

**CONSTITUTION OF GULF REGION ABORIGINAL
CORPORATION RNTBC**

ICN 7139

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CONSTITUTION OF GULF REGION ABORIGINAL CORPORATION RNTBC

1 **NAME**

1.1 The name of the Corporation is Gulf Region Aboriginal Corporation RNTBC.

2 **INTERPRETATION**

2.1 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 *Native Title Act 1993* (Cth) shall be resolved in favour of the *Native Title Act 1993*.

2.2 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 Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People adopting the meaning of the term 'Aboriginal Cultural Heritage' set out in section 8 of the *Aboriginal Cultural Heritage Act 2003* (Qld) or any Act replacing that Act from time to time;

"Act" means the *Corporation (Aboriginal and Torres Strait Islander) Act 2006* (Cth) as amended from time to time;

"AGM" means the Annual General Meeting;

"Board of Directors" means the people elected or appointed according to **Rule 16** to manage the affairs of the Corporation in accordance with the Act and these rules;

"Board of Directors' Minute Book" means the books and records in which the minutes of all Directors' Meetings (made under **Rule 24.1(b)**) and copies of any written resolutions passed without a Directors' Meeting (under **Rule 22.9**) are kept;

"Business Judgment" means any decision to take or not take action in respect of a matter relevant to the business operations of the Corporation;

"Constitution" means these Rules, including any amending rules;

"Corporation" means the Gulf Region Aboriginal Corporation RNTBC;

"Community Group" means any of the Lardil People, Yangkaal People, Gangalidda People or the Kaiadilt People;

"Community Group Representative" is a representative of the Lardil People, Yangkaal People, Gangalidda People or the Kaiadilt People who appointed as a Director;

“Community Meeting” means a meeting held in accordance with and for the reasons set out in **Rule 14**;

“Contact Person” means a person appointed as the Contact Person according to **Rule 23**;

“Customary Law Decision” means a decision made by the Corporation in relation to Customary Law Interests of the Lardil People, Yangkaal People, Gangalidda People or the Kaiadilt People following the processes set out in these Rules;

“Customary Law Interests” means the rights and interests of the Lardil People, Yangkaal People, Gangalidda People or the Kaiadilt People under their laws and customs in the land and waters in the Southern Gulf of Carpentaria which are not recognised and protected as native title rights and interests, including but not limited to:

- (a) rights to give and deny permission to access the land and waters;
- (b) rights to give and deny permission to take and/or use the natural and living resources;
- (c) rights to protect sites of significance and other Aboriginal Cultural Heritage;
- (d) rights to build and maintain fish traps;
- (e) rights to occupy, use and enjoy land and waters; and
- (f) rights to give and deny permission to use Aboriginal Cultural Heritage and cultural knowledge;

“Director ID” means a director identification number provided under section 308-5 of the Act;

“Directors Meeting” is a meeting of the Board of Directors in accordance with **Rule 22**;

“Document Access Address” means the Corporation’s registered document access address;

“Entity”, for the purposes of **Rule 21.9** and Part 6-6 of the Act, means 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;

“Financial Records” includes:

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

“Financial Report” means a financial report prepared under Chapter 7 of the Act;

“Gangalidda Country” means the country to which Gangalidda People are connected under traditional laws and customs;

“Gangalidda Director Nomination Process” means the procedural steps described in Schedule 7 to these Rules;

“Gangalidda People” means the people described in Schedule 1 to these Rules;

“Gangalidda Person” means a member of the Gangalidda People;

“General Meeting” refers to both special general meetings and annual general meetings of the members of the Corporation called and held according to **Rule 11**;

“General Meeting Minute Book” means the books and records in which the minutes of all General Meetings (made under **Rule 11**) and copies of any written resolutions passed without a General Meeting (under **Rule 13.5**) are kept;

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

“Kaiadilt Country” means the country to which Kaiadilt People are connected under traditional laws and customs;

“Kaiadilt People” means the people described in Schedule 4 to these Rules;

“Kaiadilt Person” means a member of the Kaiadilt People;

“Lardil Country” means the country to which Lardil People are connected under traditional laws and customs;

“Lardil People” means the people described in Schedule 2 to these Rules;

“Lardil Person” means a member of the Lardil People;

“Membership Criteria” means the membership criteria set out in **Rule 8.4**;

“Membership Dispute” is a dispute to which **Rules 8.19** to **8.24** apply;

“Native Title Legislation Obligation” means the following obligations imposed by the NTA on a registered native title body corporate:

- (a) an obligation to consult with Native Title Holders;
- (b) an obligation to act in accordance with the directions of Native Title Holders;
- (c) an obligation to act only with the consent of Native Title Holders;
- (d) an obligation to take any other action in relation to the Native Title Holders;

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

“Native Title Decision” has the same meaning as in the Prescribed Body Corporate Regulations and means a decision made by the Corporation:

- (a) to surrender Native Title Rights and Interests in relation to land or waters; or
- (b) to enter an indigenous land use agreement under Subdivision B, C or D of Division 3 of Part 2 of the Native Title Act or an agreement under Subdivision P (right to negotiate) of that Division; or
- (c) to allow a person who is not a Native Title Holder, or a class of persons who are not Native Title Holders, to become members of the Corporation; or
- (d) to include one or more consultation processes in the Corporation’s Rule Book; or
- (e) to do, or agree to do, any act that would otherwise affect Native Title Rights and Interests (other than a decision to make a compensation application);

“Native Title Holders” means the Lardil People, the Yangkaal People, the Gangalidda People and the Kaiadilt People;

“Native Title Rights and Interests” means the native title rights and interests of the Lardil People, Yangkaal People, Gangalidda People or the Kaiadilt People, ‘Native Title Rights and Interests’ have the same meaning as that set out in section 223 of the NTA;

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

“Poll” means voting at a general meeting by the members voting signing 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 59 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 Aboriginal person to a Community Group as the group of Aboriginal people to which that person primarily belongs or the group of Aboriginal people to which that person considers himself or herself to have the strongest traditional or cultural ties;

“Register of Former Members” includes information about people who stopped being members of the Corporation in the previous 7 years.

“Register of Members” is a register established in accordance with **Rule 9** and includes a Register of Former Members;

“Registrar” means the person appointed by the Minister under the Act to be the Registrar of Indigenous Corporations;

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

“Representative Body” means a body recognised under section 203AD of the NTA;

“Rule Book” includes the Constitution and any other material concerning the internal governance of the Corporation that is prescribed;

“Secondary Affiliation” means an affiliation by a particular Aboriginal person to a Community Group where that person has traditional or cultural ties to that Community Group but where he or she primarily belongs to another Aboriginal group or has strongest traditional or cultural ties with another Aboriginal group, including another Community Group;

“Secretary” means a person appointed as Secretary according to **Rule 23**;

“Southern Gulf of Carpentaria” means the whole of Lardil Country, Yangkaal Country, Gangalidda Country and Kaiadilt Country;

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

“**Yangkaal Country**” means the country to which Yangkaal People are connected under traditional laws and customs;

“**Yangkaal People**” means the people described in Schedule 3 to these Rules; and

“**Yangkaal Person**” means a member of the Yangkaal People.

- 2.3 The Replaceable Rules set out in the Act do not form part of these Rules and do not apply to the Corporation.

3 ENTITLEMENT TO SEEK EXEMPTIONS FROM REGISTRAR

- 3.1 Where the Act entitles the Corporation to seek an exemption from the Registrar from compliance with the Act nothing in these Rules prevents such an application being made.
- 3.2 Where an exemption from complying with the Act is received from the Registrar in relation to any matter, then the Corporation is exempt from complying with any requirement in these Rules, that the matter be done.

4 DOCUMENT ACCESS ADDRESS

- 4.1 The Document Access Address of the Corporation is at the address notified to the Registrar in accordance with Part 3 - 7 of the Act.

5 LIABILITY OF MEMBERS

- 5.1 The members are not liable to contribute to:
- (a) the property of the Corporation on winding up; or
 - (b) the debtor liabilities of the Corporation.

6 OBJECTS

- 6.1 The principal objects 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 Lardil People, Yangkaal People, Gangalidda People and the Kaiadilt People;
 - (b) to carry out the functions of a Prescribed Body Corporate under the NTA; and
 - (c) to become a registered native title body corporate within the meaning of the NTA (see section 59(2) of the Prescribed Body Corporate Regulations);
 - (d) to protect and promote the laws, culture and traditional rights and interests of the Lardil People, Yangkaal People, Gangalidda People and the Kaiadilt People.
- 6.2 Without limiting the generality of the objects referred to in **Rule 6.1**, the Corporation can advance those objects by doing any or all of the following:
- (a) promoting and protecting Aboriginal Cultural Heritage and acting as agent or representative for the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People in respect of matters relating to Aboriginal Cultural Heritage;

- (b) consulting with and considering the views of the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People in accordance with the NTA and any associated regulations;
- (c) acting as agent or representative for the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People in respect of matters relating to their Native Title Rights and Interests and their Customary Law Interests;
- (d) managing the Native Title Rights and Interests and the Customary Law Interests of the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People and Aboriginal Cultural Heritage, as provided for in these Rules or under relevant legislation;
- (e) holding property and money (including payments received as compensation or otherwise related to the Native Title Rights and Interests) in trust for the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People;
- (f) investing or otherwise applying money held in trust as directed by the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People;
- (g) promoting the protection of the environment on Lardil, Yangkaal, Gangalidda and Kaiadilt Country;
- (h) providing land management, environmental protection, and cultural protection services to the public;
- (i) taking steps to achieve and to promote economic development and self determination for the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People;
- (j) acting as agent or representative for the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People in relation to any other matter;
- (k) consulting with and considering the views of a representative body before making a Native Title Decision or Customary Law Decision;
- (l) performing any other function conferred upon the Corporation by a law of the Commonwealth or the State of Queensland;
- (m) doing anything incidental to and necessary or convenient for the carrying out of any of the objects.

7 POWERS OF THE CORPORATION

- 7.1 Subject to these Rules the Corporation has power, to do all such lawful things as may seem necessary or desirable to the Board of Directors, to carry out the objects of the Corporation.
- 7.2 Without limiting the generality of **Rule 7.1**, the Corporation shall have such other powers which may be conferred upon it by a law of the Commonwealth or the State of Queensland.

8 MEMBERSHIP

Members on Registration

- 8.1 A person only becomes a member when the Corporation is registered, as long as the registration complies with the Act.
- 8.2 Members names must be entered on the Register of Members.

Members by Application

- 8.3 Membership of the Corporation is open to Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People who:
- (a) wants to be a member and applies to become a member in writing;
 - (b) is eligible for membership;
 - (c) in the assessment of the Board of Director's, satisfy the Membership Criteria; and
 - (d) the person's name is entered on the register of members.

Membership Criteria

- 8.4 A person is eligible to apply for membership if they are an Aboriginal person who is:
- (a) a Lardil Person, a Yangkaal Person, a Gangalidda Person or a Kaiadilt Person;
 - (b) is at least 18 years of age;

Membership Application

- 8.5 A person who wants to become a member must apply to the Corporation.
- 8.6 The application must be in writing.
- 8.7 In making an application for membership a person must identify:
- (a) whether they have a Primary Affiliation to any of the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People; and
 - (b) whether they have a Secondary Affiliation to any of the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People.

Deciding Membership Applications

- 8.8 The Board of Directors will consider and decide Membership Applications.
- 8.9 The Board of Directors must accept an application if the application:
- (a) meets the Membership Criteria in **Rule 8.4**; and
 - (b) is made in accordance with **Rules 8.5 - 8.6**.
- 8.10 In considering whether to accept a person as a member of the Corporation, and in recording the details of their membership on the Register of Members, 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.

8.11 If the Board of Directors is satisfied that the applicant does not meet the Membership Criteria:

- (a) the Board of Directors must reject the application; and
- (b) the Corporation must notify the applicant in writing of the decision and the reasons for it.

Entry on the Register of Members

8.12 If the Board of Directors accepts a membership application, the applicant's name must be entered on the Register of Member within 14 days.

8.13 However, 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

8.14 The Corporation must not impose;

(a) Application fees for membership;

(b) fees for membership; or

(c) annual membership fees.

Membership Entitlements

8.15 Subject to these Rules all members are:

(a) entitled to attend, speak and vote at General Meetings of the Corporation;

(b) eligible for appointment as Directors.

Members Obligations

8.16 Each member has the following responsibilities:

(a) to comply with the Act and these Rules;

(b) to comply with any code of conduct adopted by the Corporation;

(c) to treat other members and the Directors with respect and dignity; and

(d) to not behave in a way that significantly interferes with the operation of the Corporation or any Corporation meetings.

Amending Details of Membership

- 8.17 Any member of the Corporation can apply to the Corporation to amend the details of their membership as recorded in the Register of Members, including amendments to change the recording of:
- (a) their Primary Affiliation to the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People; or
 - (b) their Secondary Affiliation to any of the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People.
- 8.18 In considering whether to make any requested amendments to a person's details as recorded on the Register of Members, the Board of Directors may follow the process applicable for determinations of membership applications set out in **Rules 8.8 - 8.11**.

Membership Disputes

- 8.19 Where a dispute arises in relation to membership of the Corporation or in relation to an amendment to membership of the Corporation it is a Membership Dispute.
- 8.20 Parties to a Membership Dispute must first try to resolve the dispute between themselves on an informal basis, in good faith.
- 8.21 Where the parties cannot resolve a Membership Dispute under **Rule 8.20**, the Corporation must seek to have the matter resolved at the next General Meeting of the Corporation or at a Community Meeting.
- 8.22 The Membership Dispute is to be resolved by a majority vote of the members present at the General Meeting or at the Community Meeting at which the dispute is raised for resolution.
- 8.23 Following the General Meeting or Community Meeting referred to in **Rule 8.21**, if the person claiming a Membership Dispute does not agree with the outcome of the meeting, the person may write to the Corporation objecting to the outcome of the meeting. On receipt of such an objection, the Board of Directors may in their absolute discretion, appoint an independent person to arbitrate the dispute.
- 8.24 Members should comply with the processes in **Rules 8.19 to 8.23** before commencing legal proceedings, except where those members seek urgent injunctive or other urgent relief.

Cessation of Membership on Resignation or Death

- 8.25 A person shall cease to be a member:
- (a) upon his or her death; or
 - (b) if he or she resigns from membership in writing to the Contact Person,
- and the person is removed from the Register of Members as a current member of the Corporation.
- 8.26 Where the Corporation receives:
- (a) notice that a member is deceased; or
 - (b) a resignation notice in writing
- the Corporation must remove the member's name from the Register of Members within 14 days after receiving notice.

Cancellation of Membership

Note: See also section 150-15(2A) of the Act

- 8.27 A person's membership to the Corporation may only be cancelled for the following reasons, and following the processes set out in the Act:
- (a) the member has misbehaved by engaging in conduct detrimental to the Corporation (**Rules 8.28 to 8.31**);
 - (b) the member is uncontactable (**Rules 8.32 to 8.33**); or
 - (c) the member does not meet the Membership Criteria (**Rules 8.34 to 8.40**).

There is no other reason for cancelling the membership of a member.

Cancellation of Membership for Misbehaviour

- 8.28 A person's membership to the Corporation may be cancelled by a special resolution passed by 75% or more of votes cast at 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. Misbehaviour may include, but is 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;
 - (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 which wastes the Corporation's resources;
 - (f) engaging in conduct which brings the Corporation into disrepute; or
 - (g) engaging in conduct which undermines the objects of the Corporation.
- 8.29 Written notice of a proposed resolution to cancel a person's membership 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.
- 8.30 The person whose membership is proposed to be cancelled at a General Meeting, must be given an opportunity to be heard at the meeting.
- 8.31 Within 14 days of the person's membership being cancelled for misbehaviour, the person's name must be removed from the Register of Members and the Board of Directors must give the former member a copy of the resolution as soon as practicable after the resolution has been passed in accordance with **Rule 8.28**.

Membership May Be Cancelled If Member Cannot Be Contacted

- 8.32 A person's membership to the Corporation may be cancelled by special resolution passed by 75% or more of votes cast at 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 otherwise contact the member during that 2 year period but has been unable to.
- 8.33 Within 14 days of the person's membership being cancelled for being unable to be contacted, the person's name must be removed from the Register of Members and the Board of Directors must send the former member a copy of the resolution to the person's last known address, as soon as practicable after the resolution has been passed under **Rule 8.32**.

Membership May Be Cancelled if Membership Criteria is Not Met

Note: See also section 150-22 of the Act

- 8.34 The Board of Directors may, by resolution, cancel a person's membership of the Corporation, if the Board of Directors are satisfied that the member does not meet the Membership Criteria.
- 8.35 A resolution passed under **Rule 8.34**, may only be passed by the Directors if, before cancelling the person's membership, the Board of Directors give the person notice in writing stating that:
- (a) the Board of Directors intend to cancel the membership for reasons specified in the notice;
 - (b) the member has 14 days to object to the cancellation; and
 - (c) the objection must be in writing and given to the Corporation within 14 days from the day the notice is given.
- 8.36 If the member does not object as set out in **Rule 8.35**, the Board of Directors must cancel the membership.
- 8.37 If the member does object as set out in **Rule 8.35**:
- (a) the Board of Directors must not cancel the Membership; and
 - (b) only the Corporation may cancel the membership by general resolution passed by a majority of votes cast at a General Meeting.
- 8.38 Written notice of a proposed resolution to cancel a person's membership must be forwarded to the member not less than 14 days before the date of the General Meeting of the Corporation at which the resolution is to be moved.
- 8.39 The person whose membership is proposed to be cancelled at a General Meeting, must be given an opportunity to be heard at the meeting.
- 8.40 Within 14 days of the person's membership being cancelled for being ineligible for membership, the person's name must be removed from the Register of Members and the Board of Directors must give the former member a copy of the resolution (whether passed at a Directors Meeting or General Meeting), as soon as practicable after the resolution has been passed.

9 REGISTER OF MEMBERS

- 9.1 The Corporation must set up and maintain a Register of Members.
- 9.2 The Register of Members must be in the form set out in Schedule 5 to these Rules and must record:
- (a) the name (given and family name) and address of every member of the Corporation;
 - (b) the date on which each member joined the Corporation;
 - (c) whether the person has a Primary Affiliation to the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt Peoples;
 - (d) whether the person has a Secondary Affiliation to the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People;
 - (e) where applicable, the date on which a member ceased to be a member of the Corporation.
- 9.3 Where a person has no Primary Affiliation, but he or she nonetheless has and maintains a Secondary Affiliation, the Register of Members will only record his or her Secondary Affiliation.
- 9.4 Subject to the Act, all action taken *bona fide* in reliance upon the Register is valid, even if it is subsequently shown that the Register was defective or inaccurate at the time the action was taken.

10 RIGHT TO INSPECT REGISTER OF MEMBERS

- 10.1 Subject to the Act,
- (a) any person shall be entitled to inspect the Register of Members; and
 - (b) any Member shall be entitled to inspect the Register of Members without fee.
- 10.2 The Corporation shall make the Register of Members available for inspection by members at the AGM.
- 10.3 At the AGM the Corporation will ask each member attending to check and update their entry

11 GENERAL MEETINGS

Time and Place of General Meetings

- 11.1 A General Meeting must be called for a proper purpose.
- 11.2 Subject to these Rules, the time and place of every General Meeting is determined by the Board of Directors and notice of the meeting, including the purpose of the meeting, must be given in accordance with Rule 15.
- 11.3 A General Meeting must be held at a reasonable time and place.
- 11.4 The Corporation is to hold its first General Meeting within 3 months after the Corporation is registered.

Annual General Meetings

- 11.5 Annual General Meetings must be held within 5 months after the end of its financial year.
- 11.6 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.
- 11.7 The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
- (a) confirmation of the minutes of the previous general meeting, except at the first AGM;
 - (b) the consideration of the reports under that Chapter 7 of the Act are required to be present to the AGM;
 - (c) the appointment of the Directors;
 - (d) the appointment and remuneration of the auditor (if any);
 - (e) checking the 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).
- 11.8 The order of business at the AGM is to:
- (a) confirm the minutes of the last General Meeting, whether the AGM or a General Meeting;
 - (b) receive from the Directors information about the activities and business of the Corporation during the preceding financial year ending 30 June;
 - (c) appoint the Directors; and
 - (d) conduct such other business as the meeting determines.
- 11.9 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;
 - (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

General

11.10 The Board of Directors may call General Meetings in addition to the AGM.

11.11 The order of business at a General Meeting is to:

- (a) confirm the minutes of the last General Meeting, whether the AGM or a General Meeting;
- (b) deal with all matters for which the meeting was called; and
- (c) conduct such other business as the meeting determines.

11.12 Without limiting **Rule 11.10**, the Board of Directors may call a General Meeting of the Corporation for the purpose of consulting with or obtaining the consent of the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People in relation to a Native Title Decision or Customary Law Decision.

Members' Entitlement to Call Special General Meetings

11.13 The Board of Directors must call and arrange to hold a General Meeting on a request made in accordance with **Rule 11.14** by the greater of:

- (a) 5 members, or
- (b) 10% of the members.

11.14 A request for a General Meeting made under **Rule 11.13** must:

- (a) be in writing;
- (b) state any resolution to be proposed at the meeting;
- (c) be signed by the members making the request;
- (d) nominate a member to be the contact member on behalf of the members making the request; and
- (e) be given to the Corporation.

11.15 Separate copies of a document setting out a request under **Rule 11.13** 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

11.16 If the Board of Directors resolves:

- (a) that a request under Rule 11.13 is frivolous or unreasonable, or
- (b) 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.

11.17 An application must:

- (a) be in writing;
- (b) set out the ground on which the application is made; and
- (c) be made within 21 days after the request was made.

Entitlement of Members to Pass Resolutions at a Meeting

11.18 Members shall be entitled to move any resolutions at a General Meeting. However, the Resolution is not required to be considered, and the Chairperson may refuse to allow a vote on the Resolution, unless:

- (a) Notice of a resolution that the member proposes to move is given to the Corporation by at least which ever is greater of 5 members of the Corporation or 10% of the members of the corporation.
- (b) Notice of the Resolution is in writing and:
 - (i) sets out the wording of the proposed resolution; and
 - (ii) is signed by the members proposing to move the resolution.

11.19 For the purposes of **Rule 11.18(b)** 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.

11.20 Where a Notice of a Members Resolution that has been given to the Corporation in accordance with **Rules 11.18(a)** and **11.18(b)**:

- (a) The Resolution must be considered at the next general meeting that occurs more than 28 days after the Notice is given;
- (b) The Corporation must give all of 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, but the Corporation does not have to give notice of a resolution if it is defamatory.

Members Statements To Be Distributed

11.21 Members may request the Corporation to give to all its members a statement provided by the members making the request about:

- (a) a resolution that is proposed to be moved at a general meeting; or
- (b) any other matter that may be properly considered at a General Meeting.

11.22 A request made pursuant to **Rule 11.21** must be:

- (a) made by at least which ever is greater of 5 members of the Corporation or 10% of the members of the corporation;
- (b) in writing and signed by the members making the request; and
- (c) given to the Corporation.

- 11.23 For the purposes of **Rule 11.22** a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 11.24 After receiving the request, the Corporation must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of the general meeting, however the Corporation need not comply with the request if the statement is defamatory.

Quorum at a General Meeting

- 11.25 No business can be transacted at any General Meeting unless a quorum of members is present.
- 11.26 The Quorum must be present at all times during the meeting.
- 11.27 A quorum is 15 or more members of the Corporation. 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 held within 2 hours of the scheduled time and a quorum in these circumstances is 10 or more members.
- 11.28 If the General Meeting does not have a quorum present within 2 hours after the time for the meeting as required by **Rule 11.27** 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 no quorum is present at the resumed meeting within 2 hours after the time for the meeting, the meeting is dissolved.
- 11.29 In determining whether a quorum is present, individuals attending as proxies will be counted only once.

Chairing General Meeting

- 11.30 The Directors may elect an individual to chair General Meetings.
- 11.31 The members at a General Meeting must elect a member present to chair the meeting (or part of it) if:
- (a) The Directors have not already elected a chair; or
 - (b) A previously elected chair is not available, or does not want to chair the meeting.

Use of Technology for General Meeting

- 11.32 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.

Auditors Right to Be Heard at General Meetings

- 11.33 An auditor of the Corporation (if any) is entitled to be heard at the General Meeting on any part of the business of the meeting that concerns the auditor in the capacity as auditor.

11.34 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.

11.35 The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

12 APPOINTING A PROXY

12.1 Any member is entitled to appoint another member who is listed on the Register of Members as having the same Primary Affiliation or Secondary Affiliation as them as proxy for the purpose of voting at General Meetings by notice given to the Contact Person prior to the commencement of the relevant General Meeting provided that:

- (a) no member can hold more than 3 proxies;
- (b) the notice appointing the proxy is in the form set out in Schedule 6 to these Rules; and
- (c) a copy of the notice is handed to the Contact Person prior to the meeting.

12.2 An appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the regulations, by the member of the Corporation 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 meetings at which the appointment may be used.

12.3 An appointment may be a standing one.

12.4 Subject to these Rules a proxy appointed to attend and vote for a member has:

- (a) the same rights as the member 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,

12.5 A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.

12.6 An appointment is valid even if it contains only some of the information required by **Rule 12.2**.

12.7 An undated appointment is taken to have been dated on the day it is given to the Corporation.

13 VOTING AT GENERAL MEETINGS

13.1 Subject to these Rules:

- (a) questions arising at a General Meeting must be decided by a simple majority of votes by the members;
- (b) unless the meeting decides otherwise, voting is by a show of hands; and
- (c) in the case of equal votes, the Chairperson of the meeting has a second or casting vote.

13.2 The Secretary or such person as the meeting appoints must keep proper minutes of the proceedings of all General Meetings.

Matters on Which a Poll Can Be Demanded

13.3 At a General Meeting, poll may be demanded on any resolution in accordance with **Rule 13.4**. A demand for a poll can however, be withdrawn.

13.4 At a General Meeting:

- (a) a poll may be demanded by:
 - (i) At least 5 members entitled to vote on the resolution;
 - (ii) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - (iii) the Chair.
- (b) a poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared, or
 - (iii) immediately after the voting results on a show of hands.
- (c) A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (d) A poll demanded on matters other than those referred to in **Rule 13.4(c)** must be taken when and in the manner the Chair directs.

Resolutions without a General Meeting

13.5 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. Each member of a joint membership must sign.

- 13.6 For a Resolution to be passed in accordance with **Rule 13.5**:
- (a) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
 - (b) The resolution is passed when the last member signs.
- 13.7 A Resolution passed in accordance with **Rule 13.5** satisfies any requirement in this Act, or these Rules, that the resolution be passed at a general meeting.
- 13.8 A Resolution passed in accordance with **Rule 13.5** does not affect any rule of law relating to the assent of members not given at a General Meeting.
- 13.9 **Rule 13.5** does not apply to a resolution to remove an auditor.

Adjourned Meetings

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

Decisions at General Meetings on Native Title Rights and Interests and Customary Law Interests

- 13.11 Where a General Meeting has been called to enable the Corporation to consult with and obtain the consent of a Community Group in relation to a proposed Native Title Decision or Customary Law Decision or where such a matter is to be dealt with at the AGM, the Corporation must:
- (a) ensure members of the Corporation who are members of the Community Group whose interests are affected are given notice of the meeting in accordance with Rule 15; and
 - (b) use its best endeavours to ensure that the other members of the Community Group whose interests are affected (that is, people who are not members of the Corporation) are given at least 7 days' notice of the time, date and place of the proposed meeting and are invited to attend the meeting.
- 13.12 The giving of consent by the Community Group affected by the proposed 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 relevant Community Group; or
 - (b) where no such decision-making process exists, must be:
 - (i) given in accordance with a decision-making process agreed to or adopted by the relevant Community Group; or
 - (ii) given in accordance with the decision-making process applicable to decisions of the same kind as the relevant decision.

Evidence of Native Title Decision or Customary Law Decision

- 13.13 The Community Group affected by a Native Title Decision or Customary Law Decision are taken to have been consulted on, and to have consented to, the Native Title Decision or Customary Law Decision made by the Corporation where a document is prepared in accordance with the Prescribed Body Corporate Regulations and certifies that:
- (a) the Community Group has been consulted about the proposed Native Title Decision and understands the nature and purpose of the proposed decision and have authorised the Corporation to consent to the proposed decision; and

- (b) the Corporation has consulted a representative body for the area that includes the land or waters to which the proposed Native Title Decision relates and the views of that body have been considered.

13.14 In addition to the requirements of the Prescribed Body Corporate Regulations a document mentioned in **Rule 13.13** authorises the Native Title Decision or Customary Law Decision when it is signed by:

- (a) all Directors representing the affected Community Group; and
- (b) 5 or more people from each affected Community Group; and
- (c) an authorised member from any representative body for the area.

14 COMMUNITY MEETINGS

Purpose and Function of Community Meetings

14.1 The purpose of Community Meetings is to enable the Corporation to perform its functions under these Rules and relevant legislation, including by consulting and obtaining the consent of a Community Group affected by a proposed Native Title Decision or Customary Law Decision without the need for or expense associated with calling a General Meeting of the Corporation.

14.2 A Community Meeting may be called by the Board of Directors for the following purposes:

- (a) for the Corporation to inform a Community Group affected by a proposed Native Title Decision or Customary Law Decision of the purpose and nature of the decision;
- (b) for the Corporation to consult with and obtain the consent of the Community Group affected by a proposed Native Title Decision or Customary Law Decision;
- (c) for the Corporation to consult with and obtain advice on all matters concerning Aboriginal Cultural Heritage relating to the relevant Community Group;
- (d) to appoint Directors; or
- (e) to otherwise pursue the objects of the Corporation.

Entitlement to Attend and Participate

14.3 All Aboriginal people affected by a Native Title Decision or a Customary Law Decision to be made at the Community Meeting are entitled to:

- (a) attend the meeting;
- (b) voice their views in relation to the decision; and
- (c) participate in the decision making process at the meeting

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

14.4 Where the Community Meeting deals with matters other than Native Title Decisions and Customary Law Decisions only members of the Corporation may vote in relation to those matters.

Calling of Community Meetings

- 14.5 A Community Meeting for the purposes of these Rules may be called by resolution of the Board of Directors or by notice signed by 2 Directors.
- 14.6 Where a Community Meeting is called which relates to Native Title Rights and Interests or Customary Law Interests, the Corporation must:
- (a) use its best endeavours to ensure that the Community Group whose interests are affected (including persons who are not members of the Corporation) are given at least 7 days' notice of the time, date and place of the proposed meeting;
 - (b) where the Native Title Rights and Interests or Customary Law Interests of a particular Community Group are affected, use its best endeavours to ensure that the Community Meeting is held in an area, which maximises the attendance of people from the relevant Community Group (including persons who are not members of the Corporation).
- 14.7 Without limiting the areas in which a Community Meeting may be held, some of the locations which may be appropriate for the purposes of **Rule 14.6(a)** are:
- (a) Gununa;
 - (b) Bentinck Island;
 - (c) Doomadgee;
 - (d) Old Doomadgee; or
 - (e) Burketown.

Decisions by Particular Community Group at a Community Meeting

- 14.8 Subject to these Rules, if there is a particular process of decision-making that, under the traditional laws and customs of a Community Group, must be followed in relation to any decision at a Community Meeting (including the giving of consent in relation to a proposed Native Title Decision), the decision by the Community Group at the meeting must be made in accordance with that process.
- 14.9 If there is no process of decision-making that applies to the making of a particular decision by a Community Group, the decision must be made by the Community Group at the Community Meeting in accordance with either:
- (a) a decision-making process agreed to or adopted by the Community Group; or
 - (b) a decision-making process for decisions of the same kind of decision as that being made.

15 **NOTICE FOR GENERAL MEETINGS**

- 15.1 Notice of a General Meeting must be given as follows:
- (a) At least 21 clear days notice must be given for a General Meeting;
 - (b) Subject to **Rule 15.1(c)** the Corporation:
 - (i) may call an AGM on shorter notice, if all the members agree beforehand; or
 - (ii) may call a General Meeting on shorter notice, if at least 95% of the members agree beforehand.

- (c) At least 21 days notice must be given of a General Meeting at which a resolution will be moved to:
 - (i) remove a director;
 - (ii) appoint a Director in place of a Director removed; or
 - (iii) cancel a person's membership; or
 - (iv) remove an auditor.

15.2 Written notice of a General Meeting must be given by the corporation to the following persons:

- (a) each member entitled to vote at the meeting;
- (b) each Director;
- (c) the Corporation secretary (if any); and
- (d) the Contact Person (if any).

15.3 The Corporation may give the notice of meeting to a member:

- (a) personally; or
- (b) by sending it by post to the address for the member in the Register of Members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member; or
- (d) by sending it to the member by other electronic means (if any) nominated by the member; or
- (e) by public notification.

15.4 Where a notice of meeting:

- (a) is sent by post it is taken to be received 3 days after it is posted;
- (b) is sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

15.5 If notice is to be given by way of public notification, a notice advertised in a newspaper circulating in Doomadgee and Gununa is deemed to be a notice duly given on the date on which the advertisement appears.

15.6 Public notification may also be given by placing notices on prominent notice boards in Gununa, Bentinck Island, Burketown and Doomadgee.

Notice to Auditor

15.7 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

15.8 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;
- (d) If a member is entitled to appoint a proxy, contain a statement setting out:
 - (i) That the member has a right to appoint a proxy;
 - (ii) That the proxy needs to be a member of the Corporation; and
 - (iii) That a member entitled to cast multiple votes may appoint multiple proxies and specify the portion of votes exercisable by each proxy.

Failure to Give Notice

15.9 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.

16 DIRECTORS OF THE CORPORATION

Number of Directors

16.1 Subject to these Rules, the Corporation must have at least 8 and no more than 12 Directors.

16.2 The Directors are to be appointed as follows:

- (a) At least 2 and no more than 3 representatives of the Lardil People;
- (b) At least 2 and no more than 3 representatives of the Yangkaal People;
- (c) At least 2 and no more than 3 representatives of the Gangalidda People;
- (d) At least 2 and no more than 3 representatives of the Kaiadilt People.

16.3 A member may only be appointed as a Director representing the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People ('Community Group Representative') if:

- (a) they have a Director ID; and
- (b) the Register of Members records their Primary Affiliation as being to that Community Group.

16.4 A person who is disqualified from managing Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the Act may only be appointed as a Director of the Corporation if the appointment is made:

- (a) With permission granted by the Registrar; and
- (b) With leave granted by the Court.

Majority of Director Requirements

- 16.5 A majority of the Directors must ordinarily reside in Australia.
- 16.6 A majority of Directors must not be employees of the Corporation.
- 16.7 The Chief Executive Officer (if any) may be a Director but
- (a) cannot chair the Director's meetings; and
 - (b) counts as an employee for the purposes of **Rule 16.6**.
- 16.8 All acts performed *bona fide* by the Directors are valid even if it is subsequently revealed that there was some defect in that person's appointment or that he or she was disqualified from being a Director.

Consent to Act as Director

- 16.9 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.
- 16.10 The Corporation must keep the consent referred to in **Rule 16.9**.

Election

- 16.11 Subject to these Rules, the Directors must be elected at every second AGM of the Corporation (unless the Registrar approves an exemption allowing for a longer term). Directors are eligible for re-election.
- 16.12 Prior to the AGM, the Contact Person must:
- (a) invite members of the Corporation having a Primary or Secondary Affiliation to Lardil People, Yangkaal People and Kaiadilt People to nominate members (who must satisfy the eligibility criteria set out in **Rule 16.3**) as a Director for their respective Community Groups; and
 - (b) invite members of the Corporation having a Primary Affiliation to Gangalidda People to nominate members (who must satisfy the eligibility criteria set out in **Rule 16.3**) as a Director for Gangalidda People in accordance with the Gangalidda Director Nomination Process.
- 16.13 All nominations must be:
- (a) in writing;
 - (b) have the name of the nominee clearly printed;
 - (c) have the Community Group to which the nominee has a Primary Affiliation clearly identified; and
 - (d) be signed by both the nominee and the nominator.
- 16.14 The Contact Person can only accept a nomination for a Community Group Representative if:
- (a) the nominee is eligible under these Rules to be elected as a Community Group Representative; and
 - (b) the nomination complies with **Rule 16.13**.

- 16.15 Where no more than 3 valid nominations for a Community Group Representative for a particular Community Group are received, the nominations must be read out at the AGM and the nominees shall be deemed to be appointed as Directors.
- 16.16 Where more than 3 valid nominations for Community Group Representatives for a particular Community Group are received, the Contact Person must prepare a ballot in respect of those nominees and an election by secret ballot must occur at the meeting to determine the maximum 3 Community Group Representatives. Only members who are recorded on the Register of Members as having a Primary Affiliation to the Community Group may vote on the election of the Community Group Representatives.
- 16.17 If no nominations are received for a particular Community Group, then 1 position of Community Group Representative for that Community Group must, until the election of the Community Group Representatives at the following AGM, be kept open as a vacancy which may be filled in accordance with **Rule 18**.
- 16.18 Any member is entitled to appoint another member as proxy in accordance with the provision set out in **Rule 12** for the purpose of voting on the election of Community Group Representatives, provided that where the votes are for the election of Community Group Representatives, a proxy vote is only valid if the member who appointed the proxy has a Primary Affiliation with the relevant Community Group.

Term of Office

- 16.19 Except as otherwise provided in these Rules, the Directors appointed at an AGM hold office for a period of up to 2 years unless the Registrar approves an extension allowing for a longer term.
- 16.20 A member ceases to be a Director if:
- (a) the person dies;
 - (b) the person ceases to be a member of the Corporation;
 - (c) the term of the person's appointment expires;
 - (d) the person resigns as a Director by giving notice of resignation in writing to the Corporation;
 - (e) the person is 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 **Rule 17.1**;
or
 - (g) the person is removed as Director by the other Directors as provided for in **Rule 17.7**.

Appointing alternate directors

- 16.21 With the other Directors' approval, a Director (appointing director) may appoint an alternate director to exercise some or all of the appointing director's powers for a specified period instead of the appointing director.
- 16.22 If the appointing director asks the Corporation to give the alternate director notice of directors' meetings, the Corporation must do so.
- 16.23 The appointing director may terminate the alternate director's appointment at any time.

- 16.24 Any appointment of an alternate director or its termination must be in writing. A copy must be given to the Corporation.
- 16.25 To be appointed as an alternate director, a person must have a Director ID and give the Corporation their consent in writing to become an alternate director.
- 16.26 An alternate director must have the same Primary Affiliation with the relevant Community Group as the appointing director.

17 REMOVAL OF DIRECTORS

Removal of Directors by Members

- 17.1 The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
- (a) the Corporation's Constitution; or
 - (b) an agreement between the Corporation and the Director; or
 - (c) an agreement between any or all members of the Corporation and the Director.
- 17.2 Notice of intention to move the resolution must be given to the Corporation at least 21 days before the General Meeting is to be held. However, if the Corporation calls a General Meeting after the notice of intention is given under this subsection, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice of intention is given.
- 17.3 The Corporation must give the Director a copy of the notice referred to in **Rule 17.2** as soon as practicable after it is received.
- 17.4 A Director the subject of a Notice pursuant to **Rule 17.2** 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.
- 17.5 Any written statement provided in accordance with **Rule 17.4(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, or if it is practical to do so; or
 - (b) if there is not time to comply with paragraph (a) having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- 17.6 The written statement does not have to be circulated to members if it is defamatory.

Removal of Directors by Other Directors

- 17.7 The Board of Directors of the Corporation may only remove a Director from office if the Director fails without reasonable excuse to attend 3 or more consecutive Directors' Meetings. The Board of Directors may remove the Director by resolution.

17.8 **Rule 17.7** operates despite anything in:

- (a) the Corporation's Constitution; or
- (b) an agreement between the Corporation and the Director; or
- (c) an agreement between any or all members of the Corporation and the Director.

17.9 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; and
- (c) stating that the objection must be:
 - (i) in writing; and
 - (ii) given to the Corporation within the period of 14 days from the day the notice is given.

17.10 If the Director does not object to their removal in accordance with **Rule 17.9(c)** the Board of Directors must remove the Director from the office. A copy of the Resolution removing the Director must be given to the Director as soon as practicable after the applicable resolution has been passed

17.11 If Director does object in accordance with **Rule 17.9(c)** the Board of Directors cannot remove the Director from office, but the Corporation may remove the Director from office in accordance with **Rules 17.1 - 17.6**.

18 REPLACEMENT OF DIRECTORS

18.1 A Replacement Director may be appointed where:

- (a) There is a casual vacancy in accordance with **Rule 16.17**; or
- (b) Where the person ceases to be a Director under **Rule 16.20**.

18.2 A Replacement Director may be appointed at a General Meeting where the notice of the General Meeting identifies the appointment of a Replacement Director as one of the purposes for the meeting. Despite any other Rule, election of a Community Representative as a Director shall be in accordance with **Rule 18.4**.

18.3 A Replacement Director may be appointed at a Community Meeting where the notice of the Community identifies the election of a Replacement Director as one of the purposes for the meeting. Despite any other Rule, appointment of a Community Representative as a Director shall be in accordance with **Rule 18.4**.

18.4 A Replacement Director shall be appointed as follows:

- (a) Nominations of eligible members shall be called from the floor of the meeting for nominees for the position, which nominees must be present and give their consent to the nomination. Only members with a Primary Affiliation to the relevant Community Group are eligible to be nominated to fill the vacancy.
- (b) If only one valid nomination is received, that person shall be deemed appointed to fill the vacancy. However, if more than one valid nomination is received, the election of a nominee shall be determined by secret ballot.
- (c) Only members who are recorded in the Register of Members as having a Primary Affiliation or Secondary Affiliation to the Community Group to which the casual vacancy relates may vote under this Rule.

- 18.5 Where a vacancy on the Board of Directors is filled at a Community Meeting in accordance with **Rule 18.3**, the Corporation will accept the decision of the Community Meeting.
- 18.6 If a person is appointed to replace a Director under this **Rule 18**, the term of the Replacement Director is to be determined as if the Replacement Director had become a Director on the day when the replace Director was last appointed a Director.

19 DUTIES OF DIRECTORS AND OTHER OFFICERS

General Duties

- 19.1 A Director or other officer of the Corporation has a duty to act in that position with honesty, diligence and reasonable care.
- 19.2 A Director or other officer of the Corporation:
- (a) must not improperly use his or her position to gain an advantage for himself or herself or someone else or cause detriment to the Corporation.
 - (b) who obtains information because he or she is, or has been, a Director or other officer or employee of the Corporation must not improperly use the information to gain an advantage for himself or herself or someone else or to cause detriment to the Corporation.
 - (c) must exercise his or her powers and discharge his or her duties in good faith in the best interests of the corporation and for a proper purpose.
- 19.3 A Director or other officer of the Corporation who makes a Business Judgment is taken to meet the requirements of **Rule 19.1**, and the Director's or Officer's equivalent duties at common law and in equity, in respect of the Business Judgment if he or she:
- (a) makes the Business Judgment in good faith for a proper purpose; and
 - (b) does not have a material personal interest in the subject matter of the Business Judgment; and
 - (c) informs himself or herself about the subject matter of the Business Judgment to the extent he or she reasonably believes to be appropriate; and
 - (d) rationally believes that the Business Judgment is in the best interests of the Corporation.
- 19.4 The Director's or officer's belief that the Business Judgment is in the best interests of the Corporation is a rational one unless the belief is one that no reasonable person in the Director's or officer's position would hold.

Duties of Disclosure

- 19.5 A Director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless **Rule 19.6** provides otherwise.
- (a) A Director does not need to give notice of an interest under **Rule 19.5** if 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
 - (iv) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the corporation; or
 - (v) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in subrule (iv); or
 - (vi) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Corporation (but only if the contract does not make the Corporation or a related body corporate the insurer); or
 - (vii) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a Director of the related body corporate; 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 19.5**;
 - (ii) if a person who was not a Director of the Corporation at the time when the notice under **Rule 19.5** was given is appointed as a Director of the Corporation the notice is given to that person;
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (c) the Director has given a standing notice of the nature and extent of the interest under s.268-10 of the Act and the notice is still effective in relation to the interest.

19.6 The notice required by **Rule 19.5** 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.

19.7 The details of the Notice required by **Rule 19.5** must be recorded in the Minutes of the meeting at which it was given.

19.8 A contravention of **Rule 19.5 - 19.8** by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Remuneration of Directors

19.9 The Directors are not to be paid remuneration unless the Corporation passes a resolution at a general meeting expressly authorising the payment of remuneration to Directors.

19.10 **Rule 19.11** 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 19.5 - 19.8** have been complied with.

19.11 The Corporation may pay the Director's travelling and other expenses that the Director's incur:

- (a) in attending Director's meetings or any meetings of committees of Directors;
- (b) in attending any general meetings of the corporation;
- (c) in connection with the Corporation's business.

20 LIABILITY OF DIRECTORS AS TRUSTEE

20.1 A person who is a Director of the Corporation when it incurs a liability while acting, or purporting to act, as trustee, is liable to discharge the whole or a part of the liability if the Corporation:

- (a) has not discharged, and cannot discharge, the liability or that part of it; and
- (b) is not entitled to be fully indemnified against the liability out of trust assets solely because of one or more of the following:
 - (i) a breach of trust by the Corporation;
 - (ii) the Corporation's acting outside the scope of its powers as trustee; or
 - (iii) a term of the trust denying, or limiting, the Corporation's right to be indemnified against the liability.

20.2 The person is liable both individually and jointly with the Corporation and anyone else who is liable.

20.3 The person will not be liable under this Rule merely because there are insufficient trust assets out of which the Corporation can be indemnified.

20.4 The person is not liable under **Rule 20.1** if the person would be entitled to have been fully indemnified by 1 of the other Directors against the liability had all the Directors of the Corporation been trustees when the liability was incurred.

20.5 The person is not liable under **Rule 20.1** merely because of doing (or refraining from doing) a particular act if the director does (or refrains from doing) the act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a Native Title Legislation Obligation.

21 FUNCTIONS AND POWERS OF DIRECTORS

Functions and Powers

- 21.1 The business of the Corporation is to be managed by or under the direction of the Board of Directors.
- 21.2 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.
- 21.3 In exercising its powers and functions, the Board of Directors may consult any person or body whom or which the Board of Directors consider to have expertise in the matter under consideration.
- 21.4 The Board of Directors must not make a Native Title Decision or a Customary Law Decision unless they have consulted with and obtained the consent of the Community Group whose Native Title Rights and Interests and Customary Law Interests are affected by the proposed decision. The views and consent of the Community Group must be obtained by the Corporation at either a Community Meeting or a General Meeting in accordance with the processes set out in these Rules.
- 21.5 Where the Corporation intends to consult a Community Group affected by a proposed Native Title Decision, the Corporation must first ensure that those people understand the purpose and nature of the proposed decision by:
- (a) consulting with and considering the views of a representative body for the area that includes the land or waters to which the proposed decision relates; and
 - (b) if the Corporation considers it to be appropriate and practicable, giving those people notice of the views of the representative body for the area.

Delegation

- 21.6 The Board of Directors of the Corporation may by resolution delegate any of their powers to:
- (a) a committee of Directors; or
 - (b) a Director; or
 - (c) an employee of the Corporation; or
 - (d) any other person.
- 21.7 The delegate must exercise the powers delegated in accordance with any directions of the Directors.
- 21.8 The exercise of the power by the delegate is as effective as if the Board of Directors had exercised it.

Member Approval Needed for Related Party Benefit

21.9 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.

21.10 If:

- (a) the giving of the benefit is required by a contract;
- (b) the making of the contract was approved in accordance with **Rule 21.9(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.

22 MEETING OF DIRECTORS

Frequency of Meetings

- 22.1 The Directors should meet to attend to its business as often as it considers necessary, but must meet at least twice a year.

Calling and Giving Notice of Meetings

- 22.2 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. The Notice of the Director's 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.

- 22.3 A resolution passed at a Director's Meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Director's meeting under **Rule 22.2** or in giving notice of any changes to the item, date or place of the Director's Meeting.

Quorum at Director's Meetings

- 22.4 The quorum for a Director's Meeting is a majority of the Director's, and the quorum must be present at all time during the meeting.

- 22.5 The Director's may elect a Director to Chair their meetings.

Use of Technology

- 22.6 A Director's 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.

Resolutions at Director's Meetings

- 22.7 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.

- 22.8 The chair has a casting vote if necessary in addition to any vote they have as a Director.

- 22.9 The Board of Directors may pass a resolution without a Director's 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.
- 22.10 Separate copies of a document under **Rule 22.9** may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 22.11 A resolution under **Rule 22.9** is passed when the last Director signs.

23 SECRETARY AND CONTACT PERSON

Who May Be a Secretary or Contact Person

- 23.1 Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- 23.2 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 27935 of the Act.

Consent to Act as Secretary or Contact Person

- 23.3 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
- 23.4 The Corporation must keep each consent received under **Rule 23.4**.

How a Secretary or Contact Person is Appointed

- 23.5 The Board of Directors may appoint a Secretary or Contact Person.
- 23.6 A Secretary holds office on the terms and conditions (including remuneration) that the Board of Directors determines.
- 23.7 A Contact Person's appointment is subject to the terms and conditions (including remuneration) that the Board of Directors determine.

Duties of Secretary and Contact Person

- 23.8 While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Contact Person, a person:
- (a) appointed with his or her consent as the Contact Person, or
 - (b) determined to be the Contact Person,
- must pass on to at least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.
- 23.9 While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Secretary, a person appointed with his or her consent to be the secretary must pass on to at least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.
- 23.10 An act done by the Secretary is effective even if their appointment is invalid because the corporation or Secretary did not comply with the Corporation's Constitution or the Act.

24 MINUTES OF MEETINGS

- 24.1 The Corporation must keep minute books in which it records within 1 month:
- (a) proceedings and resolutions of General Meetings; and
 - (b) proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors); and
 - (c) resolutions passed by members without a meeting; and
 - (d) resolutions passed by Directors without a meeting; and
- 24.2 The Minutes of the meeting shall be kept in writing.
- 24.3 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.
- 24.4 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.
- 24.5 The Corporation shall keep the minute books at its Document Access Address.
- 24.6 The Minute Book will be available for inspection by members, free of charge, at its Document Access Address within 7 days of a member's written request for inspection.

25 EXECUTION OF DOCUMENTS AND THE COMMON SEAL OF THE CORPORATION

- 25.1 The Corporation must have a common seal which must be kept in the custody of the Secretary.
- 25.2 The Common Seal must:
- (a) set out on it the Corporation's name and ICN; and
 - (b) be kept by a person nominated by the Board of Directors.
- 25.3 The Corporation must have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.
- 25.4 The common seal must not be used or placed on any document unless authorised by Resolution of the Board of Directors.

Execution of Documents

- 25.5 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.
- 25.6 The Corporation may execute a document without using a common seal, in accordance with section 99-5 of the Act, if the document is signed by:
- (a) 2 Directors of the Corporation; or
 - (b) 1 Director and a Secretary (if any) of the Corporation.

- 25.7 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 of the Corporation; or
 - (b) a Director and a Corporation Secretary of the Corporation.
- 25.8 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 25.6** or **25.7**.

26 FINANCE AND RECORD KEEPING

Application of Funds and Property

- 26.1 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.
- 26.2 Nothing in **Rule 26.1** 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.

Constitution and Records

- 26.3 The Corporation must keep:
- (a) an up-to-date copy of this Constitution; 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); and
 - (ii) the Corporation's registered office (if any); and
 - (iii) the Corporation's Document Access Address (if any).

Financial Records

- 26.4 The Corporation must keep, at its Document Access Address, 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.
- 26.5 The obligation to keep financial records of transactions extends to transactions undertaken as trustee (if any).
- 26.6 The period for which records will be retained for the purposes of **Rule 26.3** is 7 years after the transactions covered by the records are completed.
- 26.7 If the records are kept in electronic form, the records shall be kept so that they are convertible into hard copy.
- 26.8 If the records are kept in electronic form a hard copy shall be made available to a person who is entitled to inspect the documents in a reasonable time.

- 26.9 A Director of the Corporation has a right of access to the records of the Corporation.
- 26.10 Nothing under these Rules affects the entitlement of a person to access the records of the Corporations in accordance with the Act. Where the Act requires that records be made available the Corporation will make them available in accordance with the Act.

Members Request for Copy of Minutes

- 26.11 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.
- 26.12 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.
- 26.13 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.
- 26.14 The amount of any payment the Corporation requires shall not exceed 50 cents per page.

Inspection of Books By Members

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

Access to Governance Material

- 26.16 If a member asks for a copy of the Corporations Rule Book, the Corporation shall provide it to the person free of charge and within 7 days.

Auditor

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

Annual Reporting

- 26.18 The Corporation shall comply with the annual reporting requirements set out in the Act.

27 DISPUTE RESOLUTION

- 27.1 If a dispute, other than a Membership Dispute, arises between the Corporation and any of its members and/or directors that cannot be amicably settled by the Board of Directors, the matter must be referred to a General Meeting of the Corporation for decision.

- 27.2 If a dispute, other than a Membership Dispute, cannot be resolved by the Corporation, the Registrar may be asked to assist in resolving the dispute, or some other independent person or body may be asked to mediate or arbitrate by any of the parties to the dispute.
- 27.3 Parties to a dispute should comply with the processes in this **Rule 27** before commencing legal proceedings, except where those parties seek urgent injunctive or other urgent relief.
- 27.4 The above **Rules 27.1 to 27.3** apply to disputes between the Corporation and a Lardil Person, Yangkaal Person, Gangalidda Person or Kaiadilt Person (or a person who claims to be one of those persons), even if that person is not a member, if the dispute concerns:
- (a) whether the person is a Lardil Person, Yangkaal Person, Gangalidda Person or Kaiadilt Person, and their eligibility for membership of the Corporation; or
 - (b) the Corporation's performance of its Native Title Legislation Obligations, including the making of Native Title Decisions or Customary Law Decisions.
- 27.5 Despite the existence of a dispute (under this **Rule 27** or a Membership Dispute) the Corporation must continue to operate and any person with powers and functions under this Rule Book must, to the extent possible, continue to perform those powers and functions.

28 BANKING

- 28.1 Official receipts must be issued for all monies received by the Corporation.
- 28.2 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.
- 28.3 All cheques and withdrawal forms must be signed jointly by at least 3 Directors or by at least 2 Directors and 1 other person to whom the Board of Directors have delegated this responsibility. The Directors must inform the Corporation's bank in writing when there is any change to the names of those people who are authorised to sign cheques and withdrawal forms.

29 ACCOUNTS

- 29.1 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.
- 29.2 The Directors must do all things necessary to ensure that adequate controls are in place regarding the incurring of liabilities by the Corporation.
- 29.3 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.

30 AMENDMENT TO THE CONSTITUTION

- 30.1 For the Corporation to change its constitution, the Corporation must pass a special resolution effecting the change by 75% or more of the votes cast by members entitled to vote and present at the AGM or a General Meeting specifically called for that purpose.
- 30.2 The proposed alterations must be specified in the notice of the meeting.
- 30.3 Only those members who are recorded as having a Primary Affiliation to the Lardil People, Yangkaal People, Gangalidda People or Kaiadilt People are entitled to vote for an alteration to the Rules of the Association.

- 30.4 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; and
 - (c) a directors' statement signed by 2 Directors to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution, and
 - (d) a copy of the constitutional change.
- 30.5 If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge the documents referred to in **Rule 30.4** and proof that the extra requirement has been met, within 28 days after it has been met.
- 30.6 If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Constitution as it would be if the Registrar registered the change, it must do so.
- 30.7 A constitutional change under this **Rule 30** takes effect on the day the change is registered.

31 WINDING UP

- 31.1 Any winding up of the Corporation must be in accordance with the Act.
- 31.2 The Corporation may be wound up voluntarily by a Special Resolution passed by the members of the Corporation present and voting at a General Meeting specially convened for the purpose.
- 31.3 The Contact Person must, within 3 weeks after the passing of a resolution for voluntary winding up, lodge with the Registrar a notice in the prescribed form of the passing of the resolution and a copy of the resolution.
- 31.4 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 corporation in the Gulf of Carpentaria which:
- (a) has objects which are similar to the objects of the Corporation as set out in **Rule 6**;
 - (b) has a constitution which requires its income and property to be applied in promoting its objects;
 - (c) has a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent substantially the same as that imposed on the Corporation by **Rules 26.1 - 26.2**; 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 Corporation, institution or corporation the surplus is to be transferred, preference is given to those which have been established for the benefit of the Lardil People, Yangkaal People, Gangalidda People and Kaiadilt People.

32 TRANSITION

- 32.1 The following transitional Rules have effect notwithstanding any other Rule in this Constitution.
- 32.2 The “transition period’ operates from the date on which The Registrar issues a Certificate of Incorporation to the Corporation until the appointment of the Board of Directors at the first AGM.
- 32.3 During the transition period the Board of Directors will be comprised of the people named in the Application for incorporation (‘The Interim Board of Directors’). Throughout the transition period, the Interim Board of Directors continues to hold office and is authorised to exercise the powers of the Board of Directors accorded to it in accordance with these Rules.
- 32.4 During the transition period the Contact Officer will be the persons (if any) named in the Application for Incorporation (‘The Interim Contact Person’). Throughout the transition period, the Interim Contact Person continues to hold office and is authorised to exercise the powers of the Contact Person in accordance with these Rules.

SCHEDULE 1 – DEFINITION OF GANGALIDDA PEOPLE

1. The descendants of the following people:-

Descent Group 1 (Mungulbaya country): Greg, Sophie, Ernest and Walter Thompson, Maludayi, Alice Gilbert, Betty O’Loughlin, Laura (Mibulgudu), Lina (Malaladyawidya), Victor Walden, Paddy Walden, Dick Brookdale, Limmerick, Lina Diamond, Nero, Maudi Kumsing, Sadie Ah Quey, Bessy.

Descent Group 2 (Bugajinda/Moonlight Creek country): Jimmy, Jimmy Dawudawu (King), Grant, George Nark Mirrabaliyajari, Dick Brookdale, Nero Stuart, Nimrod, Rosie Jurrkawungi, Jack Diamond, Stanley Doomadgee, Myra Effly, Arthur Shearyan, Dulcie Walden, Limmerick.

Descent Group 3 (Ngawayinda/Point Parker country/ Mildji/Allen Island country): Bob Scoles Gunyarbadijarri, Lirragajarri, Bob Weber Milgalajarri, Maggie (or Minnie), Bessie, Sandy Scoles, Sandy Scoles (2), Ida Booth, Malcolm Burke, Amy Brown, Alice Jadagangu Yaladarri.

Descent Group 4 (Gaabula/Bayley Point country/ Marranggabayi (Pains Island), Jurrmanggi (Bayley Island): Old Nim, Stumpy Paddy Mickey Charles, Barny Guldangara, Limilimilda, Johnny Balawayinda, Ben Oakley, Jack Oakley, Jerry Walden, Angus Jerry.

Descent Group 5: (Dumaji/Old Doomadgee country): Johnny Balawayinda, Daisy Lirragawanjinda, Alfie Johnny, Valerie Douglas, Winsome Walden, Katrina Walden.

Descent Group 6: (Dalwajinda/Bundella Waterhole country): Sandy, Phil Ned, David Brookdale, Hazel Brookdale, Willie Ned.

Descent Group 7 : (Gunamulla/Giwagarra): Gunalumbu, Ngarilgudu, Malurgudu, Myrna Malalairunanda, Rosie Warrguwirragajari, Topsey Hoosen, Bessie Booth, Willie Doomadgee, Lizzy Daylight, Simon Brown, Alice Gilbert, Lina Malaladyawidya, Gilmajarri, Maudi Kumsing, Sadie Ah Quey, Bessy, Nicol Brown, Jimmy Moonlight, Harry Duduwimadari, Emily Ned, Gunalumbu, Mabel Gilmajarri, Paddy Walden, Alice Walden, Henry Walden, Mamy Walden, Herbert Walden, Teddy Walden, Lyla Jupiter, Malurgudu, Dalma Ginyinbamidyari, Clara Foster, Old Major Walden, Mary Wanduyalga, Nellie NeroMora Nuguyinda, Richard Brookdale, Ngarilgudu, King Jimmy Escott Bardalga.

Descent Group 8: (Wambilbaya country): Didmanja, Frank Walden, Les Daylight, Sandy, Sandy Douglas, Timothy Douglas, Alice Walden, Henry Walden, Mamy Walden, Herbert Walden, Teddy Walden, Lyla Jupiter

Descent Group 9: (Madara, Dumbara Islands, Eight Mile Creek (Burruluwarra), “Horse Island” (Ngurrurri) country): Garuwala, Charly (Gundirri/Ngarrguyumbu/Gulawi), Mary Echo, Minnie Ngurbananda, Ned Bamalurri, Barny Barrgudugudu, Barny Wabugawaladarri, Joe Evans, Hyller Evans, Paddy Marmies, Long Kitty, Bessie Daylight, Lily Kurubaba, Emily Ned, Wadulabinna, Junie Gilbert, Tommy Ned, Nellie Nero, Mary Wanduyalga, Nora Nuguyinda, Ned Bamalurri, Eva Ned, Alan Ned, Andy Ned, Neville Ned, Jennifer Ned

and who identify as being a Gangalidda person and who are recognised as being a Gangalidda person by other Gangalidda people;

2. Those people adopted by Gangalidda people and their children who identify as being a Gangalidda person and who are recognised as being a Gangalidda Person by other Gangalidda people.

SCHEDULE 2 – DEFINITION OF LARDIL PEOPLE

1. The descendants of the following people:-

Descent Group 1 (Burns): Kuida Burns, Robert Burns, Harry Burns.

Descent Group 2 (Peters [No:1]): Jekirija, Henry Peters, Gully Peters, Jessy (Jayalkadalkin), William Peter (Wunhan).

Descent Group 3 (Goodman): Goodman (Kandurelka), Don Goodman, Bambra Goodman, Gladys Goodman.

Descent Group 4 (Dugong): Jimmy Jekarija, Kawuraru, Jimmy Dugong, Topsy Dugong.

Descent Group 5 (Sandy): Manduwarr, Thadjadkrunjali, Sandy, Bidmawajar, Maurice Sandy

Descent Group 6 (James): Wangkadeldida, Jimmy James, Ian James, Sally Dugong, Gwen Jingles, Linda Waldon, Marjorie Wilson, Lily Bush

Descent Group 7 (Marmies): Munida, Charlie Normanton, Paddy Marmies, Clara Reid, Connie Marmies, Winnie Marmies, Cecily Marmies, Andrew Marmies, Wilson Marmies, Leslie Marmies, Wilfrid Marmies, Alan Marmies

Descent Group 8 (Bush [No:1]): Mangawar, Kurrburru, Sam Bush, Thunguldedin, Jepala, Clifford Bush, Carol Peters, Maureen Bush, Major Bush, Barry Bush, Sally Bush

Descent Group 9 (Jock): Nyirmeru, Lakulaja, Jock, Wandird, Alma Williams

Descent Group 10 (Banbaji): Dibirdi, Banbaji, Poggun, Minny, Watt, Kelly Bunbudgee, Charly Bunbudgee, Ivy Charles, Lakulaja

Descent Group 11 (Barney): Barney Bush, Pansy Bush, Mandu Gavenor, Victor Barney

Descent Group 12 (Gemin): Dariin (aka Deriin), Gemin, Gertrude Scholes, Doreen Scholes, Sandra Scholes, Cedric Scholes

Descent Group 13 (Bush [No:2]): Barraburr (aka Thawirdiwir), Barambarra, Yerikuran, Lois Watt, Dana Bush, Myrtle Donaldson, Norah Toby

Descent Group 14 (Adam): Lungkurri, Charly Adam (Manankurrkunan), Jane Dukurr, Murruwu, Pat Adam, Dora Jacob, Digger Adam, Noel Adam, Bruce Adam, Betty Ned

Descent Group 15 (Terry): Terry (No.1) (aka Berdangalin), Terry (No.2) (aka Berdangalin), Gindimu., Billy (aka Wamba), Shilling, Yilmangalin, Billy (Kumbaru kambaru), Wandamalaja, Kidikil (aka Bad Peter), Archie aka Thungalgunmaja, Toby, Ethel (aka Ngandabendija), Emma (aka Bambalad), Bessie Ngukuwardd, Eileen (aka Mubirr), Venie, Scotty Wilson, Pompey Wilson, Percy Toby, Ruska Toby.

Descent Group 16 (Jarrarr): Jarrarr, Fred Jarrarr, Moon, Alick Hills, Dell Williams, Cyril Moon, Teddy Moon, Rosemary Evans, Horace Hills

Descent Group 17 (Roughsey): Dikaleyangalin, Kunur, John (Dilmirrur), Kiwalbija, Kenny Roughsey, Lindsay Roughsey, Dick Roughsey, Duncan Roughsey, Timmy Roughsey

Descent Group 18 (Big Barney): Buradaldanda, Big Barney, Bruce Chong, Mona Robert, Lizzie (aka Bunjrebija), Maggie (aka Muthal)

Descent Group 19 (Peter [No:2]): Yerrakerra, Big Peter, Aelan Thompson, Thungalthakarija (aka Peter Mornington)

Descent Group 20 (Jacob): Kulthawangalku (aka Jacob), Winnie (aka Birlka), Joyce (aka Wandird), Jacko Jacob, Tom Jacob, Kirk Jacob, Rachael Sandy, Jackson Jacobs, Kenneth Jacobs, Emily Jacobs

and who identify as being a Lardil person and who are recognised as being a Lardil person by other Lardil people;

2. Those people adopted by Lardil people and their children who identify as being a Lardil person and who are recognised as being a Lardil person by other Lardil people.

SCHEDULE 3 – DEFINITION OF YANGKAAL PEOPLE

1. The descendants of the following people:-

Descent Group 1 (Kubula): Punch (aka Wakaja), Kubalathaldin, Mary (aka Kubalawangkun, Bidibir, Big Mary (aka Dongar Iba), Flora Nero, Elizabeth Jack, Hugh Ben, Gypsy George, Ellie Foster

Descent Group 2 (George): Malathurrawangka, George, Jimmy Dugong, Jean, Robyrta Felton

Descent Group 3 (Namie): Willia, Margot (aka Ngarrajin), Namie, Ben Namie, Jack Oakleigh, Charles Lelmera, Doris Peters, Edward Namie, Heather Toby

Descent Group 4 (Charles): Jakanin, Charly Charles, Thukungali, Pujimiruw. Limalimas (aka Limilimi), Mick Charles, Ronald Barney, Ross Charles, Noreen Charles, Barney Charles (aka Kanjil), Muriel Charles, Thelma Burke, Jimmy Walden, Jimmy Gavenor, Rosie Robertson, Larry Gavenor, Alfie Johnny, Polly Thompson

Descent Group 5 (Burke): Jimmy Burketown, Alfred Burke Douglas Burke

and who identify as being a Yangkaal person and who are recognised as being a Yangkaal person by other Yangkaal people;

2. Those people adopted by Yangkaal people and their children who identify as being a Yangkaal person and who are recognised as being a Yangkaal person by other Yangkaal people.

SCHEDULE 4 – DEFINITION OF KAIADILT PEOPLE

1. The descendants of the following people:-

Descent Group 1 (Gabori/Naranatjil): Dungkurruringathi, Kakungathiwalbu, Makarrkingathi, Mardangkingathi, Kungarrangathi, Bandarrangathi, Kungarrangthi, Terry [shark] Dunkurruringathi, Alec Naranatjil, Anna Biraarrkingathi, Dugal Goongarra, Pat Gabori, and Tharrukingathi.

Descent Group 2 (Kelly/Loogatha): Minakuringathi, Thunduyingathi Bõarrb, Nguluthalkurnunayarr-Bungathi, Birarrkingathi Kulkiji, Venus, Kelly Thunduyingathi, Roonga Thunduyingathi, King Alfred, Thelma Thundouyingathi, Percy Loogatha, Sally Gabori, Roger Kelly, Netta Loogatha, Dolly Loogatha, Amy Loogatha, Ethel Thomas, Peter Loogatha, Olive Loogatha, Joy Loogatha, Judith Loogatha, Maryanne Loogatha.

Descent Group 3 (Paul/Dundaman): Maudie Pat, Alison Dundaman, Smiler Dundaman, Billy Dundaman, Thunduyingathi, Dunkurruringathi, Roonga Bentinck, Birrmuyingathi, Dunkurruringathi, Thunduyingathi Bukaji, Wirrngajingathi, Paul Wangalkungathi, Arthur Paul, Shorty Kungarrangathi, Sylvia Shorty.

Descent Group 4 (Wardardangathi): Wardardangathi, Winjarrkawarungathi, Jiliwangathi, Dujudjunabangathi, Phoebe Rayarrwatharrbayingathi, Mona Dunkaurringathi.

Descent Group 5 (Murumurdungathi): Murumurdungathi, Myanngathi, Roonga Thundauningathi, Polly Kungarrangathi, Kakungathi Buranthand, Dalmankingathi Karwarrk.

Descent Group 6 (Barnbarnngathi/Moodoonuthi): Nyinyilkingathi, Dangalbardangungathi, Barnbarnngathi, Eve Barthayingathi, Murdumurdungathi, Willy Dujurdujungathi, Darwin Moodoongathi, Roland Moodoongathi.

Descent Group 7 (Rainbow): Birathi Thuwathu, Makurrkingsingathi Thuwatnu, Walkirringathi Thuwatnu, Dulcie Koondombin, Jenny Yarak, Bobbie Kummari, Judy Walpo, Barney Rainbow, Derek Walpo, Brenda Walpo, Gregory Meryll Walpo.

Descent Group 8 (Kulkiji): Minakuringathi Kulkiji, Birarrkingathi Kulkiji, Minakuringathi Kulkiji, Shark Koolkitcha, Molly Rainbow (aka Molly Wolua Woola or Dola), Carmel Minakuringathi Kulkiji, Alma Moon, Russell Rainbow, Gracie Loogatha.

Descent Group 9 (Bijarra/Walpu/Yarak): Dalwayingathi, Karrikarriwangathi, Molly Bentinck, Jenny Yarak, Thungalakarrangathi Bangaa, Birrarrkingathi, Valmae Yarak, Rita Yarak, Anna Durretnuthi.

Descent Group 10 (Ngilthalingathi): Ngilthalingathi, Bilinabangathi, Tharuurkingathi, Limpy Lily, Pansy Biyalurungathi Yuumuthangathi Yaluntha, Jack Yarak, Rita Yarak, Valma Yarak

and who identify as being a Kaiadilt person and who are recognised as being a Kaiadilt person by other Kaiadilt people;

2. Those people adopted by Kaiadilt people and their children who identify as being a Kaiadilt person and who are recognised as being a Kaiadilt person by other Kaiadilt people.

SCHEDULE 6 - FORM OF APPOINTMENT OF PROXY FOR GULF REGION ABORIGINAL CORPORATION RNTBC

I, _____
(Full name)

of _____
(Address)

being a member Gulf Region Aboriginal Corporation RNTBC with a primary affiliation to the [place a tick or cross next to one only]:

- _____ Lardil People;
- _____ Yangkaal People;
- _____ Gangalidda People;
- _____ Kaiadilt People.

and a secondary affiliation to the [place a tick or cross next to any of the following]

- _____ Lardil People;
- _____ Yangkaal People;
- _____ Gangalidda People;
- _____ Kaiadilt People.

hereby appoint

(Full name of proxy)

of _____
(Address)

being a member of the Gulf Region Aboriginal Corporation RNTBC, as my proxy to vote for me on my behalf at the general meeting of the Gulf Region Aboriginal Corporation RNTBC (annual general meeting or other general meeting, as the case may be)

to be held on the _____ day of _____ 20 _____,

and at any adjournment of that meeting.

Signature of member appointing proxy

Date _____

NOTE: A proxy vote may not be given to a person who is not a member of the Gulf Region Aboriginal Corporation RNTBC.

SCHEDULE 7 - GANGALIDDA DIRECTOR NOMINATION PROCESS

For the purposes of **Rule 16.12(b)** of these Rules, the following process is to be followed for nomination of Directors for Gangalidda People:

1. Prior to, at the commencement, or during the course of a General Meeting at which Directors are to be elected, members of the Corporation having a Primary Affiliation to Gangalidda People may present a nomination made by or on behalf of Gangalidda and Garawa Native Title Aboriginal Corporation RNTBC (ICN 7365), nominating up to three members of the Corporation who have a Primary Affiliation to Gangalidda People to serve as Directors of the Corporation (“Gangalidda Nomination”);
2. The Gangalidda Nomination must:
 - a. be in writing;
 - b. nominate up to three members of the Corporation having a Primary Affiliation to Gangalidda People who are eligible to serve as Directors;
 - c. contain a statement that the nomination is in accordance with a resolution of members made at a general meeting of Gangalidda and Garawa Native Title Aboriginal Corporation RNTBC;
 - d. be signed by a director or contact person / secretary of Gangalidda and Garawa Native Title Aboriginal Corporation RNTBC who is also a member of the Corporation and who has a Primary Affiliation to Gangalidda People;
 - e. be signed by or attach a consent to become a Director signed by, each of the nominees.
3. If the Gangalidda Nomination received is for only one or two eligible members, or no Gangalidda Nomination is received, then members of the Corporation having a Primary Affiliation to Gangalidda People present at the General Meeting at which Directors are to be elected, may nominate members (who must satisfy the eligibility criteria set out in **Rule 16.3** of these Rules) as a Director for Gangalidda People.