



The Rule Book of

NGADJU NATIVE TITLE

ABORIGINAL CORPORATION

RNTBC

ICN 8297

Rule book – draft with suggested amendments 17 July 2020

TABLE OF CONTENTS

NAME.....	5
DICTIONARY AND INTERPRETATION.....	5
OBJECTIVES.....	5
POWERS OF THE CORPORATION	6
GUIDING PRINCIPLES	6
MEMBERSHIP OF THE CORPORATION	7
Members on registration	7
Members by application	7
Membership criteria.....	7
Membership application	8
Deciding membership applications	8
Entry on the Register of Members	9
Membership fees.....	9
Membership rights and obligations.....	9
Members' responsibilities	10
Liability of members	10
How a person stops being a member	11
Membership may be cancelled	11
Cancellation of membership if a member misbehaves	11
Membership may be cancelled if a member cannot be contacted	12
Membership may be cancelled if Eligibility Criteria are not met.....	12
Different classes of members	13
Observers.....	13
REGISTER OF MEMBERS AND FORMER MEMBERS	13
Location and inspection of registers by members and former members.....	14
Amending details of membership.....	14
Membership disputes	15
REGISTER OF NATIVE TITLE HOLDERS.....	15
ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS	15
Annual General Meetings	15
General Meetings	16
Calling General Meetings	16
Directors may apply to deny a Members' request to call a General Meeting...	17
Timing for a requested general meeting	18
Notice for General Meetings.....	18
Notice to Auditor.....	19
Contents of Notice of General Meeting	19
Failure to Give Notice	19
Members' resolutions	20
Consideration of members' resolutions.....	20
Members' statements to be distributed.....	21
Quorum for a General Meeting.....	21
Chairing General Meetings.....	22
Use of Technology for General Meeting.....	22
Auditor's right to be heard at General Meetings	22
Voting at General Meetings	23
Matters on which members can demand a poll	23
Resolutions without a General Meeting	24
Proxies.....	24

Adjourned meetings	26
Attendance Fees and Allowances for attending General Meetings.....	26
INFORMATION MEETINGS AND NEWSLETTERS.....	26
ELDERS ADVISORY GROUP	27
NATIVE TITLE MEETINGS.....	27
Requirement for Notice	27
Decisions at General Meetings in relation to Native Title Rights and Interests	27
Evidence of Native Title Decision	28
Entitlement to Attend and Participate	28
DIRECTORS	28
Role of directors	28
Number of directors.....	28
Composition of Board of Directors.....	29
Eligibility of Member Directors	29
Majority of Director Requirements.....	30
Consent to Act as Director.....	30
Directors on Registration	30
Election of Member Directors	30
Term of Appointment.....	31
Eligibility of Independent Specialist Directors.....	32
Appointment of Independent Specialist Directors.....	32
Alternate Directors.....	33
How a person ceases to be a Director.....	33
Resignation of Director	34
Removal of Directors by Members	34
Removal of Directors by Other Directors.....	35
Replacement of Member Directors	35
Replacement of Independent Specialist Directors	36
General Duties of Directors and other Officers	36
Functions, Powers and Duties of Directors, Chairperson and Chief Executive Officer	36
Director's Duty of Disclosure.....	38
Remuneration of Directors	39
Negotiable instruments	40
Delegation	40
Member Approval Needed for Related Party Benefit.....	40
Directors' Meetings.....	41
SECRETARY AND CONTACT PERSON	42
Who May Be a Secretary or Contact Person	42
Consent to Act as Secretary or Contact Person	42
Becoming a Secretary or Contact Person on registration	42
How a Secretary or Contact Person is Appointed.....	43
Duties of Secretary and Contact Person.....	43
EXECUTION OF DOCUMENTS AND THE COMMON SEAL OF THE CORPORATION	43
FINANCES AND RECORD KEEPING.....	44
Application of funds and property.....	44
Banking and accounts.....	44
Gift Fund Rules	45
Minutes of meetings	45
Rule Book and Records	47

Financial Records	47
Physical format	47
Places where records are kept.....	48
Right of access to corporation books by director or former director	48
Access to financial records by Directors	48
Member’s access to minutes	49
Inspection of Books By Members.....	49
Access to Governance Material	49
AUDITOR	50
ANNUAL REPORTING	50
CONFIDENTIAL INFORMATION	51
DISPUTE RESOLUTION PROCESS.....	51
AMENDMENT OF THE CONSTITUTION	52
WINDING UP	52
SCHEDULE 1 – DICTIONARY AND INTERPRETATION.....	1
SCHEDULE 2 – DEFINITION OF NGADJU PEOPLE	1
SCHEDULE 3 - NGADJU FAMILY GROUPS.....	1
SCHEDULE 4 - APPLICATION FOR MEMBERSHIP FORM.....	1
SCHEDULE 5 – ELDERS ADVISORY GROUP	1
SCHEDULE 6 - APPOINTMENT OF PROXY FORM	1
SCHEDULE 7 – NOMINATION / CONSENT TO BECOME A DIRECTOR FORM. 1	1
SCHEDULE 9 – NGADJU ELDERS ADVISORY GROUP – DEFINITION AND CHARTER.....	1

NAME

1. The name of the corporation is Ngadju Native Title Aboriginal Corporation RNTBC.

DICTIONARY AND INTERPRETATION

2. The meanings of terms and phrases used in this rule book are set out in Schedule 1.

OBJECTIVES

3. The principal objectives for which the Corporation is established are:
 - a. to promote the relief of poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune of the Ngadju People;
 - b. to carry out the functions of a Prescribed Body Corporate under the NTA;
 - c. to protect and promote the laws, culture and traditional rights and interests of the Ngadju People; and
 - d. to operate and maintain a gift fund to be known as The Ngadju Aboriginal Corporation RNTBC Gift Fund in accordance with the requirements of the *Income Tax Assessment Act 1997*.
4. Without limiting the generality of the objects referred to in Rule 3, the Corporation can advance those objects by doing any or all of the following:
 - a. consulting with and considering the views of the Ngadju People in accordance with the NTA and any associated regulations and other laws;
 - b. acting as agent or representative for the Ngadju People in respect of matters relating to their Native Title Rights and Interests and the Ngadju Lands, including, without limitation, entering into agreements, exercising procedural rights and accepting notices required by any law of the Commonwealth or the State to be given to the Native Title Holders;
 - c. promoting and protecting Aboriginal Cultural Heritage and acting as agent or representative for the Ngadju People in respect of matters relating to Aboriginal Cultural Heritage;
 - d. managing the Native Title Rights and Interests of the Ngadju People and their Aboriginal Cultural Heritage, as provided for in these Rules and/or under relevant legislation and agreements;
 - e. holding property and money (including payments received as compensation or Corporation administration payments or otherwise related to the Native Title Rights and Interests) in trust for the Ngadju People;
 - f. investing or otherwise applying money held in trust as directed by the Ngadju People;

- g. promoting the protection of the environment (including land, water and air) in the Ngadju Lands;
- h. providing land management, environmental protection, and cultural heritage protection services to the public and private sectors;
- i. taking steps to achieve and to promote economic development and self determination for the Ngadju People, including taking advantage of investment and commercial opportunities that arise;
- j. advancing the cultural, social, political, economic and legal interests of the Ngadju People, including by establishing and working in consultation with existing and future appropriate legal entities to achieve any of the objectives;
- k. supporting and providing and/or arranging education, scholarships, apprenticeships, training, contracts and employment for Ngadju People;
- l. support for and provision of housing for lease and/or sale to Ngadju People;
- m. acting as agent or representative for the Ngadju People in relation to any other matter, including undertaking court, tribunal, arbitration and other actions on behalf of the Corporation and/or the Ngadju People;
- n. consulting with and considering the views of a Representative Body in accordance with regulation 8(3) of the *Native Title (Prescribed Body Corporate) Regulations 1999* (Cth);
- o. performing any other function conferred upon the Corporation by a law of the Commonwealth or the State of Western Australia; and,
- p. doing anything incidental to and necessary or convenient for the carrying out of any of the objects.

POWERS OF THE CORPORATION

- 5. Subject to the Act and these Rules, the corporation has the power to do anything lawful to carry out its objectives.
- 6. Without limiting the generality of Rule 5, the Corporation shall have such other powers which may be conferred upon it by a law of the Commonwealth or the State of Western Australia.

GUIDING PRINCIPLES

- 7. The Corporation has been formed to hold the Native Title Rights and Interests on behalf of the Native Title Holders in respect to the Determination Area.
- 8. Acknowledging and respecting their differences, the Ngadju People have decided to work together to manage and protect their Native Title Rights and Interests in accordance with the rules of the Corporation, the Act and the NTA.
- 9. The Members, Directors and the Corporation will commit to work together in an open and transparent way to ensure that the Corporation is governed in

accordance with the requirements of these Rules, the ACT and the NTA and to ensure Members receive timely, regular and information updates on the operations of the Corporation.

MEMBERSHIP OF THE CORPORATION

Members on registration

10. A person who is specified in the Corporation's registration application as a proposed member of the Corporation will become a member at the time the Corporation is registered.
11. Within 14 days of the Corporation being registered, the names of individuals mentioned in Rule 7 must be entered on the Register of Members.

Members by application

12. At any time after the registration of the Corporation, a person becomes a member if:
 - a. the person applies in writing in accordance with Rules 15 to 17;
 - b. the person is eligible for membership as set out in Rule 13;
 - c. the Directors accept the application; and
 - d. the person's name is entered on the Register of Members.

Membership criteria

13. A person is eligible to apply for membership if the person:
 - a. is an individual who is at least 18 years of age;
 - b. is an Aboriginal Person;
 - c. is a Ngadju Person;
 - d. establishes to the reasonable satisfaction of the Directors that he or she has been on country (on the Determination Area) after he or she turned 15 years of age;
 - e. acknowledges and observes Ngadju laws and customs; and
 - f. confirms he or she will abide by the Rule Book, the Members code of conduct (as set in on the application form) and act in the best interests of the Corporation.
14. Rule 13 (d) will be deemed to be satisfied for a person if that person submits his or her membership application in person at an AGM in Norseman and introduces himself or herself to the meeting.

Membership application

15. Any application for membership must be in writing.
16. Any application for membership must be in the form set out in Schedule 4 to these Rules.
17. In making an application for membership the applicant must identify the Family Group to which they have a Primary Affiliation.

Deciding membership applications

18. The Board of Directors will consult with the Elders Advisory Group (if any) prior to deciding any membership application.
19. In considering whether an applicant for membership satisfies the Membership Criteria, the Board of Directors may:
 - a. seek such anthropological, historical and/or genealogical advice as it considers appropriate;
 - b. request that the applicant supply further information, including genealogical information, to satisfy the Board of Directors that the applicant for membership is entitled to be a member; and
 - c. have regard to such other records, including the membership rolls of other Corporations, as it considers appropriate.
20. Applications for membership will be considered and decided in the order in which they are received by the Corporation.
21. The Board of Directors must not accept an application unless the applicant:
 - a. applies in accordance with Rules 15 to 17; and
 - b. meets the Membership Criteria set out in Rule 13.
22. If there is more than one Family Group to which an individual could assert a Primary Affiliation, the Board of Directors must not refuse that individual's membership application solely on the grounds that applicant could have elected a Family Group different to the one identified in the application.
23. In deciding whether to accept a membership application, the Directors must apply the following principles
 - a. every adult Ngadju person has an equal claim to be a member of the Corporation, although that claim may be lost if the person is removed as a member under these Rules;
 - b. a valid application by a person who fulfils all eligibility requirements must be decided by the Board of Directors:
 - i. in good faith;
 - ii. in the best interests of the corporation;

- iii. for a proper purpose; and
- iv. in the best interests of the Ngadju People as a whole,

and must not be refused merely on personal or political grounds or for the deliberate exclusion of any particular portion of the Ngadju People.

- 24. The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- 25. In the event that the directors refuse an application for membership, they must notify the applicant in writing of the decision and the reasons for it within 14 days.

Entry on the Register of Members

- 26. Subject to Rule 27, if the directors accept a membership application, the applicant's name must be entered on the Register of Members within 14 days.
- 27. If:
 - a. the applicant applies for membership after a notice has been given for the holding of a General Meeting, and
 - b. the meeting has not been held when the Board of 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.

Membership fees

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

Membership rights and obligations

- 29. Each member has rights under the Act and these Rules including the rights set out below. A member:
 - a. can attend, speak and vote at a General Meeting of the Corporation;
 - b. can be elected or appointed as a Director, subject to the requirements of these Rules;
 - c. cannot be removed as a member unless the Directors and the Corporation have complied with these Rules;
 - d. can put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with these Rules;
 - e. can ask the Directors to call a General Meeting of the Corporation in accordance with these Rules;
 - f. can access the following books and records of the Corporation:

- i. the Register of Members;
 - ii. the minutes of General Meetings;
 - iii. the Corporation's Rule Book;
 - iv. certain reports prepared by or for the directors and the Corporation, in accordance with the Act;
 - g. can ask the Directors to provide access to any other records of books of the Corporation in accordance with these Rules.
 - h. can have any disputes with another member or the Directors dealt with under the process set out in these Rules.
30. Members do not have the right to share in the profits of the Corporation or to take part in the distribution of the Corporation's assets if it is wound up.
31. If a Member believes that their rights have been breached or ignored by the Board of Directors, the Member can use the dispute resolution process set out in these Rules.

Members' responsibilities

32. Each member has the following responsibilities:
- a. to comply with the Act and these Rules;
 - b. to notify the Corporation of any change of their address within 28 days of the change;
 - c. to comply with any code of conduct adopted by the Corporation;
 - d. to treat other members and the Directors with respect and dignity;
 - e. to seek to attend all General Meetings; and
 - f. to not behave in a way that significantly interferes with the operation of the Corporation or any Corporation meetings.

Liability of members

33. The members are not liable to contribute to the property of the Corporation on winding up.
34. If the application for registration of the Corporation states that members and former members are:
- a. not to be liable to contribute towards the payment of the debts and liabilities of the Corporation, then they are not liable to contribute; or
 - b. to be liable to contribute towards the payment of the debts and liabilities of the Corporation on a particular basis, then they are so liable to contribute.

How a person stops being a member

35. A person shall stop being a member if:
 - a. the person resigns as a member in accordance with Rule 38;
 - b. the person dies; or
 - c. the person's membership is cancelled in accordance with these Rules.
36. The date on which a person ceases to be a member is the date on which the member's name is removed from the Register of Members as a current member of the Corporation.
37. A person may resign by giving a resignation notice to the Corporation.
38. A resignation notice must be in writing.
39. Where the Corporation:
 - a. receives notice that a member is deceased; or
 - b. receives a resignation notice in writing; or
 - c. cancels a membership in accordance with these Rules.

the Corporation must remove the member's name from the Register of Members within 14 days after receiving notice and enter it on the Register of Former Members.

Membership may be cancelled

40. A membership may be cancelled if a Member:
 - a. Is not eligible to be a Member (see Rules 47 to 51);
 - b. Is un-contactable (see Rules 45 to 46); or
 - c. Has misbehaved (see Rules 41 to 44).

Cancellation of membership if a member misbehaves

41. A person's membership to the Corporation may be cancelled by Special Resolution in a General Meeting of the Corporation on the basis that the member has behaved in a manner that significantly interfered with the operation of the Corporation or Corporation meetings, including, but not limited to:
 - a. acting in a threatening or abusive manner to Corporation staff or other members, including by reason of language used or actions taken towards Corporation staff or other members;
 - b. providing third parties with confidential Corporation documents or disclosing

- confidential information relating to the Corporation without approval of the Board of Directors or in contravention of Rule 373;
- c. holding himself or herself out as the representative of the Corporation to third parties without express authorisation of the Corporation;
 - d. consistently disrupting day-to-day administration or operations of the Corporation;
 - e. engaging in conduct which is not authorised by the Corporation and/or which wastes the Corporation's resources;
 - f. engaging in conduct which improperly brings the Corporation into disrepute; or
 - g. engaging in conduct which undermines the objects of the Corporation.
42. Written notice of a proposed resolution to cancel a person's membership in accordance with Rule 41 must be forwarded to the member not less than 14 days before the date of the General Meeting at which the resolution is to be moved.
43. The person whose membership is proposed to be cancelled in accordance with Rule 34, must be given an opportunity to be heard at the General Meeting.
44. If the Corporation cancels the membership in accordance with Rule 41, the Directors must send that person a copy of the resolution as soon as possible after it has been passed.

Membership may be cancelled if a member cannot be contacted

45. A person's membership to the Corporation may be cancelled by Special Resolution in a General Meeting if the Corporation has:
- a. 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
 - b. made two or more reasonable attempts to contact the member during that 2 year period but has been unable to.
46. If the Corporation cancels the membership in accordance with Rule 45, the Directors must send that person a copy of the resolution, at their last known address, as soon as possible after it has been passed.

Membership may be cancelled if Eligibility Criteria are not met

47. The Directors may, by resolution, cancel the membership of a Member if the Member:
- a. is not eligible for membership; or
 - b. has ceased to be eligible for membership.
48. Before cancelling the membership, the Directors must give the Member notice in writing stating that:

- a. the Directors intend to cancel the membership for the reasons specified in the notice;
 - b. the Member has 14 days to object to the cancellation of the membership; and
 - c. the objection must be in writing.
49. If the Member does not object, the Directors must cancel the membership.
50. If the Member does object:
- a. the Directors must not cancel the membership; and
 - b. only the Corporation by Special Resolution in a General Meeting or AGM may cancel the membership.
51. 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 or AGM) as soon as possible after it has been passed

Different classes of members

52. The Corporation does not have different classes of members.

Observers

53. The Corporation does not have observers. People who are not members can attend a General Meeting as an observer with the consent of the majority of members present. An observer can only speak and/or ask questions at a general meeting with the consent of the majority of members present. Observers cannot vote at General Meetings.

REGISTER OF MEMBERS AND FORMER MEMBERS

54. The Corporation must set up and maintain a Register of Members.
55. The Register of Members must contain the following information about individual members:
- a. the member's name (given and family name) and address as provided by the member in his or her membership application. The Register may also contain any other name by which the member is or was known;
 - b. the date on which the member's name was entered into the Register; and
 - c. the name of the Family Group to which the person has a Primary Affiliation.
56. The Corporation must set up and maintain a Register of Former Members.
57. The Corporation may maintain the Register of Former Members in one document

with the Register of Members.

58. The Register of Former Members must contain the following information about an individual who stopped being a member within the last 7 years:
 - a. the member's name (given and family name) and address. The Register may also contain any other name by which the individual is or was known; and
 - b. the date on which the individual stopped being a member.

Location and inspection of registers by members and former members

59. The Corporation must keep the Register of Members and the Register of Former Members at:
 - a. the Corporation's registered office if it is registered as a large corporation; or
 - b. the document access address if it is registered as a small or medium corporation.
60. The Register of Members and the Register of Former Members must be open for inspection by any person and any person has a right to inspect the registers.
61. 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).
62. A member may inspect the registers without charge.
63. A person who is not a member may inspect the registers only on payment of any fee required by the Corporation.
64. The Corporation must give a person a copy of the registers (or part of either register) within 7 days (or such longer period as the Registrar may allow) if the person asks for a copy and pays any fee (up to the prescribed amount) required by the Corporation.
65. 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.
66. 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.

Amending details of membership

67. Any member of the Corporation can apply to the Corporation to amend the details of their membership to the Corporation as recorded in the Register of Members, including amendments to change the recording of their Primary Affiliation.

68. In considering whether to make any requested amendments to a person's details as recorded on the Register of Members, the Board of Directors must follow the process applicable for the determination of membership applications as set out in Rules 19, 21, 25 and 26.

Membership disputes

69. Where a dispute arises in relation to membership of the Corporation (other than arising under Rules 41 - 51) rules 374 to 380 shall apply.

REGISTER OF NATIVE TITLE HOLDERS

70. In order to assist it to carry out the functions of a Prescribed Body Corporate under the NTA, the Corporation may set up and maintain a Register of Native Title Holders.
71. The Register of Native Title Holders may contain the following information about individual Native Title Holders:
- a. the person's name (given and family name) and address. The Register may also contain any other name by which the person is or was known;
 - b. the name of the Family Group to which the person has a Primary Affiliation; and
 - c. whether or not the Native Title Holder is a member of the Corporation.

ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

Annual General Meetings

72. The Corporation must hold an AGM within 5 months after the end of its financial year.
73. 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.
74. If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.
75. 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;
 - b. the consideration of the reports under that Chapter 7 of the Act that are required to be presented to the AGM;
 - c. the election of Directors;
 - d. the appointment and remuneration of the auditor (if any);

- e. checking of details on the Register of Members; and
 - f. asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any).
76. The Chair of an AGM must give members a reasonable opportunity:
- a. to ask questions about or make comments on the management of the Corporation; and
 - b. if the Corporation's auditor, or the auditor's representative, is present at the AGM, to ask the auditor or the auditor's representative questions relevant to:
 - i. the conduct of the audit;
 - ii. the preparation and content of the auditor's report;
 - iii. the accounting policies adopted by the Corporation in the preparation of the financial statements; and
 - iv. the independence of the auditor in relation to the conduct of the audit.

General Meetings

77. The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.
78. A General Meeting must be called for a proper purpose.
79. A General Meeting must be held at a reasonable time and place.
80. The business at each General Meeting must include:
- a. confirmation of the minutes of the previous General Meeting; and
 - b. all matters set out in the notice of the General Meeting.

Calling General Meetings

81. The Board of Directors may call a General Meeting of the Corporation.
82. Without limiting Rule 81 and subject to these Rules, the Board of Directors may call a General Meeting of the Corporation for the purpose of consulting with or obtaining the consent of the Native Title Holders in relation to a Native Title Decision.
83. Members may ask the Board of Directors to call General Meetings.

84. The Board of Directors must call and arrange to hold a General Meeting on the request of at least the following required number of members:

<u>Number of members in corporation</u>	<u>Number of members needed to ask for a General Meeting</u>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

85. A request for a General Meeting made under Rule 83 must:
- be in writing;
 - state any resolution to be proposed at the meeting;
 - be signed by each of the members making the request;
 - nominate a member to be the contact member on behalf of the members making the request; and
 - be given to the Corporation.
86. Separate copies of a document setting out a request under Rule 85 may be used for signing by members if the wording of the request is identical in each copy.

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

87. If a request is made in accordance with Rules 83 - 85 and if the Board of Directors resolves:
- that a request made by the members is frivolous or unreasonable, or
 - that complying with the request would be contrary to the interests of the members as a whole,
- a director, on behalf of the Board of Directors, may apply to the Registrar for permission to deny the request.
88. Such an application to the Registrar must:
- be in writing;
 - set out the ground on which the application is made; and
 - be made within 21 days after the request was made.
89. The Board of Directors must, as soon as practicable after making the application, give the nominated member notice that an application under Rule 87 has been made.

Timing for a requested general meeting

90. The Board of Directors must call the meeting within 21 days after the request was received by the Corporation.
91. If the Board of Directors has applied to the Registrar to deny a request and the Registrar refuses that request, then the Board of Directors must call the meeting within 21 days after being notified of the Registrar's decision.

Notice for General Meetings

92. At least 21 days notice must be given for a General Meeting.
93. The Corporation:
 - a. may call an AGM on shorter notice, if all the members agree beforehand; or
 - b. may call a General Meeting on shorter notice, if at least 95% of the members agree beforehand;
94. Notwithstanding Rule 93, at least 21 days notice must be given of a General Meeting at which a resolution will be moved to:
 - a. remove a Director;
 - b. appoint a Director in place of a Director removed;
 - c. cancel a person's membership; or
 - d. remove an auditor.

(Shorter notice cannot be given for these types of meetings.)

95. The Corporation may, not less than 5 days before a General Meeting is to be held, cancel or adjourn the Meeting by giving notice in the same manner as the Meeting was originally notified. Such notice must state:
 - a. whether the Meeting is cancelled or adjourned;
 - b. the reason for the cancellation or adjournment; and
 - c. if the Meeting is adjourned, the new place, date and time of the meeting.
96. The Corporation must give written notice of a General Meeting to the following persons:
 - a. each member entitled to vote at the meeting as per their address in the Register of Members;
 - b. each Director;
 - c. the Contact Person (if any);

- d. The Secretary (if any); and
 - e. when a Native Title Decision is proposed to be considered at a General Meeting, all Native Title Holders whose details have been entered into the Native Title Holders Register.
97. The Corporation may give the notice of meeting to a member or Native Title Holder personally or by sending it by post, fax or other electronic means nominated by the member or Native Title Holder.
98. Where a notice of General Meeting:
- a. is sent by post it is taken to be received 3 days after it is posted; or
 - b. is sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

Notice to Auditor

99. 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.

Contents of Notice of General Meeting

100. A notice of a General Meeting must:
- a. set out the place, date and time of the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - b. state the general nature of the meeting's business;
 - c. if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and
 - d. if a member is entitled to appoint a proxy and contain a statement setting out:
 - i. that the member has a right to appoint a proxy; and
 - ii. that the proxy needs to be a member of the Corporation.
101. The information included in a notice of a General Meeting must be worded and presented clearly and concisely.

Failure to Give Notice

102. 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.

Members' resolutions

103. Members can propose a resolution by giving notice of it to the Corporation.
104. 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 at least the required number of members under Rule 107.
105. A notice of a members' resolution must:
- a. be in writing;
 - b. set out the wording of the proposed resolution; and
 - c. be signed by the members proposing to move the resolution.
106. 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.
107. The required number of members to propose a resolution by notice to the Corporation is as follows:

<u>Number of members in corporation</u>	<u>Number of members needed to propose a resolution</u>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

108. The notice must set out the resolution in writing and must be signed by the members proposing it.
109. The Corporation must give notice of the resolution to all persons entitled to it.

Consideration of members' resolutions

110. 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.
111. 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.
112. The Corporation does not have to give notice of a resolution if it is defamatory.

Members' statements to be distributed

113. Members may ask the Corporation to give all its members a statement about:
- a resolution that is proposed to be moved at the General Meeting; or
 - any other matter that may be considered at that General Meeting.
114. Subject to Rules 116 and 117, the Directors must comply with a request for the distribution of members' statements that is:
- made by at least the required number of members under Rule 118;
 - in writing;
 - signed by the members making the request; and
 - given to the Corporation.
115. 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.
116. After receiving a request meeting the requirements of Rule 114, 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.
117. The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
118. For the purposes of Rule 114, the required number of members for the Corporation is:

Number of members in corporation

2 to 10 members
11 to 20 members
21 to 50 members
51 members or more

Number of members needed to ask for statements to be distributed

= 1 member
= 3 members
= 5 members
= 10 per cent of members

Quorum for a General Meeting

119. No business can be transacted at any General Meeting unless a quorum of members is present.
120. A quorum is 36 members.
121. The Quorum must be present at all times during the meeting.
122. In determining whether a quorum is present, individuals attending as proxies will be counted as follows:
- if a member has appointed more than 1 proxy or representative, only one of

them will be counted; and

- b. if an individual is attending both as a member and as a proxy, counting that individual only once.

123. In the event a General Meeting called under these Rules fails to gain a quorum within 1 hour of the scheduled time of the day upon which the meeting is called, then the meeting can be postponed to an alternative date at the discretion of the directors present.

124. If the General Meeting is postponed under Rule 123 then:

- a. the meeting set out in the notice of meeting is adjourned to the same time of the same day in the next week, and to the same place, unless the Board of Directors specify otherwise; and
- b. if there is not a quorum of members present at the resumed meeting within 1 hour after the time for the meeting, the meeting is dissolved.

Chairing General Meetings

125. The respective Chairperson shall be the chairperson of General Meetings.

126. The Members at a General Meeting must elect a Member to chair the meeting (or part of it) if:

- a. the Directors have not already elected a Chairperson; or
- b. a previously elected Chairperson is not available or does not want to chair the meeting.

127. The ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the meeting is final.

128. The Chairperson may expel any Member, Director or Observer from the meeting if the Chairperson reasonably believes that the conduct of the Member, Director or Observer is inappropriate.

Use of Technology for General Meeting

129. 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.

Auditor's right to be heard at General Meetings

130. If the Corporation has an auditor, the auditor is entitled to attend any General Meeting of the Corporation.

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

132. The auditor is entitled to be heard even if:

- a. the auditor retires at the meeting; or
 - b. the meeting passes a resolution to remove the auditor from office.
133. The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

Voting at General Meetings

134. At a General Meeting, each member has 1 vote, both on a show of hands and a poll.
135. The Chair has a casting vote, and also, if he or she is a member, any vote he or she has as a member.
136. 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.
137. A resolution put to the vote at a General Meeting must be decided by simple majority on a show of hands unless a poll is demanded.
138. Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
139. On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of votes recorded for or against.

Matters on which members can demand a poll

140. At a General Meeting, a poll may be demanded on any resolution.
141. A demand for a poll may be withdrawn.
142. At a General Meeting, a poll may be demanded by:
- a. at least 5 members entitled to vote on the resolution;
 - b. members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - c. the Chair.
143. The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.
144. At a General Meeting, a poll on the election of a chair or on the question of an

adjournment of a meeting must be taken immediately.

145. At a General Meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.

Resolutions without a General Meeting

146. 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 containing a statement that they are in favour of the resolution set out in the document.
147. Auditors cannot be removed by resolution without a General Meeting.
148. Separate copies of a document under Rule 146 may be used for signing by members if the wording of the resolution and statement is identical in each copy.
149. A resolution under Rule 146 is passed when the last member signs.
150. The Corporation in passing a resolution under this Rule without holding a meeting satisfies any requirement in the Act:
- a. to give members information or a document relating to the resolution - by giving members that information or document with the document to be signed;
 - b. to lodge with the Registrar a copy of a notice of meeting to consider the resolution - by lodging a copy of the document to be signed by members; and
 - c. to lodge a copy of a document that accompanies a notice of meeting to consider the resolution - by lodging a copy of the information or documents referred to in Rule 150(a).
151. A resolution passed in accordance with this Rule satisfies any requirement in this Act, or these Rules, that the resolution be passed at a General Meeting.
152. A resolution passed in accordance with this Rule does not affect any rule of law relating to the assent of members not given at a General Meeting.

Proxies

153. Any Member who is entitled to attend and cast a vote at a General Meeting may appoint another Member as proxy for the purpose of voting at that meeting by notice given to the Corporation at least 48 hours prior to the commencement of the relevant General Meeting provided that the proxy is listed on the Register of Members as having the same Primary Affiliation as the Member.
154. Subject to these Rules, a proxy appointed to attend and vote for a Member has the same rights as the member:
- a. to speak at the meeting,
 - b. to vote (but only to the extent allowed by the appointment); and

- c. to join in a demand for a poll.
155. A member may use the notice appointing the proxy in the form set out in Schedule 6 to these Rules, however, an appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the regulations, by the Member making the appointment and contains the following information:
- a. the member's name and address;
 - b. the Corporation's name;
 - c. the proxy's name or the name of the office held by the proxy;
 - d. the Family Group of the member and the proxy;
 - e. the meetings at which the appointment may be used.
156. An undated appointment is taken to have been dated on the day it is given to the Corporation.
157. An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- a. The proxy need not vote on a show of hands.
 - b. If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.
 - c. If the proxy is the chair, the proxy must vote by poll, and must vote as directed.
 - d. If the proxy is not the chair, the proxy need not vote by poll.
 - e. If the proxy is also a member, this Rule does not affect how the person casts any votes they hold as a member.
158. A person who contravenes Rule 157 commits an offence under the Act, but only if the person's appointment as a proxy resulted from the Corporation sending to members:
- a. A list of persons willing to act as proxies; or
 - b. A proxy appointment form holding the person out as being willing to act as a proxy.
159. An appointment of a proxy does not have to be witnessed.
160. A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
161. An appointment as a proxy may be a standing appointment.
162. A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
163. For an appointment of a proxy for a meeting of members to be effective, the

following documents must be received by the Corporation at least 48 hours before the meeting:

- a. the proxy's appointment; and
- b. if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.

164. A person must not exercise proxies for more than one member.
165. If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes (unless before the resumed meeting the member revokes their proxy for the meeting).

Adjourned meetings

166. A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.
167. Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.
168. If a General Meeting is adjourned for 30 days or more, at least 21 days notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the General Meeting will be resumed.

Attendance Fees and Allowances for attending General Meetings

169. Attendance fees are not to be paid for General Meetings.
170. Allowances (such as, but not limited to, meals and accommodation) (at the rate prescribed by the Australian Taxation Office from time to time) will only be paid for attendance at General Meetings if the Corporation receives funding specifically to meet such costs in full. If the Corporation does not receive such funding, such allowances will not be paid.

INFORMATION MEETINGS AND NEWSLETTERS

171. To ensure that Members and others are provided with regular and timely information on the operations of the Corporation, the Chief Executive Officer will:
- a. Conduct information meetings for members, stakeholders and other interested parties at least once every 3 months;
 - b. The information meetings will be held in Perth, Kalgoorlie and Norseman and such other localities as determined by the Board.
172. Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings.
173. The Corporation will also issue a newsletter to Members at least once every 3 months.

ELDERS ADVISORY GROUP

174. The Corporation will establish an Elders Advisory Group that:
- a. comprises senior Ngadju People who will make recommendations and provide guidance to the Directors on matters including, but not limited to:
 - i. Membership;
 - ii. Law and Custom;
 - iii. Native Title;
 - iv. Country;
 - v. Heritage;
 - vi. Environmental issues;
 - vii. Language; and
 - viii. Identification of the Ngadju People;
 - b. has a composition, role and functions outlined in Schedule 5;
 - c. conducts meetings in accordance with Schedule 5; and
 - d. is guided by a definition and charter set out in Schedule 9.

NATIVE TITLE MEETINGS

175. The Board of Directors may call a Native Title Meeting or a General Meeting of the Corporation to enable the Corporation to carry out its functions as a Prescribed Body Corporate and to consult with and obtain the consent of the Native Title Holders in relation to any proposed Native Title Decision.

Requirement for Notice

176. Where possible, the Corporation must give 21 days notice of a Native Title Meeting.
177. The Corporation may call a Native Title Meeting on shorter notice if it is in the best interests of the Native Title Holders to do so, provided that notice is not less than 7 days.

Decisions at General Meetings in relation to Native Title Rights and Interests

178. In relation to Native Title Decisions, the Corporation may undertake its obligations to consult with and obtain the consent of the Native Title Holders at either:
- a. a Native Title Meeting; or
 - b. a General Meeting if, having regard to the conduct of the meeting, the directors are satisfied that the resolutions passed in relation to the Native Title Decision satisfy the requirements of the Prescribed Body Corporate Regulations.
179. The giving of consent by the Native Title Holders affected by the proposed Native Title Decision:
- a. must be given in accordance with any process of decision-making that must be followed under the traditional laws and customs of the Ngadju People; or

- b. where no such decision-making process exists, must be given in accordance with a decision-making process agreed to or adopted by those in attendance at the meeting.

180. The Native Title Holders may provide standing instructions to the Corporation in relation to a Native Title Decision or a class of Native Title Decisions.

Evidence of Native Title Decision

181. The Corporation must comply at all times with its obligations as set out in the NTA and the Prescribed Body Corporate Regulations in respect to evidence necessary to establish that the Native Title Holders have been consulted on, and to have consented to, the making of a Native Title Decision.

Entitlement to Attend and Participate

182. All Native Title Holders are entitled to:

- a. attend the meeting;
- b. voice their views in relation to the Native Title Decision; and
- c. participate in the decision-making process at the meeting,

regardless of whether or not they are members of the Corporation.

183. Where the General Meeting also deals with matters other than Native Title Decisions only members of the Corporation who are entitled to vote in relation to those matters may vote in relation to those matters.

DIRECTORS

Role of directors

184. The Directors oversee the running of the Corporation on behalf of all members, make decisions about the affairs of the Corporation, and should always be aware of what the Corporation is doing. The directors set the direction for managing the business of the Corporation.

185. The Directors may exercise all the power of the Corporation except any that the Act or this rule book requires the Corporation to exercise in a general meeting.

Number of directors

186. The minimum number of Directors is 5 (including at least 1 Independent Specialist Directors).

187. The maximum number of Directors is 8 (including Independent Specialist Directors).

Composition of Board of Directors

188. The Board of Directors shall comprise as follows:
- a. A maximum of 6 Member Directors; and
 - b. A maximum of 2 Independent Specialist Directors.
189. The Board of Directors shall not have more than 1 Member Director from any 1 Family Group.

Eligibility of Member Directors

190. An individual is eligible for appointment as a Member Director if they are an individual who:
- a. is a Member of the Corporation;
 - b. has consented in writing to be appointed as a Director of the Corporation using the form set out in Schedule 7 to these Rules;
 - c. has demonstrated cultural knowledge and connection to country;
 - d. within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the Member Director's appointment is terminated immediately. (the direct cost of obtaining a National Police Certificate will be paid by the Corporation);
 - e. within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the Member Director's appointment is terminated immediately;
 - f. within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately;
 - g. has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment;
 - h. is not a member of the Elders Advisory Group;
 - i. is not on an advisory committee (or similar) to any Trust of which the Corporation or any member of the Corporation is a beneficiary;
 - j. was not a Director of the Corporation at any time in the period 11 November 2018 to 11 November 2019.
191. An individual who was a Director of the Corporation at any time in the period 11 November 2018 to 11 November 2019 is not eligible to be appointed as a Director at any time in the period up to and including the AGM of the Corporation for the financial year ended 30 June 2024.
192. A person who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act may only be appointed as a Member Director of the Corporation if the appointment is made:
- a. with permission granted by the Registrar; or

- b. with leave granted by the Court.

Majority of Director Requirements

- 193. A majority of the Directors of the Corporation must be individuals who are Aboriginal Persons.
- 194. A majority of the Directors must ordinarily reside in Australia.
- 195. A majority of Directors must not be employees of the Corporation.
- 196. The Chief Executive Officer (if any):
 - a. may be a Director but cannot chair the Director's meetings; and
 - b. counts as an employee for the purposes of Rule 195.
- 197. A majority of the Directors must be Members.

Consent to Act as Director

- 198. Before a member may be appointed as a Director, that person must give the Corporation a signed consent to act as a Director of the Corporation in the form set out in Schedule 7.
- 199. The Corporation must keep the consent form.

Directors on Registration

- 200. 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.

Election of Member Directors

- 201. Subject to these Rules, the Member Directors shall be elected on rotation for a two year term, so that the appointment of half of the Member Directors expires each year. They will be eligible to be re-elected.
- 202. To implement the rotational system:
 - a. Member Directors appointed during the special administration period which commenced on 11 November 2019 will be appointed until the 2022 AGM;
 - b. At the 2022 AGM half of the Member Directors' appointments will expire. The Directors will decide by resolution at a Directors meeting prior to the 2022 AGM which Member Directors will stand down. They will be eligible to be re-elected;
 - c. The remaining Member Directors' appointments will expire at the 2023 AGM;
 - d. All new Member Directors appointed at the 2022 AGM will be appointed for a term of two years;
 - e. The AGM minutes must record the term of each director appointed; and
 - f. If, despite the operation of 246-25(4) of the CATSI Act, the terms of all

Member Directors expire so that there are no Member Directors appointed at a particular time, the Member Directors holding office immediately before the expiry will continue to hold office until the Members appoint new Directors or reappoint the existing Directors by resolution at a General Meeting.

203. A Member Director is eligible for re-election.
204. All nominations must:
- g. be in writing in the form set out in Schedule 6 to these rules;
 - h. have the name of the nominee clearly printed;
 - i. identify the Family Group to which the nominee has a Primary Affiliation;
 - j. be signed by the nominee; and
 - k. be lodged with the Corporation at least 48 hours before the AGM.
205. The Corporation can only accept a nomination for a Director if the nomination complies with Rule 204.
206. Voting for the appointment of Member Directors will be show of hands, unless a Poll is demanded as provided for at Rules 140 to 145.
207. The procedure for voting by a show of hands will be as follows:
- a. The Chairperson will provide the name of each nominee in alphabetical order and the nominees Family Group and ask for a vote by show of hands for each nominee;
 - b. The Secretary will count the show of hands and declare the number of votes for each nominee;
 - c. The nominees receiving the greatest number of votes cast in their favour must be elected as directors, noting Rule 189 that provides that the Board of Directors shall not have more than 1 Member Director from any 1 Family Group and the maximum number of Member Directors is 6.
208. A Poll is a secret ballot as opposed to a show of hands and is conducted by Members completing a voting paper.

Term of Appointment

209. Except as otherwise provided in these Rules, each Director shall hold office until the Annual General Meeting of the Corporation in the year in which the Director's term is to expire.
210. If the application for registration of the Corporation identifies a Director who is appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the Corporation's registration.
211. Subject to Rule 213, Directors are appointed for 2 years.

212. A Director is eligible for reappointment.
213. If the terms of appointment of all 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.

Eligibility of Independent Specialist Directors

214. An individual is eligible for appointment as an Independent Specialist Director if they are an individual who:
- a. is not a Member of the Corporation or have any financial or familial interests in it;
 - b. is at least 18 years of age;
 - c. is an Australian resident;
 - d. is not a Ngadju Person;
 - e. is not an employee of the Corporation;
 - f. is independent and have demonstrated skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities;
 - g. gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 7 of these Rules;
 - h. provides a Police Certificate prior to appointment that does not record a criminal offence within the last 10 years;
 - i. signs the Director's Confidentiality Deed and Directors Code of Conduct prior to appointment; and
 - j. has completed suitable governance training either prior to their appointment or within a period of six months following their appointment.

Appointment of Independent Specialist Directors

215. The Directors must appoint up to 2 Independent Specialist Directors.
216. Before such appointment is made, the Board must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party (for example using the ORIC recruitment assistance program).
217. In making their selection the Directors must give priority to individuals with the skills and experience as set out at Rule 214(f).
218. Subject to Rule 219, Independent Specialist Directors are appointed for the term specified by the directors in their appointment.
219. Independent Specialist directors cannot be appointed for a term of more than two years, but they can be reappointed.
220. Independent Specialist directors will carry out the general powers, functions and duties of directors as set out in Rules 251 to 258 and comply with this Rule Book as it applies to them.

221. Independent Specialist directors must comply with the Duty of Disclosure set out in Rules 263 – 271.
222. Independent Specialist directors will be paid such remuneration as may be decided and approved by Members in a General Meeting.

Alternate Directors

223. With the other Directors' approval, a Member Director may appoint an alternate to exercise some or all of the Member Director's powers for a specified period.
224. The alternate so appointed must:
 - a. be from the same Family Group as the appointing Member Director;
 - b. be a member; and
 - c. have consented in writing to be appointed an alternate for the appointing Member Director.
225. If the appointing Member Director requests the Corporation to give the alternate notice of Directors' meetings, the Corporation must do so.
226. When an alternate exercises the Member Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Member Director.
227. The appointing Member Director may terminate the alternate's appointment at any time.
228. Where a request to approve the appointment has not previously been before the directors, it shall be the first agenda item dealt with at a Directors' meeting.
229. An appointment or its termination must be in writing using the form at Schedule 8 to these Rules. A copy must be given to the Corporation.

How a person ceases to be a Director

230. A person ceases to be a Director if:
 - a. the person dies;
 - b. the person ceases to be a member of the Corporation (for Member Directors);
 - c. the term of the person's appointment as a Director expires;
 - d. the person resigns as a Director;
 - e. the person becomes disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the Act;
 - f. the person is removed as Director by the members as provided for in these Rules;
 - g. the person is removed as Director by the other Directors as provided for in these Rules;
 - h. the person has been convicted of a criminal offence in the last 10 years;
 - i. the person is disqualified from managing a corporation;

- j. the person does not provide a National Police Certificate within two months of appointment;
- k. the person does not sign a Director's Confidentiality Deed within one month of appointment; or
- l. the person does not sign a Director's Code of Conduct within one month of appointment.

Resignation of Director

231. A Director may resign as a director by giving notice of resignation to the Corporation.
232. A notice of resignation must be in writing.

Removal of Directors by Members

233. The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
- a. the Rule Book;
 - b. an agreement between the Corporation and the Director concerned; or
 - c. an agreement between any or all members of the Corporation and the Director concerned.
234. A notice of intention to move a resolution to remove a director must be given to the Corporation at least 21 days before the General 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,
235. The Corporation must give the Director concerned a copy of the notice as soon as practicable after it is received.
236. A Director concerned is entitled to put his or her case to members by:
- a. giving the Corporation a written statement for circulation to members; and /or
 - b. speaking to the motion at the meeting.
237. Any notice of intention to move a resolution to remove a director and any written statement provided in accordance with Rule 236(a) is to be circulated by the Corporation to members by:
- a. sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - b. if there is not time to comply with paragraph 216(a), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
238. The written statement does not have to be circulated to members if it is defamatory.
239. If a person is appointed to replace a Director removed under this Rule, the time at

which the replacement director or any other director is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

Removal of Directors by Other Directors

240. The only ground on which the Board of Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' Meetings. The Board of Directors may remove the Director by resolution.
241. Rule 240 operates despite anything in:
- a. The Rule Book;
 - b. an agreement between the Corporation and the Director; or
 - c. an agreement between any or all members of the Corporation and the Director concerned.
242. Before removing the Director, the Directors must give the Director concerned notice in writing:
- a. stating that the Board of Directors intend to remove the Director concerned from office because he or she has failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and
 - b. stating that the Director concerned has 14 days to object to the removal.
243. If the Director concerned does not object, the Board of Directors must remove the Director concerned.
244. If the Director does object the Board of Directors cannot remove the Director concerned, but the Corporation, by resolution in a General Meeting, may remove the Director in accordance with Rules 233 - 239.
245. If the Director concerned is removed, the Corporation must give him or her a copy of the resolution as soon as practicable after the applicable resolution has been passed.
246. If a person is appointed to replace a Director removed under this Rule, the time at which the replacement director or any other director is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

Replacement of Member Directors

247. A replacement Member Director may be appointed where:
- a. there is a casual vacancy; or
 - b. where the person ceases to be a Member Director.
248. A replacement Member Director may be appointed at a General Meeting where the notice of the General Meeting identifies the appointment of a replacement Member Director as one of the purposes for the meeting. Despite any other Rule, election of a replacement Director shall be in accordance with Rules 201 to 208.

Replacement of Independent Specialist Directors

249. A replacement Independent Specialist Director may be appointed where:
- a. there is a casual vacancy; or
 - b. where the person ceases to be an Independent Specialist Director.
250. The Directors must follow the requirements of Rules 214 to 222 in selecting and appointing a Specialist Director to fill a casual vacancy.

General Duties of Directors and other Officers

251. The Directors, Secretary, other officers and employees of the Corporation must comply with the general duties imposed on them by the Act and the general law, including:
- a. a duty of care and diligence;
 - b. a duty of good faith;
 - c. a duty of disclosure of material personal interests;
 - d. a duty not to improperly use position or information; and
 - e. a duty to prevent insolvent trading.
252. The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

Functions, Powers and Duties of Directors, Chairperson and Chief Executive Officer

253. The business of the Corporation is to be managed by or under the direction of the Board of Directors.
254. The Board of Directors may exercise all the powers of the Corporation except any powers that these Rules or the Act requires the Corporation to exercise in General Meeting.
255. In exercising its powers and functions, the Board of Directors may consult any person or body whom or which the Board of Directors considers to have expertise in the matter under consideration.
256. The Board of Directors must not make a Native Title Decision unless they have consulted with and obtained the consent of the Native Title Holders. The views and consent of the Native Title Holders must be obtained by the Corporation at either a Native Title Meeting or a General Meeting in accordance with the processes set out in these Rules, the NTA and the Prescribed Body Corporate Regulations. The Board of Directors may, at their discretion, make decisions (including, without limitation, to approve and sign native title and/or heritage agreements and indigenous land use agreements) where Native Title Rights and Interests are not

extinguished.

257. The Board of Directors shall appoint the Chief Executive Officer by resolution on such terms and conditions (including remuneration) as the Board of Directors determine.
258. The role of the Chairperson is to:
- a. preside at Directors' meetings in accordance with these Rules;
 - b. liaise with the Chief Executive Officer on matters affecting the organisation and performance of the Corporation; and
 - c. provide leadership and guidance to the other Directors.
259. The Chief Executive Officer shall have the responsibility for the day-to-day running of the Corporation including (but not limited to):
- a. Staff recruitment and management;
 - b. Financial administration;
 - c. Internal practices, policies and procedures; and
 - d. such other matters as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.
260. The functions of the Chief Executive Officer are to:
- a. advise the Directors in relation to the functions of the Corporation under the Act and any other written law;
 - b. ensure that advice and information is available to the Directors so that informed decisions can be made;
 - c. cause decisions of the Board of Directors to be implemented;
 - d. liaise with the Chairperson on the Corporations' affairs and the performance of the Corporation's functions;
 - e. perform any other functions specifically or delegated by or imposed by the Act or any other written law as a function to be performed by the Chief Executive Officer; and
 - f. such other functions as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.
261. The Chief executive Officer must provide the following reports to each Director at least 1 week before each Director's meeting:
- a. up-to-date financial reports that include, but need not be limited to:
 - i. a balance sheet;
 - ii. a profit and loss statement (both for the most recent month and year to date) setting out actual results versus budget;
 - iii. explanations of variances greater than 10%;
 - iv. list of creditors;
 - v. list of debtors;
 - vi. confirmation the bank accounts have been reconciled

- b. an operations report that includes, but need not be limited to details regarding:
 - i. staff movements and relevant administration matters;
 - ii. mining agreements negotiations and discussions;
 - iii. legal matters;
 - iv. proposed activities over the next 3 months;
 - v. by exception, details of any breaches of these Rules or the Act and recommended remedial action.

262. At all times when performing the responsibilities and function set out in Rules 259 to 261, the Chief Executive Officer shall comply with these Rules and the Act.

Director's Duty of Disclosure

263. A Director who has a Standing Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless Rule 264 or Section 268-5 of the Act provides otherwise.

264. A Director does not need to give notice of an interest under Rule 263 if:

- a. the interest:
 - i. arises because the Director is a member of the Corporation and is held in common with the other members of the Corporation; or
 - ii. arises in relation to the Director's remuneration as a Director of the Corporation; or
 - iii. 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
- b. all 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 263; and
 - ii. if a person who was not a Director at the time when the notice under Rule 263 was given is appointed as a Director the notice is given to that person; and
 - iii. the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- c. the Director has given a standing notice of the nature and extent of the interest and that notice is still effective in relation to the interest.

265. The notice required by Rule 263 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 practicable after the Director becomes aware of the Director's interest in the matter.
 - c. be recorded in the Minutes of the meeting.
266. A contravention of Rules 263 - 265 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
267. If a Director is uncertain whether something is a Material Personal Interest that needs to be disclosed, they may consult with the Registrar, but in any event, must tell the other Directors as soon as practicable after the Director becomes aware of the Director's interest in the matter.
268. A Director who has a Material Personal Interest in a matter that is being discussed at a Director's meeting must not:
- a. be present at while the matter is being considered at the meeting; or
 - b. vote on the matter.
269. A Director may be present and vote if the Directors who do not have a Material Personal Interest in the matter have passed a resolution that:
- a. identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Corporation; and
 - b. states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.
270. A Director may be present and vote if he or she is so entitled under a declaration or order by the Registrar.
271. A Director may be present and vote if section 268-5 of the Act applies in relation to the interest.

Remuneration of Directors

272. The Directors are not to be paid remuneration unless the Corporation passes a resolution by majority at a General Meeting expressly authorising the payment of remuneration.
273. In considering a resolution for the payment of remuneration of directors, members are to be provided with details of the amount that has been budgeted for in the annual budget that has been approved by the Board and the Trust.
274. The remuneration of the Directors cannot exceed the amount that is provided for in the Annual Budget, as approved by the Board and the Trust.
275. Rule 272 does not prevent:
- a. a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or

- b. reasonable payments (having regards to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided Rules 263 to 271 have been complied with.
276. The Corporation may pay the Director's travelling and other expenses that the Directors incur:
- a. in attending Directors' meetings or any meetings of committees of Directors;
 - b. in attending any General Meetings of the Corporation; and
 - c. in connection with the Corporation's business.

Negotiable instruments

277. Any 2 Directors of the Corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
278. The Directors may determine that a negotiable instrument may be signed, drawn, accepted or endorsed or otherwise executed in a different way.

Delegation

279. The Board of Directors of the Corporation may by resolution delegate any of their powers to:
- a. a committee of Directors;
 - b. a Director;
 - c. an employee of the Corporation; or
 - d. any other person.
280. The delegate must exercise the powers delegated in accordance with any directions of the Directors and must report back from time to time to Directors on the exercise and outcomes of their delegated powers.
281. The exercise of the power by the delegate is as effective as if the Board of Directors had exercised it and the Directors acknowledge that they are still responsible for what the delegate does with the powers and the outcomes of the exercise of that delegated power.

Member Approval Needed for Related Party Benefit

282. 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.

283. If:

- a. the giving of the benefit is required by a contract;
- b. the making of the contract was approved in accordance with Rule 258(a)(i); 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 15 months.

Directors' Meetings

284. The Board of Directors will meet as often as is considered necessary for the good functioning of the Corporation, but must meet at least once every 3 months.
285. The Board of Directors will normally determine the date, time and place of each Director's meeting at the previous meeting.
286. The Contact Person or other Officer (as nominated by the Board of Directors) must give reasonable notice of each Director's Meeting to each of the Directors.
287. The Notice of the Directors' Meetings must state:
- a. the date, time and place of the meeting; and
 - b. the general nature of the business to be conducted at the meeting.
288. A resolution passed at a Board of Directors' Meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting under Rule 286 or in giving notice of any changes to the item, date or place of the Directors' Meeting.
289. The quorum for a Board of Directors' Meeting is a majority of the Member Directors and at least 1 Independent Specialist Director. The quorum must be present at all times during the meeting.
290. The Directors must elect a Director to Chair their meetings. The Directors may determine the period for which that Director is to be the Chairperson.
291. If a Director has not been appointed Chairperson prior to a Directors meeting, or the elected Director is not available or does not wish to act, the Directors must elect a Director present at the meeting to chair the meeting.
292. 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 his or her consent within a reasonable period before the meeting.

293. A resolution of the Board of Directors must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
294. The Chair has a casting vote if necessary in addition to any vote they have as a Director.
295. The Board of Directors may pass a resolution without a Directors' Meeting being held if all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
296. Separate copies of a document under Rule 295 may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
297. A resolution under Rule 295 is passed when the last Director signs.

SECRETARY AND CONTACT PERSON

Who May Be a Secretary or Contact Person

298. Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
299. 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:
 - a. the Registrar's permission under section 279-30(7) of the Act, or
 - b. the leave of the court under section 279-35 of the Act.

Consent to Act as Secretary or Contact Person

300. 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.
301. The Corporation must keep each consent received under Rule 300.

Becoming a Secretary or Contact Person on registration

302. 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.
303. If:
 - a. The Corporation is registered as a small or medium corporation; and
 - b. The application for registration does not specify a person to be the contact person for the Corporation,the applicant becomes the contact person for the Corporation on registration.
304. If:

- a. A person is specified in the application for registration of the Corporation as the contact person for the Corporation;
- b. That person is specified without his or her consent;
- c. Before registration, the Registrar becomes aware of that fact; and
- d. The Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the contact person for the corporation on registration,

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

How a Secretary or Contact Person is Appointed

305. The Board of Directors may appoint a Secretary or Contact Person.
306. A Secretary or Contact Person holds office on the terms and conditions (including remuneration) that the Board of Directors determine.

Duties of Secretary and Contact Person

307. The Secretary or Contact Person must pass on to a least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.
308. The Secretary or Contact Person must:
 - a. Maintain the register of members;
 - b. Maintain a record of the Directors of the Corporation and the terms of their appointments;
 - c. Act as the returning officer for all voting at meetings of the Corporation;
 - d. notify the Registrar of any alterations to these Rule pursuant to Rule 355; and
 - e. perform any other duties that may be required by the Act, the Board of Directors, or these Rules, from time to time.
309. An act done by the Secretary or Contact Person is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Corporation's Constitution or the Act.
310. Rule 309 does not deal with the question whether an effective act by a Secretary binds the Corporation in its dealings with other people or makes the Corporation liable to another person.

EXECUTION OF DOCUMENTS AND THE COMMON SEAL OF THE CORPORATION

311. The Corporation may have a common seal.
312. If the Corporation does have a common seal the Corporation must set out on it the Corporation's name and ICN.

313. The common seal must be kept by a person nominated by the Board of Directors.
314. The Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.
315. 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.
316. The Corporation may execute a document without using a common seal if the document is signed by:
- a. 2 Directors; or
 - b. a Director and a Secretary (if any).
317. If the Corporation has a common seal, the Corporation may execute a document with the common seal if the seal is fixed to the document and the fixing of the seal is witnessed by:
- a. 2 Directors; or
 - b. a Director and a Secretary (if any).
318. The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 291 or 292.
319. This Rule does not limit the ways in which the Corporation may execute a document (including a deed).

FINANCES AND RECORD KEEPING

Application of funds and property

320. All funds or property of the Corporation not subject to any special trust are available at the discretion of the Board of Directors, for the purpose of carrying out the objects of the Corporation. This is provided that no portion can be paid or applied directly or indirectly by way of profit to any member.
321. Nothing in Rule 320 prevents the payment in good faith of reasonable and proper remuneration to any member, officer, servant, agent or employee of the Corporation for services actually rendered to the Corporation.
322. Nothing in Rule 320 prevents the reasonable payment in good faith to a member for a contract for goods or services provided to the Corporation by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided.)

Banking and accounts

323. All funds of the Corporation must be deposited in a bank account of the Corporation no later than the first working day following the day of receipt or as soon as possible thereafter.

324. The Directors shall do all things necessary to ensure all payments out of the monies of the Corporation are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Corporation.
325. The Directors must do all things necessary to ensure that adequate controls are in place regarding the incurring of liabilities by the Corporation.
326. Accounts must be passed for payment by the Board of Directors or under the authority of a delegation approved by the Board of Directors for this purpose.

Gift Fund Rules

327. The Corporation shall maintain for the main purpose of the corporation a gift fund:
 - a. to be named 'The Ngadju Aboriginal Corporation RNTBC Gift Fund';
 - b. which can receive gifts of money or property for the purposes of the objectives of the Corporation; and
 - c. which can have credited to it any money received by the Corporation because of those gifts.
328. The gift fund cannot receive any money or property other than that stated at Rule 327.
329. The corporation shall use gifts made to the gift fund and any money received because of them only for the principal purpose of the corporation.
330. Receipts issued for gifts to the gift fund must state:
 - a. the full name of the Corporation;
 - b. the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation
 - c. the fact that the receipt is for a gift.
331. As soon as:
 - a. the gift fund is wound up; or
 - b. the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*;

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

Minutes of meetings

332. The Corporation must keep minute books in which it records within 1 month:

- a. proceedings and resolutions of General Meetings;
 - b. proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors);
 - c. resolutions passed by members without a meeting; and
 - d. resolutions passed by Directors without a meeting.
333. The Minutes of the meeting may be kept in writing, or by means of audio, or audio-visual recording.
334. 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 and if a person attending a meeting holds a proxy, the person states the name of the proxy for whom the person is acting as a proxy.
335. If the Minutes of the meeting are kept in writing, the Corporation must ensure that either the chair of the meeting or the chair of the next meeting signs those minutes within a reasonable time after the first meeting.
336. 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 either the chair of the meeting or the chair of the next meeting signs a declaration under Rule 314 within a reasonable time after the first meeting.
337. The declaration must:
- a. identify the audio or audio visual recording;
 - b. if the recording is not a recording of the whole meeting;
 - c. identify the part of the meeting that is recorded;
 - d. declare that the recording constitutes the minutes of the meeting or that part of the meeting.
338. 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.
339. The Corporation must keep its minute books at:
- a. its registered office if it is registered as a large corporation, or
 - b. its document access address if it is registered as a small or medium corporation.
340. A minute that is recorded and signed in accordance with these Rules is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

Rule Book and Records

341. 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); and
 - b. written records relating to:
 - i. the names and addresses of the Corporation's current officers and secretary or contact person (as the case may be);
 - ii. the Corporation's registered office (if any); and
 - iii. the Corporation's Document Access Address (if any).

Financial Records

342. 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.
343. All accounts must be approved for payment at a Directors' meeting or in accordance with valid delegations.
344. All cheques, withdrawal forms, electronic funds transfer (EFT) transactions and other banking documents must be signed by at least 2 people authorised by the Directors or in accordance with valid delegations.
345. All payments out of the Corporations money must be supported by adequate records which explain the nature and purpose of the payment.
346. The Corporation must keep adequate records for all cash withdrawals from the Corporation's bank accounts (that is records that show the cash was used for a proper purpose and in accordance with the Corporation's objectives).
347. The obligation to keep financial records of transactions extends to transactions undertaken as trustee.
348. The financial records must be retained for 7 years after the transactions covered by the records are completed.

Physical format

349. If the records that the Corporation is required to keep under Rules 381 and 319 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.

Places where records are kept

350. If the Corporation is registered as:

- a. A large corporation, the records that the Corporation is required to keep under Rules 318 and 319 must be kept at the Corporation's registered office; or
- b. A small or medium corporation, the records that the Corporation is required to keep under Rules 318 and 319 must be kept at the Corporation's document access address.

Right of access to corporation books by director or former director

351. A Director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:

- a. to which that person is a party;
- b. which that person proposes in good faith to bring; or
- c. which that person has reason to believe will be brought against him or her.

352. A person who has ceased to be a Director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:

- a. to which that person is a party;
- b. which that person proposes in good faith to bring; or
- c. which that person has reason to believe will be brought against him or her.

This right continues for 7 years after the person ceased to be a director.

353. A person authorised to inspect books under these Rules for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.

354. The Corporation must allow a person to exercise the person's rights to inspect or take copies of books under these Rules.

Access to financial records by Directors

355. A Director has a right of access to records that the Corporation is required to keep under Rule 341 or Rule 342.

356. 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 341 and 342 subject to any other orders the court considers appropriate.

357. A person authorised to inspect records under Rule 355 may make copies of records unless the court orders otherwise.

Member's access to minutes

358. If the Corporation is registered as a large corporation, the corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and resolutions of members passed without meetings. The books must be available for inspection each business day from at least 10am to 12 noon and from at least 2pm to 4pm.
359. If the Corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and resolutions of members passed without meetings. The books must be made available for inspection within 7 days of the member's written request for inspection.
360. The Corporation must make these minutes available free of charge.
361. A member of the Corporation may ask the Corporation in writing for a copy of:
- a. any minutes of a meeting of the Corporation's members or an extract of the minutes; or
 - b. any minutes of a resolution passed by members without a meeting.
362. If the Corporation does not require the member to pay for the copy, the Corporation must send it:
- a. within 14 days after the member asks for it; or
 - b. within any longer period that the Registrar approves.
363. If the Corporation requires payment for the copy, the Corporation must send it:
- a. within 14 days after the Corporation receives the payment; or
 - b. within any longer period that the Registrar approves.
364. The amount of any payment the Corporation requires shall not exceed 50 cents per page or such higher amount as determined by the directors from time to time.

Inspection of Books By Members

365. The Board of Directors, or the Corporation by majority resolution passed at a General Meeting, may authorise a member to inspect the books of the Corporation.

Access to Governance Material

366. If a member asks for a copy of the Corporation's Rule Book, the Corporation shall provide it to the person free of charge and within 7 days.
367. If the Corporation is registered as a large corporation, the corporation must make available for inspection by members and officers, at its registered office, its Rule Book. The Rule Book must be available for inspection each business day from at least 10am to 12 noon and from at least 2pm to 4pm.

368. If the Corporation is registered as a small or medium corporation, the corporation must make available for inspection by members and officers, at its document access address, its Rule Book. The Rule Book must be made available for inspection within 7 days of the member's or officer's written request for inspection.
369. The Rule Book of the Corporation includes:
- a. The Rule Book;
 - b. Any replaceable rules that apply to the Corporation; and
 - c. Any other material concerning the internal governance of the Corporation that is prescribed.

AUDITOR

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

ANNUAL REPORTING

371. The Corporation must comply with the annual reporting requirements set out in the Act.
372. The Directors Report that is prepared for annual reporting must include the following information (in addition to such information as required under the Act):
- a. The following information regarding the Directors who held office during the year:
 - i. The number of Board meetings held during the financial year;
 - ii. Details, by Director, of the number of Board meetings the Director attended;
 - iii. Details, by Director, of the remuneration and allowances paid to the Director during the financial year;
 - b. The following information regarding the Elders Advisory Group who held office during the year:
 - i. The number of Elders Advisory Group meetings held during the financial year;
 - ii. Details, by Elders Advisory Group Member, of the number of Board meetings the member attended;
 - iii. Details, by Elders Advisory Group Member, of the remuneration and allowances paid to the member during the financial year;
 - c. The following information regarding the Chief Executive Officer who held office during the year:
 - i. The number of Board meetings and Elders Advisory Group meetings the Chief Executive Officer attended;
 - ii. Details of the remuneration and allowances paid to the Chief Executive Officer during the financial year;
 - d. The following information regarding information meetings and newsletters held/issued during the year:
 - i. The number of information meetings held, their date and their location;
 - ii. The number of newsletters issued and their date of issue.

CONFIDENTIAL INFORMATION

373. Except as otherwise required by the Act, the Prescribed Body Corporate Regulations or the Rules or with the consent of the affected Native Title Holders, the Corporation, the Directors and its members shall keep confidential any information which may come into its or their possession in the course of the exercise of the powers and functions of the Corporation that is confidential according to the traditional laws and customs of the Ngadju People. It is acknowledged that confidential information may include, without limitation, minutes of meetings or portions of those minutes.

DISPUTE RESOLUTION PROCESS

374. If any dispute between:

- members;
- members and directors;
- directors;
- applicants for membership; or
- native title holders

must try and be resolved by the parties on an informal basis.

375. If a dispute is not resolved in accordance with Rule 374 within one month, any party may give notice of the dispute to the other parties.

376. The notice must:

- be in writing;
- set out what the dispute is about; and
- be given to the Corporation and to the parties.

377. If a dispute or any part of a dispute relates to the meaning of the Act or the Rules the Directors may seek an opinion from the Registrar about the correct meaning of the relevant provision. The Registrar's opinion is not binding on the Corporation or the parties to the dispute.

378. The Directors must make a reasonable effort to help the parties to a dispute resolve the dispute within one month after the Corporation receives a notice of dispute.

379. If the Directors cannot resolve a dispute within one month of receiving a notice they may call a General Meeting of the Corporation and put the matters to the members to resolve. The General Meeting should be held within three months after the Corporation receives a notice of dispute.

380. When passing a resolution about the dispute, the members in the General Meeting are subject to the Act and these Rules.

AMENDMENT OF THE CONSTITUTION

381. For the Corporation to change its Rule Book, the Corporation must pass a Special Resolution effecting the change by a majority of three-fourths or more of the members present at the AGM or a General Meeting specifically called for that purpose.
382. The proposed alterations, or at least the general nature of them, must be specified in the notice of the meeting.
383. Within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:
- a. a copy of the Special Resolution;
 - b. a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;
 - c. a Director's statement signed by 2 Directors to the effect that the Special Resolution was passed in accordance with the Act and the Corporation's Rule Book; and
 - d. a copy of the Rule Book change.
384. If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rule Book as it would be if the Registrar registered the change, it must do so.
385. A Rule Book change under these Rules takes effect on the day the change is registered.

WINDING UP

386. Any winding up of the Corporation must be in accordance with the Act and the NTA.
387. If any surplus remains following the winding up of the Corporation, the surplus will not be paid to, or distributed amongst members, but will be given or transferred to another Aboriginal Corporation, institution or company in the WA South East Goldfields Region which:
- a. has objectives which are similar to the principal objectives of the Corporation as set out in Rule 3;
 - b. has a constitution which requires its income and property to be applied in promoting its objectives;
 - c. has a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent substantially the same as that imposed on the Corporation by Rule 320; and
 - d. is a public benevolent institution for the purposes of any taxation law of the Commonwealth,

and provided that, in the determination of which other Aboriginal Corporation, institution or company the surplus is to be transferred, preference is given to those which have been established for the benefit of the Ngadju People.

SCHEDULE 1 – DICTIONARY AND INTERPRETATION

1. Expressions used in these Rules have the same meanings as those given in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) as amended, and unless otherwise stated:
 - a. where the word "he" appears in the Rules, it can also mean "she";
 - b. words in the singular number include the plural and vice versa;
 - c. any inconsistency between these Rules and the Act shall be resolved in favour of the Act; and
 - d. any inconsistency between these Rules and the NTA shall be resolved in favour of the NTA.

2. In these Rules:

"Aboriginal Person" means a person who is a member of the Aboriginal race of Australia.

"Aboriginal Cultural Heritage" means the Aboriginal cultural heritage of the Ngadju People and their rights, knowledge and duties in relation to its management and protection and includes "Aboriginal Cultural Material", Aboriginal "objects" and "Aboriginal Site" as defined in section 4 and in section 5 to 6 of the *Aboriginal Heritage Act 1972* (WA) or any Act replacing that Act from time to time. "Aboriginal Cultural Heritage" includes "significant Aboriginal areas", "significant Aboriginal objects" and "Aboriginal remains" as defined in the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) and "areas or sites of particular significance" referred to in section 237 of the NTA.

"Act" means the *Corporation (Aboriginal and Torres Strait Islander) Act 2006* (Cth) as amended from time to time and any regulations made under it.

"Annual Budget" means the annual budget prepared by the Corporation and submitted to the Trust for approval and provision of operational funding.

"Annual General Meeting" or "AGM" means a General Meeting held in accordance with this Rule Book.

"Board of Directors" means the people elected or appointed as directors from time to time according to these Rules to manage the affairs of the Corporation.

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

"Business day" means a day which is not a Saturday, Sunday, bank or public holiday in Western Australia.

"Contact Person" or "contact person" means a person appointed as the Contact Person according to Rule 305.

"Corporation" or "corporation" means the Ngadju Native Title Aboriginal Corporation RNTBC.

"Determination Area" means the area of land and waters the subject of the Ngadju Determination.

“Director” or “director” means a director of the Corporation appointed under these Rules.

“Directors Meeting” is a meeting of the Board of Directors in accordance with these Rules.

“Entity” means an entity that is any of the following:

- a. a body corporate;
- b. a partnership;
- c. an unincorporated body;
- d. an individual;
- e. for a trust that has only 1 trustee--the trustee;
- f. for a trust that has more than 1 trustee--the trustees together.

Otherwise, entity has the meaning given by section 694.40 of the Act.

“Family Group” means one of the Ngadju families as described in Schedule 3 to these Rules.

"Financial Records" includes:

- a. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b. documents of prime entry;
- c. working papers and other documents needed to explain the methods by which a financial report is made up; and
- d. adjustments to be made in preparing a financial report.

"General Meeting" refers to both special general meetings and annual general meetings of the members of the Corporation called and held according to these Rules.

“Independent Specialist Director” means a Director who is not a Member.

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

“Material Personal Interest” means any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity to materially influence that Director when casting their vote at Directors meetings, General Meetings or AGM’s; subject to the exclusions detailed in the Ruel Book.

“Member” or “member” means a member of the Corporation listed on the Register of Members.

“Member Director” means a Director who is also a Member.

“Membership Criteria” means the membership criteria set out in Rule 10.

"Native Title Decision" means a decision made by the Corporation:

- a. to surrender Native Title Rights and Interests in relation to land or waters;
or
- b. to do, or agree to do, any other act that would affect Native Title Rights

and Interests.

“Native Title Holders” means the Ngadju People, being the persons determined by the Federal Court as holding the common or group rights comprising native title in in the proceeding with file number WAD 6020 of 1998.

“Native Title Rights and Interests” means the native title rights and interests of the Ngadju People under any Native Title Determination.

“Ngadju Determination” means the approved determination of native title made in relation to the land and waters covered by the Ngadju Application in Federal Court proceedings WAD 6020 of 1998. See *Graham on behalf of the Ngadju People v State of Western Australia* [2014] FCA 1247 (21 November 2014). “Ngadju Determination” also includes the remnant native title claim and that claim once it is determined and includes any such future native title claims (if any) and those claims once determined.

“Ngadju Lands” means all lands and waters that are within the outer boundary of the Ngadju Determination area and includes lands and waters to which there are Native Title Rights and Interests and that are part of Ngadju traditional country but that are not areas to which there are remnant Native Title Rights and Interests.

“Ngadju People” means the people described as the Native Title Holders in the Ngadju Determination and as set out in Schedule 2 to these Rules.

“Ngadju Person” means a member of the Ngadju People.

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

“Officer” or “officer” is a director, Corporation secretary, staff member, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation; or could significantly affect the Corporation’s financial standing.

“Poll” or “poll” means voting at a general meeting which involves the members voting by marking a paper headed “for” or “against” a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

“Prescribed Body Corporate” means a body referred to in sections 56 to 59A of the NTA.

“Prescribed Body Corporate Regulations” means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

“Primary Affiliation” means an affiliation by a particular Ngadju Person to one Family Group of the Ngadju People as the family of Aboriginal people to which that person primarily belongs or the family to which that person considers himself or herself to have the strongest biological, traditional and cultural ties.

“Register of Members” means the register of members required to be kept in accord with the Act and this Rule Book.

“Registrar” means the person appointed by the Minister under the Act to be the Registrar of Aboriginal Corporations.

“Replaceable Rule” has the same meaning as in the Act.

“Representative Body” means a body recognised under section 203AD of the NTA or funded under section 203FE to perform the functions of a representative body under Part 11 of the NTA.

“Related Party” means related party or related parties as defined in section 293-1 of the Act.

“Rules” means the rules in this Rule Book, as may be varied from time to time at General Meetings and then by the Registrar.

“Rule Book” means this Rule Book, as may be varied from time to time at General Meetings and then by the Registrar.

“Secretary” or “secretary” means a person appointed as Secretary according to Rule 298.

“Special Resolution” means a resolution that has been passed by at least 75 per cent of the votes cast by members entitled to vote on the resolution.

“Trust” means any Trust established to receive royalties or other amounts from mining companies and others under mining and other agreements entered into, or consented to, by Native Title Holders.

SCHEDULE 2 – DEFINITION OF NGADJU PEOPLE

Those Aboriginal people who are:

(1) the biological descendants of one or more of the following apical ancestors:

- (a) Belang (Bilanj, @ Jinny);
- (b) Minnie and Tuumi;
- (c) Karitjabana and Ngilinj;
- (d) Kakaanj;
- (e) Mary Kuuban (Kuubanj);
- (f) Djurdilj and Djalbulj;
- (g) Djaruptjal and Tjupu;
- (h) Diamond and Lucy;
- (i) Linesman Jacob;
- (j) Wicker (Wika);
- (k) Peter Flynn;
- (l) Maggie and Jumbo; and
- (m) Polly Raylinya.

(2) those persons adopted by the biological descendants in accordance with Ngadju tradition and custom. (Adoption, under Ngadju tradition and custom, refers to the situation where a child is 'grown up' by a relative or someone without a biological relationship, either because they have been 'gifted' to them, or left in their care, as the biological parents are not in a position to care for them. This applies regardless of whether or not the child has been formally adopted under the non-Aboriginal legal system).

SCHEDULE 3 - NGADJU FAMILY GROUPS

Family Group	Ancestor
Belang	Belang (Bilanj, also known as Jinny)
Dalgetty/ Ray/ Munroe	Minnie & Tumi
Donaldson	Polly Raylinya
Flynn	Peter Flynn
Graham	Maggie & Jumbo
Jacobs	Linesman Jacob & Kakaanj
Rule	Karitjabana & Ngilinj
Schultz	Diamond & Lucy
Wicker	Wicker (Wika)
Wilson/ Nine	Mary Kuuban (Kuubanj)

SCHEDULE 4 - APPLICATION FOR MEMBERSHIP FORM

NGADJU NATIVE TITLE ABORIGINAL CORPORATION
RNTBC

Application for membership

I, _____ (full name of applicant)

of _____ (address of applicant)

apply for membership of the Corporation.

I declare that I am eligible for membership and that I have a Primary Family Group Affiliation with the following Family Group: *(Please mark **one box only** with a ✓)*

Family	Ancestor	Primary Affiliation
Belang	Belang (Bilanj, also known as Jinny)	<input type="checkbox"/>
Dalgetty/ Ray/ Munroe	Minnie & Tumi	<input type="checkbox"/>
Donaldson	Polly Raylinya	<input type="checkbox"/>
Flynn	Peter Flynn	<input type="checkbox"/>
Graham	Maggie & Jumbo	<input type="checkbox"/>
Jacobs	Linesman Jacob & Kakaanj	<input type="checkbox"/>
Rule	Karitjabana & Ngilinj	<input type="checkbox"/>
Schultz	Diamond & Lucy	<input type="checkbox"/>
Wicker	Wicker (Wika)	<input type="checkbox"/>
Wilson/ Nine	Mary Kuuban (Kuuban)	<input type="checkbox"/>

I further declare and agree that I:

- will, in good faith and to the best of my abilities, abide by the Rules of the Corporation and the Code of Conduct for Members (as set out below) and will at all times act in the best interests of the Corporation;
- Consent for my personal information in this form to be shared with the Ngadju trustees to allow the trustee to manage any benefits that may flow to me from trustee distributions and for the Ngadju trustees to share any personal information of mine with the Corporation to allow the Corporation to manage any aspect of my membership.

Signature of applicant: _____

Date: _____

NOTE:

- The name given to each Family Group is indicative only. Each listed Family Group may contain smaller families and sub-families.
- Some Ngadju individuals may fall within more than one Family Group. Those individuals must identify a single Family Group to which they have a Primary Affiliation.
- The ancestors listed above are not necessarily the only ancestors associated with each Family Group, because (for instance) each listed ancestor had at least one Ngadju parent.

CODE OF CONDUCT FOR MEMBERS

All members and staff have a right to safety, dignity and respect at all times even though the native title process may involve strong emotions and difficult decisions.

The Code of conduct for members requires:

- compliance with the Act and the Rule Book;
- notification to the Corporation of any change in address within 28 days;
- compliance with all Code of Conduct adopted by the Corporation;
- treating other members, directors and staff with respect and dignity;
- in all circumstances refrain from the use of abusive, threatening or obscene language or language that may otherwise give offence to other members and/or staff;
- to not behave in a way that significantly interferes with the operation of the Corporation and of Corporation meetings;
- attendance of the General meetings;
- not to use confidential information for their own personal advantage, to the advantage of family members or their native title claim group in any improper manner or to cause harm or detriment to any person, body or the Corporation;
- not to attend any meetings or to be in the office under the influence of alcohol or non-prescribed drugs; and
- not to use Corporation resources (including the service of staff members) for private purposes.

Non-compliance of the Code of Conduct may result in the members being removed from meetings and / or barred from the Corporation premises until there is an improvement in behaviour.

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:

SCHEDULE 5 – ELDERS ADVISORY GROUP

**NGADJU NATIVE TITLE ABORIGINAL CORPORATION
RNTBC**

Elders Advisory Group

This Schedule explains the functions and composition of the Elders Advisory Group.

S5.1 Duties and Functions

S5.1.1 Duties

The Elders Advisory Group members have the following duties:

- (a) a duty of care and diligence;
- (b) a duty of good faith;
- (c) a duty of disclosure of material personal interests;
- (d) a duty not to improperly use their position or information;
- (e) to act in the interests of all Ngadju People in an unbiased and fair manner; and
- (f) to not act solely in the interests of the Family Group they represent.

S5.1.2 Functions

- (a) The functions of the Elders Advisory Group shall include, but not be limited to:
 - i. making recommendations and providing guidance to the Corporation on matters including, but not limited to:
 - A. Membership
 - B. Law and Custom;
 - C. Native Title;
 - D. Country;
 - E. Heritage;
 - F. Environmental issues;
 - G. Language; and
 - H. Identification of the Ngadju People;
 - ii. developing policy in relation to the above matters;
 - iii. assisting the Directors to develop the priorities and vision of the Corporation;
and

- iv. advocating and promoting the maintenance of language and culture amongst the Ngadju People.
- (b) The Directors may refer any matters referred to in rule S5.1.2(a)(i) to the Elders Advisory Group for consideration and guidance.

S5.2 Composition

- (a) The Elders Advisory Group will consist of up to 10 senior Ngadju People, comprising 1 Elder Advisory Group Member from each Family Group, who are:
 - i. recognised by their Family Group as holding traditional authority and knowledge regarding Law and Custom; and
 - ii. recognised by their Family Group as holding decision making authority on matters of Law and Custom.
- (b) In appointing persons to the Elders Advisory Group, Members will have regard to the Ngadju Elders Advisory Group Definition and Charter, a copy of which is set out in Schedule 9.

S5.3 Appointment

S5.3.1 Eligibility

A person is eligible to be appointed to the Elders Advisory Group if they are:

- (a) A member of the Corporation;
- (b) Nominated by the members of the Family Group to represent that Family Group;
- (c) is not a director of the corporation;
- (d) is not on an advisory committee (or similar) to any Trust of which the Corporation or any member of the Corporation is a beneficiary; and
- (e) was not a Director of the Corporation at any time in the period 11 November 2018 to 11 November 2019

An individual who was a Director of the Corporation at any time in the period 11 November 2018 to 11 November 2019 is not eligible to be appointed to the Elders Advisory Group at any time in the period up to and including the AGM of the Corporation for the financial year ended 30 June 2024.

S5.3.2 Term

- (a) An Elders Advisory Group member may not be appointed for more than 2 years.
- (b) An Elders Advisory Group member is eligible for reappointment.

S5.4 Nominations and Appointment

- (a) The members of the Elders Advisory Group will be appointed at an AGM.

- (b) Only members of the Family Group can participate in voting for the election of a member of the Elders Advisory Group for that Family Group.
- (c) All nominees for election to the Elders Advisory Group must be present at the AGM to be considered for election.
- (d) Voting will be by a show of hands, unless a Poll is demanded.
- (e) Between AGM's, the Elders Advisory Group may appoint an elder to the Elders Advisory Group, if the elder is from a Family Group that is not represented on the Elders Advisory Group.

S5.5 Charter

Members of the Elders Advisory Group must act in accordance with the Elders Advisory Group Charter, a copy of which is set out in Schedule 9.

S5.6 Removal from Elders Advisory Group

- (a) A person ceases to be a member of the Elders Advisory Group if:
 - i. the person dies;
 - ii. the person resigns by giving notice to the Elders Advisory Group;
 - iii. the term of the person's appointment expires;
 - iv. the person is removed by a majority vote of the Members at a General meeting;
 - v. the person is removed by the Elders Advisory Group on the grounds that the person has failed to attend 3 meetings of the Elders Advisory Group; or
 - vi. the person is no longer eligible to be on the Elders Advisory Group.

S5.4 Meetings of the Elders Advisory Group

S5.4.1 Frequency of meetings of the Elders Advisory Group

- (a) The Elders Advisory Group shall meet when it is requested to do so by the Corporation.
- (b) The Directors shall use reasonable endeavours to meet with the Elders Advisory Group at least quarterly to brief the Elders Advisory Group on the activities and issues involving the Corporation.

S5.4.2 Calling and giving notice of meetings of the Elders Advisory Group

- (a) When the Directors call a meeting of the Elders Advisory Group, it shall be called by giving reasonable notice individually to each member of the Elders Advisory Group.
- (b) 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.
- (c) The date, time and place for a meeting of the Elders Advisory Group must not unreasonably prevent a member of the Elders Advisory Group from attending.

S5.4.3 Facilitation of Meetings

- (a) The Corporation shall make its administrative employees available to facilitate meetings of the Elders Advisory Group as reasonably required by the Elders Advisory Group.
- (b) The Elders Advisory Group may request the chairperson and / or the Chief Executive Officer to attend a meeting of the Elders Advisory Group.

S5.4.4 Chairperson

At each meeting of the Elders Advisory Group, the members will elect a member of the Elders Advisory Group as chairperson for that meeting.

S5.4.5 Quorum

The quorum for a meeting of the Elders Advisory Group is a majority of its membership.

S5.4.6 Use of Technology

- (a) A meeting of the Elders Advisory Group may be called or held using any technology consented to by the Elders Advisory Group.
- (b) The consent may be a standing one.
- (c) A member of the Elders Advisory Group may only withdraw his or her consent within a 7 days of the meeting.

S5.4.7 Decisions

- (a) Decisions of Elders Advisory Group must be decided, as far as possible, by consensus.
- (b) In the absence of a consensus, after reasonable effort has been made to reach a consensus, decisions will be made by a majority of votes of those present and entitled to vote.

S5.4.8 Communicating Decisions and Recommendations to the Directors

- (a) The Elders Advisory Group must:
 - i. Maintain a written record of the proceedings of its meetings and its decisions.
 - ii. The chairperson must sign the record of the proceedings and the decisions.
 - iii. Provide the records of the proceedings and decision to the Corporation and the Board of Directors within 7 days of the meeting.
 - iv. Any decision concerning a members' standing as a member or recommending that an application for membership be rejected must record the reasons for that decision.

- (b) The Directors will use reasonable endeavours to give effect to recommendations of the Elders Advisory Group on matters of Memberships, Law and Custom, to the extent that in doing so, the Directors and the Corporation will not be acting in breach of the Act, the NTA, the PBC Regulations or this Rule Book.

S5.5 Remuneration and Costs of Elders Advisory Group

- (a) Elders Advisory Group may be paid such reasonable remuneration as the Ngadju People in a general meeting decide.
- (b) The Corporation will reimburse the Elders Advisory Group for reasonable expenses associated with holding meetings related to the functions of the Elders Advisory Group for up to 4 meetings per year, unless further meetings are approved by the Directors
- (c) In considering a resolution for the payment of remuneration of the Elders Advisory Group, members are to be provided with details of the amount that has been budgeted for in the annual budget that has been approved by the Board and the Trust.
- (d) The remuneration of the Elders Advisory Group cannot exceed the amount that is provided for in the Annual Budget, as approved by the Board and the Trust.
- (e) The remuneration and allowance paid to the Elders Advisory Group must be disclosed in the Directors Report that accompanies the Annual Financial Statements. Such disclosure must include the name and amount paid to each member.

SCHEDULE 6 - APPOINTMENT OF PROXY FORM

NGADJU NATIVE TITLE ABORIGINAL CORPORATION RNTBC

Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of the Corporation.

I appoint _____ (full name of proxy)

of _____ (address of proxy)

as my proxy to vote for me on my behalf at the General Meeting of the Corporation (Annual General Meeting or other General Meeting, as the case may be) to be held on:

_____ (insert date of meeting)

and at any adjournment of that meeting.

Signature
of member
appointing
proxy:

Date: _____

NOTE: A proxy vote may be given to a member of the Corporation or another person.
Check your Corporation's Rule Book for rules about proxies—section 201-90 of the Act.

SCHEDULE 7 – NOMINATION / CONSENT TO BECOME A DIRECTOR FORM

**NGADJU NATIVE TITLE ABORIGINAL CORPORATION
RNTBC**

Nomination / Consent to become a director

ALL SECTIONS OF THIS FORM MUST BE COMPLETED

SECTION A – PERSONAL DETAILS

I, _____ (print full name)
_____ (print residential address, a postal address is not sufficient)
of: _____
Phone: _____ (print telephone number)
Email: _____ (print email address)

nominate and, if appointed, give consent to become a director of the Corporation.

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

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

SECTION B – PRIMARY FAMILY GROUP AFFILIATION

I declare that I have a Primary Family Group Affiliation with the following Family Group:
(Please mark **one box only** with a ✓)

Family	Ancestor	Primary Affiliation
Belang	Belang (Bilanj, also known as Jinny)	<input type="checkbox"/>
Dalgetty/ Ray/ Munroe	Minnie & Tumi	<input type="checkbox"/>
Donaldson	Polly Raylinya	<input type="checkbox"/>
Flynn	Peter Flynn	<input type="checkbox"/>
Graham	Maggie & Jumbo	<input type="checkbox"/>
Jacobs	Linesman Jacob & Kakaanj	<input type="checkbox"/>
Rule	Karitjabana & Ngilinj	<input type="checkbox"/>
Schultz	Diamond & Lucy	<input type="checkbox"/>
Wicker	Wicker (Wika)	<input type="checkbox"/>
Wilson/ Nine	Mary Kuuban (Kuuban)	<input type="checkbox"/>

SECTION C – DISCLOSURE OF INTERESTS

I also set out the following as standing notice to the Directors of the Corporation under Rule 264(c) and section 268-1 and 268-10 of the Act regarding directors duty to disclose material personal interests that might conflict with the interests of the Corporation):

1. I have the following interests in contracts or proposed contracts with the Corporation:

2. I declare I have the following associations with other corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):

3. Office held whereby duties or interests might be created in conflict with my duties as a Director of the Corporation:

4. Any other material personal interest which relates to the affairs of the Corporation:

SECTION D – RELEVANT EXPERIENCE AND/OR QUALIFICATIONS

(insert details of relevant experiment/qualifications for the role of director)

SECTION D – ACKNOWLEDGEMENTS AND SIGNATURE

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

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

and I will notify the Corporation within 14 days if any of the above events occur after my appointment.

I acknowledge that my appointment as a Director is subject to the Rules of the Corporation and the Act.

I confirm that I meet the eligibility criteria to be appointed a Director as detailed in:

- For Member Directors – Rule 190; and / or
- For Non Member Directors – Rule 214.

Signature of
person: _____

Date: _____

NOTE: This form should be completed and given to the Corporation **before** the person is appointed as a director—section 246-10(1) of the Act.
The period of automatic disqualification is set out in sections 279-5 and 279-10 of the Act.

NGADJU NATIVE TITLE ABORIGINAL CORPORATION RNTBC

A copy of any appointment or termination of appointment must be given to the Corporation.

A Consent to Act as Director Form (refer Schedule 6) must be completed and signed by the Alternate Director and provided to the Corporation.

I, _____ (print full name)

being a Director of Ngadju Native Title Aboriginal Corporation RNTBC, hereby appoint:

_____ (print full name of alternate)

of _____ (insert full address of alternate)

Phone: _____ (print telephone number of alternate)

Email: _____ (print email address of alternate)

To be an Alternate Director to act in my place

My alternate may (select one of the following):

exercise all of my powers as a director

or

exercise only the following powers that I have as a director: *[Insert specific powers]*

The period during which the Alternate Director is to act is (select and complete one of the following):

For the next _____ week/s commencing _____

Or

between the following dates (inclusive):

_____/_____/_____ and _____/_____/_____

I request that any notices for meetings or other matters which normally would be sent to me, be posted to the Alternate Director at the address as given above.

Note – Where the above request is not ticked, notices will continue to be sent to the appointing director who shall be responsible for notifying the alternate director. In this case, notice to the appointing director shall be deemed service upon the alternate director

I acknowledge that:

1. The appointment of the Alternate Director will only be effective once the other directors have approved.
2. The Corporation cannot approve the appointment unless the alternate director has provided the Corporation with a completed and signed Consent to Act as Director form and is eligible to be appointed a Director in accordance with these Rules and the Act.
3. The appointment may, regardless of any dates or time periods mentioned above, be terminated by me at any time in writing. A copy of any termination must be given to the Corporation.

Signature of
Appointing
Director:

Date:

SCHEDULE 9 – NGADJU ELDERS ADVISORY GROUP – DEFINITION AND CHARTER

NGADJU NATIVE TITLE ABORIGINAL CORPORATION RNTBC

Preamble

The “Nadju Elders Advisory Group Charter” is a definition of the working constitution of nominated Ngadju elders, who among a Ngadju family would be defined and accepted as an elder and the expectations, norms and responsibilities of the role of the elders in the advisory group. The charter makes it clear the importance attached to Ngadju elders in the (proposed) Ngadju governance structure in the Ngadju Rule Book in the provision of *advice* to the elected board of directors.

The Ngadju community is organised along interlinked family lines. Authority, mandated by Ngadju tradition, rests with individuals who are considered to satisfy normative requirements and reliant on a number of supporting factors. These factors include age, knowledge (in general and in particular in relation to custom), ability and personal qualities to perform the tasks required. As noted with other Aboriginal communities elsewhere, *among the Ngadju the older members of the community are considered to command respect and must be listened to*. In fact, the most senior members of the community, women and men, however frail, command a respect which is considered their customary right. However, importantly, those who take a community leadership role should possess other qualities. These may include motivation, the aptitude to listen to others and, these days, education and learning (life skills) may also be deemed important attributes.

Ngadju elders, as community leaders, are also in a position to help the younger generation come to terms with the expectations and practical aspects of social, political and cultural life, to enable harmony in the community and maintaining a connection among younger people to country. This includes folklore, or stories of places, people and events which are passed down from grandparents (as distinct from the secret/sacred lore acquired by Lawmen through initiations).

Among Ngadju people, those individuals who have spent much of their lives growing up and working on country have the most (practical) knowledge to share and are more likely to have continued to practice and maintain Ngadju traditions and customs. These cultural practices may include “caring for country”, though nowadays many of the tasks of the Ngadju Conservation Aboriginal Corporation (e.g. looking after and protecting for

instance known rock holes, maintaining site tracks and waterways), also occasional hunting and collecting of wild foods and medicines. Those members of the wider Ngadju community who have continued in these traditions and practices are widely respected as are those Ngadju who impart cultural knowledge to outsiders (miners, tourists, schools etc.).

In the 1950s onwards, with the cessation or discontinuation of some collective cultural practices made possible when groups of families lived together, modern knowledge and learning as reflecting changing circumstances have superseded some traditional religious experiences and knowledge of customs and lore etc. These cultural practices and creation stories were passed down by ancestors. The importance of elders is to maintain this sense of cultural connection, linking past to the realities of the present among the younger people. Therefore, Ngadju leaders with authority (i.e. elders, either within family groups or more generally among the wider Ngadju community of interlinked families) should be able to comprehend contemporary issues with which they must deal in everyday life. In the past, most Ngadju leaders, or those persons known to have authority, were likely to be men. However, since the post-war years this authority includes senior women (matrilineal descent) recognised as elders, who may also be family heads.

Ngadju country includes considerable environmental and biological diversity given its extensive range and some elders are known for their vernacular knowledge and respected as such. These localities, after European settlement, were often defined by administrative or station boundaries, as in pastoral settlements such as Balladonia, Fraser Range and Nanambinia. For instance, certain surname families were associated through their apical ancestors with geographical named places such as Israelite Bay, Mt Ragged, Balladonia, Balbinya, Fraser Range, Toolinna or Bananganja situated northeast of Fraser Range. Those elders born on pastoral stations or who worked on and around stations or on rail lines in the early part of their lives have special attachment to known places of local significance (including secret-sacred sites where these are known and avoided, but also sites of memory in relation to early family associations during the impressionable years of their childhood).

Ngadju people, through their own descent lines, know *who* belongs where and which individuals should be approached for instance when site or heritage surveys are considered. However, of course “rights to country” rest with the community as a whole, rather than with individual members of local (family) groups.

Defining a Ngadju Elder

- An elder (woman or man) is someone who has gained recognition as a custodian of local knowledge and lore (cultural tradition) accepted among the family group and/or the wider community for leadership abilities and with the authority to disclose to others their knowledge, beliefs and customary practices.
- An elder's knowledge and authority are recognised through their personal cultural place-based (life) experience in Ngadju country and through biological descent, that is, from known Ngadju apical ancestors.
- An elder's recognition is often founded on locality-based experience (that is, an area/location in Ngadju country where they used to live or work, a mission or pastoral station) residing with family as a cognatic system with descent reckoned through either their mother or father, or less commonly, both mother and father). Among Ngadju families, intermarriage with non-Aboriginal partners (fathers) was not uncommon among ancestors and in such cases, descent is reckoned as matrilineal and matri-focused.
- An elder's knowledge and authority among the Ngadju community is localised (in relation to Ngadju land) and distinct from the specialised, discreet regional secret-sacred lore/Law of initiated men among contiguous neighbouring Western Desert language groups.
- An elder may be both an older person and someone respected for knowledge and leadership in the community. In some instances, as among the Ngadju, Aboriginal people above a certain age will refer to themselves as elders. However, *elders are not necessarily or solely defined by their age*. Instead, they are described as someone who has achieved community respect through knowledge, unity and stability of their actions in their traditions and customs.
- An "elder" and "elderly" family members in many Aboriginal societies are not necessarily one and the same, and the contrast between these family members, including grandparents, aunts and uncles is not always so clear cut. Also, the focus among communities which still practice Law, and/or those living in more remote communities is clearly located around distinct marked phases of life and maturity rather than chronological age. While, elders may then not necessarily be the oldest in the family in a biological sense, it should be noted that *among Ngadju it is clear that it is the older people who are seen as the community "elders" and as cultural knowledge-holders*.

Nomination of Elders

1. The Ngadju Elders Advisory Group must be defined *particular to the culture/customs, social organisation and histories of the Ngadju people.*
2. Although the Ngadju People no longer practice their own traditional Law and its associated rituals (male initiations), elders respect the connecting regional sacred lore and mythology held by neighbouring elder-Lawmen (*Wati-jilpi*). They also acknowledge their own Ngadju men who have chosen to go through the Law outside of Ngadju country. However, the authority of Ngadju elders over their lands and in heritage matters is primary.
3. It is understood that among some contemporary Ngadju families a number of older people were taken away from country in the early post-war years or had left country for various reasons on their own account and that their authority remains solely within their immediate surname family group. *The nomination of elders should not preclude the opportunity of such family leaders with authority from the “stolen generation” to be nominated by their respective families to the Ngadju Elders Working Group.*
4. The selection among ten family groups (formerly twelve surname groups, with Belang Apical now combining the Dimer, McKenzie and Newman families) will be left to each named family cluster to nominate someone to the Ngadju Elders Advisory Group whom they regard as fulfilling the criteria as “elder”.
5. It is understood that the nomination of elder is a two-year term and a person so nominated can be rotated with other likely elders in the family group where appropriate, and if the nominee family group decide.

The Ngadju Elders Charter

In recognition and respect of Ngadju elders, past and present, (we) accept the following premises:

- That elders, according to their cultural status, have the community respect and trust for their authority, responsibility and leadership on mundane and traditional matters.
- That elders are invested with the responsibility to enable the community consisting of ten surname-family groups to come together harmoniously in collective decision-making in the interests and for the future wellbeing of all Ngadju people and their descendants.
- That elders, in the essence of Aboriginality and its consonant relationship to lands, ensure that the younger generation feel dignified and proud of their cultural heritage and tradition and that everyone who is recognised as a Ngadju person has a place where they belong.

- Elders will ensure a supportive environment where people can learn more about each other, their particular history and culture, especially for the younger generation.
- Elders will strive for collective unity through the established processes of decision-making, empowering people, creating confidence, self-esteem and allowing a space for difference so that all Ngadju families together can move forward.