

The rule book of

Wirrawandi Aboriginal

Corporation RNTBC

ICN 8870

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

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1. Name

The name of the corporation is Wirrawandi Aboriginal Corporation RNTBC.

2. Interpretation

Refer to Schedule 1 – Definitions and Interpretation.

3. Objectives

- (a) The objectives of the corporation are to:
- (i) provide direct relief from poverty, sickness, destitution, helplessness, distress, suffering and misfortune among Aboriginal people, especially the Common Law Holders;
 - (ii) be and perform the functions of a Prescribed Body Corporate for the purpose of being the subject of a native title determination under section 56 or 57 of the *Native Title Act 1993*;
 - (iii) be and perform the functions of a Registered Native Title Body Corporate for the purpose of being the subject of a native title determination under section 57 of the *Native Title Act 1993* and the regulations;
 - (iv) hold the native title rights and interests in trust for the Common Law Holders;
 - (v) manage the native title rights and interests of the Common Law Holders;
 - (vi) hold title to any Vested Land;
 - (vii) to represent the interests of the Common Law Holders in matters relating to the Determination Area; and
 - (viii) operate and maintain a gift fund to be known as 'The Wirrawandi Aboriginal Corporation RNTBC Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.
- (b) Without limiting the generality of rule 3(a), the corporation seeks to:
- (i) advance and promote the wellbeing of Aboriginal people, especially the Common Law Holders;
 - (ii) recognise the Common Law Holders as the traditional owners of the Determination Area;
 - (iii) protect, preserve and celebrate the traditions, laws, languages, special knowledge, culture and customs of the Common Law Holders;
 - (iv) ensure local areas of importance to the Common Law Holders are respected and that the history of those areas is preserved and

- promoted;
- (v) provide services and facilities to support and promote culture, education, training and employment, health care, transport, communication and land maintenance for the Common Law Holders;
 - (vi) acquire land and water through native title claims, purchase and other such activities;
 - (vii) hold, manage and use the land and waters within the Determination Area; and
 - (viii) seek investment and commercial opportunities.
- (c) In carrying out its objectives the corporation must:
- (i) ensure no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise by way of profit to any member, officer, servant, agent or employee of the corporation, except for:
 - A. any payment in good faith to any Common Law Holder in accordance with the corporation's objectives and these rules;
 - B. the proper remuneration to any member, officer, servant, agent or employees of the corporation form or in return form services actually rendered to the corporation.

4. Powers of the corporation

4.1 General powers

- (a) Subject to these rules, the CATSI Act, NTA, and their regulations, the corporation has the power to do all things lawful to carry out its objectives and functions.
- (b) Without limiting clause 4.1(a), the corporation may, in addition to any of the powers given to it,:
 - (i) raise funds by way of public appeal, grants, bequests, gift or otherwise, on such terms and in such manner as the corporation considers appropriate;
 - (ii) manage and account for the funds of the corporation and invest any funds not immediately required for the purpose of the corporation;
 - (iii) purchase, hire, lease or otherwise acquire, hold or deal with real or personal property;
 - (iv) deal with any property not immediately required for the purpose of the corporation;
 - (v) borrow money upon such terms and conditions as required for the purpose of the corporation;

- (vi) appoint agents to advise it and to transact any business of the corporation on its behalf;
 - (vii) enter into any agreements and contracts;
 - (viii) take and defend any legal proceedings or other proceedings relating to native title, land or heritage issues and interests;
 - (ix) receive and apply any grant or donated funds from Commonwealth, State or Local Governments or from other sources;
 - (x) enter into any arrangements with any government or authority, that are considered conducive to the objectives;
 - (xi) obtain from any government or authority any rights, privileges or concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions
 - (xii) engage in economic enterprise or economic activity;
 - (xiii) ensure the protection of the Corporation's assets; and
 - (xiv) do all other things which are incidental or conducive to the objects and the exercise of the powers of the Corporation.
- (c) The Board of directors may, by power of attorney made under seal, appoint any person to be the attorney of the corporation for such purpose and with such powers, authority, discretions, time and conditions, as it considers appropriate.
- (d) The corporation shall not enter into any agreements, arrangements or commitments which are inconsistent with the objectives of the corporation.

4.2 Prescribed statutory functions

- (a) The corporation as the PBC and RNTBC has the following statutory functions:
- (i) manage native title rights and interests;
 - (ii) hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
 - (iii) invest or otherwise apply money held in trust as directed by the common law holders;
 - (iv) consult Common Law Holders in accordance with rule 4.3 for native title decisions; and
 - (v) perform any other function relating to the native title rights and interests as directed by the Common Law Holders.

- (b) Without limiting rule 4.2(a), in order to perform its functions the corporation may, on behalf of the Common Law Holders:
 - (i) consult other persons or bodies;
 - (ii) enter into agreements;
 - (iii) exercise procedural rights; and
 - (iv) accept notices required by any law of the Commonwealth, a State or a Territory to be given to the Common Law Holders.

4.3 Native title decision – consultation and consent

Before making a native title decision the corporation must consult with and obtain the consent of the Common Law Holders in the following manner:

- (a) The corporation must retain and keep up to date, as far as practicable, a Register of Common Law Holders with contact addresses.
- (b) The corporation must provide at least 14 days' written notices to Common Law Holders at their last known address to invite them to a meeting to consider a proposed native title decision. If the native title decision relates to the Overlap Area, then 14 days' written notice must also be provided to the RRKAC (refer to definitions and interpretation – Schedule 1).
- (c) The corporation must ensure that the Common Law Holders understand the purpose and nature of a proposed native title decision by consulting and considering the views of a NTRB for the area that the native title rights and interest relate, and where appropriate and practicable, give notice of those views to the Common Law Holders.
- (d) Consent must be given by the Common Law Holders:
 - (i) in accordance with any particular process of decision-making that must be followed under their traditional laws and customs; or
 - (ii) if there is no particular process of decision-making that must be followed under their traditional laws and customs, in accordance with the process of decision-making agreed to, or adopted by them, for the proposed native title decision, or for decisions of the same kind.
- (e) If the corporation acts as trustee for, or agent or representative of, more than one group of Common Law Holders, it must consult with, and obtain the consent of only those groups of Common Law Holders whose native title rights and interests would be affected by the proposed native title decision.
- (f) Subject to compliance with this rule, including (g), the Common Law Holders are taken to have been consulted and to have consented to a proposed native title decision if a document (prepared and signed in accordance with regulation 9 of the PBC Regulations) certifies that they have been consulted and have consented in the required manner.

- (g) Native title decisions must be made in accordance with the provisions of the 2014 KM-YM ILUA² or by any replacement Indigenous Land Use Agreement agreed to by the corporation and RRKAC, including the Replacement KM-YM ILUA.

5. Members

5.1 Eligibility

A person is eligible to be a member of the corporation if the person is:

- (a) at least 18 years old; and
- (b) a Common Law Holder (see Schedule 1 – Definitions and Interpretation).

5.2 How to become a member

- (a) A person becomes a member of the corporation if:
 - (i) the person applies in writing using the application for membership form at Schedule 4 of this rule book;
 - (ii) the person is eligible under rule 5.1;
 - (iii) the directors accept the application; and
 - (iv) the person's name is entered on the register of members.
- (b) The application for membership form may be amended by the directors from time to time, but must include the following details:
 - (i) the applicant's full name, residential and preferred postal address, date of birth and contact number (if available);
 - (ii) an undertaking that the applicant shall be bound by the rules of the Corporation;
 - (iii) sufficient genealogical information so as to allow confirmation that the applicant is a Common Law Holder.

5.3 Determining membership applications

- (a) The directors will consider and determine membership applications by resolution at a directors' meeting within a reasonable period after the applications are received.
- (b) The directors must accept a membership application if the requirements in rules 5.2(a)(i) and (ii) are met.
- (c) If the directors accept a membership application, the applicant's name must be entered on the corporation's register of members within 14 days, or as soon as reasonably practicable.

- (d) If the directors do not accept a membership application, the corporation must notify the applicant in writing of the decision and the reasons for it within 14 days of the decisions' decision.
- (e) The applicant may appeal the directors' decision to not accept a membership application within 14 days of receiving the notice in rule 5.3(d). The appeal must be in writing, addressed to the corporation and set out the basis for the appeal.
- (f) Upon receiving an appeal by an applicant under rule 5.3(e), the directors must at the next General Meeting:
 - (i) consult with the Corporation's members as to whether or not to accept the membership application; and
 - (ii) make a decision as to whether or not to accept the membership application having regard to any resolutions passed by the members at the General Meeting under this rule.

5.4 Members' rights

A member is entitled to:

- (a) attend, speak and vote at general meetings;
- (b) be made a director;
- (c) put forward resolutions at general meetings;
- (d) ask the directors to call a general meeting; and
- (e) look at the following documents of the corporation free of charge:
 - (i) register of members;
 - (ii) minutes of general meetings and AGMs;
 - (iii) the corporation's rule book;
- (f) use the dispute resolution process in rule 14 if the member believes their rights have been breached or ignored by the directors.

5.5 Members' responsibilities

A member must:

- (a) comply with the corporation's rules and the CATSI Act;
- (b) notify the corporation within 28 days if they change their address or other contact details and provide their new address;
- (c) treat the directors and other members with respect and dignity at all times;
- (d) comply with any code of conduct adopted by the corporation, including any traditional law and custom of the Common Law Holders described in that document;

- (d) not behave in a manner that significantly interferes with the operation of the corporation or corporation meetings;
- (e) make their best efforts to attend general meetings (including AGMs) or give their apologies;
- (f) use their best endeavours to participate in the corporation's activities and support the establishment of a strong and inclusive corporation; and
- (g) not make any public statement on behalf of the corporation except in accordance with any agreed statement approved by the directors or passed by resolution at a general meeting.

5.6 No membership fee

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

5.7 Liability of members

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

5.8 How to stop being a member

- (a) A person stops being a member if:
 - (i) they resign by giving a notice in writing to the corporation;
 - (ii) they pass away; or
 - (iii) their membership is cancelled under rules 5.9 or 5.10.
- (b) Within 14 days of an event in rule 5.8(a) happening, the corporation must:
 - (i) remove the person's name from the register of members; and
 - (ii) enter the person's name, address and date they ceased to be a member on the register of former members.

5.9 Cancellation of membership – if member ceases to be eligible

- (a) The directors may cancel a person's membership by resolution at a directors' meeting if the person:
 - (i) is not eligible for membership; or
 - (ii) stops being eligible for membership.

- (b) Before cancelling the membership the directors must give the member notice in writing stating that:
 - (i) the directors intend to cancel the membership for the reasons specified in the notice;
 - (ii) the member has 14 days to object to the cancellation; and
 - (iii) any objection must be in writing and given to the corporation within 14 days from the day the notice was given.
- (c) If the member does not object to the cancellation, the directors must cancel the membership by resolution at a directors' meeting
- (d) If the member objects in accordance with rule 5.9(b):
 - (i) the directors must not cancel the membership; and
 - (ii) the membership can only be cancelled by members passing a resolution at a general meeting.
- (e) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

5.10 Cancellation of membership – other reasons

- (a) A person's membership may be cancelled by members passing a special resolution at a general meeting if the member:
 - (i) cannot be contacted for two years;
 - (ii) has misbehaved (behaved in a way that significantly interfered with the operation of the corporation or its meetings); or
 - (iii) is ineligible to be a member.
- (b) If a membership is cancelled under this rule the directors must give the person notice of the cancellation of membership at the person's last known address as soon as possible after the special resolution is passed.

6. Register of members and former members

6.1 Corporation to maintain registers

- (a) The corporation must set up and maintain a register of members and a register of former members. Both registers may be on a single document.
- (b) The register of members must contain the following information:
 - (i) each member's name and address; and
 - (ii) the dates on which each member's name was entered on the register.

- (c) The register of former members must contain the following information about each person who stopped being a member within the past 7 years:
 - (i) the person's name and address; and
 - (ii) the date on which the person stopped being a member.
- (d) The corporation must also maintain a register of Common Law Holders in accordance with rule 4.3(a) and the KM-YM 2014 ILUA, or any replacement agreement, including the Replacement KM YM ILUA

6.2 Inspection of registers

- (a) The corporation must keep the register of members, register of former members and the register of Common Law Holders at the corporation's registered office (if it is registered as a large corporation) or at the corporation's document access address (if it is registered as a small or medium corporation).
- (b) The corporation must make the registers available for inspection by any person who wishes to inspect.
- (c) A member may inspect the registers without charge.
- (d) A person who is not a member may inspect the registers upon payment of any fee required by the corporation.
- (e) The corporation must make the register of members available at AGMs.

7. Members' Meetings

7.1 AGMs

- (a) The corporation must hold an AGM before 30 November each year.
- (b) The corporation may apply to the Registrar to extend the period in which the corporation must hold an AGM provided the application is made before the end of the period referred to in rule 7.1(a).

7.2 AGM business

AGM business include:

- (a) checking details on the register of members;
- (b) confirming minutes of the previous general meeting;
- (c) presenting reports (general, financial, directors');;
- (d) asking questions about how the corporation is managed;
- (e) electing directors (if required);
- (f) appointing an auditor (if required) and agreeing on their remuneration.

7.3 **General meeting business**

General meeting business include:

- (a) confirming the minutes of the previous general meeting; and
- (b) considering the business or resolutions in the notice of general meeting.

7.4 **Calling general meetings**

- (a) The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by a circulating resolution.
- (b) Members can ask the directors to call a general meeting if the following number of members are met:

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

- (c) The members' request must:
 - (i) be in writing;
 - (ii) state any resolutions to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) nominate a member to be the contact member on behalf of the members making the request; and
 - (v) be given to the corporation.
- (d) If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.
- (e) If the directors resolve that:
 - (i) the request is frivolous or unreasonable; or
 - (ii) complying with the request would be contrary to the interests of the members as a whole,a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

- (f) The directors' application to the Registrar to deny the members' request must:
 - (i) be in writing;
 - (ii) set out the reasons why they wish to deny holding the meeting;
 - (iii) be made within 21 days after the members' request for a meeting was made.
- (g) The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

7.5 Notice of general meetings and AGMs

- (a) At least 21 days' notice must be given.
- (b) The corporation must give notice of meeting to:
 - (i) each member;
 - (ii) each director;
 - (iii) the contact person or secretary; and
 - (iv) the auditor (if the corporation has one).
- (c) The notice must contain the following information:
 - (i) the place, date and time for the meeting;
 - (ii) the business of the meeting;
 - (iii) if a special resolution is being proposed, the exact wording of it; and
 - (iv) if a member can appoint a proxy, and if so contain a statement setting out:
 - A. that the member has a right to appoint a proxy; and
 - B. whether or not the proxy must be a member of the corporation.
- (d) The corporation may give notice of meetings to members personally or by posting to their address, by fax, by email, by text message to mobile phone or via social media.
- (e) A notice of meeting:
 - (i) sent by post is taken to be given three days after it is posted.
 - (ii) sent by fax, email or other electronic means is taken to be given on the next business day.
- (f) A general meeting or AGM, or any proceeding at a general meeting or AGM, will not be invalid just because the notice of meeting was not sent correctly or a person has not received the notice.

7.6 Members' resolutions

- (a) Members may propose a resolution at a general meeting by giving notice of the resolution to the corporation by at least the following required number of members:

Number of members in corporation	Number of members required to propose a resolution
2 to 10 members	1 member
11 to 20 members	3 members
21 to 50 members	5 members
51 members or more	10% of members

- (b) The notice of members' resolution must set out the proposed resolution in writing and signed by the members proposing it.
- (c) Upon receiving a notice of members' resolution, the corporation must:
- (i) give notice of the resolution to all members in the same way as rule 7.5; and
 - (ii) consider the resolution at the next general meeting that is being held more than 28 days after the notice from the members has been given to the corporation.

7.7 Quorum at general meetings and AGMs

- (a) The quorum for general meetings and AGMs is 10 members, including at least 6 Primary Common Law Holders.
- (b) The quorum must be present during the whole meeting.
- (c) If there is no quorum after one hour from the time the meeting was scheduled to start, the meeting is adjourned until the next week at the same time and place, unless the directors specify otherwise.
- (d) If the meeting is adjourned, the directors must take reasonable steps to inform members of the adjournment and details of the adjourned meeting.
- (e) If there is still no quorum at the adjourned meeting, the meeting is cancelled.

7.8 Chairing general meetings and AGMs

- (a) The corporation may appoint a chairperson and vice-chairperson for meetings by resolution at a general meeting.
- (b) If the chairperson is not available or does not wish to chair the meeting then the vice-chairperson will chair it.
- (c) If the vice-chairperson is not available or does not wish to chair the meeting then the directors will elect a person present at the meeting to chair it.

7.9 Using technology

- (a) General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part.
- (b) The meetings will be recorded for the purposes of effective minute taking.
- (c) Members must be advised at the beginning of the meeting that the meeting is being recorded and if any member objects to the meeting being recorded then that member must provide reasons why the meeting should not be recorded.
- (d) An objection to the recording of the meeting may only be made at the meeting and shall be determined by the chairperson, whose decision is final.

7.10 Voting at general meetings and AGMs

- (a) Each member has one vote.
- (b) The chairperson, if he or she is a member, has one vote and no casting vote.
- (c) A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- (d) Resolutions put to vote at a general meeting (including AGM) must be decided by simple majority on a show of hands unless a poll is demanded under rule 7.11.
- (e) Before voting the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (f) A declaration by the chairperson of the result of the vote on a show of hands is conclusive evidence of the result.

7.11 Demanding a poll

- (a) Any member entitled to vote on the resolution and the chairperson can demand a poll (a formal count of votes).
- (b) A poll can be demanded and held before or after a show of hands vote.
- (c) A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

7.12 Proxies

- (a) A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting.

- (b) A proxy appointment must be signed by the member in substantially the same form as Schedule 5 Appointment of proxy form, containing the following information:
 - (i) the member's name and address;
 - (ii) the corporation's name;
 - (iii) the proxy's name; and
 - (iv) the meeting/s at which the appointment may be used.
- (c) Proxy appointments must be provided to the corporation at least 24 hours before the meeting, proxy appointments will not be accepted on the day of the meeting.
- (d) A proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) to speak at the meeting;
 - (ii) to vote (to the extent allowed by the appointment); and
 - (iii) join in a demand for a poll.
- (e) A person must not exercise proxies for more than 3 members.
- (f) A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member, whether personally or through a proxy.

8. Directors

8.1 Number of directors

The corporation must have a minimum of 5 directors and a maximum of 10 directors. This number includes up to 8 member directors and up to 2 independent or specialist non-member directors.

8.2 Eligibility of directors

- (a) A director must be:
 - (i) at least 18 years of age;
 - (ii) a member of the corporation, unless appointed under rule 8.6;
 - (iii) has not been disqualified from managing corporations under the CATSI Act or the *Corporations Act 2001* (Cth);

- (iv) have a director ID or have applied for a director ID and give the corporation their director ID as soon as they have it; and
- (v) have completed suitable governance training or undertake to do so as soon as possible following their appointment.

8.3 Majority of director requirements

- (a) A majority of directors of the corporation must:
 - (i) be individuals who are Common Law Holders;
 - (ii) usually reside in Australia;
 - (iii) be members of the corporation; and
 - (iv) not be employees of the corporation; and
 - (v) The Chief Executive Officer: may be a director but cannot chair director's meetings;

8.4 How to become a director

- (a) To be eligible for election, a member must:
 - (i) complete a Nomination to serve as a director form as set out in Schedule 7 of the rule book;
 - (ii) complete a Consent to become a director form as set out in Schedule 6 of the rule book; and
 - (iii) give both forms to the corporation.
- (b) The corporation can appoint a director by the members passing a resolution at a general meeting or AGM.
- (c) If there is a casual vacancy in a directorship the process to fill the vacancy is set out in rule 8.7.
- (d) If there is a casual vacancy in the directorship to be held by a Secondary Common Law Holder, then RRRKAC may nominate a Secondary Common Law Holder to fill that casual vacancy.
- (e) The corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

8.5 Directors' terms of appointment and rotation

- (a) Directors (other than those appointed under rule 8.4(c)) are appointed for a term of 2 years. Subject to clause 8.5(b), they must retire at the end of the second AGM after they take office, and are eligible to be re-elected or re-appointed.

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

8.6 *Independent or specialist non-member directors*

- (a) Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.
- (b) The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.
- (c) Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director and their director ID.
- (d) Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment, but must not exceed 2 years. They are eligible to be re-appointed at the end of their term.

8.7 *How to fill casual vacancies*

- (a) A casual vacancy arises when a person stops being a director before their term of appointment expires and so the position of that director is vacant.
- (b) Subject to rule 8.4(d), the directors can appoint a person as a director to fill a casual vacancy at a directors' meeting.
- (c) To be appointed, the person must meet the director eligibility criteria in rule 8.4(a) and any criteria that applies to the particular vacancy. A person's appointment as a director to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.
- (d) If the person's appointment as a director is confirmed at a general meeting, the term of the appointment is for the balance of the term remaining on the vacant position.

8.8 *How to stop being a director*

- (a) A director stops being a director if:
 - (i) the director passes away;
 - (ii) the director resigns in writing;
 - (iii) the director's term of appointment expires;

- (iv) the director is removed as a director by the members or the other directors;
 - (v) the director is disqualified from managing a corporation;
 - (vi) the director ceases to be a member, but was a member when they became a director; or
 - (vii) RRKAC replaces the Secondary Common Law Holder director by notice in writing to the corporation.
- (b) The corporation must send the Registrar a notice within 28 days after a person stops being a director.

8.9 *How to remove a director*

- (a) By members passing a resolution at a general meeting:
- (i) A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM;
 - (ii) The corporation must give the director concerned a copy of the notice as soon as possible; and
 - (iii) The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting.
- (b) By the other directors:
- (i) The directors can only remove a director if the director fails to attend 3 or more consecutive directors' meetings without a reasonable excuse.
 - (ii) The directors must give the director concerned a notice in writing and they must give the director 14 days to object in writing.
 - (iii) If the director objects, they cannot remove the director. The director can only then be removed at a general meeting or AGM by the members passing a resolution.

8.10 *Notifying the registrar of director change*

Whenever a person becomes or stops being a director (member or independent/specialist), the corporation must notify the registrar within 28 days.

8.11 *Directors' duties*

- (a) The directors' duties are:
- (i) a duty of care and diligence;
 - (ii) a duty of good faith and to act in the best interests of the corporation;

- (iii) a duty to disclose a conflict of interest;
 - (iv) a duty not to improperly use position or information; and
 - (v) a duty to not trade while insolvent.
- (b) A director or officer must act in good faith when doing anything to ensure the corporation complies with its native title legislation obligations.

8.12 Conflict of interest

- (a) A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest or other personal benefit.
- (b) The director must give details of what the interest is and how it relates to the corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.
- (c) A director who has a conflict of interest must not:
- (i) be present at a directors' meeting while the matter in question is being considered; or
 - (ii) vote on the matter,
- unless they have been granted approval by the other directors (those that do not have a conflict of interest) passing a resolution, or the Registrar in writing.

8.13 Directors' remuneration

- (a) A director may be paid such reasonable remuneration as the members at a general meeting decide.
- (b) Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).
- (c) The corporation may pay the directors' travelling and other expenses that the directors properly and reasonably incurred:
- (i) in attending directors' meetings or any meetings of committees of directors;
 - (ii) in attending any general meetings of the corporation; and
 - (iii) in connection with other corporation business.

8.14 *Related party benefit*

If the corporation wants to give a financial benefit to a director or other related party (including a spouse, child or parent of a director) it must comply with Part 6-6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

8.15 *Delegation of directors' powers*

- (a) The directors can pass a resolution to delegate any of their powers to:
 - (i) another director;
 - (ii) a committee of directors;
 - (iii) an employee of the corporation; or
 - (iv) any other person.
- (b) The delegate must follow the directions of the directors when using the delegated powers.
- (c) The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.
- (d) Delegates must report to directors on the exercise of their delegated power.
- (e) Delegates of the directors must comply with the provisions of rule 9.

8.16 *Notice of directors' meetings*

- (a) Directors must meet at least every three months.
- (b) All directors must be given reasonable written notice of a directors' meeting.
- (c) The directors will usually decide at a meeting when and where the next meeting will be.
- (d) A director can call a meeting by giving reasonable written notice to all the other directors.

8.17 *Quorum for directors' meetings*

- (a) The quorum for a directors' meeting is at least half of the directors plus one additional director, provided at least three of the directors present are Primary Common Law Holders.
- (b) The quorum must be present at all times during the meeting.
- (c) The directors may appoint a person as a director to make up a quorum for a directors' meeting.

8.18 Chairing directors' meetings

- (a) There must be a chairperson elected for each directors' meeting.
- (b) If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).
- (c) When electing a chairperson, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chairperson (but not their appointment as a director) by a resolution of the directors.

8.19 Using technology

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it.

8.20 Resolutions by directors

- (a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- (b) Each director (including independent or specialist non-member directors) has one vote.
- (c) The chairperson has no casting vote.
- (d) Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it (circulating resolution).
- (e) Copies of all resolutions of Directors and minutes of meeting must be circulated to all Directors.
- (f) Directors shall not make any resolutions without complying with rule 9.

9. KM-YM 2014 ILUA and Replacement KM-YM ILUA

The corporation shall be bound and shall make all decisions and apply funds in accordance with the processes outlined in the KM-YM 2014 ILUA or any replacement agreement, including the Replacement KM-YM ILUA.

10. General Duties and Corporate Governance Training

10.1 Governance Training

- (a) All Directors must complete course in corporate governance training, including director duties and responsibilities, and must complete the training within the first 12 months of their two (2) year term as Director.

- (b) The Corporation will meet the expense of the training and otherwise provide full support and encouragement of the Directors and their efforts in completing the training.

10.2 Code of conduct

The Directors and Officers of the Corporation must comply with any code of conduct or policies and procedures developed and adopted by the Corporation from time to time.

10.3 Director evaluation

The Directors must establish a process to evaluate their performance during their term. The Corporation will meet the expenses, if any, of implementing an evaluation process.

11. Contact person or secretary

- (a) The directors must appoint a contact person (for small or medium corporations) or secretary (for large corporations).
- (b) The contact person or secretary must be at least 18 years old.
- (c) The contact person or secretary must give the corporation their consent in writing to become a contact person or secretary before being appointed.
- (d) The directors decide the contact person or secretary's pay and terms and conditions of employment, if any.
- (e) The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.
- (f) The corporation must send the Registrar a contact person's or secretary's details within 28 days after they are appointed.

12. Records

The corporation must keep the following records at the corporation's document access address or registered office:

- (a) minutes of meetings (in writing or as an audio or video recording);
- (b) rule book;
- (c) registers of members, former members and Common Law Holders;
- (d) names and addresses of directors, officers and the contact person or secretary;
and
- (e) written financial records.

13. Finances

- (a) The corporation must keep written financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) would enable true and fair financial reports to be prepared and audited.
- (b) The corporation must follow these procedures:
 - (i) The corporation must give receipts for all money it receives.
 - (ii) All money of the corporation must be deposited into a corporation bank account.
 - (iii) All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
 - (iv) All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
 - (v) All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
 - (vi) The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).
- (c) The financial records must be retained for seven years after the transactions covered by the records are completed.

14. Application of funds

- (a) The corporation is a not-for-profit corporation.
- (b) The directors can use the money and property of the corporation to carry out its objectives.
- (c) The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making reasonable payment:
 - (i) to a member in their capacity as an employee or under a contract for goods or services provided; or
 - (ii) to a member in carrying out the corporation's objectives.

15. Dispute resolution

15.1 *Dispute resolution process*

This rule sets out the steps which must be taken to try and resolve any disagreement or dispute about the affairs of the corporation or how the CATSI Act or the rule book applies, which arises between members, members and directors or members and directors and common law holders of native title (whether or not they are a member):

- (a) If the dispute is covered by the dispute resolution process in the Replacement KM-YM ILUA, the parties to the dispute must follow that dispute resolution process.
- (b) If any other dispute arises, the parties must first try to resolve it themselves.
- (c) If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- (d) The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.
- (e) The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- (f) If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

15.2 *Seeking assistance from the Registrar*

- (a) If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.
- (c) The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

16. Changing the rule book

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

- (e) Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:
 - (i) rule book changes
 - (ii) special resolution; and
 - (iii) minutes of the meeting.
- (f) The changes do not take effect until the new rule book is registered by the Registrar.

17. Gift fund rules

- (a) The corporation shall maintain for the main purposes of the corporation a gift fund:
 - (i) to be named 'The Wirrawandi Aboriginal Corporation RNTBC Gift Fund';
 - (ii) which must receive gifts of money or property for the purposes (objectives) of the corporation; and
 - (iii) which must have credited to it any money received by the corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.
- (c) The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.
- (d) Receipts issued for gifts to the gift fund must state:
 - (i) the full name of the corporation;
 - (ii) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation; and
 - (iii) the fact that the receipt is for a gift.
- (e) As soon as:
 - (i) the gift fund is wound up; or
 - (ii) 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*.

18. Winding up

18.1 *Surplus assets of the corporation*

- (a) Where:
 - (i) the corporation is wound up; and
 - (ii) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.
- (b) The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

18.2 *Surplus assets of gift funds*

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

Schedule 1 – Definitions and Interpretation

Definitions

Corporation means the Wirrawandi Aboriginal Corporation RNTBC.

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

Common Law Holders are, for the whole of the Determination Area, the Mardudhunera People, being those Aboriginal persons who:

- (a) are descended from Willy Cooper, Alf Boona, Mirbin Lowe, Woggi, Eva, Mabel, Pantun or Jessie (including through adoption in accordance with traditional Mardudhunera laws and customs);
- (b) identify themselves as Mardudhunera under Mardudhunera traditional law and custom and are so identified by other Mardudhunera People as Mardudhunera; and
- (c) have a connection with the land and waters in the Determination Area in accordance with traditional Mardudhunera laws and customs.

Determination means the decision of the Federal Court in *Holborow on behalf of the Yaburara & Mardudhunera People v State of Western Australia (No 3)* [2018] FCA 1108.

Determination Area means the land and waters the subject of the determination of native title made on 27 July 2018, as depicted on the map in Schedule 2.

KMAC means the Kuruma Marthudunera Aboriginal Corporation or any replacement prescribed body corporate for the Robe River Kuruma People.

KM-YM 2014 ILUA means the Indigenous Land Use Agreement registered on the Register of Indigenous Land Use Agreements as WI 2014/01 on 4 July 2014.

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

Native title decision means a decision:

- (a) to surrender native title rights and interests in relation to land or waters; or
- (b) to do, or agree to, any other act that would affect the native title rights or interest of the common law holders.

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

Native title rights and interests has the same meaning as in s 223 of the NTA.

Overlap Area means the land and waters as depicted on the map in Schedule 3.

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

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

Primary Common Law Holder has the same meaning as that term, or the term Primary Claimant, as defined in the KM-YM 2014 ILUA or any replacement agreement, including the Replacement KM-YM ILUA.

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

Replacement KM-YM ILUA means, when it commences, the agreement between the corporation, KMAC and the Yamatji Marlpa Aboriginal Corporation which replaces the KM-YM 2014 ILUA and which the corporation was authorised and directed by the Common Law Holders to enter into on or about 22 June 2018.

Robe River Kuruma People means, collectively, those Aboriginal people who are common law holders under the Robe River Kuruma Determinations in *Finlay on behalf of the Kuruma Marthudunera People v State of Western Australia (No 2)* [2016] FCA 1260 and *Finlay on behalf of the Kuruma Marthudunera People v State of Western Australia (No 3)* [2018] FCA 548; and **Robe River Kuruma Person** means any one or more of them.

RRKAC means the Robe River Kuruma Aboriginal Corporation RNTBC which holds native title in trust on behalf of the Robe River Kuruma People.

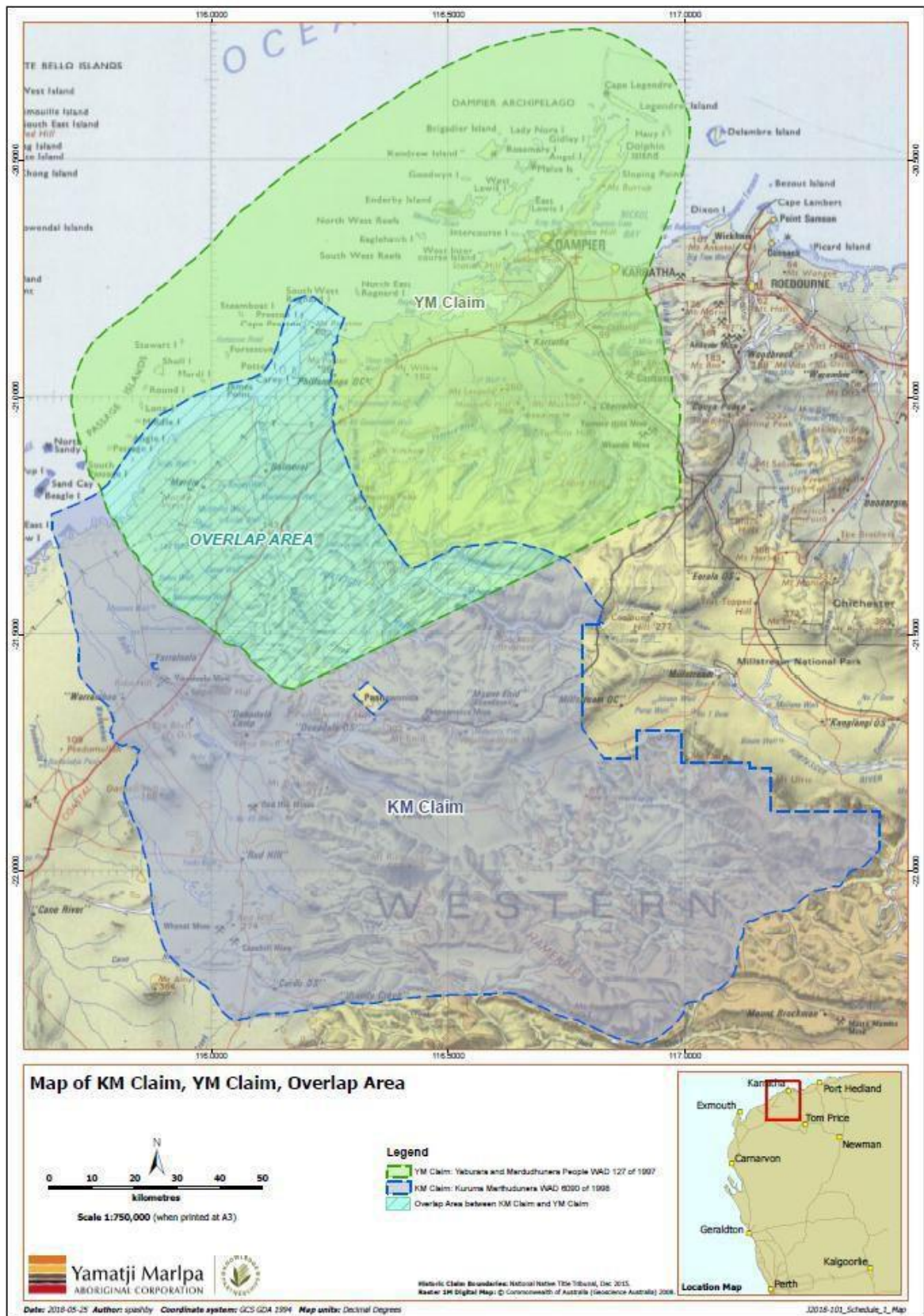
Secondary Common Law Holder has the same meaning as that term, or the term Secondary Claimant, as defined in the KM-YM 2014 ILUA or any replacement agreement, including the Replacement KM-YM ILUA.

Special resolution means a resolution:

- (a) of which notice as set out in paragraph 201-35(1)(c) of the CATSI Act has been given; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Vested Land means any land vested in, granted or given to or purchased by the corporation.

Schedule 3 – Map of Overlap Area



The Rule Book of Wirrawandi Aboriginal Corporation RNTBC (ICN 8870)
 Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations
 on 26 June 2023

Schedule 4 – Application for membership form

WIRRAWANDI ABORIGINAL CORPORATION RNTBC

ICN 8870

Application for membership

I,

(first name of applicant)

(last name of applicant)

Of

(address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

I am: Aboriginal Torres Strait Islander neither

Signature of applicant

Date

.....

Corporation use only

Application received	Date:
Application tabled at directors' meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed)	Date:
Directors have sent notification of directors' decision to the applicant	Date:

Schedule 5 – Appointment of proxy form

WIRRAWANDI ABORIGINAL CORPORATION RNTBC

ICN: 8870

Appointment of proxy

I, _____ (full name of member)

Of _____ (address of member)

am a member of the corporation.

I appoint _____ (full name of proxy)

Of _____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

(insert date of meeting)

and at any adjournment of that meeting.

Signature _____ of
member appointing
proxy:

Date:

NOTE: A proxy vote may be given to the people listed at rule 7.12.
(For more about proxies see rule 7.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

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

Schedule 6 – Consent to become a director form

WIRRAWANDI ABORIGINAL CORPORATION RNTBC

ICN 8870

Consent to become a director

I, _____ (first and last name of person)

Of _____ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

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

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

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

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

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

Signature of person

Date

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

The Rule Book of Wirrawandi Aboriginal Corporation RNTBC (ICN 8870)

Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations
on 26 June 2023

Schedule 7 – Nomination to serve as a director form

WIRRAWANDI ABORIGINAL CORPORATION RNTBC

ICN 8870

I, _____ (full name of person)

of _____ (residential address,
a postal address is
not sufficient)

nominate and give my consent to become a director of the corporation.

My skills and experience relevant to the role as director of the corporation are:

My vision for the corporation is:

I am currently a director of the following entities and currently hold the following roles:

Additional information that will be relevant to members/common law holders in their decision making:

Signature of person
nominating for
position of director _____

Date _____