

The rule book of Yinhawangka Aboriginal Corporation RNTBC (ICN 7837)

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

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1. Name

The name of the corporation is Yinhawangka Aboriginal Corporation RNTBC.

2. Definitions and Interpretations

The definitions and interpretation provisions of the Rule Book are contained in Schedule 1 – Interpretation and Definitions.

3. Objectives

The objects of the corporation are the following:

- (a) to provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, and disadvantage of the Yinhawangka People and other Aboriginal people of the region;
- (b) if the corporation is appointed by the Common Law Holders as a Prescribed Body Corporate, the corporation has the following further objects:
 - (i) to be and perform the functions of a Prescribed Body Corporate, for the purpose of being the subject of a determination under sections 56 and 57 of the Native Title Act;
 - (ii) to be and perform the functions of a Registered Native Title Body Corporate for the purpose of being the subject of a determination under section 57 of the Native Title Act;
 - (iii) to hold the Native Title Rights and Interests in trust for the Common Law Holders or act as agent or representative of the Common Law Holders in matters relating to the Native Title Rights and Interests;
 - (iv) to manage the Native Title Rights and Interests of the Common Law Holders;
 - (v) to represent the interests of the Yinhawangka People in matters relating to the Determination Area:
 - (A) as a Registered Native Title Body Corporate under the Native Title Act where there is an Approved Determination of Native Title Land; and
 - (B) as otherwise authorised by the Yinhawangka People in accordance with an Approved Process;
- (c) to accept appointments made by the Yinhawangka People in accordance with the Approved Process for the corporation to act as the “Local Aboriginal corporation” or otherwise as agent of the Yinhawangka People pursuant to and for the purposes of native title agreements, indigenous land use agreements and other contractual arrangements;
- (d) to accept appointments made by the Yinhawangka People in accordance with the Approved Process for the corporation to be the “Yinhawangka Registrar” and to maintain the Register of Yinhawangka People;
- (e) to develop and manage the delivery of programs, initiatives and other services for the benefit of the Yinhawangka People and other Aboriginal people of the region;

- (f) to maintain, protect, promote and advance the law, culture, native title, traditions and customs of the Yinhawangka People and other Aboriginal people of the region;
- (g) to promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the Yinhawangka People and other Aboriginal people of the region;
- (h) to promote, develop, improve and advance the education, health and wellbeing of the Yinhawangka People and other Aboriginal people of the region;
 - (i) to acquire, hold title or other interest in, encumber, deal in, develop and manage land, buildings, plant, equipment and other assets for the benefit of Yinhawangka People and other Aboriginal people of the region;
 - (ii) to provide economic, environmental, social, health, educational and cultural benefits to the Yinhawangka People and other Aboriginal people of the region;
 - (iii) to give effect to the principle of self-determination for Aboriginal people by promoting, supporting and sponsoring the endeavours of Aboriginal organisations, groups, enterprises and individuals (for Members), towards social, cultural and economic development;
 - (iv) to promote fair and just representation of the Yinhawangka People in a manner that provides a fair and just representation of the Members;
 - (v) to do all such things may be incidental or necessary to attain all the above Objectives, including but not limited to, apply for funding from the BMS to fulfil these objectives.
 - (vi) to generally act in the best interests of the Yinhawangka People and other Aboriginal people of the region.

4. Application of funds to carry out objects

- (a) Subject to the CATSI Act and the Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Objects.
- (b) Subject to the CATSI Act and the Rule Book, no portion of the funds and property of the Corporation may be paid or distributed to any Member; except in relation to reimbursement for reasonable and legitimate out of pocket expenses incurred by a Member on behalf of the Corporation (for example travelling expenses incurred in attending a Corporation organised event, such as a General Meeting).

Nothing in rule 4(b) is intended to prevent:

- 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 qualifications, role and responsibilities of the Member as an employee);

- 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 and services are to be provided); or
- the application of funds or property of the Corporation in furtherance of the Objects to provide benefits to a Member in their capacity as a Yinhawangka person.

5. Powers of the corporation

5.1 Functions and powers of the corporation as a Prescribed Body Corporate and Registered Native Title Body Corporate

If the corporation is appointed to be the Prescribed Body Corporate or Registered Native Title Body Corporate:

- (a) the corporation has the functions and powers prescribed by the PBC Regulations from time to time for a PBC or a RNTBC that holds Native Title Rights and Interests on Trust for the Common Law Holders of those Native Title Rights and Interests; and
- (b) the specific functions, powers and Native Title Decision Making Process outlined in Schedule 2 apply to the Corporation.

5.2 Further powers of the corporation

Subject to the CATSI Act and the rule book, the corporation has the power to do anything lawful to carry out the objectives, except that the Corporation cannot charge application fees for membership or annual membership fees.

6. Register of Yinhawangka People

6.1 When this rule applies

This rule applies if the corporation has:

- (a) been nominated by the Yinhawangka People according to the Approved Process to be the Registrar of Yinhawangka People; and
- (b) has accepted the nomination.

6.2 Corporation to maintain Register of Yinhawangka People

- (a) The corporation must establish, maintain and regularly update a register of all Aboriginal persons who are:
 - (i) 18 years of age or over; and
 - (ii) members of the Yinhawangka People.
- (b) The register is to be known as the **Register of Yinhawangka People**.
- (c) The corporation must maintain the Register of Yinhawangka People in electronic form and may also maintain the Register of Yinhawangka People in hard copy.
- (d) The Register of Yinhawangka People is to include the following details in respect of each person on the Register:
 - (i) the person's full name;

- (ii) the person's date of birth (or if it is not known, a reasonable estimation of their year of birth); and
 - (iii) the person's address (if any) for receiving mail, which may be or include an email address.
- (e) To avoid doubt, the Register of Yinhawangka People is to be separate from the Register of Members of the corporation.

6.3 Process for updating the Register

- (a) Subject to that person not already being included on the Register of Yinhawangka People, should the Corporation become aware that a person claims to be a member of the Yinhawangka People then the Corporation must as soon as reasonably practicable consider the claim and decide whether to include the person on the Register of Yinhawangka People (whether or not the person applies directly to the Corporation to be recognised as a member of the Yinhawangka People).
- (b) If a person ceases to be a Yinhawangka Person (including because they are deceased) then the Corporation must as soon as reasonably practicable remove the person from the Register of Yinhawangka People.
- (c) For the purposes of rules 6.2(a), 6.3(a) and 6.3(b), whether a person is or continues to be included on the Register of Yinhawangka People will be determined by the Directors applying the following criteria. If there is any inconsistency, a criterion higher in the list prevails over one that is lower in the list. The Corporation:
 - (i) must include a person on or remove a person from the current Register of Yinhawangka People if a court of competent jurisdiction determines that the person is or is not (as the case may be) a Yinhawangka Person;
 - (ii) must include a person on or remove a person from the current Register of Yinhawangka People if the Common Law Holders of Native Title in respect of a Yinhawangka Determination or the members of the Native Title Claim Group in respect of the Yinhawangka Claim make a decision in accordance with an Approved Process that the person is or is not (as the case may be) a Yinhawangka Person; and
 - (iii) may request and act upon the advice of:
 - (A) the Representative Body for the Native Title Claim Area; or
 - (B) the solicitor on the record for the Yinhawangka Claim.

6.4 Corporation to keep records

The Corporation must keep a written record of:

- (a) all decisions made under rules 6.3(a) and 6.3(c)(ii), including the date of the decision;
- (b) the date a person is added to the Register of Yinhawangka People and a succinct statement of the reason they were added (including, where applicable, by reference to the matters in rule 6.3(c)); and

- (c) all persons removed from the Register of Yinhawangka People under rules 6.3(b) and 6.3(c), including the date they were removed and a succinct statement of the reason they were removed.

6.5 Register to be made available

- (a) The Corporation must as soon as reasonably practicable following receipt of a request to do so, allow any of the following persons to inspect the Register of Yinhawangka People or provide them with a copy of the Register of Yinhawangka People (as the request may be) without charge:
- (i) the trustee of the BMS;
 - (ii) the applicant in respect of a Yinhawangka Claim; or
 - (iii) any person who is on the Register of Yinhawangka People or who has requested to be included on the Register of Yinhawangka People.
- (b) Notwithstanding rule 6.5(a)(iii), the Corporation may withhold the information referred to in rule 6.2(d)(iii) from a person referred to in rule 6.5(a)(iii), other than from a person on the Register of Yinhawangka People who requests access to information on the Register about him or her-self.
- (c) The Corporation may allow any other person to inspect, or provide any other person with a copy of, the Register of Yinhawangka People, subject to such terms and conditions as the Directors consider appropriate.

7. Members

7.1 Direct representation model

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

7.1A Who is eligible?

A member must be:

- at least 18 years old
- an Aboriginal or Torres Strait Islander person

7.2 How to become a member

A person applies in writing.

A person needs to be eligible under rule 7.1A.

7.3 Deciding membership applications

The Directors must take into account and are bound by:

- the description of the Native Title Claim Group in the Yinhawangka Claim from time from time;
- the description of the Native Title Holders in any relevant Yinhawangka Determination;
- any declaration or determination by a court of competent jurisdiction as to whether a person or class of persons is or is not a member of the Native Title Claim Group in respect of the Yinhawangka Claim, or a Common Law

Holder of Native Title in respect of a Yinhawangka Determination.

The Directors may take into account any other information it considers to be relevant including:

- the advice or opinion of an anthropologist; or
- whether or not the person's name appears on the Register of Yinhawangka People at the relevant time; or
- the advice of the Representative Body for the Yinhawangka Claim; or
- the advice of the solicitor on the record for the Yinhawangka Claim.

At the next meeting of the Directors following receipt of an application for membership that complies with the Rule Book, the Directors must consider the application and determine whether to accept or reject the application.

Membership applications will be considered and decided in the order in which they are received by the Corporation.

The person's name, address and date they became a member is put on the register of members.

The Directors must accept a membership application, if the applicant:

- applies for membership in the required manner; and
- meets the eligibility requirements under rule 7.1A.

If the Directors refuse to accept a membership application, the Corporation must notify the applicant within 14 days of the decision and may provide in writing:

- reasons for the decision; and
- a copy of rule 7.4.

7.4 Appeal against refusal to accept application for membership

If an application for membership is rejected, the Applicant is entitled to appeal the rejection by using the procedure outlined in this rule.

The Applicant must write to the Corporation setting out the basis on which the Applicant feels that the rejection was incorrect or unreasonable.

At the next meeting of the Directors following receipt of an appeal, the Directors must reconsider the original membership application in light of the reasons stated in the appeal and determine whether to accept or reject the appeal.

If an appeal is accepted, the Corporation must notify the Applicant in writing and add the Applicant's name to the Register of Members within 14 days of the decision.

If the appeal is rejected, the Corporation must notify the Applicant and provide in writing reason(s) for the rejection within 14 days of the decision.

If the Applicant's appeal is rejected and the Applicant wishes to pursue the application for membership, the Applicant must do so in accordance with the Dispute Resolution Procedure outlined in the Rule Book.

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the

directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- a person applies for membership after a notice has been given for a general meeting or AGM, and
 - the general meeting or AGM has not been held when the directors consider the person's application.
- **Note:** An application for membership form is at Schedule 3 – Application for membership form of this rule book.

7.5 Members' rights

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director—see rule 9.3 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 8.8
- ask the directors to call a general meeting under rule 8.3
- look at the members' register free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 14
- look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

7.6 Members' responsibilities

A member must:

- follow the corporation's rules
- let the corporation know if they change their address
- treat other members with respect.

Members should also attend general meetings (including AGMs) or give their apologies.

7.7 No membership fee

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

7.8 Liability of members

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

7.9 How to stop being a member

A person stops being a member if:

- they resign in writing

- they pass away
- their membership is cancelled in accordance with rule 7.10 or 7.11.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

7.10 Cancellling membership

7.10.1 Member cannot be contacted

The Corporation may cancel a membership by a Special Resolution in a General Meeting if, during the continuous two year period before the General Meeting, the Corporation has:

- made two or more reasonable attempts to contact the Member at the address entered on the Register of Members for that Member; and
- been unable to contact the Member.

If the Corporation cancels a membership under rule 7.10.1, the Directors must send that person a copy of the Special Resolution at their last known address, as soon as possible after the Special Resolution has been passed.

7.10.2 Member is not an Aboriginal or Torres Strait Islander person

If rule 7.3 includes a requirement that an individual be an Aboriginal or Torres Strait Islander person, a membership may be cancelled if a Member is not an Aboriginal or Torres Strait Islander person.

The Corporation may cancel a membership by Special Resolution in a General Meeting if the Corporation is satisfied that the Member is not an Aboriginal or Torres Strait Islander person.

If the Corporation cancels a membership under rule 7.10.2, the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

7.10.3 Member behaviour

The Corporation may cancel a membership by Special Resolution in a General Meeting if the Corporation is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.

If the Corporation cancels a membership under rule 7.10.3, the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

7.11 Directors' limited right to cancel membership

The Directors may, by resolution, cancel a person's membership if the Member:

- is not eligible for membership; or
- has ceased to be eligible for membership.

Before cancelling the membership, the Directors must give the Member notice in writing stating that:

- the Directors intend to cancel the membership for the reasons specified in the notice; and
- the Member has 14 days to object in writing to the cancellation of the membership.

If the Member does not object, the Directors must cancel the membership.

If the Member objects to the cancellation of membership:

- the Directors must not cancel the membership; and
- the Corporation may, by resolution in General Meeting, cancel the membership.

If a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting) as soon as possible after it has been passed.

7.12 The register/s of members and former members

The register/s must contain:

- the names and addresses of members and former members
- the date when each person's name was added to the register
- if a person is not an Aboriginal or Torres Strait Islander person (if rule 7.1 allows non-Aboriginal or non-Torres Strait Islander members)
- for former members, the date when they stopped being a member.

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

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

8. General meetings and AGMs (members' meetings)

8.1 AGM timing

An AGM must be held before the end of November each year.

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.

8.2 AGM business

AGM business includes:

- checking the register of members
- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- asking questions about how the corporation is managed
- electing directors (if required)
- choosing an auditor (if required) and agreeing on the fee.

8.3 Calling general meetings

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

The required number of members can request the directors to call a general meeting.

Number of members in corporation	Number of members required to request a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

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

8.4 Directors agree to the request

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

8.5 Directors apply to the Registrar to deny the request

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole a director, on behalf of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

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

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

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

8.6 General meeting business

General meetings business includes:

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

8.7 Notice for general meetings and AGMs

At least 21 days' notice must be given. Notice must be given to:

- each member individually
- the directors
- the contact person or secretary
- the auditor (if the corporation has one). The notice must set out:
 - the place, date and time for the meeting
 - the business of the meeting
 - if a special resolution is being proposed, the exact wording of it
 - any technology to be used in the meeting (if required)
 - if a member can appoint a proxy.

Notices must be given to each member individually by sending by post to their address, by fax, by email or via social media. Notice can also be given in a manner which follows Aboriginal or Torres Strait Islander custom.

A notice of meeting:

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

8.8 Members' resolutions

The required number of members can propose a resolution by giving notice of it to the corporation.

Number of members in corporation	Number of members required to request a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

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

The corporation must give notice of the resolution to all members in the same way as rule 8.7.

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

8.9 Quorum at general meetings and AGMs

The quorum for a meeting of the Corporation Members is 20 people that are

able to vote at that meeting

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

8.10 How to count the quorum

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)
- if rule 8.15 allows proxies and a member has appointed a proxy and the member is also present at the meeting, do not count the member's proxy holders if they are not a member.

8.11 Chairing general meetings and AGMs

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

8.12 Using technology at general meetings and AGMs

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

8.13 Voting at general meetings and AGMs

Each member has one vote.

The chairperson has one vote (if he or she is a member) plus a casting vote.

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 8.14. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

8.14 Demanding a formal count (i.e. a poll)

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

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

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

8.15 Proxies at general meetings and AGMs

Members can appoint another member as their proxy to attend meetings and vote for them.

A member can only appoint one proxy per meeting.

A person appointed by a member as their attorney under a power of attorney may

not give a proxy to another member or person to attend meetings and vote for them.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

Note: An appointment of proxy form is at Schedule 4—Appointment of proxy form of this rule book.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

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

8.16 Other people at general meetings and AGMs

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member, whether personally or through a proxy.

The chairperson may allow any non-member to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

8.17 Postponing a general meeting or AGM

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).

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.

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

9. Directors

9.1 Role of directors

The directors provide oversight of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors set the direction for the business of the corporation and manage the CEO, who is responsible for the operation of the corporation.

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

9.2 Number of directors

The Corporation must not have more than 8 Directors in total, including Independent Directors (if any).

If the Corporation elects to have Independent Directors, it may have no more than 2 Independent Directors.

The Board of Directors must include an equal number of Members who are descendants from the three Yinhawangka apical ancestors:

- Minatangunha; and
- Jardhunha; and
- Thurantajinha & Wilga.

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

9.3 Eligibility of directors

A director (other than a director appointed under rule 9.7 [bookmark20](#)) must be:

- at least 18 years old
- a member
- a Yinhawangka person
- consent in writing before being appointed as a director. A person is not eligible to become a director if the person:
 - has been disqualified from managing corporations; or
 - is a full time employee of the corporation; or
 - is currently serving a term of imprisonment of three months or more; or
 - was a director of the corporation at the time it was placed under special administration on 16 May 2019. These people are not eligible to be appointed as a director for a period of four years from Friday, 21 February 2020.

9.4 Majority of director requirements

A majority of directors of the corporation must:

- usually reside in Australia
- be members of the corporation
- not be employees of the corporation.

Not more than one person from each immediate family and not more than two persons from each of the Yinhawangka apical ancestors is/are eligible to be a director at any one time.

Immediate family means any person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, de facto, son, daughter, sister, brother or step-children

9.5 How to become a director

The process of electing Directors will be by separate elections by the Members who are descendants from each of the three Yinhawangka apical ancestors being:

- Minatangunha; and
- Jardhunha; and
- Thurantajinha & Wilga

The Chairperson will make a final decision on any dispute which may arise in relation to the process of electing the Directors.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 9.8).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.

The corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

9.6 *Directors' terms of appointment and rotation*

Directors will be elected on rotation for a two-year term, so that the appointment of half of the Directors expires each year. They are eligible to be re-elected.

To implement the rotational system:

Both member and specialist directors appointed during the special administration period which commenced on 16 May 2019 will be appointed until the 2021 AGM.

At the 2021 AGM half of the directors' appointments will expire. The directors will decide by resolution at a directors meeting prior to the 2021 AGM as to which directors will be standing down. They will be eligible to be re-elected. The remaining directors' appointments will expire at the 2022 AGM. All new directors appointed at the 2021 AGM will be appointed for a term of two years. The AGM minutes must record the term of each director appointed.

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

9.7 *Independent or specialist non-member directors*

Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities. and has completed a Director's course approved by the Australian Institute of Company Directors (or does so within the first year of his or her term as a Director of the Corporation)

The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.

Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director.

Independent or specialist non-member directors will be appointed for a term of two years, and they can be reappointed.

9.8 *How to fill casual vacancies*

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

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 9.18) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 9.3 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

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

9.9 How to stop being a director

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors
- the director is disqualified from managing a corporation
- the director ceases to be a member, but was a member when they became a director
- the director is convicted of an offence and is serving a term of imprisonment of three months or more in respect of that offence is not eligible to remain as a director.

The corporation must send the Registrar a notice within 28 days after a person stops being a director.

9.10 How to remove a director

By resolution in a general meeting:

- 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 8.3) for the purpose of removing a director.)
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 8.7).

By the other directors:

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

9.11 Directors' and officers' duties

The duties are:

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

9.12 Conflict of interest

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

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

9.13 Payments to directors

A director may be paid a salary or sitting fees for work as a director. All directors including office holders will be entitled to the same rate of salary or sitting fees.

The director salaries or sitting fees shall be determined by the members in a general meeting with assistance from an experienced independent professional reviewing director salaries and sitting fees every two years to ensure it is in line with industry standards, the actual work conducted by directors and similar corporations with similar objects.

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

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

9.14 Related party benefit

If a corporation wants to give a financial benefit to a director or other related party (including a spouse, child or parent of a director) it must comply with Part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

9.15 Delegation of directors' powers

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

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

The delegate must follow the directions of the directors when using the delegated powers.

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

Delegates must report to directors on the exercise of their delegated power.

9.16 *Calling and giving notice of directors' meetings*

Directors must meet at least every three months.

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

The directors will usually decide at a meeting when and where the next meeting will be. A director can call a meeting by giving reasonable notice to all the other directors.

9.17 *Quorum for directors' meetings*

The quorum for a director's meeting shall be a majority of the directors (including independent or specialist non-member directors) of the corporation. A majority of the directors must be present at all times during the meeting.

9.18 *Chairing directors' meetings*

There must be a chair for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).

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

9.19 *Using technology*

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

9.20 *Resolutions by directors*

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

- Each director (including independent or specialist non-member directors) has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

10. Contact person or secretary

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

The directors appoint a contact person/secretary.

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

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

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

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

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

11. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

12. Finances

The corporation must keep written financial records that:

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

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the

payment.

- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

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

13. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 3).

The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making:

- a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- payment to a member in carrying out the corporation's objectives.

14. Dispute resolution

14.1 Dispute

The Dispute Resolution Procedure in this rule applies to disputes (**Dispute**) between:

- any of the directors, members, or any one or more of them in relation to the operation of the corporation, but does not apply to a dispute between individual Yinhawangka People in any other capacity;
- the corporation and a person who is or claims to be a member of the Yinhawangka People (whether or not that person is a member), about whether or not the person is a member of the Yinhawangka People; and
- the corporation and a person who is or claims to be a member of the Yinhawangka People (whether or not that person is a member), about the corporation's performance of its functions under the Native Title Legislation.

14.2 Informal Dispute Resolution

If a Dispute arises, the parties to the Dispute (**Parties**) must try to resolve it themselves on an informal basis within 14 days, in good faith, having regard to the spirit and intent of the corporation.

14.3 Formal Dispute Resolution

If the Dispute is not resolved informally in accordance with rule 14.2, then any party to the Dispute may give any other party to the Dispute written notice identifying the particulars of the Dispute (**Dispute Notice**).

A party to a Dispute that provides a Dispute Notice to another party must also provide a copy of the Dispute Notice to the corporation.

The directors may refer the Dispute to a Council of Elders (if a Council of Elders has

been established by the corporation), who can make a recommendation about the matter to the directors.

If the subject matter of the dispute is within the powers of the directors, if the directors are unable to resolve the Dispute to the mutual satisfaction of the Parties within 30 days after the Dispute Notice is given then the directors must refer the matter to the next general meeting for the members to resolve.

14.4 Legal Proceedings

No Party is entitled to commence or maintain legal proceedings relating to any Dispute until the processes outlined in this Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent equitable relief.

14.5 Seeking assistance from the Registrar

If a Dispute or any part of a Dispute relates to the meaning of any provision of the CATSI Act or the corporation's Rule Book, the directors or any party to the Dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

The Registrar's opinion will not be binding on the parties to a Dispute.

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

14.6 Costs of Dispute

Unless the parties to the Dispute agree otherwise, each party to a Dispute will bear their own costs for participating in the Dispute resolution process contained in this rule 14.

14.7 Seeking assistance from the Registrar

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

The Registrar's opinion will not be binding on the parties to a dispute.

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

For more information on members' rights see rule 7.5.

15. Changing the rule book

The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.

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

- rule book changes
- special resolution

- minutes of the meeting.

The changes do not take effect until the new rule book is registered by the Registrar.

16. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

- to be named 'The Yinhawangka Aboriginal Corporation RNTBC Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the corporation
- which must have credited to it any money received by the corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.

The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.

Receipts issued for gifts to the gift fund must state:

- the full name of the corporation
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
- the fact that the receipt is for a gift. As soon as:
 - the gift fund is wound up, or
 - the corporation's endorsement as a deductible gift recipient is 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 also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

17. Winding up

17.1 *Surplus assets of the corporation*

Where:

- the corporation is wound up, and
- after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

17.2 *Surplus assets of gift funds*

If the Australian Tax Office allows the corporation to give tax deductible

receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.

18. Schedule 1 – Interpretation and Definitions

18.1 Interpretation

- (a) In the Rule Book:
 - (i) words in the singular include the plural and vice versa;
 - (ii) any gender includes the other genders;
 - (iii) the words 'including', 'include' and 'includes' are to be read without limitation;
 - (iv) a reference to:
 - (A) 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;
 - (B) writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
 - (C) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
 - (v) headings and notes are used for convenience only and are not intended to affect the interpretation of the Rule Book;
 - (vi) a word or expression defined in the CATSI Act and used, but not defined, in these rules has the same meaning given to it in the CATSI Act when used in the Rule Book;
 - (vii) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
 - (viii) where time is to be calculated be reference to a day or event, that day or the day of the event is excluded.
- (b) The Replaceable Rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with the Rule Book, the Native Title Act and the PBC Regulations.

Definitions

AGM	means an annual meeting of the Members under the provisions of the Rule Book.
Applicant	means a person applying to be a Member.
Approved Determination of Native Title	has the meaning given to that phrase in the Native Title Act;
Approved Process	means: <ul style="list-style-type: none"> (a) in the case of a decision by the Native Title Claim Group of a Yinhawangka Claim, a traditional decision making process, or if there is no such process, then an agreed and adopted decision making process, by which the members of the Native Title Claim Group make decisions in relation to the Yinhawangka Claim; and in the absence of any traditional or agreed and adopted decision making process of that kind, means the decision making process by which the members of the Native Title Claim Group authorised the making of the Yinhawangka Claim; and (b) in the case of a decision by the Common Law Holders of the native title in respect of a Yinhawangka Determination, a traditional decision making process, or if there is no such process, then an agreed and adopted decision making process, by which the Common Law Holders make a Native Title Decision;
Auditor	means an auditor appointed under the provisions of the Rule Book.
Auditor's Annual Report	means an annual report prepared by the Auditor under the provisions of the Rule Book.
Books	Include a register, any record of information, financial reports or records, or documents of a Corporation however compiled, recorded or stored.
BMS	means both of: <ul style="list-style-type: none"> (a) the Yinhawangka Charitable Trust established by a deed between [Settlor] as settlor and The Myer Family Company Limited as trustee; and (b) the Yinhawangka Direct Benefits Trust established by a deed between [Settlor] as settlor and The Myer Family Company Limited as trustee.
CATSI Act	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth) as amended from time to time and any regulations made under it.

CEO Eligibility Criteria	<p>The CEO must demonstrate proven management capabilities and results and:</p> <ul style="list-style-type: none"> (a) an understanding of and previous experience working with Indigenous communities; (b) previous management experience; (c) tertiary education in a relevant field, with a minimum university degree of 3 years or a similar level of experience in lieu of such degree; (d) acceptable police clearance certificate; and (e) effective strategies to promote training and development within the Yinhawangka People to allow for and encourage capacity building and executive independence.
Chairperson	means a person elected as Chairperson of a General Meeting, AGM or Directors meeting in accordance with the provisions of the Rule Book.
Circulating Resolution	Means a resolution of the Directors passed according to provisions of the Rule Book.
Claimant Application	has the meaning given to that phrase in the Native Title Act.
Common Law Holders	has the meaning given to that phrase in the Native Title Act.
Consensus	means the general agreement among those present at a meeting held under this Rule Book as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon in accordance with Yinhawangka law and custom, as determined by the Chairperson of the meeting. For the avoidance of doubt, a decision made by Consensus in accordance with law and custom, does not necessarily require that the decision be agreed unanimously.
Corporation	means Yinhawangka Aboriginal Corporation RNTBC to which this Rule Book applies as registered with ORIC.
Determination Area	<p>means:</p> <ul style="list-style-type: none"> (a) the area of Native Title determined in a Yinhawangka Determination; and (b) any other area where it may be determined by a court of competent jurisdiction that the Yinhawangka People hold Native Title Rights and Interests.
Director	means a person appointed to perform the duties of a director of the Corporation, and includes both an Independent Director and a Member Director.

Directors	means the Corporation's board of Directors.
Dispute	has the meaning given under rule 14.1. .
Dispute Notice	has the meaning given under rule 14.3.
Dispute Resolution Procedure	means the procedure outlined in the Rule Book for resolving a Dispute.
Financial Year	means the 12 month period ending on 30 June each year.
General Meeting	means a meeting of the Members under the provisions of the Rule Book.
Immediate Family	means any person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, de facto, son, daughter, sister, brother or step-children
Independent	<p>means that the person, and any person who is a relative of that first person, so far as the first person is, or ought to be, reasonably aware:</p> <ul style="list-style-type: none"> (a) is not and has not been a member of the Yinhawangka People; (b) is not and has not been a relative or spouse of a member of the Yinhawangka People; (c) does not have a membership interest (in accordance with section 960-135 of the Tax Law) in a related entity; (d) is not and has not within a period of 3 years prior to their appointment as a Director been: <ul style="list-style-type: none"> i. an employee of, officer of, consultant to, advisor to, auditor of or other service provider to the Yinhawangka People or a related entity; ii. an employee or officer of a related entity, a partner in a partnership, or a direct or indirect associate of a

	<p>related entity or partnership, which is, or has been within that 3 year time period, consultant to, advisor to, auditor of or other service provider to the Yinhawangka People or a related entity.</p> <p>(e) has no material contractual relationship with a related entity or the Yinhawangka People, other than as a Director;</p> <p>(f) has not served as a Director for a period which could, or could be perceived to, materially interfere with the person's ability to impartially and objectively discharge their duties as a Director; and</p> <p>(g) has no material interest in, business affiliation with or other relationship with any Member or related entity which would hinder the person in the impartial and objective discharge of their duties.</p>
Independent Director	means a person appointed to perform the duties of a Director of the Corporation and is Independent.
Material Personal Interest	means any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that Director when casting their vote at Directors meetings, General Meetings or AGMs; subject to the exclusions detailed in the Rule Book.
Member	means a person whose name appears on the Register of Members.
Native Title	has the meaning given to that phrase in the Native Title Act
Native Title Act	means the <i>Native Title Act 1993</i> (Cth).
Native Title Claim Group	has the meaning given to that phrase in the Native Title Act.
Native Title Claim Area	means the land and waters the subject of the Yinhawangka Claim.
Native Title Decision	has the same meaning given to that phrase in regulation 3 of the PBC Regulations.
Native Title Legislation	has the meaning given to that term in the CATSI Act.
Native Title Rights and Interests	has the meaning given to that phrase in the Native Title Act.
Objectives	means the Objectives of the Corporation as laid out in the Rule Book.
ORIC	means the Officer of the Registrar of Indigenous Corporations.

Poll	has the meaning in rule 8.14 of the Rule Book.
Prescribed Body Corporate	has the meaning described in the PBC Regulations.
PBC Regulations	means the <i>Native Title (Prescribed Bodies Corporate) Regulations 1999</i> (Cth).
Proxy	means a person who has been appointed to attend, speak and vote at a General Meeting or AGM on behalf of a Member according to the provisions of the Rule Book.
Register of Former Members	means the Register of Former Members kept in accordance with the provisions of the Rule Book.
Register of Members	means the Register of Members kept in accordance with the provisions of the Rule Book, also known as the Register of Yinhawangka People.
Register of Yinhawangka People	means the register to be maintained in accordance with rule 5.
Registrar	means the Registrar of ORIC from time to time.
Representative Body	has the meaning given to that phrase in the Native Title Act.
Resolution	means a Resolution that must be passed by at least 51 per cent of the votes cast by the Members present or voting by Proxy.
Rule Book	means this Rule Book and any amendments or substitutions thereto.
Secretary	means a person elected or appointed from time to time to the role of Company Secretary under the provisions of the Rule Book.
Special Resolution	means a Resolution that must be passed by at least 75 per cent of the votes cast by the Members present or voting by Proxy.
Yinhawangka Claim	<p>means:</p> <ul style="list-style-type: none"> (a) the Claimant Applications lodged in the Federal Court and allocated numbers WAD340/10 (NNTT WC10/16) and WAD216/10, (NNTT WC10/11); and (b) any other Claimant Application which: <ul style="list-style-type: none"> (i) is authorised by all or a substantial number of the persons who are, immediately before the filing of the claimant application, Yinhawangka People; and <p>is in addition to, substitution for or in replacement of the Claimant Application referred to in paragraph (a) above;</p>

<p>Yinhawangka Determination</p>	<p>means an Approved Determination of Native Title made pursuant to the Yinhawangka Claim that native title exists in respect of some part of the area the subject of the Yinhawangka Claim and is held by, amongst others, some or all members of the Native Title Claim Group in respect of the Yinhawangka Claim.</p>
<p>Yinhawangka People</p>	<p>means all of the following persons from time to time:</p> <ul style="list-style-type: none"> (a) the Common Law Holders of Native Title under a Yinhawangka Determination who: <ul style="list-style-type: none"> (i) were members of the Native Title Claim Group in respect of the Yinhawangka Claim immediately before the determination was made; or (ii) are part of the same native title holding community or group as the persons referred to in paragraph (a)(i) above; (b) the Native Title Claim Group in respect of the Yinhawangka Claim; and (c) if at any time there are no persons under paragraphs (a) and (b), those Aboriginal persons who from time to time: <ul style="list-style-type: none"> (i) come within the description of the Native Title Claim Group in respect of the Yinhawangka Claim immediately prior to the Yinhawangka Claim being dismissed, withdrawn or the subject of a determination of native title; or (ii) are lineal descendants of a person referred to in paragraph (c)(i) above; and <p>have rights or responsibilities under Aboriginal law and custom in respect of the land and waters the subject of the Yinhawangka Claim immediately prior to the Yinhawangka Claim being dismissed, withdrawn or the subject of a determination of native title,</p> <p>and the term “Yinhawangka Person” shall have the corresponding meaning.</p>

19. Schedule 2 – PBC and RNTBC Rules

19.1 S2.1 Further functions of Corporation

Subject to the provisions of the Native Title Act, the PBC Regulations and this Rule Book, the Corporation may:

- (a) manage Native Title Rights and Interests;
- (b) consult with the Common Law Holders on matters relating to their Native Title Rights and Interests, in accordance with regulation 8 of the PBC Regulations before making a Native Title Decision;
- (c) consult with a Native Title Representative Body, in accordance with regulation 8 of the PBC Regulations;
- (d) receive funds on behalf of the Common Law Holders (including payments received as compensation or otherwise related to the Native Title Rights and Interests) and to hold such payments in trust for the Common Law Holders;
- (e) invest or otherwise apply money held in trust for the Common Law Holders;
- (f) hold Native Title Rights and Interests in trust as directed by the Common Law Holders;
- (g) enter into agreements as trustee or agent for the Common Law Holders;
- (h) any other function in relation to the Native Title Rights and Interests as directed by the Common Law Holders.

19.2 S2.2 Native Title Decision Processes

- (a) Where Native Title Decisions are allowed by the PBC Regulations to be made by way of alternative consultation processes, then such decisions will be made in the way set out in item S2.3. The processes set out in item S2.3 shall constitute an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations or any other equivalent regulation. Native Title Decisions that are permitted to be dealt with under the alternative consultation processes shall be called **Alternative Consultation Process Decisions**.
- (b) For Native Title Decisions where alternative consultation processes are not permitted under the PBC Regulations, such as:
 - (i) a decision to enter into an Indigenous Land Use Agreement or an agreement under Subdivision P of Division 3 of Part 2 of the Native Title Act (**Right to Negotiate**); or
 - (ii) a decision to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become Members of the PBC;
 - (iii) or a decision to consent to one or more consultation processes in the PBC Rule Book,

then these Native Title Decisions must be made in accordance with item S2.4, unless the Yinhawangka People have agreed and adopted different processes for making certain Native Title Decisions under item S2.5, in which case, those agreed and adopted processes shall apply.

- (c) Item S2.5 allows the Yinhawangka People, where there is no particular process of decision-making that under traditional laws and customs must be followed for the giving of consent to the proposed decision, to agree and adopt a process of decision-making for consultation and consent to some or all kinds of Native Title Decisions without needing a meeting for all the Common Law Holders.

19.3 S2.3 Alternative Consultation Processes

Alternative Consultation Processes Process Decisions will be made by the Directors who may consult the Yinhawangka People or others if they consider it appropriate.

19.4 S2.4 Default Process for Consultation and Consents to Native Title Decisions that are not Alternative Consultation Processes

- (a) Where there is a particular process that under traditional laws and customs must be followed for the Common Law Holders to give consent to Native Title Decisions that are not Alternative Consultation Process Decisions, then that process under traditional laws and customs must be followed.
- (b) Where there is no particular process of decision-making that under traditional laws and customs must be followed for the Common Law Holders to give consent to the proposed Native Title Decision and no other agreed or adopted process has been made under item S2.6, then the Yinhawangka People agree and adopt the process set out in item S2.4.4 and S2.4.5 below as the process to consult and obtain the consent of the Yinhawangka People to a Native Title Decision.
- (c) The Directors shall have regard to the Register of Yinhawangka People established and maintained under Rule 5 and use reasonable efforts to keep and update a record of addresses of Yinhawangka People who are not Members.
- (d) Notices and processes for meetings concerning Native Title Decisions shall be same as for General Meetings and shall apply as if the meeting were a General Meeting, save that:
 - (i) only 14 days' notice of the meeting shall be required;
 - (ii) reasonable steps shall be taken to give notice of the meeting to as many Yinhawangka People for the area to be affected by the Native Title Decision who are not Members, as practicable. Such reasonable steps may include, but are not limited to, sending information to people who are entered on the Register of Yinhawangka People but are not Members, or by placing notices in public places in the Region or in newspapers with circulation in the Region;
 - (iii) the quorum shall be the greater of 20 Yinhawangka People and 10% (or more), of the Yinhawangka People on the Register of Yinhawangka People;
 - (iv) a decision to consent to a Native Title Decision is made by way of resolution passed by Consensus, and in the absence of Consensus, a resolution passed by more than 51% of the votes

cast by the Yinhawangka People present.

- (e) The Directors must ensure that the members of the Yinhawangka People at the meeting understand the purpose and nature of a proposed Native Title Decision and options available, including by consulting and considering the views of a Native Title Representative Body, and where it considers it to be appropriate and practicable, give notice of those views to the Yinhawangka People.

19.5 S2.5 *Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions*

- (a) Subject to item S2.2 and where permitted under the PBC Regulations or any other law, the Yinhawangka People may decide at a meeting under item S2.4 to agree and adopt a process where consultation and consents to some or all kinds of Native Title Decisions that are not Alternative Consultation Process Decisions may be made by the Directors without further meetings, consultations and consents of the Yinhawangka People.
- (b) The Yinhawangka People, using item S2.4 processes, may revoke any such agreed and adopted processes made under this item S2.6 from time to time to and agree and adopt alternative processes under item S2.5.

19.6 S2.6 *Evidence of Consultation and Consent*

The Directors are responsible for ensuring that all Native Title Decisions are certified in accordance with Regulation 9 of the PBC Regulations.”

**Schedule 3—Application for membership form YINHAWANGKA
ABORIGINAL CORPORATION RNTBC ICN 7837**

19.7 Application for membership

I, _____ (first name of applicant)
 _____ (last name of applicant)
 of _____ (address of applicant)

apply for membership of the corporation.
 I declare that I am eligible for membership.

I am: Aboriginal Torres Strait Islander

neither Signature of applicant _____

Date _____

19.8 Corporation use only

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of members	Date:
Applicant notified of directors' decision	Date:

Schedule 4—Appointment of proxy form YINHAWANGKA ABORIGINAL CORPORATION RNTBC ICN 7837

19.9 Appointment of proxy

I, _____ (full name of member)
of _____ (address of member)

am a member of the corporation.

I 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 / / (insert date of meeting) and at any adjournment of that meeting.

Signature of
member appointing
proxy

Date

NOTE: A proxy vote may be given to the people listed at rule 8.15. (For more about proxies see rule 8.15 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Please return your completed form to the corporation **at least 48 hours before** the meeting.

**Schedule 5—Consent to become a
director form YINHAWANGKA ABORIGINAL
CORPORATION RNTBC ICN 7837**

19.10 Consent to become a director

I, _____ (full name of person)
_____ (residential address,
of _____ a postal address is
not sufficient)

give consent to become a director of the corporation.

I confirm my date
of birth is _____ (date of birth)

and my place of
birth was _____ (place of birth)

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

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

Signature _____ of
person

Date _____

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.