

The Rule Book of

Kullilli Bulloo River
Aboriginal Corporation
RNTBC

ICN 7224

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1 Name

The name of the corporation is Kullilli Bulloo River Aboriginal Corporation RNTBC.

2 Interpretation

In these Rules:

- (a) words in the singular include the plural and vice versa.
- (b) the words 'including', 'include' and 'includes' are to be read without limitation.
- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being.
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of these Rules.
- (e) a word or expression defined in the Act and used, but not defined, in these Rules has the same meaning given to it in the Act when used in these Rules.
- (f) any inconsistency with the Act is to be resolved in favour of the Act.

Dictionary

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

"Aboriginal and Torres Strait Islander person" means the following:

- a) An Aboriginal person;
- b) A Torres Strait Islander;
- c) An Aboriginal and Torres Strait Islander person;
- d) A Torres Strait Islander and Aboriginal person;
- e) An Aboriginal and Torres Strait Islander corporation;
- f) A body corporate prescribed by name in the regulations made under the Act.
- g) A body corporate in which a controlling interest is held by any, or all, of the following persons:
 - a. Aboriginal persons;
 - b. Torres Strait Islanders;
 - c. Aboriginal and Torres Strait Islander persons;
 - d. Torres Strait Islander and Aboriginal persons.

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

Administrative Decision means those matters that do not involve Native Title decisions or Other Land Based Decisions.

Alternate Director means a person appointed according to Rule 8.7.

Annual General Meeting or **AGM** means a general meeting held in accordance with Rule 7.1.

Applicant means a person who is eligible to become a member of the corporation and has applied to become a member according to Rule 5.2.

Application for Membership Form means the form included in Schedule 2 - Application for membership form.

Board of Directors means the people elected or appointed according to Rule 8 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 14.2.1) and copies of any written resolutions passed without a directors' meeting (under Rule 11.6.2) are kept.

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

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

Circulating Resolution means a resolution of the board of directors passed according to Rule 11.6.2.

Common Seal means the common seal of the corporation referred to in Rule 14.

Constitution means the set of special Rules that govern the activities of a particular corporation or its members. The constitution includes corporation Rules, recommended Rules that have been either adopted or changed, replaceable Rules that have been changed, Rules that the corporation has added, and set laws that have been changed.

Contact Person means a person elected or appointed according to Rule 13

Corporation means the corporation referred to in Rule 1.

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

Director means a person who holds office as a member of the board of directors of the corporation according to Rule 8.

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

Dispute has the meaning given in Rule 18.

Dispute Resolution Process means the process set out in Rule 18.

General Meeting refers to both special general meetings and annual general meetings of the members of the corporation called and held according to Rule 7.

General Meeting Minute Book means the books and records in which the minutes of all general meetings (made under Rule 15.2.1) and copies of any written resolutions passed without a general meeting (under Rule 7.12) are kept.

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

Kullilli Guidance Committee means the committee formed according to Rule 18.

Kullilli Land means any land and waters for which the Corporation has been determined to be, or becomes determined as, the Prescribed Body Corporate under section 56 of the Native Title Act.

Kullilli People means all those persons are who are descended from Kullilli ancestors as set out in Schedule 2.

Kullilli Person is defined in Schedule 1 – Kullilli People.

Material Personal Interest has the meaning given to it in Rule 10.2.

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

Native Title Act means the *Native Title Act 1993* (Cth), and the regulations made thereunder, as from time to time amended;

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

- to surrender Native Title rights and interests in relation to land or waters; or
- to do, or agree to do, any other act that would affect the Native Title rights or interests of the common law holders.

Native Title Holders means the Kullilli People being the persons determined as holding the common or group rights comprising Native Title in the Determination Area.

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

Objectives means the objectives set out in Rule 3.

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.

Other Land Based Decision means a decision that involves access on or to Kullilli Land by third parties which does not invoke the future act processes of the Native Title Act.

PBC Regulations means the *Native Title (Prescribed Body Corporate) Regulations 1999* (Cth) made pursuant to powers contained in the Native Title Act, as from time to time amended.

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

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.

Registered Native Title body corporate or **RNTBC** means a prescribed body corporate whose name and address are registered on the National Native Title Register under the Native Title Act 1993.

Register of Members means the register of members kept according to Rule 5.2.5.

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

Replaceable Rule is a Rule under the Act that can be either apply as is or changed.

Rule Book means a document consisting of set laws under the CATSI Act, the corporation's constitution and any replaceable Rules that apply to the corporation.

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

Set Law means provisions extracted from the Act.

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

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.

Surplus Assets has the meaning given in Rule 20.

3 Objectives

3.1 The objectives of the corporation are:

- 3.1.1 capacity building by providing education, training and employment opportunities.
- 3.1.2 maintain our connection with our country and culture with integrity and respect to build stronger families and community.
- 3.1.3 relieve the poverty, misfortune, disadvantage and suffering of the Native Title holders.
- 3.1.4 pass on knowledge to others.
- 3.1.5 advance the cultural, social, political, economic, environmental and legal interests for our people now and into the future.
- 3.1.6 control and management of cultural heritage.
- 3.1.7 to take advantage of investment and commercial opportunities that arise or relate to the Native Title holders and to exploit those opportunities to generate assets and funds and employment opportunities for the Native Title holders.
- 3.1.8 to represent the Native Title holders in all negotiations and develop partnerships, with federal, state and local government, pastoralist and resource developers as well as neighbouring Native Title groups.
- 3.1.9 perform all other functions that are ancillary or incidental to the functions of a Native Title body corporate.
- 3.1.10 hold and manage Kullilli Land on behalf of the Kullilli People;
- 3.1.11 be the grantee, including sole trustee, of grants of land made under the
Aboriginal Land Act 1991 (Qld);
- 3.1.12 fulfil the role and functions of a trustee in accordance with the
Aboriginal Land Act 1991 (Qld) and the *Land Trust Rules*;
- 3.1.13 act as trustee pursuant to the *Land Act 1994 (Qld)* including to hold ordinary freehold land;
- 3.1.14 act as a trustee of community purpose reserves pursuant to the *Land Act 1994 (Qld)*;
- 3.1.15 represent the Kullilli People in all matters related to the ownership, use, occupation of and access to Kullilli Land; and

3.1.16 to assist with the relief of poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune amongst the Kullilli People. Any other act that assists with the carrying out of the above objects but not limited to being the trustee of any Charitable Trust established for the benefit of Kullilli People and to pursue the charitable purposes for which such a trust is established.

3.2 Native Title

3.2.1 Perform the functions of a “trustee Prescribed Body Corporate” (within the meaning of the Native Title Act) , for the purpose of being the subject of a Native Title determination under sections 56 or 57 of the Native Title Act, including the functions of:

- (a)** acting as trustee or representative of the Native Title Holders in matters relating to their Native Title rights and interests;
- (b)** protecting and managing the Native Title rights and interest of the Native Title Holders as authorised by them;
- (c)** to perform the functions of a Registered Native Title Body Corporate as required by the Native Title Act or regulation made under the Native Title Act to hold money (including payments received as compensation or otherwise related to the Native Title rights and interests) in trust.
- (d)** to invest or otherwise apply money held in trust as directed by the common law holders.
- (e)** to perform any other function relating to the Native Title rights and interests as directed by the common law holders.

3.3 Functions of the Corporation as a PBC or RNTBC

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

- (a)** where the Native Title Holders obtain a “determination of Native Title” (within the meaning of the Native Title Act) over any area and the board of Directors consents to the Corporation so acting, then the Corporation may act as a Prescribed Body Corporate; and

(b) once the Corporation is registered under the Native Title Act as a Registered Native Title Body Corporate with respect to any area, the Corporation may carry out the functions of a Registered Native Title Body Corporate as specified in the Native Title Act or Regulations made under that Act.

3.3.2 Without limiting the generality of sub-Rule 3.3.1, the Corporation may:

- (a)** initiate and participate in transactions for, on, or relating to the Determination Area;
- (b)** receive and spend grants of money from the Commonwealth or the State of Queensland or from any other lawful source;
- (c)** consult other persons or bodies;
- (d)** enter into agreements;
- (e)** receive or direct on behalf of the Kullilli People, compensation and other monies or reparation derived from the use of the Kullilli Land, or otherwise for any loss, diminution, impairment or other effect of an act within the meaning of the Native Title Act on the Native Title rights and interests of the Kullilli People;
- (f)** exercise procedural rights arising from the operation of the Native Title Act or other law of the Commonwealth of Australia or State of Queensland; and
- (g)** accept notices required by any law of the Commonwealth of Australia or State of Queensland to be given to the Native Title Holders.

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

4 Powers of the corporation

- 4.1** The Corporation shall, subject to these Rules, have power to do all such lawful thing as seen by the Directors as necessary or desirable, to carry out the Objects of the Corporation and to manage the affairs and functions of the Corporation, including the power to:
- 4.1.1** raise funds by way of public appeal, grants, bequeaths, gift or otherwise, in such terms and in such manner as the Corporation considers appropriate;
 - 4.1.2** manage and account for the funds of the Corporation;
 - 4.1.3** invest any funds not immediately required for the purpose of the Corporation;
 - 4.1.4** generate revenue, both income and capital;
 - 4.1.5** deal with any property not immediately required for the purpose of the Corporation;
 - 4.1.6** borrow money as required, upon such terms and conditions as may be agreed by the Corporation;
 - 4.1.7** appoint agents and employees to advise it and to transact any business of the Corporation on its behalf, and remove or suspend such agents and employees;
 - 4.1.8** enter into any agreements and contracts;
 - 4.1.9** receive and spend any grant, gift, bequest or donated funds from Commonwealth, State or local governments or from other lawful sources;
 - 4.1.10** enter into any arrangements with any government or authority, that are considered conducive to the Corporation's objects;
 - 4.1.11** obtain from any government or authority any rights, privileges or concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - 4.1.12** act as trustee and manage the affairs of trusts;
 - 4.1.13** pay any of the Corporation's funds to the trustee of any charitable trust or fund having objects consistent with the objects of the Corporation and in particular to itself as trustee of any such trust or fund, so long as that trust or fund remains charitable;
 - 4.1.14** operate and maintain a "gift fund" within the meaning of Division 30 of the *Income Tax Assessment Act 1997* (Cth), to be known as "The Kullilli People Gift Fund"; and do any other act that is ancillary, incidental, necessary or expedient to achieving the primary objects in Rule 3.

- 4.2** The Corporation shall, before carrying out, or authorising, any proposal relating to the management, use or control of any portion of Kullilli Land, have regard to the interests of and consult with the Kullilli People having a particular interest in that portion of the land or otherwise affected by the proposal, and shall not carry out the proposal, or authorise or permit it to be carried out, unless satisfied that those Kullilli People:
- 4.2.1** understand the nature and purpose of the proposal;
 - 4.2.2** have the opportunity to express their views to the Corporation;
and
 - 4.2.3** consent to the proposal (see Rules 12.2 and 12.3).
- 4.3** The Corporation shall only exercise its powers in relation to the management, use and control of Kullilli Land in accordance with the Decision Making process of the Kullilli People (see Rules 12.2 and 12.3).

5 Membership of the corporation

5.1 Members on registration

- (a)** A person only becomes a member when the corporation is registered, as long as the registration complies with the Act.
- (b)** Members' names must be entered on the register of members.

5.2 Members by application

5.2.1 How to become a member after registration

A person becomes a member if:

- (a)** the person is eligible for membership;
- (b)** the person wants to become a member and applies in writing;
- (c)** the directors accept the application;
- (d)** the person's name is entered on the register of members.

5.2.2 Who can apply to become a member (eligibility for membership)?

A person who is eligible to apply for membership must be an individual who is (choose from the examples below):

- (a) at least 18 years of age,
- (b) a Kullilli Person.

5.2.3 Membership application:

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

5.2.4 Deciding membership applications

- (a) The directors will consider and decide membership applications.
- (b) Applications will be considered and decided in the order in which they are received by the corporation.
- (c) The directors must not accept an application for membership of the corporation unless the applicant:
 - (i) applies according to rule 5.2.3
 - (ii) meets all the eligibility for membership requirements.
- (d) However, they must notify the applicant in writing of the decision and the reasons for it.

5.2.5 Entry on the register of members

- (a) If the directors accept a membership application, the applicant's name must be entered on the register of members within 14 days.
- (b) However, if:
 - (i) the applicant applies for membership after a notice has been given for the holding of a general meeting, and
 - (ii) the meeting has not been held when the directors consider the application,

then the corporation must not enter the person on the register of members until after the general meeting has been held.

5.3 Membership fees

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

5.4 Members rights and obligations

5.4.1 Members rights

- (a)** Each member has rights under the Act and these Rules including the rights set out below. A member:
- (i)** can attend, speak and vote at a general meeting of the corporation;
 - (ii)** can be elected or appointed as a director;
 - (iii)** cannot be removed as a member unless the directors and the corporation have complied with Rule 5.7;
 - (iv)** can put forward resolutions to be voted on at a general meeting of the corporation in accordance with Rule 7.6
 - (v)** can ask the directors to call a general meeting of the corporation in accordance with Rule 7.3.2
 - (vi)** can access the following books and records of the corporation:
 - (a)** the register of members, under Rule 6.5;
 - (b)** the minute books, under Rule 15.9
 - (c)** the corporation's Rule book, under Rule 15.11
 - (vii)** certain reports prepared by or for the directors and the corporation, in accordance with the Act;
 - (viii)** can ask the directors to provide access to any other records or books of the corporation in accordance with Rule 15.10;
 - (ix)** can have any disputes with another member or with the directors dealt with under the process in Rule 18;
- (b)** Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.
- (c)** If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in Rule 18.

5.4.2 Members' responsibilities

Each member has the following responsibilities:

- (a)** to comply with the Act and these Rules;
- (b)** to notify the corporation of any change in their address within 28 days;
- (c)** to comply with any code of conduct adopted by the corporation;
- (d)** to treat other members and the directors with respect and dignity;
- (e)** to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

5.4.3 Liability of members

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

5.5 How a person stops being a member

5.5.1 A person will stop being a member if:

- (a)** the person resigns as a member (see Rule 5.6);
- (b)** the person dies;
- (c)** the person's membership of the corporation is cancelled (see Rules 5.7.2 to 5.7.4);
- (d)** the member is a body corporate and it ceases to exist.

5.5.2 When a person ceases to be a member

A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

5.6 Resignation of member

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

5.7 Process for cancelling membership

5.7.1 Cancelling membership if member is not or ceases to be eligible:

- (a)** The directors may, by resolution, cancel the membership of a member if the member:
 - (i)** is not eligible for membership or
 - (ii)** has ceased to be eligible for membership,
- (b)** Before cancelling the membership, the directors must give the member notice in writing stating that:
 - (i)** the directors intend to cancel the membership for the reasons specified in the notice,
 - (ii)** the member has 14 days to object to the cancellation of the membership, and
 - (iii)** the objection must be in writing
- (c)** If the member does not object, the directors must cancel the membership.
- (d)** If the member does object as set out in Rule 5.7.1(b)(iii)
 - (i)** the directors must not cancel the membership, and
 - (ii)** only the corporation by resolution in general meeting may cancel the membership.
- (e)** If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

5.7.2 Membership may be cancelled if member cannot be contacted

- (f)** The membership may be cancelled by special resolution in a general meeting if the corporation:
 - (i)** has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting, and
 - (ii)** has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.
- (g)** If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.7.3 Membership may be cancelled if a member misbehaves

- (h)** The corporation may cancel the membership by special resolution in a general meeting if, the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings.
- (i)** If the corporation cancels a membership under this Rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.7.4 Amending register of members after a membership is cancelled

- (j)** Within 14 days of a member's membership being cancelled, the corporation must remove their name from the register of current members of the corporation.

5.8 Different classes of members

The corporation does not have different classes of members.

5.9 Observers

The corporation does not have observers.

6 Registers of members and former members

6.1 Corporation to maintain register of members

The corporation must set and maintain a register of members.

6.2 Information on the register of members

6.2.1 Information about individuals

- (a)** The register of members must contain the following information about individual members:
- (b)** the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known.
- (c)** the date on which the member's name was entered on the register.

6.3 Corporation to maintain register of former members

- (a)** The corporation must set up and maintain a register of former members.
- (b)** The corporation may maintain the register of former members in one document with the register of members.

6.4 Information on the register of former members

6.4.1 Information about individuals

The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:

- (a)** the member's name (given and family name) and address; and
- (b)** the date on which the individual stopped being a member.

Note The register may also contain any other name by which the individual is or was known.

6.5 Location and inspection of registers of members and former members

6.5.1 Location of registers

The corporation must keep the register of members and the register of former members at:

- (a)** the corporation's registered office if it is registered as a large corporation, or
- (b)** the corporation's document access address if it is registered as a small or medium corporation.

6.5.2 Right to inspect registers

- (c)** The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.
- (d)** If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

- (e)** The Corporation may, from time to time impose fees for the inspection of the registers for non-members.
- (f)** The fee will be determined by a Meeting of the Board of Directors, or by an ordinary resolution at an Annual General Meeting of the Members of the corporation.
- (g)** The fee will be fixed from the passing of the resolution until the following Annual General Meeting.

6.5.4 Right to get copies

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

- (h)** asks for the copy, and
- (i)** pays any fee (up to the prescribed amount) required by the corporation.

6.6 Making register of members available at AGM

The corporation must:

- (a)** make the register of members available for inspection (without charge) by members at the AGM.
- (b)** ask each member attending the AGM to check and update their entry.

6.7 Provision of registers to Registrar

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

7 Annual general meetings (AGMs) and general meetings

7.1 AGMs

7.1.1 Holding AGMs

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

7.1.2 Extension of time for holding AGMs

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

7.1.3 Business of AGM

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

- (a)** confirmation of the minutes of the previous general meeting, except at the first AGM;
- (b)** the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (c)** the election of directors;
- (d)** the appointment and remuneration of the auditor (if any);
- (e)** checking of details on the register of members (see Rule 6.6(b)); and
- (f)** asking questions about management of the corporation and asking questions of the corporation's auditor (if any) (see Rule 7.4.3).

7.2 General meetings

The corporation must hold its first general meeting within 3 months after the corporation is registered.

7.2.1 Purpose of general meeting

A general meeting must be held for a proper purpose.

7.2.2 Time and place of general meeting

- (g)** A general meeting must be held at a reasonable time and place.
- (h)** If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.

7.2.3 Business of general meeting

The business at each general meeting must include:

- (a) confirmation of the minutes of the previous general meeting
- (b) all matters set out in the notice of the general meeting.

7.3 Calling General Meetings

7.3.1 Director may call meetings

A majority of the directors may call a general meeting of the corporation.

7.3.2 Members may ask directors to call general meetings

- (a) The directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under Rule 7.3.2:
 - (i) the number of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 5 members, or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 10% of the members.
 - (iii) whichever is the greater amount of (i) and (ii).

- (b)** A request under Rule 7.3.2(a) must:
 - (i)** be in writing;
 - (ii)** state any resolution to be proposed at the meeting;
 - (iii)** be signed by the members making the request;
 - (iv)** nominate a member to be the contact member on behalf of the members making the request; and
 - (v)** be given to the corporation.
- (c)** Separate copies of a document setting out a request under Rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

7.3.3 Directors may apply to deny a members' request to call a general meeting

- (a)** If the directors resolve:
 - (i)** that a request under Rule 7.3.2 is frivolous or unreasonable, or
 - (ii)** that complying with a request under Rule 7.3.2 would be contrary to the interests of the members as a whole,
 - (iii)** a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request.

- (b)** An application must:
 - (i)** be in writing;
 - (ii)** set out the ground on which the application is made;
 - (iii)** be made within 21 days after the request was made.
- (c)** The directors must, as soon as possible after making an application, give the contact member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 Timing for a requested general meeting

- (a)** The directors must call the meeting within 21 days after the request was sent to them.

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

7.4 Requirement for notice of general meeting

7.4.1 Notice for general meeting

(a) At least 21 days' notice must be given of a general meeting.

(b) The corporation:

- (i) may call an AGM on shorter notice, if all the members agree beforehand
- (ii) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.

(c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:

- (i) remove a director,
- (ii) appoint a Director in place of a Director removed or
- (iii) remove an auditor.

Note shorter notice cannot be given for these kinds of meetings.

7.4.2 Requirement to give notice of general meeting to members, officers and observers

(a) The corporation must give written notice of a general meeting to the following people:

- (i) each member entitled to vote at the meeting;
- (ii) each director;
- (iii) the secretary (if any);
- (iv) the contact officer (if any);
- (v) any observer entitled to attend the meeting.

(b) The corporation may give the notice of meeting to a member personally or by sending it by post, fax or other electronic means nominated by the member.

(c) A notice of meeting:

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

7.4.3 Requirement to give notice of general meeting and other communications to auditor

The corporation must give its auditor (if any):

- (a)** notice of a general meeting in the same way that a member is entitled to receive notice;
- (b)** any other communications relating to the general meeting that a member is entitled to receive.

7.4.4 Contents of notice of general meeting

(a) A notice of a general meeting must:

- (i)** set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
- (ii)** state the general nature of the meeting's business;
- (iii)** if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is;
- (iv)** if a member is entitled to appoint a proxy, contain a statement setting out:
 - (A)** that the member has a right to appoint a proxy;
 - (B)** whether or not the proxy needs to be a member of the corporation;

(b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

7.5 Failure to give notice

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

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

7.6 Members' resolutions

7.6.1 Notice of members' resolutions

- (a)** If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the corporation by at least the required number of members under Rule 7.6.1(d).
- (b)** A notice of a members' resolution must:
 - (i)** be in writing;
 - (ii)** set out the wording of the proposed resolution;
 - (iii)** be signed by the members proposing to move the resolution.
- (c)** Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d)** For the purposes of Rule 7.6.1(a), the required number of members is the greater of:
 - (i)** the number of members prescribed by the Regulations and applicable to the corporation for the purposes of the giving of such a notice, or, if none is prescribed, 5 members, or
 - (ii)** the percentage of members prescribed by the Regulations and applicable to the corporation for the purposes of the giving of such a notice, or, if none is prescribed, 10% of the members.

7.6.2 Consideration of members' resolutions

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

7.6.3 Members' statements to be distributed

- (a)** Members may ask the corporation to give all its members a statement about:
 - (i)** a resolution that is proposed to be moved at the general meeting, or
 - (ii)** any other matter that may be considered at that general meeting.
- (b)** This request must be:
 - (i)** made by at least the required number of members under Rule 7.6.3(f),
 - (ii)** in writing,
 - (iii)** signed by the members making the request, and
 - (iv)** given to the corporation.
- (c)** Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (d)** After receiving a request, the corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e)** The corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f)** For the purposes of Rule 7.6.3(a), the required number of members for the corporation is the greater of:
 - (i)** the number of members prescribed by the Regulations and applicable to the corporation for the purposes of making such a request, or, if none is prescribed, 5 members, or
 - (ii)** the percentage of members prescribed by the Regulations and applicable to the corporation for the purposes of making such a request, or, if none is prescribed, 10% of the members.

7.7 Quorum for general meeting

7.7.1 Quorum

The quorum for a meeting of the corporation's members is 11 members.

7.7.2 Quorum to be present

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

7.7.3 Adjourned meeting where no quorum

- (a)** A meeting of the corporation's members that does not have a quorum present within 1 hour after the time for the meeting set out in the notice the director's may adjourn the meeting to a time, date and space as determined or the directors may dissolve the meeting.
- (b)** If no quorum is present at the resumed meeting within 1 hour or the specified time for the meeting, the meeting may be adjourned to a time date and space as determined by the directors or the directors may dissolve the meeting.
- (c)** If quorum is not present within one hour of the specified time of the second resumption of the meeting, the meeting is dissolved.

7.8 Chairing general meeting

- (a)** The directors may elect an individual to chair general meetings.
- (b)** If a chair has not been elected or the chair is not available or does not want to chair the meeting, the directors must elect an individual present to chair it.
- (c)** The members at a general meeting must elect a member present to chair the meeting (or part of it) if:
 - (i)** the directors have not already elected a chair, or
 - (ii)** a previously elected chair is not available, or does not want to chair the meeting.
- (d)** The chair must adjourn a general meeting if the majority of members present agree or direct that the chair to do so.

7.9 Use of technology for general meeting

The corporation may hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at general meetings

- (a)** If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
- (b)** The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- (c)** The auditor is entitled to be heard even if:
 - (i)** the auditor retires at that meeting, or
 - (ii)** that meeting passes a resolution to remove the auditor from office.
- (d)** The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

7.11 Voting at general meetings

7.11.1 Entitlement to vote

- (a)** At a general meeting, each member has 1 vote, both on a show of hands and a poll.
- (b)** The chair has a casting vote, and also, if he or she is a member, any vote he or she has as a member.

7.11.2 Objections to right to vote

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

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

7.11.3 How voting is carried out

- (a)** A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b)** On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.
- (c)** resolutions put to the vote involving alienation of Native Title rights to land must be decided by at least 75% of the votes cast by members on a show of hands unless a poll is demanded.

- 7.11.4 Matters on which a members can demand a poll
- (a) At a general meeting, a poll may be demanded on any resolution.
 - (b) A demand for a poll may be withdrawn.

- 7.11.5 When members can demand a poll
- (a) At a general meeting, 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) The poll may be demanded:
 - (i) before a vote is taken,
 - (ii) before the voting results on a show of hands are declared, or
 - (iii) immediately after the voting results on a show of hands are declared.

- 7.11.6 When and how polls must be taken
- (a) At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.
 - (b) At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.

7.12 Resolutions without a general meeting

- (a) The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it. Each member of a joint membership must sign.
- (b) Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under Rule 7.12(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under Rule 7.12(a) is passed when the last member signs.

- (e) The corporation in passing a resolution under this Rule without holding a meeting satisfies any requirement in the Act:

 - (i) to give members information or a document relating to the resolution-by giving members that information or document with the document to be signed;
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution-by lodging a copy of the document to be signed by members;
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution-by lodging a copy of the information or documents referred to in Rule 7.12(e)(i)
- (f) The passage of the resolution satisfies any requirement in the Act, or the corporation's Rules, that the resolution be passed at a general meeting.
- (g) This Rule does not affect any Rule of law relating to the assent of members not given at a general meeting.

7.13 Resolutions if corporation has only 1 member

- (a) If the corporation has only 1 member, the corporation may pass a resolution by the member recording it and signing the record.

7.14 Proxies

7.14.1 Who may appoint a proxy

- (a) There will be no proxies. Members are not entitled to appoint proxies to attend and vote on their behalf at General Meetings.

7.15 Questions at AGMs

7.15.1 Questions and comments by members on corporation management at AGM

The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.

7.15.2 Questions by members of auditors at AGM

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

- (b) the conduct of the audit
- (c) the preparation and content of the auditor's report
- (d) the accounting policies adopted by the corporation in the preparation of the financial statements
- (e) the independence of the auditor in relation to the conduct of the audit.

7.16 Adjourned meetings

7.16.1 When resolution passed after adjournment of meeting

A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.

7.16.2 Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

7.16.3 Re-notification of adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the general meeting will be resumed.

8 Directors of the corporation

8.1 Numbers of directors

The corporation must have at least 3 directors and must not have more than 9 directors.

8.2 Eligibility to be a director

8.2.1 Eligibility for appointment as a director

- (a) An individual is eligible for appointment as a Director if they are an individual who is (choose one from the examples below):
 - (i) a member and at least 18 years of age
 - (ii) No more than two (2) directors can be appointed from the same apical ancestor family group of the Kullilli People.

- (b)** An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6 5 of the Act may only be appointed as a Director of the corporation if the appointment is made:
 - (i)** with permission granted by the Registrar, or
 - (ii)** with leave granted by the court.

8.2.2 Majority of Director requirements

- (a)** A majority of the directors of the corporation must be individuals who are Aboriginal and Torres Strait Islander persons.
- (b)** A majority of the directors must ordinarily reside in Australia.
- (c)** A majority of the directors must be members.
- (d)** A majority of the directors must not be employees of the corporation.
- (e)** The chief executive officer:
 - (i)** may be a Director but cannot chair the directors' meetings, and
 - (ii)** counts as an employee for the purposes of Rule 8.2.2(d)

8.2.3 Consent to act as director

- (a)** Before a person may be appointed as a director, that person must give the corporation a signed consent to act as a Director of the corporation.
- (b)** The corporation must keep the consent.

8.2.4 Appointment of skills based directors

- (a)** As long as the maximum number of directors is not exceeded, the directors of the Corporation may appoint up to two (2) skill based directors to attend board meetings and assist the directors in their management and direction of the Corporation, as non-voting members of the Board.
- (b)** Before a person may be appointed as a skills based director, that person must give the secretary a signed consent to act as a Director of the Corporation, to acknowledge they are eligible to act as a Director as outlined in Rule 8.2.1.
- (c)** The first term of appointment of a person to act as a skills-based Director shall be from the date of their appointment until the next Annual General Meeting of the Corporation.

- (d)** Subsequent appointments of skills based directors shall be for a term of two years, such appointment to be made by directors in directors meetings, and the terms of their appointment shall be rotated in accordance with the provisions of Rule 8.5 of these Rules.
- (e)** A skills based Director shall cease to be a Director upon any of the grounds set out Rule 8.10, and on the further ground that a note of no confidence is passed declaring that the Board of Directors no longer wish to continue the appointment of such skills based Director and such resolution is passed at a meeting of the Board of Directors called for the purpose of hearing argument on such resolution at which the Director in question shall be given an opportunity to be heard.

8.3 Directors on registration

A person becomes a director, secretary or contact person of the corporation on registration of the corporation if the person is specified in the application for incorporation and they have given their consent.

8.4 Becoming a Director by appointment

8.4.1 The corporation may appoint a director

The corporation may appoint a person as a Director by resolution passed in general meeting.

8.4.2 Directors may appoint other directors to make up a quorum

- (a)** As long as the maximum number of directors is not exceeded, the directors of the corporation may appoint a person as a Director to make up a quorum.
- (b)** If the total number of directors does not make up a quorum, a person can be appointed under Rule 8.4.2(a) to make up a quorum for a directors' meeting.
- (c)** If a person is appointed under Rule 8.4.2(a), the corporation must confirm the appointment by resolution at the corporation's next AGM. If the appointment is not confirmed, the person ceases to be a Director of the corporation at the end of the AGM.

8.5 Term of appointment

- (a) If the application for registration of the corporation identifies a Director who is to be appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the corporation's registration.
- (b) Subject to Rule 8.5(d), a Director must not be appointed for more than four (4) years.
- (c) A Director is eligible for reappointment.
- (d) If the terms of appointment of all of the directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired.

Note: The length of the Director's term of appointment (being more than 2 years) has a valid exemption under section 310-5 of the CATSI Act.

8.6 Rotation of directors

- (a) Directors will be elected on rotation for a four-year term, so that the appointment of half of the directors expires every second year.
- (b) To implement the rotational system:
 - (i) the directors of the corporation will only hold office until the first AGM of the corporation and will be eligible for re-appointment
 - (ii) at the 2015 AGM of the corporation:
 - (A) half of the directors will be appointed for a term of four years and
 - (B) the other half of the directors will be appointed for a term of two years; and
 - (iii) at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for four (4) years.

8.7 Alternate directors

- (a) With the other directors' approval, a Director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period.
- (b) If the appointing Director asks the corporation to give the alternate Director notice of directors' meetings, the corporation must do so.
- (c) The appointing Director may terminate the alternate's appointment at any time.
- (d) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

8.8 How a person ceases to be a director

8.8.1 A person ceases to be a Director if:

- (a) the person dies
- (b) the person resigns as a Director as provided for in Rule 8.9
- (c) the term of the person's appointment as a Director expires
- (d) the person is removed as a Director by the members as provided for in Rule 8.10.1
- (e) the person is removed as a Director by the other directors as provided for in Rule 8.10.2, or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6 5 of the Act.

8.9 Resignation of director

A Director may resign as a Director by giving notice of resignation in writing to the corporation.

8.10 Process for removing a director

8.10.1 Removal by members

- (a) The corporation may, by resolution in general meeting, remove a Director from office despite anything in:
 - (i) the corporation's constitution
 - (ii) an agreement between the corporation and the Director concerned, or
 - (iii) an agreement between any or all members of the corporation and the Director concerned.
- (b) A notice of intention to move a resolution to remove a Director must be given to the corporation at least 21 days before the meeting is to be held. However, if the corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The corporation must give the Director concerned a copy of the notice as soon as possible after it is received.

- (d)** The Director concerned is entitled to put his or her case to members by:
 - (i)** giving the corporation a written statement for circulation to members (see Rules 8.10.1(e) and (f));
 - (ii)** speaking to the motion at the meeting (whether or not the Director concerned is a member).
- (e)** The corporation is to circulate the written statement given under Rule 8.10.1(d)(i) to members by:
 - (i)** sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
 - (ii)** if there is not time to comply with Rule 8.10.1(e)(i) having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f)** The written statement given under Rule 8.10.1(d)(i) does not have to be circulated to members if it is defamatory.
- (g)** If a person is appointed to replace a Director removed under this Rule, the time at which:
 - (i)** the replacement director, or
 - (ii)** any other director, is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a director.

8.10.2 Removal by other directors

- (a)** The only ground on which the directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a Director by resolution.
- (b)** Rule 8.10.28.10.1(a) operates despite anything in:
 - (i)** the corporation's constitution
 - (ii)** an agreement between the corporation and the Director concerned, or
 - (iii)** an agreement between any or all members and the Director concerned.

- (c)** Before removing the Director concerned, the directors must give the Director concerned notice in writing:

 - (i)** stating that the directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings
 - (ii)** stating that the Director concerned has 14 days to object in writing to the removal
- (d)** If the Director concerned does not object, the directors must remove the Director concerned.
- (e)** If the Director concerned does object:

 - (i)** the directors cannot remove the Director concerned, and
 - (ii)** the corporation, by resolution in general meeting, may remove the Director in accordance with Rule 8.10.1.
- (f)** If the Director concerned is removed, the corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g)** If a person is appointed to replace a Director removed under this Rule, the time at which:

 - (i)** the replacement Director, or
 - (ii)** any other director, and
 - (iii)** is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a director.

9 General duties

9.1 General duties

- (a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:
 - (i) a duty of care and diligence,
 - (ii) a duty of good faith,
 - (iii) a duty of disclosure of material personal interests (see Rule 10.2),
 - (iv) a duty not to improperly use position or information,
 - (v) a duty to prevent insolvent trading.
- (b) A Director is not in breach of his or her general duties if he or she does (or refrains from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a Native Title legislation obligation.
- (c) In the event of a conflict between:
 - (i) the duty of a Director to ensure that the Corporation complies with its Native Title legislation obligations; and
the duty of the Director to prevent insolvent trading by the Corporation, it is the duty of a Director to prevent insolvent trading that prevails and the Director is released from the duty to ensure that the Corporation complies with its Native Title obligations, to the extent of the conflict.
- (d) Except as provided in Rule 9.1(e), the Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.
- (e) A Director is not liable for debts and other obligations incurred by the Corporation as trustee merely because of doing (or refraining from doing) a particular act if the Director acts:
 - (i) in good faith; and
 - (ii) with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a Native Title legislation obligation.

10 Functions, powers and duties of directors

10.1 Powers of directors

- (a)** The business of the corporation is to be managed by or under the direction of the directors.
- (b)** The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in general meeting.

10.2 Duty of Director to disclose material personal interests

- (a)** A Director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless Rule 10.2(b) says otherwise.
- (b)** A Director does not need to give notice of an interest under Rule 10.2(a) if:
 - (i)** the interest:
 - (A)** arises because the Director is a member and is held in common with the other members,
 - (B)** arises in relation to the director's remuneration as a director, and
 - (C)** 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.
 - (ii)** all the following conditions are satisfied:
 - (A)** the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under Rule 10.2(a),
 - (B)** if a person who was not a Director when the notice under Rule 10.2(a) was given is appointed as a director, the notice is given to that person, and
 - (C)** the nature or extent of the interest has not materially increased above that disclosed in the notice, or
 - (iii)** the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

- (c) The notice required by Rule 10.2(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest, and
 - (B) the relation of the interest to the affairs of the corporation.
 - (ii) be given at a directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.
 - (iii) The details must be recorded in the minutes of the meeting.
- (d) A contravention of this Rule 10.2 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (e) This Rule 10.2 does not apply to the corporation if the corporation has only 1 director.

10.3 Remuneration

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

10.4 Negotiable instruments

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

10.5 Banking

- (a) All money of the corporation shall be deposited into any of the corporation's bank accounts as soon as possible following its receipt.
- (b) All cheques, withdrawal forms, electronic transfers or any outgoing financial transaction shall be authorised by at least 2 directors or by at least 2 other persons to whom the directors have delegated this responsibility.

10.6 Delegation

- (a) The directors may by resolution delegate any of their powers to:
 - (i) a committee of directors,
 - (ii) a director,
 - (iii) an employee of the corporation, or
 - (iv) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the directors.
- (c) The exercise of a power by a delegate is as effective as if the directors had exercised it.

10.7 Member approval needed for related party benefit

- (a) For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation:
 - (i) the corporation or entity must:
 - (A) obtain the approval of the members in the way set out in Division 290 of the Act, and
 - (B) give the benefit within 15 months after the approval, or
 - (ii) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract;
 - (ii) the making of the contract was approved in accordance with Rule 10.6(a)(i)(A); and
 - (iii) the contract was made:
 - (A) within 15 months after that approval, or
 - (B) before that approval, if the contract was conditional on the approval being obtained, member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

11 Directors' meetings

11.1 Frequency of directors meetings

The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but must meet at least once every 3 months.

11.2 Calling and giving notice of directors' meetings

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

11.3 Quorum at directors meetings

The quorum for a directors' meeting is a majority of the directors, and the quorum must be present at all times during the meeting.

11.4 Chairing directors meetings

- (a)** The directors may elect a Director to chair their meetings. The directors may determine the period for which that Director is to be the chair.
- (b)** The directors must elect a Director present to chair a meeting, or part of it, if:
 - (i)** a Director has not already been elected to chair the meeting, or
 - (ii)** a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

11.5 Use of technology

A directors' meeting may be called or held using any technology.

11.6 Resolutions at directors meetings

11.6.1 Passing of directors resolutions

(a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

(b) The chair has a casting vote if necessary in addition to any vote they have as a director.

11.6.2 Circulating resolutions if the Corporation has more than one (1) Director

(a) The Directors may pass a resolution without a Directors' meeting being held (**circulating resolution**) if at least 75% of the Directors or the number represented in the table below sign a statement (which may be done by email confirmation) that they are in favour of the resolution set out in the document.

Number of Directors	Number Required to Sign
2	2
3	3
4	3
5	4
6	5
7	6
8	6
9	7
10	8
11	9
12	9

(b) If any Director objects to the circulating resolution within 72 hours of the resolution being sent, even if the resolution is agreed by the required number of Directors, then the circulating resolution cannot be passed and instead must be tabled for discussion at the next Directors' meeting.

(c) Subject to Rule 11.6.3(b), a circulating resolution is passed when the required number of Directors have signed.

12 Decision making process

12.1 The process for making Administrative Decisions

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

12.2 The process for making Native Title Decisions

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

- (a) call a special General Meeting ensuring that Kullilli People and Native Title Holders affected by the proposed Native Title Decision are present at the meeting, understand the purpose and nature of the proposed Native Title Decision and give their consent to the proposed Native Title Decision (or to a class of proposed Native Title Decisions, to which the particular Native Title Decision belongs); and
- (b) consult with and consider the views of the relevant Native Title Representative Body for the area, and if the Corporation considers it to be appropriate and practical, give notice of those views to the Native Title Holders.

12.2.2 Evidence of consultation and consent

- (a) The Native Title Holders are taken to have been consulted and to have consented to a proposed Native Title Decision if a document, prepared and signed in accordance with Regulation 9 of the PBC Regulations, certifies that they have been consulted and have consented in the required manner (**see Annexure 3 – Regulation 9 Certificate**)
- (b) The Corporation must hold, as evidence of consultation and consent, a valid Regulation 9 Certificate for each Native Title Decision that is made.
- (c) The Regulation 9 Certificate must be executed in accordance with Rule 14.2.2.
- (d) Native Title Holders or any persons with a ‘substantial interest’ in the decision, and the Registrar of Indigenous Corporations are entitled to a copy of a certificate on request.

12.3 The process for making Other Land Based Decisions

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

- the Members shall make Rules about decisions of this type at a special General Meeting; and
- the Directors shall follow these Rules and make Other Land Based Decisions by majority vote and in accordance with these Rules.

12.4 Standing instructions decision

(a) The Corporation will make a standing instructions decision if the affected common law holders have approved the corporation making decisions of that kind without the need to consult them and obtain their consent.

(b) The corporation will make a standing instructions decision in accordance with any conditions that the affected common law holders impose on decisions of that kind.

(c) The Corporation will comply with the affected common law holders wishes if the common law holders decide to:

- (i)** change or withdraw their approval of a standing instruction decision or a class of standing instructions decisions; or
- (ii)** impose, change or withdraw any conditions that apply to the making of a standing instructions decision or a class of standing instructions decision.

13 Secretary and contact person

13.1 Requirements for secretary or contact person Who may be a secretary or contact person

(a) Only an individual who is at least 18 years of age may be appointed as a secretary or contact person of the corporation.

- (b)** A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the Act may only be appointed as a secretary or contact person if the appointment is made with:
 - (i)** the Registrar's permission under section 279-30(7) of the Act, or
 - (ii)** the leave of the court under section 279-35 of the Act.

13.1.2 Consent to act as secretary or contact person

- (a)** The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation.
- (b)** The corporation must keep each consent received under Rule 13.1.2(a).

13.2 Becoming a secretary or a contact person on registration

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

13.3 How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

13.4 Terms and conditions of office

13.4.1 Terms and conditions of office for secretaries

A secretary holds office on the terms and conditions (including remuneration) that the directors determine.

13.4.2 Terms and conditions of contact person's appointment

A contact person's appointment is subject to the terms and conditions (including remuneration) that the directors determine.

13.5 Duties of secretary and contact person

13.5.1 Contact person must pass on communications received

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

- (a) appointed with his or her consent as the contact person, or
- (b) determined to be the contact person, must pass on to a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

13.5.2 Secretary must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

13.5.3 Effectiveness of acts by secretaries

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

14 Execution of document and the common seal of the Corporation

14.1 Corporation may have common seal

- (a)** The corporation may have a common seal.
- (b)** If the corporation does have a common seal:
 - (i)** the corporation must set out on it the corporation's name and ICN
 - (ii)** the common seal must be kept by a person nominated by the directors.
 - (iii)** The corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

14.2 Execution of documents

14.2.1 Agent exercising corporation's power to make contracts etc.

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

14.2.2 Execution of documents (including deeds) by the corporation

- (a)** The corporation may execute a document without using a common seal if the document is signed by:
 - (i)** 2 directors
 - (ii)** a Director and a secretary (if any), or
 - (iii)** if the corporation has only 1 director, that director.
- (b)** If the corporation has a common seal, the corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i)** 2 directors,
 - (ii)** a Director and a secretary, or
 - (iii)** if the corporation has only 1 director, that director.
- (c)** 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 14.2.2(a) or 14.2.2(d).
- (d)** This Rule 14.2.2 does not limit the ways in which the corporation may execute a document (including a deed).

15 Finances and record keeping

15.1 Application of funds and property

- (a)** Subject to the Act and the corporation's constitution, all funds or property of the corporation must be used solely to carry out the corporation's objectives.
- (b)** Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.
- (c)** Nothing in Rule 15.1(b) is intended to prevent:
 - (i)** the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or
 - (ii)** reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

15.2 Minutes of meetings

15.2.1 Obligation to keep minutes

- (a)** The corporation must keep minute books in which it records within 1 month:
 - (i)** proceedings and resolutions of general meetings;
 - (ii)** proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
 - (iii)** resolutions passed by members without a meeting;
 - (iv)** resolutions passed by directors without a meeting;
 - (v)** if the corporation has only 1 director, the making of declarations by the director.
- (b)** The minutes of the meeting may be kept:
 - (i)** in writing, or
 - (ii)** by means of an audio, or audio-visual, recording.

- (c)** If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the corporation must ensure that, on the recording:

 - (i)** each person attending the meeting states their name, and
 - (ii)** if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- (d)** If the minutes of the meeting are kept in writing, the corporation must ensure that either:

 - (i)** the chair of the meeting, or
 - (ii)** the chair of the next meeting,
 - (iii)** signs those minutes within a reasonable time after the first meeting.
- (e)** If the minutes of the meeting are kept by means of an audio, or audio visual, recording, the corporation must ensure that either:

 - (i)** the chair of the meeting, or
 - (ii)** the chair of the next meeting,
 - (iii)** signs a declaration under Rule 15.2.1(f) within a reasonable time after the first meeting.
- (f)** The declaration under this Rule 15.2.1(f) must:

 - (i)** identify the audio, or audio-visual, recording;
 - (ii)** if the recording is not a recording of the whole of the meeting; identify the part of the meeting that is recorded;
 - (iii)** declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g)** The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (h)** If the corporation has only 1 director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made.

- (i) The corporation must keep its minute books at:
 - (i) its registered office if it is registered as a large corporation, or
 - (ii) its document access address if it is registered as a small or medium corporation.
- (j) A minute that is recorded and signed in accordance with this Rule 15.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

15.3 Constitution and records about officers, contact person, etc.

The corporation must keep:

- (a) an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution);
- (b) written records relating to:
 - (i) the names and addresses of the corporation's current officers and secretary or contact person (as the case may be);
 - (ii) the corporation's registered office (if any);
 - (iii) the corporation's document access address (if any).

15.4 Financial records

15.4.1 Obligation to keep financial records

The corporation must keep written financial records that:

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

Note: This obligation extends to transactions undertaken as trustee.

15.4.2 Period for which financial records must be retained

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

15.5 Physical format

If the records that the corporation is required to keep under Rules 15.3 and 15.4 are kept in electronic form:

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

15.6 Place where records are kept

If the corporation is registered as:

- (a) a large corporation, the records that the corporation is required to keep under Rules 15.3 and 15.4 must be kept at the corporation's registered office; or
- (b) a small or medium corporation, the records that the corporation is required to keep under Rules 15.3 and 15.4 must be kept at the corporation's document access address.

15.7 Right of access to corporation books by Director or past director

- (a) A Director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a Director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party.
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
 - (iv) This right continues for 7 years after the person ceased to be a director.
- (c) A person authorised to inspect books under this Rule 15.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (d) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this Rule 15.7.
- (e) This Rule 15.7 does not limit any right of access to corporation books that a person has apart from this Rule 15.7.

15.8 Access to financial records by directors

- (a) A Director has a right of access to the records that the corporation is required to keep under Rule 15.3 or Rule 15.6.
- (b) On application by a director, the court may authorise a person to inspect on the director's behalf the records that the corporation is required to keep under Rule 15.3 or Rule 15.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under Rule 15.8(b) may make copies of the records unless the court orders otherwise.

15.9 Members' access to minutes

- (a) If the corporation is registered as a large corporation, the corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within 7 days of a member's written request for inspection.
- (c) The corporation must make minutes available free of charge.
- (d) A member may ask the corporation in writing for a copy of:
 - (i) any minutes of a meeting of the corporation's members or an extract of the minutes or
 - (ii) any minutes of a resolution passed by members without a meeting.

Note: The member may ask the corporation for an English translation under ss.

376 5(3) of the Act if the minutes are not in the English language.

- (e) If the corporation does not require the member to pay for the copy, the corporation must send it:
 - (i) within 14 days after the member asks for it or
 - (ii) within any longer period that the Registrar approves.

- (f) If the corporation requires payment for the copy, the corporation must send it:
 - (i) within 14 days after the corporation receives the payment or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the corporation requires cannot exceed 50 cents per page.

15.10 Inspection of books by members

- (a) The directors, or the corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.
- (b) The Corporation may, from time to time impose fees for the inspection of the books of the Corporation, for all members and non-members.
- (c) The fee will be determined by a Meeting of the Board of Directors, or by an ordinary resolution at an Annual General Meeting of the Members of the corporation.
- (d) The fee will be fixed from the passing of the resolution until the following Annual General Meeting.

15.11 Access to governance material

15.11.1 Corporation to provide member with Rules, if requested.

If a member asks for a copy of the corporation's Rule book, the corporation must provide it:

- (a) free of charge and
- (b) within 7 days. The corporation's Rule book is publicly available for free download at ORIC's website: www.oric.gov.au

15.11.2 Registered office

If the corporation is registered as a large corporation, the corporation must make available for inspection by members and officers at its registered office, its Rule book. This Rule book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

15.11.3 Document access address

If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members and officers at its document access address, its Rule book. This Rule book must be made available for inspection within 7 days of a member's or officer's written request for inspection.

15.11.4 General provisions regarding access to Rules

(a) The Rule book of the corporation includes:

- (i) the corporation's constitution
- (ii) any replaceable Rules that apply to the corporation
- (iii) any other material concerning the internal governance of the corporation that is prescribed.

16 Auditor

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

17 Annual reporting

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

18 Dispute resolution process

18.1 This Rule 18 applies to a dispute in relation to:

- (a) the operation of the Corporation; or
- (b) whether or not a person is Native Title Holder.

Disputes may be internal (i.e. between Members, Members and Directors, or Directors of the Corporation) or external (i.e. between the Corporation and a person who is or who claims to be a Native Title Holder (whether or not the person is a Member of the Corporation)).

Informal negotiations

18.2 Informal negotiations

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

18.3 Dispute notice

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

18.4 Referring dispute to Directors

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

18.5 Dispute resolution procedure

- (a)** Any dispute that cannot be resolved by the Directors to the mutual satisfaction of the parties within thirty (30) days after the notice referred to in Rule 18.2 is given, must be referred to a Kullilli Guidance Committee.
- (b)** If no Kullilli Guidance Committee is created, or the Kullilli Guidance Committee is unwilling or unable to determine the dispute, the Directors must refer the dispute to a General Meeting for resolution by the Members, no later than ninety (90) days after the notice referred to in Rule 18.2 was given.
- (c)** If the General Meeting cannot resolve a matter referred to it, the Registrar or a representative from the Native Title Representative Body may be asked to arbitrate by any of the parties in the dispute.
- (d)** If the Registrar or a representative from the Native Title Representative Body cannot resolve a matter referred to them, any of the parties in this dispute may seek assistance from the National Native Title Tribunal (**NNTT**) under Rule 18.6.
- (e)** No party is entitled to commence or maintain legal proceedings relating to any dispute until the processes outlined in the Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent relief.
- (f)** Despite the existence of a Dispute the Corporation must continue to operate and any person with powers and functions under the Corporation's constitution must, to the extent possible, continue to fulfil those obligations.

18.6 National Native Title Tribunal

- (a)** The Corporation may request the NNTT to provide assistance in reaching agreement about matters relative to native title between:
 - (i)** the Corporation and another Registered Native Title Body; or
 - (ii)** the Corporation and one or more Native Title Holders; or
 - (iii)** Native Title Holders
- (b)** A Native Title Holder may request the NNTT to provide assistance in reaching agreement about matters relating to native title between:
 - (i)** The Native Title Holder and the Corporation (if it is a Registered Native Title Body Corporate); or
 - (ii)** The Native Title Holder, the Corporation (if it is a Registered Native Title Body Corporate) and one or more other Native Title Holders.

- (c) If assistance of the kind set out at (a) or (b) above is sought, the NNTT may seek to enter into an agreement with the Registered Native Title Body Corporate, the Native Title Holder or both, under which either or both of them are liable to pay the Commonwealth for their assistance.

18.7 Dispute resolution policy

- (a) The directors may prepare a policy which sets out how disputes are to be resolved.
- (b) A policy created under this section is binding upon all Members of the Corporation and forms part of the Rules of the Corporation.
- (c) The policy may include provisions:
 - (i) Creating a Kullilli Guidance Committee to:
 - (A) Hear and determine disputes, and/or
 - (B) Consult with the Directors on any matters
 - (ii) Detailing which Members are eligible to sit on the Kullilli Guidance Committee
 - (iii) Outlining the procedure for calling of a meeting of the Kullilli Guidance Committee to determine a particular dispute including:
 - (A) Selecting Members from amongst the Members eligible to sit on the Kullilli Guidance Committee who are available and willing to determine a particular dispute
 - (B) The meeting procedure of the Kullilli Guidance Committee
 - (iv) That there is a minimum number of members who may constitute the Kullilli Guidance Committee
 - (v) That the Kullilli Guidance Committee is to determine disputes that are internal to the Corporation
 - (vi) That a decision by the Kullilli Guidance Committee finally resolves a dispute and is binding on Directors, Officers and Members of the Corporation
 - (vii) That the Directors see fit.
- (d) If the Directors create the Kullilli Guidance Committee through a binding policy document, there is no limit to the number of members that may be eligible to sit on a particular Kullilli Guidance Committee.

19 Notices

19.1 General

- (a) Unless the Act or these Rules otherwise requires, notices must be given in writing (including by email).
- (b) Notices of directors' meetings given under Rule 11.2(b) can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.

19.2 How a notice to a member may be given

Unless the Act or these Rules require otherwise, a notice or communication may be given in accordance with the instructions provided by members:

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

19.3 When notice taken as being given

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

- (a) is given by post, it is taken to have been given 3 days after posting;
- (b) is given by fax, it is taken to have been given on the business day after it is sent;
- (c) is given:
 - (i) after 5:00 pm in the place of receipt; or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

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

20 Winding up

20.1 Resolution to distribute surplus assets

Subject to Rules 20.1 and 20.2, where:

- (a)** the Corporation is wound up; and
- (b)** after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Corporation exist, those surplus assets shall be given or transferred to the Registered Native Title Body Corporate, with the same or similar charitable objects, appointed by the Kullilli People to replace this Corporation as holder on trust of the Kullilli Peoples' Native Title rights and interests, provided that the Registered Native Title Body Corporate to which surplus assets will be transferred is eligible for endorsement by the Commissioner as a public benevolent institution.

20.2 Resolution to distribute Deductible Gift Recipient assets

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

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

20.3 No distribution of surplus asset to members

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

21 Amendment of the constitution

21.1 Corporation wants to change this constitution

For the corporation to change its constitution, the following steps must be complied with:

- (a)** the corporation must pass a special resolution effecting the change.
- (b)** if, under the corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with.
- (c)** the corporation must lodge certain documents under Rule 21.2.
- (d)** the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

21.2 Corporation to lodge copy of changes

- (a)** If there is no extra requirement, within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:
 - (i)** a copy of the special resolution.
 - (ii)** a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution.
 - (iii)** a directors' statement signed by:
 - (A)** 2 directors, or
 - (B)** if there is only 1 director, that director, to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution, and
 - (iv)** a copy of the constitutional change.
- (b)** If a change is not to have effect until an extra requirement has been complied with, the corporation must lodge:
 - (i)** the documents referred to in Rule 21.2(a);
 - (ii)** proof that the extra requirement has been met, within 28 days after it has been met.
- (c)** If the Registrar directs the corporation to lodge a consolidated copy of the corporation's constitution as it would be if the Registrar registered the change, it must do so.

21.3 Date of effect of change

A constitutional change under this Rule 21 takes effect on the day the change is registered.

Schedule 1 – Kullilli People

The Kullilli People are the biological descendants of one or more of the following people, and are the Native Title Holders listed for the Determination Area:

- (i) Joe Barney;
- (ii) Neba Brighton;
- (iii) Daisy (spouse HarryPilot);
- (iv) 'Gnadollie' Hekel;
- (v) Ida (spouse Peter Williams,Buckley);
- (vi) 'Mary Ann' Jinnie (spouse William Conlan);
- (vii) Mary (spouse HarryBarney);
- (viii) Mary (spouses Chinese, Dick Richards and Alexander Brierty);
- (ix) 'Ippi' Mary (Bob Gray);
- (x) Mary-Ann (BillyPhillips);
- (xi) 'Miria' Maryann (Alick, Charlie Turner, Jack Williams);
- (xii) 'Munga' Maryann;
- (xiii) Jeannie 'Jinnie' Mossman and Charlie Fitzroy;
- (xiv) Dick 'Gunta' Richards;
- (xv) 'Kullilli' Rosie and her husband;
- (xvi) 'Curra' JackThompson;
- (xvii) 'Bunda' Tiger;
- (xviii) Tilby and 'Djogo' Hugo;
- (xix) Tinda and Lollipop;
- (xx) Toby and Topsy;
- (xxi) Jack 'Norley'Wallace;
- (xxii) Monitor Wallace;
- (xxiii) Willico;
- (xxiv) Harry Willis;
- (xxv) Harry Willy-Boy;
- (xxvi) Monday Willoughby;
- (xxvii) Harry Barney;
- (xxviii) Annie Bulloo;
- (xxix) Jack Bulloo;
- (xxx) Charlie Copra;
- (xxxi) Maggie; and
- (xxxii) Trella/Tarella (and her son Albert Hagan).

Annexure 1 – Application for Membership Form (refer to clause 5.2.3)

APPLICATION FOR MEMBERSHIP
Corporations (Aboriginal and Torres Strait
Islander) Act 2006

KULLILLI BULLOO RIVER ABORIGINAL
CORPORATION RNTBC

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

_____ of _____ (address)

Telephone: (Home) _____ (Work) _____ (Mobile) _____

Email: _____

hereby apply for membership of the Kullilli Bulloo River Aboriginal Corporation RNTBC.

I declare that I am 18 years of age or older and that I am a Kullilli Person, being a descendant of the following Kullilli apical ancestors: *(please list)*

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

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

I confirm that I agree to abide by the Rules of the Corporation and I agree to abide by any Code of Conduct adopted by the Corporation.

Signature of Applicant _____

Date: _____

Office use only

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

Annexure 2 - Consent to become a Director Form (refer to clause 8.2.3)

CONSENT TO BECOME A DIRECTOR

Corporations (Aboriginal and Torres Strait Islander) Act 2006

KULLILLI BULLOO RIVER ABORIGINAL CORPORATION RNTBC

I,

(Full name of director)

of

(Residential address)

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

I confirm my date of birth was

(Date of birth)

and my place of birth was

(Place of birth)

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

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least 3 months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- are an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing

corporations and I will notify the Corporation if any of the above events occur after my

appointment.

I hereby acknowledge the Directors' Code of Conduct and will abide by the Code of Conduct.

I hold a Director Identification Number: [INSERT DIN].

Signed: _____

Date: _____

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

Annexure 3 – Draft Regulation 9 Certificate (Example)

Regulation 9 Native Title (Prescribed Bodies Corporate) Regulations 1999 Certificate

Kullilli Bulloo River Corporation RNTBC (the **Corporation**) certifies that the common law holders were consulted about, and have consented to, the proposed native title decision to [**DECISION** – i.e. *enter into an Indigenous Land Use Agreement with ABC company regarding Mining Lease 123 (the Agreement)*] in accordance with regulation 8 of the PBC Regulations, before the Corporation entered into the Agreement.

Details of the process of making the decision

A meeting of common law holders was advertised on [**X date**] on the [**Where** – i.e. *Corporation website and on the community notice boards in A, B and C communities*], where the common law holders reside. Meeting notices were also emailed to common law holders who provided their contact details to the RNTBC... [**Examples** of other/additional notification options: *sent to common law holders via social media/published in ABC newspaper/broadcast on 123 community radio*].

The meeting notice stated that the meeting will be held on [**X date and time**] in [**X location**] and that all common law holders are invited to attend the meeting. The purpose of the meeting was to provide information to, and consult the common law holders about the Agreement and for common law holders to make a decision about whether or not they consent to entering into the Agreement.

Details (including names) of the common law holders who participated in the process of making the native title decision

The meeting was attended by [**Number**] common law holders who participated in the process of making the native title decision. The details of these common law holders are set out in the attached attendance list which forms part of this certificate.

Details of the consultation and consent process

The common law holders at the meeting passed a resolution that there was no traditional decision-making process that applied to the making of the Agreement. At the meeting, the common law holders agreed to, and adopted the following decision-making process:

This meeting resolves that the decision-making process agreed to and adopted by the Kullilli People for the purposes of this meeting is as follows:

- (a) The decision which is proposed to be made will be put in the form of a clearly-worded written motion;
- (b) The motion will be read out to the meeting
- (c) The motion must be moved and seconded by a member of the Kullilli People before it is decided on;
- (d) There must be a reasonable time for the motion to be discussed, debated and amended, such reasonable time being no more than 15 minutes or as the Chairperson deems appropriate in the circumstances;
- (e) The decision whether or not to pass the motion will be made by those Kullilli People 18 years and over present at this meeting by a show of hands;
- (f) The motion will be taken to be passed if a simple majority of the Kullilli People present at this meeting vote in favour of the motion;
- (g) A decision reached by this process will be an authoritative decision of the Kullilli People.

Annexure 3 – Draft Regulation 9 Certificate (Example) - Continued

The above decision-making process was unanimously adopted by all common law holders

Moved by: **[Person A]**
Seconded by: **[Person B]**
Abstained [] no [] yes

[Insert date of certification]

Signed by:

.....

Director

Director / Secretary