 Eligibility, and election and role of chairperson

11.10.1 The directors may appoint a chairperson who is:

- (a) A director; and

(b) Elected by a majority vote of the directors at a meeting of the directors.

11.10.2 The role of the chairperson is to chair meetings of the Corporation and directors' meetings. The chairperson can also take on any other roles allocated to them under rule 13.7.

11.10.3 A director elected as chairperson must give the Corporation a signed consent to act as a chairperson of the Corporation before being appointed.

11.10.4 A chairperson is appointed for a term of 2 years.

11.10.5 Where a chairperson resigns, or the position of chairperson otherwise becomes vacant, a director must be elected and appointed in accordance with these rules 11.10 to fill the vacancy. The incoming chairperson serves the remaining portion of the vacating chairperson's term.

11.11 Eligibility and election of deputy chairperson

11.11.1 The directors may appoint a deputy chairperson who is:

(a) A director; and

(b) Elected by a majority vote of the directors at a meeting of the directors.

11.12 Appointment of deputy chairperson

11.12.1 A director elected as deputy chairperson must give the Corporation a signed consent to act as a deputy chairperson of the Corporation before being appointed.

11.12.2 A deputy chairperson is appointed for a term of 2 years.

11.12.3 Where a deputy chairperson resigns, or the position of deputy chairperson otherwise becomes vacant, a director must be elected and appointed in accordance with these rules 11.12 to fill the vacancy.

11.12.4 Where the chairperson is not present at directors' meetings, general meetings or any other forum at which the chairperson is required or cannot otherwise act as chairperson, the deputy chairperson is to assume the role of chairperson for the particular purpose or event.

11.12.5 For the removal of doubt, any reference to chairperson in these rules means deputy chairperson where the chairperson is not present or unwilling or unable to act as chairperson.

11.12.6 If the chairperson or deputy chairperson is not available or willing to chair a meeting, the directors will elect a director to chair the meeting. If the directors do not elect a chair in the absence of the chairperson or deputy chairperson, the members can appoint a person to chair the meeting.

12 General duties

- (a) The Directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:
 - (i) a duty of care and diligence;
 - (ii) a duty of good faith;
 - (iii) a duty of disclosure of material personal interests (see rule 13.3);
 - (iv) a duty not to improperly use position or information;
 - (v) a duty to prevent insolvent trading.
- (b) The Directors will be liable, to the extent provided by law, for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

13 Functions, powers and duties of Directors

13.1 Powers of Directors

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all the powers of the Corporation except any that the Act or the Corporation's Rule Book requires the Corporation to exercise in general meeting.
- (c) The Directors may accept, and act in accordance with, any standing authority granted to them by the beneficiaries of any trust of which the Corporation is trustee.

13.2 Duty of Director to comply with Directors Code of Conduct

- (a) The Directors must comply with the Directors Code of Conduct in Schedule 3.
- (b) The Directors may review and amend the Code of Conduct from time to time, in order to ensure that the Code of Conduct promotes good governance of the Corporation.

13.3 Duty of former Directors to hand over to new Directors

- (a) Directors must attend the first Directors' meeting after the end of their term for the purpose of handing over to the new Director.
- (b) The Corporation must assist former Directors to comply with subrule (a).

13.4 Duty of Director to disclose material personal interests

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless this rule 13.3(b) says otherwise.
- (b) A Director does not need to give notice of an interest under rule 13.3(a) if:
 - (i) the interest:
 - (A) arises because the Director is a member and is held in common with the other members; or
 - (B) arises in relation to the Director's remuneration as a Director; or
 - (C) relates to a contract the Corporation is proposing to enter into that is subject to approval by members and will not impose any obligation on the Corporation if it is not approved by the members; or
 - (D) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Corporation; or
 - (E) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in subclause 13.3(b)(i)(D); or
 - (F) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Corporation (but only if the contract does not make the Corporation or a related body corporate the insurer); or
 - (G) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate; or
 - (ii) all the following conditions are satisfied:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 13.3(a); and
 - (B) if a person who was not a Director when the notice under rule 13.3(a) was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - (iii) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

- (c) The notice required by rule 13.3(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest;
 - (B) the relation of the interest to the affairs of the Corporation;
and
 - (ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.
- (d) The details of the notice required by rule 13.3(a) must be recorded in the minutes of the meeting.
- (e) A contravention of rule 13.3 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (f) Rule 13.3 does not apply to the Corporation if the Corporation has only 1 Director.

13.5 Remuneration

- (a) The Directors are not to be paid remuneration.
- (b) Rule 13.5(a) does not prevent:
 - (i) a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or
 - (ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided that rule 13.3 has been complied with.
- (c) The Corporation may pay the Directors' travelling and other expenses that the Directors incur:
 - (i) in attending Director's meetings or any meetings of committees of Directors;
 - (ii) in attending any general meetings of the Corporation;
 - (iii) in connection with the Corporation's business.

13.6 Negotiable instruments

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

13.7 Delegation

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

13.8 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) the Corporation or entity must:
 - (A) obtain the approval of the members in the way set out in Division 290 of the Act; and
 - (B) give the benefit within 15 months after the approval; or
 - (ii) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract; and
 - (ii) the making of the contract was approved in accordance with rule 13.8(a)(i)(A); and
 - (iii) the contract was made:
 - (A) within 15 months after that approval; or
 - (B) before that approval, if the contract was conditional on the approval being obtained;

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

13.9 Conflicts of interest

The Corporation must not act in a way that advances its own interests rather than those of any trust of which the Corporation is a trustee or member.

14 Directors meetings

14.1 Frequency of Directors' meetings

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

14.2 Calling and giving notice of Directors' meetings

- (a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.
- (b) A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.
- (c) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (d) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (e) A resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting under rule 14.2(d) or in giving notice of any changes to the item, date or place of the Directors' meeting.

14.3 Quorum at Directors' meetings

The quorum for a Directors' meeting is a majority of the Directors, and the quorum must be present at all times during the meeting.

14.4 Chairing Directors' meetings

- (a) The Chairperson is to chair directors' meeting.
- (b) The Directors must elect a Director present to chair a meeting, or part of it, if:
 - (i) a Director has not already been elected to chair the meeting; or
 - (ii) a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

14.5 Use of technology

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

14.6 Resolutions at Directors' meetings

14.6.1 Passing of Directors resolutions

- (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The chairperson has a casting vote if necessary in addition to any vote they have as a director.
- (c) Resolutions are, as far as reasonably practicable, to be carried only after applicable Aboriginal Traditional Lore and Custom decision making processes have been followed by the Directors and pursuant to the principle that no man or woman speaks for another man or woman's country.

14.6.2 Circulating resolutions if the Corporation has more than 1 Director

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document under rule 14.6.2(a) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 14.6.2(a) is passed when the last Director signs.

14.6.3 Resolutions and Declarations of 1 Director Corporation

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

14.6.4 People who may attend Directors' meetings

- (a) A Director may invite a person who is not a Director of the Corporation to attend or address a Directors' meeting.
- (b) A person who is not a Director:
 - (i) may not speak at a Directors' meeting unless a majority of the board of Directors' first agree that the person may address the meeting;
 - (ii) may be required to leave the Directors' meeting at any time by a majority of the board of Directors; and
 - (iii) cannot vote on any matters decided by the board of Directors.

15 Secretary or contact person

15.1 Requirements for a secretary or contact person

15.1.1 Who may be a secretary or contact person

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

15.1.2 Consent to act as secretary or contact person

- (a) The Corporation must receive a signed consent from a person to act as secretary or contact person of the Corporation, before that person is appointed as secretary or contact person of the Corporation.
- (b) The Corporation must keep each consent received under rule 15.1.2(a).

15.1.3 Becoming a secretary or a contact person on registration

- (a) A person becomes a secretary or a contact person of the Corporation on registration of the Corporation, if the person is specified in the application with his or her consent as a proposed secretary or contact person of the Corporation.
- (b) If:
 - (i) the Corporation is registered as a small or medium corporation; and
 - (ii) the application for registration does not specify a person to be the contact person for the Corporation;

the applicant becomes the contact person for the Corporation upon registration.

- (c) If:
 - (i) a person is specified on the application for registration of the Corporation as the contact person for the Corporation; and
 - (ii) that person is specified without his or her consent; and
 - (iii) before registration, the Registrar becomes aware of that fact; and
 - (iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the contact person for the Corporation on registration;

the applicant becomes the contact person for the Corporation upon registration.

15.1.4 How a secretary or contact person is appointed

The Directors appoint a secretary or contact person.

15.2 Terms and conditions of office

15.2.1 Terms and conditions of office for secretaries

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

15.2.2 Terms and conditions of contact person's appointment

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

15.3 Duties of secretary and contact person

15.3.1 Contact person must pass on communications received

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

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

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

15.3.2 Secretary must pass on communications received

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

15.3.3 Effectiveness of acts by secretaries

- (a) An act done by a secretary is effective even if their appointment is invalid because the Corporation or secretary did not comply with the Corporation's Rule Book or the Act.
- (b) Rule 15.3.3(a) does not deal with the question of whether an effective act by a secretary:
 - (i) binds the Corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

16 Elders Council

16.1 Purpose of Elders Council

Within 28 days of this rule coming into force, the Directors must establish an Elders Council as a committee of the Corporation to:

- (a) further the objectives of the Corporation in rule 3 to support and recognise the importance of elders in relation to the preservation of land and sea in accordance with Wuthathi lore and custom;
- (b) assist and advise the Directors to meet their obligations under rule 12;
- (c) provide advice on all cultural lore and custom to the Directors and members;
- (d) assist the Directors and Native Title Holders with making Native Title Decisions and Cultural Heritage Decisions as provided for this Rule Book;
- (e) assist in resolving disputes in accordance with traditional lore and custom as provided for in rule 21;
- (f) appoint representatives to serve on any committees of the corporation as the Elders Council deem appropriate; and
- (g) establish a pathway for the appointment of future Elders Council members.

16.2 Composition of Elders' Council

- (a) The Elders Council shall be comprised of persons who have been through Bora, for both men and women in accordance with Wuthathi lore and custom.
- (b) The Corporation will maintain a register of the names of the Elders Council members.

16.3 Meetings of the Elders Council

- (a) The Elders Council shall meet as often as required and the business of the meeting shall be determined by the members of the Elders' Council.

- (b) Elders Council members may invite Directors to attend Elders Council meetings.
- (c) Elders Council may appoint representatives to attend Directors' meetings to provide advice to Directors.
- (d) Decisions by the Elders Council shall be made in accordance with a decision-making process agreed to by the members of the Elders Council.

17 Execution of document and the common seal of the Corporation

17.1 Corporation may have a common seal

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

17.2 Execution of documents

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

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

17.2.2 Execution of documents (including deeds) by the Corporation

- (a) The Corporation may execute a document without using a common seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) a Director and a secretary (if any); or
 - (iii) if the Corporation has only 1 Director, that Director.
- (b) If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 Directors;

- (ii) a Director and a secretary; or
 - (iii) if the Corporation has only 1 Director, that Director.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 17.2.2(a) or 17.2.2(b).
- (d) Rule 17.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

18 Finances and record keeping

18.1 Application of funds and property

- (a) Subject to the Act and the Corporation's Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors in accordance with the Rule Book to carry out the Corporation's objectives.
- (b) Subject to the Act and the Corporation's Rule Book, no portion of the funds and property of the Corporation may be paid or distributed to any member of the Corporation.
- (c) Nothing in rule 18.1(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualification, role and responsibilities of the member as an employee); or
 - (ii) reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

18.2 Minutes of meetings

18.2.1 Obligations to keep minutes

- (a) The Corporation must keep minute books in which it records within 1 month:
 - (i) proceedings and resolutions of general meetings;
 - (ii) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
 - (iii) resolutions passed by members without a meeting;
 - (iv) resolutions passed by Directors without a meeting; and
 - (v) if the Corporation has only 1 Director, the making of declarations by the Director.

- (b) The minutes of the meeting may be kept:
 - (i) in writing, or
 - (ii) by means of audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual recording of the meeting, the Corporation must ensure that, on the recording:
 - (i) each person attending the meeting states their name; and
 - (ii) if a person attending a meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting;

signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio visual recording, the Corporation must ensure that either:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting;

signs a declaration under rule 18.2.1(f) within a reasonable time frame after the first meeting.
- (f) The declaration under this rule must
 - (i) identify the audio, or audio-visual, recording; and
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded and declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (h) If the Corporation has only 1 Director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made.
- (i) The Corporation must keep its minute books at:
 - (i) its registered office if it is registered as a large corporation; or

- (ii) its document access address if it is registered as a small or medium corporation.
- (j) A minute that is recorded and signed in accordance with rule 18.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

18.3 Rule Book and records about officers, contact person, etc

The Corporation must keep:

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

18.4 Financial records

18.4.1 Obligation to keep financial records

- (a) The Corporation must keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) would enable true and fair reports to be prepared and audited.
- (b) This obligation extends to transactions undertaken as trustee.

18.4.2 Period for which financial records must be retained

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

18.5 Physical format

If the records that the Corporation is required to keep under rules 18.3 and 18.4 are kept in electronic form:

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

18.6 Place where records are kept

If the Corporation is registered as:

- (a) a large corporation, the records that the Corporation is required to keep under rules 18.3 and 18.4 must be kept at the Corporation's registered office;
- (b) a small or medium corporation, the records that the Corporation is required to keep under rules 18.3 and 18.4 must be kept at the Corporation's document access address.

18.7 Right of access to Corporation books by Director or past Director

- (a) A Director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a Director may inspect the books of the Corporation (including its own financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (c) The right referred to in 18.7(b) continues for 7 years after the person has ceased to be Director.
- (d) A person authorised to inspect books under this rule 18.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (e) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under rule 18.7.
- (f) Rule 18.7 does not limit any right of access to Corporation books that a person has apart from rule 18.7.

18.8 Access to financial records by Directors

- (a) A Director has a right of access to the records that the Corporation is required to keep under rule 18.3 or rule 18.4.
- (b) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under rule 18.3 or rule 18.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 18.8(b) may make copies of the records unless the court orders otherwise.

18.9 Members' access to minutes

- (a) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within 7 days of a member's written request for inspection.
- (c) The Corporation must make minutes available free of charge.
- (d) A member may ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by members without a meeting.

Note: The member may ask the Corporation for an English translation under ss.376-5(3) of the Act if the minutes are not in the English language.

- (e) If the Corporation does not require the member to pay for a copy, the Corporation must send it:
 - (i) within 14 days after the member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (f) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives payment; or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the Corporation requires cannot exceed the greater of the prescribed amount and 50 cents per page.

18.10 Inspection of books by members

The Directors, or the Corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the Corporation.

18.11 Access to governance material

18.11.1 Corporation to provide member with rules if requested

If a member asks for a copy of the Corporation's rule book, the Corporation must provide it:

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

18.11.2 Registered office

If the Corporation is registered as a large corporation, the Corporation must make available for inspection by members and officers at its registered office, its rule book. This rule book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

18.11.3 Document access address

If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by members and officers at its document access address, its rule book. This rule book must be made available for inspection within 7 days of a member's or officer's written request for inspection.

18.11.4 General provisions regarding access rules

The Rule Book of the Corporation includes:

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

19 Auditor

- (a) The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.
- (b) If the auditor is appropriately qualified, the same auditor may be appointed to audit:
 - (i) the accounts of the Corporation; and
 - (ii) the accounts of any trusts the Corporation is trustee of.

20 Annual reporting

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

21 Dispute resolution process

21.1 Resolving internal Corporation disputes

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

- (a) members;
- (b) members and Directors; or
- (c) Directors.

21.1.2 Informal negotiations

If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

21.1.3 Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 21.1.2 within 10 business days, any party to the dispute may give a dispute notice, as set out in Schedule 6, to the other parties.
- (b) A dispute notice must be in writing, and must say what the dispute is about.
- (c) A copy of the notice must be given to the Corporation.

21.1.4 Seeking assistance from the Registrar

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the Corporation's Rule Book, the Directors or any other party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.

21.1.5 Referring dispute to the Directors

The Directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the Corporation receives the dispute notice.

21.1.6 Referring dispute to a general meeting

- (a) If the Directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the Corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the Corporation received the dispute notice.
- (b) When passing any resolution about a dispute, the members:
 - (i) must first hear the views of the Elders Council about the dispute; and
 - (ii) in the general meeting are subject to the Act and these rules.

21.2 Resolving native title disputes

21.2.1 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:

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

21.2.2 The Corporation must ensure that the parties first try to resolve the dispute between themselves.

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

21.2.4 The parties may seek the opinion of the native title representative body for the area that the native title rights and interests relate to.

21.2.5 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).

21.2.6 The dispute notice must:

- (a) be in writing,
- (b) say what the dispute is about, and
- (c) contain all of the information requested in the form at Schedule 6A.

21.2.7 Within 10 business days of receiving the dispute notice, the other party or parties to the dispute must provide a dispute notice reply to the party who gave the dispute notice.

21.2.8 The dispute notice reply must contain the information requested in the form at Schedule 6B.

21.2.9 The Corporation must take reasonable steps to ensure that parties agree to the matters in the dispute notice and dispute notice reply.

21.2.10 If the parties cannot resolve the dispute by taking the previous steps, the parties will:

- (a) ask the National Native Title Tribunal to:
 - (i) appoint an expert / appoint a panel of experts on the subject of the dispute which will be the Elders Council unless the Elders Council decide otherwise, in which case it will be who the Elders Council decide it should be;
 - (ii) set the location
 - (iii) set the date, and

- (iv) decide any other details of the meeting
- (b) present information about the dispute to the expert or the panel of experts, and
- (c) accept and comply with the decision of the expert or panel of experts under this rule.

22 Notices

22.1 General

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

22.2 How a notice to a member may be given

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

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

22.3 When notice taken as being given

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

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

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

23 Confidentiality requirement

- (a) 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:
 - (i) is confidential according to the traditional laws or the customs of the common law holders;
 - (ii) a common law holder has requested be kept confidential (and disclosure of that information is neither authorised by other common law holders nor required by law); and/or
 - (iii) may affect trading or procurement.
- (b) A person handling such confidential information must protect and maintain its confidentiality.

24 Winding up

24.1 Distribution of surplus assets

In the event the Corporation is wound up or dissolved any surplus assets remaining after payment of the Corporation's debts and liabilities must not be paid to or distributed among the members but must be given or transferred to an organisation in Australia which:

- (a) Is endorsed as a public benevolent institution by the relevant Government Agency; and
- (b) Is entitled to income tax exemption under the Income Tax Assessment Act 1997; and
- (c) Was established for the benefit of Aboriginal people in Australia

with preference given for such an organisation, if any, as provides services to the Aboriginal people in the western Cape York communities of Lockhart River.

24.2 No distribution of surplus assets to members

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

25 Amendment of the Rule Book

25.1 Corporation wants to change this Rule Book

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

- (a) the Corporation must pass a Special Resolution effecting the change;
- (b) if, under the Corporation's rules, there are further steps that must also be complied with to make a change, those steps must be complied with;
- (c) the Corporation must lodge certain documents under rule 25.2; and
- (d) the Registrar must make a decision in respect of the change and, if appropriate, must register the change.

25.2 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the resolution in general meeting is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the resolution;
 - (iii) a Directors' statement signed by:
 - (A) 2 Directors; or
 - (B) if there is only 1 Director, that Director;to the effect that the resolution was passed in accordance with the Act and the Corporation's rules; and
 - (iv) a copy of the Rule Book change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
 - (i) the documents referred to in rule 25.2(a); and
 - (ii) proof that the extra requirement has been met;within 28 days after it has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rule Book as it would be if the Registrar registered the change, the Corporation must do so.

25.3 Date of effect of change

A Rule Book change under rule 25 takes effect on the day the change is registered.

25.4 Amendments to the definition of Native Title Holder

25.4.1 The Corporation must not pass a Special Resolution pursuant to rule 25.1 to amend the apical ancestors listed in the definition of Native Title Holder without having first consulted with and received responses from:

- (a) The Cape York Land Council Aboriginal Corporation; and/or
- (b) A consulting anthropologist who is familiar with the Wuthathi People and their history.

26 Trustee finances

26.1 Receipt of monies

- (a) Official receipts are to be issued for all monies received by the Corporation in its capacity as a trustee of any trust.
- (b) If the Corporation is trustee of more than one trust it must:
 - (i) keep trust monies separate from the assets of the Corporation;
 - (ii) keep separate accounts and financial records in relation to each trust; and
 - (iii) maintain separate bank accounts for each trust at a bank or banks to be determined by the Directors of the Corporation.

26.2 Investment of trust monies

Where a trust is subject to conditions or legislation requiring the application of funds as directed by certain parties, in the absence of direction the Directors of the trust may invest the funds as they see fit:

- (a) for the beneficiaries of the trust; and
- (b) as permitted by the trust instrument or relevant legislation, and in the best interests of the beneficiaries of the trust.

27 Grantee or transferee under Aboriginal Land Act 1991 (Qld)

If the Corporation is a grantee or transferee under the ALA these rules apply to the Corporation when it is acting in its capacity as grantee or transferee, as the case may be.

28 Gift Fund Rules

- (a) The Corporation shall maintain for the main purpose of the Corporation a gift fund:

- (i) To be named “The Wuthathi Corporation Gift Fund”;
 - (ii) Which must receive gifts of money or property for the purposes of the objectives of the Corporation; and
 - (iii) Which must have credited to it any money received by the Corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that stated at (a)(ii).
- (c) The Corporation shall use gifts made to the gift funds and any money received because of them only for the principal purpose of the Corporation.
- (d) Receipts issued for gifts to the gift fund must state:
- (i) The full name of the Corporation;
 - (ii) The Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation; and
 - (iii) The fact that the receipt is a gift.
- (e) Should:
- (i) The gift fund be wound up; or
 - (ii) The Corporation’s endorsement as a deductible gift fund recipient be revoked under section 426-55 of the Taxation Administration Act 1953;

any surplus assets of the gift fund must be transferred to another fund authority or institution, which has similar objectives to the Corporation. This body must be able to receive tax deductible gifts under division 30 of the Income Tax Assessment Act 1997.

Schedule 1 - Interpretation

Dictionary

Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) as amended from time to time and its subordinate legislation.

ALA means the *Aboriginal Land Act 1991* (Qld).

Active Descent Group means a Descent Group which has at least 1 member of the Corporation.

Applicant means a person who is eligible to become a member of the Corporation and has applied to become a member according to rule 5.2.

Associate Member means a person whose name appears on the register of members as an associate member.

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

Bora means a traditional initiation ceremony conducted for men and women in accordance with Wuthathi traditional law and custom.

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

Corporation means Wuthathi Aboriginal Corporation RNTBC.

Cultural Heritage Decision means a decision of the Corporation about the disturbance of land or waters in a way that actually or potentially affects any object or area of cultural heritage significance to Native Title Holders, and includes decisions about surveying, recording or managing such places or objects to avoid or limit disturbance.

Descent Group means a group comprised of persons descended from each of the apical ancestors listed in Schedule 7.

Directors means the people elected or appointed according to rule 11 to manage the affairs of the Corporation in accordance with the Act and these rules.

High Level 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, or
- adopt one or more processes for consulting common law holders in the Corporation's rule book.

Low Level Native Title Decision means a Native Title Decision that is not a High Level Native Title Decision.

Member means a person whose name appears on the register of members and includes, except where specifically excluded, Associate Members.

NTA means the *Native Title Act 1993* (Cth).

Native Title Decision means a decision to surrender native title rights and interests in relation to land or waters or to do, or agree to do, any other act that would affect the native title rights and interests of the Native Title Holders.

Native Title Holder means an individual who is a member of the people described in Schedule 7 and the plural means all of these individuals unless otherwise described.

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

Poll means a method of voting at a meeting of the Corporation by marking a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands), and can include a secret ballot.

Proxy means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 7.13.

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

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

Rule Book means a document consisting of set laws and replaceable rules under the Act that apply to the Corporation.

Special Resolution means a resolution passed at a meeting of the Corporation which is notified in accordance with rule 7.4.4(a)(iii) and which resolution is passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Statutory Title means interests in land or waters, whether equitable or legal, created pursuant to a grant or transfer made to the Corporation under the ALA or the acquisition of an interest under other legislation where that interest is vested in the Corporation.

Statutory Title Decision means any decision made or proposed to be made by the Corporation which may give rise to the creation of an interest in Statutory Title by a third party or any claim, debt or liability created or entered into by the Corporation on behalf of Statutory Title Holders.

Statutory Title Holder means an Aboriginal person for whose benefit Statutory Title is held by the Corporation and includes those Aboriginal people particularly concerned with the land or waters the subject of Statutory Title created under the ALA as defined by section 4 of the ALA.

Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa;
- (b) the words 'including', 'include' and 'includes' are to be read without limitation;

- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules;
- (e) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules;
- (f) any inconsistency with the Act is to be resolved in favour of the Act.

Schedule 2A - Certificate in accordance with rule 8.2(a)(i)

The certificate must contain:

- (a) a description of the proposal that is the subject of the proposed Native Title Decision;
- (b) a map showing the location and extent of the affected area;
- (c) sufficient information to enable the impacts on the native title of the proposed Native Title Decision to be identified;
- (d) details of the extent, if any, of any claims, actions or debts to which any native title holder may be liable as a result of the proposed Native Title Decision;
- (e) the identity of the Native Title Holders and of those involved in the consultation and the giving of any separate consent and direction in relation the proposed Native Title Decision;
- (f) information setting out the involvement of Native Title Holders in consideration of and decision making about the proposed Native Title Decision;
- (g) a statement as to whether the decision-making process that has been followed in relation to the giving of a consent under Rule 8 has been a traditional decision making process or one agreed to and adopted by the Native Title Holders and a description of the decision making process followed;
- (h) a statement by each person who signs the document that he or she believes that the conditions referred to in Rule 8 for the making of a Native Title Decision have been met; and
- (i) the identity, qualifications and signature of the person who prepared the certificate in accordance with rule 8.2(a)(i) and this Schedule.

Schedule 2B - Certificate in accordance with rule 8.2(a)(ii)

The certificate must contain:

- (a) information that identifies the kind of decision involved in consenting to the making of the proposed Native Title Decision;
- (b) information that identifies the decision of the Native Title Holders relied upon in order to certify in accordance with Rule 8.2(a)(ii); and
- (c) identifies a document that to the extent applicable would comply with Rule 8.2(a)(i) in relation to the decision so relied upon if that decision were a proposed Native Title Decision required to be certified in accordance with 8.2(a)(i) and Schedule 2A.

Schedule 2C - Certificate in accordance with rule 9.2(a)

The certificate must contain:

- (a) a description of the proposal that is the subject of the proposed Statutory Title Decision;
- (b) a map showing the location and extent of the affected area;
- (c) sufficient information to enable the impacts on the Statutory Title of the proposed Statutory Title Decision to be identified;
- (d) details of the extent, if any, of any claims, actions or debts to which any Statutory Title Holder may be liable as a result of the proposed Statutory Title Decision;
- (e) the identity of the Statutory Title Holders and of those involved in the consultation and the giving of any separate consent and direction in relation the proposed Statutory Title Decision;
- (f) information setting out the involvement of Statutory Title Holders in consideration of and decision making about the proposed Statutory Title Decision;
- (g) a statement by each person who signs the document that he or she believes that the conditions referred to in Rule 9 for the making of a Statutory Title Decision have been met;
- (h) If the Statutory Title Decision involves a transfer of trust land, a copy of the resolution of a general meeting of the Corporation in accordance with rule 9.
- (i) The identity, qualifications and signature of the person who prepared the certificate in accordance with rule 9.2 and this Schedule.

Schedule 3 - Directors' Code of Conduct

Overview

1. Directors manage the business of the Corporation.
2. Directors have special duties towards the Corporation as a whole which includes duties to all its members and creditors.
3. Director's duties are imposed by general law (judge-made law) and the CATSI Act. The CATSI Act duties overlap with the general law duties and are based on duties in the Corporations Act 2001.

Induction and Training of new Directors

4. Each new Director and Alternate Director appointed to the Corporation must be given a copy of this Code of Conduct before they attend their first meeting.
5. The first meeting after new Directors are appointed to the Corporation must include a session on induction and governance training for new Directors.

Duties

6. **DUTY OF CARE AND DILIGENCE** – Directors must take their responsibilities seriously. Directors who act carefully and diligently will be well prepared, making sure they understand and know about the Corporation's affairs. Directors should read papers before a meeting, attend meetings, arrive on time and attend the whole meeting, ask questions and get more information if they do not understand something.
7. **DUTY OF GOOD FAITH** – Directors must act honestly in the best interests of the Corporation. For example, a Director must not make a decision based on their own personal best interest, but in the best interests of the Corporation as a whole.
8. **DUTY OF DISCLOSURE OF MATERIAL PERSONAL INTERESTS** - If a Director is going to make a decision on behalf of the Corporation, and they may personally benefit from that decision, or are in some other way involved in matters relating to that decision, then this is a 'conflict of interest'. The Director must tell the other Directors, in a meeting, that their decision may be influenced by other business. Even if the conflict doesn't actually affect a decision, but others could see it as being a conflict of interest, then the Director should tell the other Directors.
9. **DUTY NOT TO IMPROPERLY USE POSITION OR INFORMATION** – Directors must not use their role of Director, or information obtained in that role, for their own personal advantage or to the detriment of the Corporation.

Directors must show respect to other Directors and to all people attending meetings of the Corporation. Directors must not do any of the following:

- (a) assault or threaten another Director or person attending a meeting;

- (b) insult or abuse another Director or person attending a meeting;
- (c) say or do anything that is inconsistent with maintaining order at a meeting, or that is likely to bring the Corporation into contempt;
- (d) make rude, offensive or derogatory comments about any person while acting in the capacity as a Director;
- (e) discriminate against, harass or bully any staff; or
- (f) use their position as a Director to unduly influence or intimidate any person.

10. **DUTY TO PREVENT INSOLVENT TRADING** – Insolvency means not being able to pay debts when they are due and payable. Directors must not allow their corporation to trade when the Corporation is insolvent or if they think the Corporation may be insolvent.

Consequences of breach of Director’s duties

11. If the Corporation receives a complaint about a breach of this Code of Conduct, the Directors may, by resolution, take the following action:

- (a) Provide written details of allegations of a complaint to a Director and require the Director to respond to the allegations in writing within a reasonable time. The Director must respond to any allegations within the reasonable time specified by the Directors.
- (b) Take disciplinary action against a Director for breach of the Code of Conduct, including by:
 - i. directing a Director to not communicate with or have contact with a person who made a complaint against the Director, while the complaint is being investigated;
 - ii. giving the Director a written warning about his/her conduct;
 - iii. recommending that the Director be removed from his position in accordance with rule 11.9; and
 - iv. referring the Director’s breach of the Code of Conduct to the office of the Registrar.

12. **Disqualification** – If a Director has been convicted of fraud or if they are bankrupt then they can be automatically disqualified by the Registrar under the CATSI Act.

13. **Civil penalties** – A court may order the person to pay and/or compensate the Corporation for damage suffered as a result of a breach.

14. **Criminal Penalties** – A person may be fined or sentenced to prison for serious breaches of the following duties: the duty not to use position or information, the duty to disclose conflict of interest and the duty of good faith.

Schedule 4 – Proxy form (Rule 7.13.3)

APPOINTMENT OF PROXY

I,

(Full name of member)

of

(address of member)

being a descendant of

and being a member of Wuthathi Aboriginal Corporation RNTBC ('the Corporation') hereby appoint

(full name of proxy)

of

(address of proxy)

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

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

Signed: _____

(Signature of member appointing proxy)

Date: _____

NOTE: A person must not exercise proxies for more than 3 members.

Schedule 5 - Application for membership form (Rule 5.2.1(a))

(First name) _____ (Last name) _____
of _____

(Address) _____
and belonging to the Descent Group:

(Name of Descent Group) _____
hereby apply for membership of **Wuthathi Aboriginal Corporation RNTBC ('the Corporation')**

Descent Group Membership:

Confirmation of Descent Group membership (by at least one other adult member belonging to the same Descent Group as the Applicant):

I confirm that the Applicant is accepted by the Descent Group as a member of that Descent Group.

Signed: _____

Date of Birth: _____

I (Applicant) declare that I am eligible for membership in accordance with rule 5.2.2 of the Corporation Rule Book.

Signed: _____

Date: _____

GUIDE TO BECOMING A MEMBER

Who can be a member?

The Rule Book of the Wuthathi Aboriginal Corporation RNTBC (WAC) says that anyone who is over 18 and is a Wuthathi person is eligible to become a member of the corporation.

How do I become a member?

All applications for membership of the corporation must be in writing. Please fill out the attached application form and send it to the contact person for the Wuthathi Aboriginal Corporation RNTBC.

The directors will consider and decide the membership applications. Applications will be considered and decided in the order in which they are received by the corporation.

All persons who become a member of the Wuthathi Aboriginal Corporation RNTBC will be put on the register of members. You must include your address in the membership application form.

Why should I be a member?

The corporation is set up to manage Wuthathi business. If you are a member, the corporation knows to send you notice of general meetings. You get to have a say at meetings, can vote and can nominate to be a director of the corporation. You can also access some of the records of the corporation.

Do I have any obligations as a member?

People who are members of the Wuthathi Aboriginal Corporation RNTBC will have some obligations. These obligations are:

- to comply with the law and Rule Book of the WAC;
- to notify the WAC of any change in their address within 28 days;
- to comply with any code of conduct adopted by the WAC;
- to comply with any dispute resolution or other policy adopted by the WAC;
- to treat other members and the directors with respect and dignity;
- to not behave in a way that significantly interferes with the operation of the WAC or of WAC meetings;
- not to purport to act with the authority of the WAC or any trust of which the WAC is trustee other than in accordance with the Rule Book of the WAC.

Schedule 6 - Dispute Notice (Rule 21.1.3)

Wuthathi Aboriginal Corporation RNTBC ('the Corporation')

(First or given name)

(Surname)

of

(address)

belonging to the Descent Group:

hereby give notice of dispute to the Corporation

The dispute is about:

Signed: _____

Date: _____

Schedule 6A—Notice of native title dispute (Rule 21.2.5)

(Wuthathi Aboriginal Corporation RNTBC)

ICN 7157

Date of this notice _____

Name of determination or
determination area _____

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]

.....
.....
.....
.....
.....

Proposed next step

My/our preferred process to resolve the dispute is:

Process:

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 6B—Reply to notice of dispute (Rule 21.2.7)

(Wuthathi Aboriginal Corporation RNTBC)

ICN 7157

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:

	Proposed process (by the person/party who gave notice)	<i>If you disagree, please indicate what you propose instead</i>
Process: <i>Agree/disagree</i>
Name of facilitator: <i>Agree/disagree</i>
Date and time of activity: <i>Agree/disagree</i>
Location: <i>Agree/disagree</i>

**Proposed fee for
facilitator:**

..... *Agree/disagree*

Who is to pay?

..... *Agree/disagree*

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

.....
[Signature]

.....
[Name]

.....
[Signature]

.....
[Name]

.....
[Signature]

.....
[Name]

Schedule 7—Native Title Holders

Determination name: Wuthathi People #2 (QUD6022/2002)

Common law holders:

The native title holders are the Wuthathi People being:

1. the descendants of:
 - (a) Pintharra;
 - (b) Johnson Moreton;
 - (c) Frank Wilson;
 - (d) Ida Temple (Waterbag);
 - (e) Moe Rie Warren;
 - (f) Innis Pascoe;
 - (g) Dinah;
 - (h) Ada Lancaster;
 - (i) Annie Punda (Athanamu);
 - (j) Nara Jira Para;
 - (k) Ela (Illa);
 - (l) Eliza (wife of Tom Ware); and
2. those persons adopted by any Wuthathi People referred to in item 1 in accordance with traditional laws and customs.