

The Rule Book of [Insert Name] Aboriginal Corporation [RNTBC] (ICN 0000)

This Rule Book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth)

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1. Name

The name of the corporation is **[Insert Name]** Aboriginal Corporation RNTBC (the Corporation).

2. Dictionary and Interpretation

See **Schedule 1** for the meanings of particular words and phrases used in this Rule Book.

3. Objectives

3.1 The objectives of the Corporation are to:

- (a) be the Registered Native Title Body Corporate for the area subject to the Determination of Native Title;
- (b) perform the functions of a prescribed body corporate under sections 56 and 57 of the Native Title Act;
- (c) hold the Native Title Rights and Interests in trust for the Common Law Holders;
- (d) manage the Native Title Rights and Interests of the Common Law Holders;
- (e) hold money (including payments received as compensation or otherwise related to the Native Title Rights and Interests) in trust;
- (f) invest or otherwise apply money held in trust as directed by the Common Law Holders;
- (g) consult with and obtain the consent of the Common Law Holders in accordance with the PBC Regulations and by having regard to the Decision Making Principles for native title decision making before making a Native Title Decision (see **Schedule 2**);
- (h) achieve relief from poverty, misfortune, disadvantage and suffering of the Common Law Holders; and
- (i) perform any other function relating to the Native Title Rights and Interests as directed by the Common Law Holders.

3.2 Without limiting these functions, to perform its functions the Corporation may, on behalf of the Common Law Holders:

- (a) consult other persons or bodies;
- (b) enter into agreements;
- (c) exercise procedural rights under the Native Title Act; and
- (d) accept notices required by any law of the Commonwealth, a state or a territory to be given to the Common Law Holders.

4. Powers of the Corporation

- 4.1 Subject to the CATSI Act and this Rule Book, the Corporation has the power to do anything lawful to carry out its objectives.
- 4.2 The Corporation cannot charge application fees for membership or annual membership fees.
- 4.3 Before making a Native Title Decision or Compensation Application, the Corporation must:
 - (a) consult with and obtain the consent of the Common Law Holders in accordance with the PBC Regulations;
 - (b) in relation to Low level decisions, consult with and obtain the consent of the Common Law Holders in accordance with the consultation process that is set out in Schedule 2 to this Rule Book; and
 - (c) in relation to High level decisions, have regard to the consultation process that is set out in Schedule 2 to this Rule Book.
- 4.4 To be clear, the consultation process referred to in rules 4.3(b) and 4.3 (c):
 - (a) in relation to Low level decisions comprises an alternative consultation process under regulation 8A of the PBC Regulations; and
 - (b) in relation to High level decisions, does not constitute a mandatory particular process of decision-making that under the traditional laws and customs of the Common Law Holders must be followed in relation to the giving of the consent in relation to the decision of the kind referred to in regulation 8(3) of the PBC Regulations.

5. Members

Members on registration

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

Members by application

- 5.3 Native Title Holders who are at least 18 years of age are eligible to be members of the Corporation.
- 5.4 A person becomes a member if:
 - (a) the person submits a written application to the Corporation in the form provided in **Schedule 3**;
 - (b) the person is eligible for membership in accordance with rule 5.3;
 - (c) the directors accept the application; and
 - (d) the member's name, address and date they became a member is entered on the register of members.
- 5.5 The directors must accept a membership application if the applicant:

- (a) meets the eligibility requirements under rule 5.3; and
 - (b) applies in accordance with rule 5.4.
- 5.6 If the directors refuse to accept a membership application because the applicant does not meet the requirements under rule 5.5, they must inform the applicant of their decision and the reasons for it.
- 5.7 If the directors accept a membership application, the applicant's name, address and date they became a member must be entered on the register of members within 14 days.

Members' rights

- 5.8 A member can:
- (a) attend, speak, put forward resolutions and vote at general meetings;
 - (b) ask the directors to call a general meeting under rules 6.5 and 6.6;
 - (c) look at the minutes of general meetings free of charge; and
 - (d) look at the books of the Corporation if the directors have authorised it or the members pass a resolution at a general meeting approving it.
- 5.9 If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process under rule 13.

Members' responsibilities

- 5.10 Each member must:
- (a) comply with this Rule Book and the CATSI Act;
 - (b) notify the Corporation if they change their contact details within 28 days of the change;
 - (c) treat other members and the directors with dignity and respect and not engage in personal attacks; and
 - (d) not behave in a way that significantly interferes with the operation of the Corporation.

Liability of members

- 5.11 Members do not have to pay Corporation's debts if the Corporation is wound up.

How to stop being a member

- 5.12 A person stops being a member if:
- (a) they resign in writing;
 - (b) they pass away; or
 - (c) their membership is cancelled by the Corporation,
- and, the person's name, address and date they stopped being a member is entered on the register of former members.

- 5.13 If a person ceases to be a member, the Corporation must enter their name, address and the date they stopped being a member on the register of former members within 14 days.

Cancelling membership

- 5.14 A person's membership may be cancelled by special resolution in a general meeting if the Corporation has:
- (a) not been able to contact the member at their address entered on the register of members for a continuous period of 2 years prior to the meeting; and
 - (b) made 2 or more reasonable attempts to otherwise contact the member during the 2 year period but has not been able to; or
 - (c) if the general meeting is satisfied that the member is not an Aboriginal or Torres Strait Islander person; or
 - (d) if the general meeting is satisfied that the member has misbehaved by acting in a manner that significantly interferes with the operation of the Corporation or of Corporation meetings.
- 5.15 If a person is not eligible or becomes ineligible for membership, the directors can cancel their membership by passing a resolution at a directors' meeting. Before the directors cancel a membership, directors must give the member notice in writing stating that:
- (a) the directors intend to cancel the membership for the reasons set out in the notice; and
 - (b) the member has 14 days to object in writing to the cancellation of membership; and
 - (c) any objection to the cancellation of membership must be in writing and given to the Corporation within 14 days from the day the notice was given.
- 5.16 If the member does not object, the directors must cancel the membership.
- 5.17 If the member objects, the directors cannot cancel the membership, unless required to do so by law, and the member can only then be removed by resolution at a general meeting. The member must be given an opportunity to address the general meeting before the decision is made.
- 5.18 If a person's membership is cancelled under rule 5.14 or 5.16, the directors must send the former member a copy of the resolution at their last known address, as soon as practicable after the resolution has been passed.

Register of members and former members

- 5.19 The register must contain:
- (d) the names and addresses of all members and former members;
 - (e) the date when each person's name was added to the register; and
 - (f) for former members, the date when a person stopped being a member.

- 5.20 The register of members and former members must be kept at the Corporation's document access address or registered office.
- 5.21 The register of members must be made available at each annual general meeting (AGM) and the Corporation must ask each member to update their entry.

6. Members' meetings

Annual General Meetings

- 6.1 AGM business includes:
- (a) checking and updating the register of members;
 - (b) confirming the minutes of the previous general meeting;
 - (c) presenting reports: general, financial, directors';
 - (d) asking questions about how the Corporation is managed;
 - (e) electing directors (if required); and
 - (f) choosing an auditor (if required) and agreeing on the fee.

General meetings

- 6.2 A general meeting must be held for a proper purpose and at a reasonable time and place.
- 6.3 General meetings business must include:
- (a) confirming the minutes of the previous general meeting; and
 - (b) considering the business or resolutions in the notice of the meeting.
- 6.4 The directors can call a general meeting by passing a resolution pursuant to rules 7.51 to 7.53.
- 6.5 Members can ask 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

- 6.6 A members' request under rule 6.5 must:
- (a) be in writing;
 - (b) state any resolutions to be proposed at the meeting;
 - (c) be signed by the members making the request;
 - (d) nominate a member to be the contact member on behalf of the members making the request; and
 - (e) be given to the Corporation.

6.7 Within 21 days of receiving the members' request, the directors must either call the general meeting or apply to the Registrar to deny the request.

Notice for members' meetings (general meetings and AGMs)

6.8 At least 21 days' notice must be given to each member, the directors, the contact person or secretary and the auditor (if the Corporation has one).

6.9 The notice must set out:

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

6.10 Notices can be given to members personally, by post, by fax, or by email or other electronic means.

6.11 A notice of meeting:

- (a) sent by post is taken to be given 5 days after it is posted;
- (b) sent by fax or electronically, is taken to be given on the business day after it is sent.

Chairperson may postpone or cancel a general meeting or AGM

6.12 The Chairperson elected in accordance with Rule 6.23 may postpone or cancel a general meeting or AGM for cultural reasons or other significant reasons.

6.13 Cultural reasons or other significant reasons include, but are not limited to:

- (a) sorry business;
- (b) venue is inaccessible due to weather; or
- (c) the date of the meeting conflicts with a cultural event.

6.14 The Corporation must make reasonable efforts to provide notice of the cancellation or postponement of a general meeting or AGM to the following people:

- (a) each member entitled to vote at the meeting;
- (b) each director;
- (c) the contact officer; and
- (d) the auditor of the Corporation (if any).

6.15 Notice of the cancellation or postponement of a general meeting or AGM must be provided to the members by any of the means identified in Rule 6.10.

Members' resolutions (general meetings and AGMs)

6.16 Members can propose a resolution by giving notice of it to the Corporation.

**Number of members
in Corporation**

2 to 10 members

**Number of members required to
propose a resolution**

= 1 member

11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

- 6.17 The notice must set out the resolution in writing and must be signed by the members proposing it.
- 6.18 The Corporation must give notice of the resolution to all people entitled to it in the same way that notice is given for a members' meeting under rules 6.8 to 6.11. The Corporation does not have to give notice of a resolution if it is defamatory.
- 6.19 The Corporation must consider the resolution at the next members' meeting that is held more than 28 days after the notice from the members has been received.

Quorum at members' meetings (general meetings and AGMs)

- 6.20 The quorum for general meetings and AGMs is:
- (a) 2 members who are Bobby Ah Choo Descendants;
 - (b) 2 members who are Nani Descendants;
 - (c) 2 members who are Topsy Mouwudjala Descendants; and
 - (d) 7 members who are BMM Descendants.
- 6.21 The quorum must be present at all times during the meeting.
- 6.22 If there is no quorum after one hour, the directors may either adjourn the meeting to a time and place specified by them, or cancel it.

Chairing members' meetings (general meetings and AGMs)

- 6.23 The directors can elect someone to chair the meeting. If they do not, the members must elect someone.

Using technology at members' meetings (general meetings and AGMs)

- 6.24 General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part in an appropriate manner.

Voting at members' meetings (general meetings and AGMs)

- 6.25 Each member has 1 vote.
- 6.26 The chairperson has one vote (if he or she is a member) plus a casting vote.

Decision-making at members' meetings (general meetings and AGMs)

- 6.27 A resolution at a general meeting or an AGM should, if possible, be decided by consensus of members present at the meeting. If consensus cannot be reached after reasonable effort has been made, the resolution will be decided by majority vote.
- 6.28 The chair tells the meeting whether any proxy votes have been received and what they are.
- 6.29 A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chair, whose decision is final.
- 6.30 The chair declares the results of the vote at the meeting.

Proxies at members' meetings (general meetings and AGMs)

- 6.31 Members can appoint another member as their proxy to attend meetings and vote for them.
- 6.32 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 appointing the proxy in the form set out in **Schedule 5**.
- 6.33 The Corporation must receive the proxy's appointment at least 48 hours before the meeting.
- 6.34 A person must not be a proxy for more than 1 member.

7. Directors

Number of directors

- 7.1 The Corporation will have a minimum of 3 directors and a maximum of 13 directors.
- 7.2 Up to a maximum of seven of the directors of the Corporation (the **BMM Directors**) may be members who are BMM Descendants.
- 7.3 Up to a maximum of two of the directors of the Corporation (the **Nani Directors**) may be members who are Nani Descendants.
- 7.4 Up to a maximum of two of the directors of the Corporation (the **Bobby Ah Choo Directors**) may be members who are Bobby Ah Choo Descendants.
- 7.5 Up to a maximum of two of the directors of the Corporation (the **Topsy Mouwudjala Directors**) may be members who are Topsy Mouwudjala Descendants.

Note: Schedule 1 includes the definition of BMM Descendants, Bobby Ah Choo Descendants, Nani Descendants and Topsy Mouwudjala Descendants. The BMM Descendants do not include the Bobby Ah Choo Descendants, the Nani Descendants or the Topsy Mouwudjala Descendants.

Eligibility of directors

- 7.6 A director must be a member of the Corporation.
- 7.7 A person is not eligible to become a director if the person has been disqualified from managing corporations under the CATSI Act.

Majority of director requirements

- 7.8 A majority of directors of the Corporation must not be employees of the Corporation.
- 7.9 The chief executive officer (**CEO**) may be a director of the Corporation but cannot chair directors' meetings.

How to become a director

- 7.10 The Corporation appoints directors by resolution passed at a general meeting.
- 7.11 Prior to the Corporation appointing directors, the following rules also apply:
- (a) a director must be nominated to be a director;

- (b) the BMM Directors may only be nominated by members who are eligible to be BMM Directors;
- (c) if there is not a consensus of the members who are eligible to be BMM Directors regarding the nomination of the BMM Directors, the nomination must be resolved by a majority vote of those members who are eligible to be BMM Directors;
- (d) the Nani Directors may only be nominated by members who are eligible to be Nani Directors;
- (e) if there is not a consensus of the members who are eligible to be Nani Directors regarding the nomination of the Nani Directors, the nomination must be resolved by a majority vote of those members who are eligible to be Nani Directors; and
- (f) the Bobby Ah Choo Directors may only be nominated by members who are eligible to be Bobby Ah Choo Directors;
- (g) if there is not a consensus of the members who are eligible to be Bobby Ah Choo Directors regarding the nomination of the Bobby Ah Choo Directors, the nomination must be resolved by a majority vote of those members who are eligible to be Bobby Ah Choo Directors;
- (h) the Topsy Mouwudjala Directors may only be nominated by members who are eligible to be Topsy Mouwudjala Directors;
- (i) if there is not a consensus of the members who are eligible to be Topsy Mouwudjala Directors regarding the of the Topsy Mouwudjala Directors, the nomination must be resolved by a majority vote of those members who are eligible to be Topsy Mouwudjala Directors; and
- (j) the names of all of the nominated directors will be provided to the chair of the general meeting.

7.12 Directors must give their consent in writing to act as a director, using the form at **Schedule 6**, before their appointment takes effect.

7.13 The Corporation must send the Registrar the directors' personal details within 28 days after they are appointed.

Directors' terms of appointment and rotation

7.14 Directors will be appointed on rotation for a 2 year term, so that the appointment of half of the directors expires each year. To implement the rotation system:

- (a) the Directors of the Corporation on registration will only hold office until the first AGM and will be eligible for re-appointment;
- (b) at the first AGM of the Corporation;
 - i. in relation to the Nani Directors, Topsy Mouwudjala Directors, and Bobby Ah Choo Directors:
 - a) half will be appointed for a term of 2 years; and

- b) the other half will be appointed for a term of 1 year; and
- ii. in relation to the BMM Directors:
 - a) four will be appointed for a term of 2 years;
 - b) three will be appointed for a term of 1 year; and
- (c) at all subsequent AGMS, the appointment of all directors will be for a term of 2 years.

7.15 If any of the directors' terms expire so that there are less than 3 directors at any time, those expiring terms are extended until the members appoint new directors or reappoint the existing directors by resolution at the next general meeting or an AGM that occurs after the last director's appointment has expired.

How to become an officer bearer (for example, Chair, Vice-Chair or Treasurer)

7.16 Office bearers are directors of the Corporation appointed by the directors at their first directors' meeting after the AGM.

How to fill casual vacancies

7.17 A casual director vacancy arises where a person stops being a director before their term of appointment expires and so the position of that director becomes vacant.

7.18 The directors can appoint a member of the Corporation to fill a casual director vacancy by passing a resolution at a directors' meeting, provided that the member:

- (a) meets the eligibility requirements in rules 7.6 and 7.7;
- (b) is from the same Apical Ancestor Group as the director they are replacing; and
- (c) has given their consent in writing to act as a director, using the form at **Schedule 6**, and provided the Corporation with their director identification number.

7.19 Directors may fill a casual director vacancy even if:

- (a) the number of directors is reduced to less than the number specified by rule 7.1; or
- (b) the number of directors is reduced to less than the number required for a quorum for a directors' meeting.

7.20 Before being appointed as a director, the person must give the Corporation their consent in writing to act as a director, using the form at **Schedule 6**. The Corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

7.21 Directors appointed to fill casual vacancies hold office until the next AGM at which directors are appointed.

Alternate directors

7.22 With the approval of the other directors, a director (appointing director) may appoint an alternate from the same Apical Ancestor Group as the appointing director to exercise some or all of the director's powers for a specified period.

7.23 Before being appointed as a Director, the person must:

- (a) give their consent in writing to act as a director, substantially in the form at Schedule 6; and
 - (b) either inform the Corporation of their director identification number or, if they do not already have a director identification number, make an application for a director identification number as required by the CATSI Act.
- 7.24 If the appointing director asks the Corporation to give the alternate director notice of directors' meetings, the Corporation must do so.
- 7.25 The appointing director may terminate the alternate's appointment at any time.
- 7.26 An appointment of an alternate or its termination must be made in writing and a copy must be given to the Corporation.

How to stop being a director

- 7.27 A person stops being a director if:
- (a) the director passes away;
 - (b) the director resigns in writing;
 - (c) the director's term of appointment expires;
 - (d) the director is removed as a director by the members or the other directors;
 - (e) the director is disqualified from managing corporations under the CATSI Act; or
 - (f) the director ceases to be a member, but was a member when they became a director.
- 7.28 The Corporation must send the Registrar a notice within 28 days after a person stops being a director.

Removal of director by members

- 7.29 The Corporation may, by resolution of the members in a general meeting or an AGM, remove a director from office as follows:
- (a) a notice for a resolution to remove a director must be given to the Corporation at least 21 days before the general meeting or AGM is held;
 - (b) the Corporation must give the director concerned a copy of the notice as soon as possible; and
 - (c) the director can give the Corporation a written statement and speak at the meeting. Any written statement must be given to everyone entitled to notice of the meeting.

Removal of director by other directors

- 7.30 The only ground on which the directors may remove a director from office is if they fail to attend 3 or more consecutive directors' meetings without a reasonable excuse.
- 7.31 Before removing a director under rule 7.29, the directors must give the director concerned notice in writing stating that:

- (a) the directors intend to remove the director concerned from office because he or she has failed to attend 3 or more consecutive directors' meetings without a reasonable excuse; and
 - (b) the director concerned has 14 days to object in writing to the removal.
- 7.32 If a director does not object, the directors must remove the director concerned by resolution and provide the person who has been removed with a copy of the resolution as soon as possible after the resolution has been passed.
- 7.33 If the director objects, the directors cannot remove the director. The Director can only then be removed by resolution passed at a general meeting or an AGM.

Directors' and officers' duties and powers

- 7.34 Directors must comply with the duties imposed on directors under the CATSI Act and the general law, including:
- (a) a duty of care and diligence;
 - (b) a duty of good faith and to act in the best interests of the Corporation;
 - (c) a duty to disclose a conflict of interest;
 - (d) a duty not to improperly use position or information; and
 - (e) a duty to not trade while insolvent.
- 7.35 The business of the Corporation is to be managed by or under the direction of the directors. The directors may exercise all the powers of the Corporation except any powers that the CATSI Act or this Rule Book require the Corporation to exercise in a general meeting or an AGM.

Conflict of interest

- 7.36 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.
- 7.37 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.
- 7.38 A director who has a material personal interest must not:
- (a) be present at a directors' meeting while the matter in question is being considered; or
 - (b) vote on the matter,
- unless they have been granted approval by the other directors (those that do not have a conflict of interest) or the Registrar in writing.

Payments to directors

- 7.39 Directors cannot be paid a salary or sitting fees for their work as directors.
- 7.40 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

exercised the duty to disclose a conflict as required by this Rule Book and the payment is fair and reasonable to the Corporation).

- 7.41 The Corporation may pay the directors' travelling and other expenses for attending directors' meetings, general meetings or other meetings to do with Corporation business.

Related party benefit

- 7.42 If the 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.

Delegation of directors' powers

- 7.43 The directors can pass a resolution to delegate any of their powers to:
- (a) another director;
 - (b) a committee of directors;
 - (c) an employee of the Corporation; or
 - (d) any other person.
- 7.44 The delegate must exercise the powers delegated in accordance with any directions of the directors.

Directors' meetings

- 7.45 Directors must meet at least once each year **OR** Directors must meet as often as they deem appropriate to manage the business of the Corporation.
- 7.46 All directors must be given at least two weeks' notice of a directors' meeting.
- 7.47 The directors will usually decide at a meeting when and where the next meeting will be.
- 7.48 Two or more directors can call a meeting by giving at least two weeks' notice to all the other directors.

Quorum for directors' meetings

- 7.49 The quorum for a directors' meeting is a majority of Directors that includes at least:
- (a) one Nani Director;
 - (b) one Bobby Ah Choo Director;
 - (c) one Topsy Mouwudjala Director; and
 - (d) three BMM Directors,
- and the quorum must be present at all times during the meeting.
- 7.50 If the quorum (in accordance with Rule 7.49) is not reached at a properly notified Directors meeting (and the meeting cannot therefore be convened), then for the immediately subsequent properly notified Directors' meeting:
- (a) the quorum is a majority of Directors;

- (b) the agenda is the same as the previous directors' meeting at which quorum was not met; and
- (c) the quorum of eight Directors must be present at all times during the meeting.

Resolutions at Directors' meetings

- 7.51 A resolution passed by the directors will, if possible, be decided by consensus of directors present at the meeting and entitled to vote. If consensus cannot be reached after a reasonable effort has been made, the matter can be decided by majority vote.
- 7.52 Each director has 1 vote and the Chair has a casting vote (if required) in addition to any vote he or she has as a director.

Circulating resolutions

- 7.53 The Directors may pass a resolution without a Directors' Meeting being held if notice of the resolution is provided to all Directors and the majority of Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- 7.54 Separate copies of a document under rule 7.53 may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 7.55 A resolution under rule 7.54 is passed when the majority of Directors sign the statement required by rule 7.53.

Execution of documents by directors

- 7.56 Documents (including deeds) may be executed by the directors in accordance with the provisions of the CATSI Act.

8. Contact person or secretary

- 8.1 The contact person will be appointed by resolution of the directors.
- 8.2 The contact person must be at least 18 years old.
- 8.3 The directors decide the contact person's pay and terms and conditions of employment, if any.
- 8.4 The contact person must pass on any correspondence received to at least 2 of the directors within 14 days, or otherwise pass it on in accordance with a process determined by the directors.
- 8.5 The contact person must give the Corporation their consent in writing to become a contact person before the appointment takes effect.
- 8.6 The Corporation must send the Registrar the [contact person's/secretary's] details within 28 days after they are appointed.

9. Records

- 9.1 The Corporation must keep:
 - (a) minutes of meetings (in writing or as an audio or video recording);

- (b) the Rule Book (constitution);
 - (c) the register of members and former members;
 - (d) the names and addresses of directors, officers and the [contact person / secretary]; and
 - (e) financial records that correctly record and explain the Corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.
- 9.2 These records must be kept at the Corporation's document access address.
- 9.3 The directors, or the Corporation by a resolution passed at a general meeting, may authorise a member to inspect the records of the Corporation.

10. Finances

- 10.1 The Corporation must follow these procedures:
- (a) the Corporation must give receipts for all money it receives;
 - (b) all money of the Corporation must be deposited into a Corporation bank account;
 - (c) all accounts must be approved for payment at a directors' meeting or in accordance with valid delegations;
 - (d) 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; and
 - (e) all payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- 10.2 The financial records must be retained for 7 years after the transactions covered by the records are completed.

11. Application of funds

- 11.1 The directors can only use the money and property of the Corporation to carry out its business.
- 11.2 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) a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided; or
 - (b) payment to a member in carrying out the Corporation's objectives.

12. Winding up

- 12.1 Subject to the requirements of Division 6 of Part 2 of the Native Title Act, the Corporation may be wound up by its members in accordance with the relevant sections of the CATSI Act and this rule.
- 12.2 The Corporation may be dissolved by a special resolution of the members voting at a general meeting specially convened for that purpose and of which not less than 21 days' notice has been given.
- 12.3 The resolution of dissolution must specify a Prescribed Body Corporation (the **new PBC**) that will replace the Corporation for the purpose of carrying out the functions in relation to the Determination Area prescribed by the Native Title Act and the PBC Regulations.
- 12.4 If the Corporation is wound up, all debts, liabilities and costs of winding up must be paid first. If there are any assets left over, members of the Corporation can pass a special resolution distributing those surplus assets to the new PBC so long as the new PBC:
- (a) has objects which are similar to the principal objects of the Corporation as set out in rule 3;
 - (b) has a constitution which requires its income and property to be applied in promoting its objects;
 - (c) has a constitution which prohibits it from paying or distributing its income and property amongst its members; and
 - (d) is a public benevolent institution for the purposes of any taxation law of the Commonwealth.
- 12.5 Surplus assets of the Corporation cannot be given to any member or any person to be held on trust for any member.
- 12.6 In the event that the new PBC does not meet the criteria in rule 12.4, surplus assets of the corporation will be given or transferred to another Aboriginal institution or corporation in the Kimberley region which has been established for the benefit of the Common Law Holders and meets the criteria in rule 12.4.

13. Dispute resolution for members

- 13.1 If a dispute arises, the parties must first try to resolve it themselves.
- 13.2 If the dispute is not resolved within 20 business days, any party may give a dispute notice to the other parties.
- 13.3 The dispute notice must be in writing, say what the dispute is about and be given to the contact person for the Corporation.
- 13.4 The directors or any of the dispute parties may ask the Registrar for assistance.
- 13.5 The directors must help the parties resolve the dispute. The directors may:
- (a) directly assist the parties to resolve their dispute;
 - (b) refer the parties to senior people chosen to assist the parties to resolve their dispute;

- (c) refer the parties to an independent person to mediate the dispute. The mediator will provide a report to the directors and the disputing parties within 14 days of the completion of the mediation, setting out the outcomes of the mediation; or
- (d) refer the dispute to the members to resolve at a general meeting.

14. Dispute resolution for non-members

- 14.1 The dispute resolution process set out at rule 13 also applies to disputes between the Corporation and a person who is or who claims to be a Common Law Holder whether or not they are a member, but only if the dispute relates to:
 - (a) whether or not the person is a Common Law Holder; or
 - (b) the PBC's performance of its functions under Native Title Legislation.
- 14.2 Rule 13 does not apply to disputes between the Corporation and non-members except for in the specific circumstances set out in rule 14.1.

15. Changing the rule book

- 15.1 Subject to Rule 15.2, 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.
- 15.2 Rules 6.20 (**Quorum at members' meetings**), 7.2(**BMM Directors**), 7.3 (**Nani Directors**), 7.4 (**Bobby Ah Choo Directors**), 7.5 (**Topsy Mouwudjala Directors**), 7.11 (**How to become a Director**), 7.22 (**Alternate directors**) 7.49 and 7.50 (**Quorum for directors' meetings**, Schedule 2 (**Consultation about Native Title Decisions and Compensation Applications**) cannot be changed after the registration of the Corporation unless:
 - 15.2.1 the requirements in rule 15.1 and 15.3 are met;
 - 15.2.2 a resolution in support of the change is passed by a majority of the members in attendance at the general meeting or AGM who are BMM Descendants;
 - 15.2.3 a resolution in support of the change is passed by a majority of the members in attendance at the general meeting or AGM who are Nani Descendants;
 - 15.2.4 a resolution in support of the change is passed by a majority of the members in attendance at the general meeting or AGM who are Bobby Ah Choo Descendants; and
 - 15.2.5 a resolution in support of the change is passed by a majority of the members in attendance at the general meeting or AGM who are Topsy Mouwudjala Descendants.
- 15.3 Within 28 days after the resolution is passed, the Corporation must send the Registrar copies of the:
 - (a) Rule Book changes;
 - (b) special resolution; and

- (c) parts of the minutes of the meeting that relate to the passing of the special resolution.

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

Schedule 1 – Interpretation and Dictionary

Dictionary

Apical Ancestor Group means:

- (a) The BMM Descendants; or
- (b) The Bobby Ah Choo Descendants; or
- (c) The Nani Descendants; or
- (d) The Topsy Mouwudjala Descendants.

Bobby Ah Choo Descendants means the people descended, either biologically or by adoption in accordance with traditional laws and customs, from Bobby Ah Choo (Gadjigar).

BMM Descendants means the people descended, either biologically or by adoption in accordance with traditional laws and customs, from one or more of the following people:

1. Charlie Mangurl
2. Ninya Philomena
3. Ngurkwan, Yayika and Minyang
4. Polly Wurrayin and Charlie Djawali
5. Polly Jambo
6. Kitty Kujaja
7. Lucy Muninga and Edward Yedawarra and Wadadarl (mother of Fulgentius Fraser)
8. Maggie Nimbanirl
9. Dim
10. Bundangurra and Mabel Ah Chee
11. Gurupirin
12. Balbarra (husband of Nani)
13. Jinangkal and Nyuntunga
14. Kanjuka and his siblings, Mona Yabali and Alec Munganji
15. Ngamariny
16. Kudij
17. Charlie Jalabanany
18. Rimarrangudu

19.Bulu

20.Butcher Joe Nangan

21.Jerry Wandamarra

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

Common Law Holders has the same meaning as in section 56(2) of the Native Title Act, and means the persons included in the Determination of Native Title as the Native Title Holders.

Compensation Application means an application pursuant to sections 50(2) and 61 of the Native Title Act.

Determination of Native Title means the determination of the Federal Court of Australia in the proceeding known as WAD33 of 2019 and WAD598 of 2016.

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

Group of Common Law Holders refers to a number of Common Law Holders who constitute a group where they belong to a tribe, clan or family, or a descent, language or other group, recognised as such in accordance with the traditional laws and customs applying to them, in accordance with reg 3(2) of the PBC Regulations, and who, in relation to the Determination Area, comprise the following Groups of Common law Holders:

(a) the BMM Descendants, the Nani Descendants and the Bobby Ah Choo Descendants; and

(b) the Topsy Mouwudjala Descendants, the Nani Descendants and the Bobby Ah Choo Descendants.

High level decision has the same meaning as in the PBC Regulations.

Low level decision has the same meaning as in the PBC Regulations.

National Native Title Register means the register established and maintained under part 8 of the Native Title Act.

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

Native Title Decision has the same meaning as in regulation 3 of the PBC Regulations.

Native Title Holders means the persons identified in **Schedule 4** being the persons determined by the Federal Court as holding the common or group rights and interests comprising native title in the Determination Area.

Native Title Legislation has the same meaning as in section 700-1 of the CATSI Act.

Native Title Rights and Interests has the same meaning as in section 223 of the Native Title Act.

NTRB or Native Title Representative Body means a representative Aboriginal / Torres Strait Islander body that is recognised under section 203AD of the Native Title Act.

Nani Descendants means the people descended, either biologically or by adoption in accordance with traditional laws and customs, from Nani.

PBC Regulations means the *Native Title (Prescribed Body Corporate) Regulations 1999* (Cth).

Prescribed Body Corporate or PBC has the same meaning as in regulations 3 and 4 of the PBC Regulations.

Registered Native Title Body Corporate or RNTBC has the same meaning as in section 253 of the Native Title Act.

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

Specified Persons has the same meaning as in regulation 8B of the PBC Regulations.

Topsy Mouwudjala Descendants means the people descended, either biologically or by adoption in accordance with traditional laws and customs, from Topsy Mouwudjala.

Schedule 2 – Consultation about Native Title Decisions and Compensation Applications

Part 1: Native Title Decisions

1. This Schedule 2 sets out the consultation process referred to in rules 4.2(b) and 4.3(c) in relation to the making of a Native Title Decision by the Corporation.
2. In relation to Low level decisions, the consultation process set out in this Schedule 2 comprises an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations.
3. In relation to High level decisions, the Corporation must have regard to the consultation process set out in this Schedule 2, but it does not constitute a mandatory particular process of decision-making that under the traditional laws and customs of the Common Law Holders must be followed in relation to the giving of the consent in relation to the decision of the kind referred to under regulation 8(3) of the PBC Regulations.
4. For the purposes of rule 4.3, this Schedule 2 and the PBC Regulations, the Determination does not identify classes of Common Law Holders on whom the proposed Native Title Decision would have different effects (see Schedule 4).
5. Although there are no classes of Common Law Holders who hold native title in relation to the Determination Area, the consultation process set out in this Schedule 2 are designed to make sure as far as possible that the right people or Groups of Common law Holders who speak for country are consulted, and their consent sought, before Native Title Decisions are made by the Corporation.
6. In this Schedule:
 - 6.1 **BMM Core Area** means the area depicted as the ‘BMM Core Area’ on the map attached to these rules;
 - 6.2 The Group of Common Law Holders in relation to the BMM Core Area are the BMM Descendants, the Nani Descendants and the Bobby Ah Choo Descendants;
 - 6.3 **Warrwa Core Area** means the area depicted as the ‘Warrwa Core Area’ on the map attached to these rules; and
 - 6.4 The Group of Common Law Holders in relation to the Warrwa Core Area are the Topsy Mouwudjala Descendants, the Nani Descendants and the Bobby Ah Choo Descendants.

Part 1.1: PBC Regulations

7. Before making a Native Title Decision, the Corporation must consult with and obtain the consent of the Common Law Holders in relation to the decision in accordance with regulation 8 of the PBC Regulations as follows:

- 7.1 If there is a particular process of decision-making that, under the traditional laws and customs of the Common Law Holders, must be followed in relation to the giving of the consent, the consent must be given in accordance with that process; or
- 7.2 If clause 7.1 does not apply, the consent must be given by the Common Law Holders in accordance with the process of decision-making agreed to, or adopted by them, for the proposed Native Title Decision, or for decisions of the same kind as that decision.

Part 1.2: Consultation Process

8. The consultation process for the purposes of rule 4.3 is set out in clauses 9 to 13 of this schedule 2.
9. Where a Native Title Decision affects the native title rights and interests within the Determination Area of a particular Group of Common Law Holders, the Corporation should consult with and obtain the consent of the relevant Group of Common Law Holders as follows:
 - 9.1 if there is a particular process of decision-making that, under the traditional laws and customs of the relevant Group of Common Law Holders, must be followed in relation to the giving of the consent, the consent must be given in accordance with that process; or
 - 9.2 if clause 9.1 does not apply, the consent must be given by the relevant Group of Common Law Holders in accordance with the process of decision-making agreed to, or adopted by them, for the proposed Native Title Decision, or for decisions of the same kind as that decision.
10. Where a Native Title Decision affects native title rights and interests in relation to the BMM Core Area, the Corporation should consult with and obtain the consent of the BMM Descendants, the Nani Descendants and the Bobby Ah Choo Descendants.
11. Where a Native Title Decision affects native title rights and interests in relation to the Warrwa Core Area, the Corporation should consult with and obtain the consent of the Topsy Mouwudjala Descendants, the Nani Descendants and the Bobby Ah Choo Descendants.
12. Where a Native Title Decision affects native title rights and interests in relation to both the BMM Core Area and the Warrwa Core Area, the Corporation should consult with and obtain the consent of all of the Common Law Holders in accordance with clause 9.

Part 2: Compensation Applications

13. Before making a Compensation Application, the Corporation must consult with and obtain the consent of the Specified Persons for the Compensation Application in accordance with regulation 8B of the PBC Regulations.

Part 3: Certificate in relation to Consultation and Consent

14. As soon as practicable after a Native Title Decision is made or the Corporation decides to make a Compensation Application, the Corporation must prepare a certificate in accordance with regulation 9 of the PBC Regulations.
15. A certificate prepared and signed in accordance with regulation 9 of the PBC Regulations is prima facie evidence that the Corporation has consulted and obtained consent in relation to the Native Title Decision or the making of the Compensation Application as required by regulation 8 or 8B (as applicable), of the PBC Regulations.

Schedule 3 - Membership Application Form

I, (full name of person)
of (residential address)
born on (date of birth)
apply for membership of **[Insert Name]** Aboriginal Corporation RNTBC (ICN XXXX)

Signature of applicant

Date

Phone

Email

Postal address

Apical Ancestors

The native title holders, the persons referred to in Schedule 4, are the descendants of: Charlie Mangurl, Ninya Philomena, Ngurkwan, Yayika and Minyang, Polly Wurrayin and Charlie Djawali, Polly Jambo, Kitty Kujaja. Lucy Muninga and Edward Yedawarra and Wadadarl (mother of Fulgentius Fraser), Maggie Nimbanirl, Dim, Bobby Ah Choo (Gadjigar), Bundangurra and Mabel Ah Chee, Gurupirin, Nani, Balbarra (husband of Nani), Jinangkal and Nyuntunga, Kanjuka and his siblings, Mona Yabali and Alec Munganji, Ngamariny, Kudij, Charlie Jalabanany, Rimarrangudu, Bulu, Butcher Joe Nangan, Jerry Wandamarra, Topsy Mouwudjala.

To assist the Board to assess your application, please fill in the form below with as many details as you can. Please note that failure to fill in the form below will not invalidate your membership application.

Apical Ancestor(s).....

Siblings:

Father:

Mother:

FATHER'S PARENTS

MOTHER'S PARENTS

Grandfather

Grandmother:

Grandfather:

Grandmother:

Office use only

Application tabled at directors' meeting held on

Directors confirmed applicant is eligible for membership in accordance with rule 5.3.

Yes / No

Reasons if application is refused (see rule 5.6):

Dated entered on the Corporation's register of members (*must be within 14 days of acceptance (rule 5.6)*)

.....

Schedule 4 – Native Title Holders

The Common Law Holders means the common law holders of the Native Title Rights and Interests for the Determination Area, as recognised in the Determination of Native Title, being:

1. Those Aboriginal people who:
 - (a) are descended, either biologically or by adoption in accordance with traditional laws and customs, from one or more of the people listed in paragraph 2 of this Schedule; or
 - (b) are recognised, in accordance with traditional laws and customs, of the people listed in paragraph 2 of this Schedule as having rights and interests in the Determination Area under traditional law and custom.
2. The people referred to in paragraph 1 of this Schedule are:
 - (1) Charlie Mangurl
 - (2) Ninya Philomena
 - (3) Ngurkwan, Yayika and Minyang
 - (4) Polly Wurrayin and Charlie Djawali
 - (5) Polly Jambo
 - (6) Kitty Kujaja
 - (7) Lucy Muninga and Edward Yedawarra and Wadadarl (mother of Fulgentius Fraser)
 - (8) Maggie Nimbanirl
 - (9) Dim
 - (10) Bobby Ah Choo (Gadjigar)
 - (11) Bundangurra and Mabel Ah Chee
 - (12) Gurupirin
 - (13) Nani
 - (14) Balbarra (husband of Nani)
 - (15) Jinangkal and Nyuntunga
 - (16) Kanjuka and his siblings, Mona Yabali and Alec Munganji
 - (17) Ngamariny
 - (18) Kudij
 - (19) Charlie Jalabanany
 - (20) Rimarrangudu
 - (21) Bulu
 - (22) Butcher Joe Nangan

- (23) Jerry Wandamarra
- (24) Topsy Mouwudjala.

Schedule 5 - Appointment of proxy form

[Insert Name] Aboriginal Corporation RNTBC (ICN XXXX)

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 / / and at any adjournment of that meeting.

Signature of member
appointing proxy

Date

NOTE: A proxy vote may be given under rules 6.31 to 6.34 (for more about proxies see section 201-90 of the CATSI Act)

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

Schedule 6 - Consent to become a director form

[Insert Name] Aboriginal Corporation RNTBC (ICN XXXX)

Consent to become a director

I, _____ (full name of person)

of _____ (residential address, a postal address 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)

and I have applied for a director identification number / have a director identification number (circle whichever appropriate).

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; or
- 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 _____

Director identification number / date of application for director identification number _____

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.

Attachment – Map

