

THE RULE BOOK

OF

THE

MULLIGAN RIVER

ABORIGINAL

CORPORATION

RNTBC

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Interpretation and Definitions

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 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;
 - (v) a reference to a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
 - (vi) headings and notes are used for convenience only and are not intended to affect the interpretation of the Rule Book;
 - (vii) a word or expression defined in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) (the Act) and used, but not defined, in these rules has the same meaning given to it in the Act or *Native Title Act 1993* (Cth) (NTA) (as the case may be) when used in the Rule Book; and
 - (viii) if a word or phrase is defined its other grammatical forms have corresponding meanings.
- (b) the replaceable rules set out in the Act apply to the Corporation only to the extent that they are not inconsistent with the Rule Book and the NTA.

Dictionary

Aboriginal Person means a person of the Aboriginal race of Australia.

ACHA means the *Aboriginal Cultural Heritage Act 2003* (Qld).

Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) and the regulations made thereunder.

Administrative Decision means those matters that do not involve 'native title decisions' or 'other land based decisions'.

Agreement means any agreement with:

- (a) any state of Australia;
- (b) the Commonwealth of Australia;
- (c) any local government;
- (d) any corporate or non-corporate entity; or
- (e) any legal or natural person.

Annual General Meeting or **AGM** means a general meeting that must be held annually and is held in accordance with Rule 7.1.

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

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

Code of Conduct means any rules created by the Corporation for the conduct of meetings and includes rules regarding the required good behaviour of all Members.

Common Law Holders has the same meaning as in s. 56(2) of the Native Title Act, and means the persons included in the determination of native title as the native title holders.

Common Seal means the common seal of the Corporation referred to in Rule 14.1.

Contact Person means a person appointed according to Rule 13.

Corporation means the Corporation referred to in Rule 1.

Determination Area – means Wangkamahdla People Determination Area.

Determination of Native Title means the determination of the Federal Court of Australia in the proceeding known as Wangkamahdla People QUD 52 of 2016.

Director means a person appointed according to Rule 8 to manage the affairs of the Corporation in accordance with the Act and the Rule Book.

Directors' Meetings refers to the meetings of the directors held according to Rule 11.

Director Representation Group or **DRG** means the groups set out and described at Schedule 2.

Dispute has the meaning given in Rule 19.

Dispute Resolution Process means the process set out in Rule 19.

Financial Records (money books) includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, documents of prime entry and working documents and other documents needed to explain the financial reports.

General Meeting refers to both Special General Meetings and Annual General Meetings of the Members of the Corporation called and held according to Rule 7.

Indigenous Corporation Number or **ICN** means that number given by the Registrar to the Corporation on registration.

Material Personal Interest means any actual, perceived/apparent or potential interest of a Director or its family members where the Director, or its family members stand to gain a significant financial benefit, other significant benefits or other significant incentives directly or indirectly from any transaction of the Corporation (also known as a “pecuniary interest”).

Member means a person whose name appears on the Register of Members.

Membership Criteria means the membership criteria as set out in Rule 5.2.2.

Minute Book means the books and records in which the minutes of all general meetings and directors' meetings and copies of any written resolutions passed without a general meeting or

directors' meeting are kept in accordance with Rule 16.1.1.

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), and the regulations made thereunder.

Native Title Decision means the same as in Regulation 8 of the PBC Regulations and that is a decision:

- (a) to surrender native title rights and interests in relation to land or waters; or
- (b) to enter an indigenous land use agreement under Subdivision B, C or D of Division 3 of Part 2 of the Act or an agreement under Subdivision P (right to negotiate) of that Division; or
- (c) 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 a prescribed body corporate; or
- (d) to include one or more consultation processes in the constitution of a prescribed body corporate; or
- (e) to do, or agree to do, any other act that would otherwise affect the native title rights or interests of the common law holders (other than a decision to make a compensation application).

Native Title Holders means the Wangkamahdla People being the persons determined by the Federal Court as holding the common or group rights comprising native title in a Wangkamahdla People Determination.

Native Title Legislation Obligations means the following obligations imposed by the Native Title Act and the PBC Regulations on a registered native title body corporate:

- (a) an obligation to consult with the common law holders of native title;
- (b) an obligation to act in accordance with the directions of the common law holders of native title;
- (c) an obligation to act only with the consent of the common law holders of native title;
- (d) an obligation to take any other action in relation to the common law holders of native title.

Native Title Representative Body means a representative Aboriginal/Torres Strait Islander Body for the Wangkamahdla People Determination Area, determined in accordance with section 202(1) of the Native Title Act.

Native title rights and interests has the same meaning as in section 223 of the Native Title Act.

Objectives means the objects set out in Rule 2.

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

Other Land Based Decision means a decision relating to the Wangkamahdla People Determination Area that is not a Native Title Decision or an Administrative Decision.

PBC Regulations means the *Native Title (Prescribed Body Corporate) Regulations 1999* (Cth) made pursuant to powers contained in the NTA.

Prescribed Body Corporate or **PBC** means a body corporate which meets the criteria for a prescribed body corporate as contained in the PBC Regulations.

Registered Native Title Body Corporate or **RNTBC** means a prescribed body corporate whose

The rule book of Mulligan River Aboriginal Corporation RNTBC (ICN: 9434)
Registered by a Delegate of the Registrar on 26 September 2022

name and address are registered on the National Native Title Register under the NTA.

Register of Members means the register of members kept pursuant to Rule 6.

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

Rules or Rule Book means the rules of this Corporation and means this document and includes any Code of Conduct, policy or procedures created by the Corporation as amended from time to time.

Secretary means a person elected or appointed according to Rule 13.

Special General Meeting or SGM means a general meeting other than an Annual General Meeting.

Special Resolution means a resolution that has at least 75% support for it by those members entitled to participate and be involved in decision-making at the General Meeting.

Surplus Assets has the meaning given in Rule 20.1(b).

Wangkamahdla Descent Group means a descent group listed and described at Schedule 1B.

Wangkamahdla People means all of the people who are Wangkamahdla Persons.

Wangkamahdla People Apical Ancestors means the Wangkamahdla People apical ancestors as set out in Schedule 1A.

Wangkamahdla People Determination means an approved determination of native title in a Wangkamahdla People Native Title Claim made by a court of competent jurisdiction.

Wangkamahdla People Determination Area means any area of land and waters where it may be determined by a court of competent jurisdiction that the Wangkamahdla People hold native title rights and interests.

Wangkamahdla People Land means:

- (a) any land and waters within the external boundaries of the Wangkamahdla People Native Title Claim; and
- (b) any land and waters for which the Corporation has been determined to be, or becomes determined as, the Prescribed Body Corporate under section 56 of the Native Title Act; and
- (c) all the land vested from time to time in the Corporation.

Wangkamahdla People Native Title Claim means the Wangkamahdla People native title determination application (Federal Court file number QUD 52 of 2016).

Wangkamahdla Person means a person who is descended from (including by social parenthood or rearing up who are recognised and accepted in accordance with traditional law and custom) one or more of the Wangkamahdla People Apical Ancestors listed in Schedule 1A.

Wangkamahdla People Traditional Laws and Customs means the body of traditions, laws, customs and beliefs recognised and held in common by the Wangkamahdla People, and includes those traditions, laws, customs and beliefs exercised in relation to particular areas of land and waters, traditionally accessed resources and persons.

1. Name

The name of the Corporation is Mulligan River Aboriginal Corporation RNTBC.

2. Objectives

2.1 The objectives for which the Corporation is established are to:

- (a) assist with the relief of poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune amongst the Wangkamahdla People. Any other act that assists with the carrying out of the above objects but not limited to being the trustee of any charitable trust established for the benefit of Wangkamahdla People and to pursue the charitable purposes for which such a trust is established.
- (b) be and perform the functions of a "Prescribed Body Corporate" (within the meaning of the Native Title Act), for the purpose of being the subject of a Wangkamahdla People Determination under sections 56 or 57 of the Native Title Act, including the functions of:
 - (i) acting as trustee or representative of the Native Title Holders in matters relating to their native title rights and interests; and
 - (ii) protecting and managing the native title rights and interests of the Native Title Holders as authorised by them;
- (c) upon becoming a Registered Native Title Body Corporate, perform the functions of a Registered Native Title Body Corporate as required by the Native Title Act or regulation made under the Native Title Act;
- (d) hold and manage Wangkamahdla People Land on behalf of the Wangkamahdla People;
- (e) be the grantee, including sole trustee, of grants of land made under the *Aboriginal Land Act 1991* (Qld);
- (f) fulfil the role and functions of a trustee in accordance with the *Aboriginal Land Act 1991* (Qld);
- (g) act as trustee pursuant to the *Land Act 1994* (Qld) including to hold ordinary freehold land;
- (h) act as a trustee of community purpose reserves pursuant to the *Land Act 1994* (Qld);
- (i) represent the Wangkamahdla People in all matters related to the ownership, use, occupation of and access to Wangkamahdla People Land;
- (j) manage the cultural heritage rights and interests of the Wangkamahdla People including to be, and perform, the business, functions and contractual negotiations;
- (k) be an Aboriginal cultural heritage body, as prescribed in the ACHA on behalf of the Wangkamahdla People;
- (l) advance the practice of, and respect for the traditional cultural practices of the Wangkamahdla People and advance access to Wangkamahdla People Land;
- (m) advance and promote the well-being of the Wangkamahdla People;
- (n) support and provide assistance to the Wangkamahdla People to participate in cultural ceremonies, such as funerals, and other activities to comply with customary laws, customs and traditions;
- (o) hold, invest and spend money received from the Commonwealth, the States and from other sources such as agreements, on behalf of the Wangkamahdla People;
- (p) promote open, accountable and transparent decision-making processes for the Wangkamahdla People;
- (q) carry out the terms of any Agreement; and

- 2.2 In carrying out its objectives, the Corporation shall ensure no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to any Member, except for the payment in good faith of reasonable and proper remuneration to any employee of the Corporation for, or in return for, services actually rendered to the Corporation.

3. Functions of the Corporation

3.1 Subject to the provisions of the Native Title Act, the PBC Regulations and the Rule Book:

- (a) where the Native Title Holders obtain a “determination of native title” (within the meaning of the Native Title Act) over any area and the board of Directors consent to the Corporation so acting, then the Corporation may act as a Prescribed Body Corporate;
- (b) once the Corporation is registered under the Native Title Act as a Registered Native Title Body Corporate with respect to any area, the Corporation may carry out the functions of a Registered Native Title Body Corporate as specified in the Native Title Act or Regulations made under that Act.

3.2 Without limiting the generality of sub-rule 3.1, the Corporation may:

- (a) hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
- (b) initiate and participate in transactions for, on, or relating to the Wangkamahdla People Determination Area;
- (c) invest or otherwise apply money held in trust as directed by the common lawholders;
- (d) receive and spend grants of money from the Commonwealth or the State of Queensland or from any other lawful source;
- (e) consult other persons or bodies;
- (f) enter into agreements;
- (g) receive or direct on behalf of the Wangkamahdla People, compensation and other monies or reparation derived from the use of the Wangkamahdla People Land, or otherwise for any loss, diminution, impairment or other effect of an act within the meaning of the Native Title Act on the native title rights and interests of the Wangkamahdla People; or for any other reason of compensation and other monies for reparation to be paid;
- (h) exercise procedural rights arising from the operation of the Native Title Act, ACHA or other law of the Commonwealth of Australia or State of Queensland; and
- (i) accept notices required by any law of the Commonwealth of Australia or State of Queensland to be given to the Wangkamahdla People and Native Title Holders;
- (j) perform any other function relating to the native title rights and interests as directed by the Common Law Holders.

4. Powers of the Corporation

4.1 The Corporation shall advance its objectives by the following means:

- (a) the Corporation shall, subject to these Rules, have power to do all such lawful things as seen by the Directors as necessary or desirable, to carry out the objectives of the Corporation and to manage the affairs and functions of the Corporation, including the power to:
 - (i) raise funds by way of public appeal, grants, bequeaths, gift or otherwise, in such terms and in such manner as the Corporation considers appropriate;
 - (ii) manage and account for the funds of the Corporation;
 - (iii) invest any funds not immediately required for the purpose of the Corporation;
 - (iv) generate revenue, both income and capital to further non-profit purposes and objectives;

- (v) deal with any property not immediately required for the purpose of the Corporation;
- (vi) borrow money as required, upon such terms and conditions as may be agreed by the Corporation;
- (vii) appoint agents and employees to advise it and to transact any business of the Corporation on its behalf, and remove or suspend such agents and employees;
- (viii) enter into any agreements and contracts;
- (ix) receive and spend any grant, gift, bequest or donated funds from Commonwealth, State or local governments or from other lawful sources;
- (x) enter into any arrangements with any government or authority, that are considered conducive to the Corporation's objectives;
- (xi) obtain from any government or authority any rights, privileges or concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (xii) act as trustee and manage the affairs of trusts;
- (xiii) do any other act that is ancillary, incidental, or necessary or expedient to achieving the primary objects in Rule 2.1.

4.2 The Corporation shall only exercise its powers in relation to the management, use and control of Wangkamahdla People Land in accordance with the Decision Making process of the Wangkamahdla People (see Rules 12.2 and 12.3), including the requirement to consult with and obtain the consent of the Common Law Holders in accordance with Regulations 8, 8A, and 8B of the PBC Regulations before making a Native Title Decision.

5. Membership of the Corporation

5.1 Members on registration

5.1.1 A person only becomes a member when the corporation is registered, as long as the registration complies with the Act.

5.1.2 Members' names must be entered on the Register of Members.

5.2 Members by application

5.2.1 How to become a Member after registration

A person becomes a Member if:

- (a) the person wants to become a member and applies for Membership as provided in Rule 5.2.3;
- (b) the person is eligible for membership;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

5.2.2 Membership Criteria

- (a) a person may only be a Member of the Corporation if they are:
 - (i) at least 18 years of age; and
 - (ii) a Wangkamahdla Person.

5.2.3 Membership Application (see *Annexure 1 – Application for Membership Form*)

- (a) a person (the applicant) who wants to become a member must apply to the Corporation.
- (b) the application must be in writing.

- (c) the application must contain a statement by the applicant that he/she agrees to abide by the Rules of the Corporation and abide by any Code of Conduct adopted by the Corporation.

5.2.4 Deciding membership applications

- (a) the Directors will consider and decide membership applications.
- (b) applications will be considered in the order in which they are received by the Corporation as soon as practicable after the application is made.
- (c) the Directors must not accept an application for membership of the Corporation unless the applicant:
 - (i) applies according to Rule 5.2.3; and
 - (ii) meets the Membership Criteria.
- (d) the directors must not accept an application if it results in a majority of the members being non-Indigenous.
- (e) to help it make a decision on a membership application the Directors may seek further information or advice from the applicant and/or from any other person (including knowledgeable Wangkamahdla People elders, the Native Title Representative Body or an anthropologist) or any documentary source (including official records of births deaths and marriages).
- (f) the Directors are to consider and decide whether the applicant meets the Membership Criteria.

5.2.5 Accepted application – Entry on the Register of Members

- (a) if the Directors accept a membership application, the applicant's name must be entered on the Register of Members within 14 days.
- (b) however, if:
 - (i) the applicant applies for membership after a notice has been given for the holding of a General Meeting; and
 - (ii) the Meeting has not been held when the Directors consider the application,then the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

5.2.6 Rejected application – applicant to be given notice

- (a) if the Directors are not satisfied that an applicant for membership meets the Membership Criteria, the Directors must reject the application.
- (b) if the Directors reject an application for membership, the Corporation must notify the applicant in writing of the decision and reasons for it as soon as practicable.

5.2.7 If a rejected application is disputed

- (a) if the Directors reject an application for membership and the applicant disputes the rejection, the applicant may request that their application be considered by the Members at the next General Meeting of the Corporation.
- (b) an applicant for membership is to be given reasonable notice of any General Meeting at which their disputed entitlement to membership is to be considered.
- (c) at a General Meeting at which a disputed entitlement to membership is to be considered, the applicant must be given an opportunity to address the meeting about why they are entitled to membership. Alternatively, if the applicant is not present but has provided a written statement, that statement is to be read aloud to the Members.

5.3 Membership fees

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

5.4 Members rights and obligations

5.4.1 Members' rights

- (a) each Member has rights under the Act and these Rules including the rights set out below. A Member:
 - (i) can attend, speak and be involved in decision-making at General Meetings of the Corporation;
 - (ii) can be appointed as a Director, but only if the Member meets the eligibility criteria at Rule 8.2.1;
 - (iii) cannot be removed as a Member unless the Directors and the Corporation have complied with Rule 5.7;
 - (iv) can put forward resolutions to be considered at a General Meeting of the Corporation in accordance with Rule 7.6;
 - (v) can ask the Directors to call a General Meeting of the Corporation in accordance with Rule 7.3.2;
 - (vi) can access the following books and records of the Corporation:
 - A. the Register of Members, under Rule 6.5;
 - B. the Minute Books, under Rule 16.8;
 - C. the Corporation's Rule Book, under Rule 16.10;
 - D. certain reports prepared by or for the Directors and the Corporation, in accordance with the Act;
 - (vii) can ask the Directors to provide access to any other records or books of the Corporation in accordance with Rule 16.9; and
 - (viii) can have disputes with another Member or with the Directors dealt with under the process in Rule 19.
- (b) members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.
- (c) if a Member believes their rights have been breached or ignored by the Directors, the Member can use the Dispute Resolution Process in Rule 19.

5.4.2 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the Act and these Rules;
- (b) to notify the Corporation of any change in their address and email address within 28 days;
- (c) to comply with any Code of Conduct adopted by the Corporation;
- (d) to treat other Members and the Directors with respect and dignity; and
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation Meetings.

5.4.3 Liability of Members

- a) The Members are not liable to contribute to the property of the Corporation on winding up.
- b) If the application for registration of the corporation states that members and former members are:
 - (i) Not to be liable to contribute towards payment of the debts and liabilities of the corporation, then they are not liable to contribute, or
 - (ii) To be liable to contribute towards the payment of the debts and liabilities of the corporation on a particular basis, then they are liable so to contribute on that basis.

5.5 How a person stops being a Member

5.5.1 A person will stop being a Member if:

- (a) the person resigns as a Member (see Rule 5.6);
- (b) the person dies; or
- (c) the person's membership of the Corporation is cancelled (see Rule 5.7).

5.5.2 When a person ceases to be a Member

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

5.6 Resignation of Members

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

5.7 Process for cancelling membership

5.7.1 Cancellation where Membership Criteria is not met

- (a) a Member's membership may be cancelled if the Member never has or does not meet the Membership Criteria. Before cancelling the membership, the Directors must give the Member notice in writing stating that:
 - (i) the Directors intend to cancel the membership for the reasons specified in the notice;
 - (ii) the Member has 14 days to object to the cancellation of the membership; and
 - (iii) the objection must be in writing.
- (b) if the Member does not object, the Directors must cancel the membership.
- (c) if the Member does object as set out in Rule 5.7.1(a):
 - (i) the Directors must not cancel the membership;
 - (ii) only the Corporation by resolution in a General Meeting may cancel the membership.
- (d) if a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting) as soon as practicable after the resolution has been passed.

5.7.2 Membership may be cancelled if Member cannot be contacted

- (a) a Member's membership may be cancelled by special resolution in a General Meeting if the Corporation:
 - (i) has not been able to contact that Member at their address entered on the Register of Members for a continuous period of two years before the meeting; and
 - (ii) has made two or more reasonable attempts to contact the Member during that two-year period but has been unable to.
- (b) if the Corporation cancels the membership under this Rule 5.7.2, the Directors must send that person a copy of the resolution at their last known address, as soon as practicable after the resolution has been passed.

5.7.3 Membership may be cancelled if a Member misbehaves

- (a) the Corporation may cancel a Member's membership by special resolution in a General Meeting if the General Meeting is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation Meetings. The General Meeting may consider the Corporation's Code of Conduct in deciding whether a Member has behaved in a way that significantly interfered with the operation of the Corporation or Corporation Meetings.
- (b) if the Corporation cancels a membership under this Rule 5.7.4, the Directors must give that person a copy of the resolution, as soon as practicable after it has been passed.

5.7.4 Amending Register of Members after a membership is cancelled

Within 14 days of a Member's membership being cancelled, the Corporation must remove their name from the Register of current Members of the Corporation.

6. Register of Members and former members

6.1 Corporation to maintain Register of Members

The Corporation must set up and maintain a Register of Members.

6.2 Information on the Register of Members

6.2.1 Information about individuals

- (a) the Register of Members must contain the following information about individual members:
 - (i) the Member's name (given and family name) and address. The Register may also contain any other name by which the Member is or was known; and
 - (ii) the date on which the Member's name was entered on the Register.

6.3 Corporation to maintain Register of former members

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

6.4 Information on the Register of former members

6.4.1 Information about individuals

- (a) the Register of former members must contain the following information about the individual who stopped being a Member within the last 7 years:

- (i) the member's name (given and family name) and address (the register may also contain any other name by which the member is or was known); and
- (ii) the date on which the individual stopped being a Member.

6.5 Location and inspection of Registers of Members and former members

6.5.1 Location of Registers

The Corporation must keep a Register of Members and the Register of former members at:

- (a) the Corporation's document access address or registered office.

6.5.2 Right to inspect Registers

- (a) the Register of Members and former members must be open for inspection by any person, and any person has a right to inspect the Registers.
- (b) if a Register is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the Register (unless the person and the corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

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

6.5.4 Right to get copies

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

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

6.5.5 Use and Disclosure of Information on Registers

A person must not:

- (a) use information about a person obtained from the Register of Members or Former Members to contact or send material to the person; or
- (b) disclose information of that kind knowing that the information is likely to be used to contact or send material to that person,

unless the use or disclosure of the information is:

- (c) relevant to the person's membership, or former membership, of the Corporation or the exercise of the person's rights as a Member or former Member, of the Corporation; or
- (d) approved by the Corporation.

6.6 Making Register of Members available at AGM

The Corporation must:

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

6.7 Provision of registers to Registrar

If the Registrar requests a copy of the Register of Members, or the Register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

7. Meetings

7.1 Annual General Meetings (AGMs)

7.1.1 Holding AGMs

- (a) The Corporation must hold an AGM within 5 months after the end of its financial year.
- (b) If the corporation has only 1 member, it is not required to hold an AGM.

7.1.2 Extension of time for holding AGMs

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

7.1.3 Business of AGM

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

- (a) confirmation of the minutes of the previous General Meeting, except at the first AGM;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (c) the appointment of Directors;
- (d) the appointment and remuneration of the auditor (if any);
- (e) checking of details on the Register of Members (see Rule 6.6(b)); and
- (f) asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any) (see Rule 7.13).

7.2 General meetings

The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.

7.2.1 Purpose of General Meeting

A General Meeting must be held for a proper purpose.

7.2.2 Time and place of General Meeting and use of technology

- (a) a General Meeting must be held at a reasonable time and place.
- (b) If the directors change the place of the general meeting, notice of the change must be given to each person who is entitled to receive it.
- (c) the Corporation may hold a General Meeting at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (d) nothing in Rule 7.2.2(c) obliges the Corporation to hold a General Meeting in 2 or more places using technology if the Directors consider that it is impracticable to do so.

7.2.3 Business of General Meeting

The business at each General Meeting must include all matters set out in the notice of the General Meeting.

7.3 Calling General Meetings

7.3.1 A Director may call meetings

A Director may call a General Meeting of the Corporation.

7.3.2 Members may ask Directors to call General Meetings

- (a) the Directors must call and arrange to hold a General Meeting in compliance with section 201-5 of the Act on the request of:
 - (i) 5 Members; or
 - (ii) 10% of the Members.
- (b) a request under Rule 7.3.2(a) must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request;
 - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
 - (v) be given to the Corporation.
- (c) separate copies of a document setting out a request under Rule 7.3.2(a) may be used for signing by Members if the wording of the request is identical in each copy.

7.3.3 Directors may apply to deny a Members' request to call a General Meeting

- (a) if the Directors resolve:
 - (i) that a request under Rule 7.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under Rule 7.3.2 would be contrary to the interests of the Members as a whole,
 - (iii) a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request.
- (b) an application must:
 - (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) the Directors must, as soon as possible after making an application, give the contact Member (see Rule 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 Timing for a requested General Meeting

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

7.4 Requirement for notice of General Meeting

7.4.1 Notice for General Meeting

- (a) at least 21 days' notice must be given of a General Meeting.
- (b) the Corporation:
 - (i) may call an AGM on shorter notice, if all the Members agree beforehand; or
 - (ii) may call any other General Meeting on shorter notice, if at least 95% of the Members agree beforehand.
- (c) at least 21 days' notice must be given of a General Meeting at which a resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director; or
 - (iii) remove an auditor.shorter notice cannot be given for these kinds of meetings.

7.4.2 Requirement to give notice of General Meeting to Members and officers

- (a) the Corporation must give written notice of a General Meeting to the following people:
 - (i) each Member entitled to participate and be involved in decision-making at the meeting; and
 - (ii) each Director; and
 - (iii) the Secretary (if any);
 - (iv) the contact officer (if any);
- (b) A notice to joint members must be given to the joint member named first in the register of members.
- (c) the Corporation may give the notice of meetings to a Member personally or by sending it by post, fax, or other electronic means nominated by the member including email, text message or phone call.
- (d) the corporation may give notice of meetings to a member by placing the notice on community notice boards and the corporation website.
- (e) a notice of meeting:
 - (i) sent by post is taken to be received 3 days after it is posted; and
 - (ii) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

7.4.3 Requirement to give notice of General Meeting and other communications to auditor

The Corporation must give its auditor (if any):

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

7.4.4 Contents of notice of General Meeting

- (a) a notice of a General Meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is.
- (b) the information included in a notice of a General Meeting must be worded and presented clearly and

concisely.

7.5 Failure to give notice

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

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

7.6 Members' resolutions

7.6.1 Notice of Members' Resolutions

- (a) If a Member or Members wish to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation by the greater of 5 Members or 10% of the Corporation's Members.
- (b) A notice of a members resolution must:
 - (i) be in writing,
 - (ii) set out the wording of the proposed resolution, and
 - (iii) be signed by the Members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) Members can propose a resolution by giving notice of it to the corporation.
- (e) the Corporation must give notice of the proposed resolution to all Members and Directors entitled to receive it.
- (f) the Corporation must consider the resolution at the next meeting held more than 28 days after the notice has been sent out.

7.6.2 Consideration of Members' resolutions

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

7.6.3 Members' statements to be distributed

- (a) members may ask the Corporation to give all its Members a statement about:
 - (i) a resolution that is proposed to be moved at the General Meeting; or
 - (ii) any other matter that may be considered at that General Meeting.
- (b) this request must be:
 - (i) made by at least the required number of members under rule 7.6.3(f);
 - (ii) in writing;
 - (iii) signed by the Members making the request;
 - (iv) given to the Corporation.
- (c) separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- (d) after receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting.

- (e) the Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) for the purposes of rule 7.6.3(a), the required number of members for this request is, at least 5 Members or 10% of the Corporation's Members.

7.7 Quorum for General Meeting

7.7.1 Quorum

- (a) the quorum for a General Meeting of the Corporation's Members is

Number of Members in Corporation		Number of Members to make a quorum
Less than 6 Members	=	3 Members
6 to 7 Members	=	4 Members
8 to 30 Members	=	5 Members
31 to 90 Members	=	7 Members
91 Members or more	=	10 Members

comprised of descendants of at least two (2) apical ancestors listed at Schedule 1A where each of those descendants is a descendant of a separate and distinct apical ancestor listed at Schedule 1A.

7.7.2 Quorum to be present

The quorum must be present at all times during the meeting.

7.7.3 Adjourned meeting where no quorum

A meeting of the Corporation's Members that does not have a quorum present within 45 minutes after the time for the meeting set out in the notice is to be adjourned to a reasonable time specified by the Directors.

7.8 Chairing General Meeting

- (a) any member may chair the meeting at nomination of the Directors.
- (b) a Director may Chair General Meetings.
- (c) the position of Chair may rotate each meeting between the nominated Directors unless:
 - (i) the Directors unanimously decide not to rotate the Chair at a meeting; or
 - (ii) a Director does not want to chair the meeting.
- (d) the role of the Chair is to achieve a balance between encouraging valid contributions to achieve the meeting goal and at the same time preventing constant interruptions.

7.9 Use of technology for General Meetings

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

7.10 Auditor's right to be heard at General Meetings

- (a) if the Corporation has an auditor, the auditor is entitled to attend any General Meeting of the Corporation.
- (b) the auditor is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- (c) the auditor is entitled to be heard even if:

- (i) the auditor retires at that meeting; or
 - (ii) that meeting passes a resolution to remove the auditor from office.
- (d) the auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

7.11 Decision-making at General Meetings

7.11.1 Normal Voting Process at General Meetings

Subject to any special requirements in these Rules about making particular kinds of decisions (including, but not limited to, the method for appointment of Directors in accordance with Rule 8.4.1), decisions at a General Meeting of the corporation must be made in the following manner:

- (a) Members present at the meeting must nominate only one (1) Member from their Wangkamahdla Descent Group who is present at the meeting to represent their Wangkamahdla Descent Group and vote on each motion on behalf of all members of that Wangkamahdla Descent Group.
- (b) A Member cannot be nominated to be the representative for more than one (1) Wangkamahdla Descent Group.
- (c) Each Wangkamahdla Descent Group must inform the Chair of their one (1) nominee at the start of the meeting before voting commences.
- (d) If a Wangkamahdla Descent Group is unable or unwilling to nominate one (1) representative to vote on its behalf, then the Wangkamahdla Descent Group will be excluded from voting on motions until it informs the Chair of their one (1) nominated representative.
- (e) a decision to be voted on in accordance with this Rule must be:
 - (i) shown to the meeting in the form of a clearly worded, written motion;
 - (ii) moved and seconded by Members present at the meeting before being voted upon;
- (f) each Wangkamahdla Descent Group who nominated a Member in accordance with Sub-Rule 7.11.1(a) then has one (1) vote, both on a show of hands and a poll;
- (g) a motion passes if there are more Wangkamahdla Descent Groups voting in favour of the motion than against the motion;
- (h) a declaration by the Chair is conclusive evidence of the result.

7.11.2 Objections to right to vote

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

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

7.11.3 Demanding a Poll

- (a) at a general meeting, a poll may be demanded on any resolution, other than the election of the Chair of the meeting or the question of an adjournment of the meeting, by:
 - (i) at least five (5) Members entitled to vote on the resolution; or
 - (ii) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - (iii) the Chair.
- (b) a poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

- (c) a demand for a poll may be withdrawn.
- (d) on a poll, the Chair must:
 - (i) nominate a method by which each Wangkamahdla Descent Group must cast their votes (this will normally be by silent ballot);
 - (ii) count the votes cast by each Wangkamahdla Descent Group; and
 - (iii) state the number of votes recorded for or against the resolution in the declaration of the result. (This number must be recorded in the minutes).

7.11.4 Resolutions without a General Meeting

- (a) the Corporation may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) auditors cannot be removed by a resolution without a General Meeting.
- (c) separate copies of a document under Rule 7.11.4(a) may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) a resolution under Rule 7.11.4(a) is passed when the last Member signs.
- (e) the Corporation in passing a resolution under this Rule without holding a meeting satisfies any requirement in the Act:
 - (i) to give Members information or a document relating to the resolution – by giving Members that information or document with the document to be signed;
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution – by lodging a copy of the document to be signed by Members;
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution – by lodging a copy of the information or documents referred to in this Rule 7.11.4(e).
- (f) the passage of the resolution satisfies any requirement in the Act, or the Corporation's Rules, that the resolution be passed at a General Meeting.
- (g) this rule does not affect any rule of law relating to the assent of Members not given at a General Meeting.

7.12 Proxies

There will be no proxies. Members are not entitled to appoint proxies to attend and vote on their behalf at general meetings.

7.13 Questions at AGMs

7.13.1 Questions and comments by Members on Corporation management at AGM

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

7.13.2 Questions by Members of auditors at AGM

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

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

- (d) the independence of the auditor in relation to the conduct of the audit.

7.14 Adjourned meetings

7.14.1 When resolution passed after adjournment of meeting

A resolution passed at a General Meeting resumed after an adjournment, is passed on the day it was passed.

7.14.2 Business at adjourned meetings

In addition to the unfinished business from the adjourned meeting, new business can also be transacted at a General Meeting resumed after an adjournment.

7.14.3 Re-notification of adjourned meeting

If a General Meeting is adjourned, at least 21 days' notice must be given to the Members and Directors of the day, time and place of when the General Meeting will be resumed.

8. Directors of the Corporation

8.1 Number of Directors

8.1.1 Number of Directors

The Corporation must have at least 3 Directors and no more than 7 Directors, where each individual Director is a member of a separate and distinct Director Representation Group (**DRG**) as listed at Schedule 2.

8.2 Eligibility to be a Director

8.2.1 Eligibility for appointment as Director

- (a) an individual is eligible for appointment as a Director if they are a Member.
- (b) an individual may not be appointed as a Director of the Corporation if:
 - (i) they are disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act; or
 - (ii) the Director was removed from office as a Director of the Corporation under Rule 8.9
 - a. for reasons relating to the Director's breach, or alleged breach, of the Code of Conduct or one or more of the General Duties of Directors listed at Rule 9.1; and
 - b. it is less than five (5) years since their removal as a Director; or
 - (iii) they are currently a Director of another corporation that is a registered native title body corporate in Queensland; or.
 - (iv) they are currently a member of another registered native title body corporate in Queensland.

8.2.2 Majority of Director Requirements

- (a) A majority of the Directors must ordinarily reside in Australia.
- (b) A majority of Directors must not be employees of the Corporation.
- (c) The chief executive officer:
 - a. May be a Director but cannot chair the Directors meetings; and
 - b. Counts as an employee for the purposes of 8.2.2(b).

8.2.3 Consent to act as Director

- (a) Subject to 8.2.3(b), before a person may be appointed as Director, that person must give the Corporation:
 - (i) a signed consent to act as a Director of the Corporation. (See Annexure 2 – Consent to become a Director Form); and
 - (ii) a current National Police Certificate (or certified copy) obtained at the Member's expense, or at the Corporation's expense at its discretion, from the Queensland Police Service.
- (b) The Initial Directors are not required to comply with 8.2.3(a)(ii), but must give the Corporation a current National Police Certificate (or certified copy) obtained at the Member's expense, or at the Corporation's expense at its discretion, from the Queensland Police Service within 60 days of registration of incorporation;
- (c) the Corporation must keep the consent and a copy of the certificate.

8.3 Directors on registration

A person becomes a Director, Secretary or Contact Person of the Corporation on registration of the Corporation if the person is specified in the application for registration and they have given their consent (the Initial Directors).

8.4 Becoming a Director by appointment

8.4.1 The Corporation may appoint a Director

The Corporation must appoint its Directors by resolution at Annual General Meetings (**AGMs**) under the following process, and in accordance with rules 8.1.1 and 8.5(f):

- (a) each Director Representation Group (**DRG**) described in Schedule 2, whose members are in attendance at the AGM, may nominate one (1) of its members to be a Director;
- (b) the nomination by each DRG can be made by vote, self-nomination, consensual appointment or other means as the DRG sees fit;
- (c) at the AGM, the Member nominated by their DRG will confirm to the chair that they have been nominated;
- (d) those nominated will be confirmed as Directors;
- (e) if the DRG cannot nominate one of their members to be a Director because of a tie or other deadlock that cannot be resolved by the DRG, then the following secret ballot process must be used to nominate a director from that DRG:
 - (i) the names of the members of the DRG who are the subject of the tie or deadlock are to be provided to the Chairperson;
 - (ii) the Chairperson will advise the Members present at the AGM of the names of the nominees and display the names of those persons to the meeting;
 - (iii) the Chairperson will provide each Member in attendance at the AGM with a single piece of paper;
 - (iv) each Member will write the name of **one** (1) person whose name is advised by the Chairperson and displayed to the meeting on the piece of paper and provide to the Chairperson;
 - (v) the Chairperson will count all ballots received and advise of the number of votes received for each person;
 - (vi) the person with the most votes will be nominated as a Director for that DRG;
 - (vii) in the event of a tie, the Chairperson will determine the nominee for the Director position for that DRG in a manner that the Chairperson decides.

8.4.2 Appointment of Director to fill DRG vacancies

- (a) Provided the maximum number of Directors is not exceeded, the Directors of the Corporation may appoint a person as a Director if:
 - (i) There is a vacancy for a Director within a DRG listed in Schedule 2;
 - (ii) There is a Member of that DRG eligible for appointment as a Director pursuant to Rule 8.2.1;
 - (iii) The Directors have consulted the relevant DRG from which the Director is to be appointed; and
 - (iv) The person consents to being appointed as a Director.
- (b) If a person is appointed as a Director under paragraph (a), the Corporation must confirm the appointment by resolution at the next AGM. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the AGM. A Director whose appointment is confirmed in this way shall hold office until the next relevant AGM and will be eligible for reappointment.

8.5 Term of appointment

- (a) a Director must apply to the Office of the Registrar of Indigenous Corporations (ORIC) for an exemption for a director term longer than two years.
- (b) the Initial Directors shall hold office until the Annual General Meeting held in the year after the Wangkamahdla People Determination is made.
- (c) subject to Rule 8.5 (b), a Director must not be appointed for more than two years.
- (d) a Director is eligible for reappointment.
- (e) if the terms of appointment of all of the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next General Meeting that occurs after the last Director's appointment has expired.
- (f) rotation System:
 - (i) at the Annual General Meeting of the Corporation held in the year after the Wangkamahdla People Determination, a maximum of seven Directors may be appointed.
 - (ii) Directors will be elected on a rotation for a two year term, so that the appointment of directors expires every two years, except for the first rotation where three Directors will hold office for only one year.
 - (iii) Initially, the term of office of three Directors will be for a term of approximately one year and will retire at the second AGM; and
 - (iv) the term of office of four Directors will be a term of approximately two years and will retire at the third AGM.
 - (v) the decision regarding which three directors will retire at the second AGM will be made by the Directors appointed at the first AGM.

8.6 Appointment of Directors to make up a quorum

If a person is appointed to make up a quorum of Directors, the Corporation must confirm the appointment by resolution at the Corporation's next AGM. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the AGM.

8.7 How a person ceases to be a Director

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director as provided for in Rule 8.8;
- (c) the term of the person's appointment as a Director expires;

- (d) the person is removed as a Director by the Members as provided for in Rule 8.9.1, once native title has been determined;
- (e) the person is removed as a Director by the other Directors as provided for in Rule 8.9.2;
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act; or
- (g) the person is no longer eligible to be a Director on the basis that they do not meet the criteria in Rule 8.2.1.

8.8 Resignation of Director

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

8.9 Process for removing a Director

8.9.1 Removal by Members

- (a) the Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the Director concerned; or
 - (iii) an agreement between any or all Members of the Corporation and the Director concerned.
- (b) a notice of intention to move a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) if the reason for giving a notice of intention to move a resolution to remove a Director relates to a breach of the Code of Conduct or one or more of the General Duties of Directors listed at Rule 9.1, then the notice must include details of the alleged breach.
- (d) the Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (e) the Director concerned is entitled to put his or her case to Members by:
 - (i) giving the Corporation a written statement for circulation to Members (see Rules 8.9.1(f) and (g)); and
 - (ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (f) the Corporation is to circulate the written statement given under Rule 8.9.1(e) to Members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with Rule 8.9.1(f), having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.
- (g) the written statement given under Rule 8.9.1(e) does not have to be circulated to Members if it is defamatory.
- (h) if a person is appointed to replace a Director removed under this rule, the Corporation must confirm the appointment by resolution at the Corporation's next AGM. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the AGM. The term of the appointed replacement does not exceed that of the Director who was removed.

8.9.2 Removal by other Directors

- (a) the only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' Meetings. The Directors may remove

- a Director by resolution.
- (b) Rule 8.9.2(a) operates despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the Director concerned; or
 - (iii) an agreement between any or all Members and the Director concerned.
 - (c) before removing the Director concerned, the Directors must give the Director concerned notice in writing:
 - (i) stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' Meetings; and
 - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
 - (d) if the Director concerned does not object, the Directors must remove the Director concerned.
 - (e) if the Director concerned does object:
 - (i) the Directors cannot remove the Director concerned;
 - (ii) the Corporation, by resolution in General Meeting, may remove the Director in accordance with Rule 8.9.1.
 - (f) if the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
 - (g) if a person is appointed to replace a Director removed under this rule, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director,
 is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

9. General Duties of Directors

9.1 General duties

- (a) the Directors, Secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law, including:
 - (i) a duty of care and diligence;
 - (ii) a duty of good faith;
 - (iii) a duty of disclosure of material personal interests (see Rule 10.2);
 - (iv) a duty not to improperly use position or information; and
 - (v) a duty to prevent insolvent trading.
- (b) a Director is not in breach of his or her general duties if he or she does (or refrains from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a native title legislation obligation.
- (c) in the event of a conflict between:
 - (i) the duty of a Director to ensure that the Corporation complies with its native title legislation obligations; and
 - (ii) the duty of the Director to prevent insolvent trading by the Corporation,
 it is the duty of a Director to prevent insolvent trading that prevails and the Director is released from the duty to ensure that the Corporation complies with its native title obligations, to the extent of the conflict.

- (d) except as provided in Rule 9.1(e), the Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act as a trustee.
- (e) a Director is not liable for debts and other obligations incurred by the Corporation merely because of doing (or refraining from doing) a particular act if the Director acts:
 - (i) in good faith; and
 - (ii) with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a native title legislation obligation.

10. Functions, Powers and Duties of Directors

10.1 Powers of Directors

- (a) the business of the Corporation is to be managed by or under the direction of the Directors.
- (b) the Directors may exercise all the powers of the Corporation except any that the Act or the Rule Book requires the Corporation to exercise in a General Meeting (see Rule 12).

10.2 Duty of Director to disclose Material Personal Interests

A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless Rule 10.2.1 says otherwise.

A duty to disclose a Material Personal Interest may arise in a situation where:

- (a) a person has a personal interest in a matter the subject of a decision or duty of the person.
- (b) a person's interest in a matter being based on the probability that the person stands to gain or lose financially from it.
- (c) Rule 10.2 (a) and 10.2 (b) include types of interest such as remuneration, gifts over the amount of \$50 or loans to directors, corporations with competing businesses or subcontractors.

10.2.1 A Director does not need to give notice of an interest under Rule 10.2 if:

- (a) the interest:
 - (i) arises because the Director is a Member and is held in common with the other Members; or
 - (ii) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or
 - (iii) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Corporation; or
 - (iv) arises because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in 10.2.1 (iii); or
 - (v) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Corporation (but only if the contract does not make the corporation or a related body corporate the insurer); or
 - (vi) is in a contract, or proposed contract, with, or for the benefit of, a related body corporate and arises merely because the Director is a Director of the related body corporate,
- (b) and all of the following conditions are satisfied:
 - (i) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under Rule 10.2;
 - (ii) if a person who was not a Director when the notice under Rule 10.2 was given is appointed as a Director, the notice is given to that person;
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the

- notice; or
- (iv) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

10.2.2 The notice required by Rule 10.2 must

- (a) give details of:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Corporation; and
- (b) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.
- (c) the details must be recorded in the minutes of the meeting.
- (d) a contravention of this Rule 10.2 and 10.2.2 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing. A deliberate and dishonest contravention of this rule by a Director may give rise to criminal penalties.
- (e) disclosing a conflict of interest does not automatically mean a Director cannot be part of a Directors' meeting. It may mean that for a certain part of the meeting (while the matter is discussed) that Director steps out. This allows the other Directors to talk freely and to make their decision in a neutral environment.

10.3 Remuneration

- (a) The Directors may be paid such reasonable remuneration as agreed to by a majority of the members at a duly constituted General Meeting of the Corporation.
- (b) Rule 10.3(a) does not prevent:
 - (i) a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation;
 - (ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided that Rule 10.2 has been complied with: or
 - (iii) reasonable payment to Directors by third parties (proponents) for time spent preparing for and attending negotiations and other meetings on behalf of the Corporation with the third party.
- (c) The Corporation may pay the Director's travelling and other expenses that the Directors incur:
 - (i) in attending Directors' Meetings or any meetings of committees of Directors;
 - (ii) in attending any General Meetings of the Corporation; and
 - (iii) in connection with the Corporation's business.

10.4 Negotiable Instruments

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

10.5 Delegation

- (a) the Directors may delegate any of their powers, to:
 - (i) a committee of Directors;

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

10.6 Related party benefits

10.6.1 For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:

- (a) the Corporation or entity must:
 - (i) obtain the approval of the Members in the way set out in Division 290 of the Act; and
 - (ii) give the benefit within 15 months after the approval, or
- (b) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.

10.6.2 If:

- (a) the giving of the benefit is required by a contract;
- (b) the making of the contract was approved in accordance with Rule 10.6.1(a); and
- (c) the contract was made:
 - (i) within 15 months after that approval, or
 - (ii) before that approval, if the contract was conditional on the approval being obtained,

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

11. Directors' Meetings

11.1 Frequency of Directors Meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least four times a year.

11.2 Calling and giving notice of Directors' Meetings

- (a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.
- (b) A Directors' Meeting may be called by a Director giving reasonable notice individually to every other Director.
- (c) The date, time and place for a Directors' Meeting must not unreasonably prevent a Director attending.
- (d) Reasonable notice of each Directors' Meeting must be given to each Director. The notice must state:
 - (i) The date, time and place of the meeting;
 - (ii) The general nature of the business to be conducted at the meeting; and
 - (iii) Any proposed resolutions.
- (e) A resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' Meeting under rule 11.2(d) or in giving notice of any changes to the item, date or place of the Directors' Meeting.

11.3 Quorum at Directors' Meetings

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

11.4 Chairperson

The Directors must elect a Director to chair their meetings. The Directors may determine how the position of chair is rotated and the term of the chair. A chair may be removed by the Directors by voting at a Directors' Meeting.

11.5 Use of technology

A Directors' Meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting. Reasonable grounds must be shown for consent to be withheld.

11.6 Decisions at Directors' Meetings

11.6.1 Decision making

Decisions at Directors' Meetings are to be by majority vote.

11.6.2 Voting at Directors' Meetings

(a) at a Directors' Meeting, each Director has 1 vote.

11.6.3 Circulating resolutions of the Corporation

(a) the Directors may pass a resolution without a Directors' Meeting being held if all Directors sign a statement (which can be done by email confirmation) that they are in favour of the resolution set out in the document.

(b) a resolution under this Rule is passed when the last Director signs.

12. Decision making process

12.1 The process for making Administrative Decisions

Where a matter before the Directors is an Administrative Decision, the matter shall be decided by the Directors by majority vote (see also rule 11.6.1).

12.2 The process for making Native Title Decisions

12.2.1 Where a matter before the Directors is a Native Title Decision the Directors shall:

Call a special meeting ensuring that Wangkamahdla People and Native Title Holders affected by the proposed Native Title Decision are present at the meeting, understand the purpose and nature of the proposed Native Title Decision and give their consent to the proposed Native Title Decision (or to a class of proposed Native Title Decisions, to which the particular Native Title Decision belongs).

12.2.2 As soon as practicable after a Native Title Decision is made, the Corporation must prepare a certificate in accordance with Regulation 9 of the PBC Regulations (see example at Schedule 3).

12.3 The process for making Other Land Based Decisions

12.3.1 Unless otherwise provided for in these Rules, where a matter before the Directors is an Other Land Based Decision, the matter is to be decided as follows:

(a) the Members shall make rules about decisions of this type at a General Meeting; and

- (b) the Directors shall follow these rules and make Other Land Based Decisions by majority vote and in accordance with these rules.

13. Secretary and Contact Person

13.1 Requirements for Secretary or Contact Person

13.1.1 Who may be a Secretary or Contact Person

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

13.1.2 Consent to act as Secretary or Contact Person

- (a) the Corporation must receive a signed Consent from a person to act as Secretary or Contact Person of the Corporation, before that person is appointed as Secretary or Contact Person of the Corporation.
- (b) the Corporation must keep each consent received under Rule 13.1.2(a).

13.2 Becoming a Secretary or a Contact Person on registration

- (a) a person becomes a Secretary or a Contact Person of the Corporation on registration of the Corporation, if the person is specified in the application with his or her consent as a proposed Secretary or Contact Person of the Corporation.
- (b) if:
 - (i) the Corporation is registered as a small or medium Corporation; and
 - (ii) the application for registration does not specify a person to be the Contact Person for the Corporation,
 - (iii) the applicant becomes the Contact Person for the Corporation on registration.
- (c) if:
 - (i) a person is specified in the application for registration of the Corporation as the Contact Person for the Corporation;
 - (ii) that person is specified without his or her consent;
 - (iii) before registration, the Registrar becomes aware of that fact; and
 - (iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the Contact person for the Corporation on registration,
 - (v) the applicant becomes the Contact Person for the Corporation on registration.

13.3 How a Secretary or Contact person is appointed

The Directors appoint a Secretary or Contact Person.

13.4 Terms and conditions of office

13.4.1 Terms and conditions of office for Secretaries

A Secretary holds office on the terms and conditions that the Directors determine.

13.4.2 Terms and conditions of Contact Person's appointment

A Contact Person's appointment is subject to the terms and conditions that the Directors determine.

13.5 Duties of Secretary and Contact Person

13.5.1 Contact Person must pass on communications received

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

- (a) appointed with his or her consent as the Contact Person; or
- (b) determined to be the Contact Person,

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

13.5.2 Secretary must pass on communications received

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

- (a) appointed with his or her consent to be the Secretary; or
- (b) determined to be the Secretary,

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

13.5.3 Effectiveness of acts by Secretaries

- (a) an act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Rule Book or the Act.
- (b) Rule 13.5.3(a) does not deal with the question whether an effective act by a Secretary:
 - (i) binds the Corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

14. Execution of documents

14.1 Execution of documents

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

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

14.1.2 Execution of documents (including deeds) by the Corporation

- (a) the Corporation may execute a document without using a Common Seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) a Director and a Secretary (if any).

- (b) the Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rule 14.1.2(a).
- (c) this rule 14.1.2 does not limit the ways in which the Corporation may execute a document (including a deed).

15. Finances

15.1 Application of funds and property

- (a) subject to the Act and the Rule Book, all funds or property of the Corporation, and not subject to any special trust, can be used at the discretion of the Directors to carry out the Corporation's objectives.
- (b) subject to the Act and the Rule Book, no portion of the funds and property of the Corporation may be paid or distributed to any Member of the Corporation.

15.2 Banking and financial transactions

- (a) all money of the Corporation shall be deposited into any of the Corporation's bank accounts as soon as possible following its receipt.
- (b) all cheques, withdrawal forms or electronic transfers shall be authorised by at least 2 Directors or by at least 2 other persons to whom the Directors have delegated this responsibility.
- (c) all Directors must be advised of any banking or financial transactions as soon as practicable following the completion of the transaction.

16. Record keeping

16.1 Minutes of meetings

16.1.1 Obligation to keep minutes

- (a) the Corporation must keep Minute Books in which it records within 1 month:
 - (i) proceedings and resolutions of General Meetings;
 - (ii) proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors);
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting.
- (b) the minutes of the meeting may be kept:
 - (i) in writing; or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) if the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the Corporation must ensure that on the recording each person attending the meeting states their name.
- (d) if the minutes of the meeting are kept in writing, the Corporation must ensure that either:
 - (i) the Chair of the meeting; or
 - (ii) the Chair of the next meeting;signs those minutes within a reasonable time after the meeting.
- (e) if the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the Corporation must ensure that either:
 - (i) the Chair of the meeting; or

- (ii) the Chair of the next meeting;
- signs a declaration under Rule 16.1.1(f) within a reasonable time after the first meeting.
- (f) the declaration under this Rule 16.1.1(f) must:
 - (i) identify the audio, or audio-visual, recording;
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
 - (g) the Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
 - (h) the Corporation must keep its Minute Books at:
 - (i) its document access address.
 - (i) a minute that is recorded and signed in accordance with this Rule 16.1.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

16.2 Rule Book and records about Officers, Contact Person, etc.

The Corporation must keep:

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

16.3 Financial records

16.3.1 Obligation to keep financial records

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial reports to be prepared and audited.

This obligation extends to transactions undertaken as trustee.

16.3.2 Period for which Financial Records must be retained

The Financial Records must be retained for 7 years after the transactions covered by the records are completed.

16.4 Physical format

If the records that the Corporation is required to keep under Rule 16.3 are kept in electronic form:

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

16.5 Places where records are kept

- (a) the records that the Corporation is required to keep under Rules 16.2 and 16.3 must be kept at the Corporation's document access address.

16.6 Right of access to corporation books by Director or past Director

- (a) a Director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) a person who has ceased to be a Director may inspect the books of the Corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
 - (iv) this right continues for 7 years after the person ceased to be a Director.
- (c) a person authorised to inspect books under this Rule 16.6 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (d) the Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this Rule 16.6.
- (e) this Rule 16.6 does not limit any right of access to Corporation books that a person has apart from this Rule 16.6.

16.7 Access to Financial Records by Directors

- (a) a Director has a right of access to the records that the Corporation is required to keep under Rule 16.2 or Rule 16.3.
- (b) on application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under Rule 16.2 or Rule 16.3 subject to any other orders the court considers appropriate.
- (c) a person authorised to inspect records under Rule 16.7(b) may make copies of the records unless the court orders otherwise.

16.8 Members' access to minutes

- (a) the Corporation must make available for inspection by Members, at its document access address, the Minute Books for the meetings of its Members and for resolutions of Members passed without meetings. The books must be made available within 14 days of a Member's written request for inspection.
- (b) the Corporation must make minutes available free of charge.
- (c) a Member may ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's Members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by Members without a meeting.
- (d) if the Corporation does not require the Member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (e) if the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.

- (f) the amount of any payment the Corporation requires cannot exceed 50 cents per page.

16.9 Inspection of books by Members

A Member may inspect the books of the Corporation if a reasonable request is made to the Corporation and a decision to approve the inspection is made by the Members by majority vote at a General Meeting.

16.10 Access to governance material

16.10.1 Corporation to provide Member with rules, if requested.

If a Member asks for a copy of the Corporation's Rule Book, the Corporation must provide it:

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

16.10.2 Document access address

- (a) the Corporation must make available for inspection by Members and officers at its document access address, its Rule Book.
- (b) this Rule Book must be made available for inspection within 7 days of a Member's or officer's written request for inspection.

16.10.3 General provisions regarding access to Rules

- (a) the Rule Book of the Corporation includes:
 - (i) any replaceable rules that apply to the Corporation; and
 - (ii) any other material concerning the internal governance of the Corporation that is prescribed.

17. Auditor

The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

18. Annual reporting

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

19. Dispute Resolution Process

This Rule 19 applies to any dispute between:

- (a) any of the Directors, Members, or other officers of the Corporation in relation to the operation of the Corporation;
- (b) the Corporation and common law holders or persons who claim to be common law holders, about whether or not the person is a Common Law Holder;
- (c) the Corporation and common law holders or persons who claim to be common law holders, about the Corporation's performance of its native title functions.

19.1 Informal negotiations

If a dispute arises, the parties to the dispute must try to resolve it themselves on an informal basis, in good faith, having regard to the spirit and intent of the Corporation.

19.2 Dispute notice

If the dispute cannot be resolved informally, any party to the dispute may give the Directors written notice

identifying the particulars of the dispute.

19.3 Referring dispute to Directors

The Directors must make a reasonable effort to help the parties resolve the dispute within thirty (30) days after the dispute notice is received.

19.4 Dispute resolution procedure

- (a) for any dispute that cannot be resolved by the Directors to the mutual satisfaction of the parties within thirty (30) days after the notice referred to in Rule 19.2 is given, the Directors must refer the dispute to the next General Meeting for resolution by the Members, no later than ninety (90) days after the notice referred to in Rule 19.2 was given.
- (b) if the General Meeting cannot resolve a matter referred to it, the Registrar or a representative from the Native Title Representative Body may be asked to arbitrate by any of the parties in the dispute.
- (c) no party is entitled to commence or maintain legal proceedings relating to any dispute until the processes outlined in the Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent relief.
- (d) despite the existence of a dispute, the Corporation must continue to operate and any person with powers and functions under the Corporation's Rule Book must, to the extent possible, continue to fulfil those obligations.

19.5 Dispute resolution policy

- (a) the Directors may prepare a policy which sets out how disputes are to be resolved, this may include forming a subcommittee to deal with disputes.
- (b) a policy created under this section is binding upon all Members of the Corporation and forms part of the Rules of the Corporation.

20. Notices

20.1 General

- (a) Unless the Act or these rules otherwise requires, notices must be given in writing (including by fax).
- (b) Notices of Directors' Meetings given under rule 11.2 can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in thatway.

20.2 How a notice to a Member may be given

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

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

20.3 When notice taken as being given

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

- (a) Is given by post, it is taken to have been given 3 days afterposting;
- (b) Is given by fax, it is taken to have been given on the business day after it is sent;
- (c) Is given:
 - (i) after 5:00pm in the place of receipt; or

(ii) on a day which is a Saturday, Sunday or public holiday in the place of receipt,

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

21. Winding up

The winding up of the Corporation will follow the Act.

21.1 Resolution to distribute surplus assets

Subject to rules 21.2 and 21.3, where:

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

those surplus assets shall be given or transferred to the Registered Native Title Body Corporate, with the same or similar charitable objects, appointed by the Wangkamahdla People to replace this Corporation as holder of the Wangkamahdla People native title rights and interests. If a Registered Native Title Body Corporate does not exist, the surplus assets will be transferred to a Wangkamahdla People corporation with similar charitable objectives and purposes. The corporation receiving the surplus assets must be eligible for endorsement by the Commissioner as a public benevolent institution.

21.2 Resolution to distribute Deductible Gift Recipient assets

If the Corporation is a Deductible Gift Recipient and is wound up, or in the event that the Corporation is endorsed as a Deductible Gift Recipient and the endorsement is revoked by the Commissioner of Taxation, (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation with similar purposes to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; or
- (c) money received by the organisation because of such gifts and contributions.

21.3 No distribution of surplus assets to Members

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

22. Changing the Rule Book

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

- (a) the Corporation must pass a special resolution effecting the change;
- (b) if, under the Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with;
- (c) the Corporation must lodge certain documents under Rule 22.1; and
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

22.1 Corporation to lodge copy of changes

- (a) if there is no extra requirement, within 28 days after the special resolution is passed, the Corporation must lodge with the Registrar:

- (i) a copy of the special resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution;
 - (iii) a Directors' statement signed by 2 Directors to the effect that the special resolution was passed in accordance with the Act and the Rule Book; and
 - (iv) a copy of the Rule Book change.
- (b) if a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
- (i) the documents referred to in Rule 22.1(a); and
 - (ii) proof that the extra requirement has been met, within 28 days after it has been met.
- (c) if the Registrar directs the Corporation to lodge a consolidated copy of the Rule Book as it would be if the Registrar registered the change, it must do so.

22.2 Date of effect of change

A Rule Book change under this Rule 22 takes effect on the day the change is registered.

Schedule 1A – Apical Ancestors

1. Rainmaker, the father of Joe Rose and Kwetyaneke;
2. Belia Toby, the father of Billy Butler, Johnny Belia and Ivy (Mutchee)Belia;
3. Charlie Deemera, the father of Paddy Deemera;
4. Puppa, the mother of Annie Topsy Hansen (nee Daley);
5. Toby Roxborough;
6. Billy (Yummpibilly) Brady, the father of Bessie Brady;
7. King Peter, the father of Biddy Dinger, Les and Billy Jenkins, Ethel and Donnelly Britcher;
8. George Quartpot, the father of Tony, Patricia, Kerry, Gladys, Maria and Patrick Quartpot;
9. Jackie Beauchamp, the father of Paddy Beauchamp and social father of George Quartpot, and Jackie Beauchamp's brother Aldie;
10. Dolly of Glenormiston, the mother of Ruby Lyon, Dinger, Peter Western, Lion and Tiger;
11. Molly, the mother of Judy Sailor and Arthur (Poddy) Daley Jnr;
12. Polly Docherty, the mother of Jack (Snapshot) Hansen and Bergin Smith;
13. Dolly, the sister to Polly Docherty and the mother of Charlie Trotman and Jack O'Donnell;
14. Topsy (also known as Bonny), the mother of James Roxborough Craigie and George Craigie;
15. Bunny, the mother of Joe, Dora, Peter and Jack Craigie, Dinah Aplin and Donald Bedourie;
16. Jinny Toby, the mother of George and Fred Age, Queen Ida Toby and Lily Clayton;
17. Tommy Ferguson, the father of Betty Major;
18. Kitty Bedourie, the mother of Bessie and Jessie Bedourie, Donald Dee and Emily Denny;
19. Mother of Turukalanima, Turukalanima was the mother of Norah Jacks, Ivy Nardoo and Monty Cameron;
20. Lizzie (Wiriwaltu) Green, the mother of Jubilee Page;
21. Jimmy Mantandi, the father of Clara (Indjiniga) Naylor;
22. Alice (Wiyekari), the mother of Mary and Daisy Craigie.

Schedule 1B – Wangkamahdla Descent Groups

	Wangkamahdla Descent Group	Membership of Descent Group
1	Rainmaker Descent Group	The descendants of Rainmaker, the father of Joe Rose and Kwetyaneke;
2	Belia Toby Descent Group	The descendants of Belia Toby, the father of Billy Butler, Johnny Belia and Ivy (Mutchee)Belia;
3	Charlie Deemera Descent Group*	The descendants of Charlie Deemera, the father of Paddy Deemera;
4	Puppa Descent Group	The descendants of Puppa, the mother of Annie Topsy Hansen (nee Daley);
5	Toby Roxborough Descent Group*	The descendants of Toby Roxborough;
6	Billy (Yummpibilly) Brady Descent Group	The descendants of Billy (Yummpibilly) Brady, the father of Bessie Brady;
7	King Peter Descent Group	The descendants of King Peter, the father of Bidy Dinger, Les and Billy Jenkins, Ethel and Donnelly Britcher;
8	George Quartpot Descent Group	The descendants of George Quartpot, the father of Tony, Patricia, Kerry, Gladys, Maria and Patrick Quartpot;
9	Jackie Beauchamp Descent Group	The descendants of Jackie Beauchamp, the father of Paddy Beauchamp and social father of George Quartpot, and Jackie Beauchamp's brother Aldie;
10	Dolly of Glenormiston Descent Group	The descendants of Dolly of Glenormiston, the mother of Ruby Lyon, Dinger, Peter Western, Lion and Tiger;
11	Molly Descent Group	The descendants of Molly, the mother of Judy Sailor and Arthur (Poddy) Daley Jr;
12	Polly Docherty Descent Group	The descendants of Polly Docherty, the mother of Jack (Snapshot) Hansen and Bergin Smith;
13	Dolly, sister to Polly Docherty Descent Group*	The descendants of Dolly, the sister to Polly Docherty and the mother of Charlie Trotman and Jack O'Donnell;
14	Topsy Descent Group	The descendants of Topsy (also known as Bonny), the mother of James Roxborough Craigie and George Craigie;
15	Bunny Descent Group	The descendants of Bunny, the mother of Joe, Dora, Peter and Jack Craigie, Dinah Aplin and Donald Bedourie;
16	Jinny Toby Descent Group	The descendants of Jinny Toby, the mother of George and Fred Age, Queen Ida Toby and Lily Clayton;
17	Tommy Ferguson Descent Group	The descendants of Tommy Ferguson, the father of Betty Major;
18	Kitty Bedourie Descent Group	The descendants of Kitty Bedourie, the mother of Bessie and Jessie Bedourie, Donald Dee and Emily Denny;
19	Mother of Turukalanima Descent Group	The descendants of Mother of Turukalanima, Turukalanima was the mother of Norah Jacks, Ivy Nardoo and Monty Cameron;
20	Lizzie (Wiriwaltu) Green Descent Group	The descendants of Lizzie (Wiriwaltu) Green, the mother of Jubilee Page;
21	Jimmy Mantandi Descent Group	The descendants of Jimmy Mantandi, the father of Clara (Indjiniga) Naylor;
22	Alice (Wiyekari) Descent Group	The descendants of Alice (Wiyekari), the mother of Mary and Daisy Craigie.

* No known living descendants

Schedule 2 – Director Representation Groups

Group 1	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • Rainmaker, the father of Joe Rose and Kwetyaneke; • Belia Toby, the father of Billy Butler, Johnny Belia and Ivy (Mutchee)Belia; • Charlie Deemera, the father of Paddy Deemera;* • Toby Roxborough*
Group 2	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • Dolly of Glenormiston, the mother of Ruby Lyon, Dinger, Peter Western, Lion and Tiger.
Group 3	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • King Peter, the father of Biddy Dinger, Les and Billy Jenkins, Ethel and Donnelly Britcher; • George Quartpot, the father of Tony, Patricia, Kerry, Gladys, Maria and Patrick Quartpot; • Jackie Beauchamp, the father of Paddy Beauchamp and social father of George Quartpot, and Jackie Beauchamp's brother Aldie.
Group 4	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • Puppa, the mother of Annie Topsy Hansen (nee Daley) • Billy (Yummpibilly) Brady, the father of Bessie Brady; • Polly Docherty, the mother of Jack (Snapshot) Hansen and Bergin Smith; • Dolly, the sister to Polly Docherty and the mother of Charlie Trotman and Jack O'Donnell.*
Group 5	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • Molly, the mother of Judy Sailor and Arthur (Poddy) Daley Jnr.
Group 6	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • Topsy (also known as Bonny), the mother of James Roxborough Craigie and George Craigie; • Bunny, the mother of Joe, Dora, Peter and Jack Craigie, Dinah Aplin and Donald Bedourie; • Jinny Toby, the mother of George and Fred Age, Queen Ida Toby and Lily Clayton; • Tommy Ferguson, the father of Betty Major; • Alice (Wiyekari), the mother of Mary and Daisy Craigie.
Group 7	<p>Descendants of the following Apical Ancestors:</p> <ul style="list-style-type: none"> • Kitty Bedourie, the mother of Bessie and Jessie Bedourie, Donald Dee and Emily Denny; • Mother of Turukalanima, Turukalanima was the mother of Norah Jacks, Ivy Nardoo and Monty Cameron; • Lizzie (Wiriwaltu) Green, the mother of Jubilee Page; • Jimmy Mantandi, the father of Clara (Indjiniga) Naylor.

*No known living descendants.

Schedule 3 – Native Title Decision, Regulation 9 Certificate Example

REGULATION 9 CERTIFICATE

Date: _____

Details of Native Title Decision(s)

1. [Title of agreement, etc.]
2. ...
3. ...
4. ...

Details of the process of making the decision:

Details (including names) of the persons who participated in the process of making the decision:

Details of the consultation and consent process:

Signature of Director:

Full name of Director: _____

Date: _____

Signature of Director:

Full name of Director: _____

Date: _____

Signature of Director:

Full name of Director: _____

Date: _____

Signature of Director:

Full name of Director: _____

Date: _____

Annexure 1 – Application for Membership Form

(refer to clause 5.2.3 of the Mulligan River Aboriginal Corporation RNTBC Rule Book)

APPLICATION FOR MEMBERSHIP

Corporations (Aboriginal and Torres Strait Islander) Act 2006

To apply for membership of the Mulligan River Aboriginal Corporation RNTBC, please complete the form below and provide to:

MULLIGAN RIVER ABORIGINAL CORPORATION RNTBC (ICN 9434)
c/ Queensland South Native Title Services Ltd
31-33 Commercial Road Mount Isa QLD 4825

I, _____
(first or given names) _____ (surname)

of _____
(address) _____ (suburb) _____ (state) _____ (postcode)

Place of Birth: _____ Date of Birth: _____
Telephone: (Home) _____ (Work) _____ (Mobile) _____

Email: _____

hereby apply for membership of the Mulligan River Aboriginal Corporation RNTBC.

I declare that I am 18 years of age or older and that I am a Native Title Holder and member of the Wangkamahdla People, being a descendant of the following apical ancestor/s: (please tick)

- Rainmaker, the father of Joe Rose and Kwetyaneke;
- Belia Toby, the father of Billy Butler, Johnny Belia and Ivy (Mutchee)Belia;
- Charlie Deemera, the father of Paddy Deemera;
- Puppa, the mother of Annie Topsy Hansen (nee Daley);
- Toby Roxborough;
- Billy (Yummpibilly) Brady, the father of Bessie Brady;
- King Peter, the father of Biddy Dinger, Les and Billy Jenkins, Ethel and Donnelly Britcher;
- George Quartpot, the father of Tony, Patricia, Kerry, Gladys, Maria and Patrick Quartpot;

Office use only

Application tabled at directors' meeting held on	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Entered on register of members	Date:

- Jackie Beauchamp, the father of Paddy Beauchamp and social father of George Quartpot, and Jackie Beauchamp's brother Aldie;
- Dolly of Glenormiston, the mother of Ruby Lyon, Dinger, Peter Western, Lion and Tiger;
- Molly, the mother of Judy Sailor and Arthur (Poddy) Daley Jnr;
- Polly Docherty, the mother of Jack (Snapshot) Hansen and Bergin Smith;
- Dolly, the sister to Polly Docherty and the mother of Charlie Trotman and Jack O'Donnell;
- Topsy (also known as Bonny), the mother of James Roxborough Craigie and George Craigie;
- Bunny, the mother of Joe, Dora, Peter and Jack Craigie, Dinah Aplin and Donald Bedourie;
- Jinny Toby, the mother of George and Fred Age, Queen Ida Toby and Lily Clayton;
- Tommy Ferguson, the father of Betty Major;
- Kitty Bedourie, the mother of Bessie and Jessie Bedourie, Donald Dee and Emily Denny;
- Mother of Turukalanima, Turukalanima was the mother of Norah Jacks, Ivy Nardoo and Monty Cameron;
- Lizzie (Wiriwaltu) Green, the mother of Jubilee Page;
- Jimmy Mantandi, the father of Clara (Indjiniga) Naylor;
- Alice (Wiyekari), the mother of Mary and Daisy Craigie.

Family Members:

I advise that I am the child of : (name of parent/s)

I advise that I am the grandchild of : (name of grandparent/s)

My siblings are: (name/s of siblings)

My children are: (name/s of children)

My grandchildren are: (name/s of grandchildren)

I, _____ confirm the following:

- i. The information submitted in this application is true and correct to the best of my knowledge and I understand that any false statements may result in denial or revocation of my membership with the Corporation.
- ii. That I consent to the Corporation using the information provided by me in this form for the purpose of making decisions relating to my membership application, and to update and maintain the Corporation's genealogical and membership database, and for any other purpose at the discretion of the Corporation to assist the Corporation to perform its functions and duties.
- iii. That I agree to abide by the Rules of the Corporation and I agree to abide by any Code of Conduct adopted by the Corporation.

Signature of Applicant

Date:

Annexure 2 – Consent to become a Director Form

(refer to clause 8.2.3 of the Mulligan River Aboriginal Corporation RNTBC Rule Book)

CONSENT TO BECOME A DIRECTOR

Corporations (Aboriginal and Torres Strait Islander) Act 2006

MULLIGAN RIVER ABORIGINAL CORPORATION RNTBC (ICN 9434)

I,
(full name of director)

of
(residential address)

give consent to become a Director of the Mulligan River Aboriginal Corporation RNTBC.

I confirm my date of birth was
(date of birth)

and my place of birth was
(place of birth)

I am a descendent of
(apical ancestor/s)

and a member of the following Director Representation Group (per Schedule 2 of the Mulligan River Aboriginal Corporation RNTBC Rule Book):

<input type="checkbox"/> Group 1	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • Rainmaker, the father of Joe Rose and Kwetyaneke; • Belia Toby, the father of Billy Butler, Johnny Belia and Ivy (Mutchee)Belia; • Charlie Deemera, the father of Paddy Deemera;* • Toby Roxborough*
<input type="checkbox"/> Group 2	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • Dolly of Glenormiston, the mother of Ruby Lyon, Dinger, Peter Western, Lion and Tiger.
<input type="checkbox"/> Group 3	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • King Peter, the father of Bidy Dinger, Les and Billy Jenkins, Ethel and Donnelly Britcher; • George Quartpot, the father of Tony, Patricia, Kerry, Gladys, Maria and Patrick Quartpot; • Jackie Beauchamp, the father of Paddy Beauchamp and social father of George Quartpot, and Jackie Beauchamp's brother Aldie.
<input type="checkbox"/> Group 4	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • Puppa, the mother of Annie Topsy Hansen (nee Daley) • Billy (Yummpibilly) Brady, the father of Bessie Brady; • Polly Docherty, the mother of Jack (Snapshot) Hansen and Bergin Smith; • Dolly, the sister to Polly Docherty and the mother of Charlie Trotman and Jack O'Donnell.*

<input type="checkbox"/> Group 5	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • Molly, the mother of Judy Sailor and Arthur (Poddy) Daley Jnr.
<input type="checkbox"/> Group 6	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • Topsy (also known as Bonny), the mother of James Roxborough Craigie and George Craigie; • Bunny, the mother of Joe, Dora, Peter and Jack Craigie, Dinah Aplin and Donald Bedourie; • Jinny Toby, the mother of George and Fred Age, Queen Ida Toby and Lily Clayton; • Tommy Ferguson, the father of Betty Major; • Alice (Wiyekari), the mother of Mary and Daisy Craigie.
<input type="checkbox"/> Group 7	Descendants of the following Apical Ancestors: <ul style="list-style-type: none"> • Kitty Bedourie, the mother of Bessie and Jessie Bedourie, Donald Dee and Emily Denny; • Mother of Turukalanima, Turukalanima was the mother of Norah Jacks, Ivy Nardoo and Monty Cameron; • Lizzie (Wiriwatu) Green, the mother of Jubilee Page; • Jimmy Mantandi, the father of Clara (Indjiniga) Naylor.

* No known living descendants.

I also acknowledge I am automatically disqualified from being a Director of this Corporation if I:

- (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 within the past 5 years.
- (ii) have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least 3 months within the past 5 years.
- (iii) have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months within the past 5 years.
- (iv) are an undischarged bankrupt.
- (v) have signed a personal insolvency agreement and have not kept to the agreement.
- (vi) 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.

Signed: _____

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.