

THE RULE BOOK OF

Ngan Aak-Kunch Aboriginal Corporation RNTBC
(ICN: 4097)

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PREAMBLE

Ngan Aak-Kunch Aboriginal Corporation RNTBC has been established to manage the native title of us, the Wik and Wik Way peoples, over our land and waters in western Cape York Peninsula. Through this body we, the families, clans and other groups who form the Wik and Wik Way peoples, have joined to protect our native title and ensure the recognition by others of our deep and continuing connections to and rights in our ancestral land and waters, culture and heritage, and our existence as the original possessors and occupiers of these land and waters.

At the same time we, the Wik and Wik Way peoples, affirm our own diversity and specific connections under our traditional laws and customs to the land and waters over which our native title has been and will in the future be recognised. Thus, while “ngan aak-kunch” means “we owners of the country” in Wik Mungkan, the traditional language now widely spoken by many Wik and Wik Way people, we have many languages and dialects, each with its own way of stating ownership of our land and waters under law and custom.

1. NAME OF THE CORPORATION

- (a) The name of the Corporation is Ngan Aak-Kunch Aboriginal Corporation RNTBC.
- (b) The Corporation is a not-for-profit corporation.

2. DEFINITIONS AND INTERPRETATION

The definitions and interpretation provisions of this Rule Book are contained in Schedule 1 (Interpretation and Definitions).

3. OBJECTIVES OF THE CORPORATION

The Objectives of the Corporation are to:

- (a) perform the functions of a Prescribed Body Corporate;
- (b) be a Registered Native Title Body Corporate;
- (c) manage the Native Title Rights and Interests of the Native Title Holders;
- (d) acquire, hold, and manage land including Aboriginal land under the ALA;
- (e) provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, dispossession and disadvantage to the Native Title Holders;
- (f) maintain, protect, promote and advance the traditional law, culture, native title, traditions, languages, special knowledge and customs of the Native Title Holders;
- (g) advance the cultural, social, political, economic and legal interests of the Native Title Holders;
- (h) promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the Native Title Holders;
- (i) support and recognise the importance of elders in relation to land and the preservation of culture;

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- (j) promote, develop, improve and advance the education, health and wellbeing of the Native Title Holders;
- (k) exercise all powers necessary or convenient to perform its functions for the benefit of the Native Title Holders and Statutory Title Holders in all matters relevant to these objects.

4. POWERS OF THE CORPORATION

Subject to the CATSI Act and this Rule Book, the Corporation has the power to do anything an individual may lawfully do to carry out the Objectives, except:

- (a) the Corporation will not exercise a power unless it is to carry out at least one of the Objectives, and will not exercise a power that is contrary to any of the Objectives.
- (b) in carrying out its Objectives, the Corporation shall not pay any portion of its funds or property directly or indirectly by way of dividends, bonus, gift or otherwise to any Member, except for the payment in good faith of reasonable and proper remuneration or payment for, or in return for, services actually rendered or goods actually provided to the Corporation by that Member.
- (c) any appointment of a Service Provider must comply with the provisions of Schedule 2 – Appointment of Service Provider.
- (d) the Corporation will not charge application fees for membership or membership fees of any kind.

5. MEMBERSHIP OF THE CORPORATION

5.1 Members by application

5.1.1 How to become a Member

A person becomes a Member if:

- (a) the person is eligible to be a Member;
- (b) the person applies in writing to the Corporation to become a Member, using the form at Schedule 3;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

5.1.2 Eligibility for membership

A person is eligible to apply to be a Member of the Corporation if the person is:

- (a) 18 years of age or over; and
- (b) a Native Title Holder.

5.1.3 Deciding membership applications

- (a) The Directors will consider and decide applications for membership of the Corporation.

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- (b) Membership applications must be considered and decided in the order in which they are received.
- (c) The Directors must accept a membership application if the Applicant:
 - (i) has applied in writing to the Corporation to become a Member, using the form at Schedule 3; and
 - (ii) satisfies all the eligibility requirements in Rule 5.1.2.
- (d) Where the Directors do not have sufficient information to ascertain if an Applicant is eligible for membership then the Directors may adjourn consideration of the application until the next Directors' Meeting after sufficient information has been received.
- (e) Where the Directors adjourn consideration of an application for membership under Rule 5.1.3(d), they must within 14 days notify the Applicant in writing of the adjournment and specify what information the Directors require to show that the Applicant is eligible for membership.
- (f) Unless the Registrar has made a determination in writing granting the Corporation an extension or exempting it from the requirement of deciding an application for membership the Directors must make a decision on an application for Membership within 6 (six) months from the date on which the application was made.
- (g) If an application for membership is accepted, the Board of Directors must notify the Applicant in writing.
- (h) If an application for membership is rejected, the Directors must notify the Applicant in writing within 14 days and provide reasons for the rejection of the application.

5.1.4 Entry on the Register of Members and membership fees

- (a) If a membership application is accepted, the Applicant's name must be entered on the Register of Members within 14 days of the acceptance.
- (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 at the time 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.
- (c) The Corporation must not impose fees for membership of the Corporation.

5.2 Members rights and obligations

5.2.1 Members' rights

- (a) Each Member has rights under the CATSI Act and this Rule Book including the rights set out below. A Member:
 - (i) can attend, speak and vote at a General Meeting of the Corporation;

- (ii) can be appointed as a Director (subject to eligibility);
 - (iii) cannot be removed as a Member unless the Corporation has complied with the procedure required by the CATSI Act;
 - (iv) can put forward Resolutions to be voted on at a General Meeting of the Corporation in accordance with the procedure outlined in this Rule Book;
 - (v) can ask the Directors to call a General Meeting in accordance with the procedure outlined in this Rule Book;
 - (vi) can access the books and records of the Corporation in accordance with the CATSI Act and this Rule Book;
 - (viii) can have any appropriate dispute with another Member or the Directors dealt with under the Dispute Resolution Process.
- (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.

5.2.2 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and this Rule Book;
- (b) to notify the Corporation of any change of address within 28 days;
- (c) to comply with any Code of Conduct adopted by the Corporation, when the Member participates in the business of the Corporation;
- (d) to treat other Members, Native Title Holders, 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;
- (f) not to make improper use of information or opportunities received because of their position as Members or Directors;
- (g) not to make any public statement on behalf of the Corporation unless authorised by the Directors;
- (h) to consider and be guided by the traditional law acknowledged and the traditional customs observed by the Native Title Holders.

5.2.3 Liability of Members:

Members and former members are not liable to contribute towards the payment of the debts and liabilities of the Corporation.

5.3 How a person stops being a Member

- (a) A person will stop being a Member if:
 - (i) the person resigns as a Member in accordance with the procedure outlined in this Rule Book; or
 - (ii) the person dies; or

- (iii) the person's membership of the Corporation is cancelled in accordance with the procedure under the CATSI Act.
- (b) A person ceases to be a Member when the Member's name is removed from the Register of Members.

5.4 Resignation of a Member

- (a) A Member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing using the form prescribed by the Directors.
- (c) Within 14 days after receiving the notice, the Corporation must remove the Member's name from the Register of Members and enter the name in the Register of Former Members.

5.5 Process for cancelling membership

5.5.1 Cancelling membership if Member is not, or ceases to be, eligible

Section 150-22 of the CATSI Act applies to the cancellation of membership for a Member who is ineligible, or has ceased to be eligible, for membership.

5.5.2 Cancelling membership if Member cannot be contacted

Section 150-25 of the CATSI Act applies to the cancellation of membership of a Member who is not contactable.

5.5.3 Cancelling membership if a Member misbehaves

Section 150-35 of the CATSI Act applies to the cancellation of membership of a Member who misbehaves.

5.5.4 Amending Register of Members after a membership is cancelled

Within 14 days of the cancellation of a Member's membership, the Corporation must remove the Member's name from the Register of Members and enter the name on the Register of Former Members.

6. REGISTERS OF MEMBERS AND FORMER MEMBERS

6.1 Corporation to maintain a Register of Members and Former Members

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

6.2 Information on the Register of Members

The Register of Members must contain the following information about each Member:

- (a) the Member's given name and family name;
- (b) the Member's address; and
- (c) the date on which the Member's name was entered on the Register.

6.3 Information on the Register of Former Members

The Register of Former Members must contain the following information about each individual who stopped being a Member within the last seven years:

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

6.4 Location and inspection of Registers of Members and Former Members

6.4.1 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.

6.4.2 Right to Inspect Registers

- (a) Any person has a right to inspect the Register of Members and the Register of Former Members.
- (b) If the Registers are not kept on a computer, the Corporation must allow the person to inspect a register itself.
- (c) If a register is kept on a computer, the Corporation must (unless the person and the Corporation agree that the person can access the information by computer) allow the person to inspect a hard copy of the information on the register.

6.4.3 Inspection Fees

- (a) A Member may inspect a register without charge.
- (b) A person who is not a Member may inspect a register only on payment of the fee required by the Corporation.
- (c) The Directors may, from time to time, determine the fee to be required by the Corporation under Rule 6.4.3(b) subject to any limitation under the CATSI Act.

6.4.4 Right to get copies

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

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

6.4.5 Fees for provision of a copy

The Directors may, from time to time, determine the fee to be required by the Corporation under Rule 6.4.4(b) subject to any limitation under the CATSI Act.

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6.4.6 Making Register of Members available at AGM

The Corporation must:

- (a) make the Register of Members available for inspection (without charge) by Members at the AGM; and
- (b) ask each Member attending the AGM to:
 - (i) check the entry for that Member in the register; and
 - (ii) inform the Corporation of any corrections that need to be made to that entry.

7. ANNUAL GENERAL MEETINGS 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 the Financial Year.
- (b) 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 the period within which the Corporation is required to hold an AGM.
- (c) If the Registrar grants an extension, the Corporation must hold its AGM within the period specified by the Registrar.

7.1.2 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) the confirmation of the minutes of the previous General Meeting;
- (b) the consideration of the reports under Chapter 7 of the CATSI Act that 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;
- (f) asking questions, or making comments, about management of the Corporation; and
- (g) if the Corporation's Auditor (if any) or their representative is present at the AGM—asking questions of the Corporation's Auditor (if any) in accordance with the CATSI Act.

7.1.3 Questions at AGMs

- (a) The Chairperson of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Corporation.
- (b) If the Corporation's Auditor (if any) or Auditor's representative is at an AGM, the Chairperson of the meeting allow a reasonable opportunity for the Members as a whole to ask the Auditor or the Auditor's representative questions relevant to:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's report;
 - (iii) the accounting policies adopted by the Corporation in relation to the preparation of the financial statements; and
 - (iv) the independence of the Auditor in relation to the conduct of the audit.

7.2 Holding General Meetings

- (a) A General Meeting must be held for a proper purpose.
- (b) A General Meeting must be held at a reasonable time and place.
- (c) The Corporation may hold a General Meeting at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (d) The business of a General Meeting must not include any of the following, unless the Members have been duly notified of the business and the proposed resolution in the notice of the General Meeting:
 - (i) the cancellation of a Member's membership;
 - (ii) changes to this Rule Book; and
 - (iii) decisions about sitting fees.

7.3 Calling a General Meeting

- (a) A Director may call a General Meeting of the Corporation.
- (b) The Directors must call and arrange to hold a General Meeting on the request of at least the minimum number of Members:

Number of Members in the Corporation	Number of Members needed to ask for a General Meeting
2-10 Members	= 1 Member
11-29 Members	= 3 Members
30-50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

- (c) A request by Members to hold a General Meeting must:
 - (i) be in writing;

- (ii) state any Resolution to be proposed at the General Meeting;
 - (iii) be signed by the Members making the request;
 - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
 - (v) be given to the Corporation.
- (d) 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.
- (e) Section 201-15 of the CATSI Act provides that a General Meeting requested by Members must be called within the later of:
 - (i) 21 days after the request is received; or
 - (ii) in the event the Directors apply to the Registrar for permission to deny a Members' request for a General Meeting—21 days after the Directors are notified on the Registrar's decision to deny that permission.
- (f) In accordance with s.201-10 of the CATSI Act, a Director may apply to the Registrar for permission to deny a Members' request for a General Meeting.

7.4 Requirement of Notice for General Meetings

- (a) Section 201-20 of the CATSI Act sets out the amount of notice which must be given for a General Meeting. In general, at least 21 days' notice must be given.
- (b) Section 201-25 of the CATSI Act applies to giving a notice of General Meeting.
- (c) Section 201-25(1) of the CATSI Act requires the Corporation to give written notice of a General Meeting to the following persons:
 - (i) each Member entitled to vote at the meeting;
 - (ii) each Director;
 - (iii) the Secretary (if any); and
 - (iv) the Contact Person (if any).
- (d) Section 201-25(2) of the CATSI Act provides that the Corporation may give the notice of meeting to a Member:
 - (i) personally; or
 - (ii) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member; or
 - (iii) by sending it to the fax number or electronic address (if any) nominated by the Member; or
 - (iv) by sending it to the Member by other electronic means (if any) nominated by the Member; or

- (v) by notifying the Member in accordance with the electronic means of communication nominated by that Member; or
- (vi) by any other means that the Corporation's constitution (if any) permits.
- (e) Nothing in this rule limits the operation of s.201-25 of the CATSI Act.
- (f) For any General Meeting, the Corporation shall use its best endeavours to display public notices of the General Meeting at prominent places in the townships of Aurukun, Pormpuraaw, Napranum and Coen, at least ten (10) days before the date of any meeting, so as to give notice of the meeting to all Native Title Holders.

7.5 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 facilitate this); and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a Special Resolution is to be proposed at the meeting—set out an intention to propose the Special Resolution and state the resolution; and
 - (iv) if a Member is entitled to appoint a proxy—contain a statement setting out the following information:
 - (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;
 - (C) that a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (b) The information included in the notice of meeting must be worded and presented in a clear, concise and effective manner.

7.6 Members' Resolutions

7.6.1 Notice of Members' Resolutions

- (a) Notice of a Resolution that they propose to move at a General Meeting may be given to the Corporation by at least the following number of Members:

Number of Members in the Corporation	Number of Members needed to give notice
2-10 Members	= 1 Member
11-29 Members	= 3 Members
30-50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

- (b) A request by Members to hold a General Meeting must:
 - (i) be in writing; and
 - (ii) set out the wording of the proposed Resolution; and
 - (iii) be signed by the Members proposing to move the Resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy.

7.6.2 Consideration of Members' Resolutions

- (a) If the Corporation has been given notice of a Resolution in accordance with Rule 7.3.1, the Resolution must be considered at the next General Meeting that occurs more than 28 days after the notice is given.
- (b) The Corporation must give all its Members notice of the 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 is responsible for the cost of giving Members notice of the Resolution.
- (d) The Corporation need not give notice of the Resolution if it is defamatory.

7.7 Members' statements to be distributed

Section 201-50 of the CATSI Act applies to a request from Members that the Corporation distribute a statement to all Members about:

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

7.8 Auditor entitled to notice and other communications

The Corporation must give its auditor (if any):

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

7.9 Quorum for General Meeting

- (a) If the Corporation has 11 or more Members, the quorum for a meeting of the Corporation's Members is the lesser of:
 - (i) 15 Members; or
 - (ii) the greater of:
 - (A) the number of Members holding 15% of the voting rights; or
 - (B) 3 Members.

- (b) If the Corporation has less than 11 Members, the quorum for a meeting of the Corporation is 2 Members.
- (c) The quorum must be present at all times during the meeting.
- (d) In determining whether a quorum is present, individuals attending as Proxies must be counted, subject to Rule 7.9(e).
- (e) If a Member has appointed more than 1 Proxy, only 1 of them must be counted and if an individual is attending both as a Member and as a Proxy they must be counted only once.
- (f) A meeting of the Corporation's Members that does not have a quorum present within 3 hours after the commencement time set out in the notice of meeting is adjourned to the same time on the following day, and to the same place, unless the Chairperson specifies that the meeting should be dissolved and rescheduled.
- (g) If no quorum is present at the resumed meeting within 3 hours after the time for the meeting, the meeting is dissolved.

7.10 Chairing a General Meeting

- (a) The Directors may elect an individual to chair General Meetings.
- (b) The Members at a General Meeting must elect a Member to chair the meeting (or part of it) if:
 - (i) the Directors have not already elected a Chairperson; or
 - (ii) a previously elected Chairperson is not available or declines to act, for the meeting (or part of it).
- (c) The ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the meeting is final.
- (d) The Chairperson may require a Member or Director to leave a meeting if the conduct of the Member or Director is interfering unreasonably with the orderly conduct of the meeting.
- (e) The Chairperson must adjourn a General Meeting if Members with a majority of votes at the meeting agree or direct that the Chairperson do so.

7.11 Adjourned General Meetings

- (a) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.
- (c) If a General Meeting is adjourned for 30 days or more, at least 21 days of notice must be given to Members, Directors, the Auditor (if any) and the Secretary or Contact Person of the day, time and place on which the General Meeting will be resumed.

7.12 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 the meeting on any part of the business of the meeting that concerns the Auditor in the Auditor's capacity as Auditor.
- (c) The Auditor is entitled to be heard even if:
 - (i) the Auditor retires at the meeting; or
 - (ii) the 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.

7.13 Voting at General Meetings

7.13.1 Entitlement to vote

- (a) At a General Meeting, each Member has one vote, both on a show of hands or a Poll.
- (b) The chair has a casting vote, and may only vote if he or she is a Member.
- (c) A challenge to a right to vote at a General Meeting:
 - (i) may only be made at that meeting; and
 - (ii) must be determined by the Chairperson, whose decision is final.

7.13.2 How voting is carried out

- (a) A Resolution put to the vote at a General Meeting must be decided on a show of hands unless a Poll is demanded.
- (b) Before a vote is taken the Chairperson must inform the meeting whether any Proxy votes have been received and how the Proxy votes are to be cast.
- (c) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the Proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded for or against.

7.13.3 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 Chairperson.
- (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.
- (c) A demand for a Poll may be withdrawn.
- (d) A Poll on the election of a Chairperson or on the question of an adjournment must be taken immediately.
- (e) A Poll demanded on other matters must be taken when and in the manner the Chairperson directs.

7.13.4 How voting is carried out by a Poll

- (a) A Poll will be conducted by secret ballot, as opposed to a show of hands, and is conducted by Members submitting a paper marked “for” or “against” a Resolution as the case may be.
- (b) A Poll is decided according to the majority requirements set out in this Rule Book (whether for an ordinary Resolution or a Special Resolution), as determined by the Chairperson.

7.13.5 Circulating resolutions

- (a) Section 204-1 of the CATSI Act permits certain Resolutions to be made without holding a General Meeting.
- (b) Under s.204-1 of the CATSI Act:
 - (i) the Corporation may pass a resolution without a General Meeting being held if all the Members entitled to vote on the Resolution sign a document containing a statement that they are in favour of the Resolution set out in the document. Each Member of a joint membership must sign;
 - (ii) an Auditor cannot be removed by a Resolution in accordance with the provision;
 - (iii) separate copies of a document under Rule 7.14.5(b)(i) may be used for signing by Members if the wording of the Resolution and statement is identical in each copy;
 - (iv) a resolution passed under the provision is passed when the last Member signs.
- (c) Nothing in this Rule affects the operation of s.204-1 of the CATSI Act.

7.14 Proxies

7.14.1 Who may appoint a Proxy

- (a) A Member (the “**Proxy-Giver**”) who is entitled to attend and cast a vote at a General Meeting may appoint another Member as the Proxy-Giver’s Proxy to attend and vote for the Proxy-Giver at the meeting.
- (b) The appointment may specify the proportion or number of votes that the proxy may exercise.

7.14.2 Rights of Proxies

- (a) A Proxy appointed to attend and vote for a Member has the same rights as the Member:
 - (i) to speak at the meeting; and
 - (ii) to vote (but only to the extent allowed by the appointment); and
 - (iii) join in a demand for a poll.
- (b) A Proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.
- (c) A person must not exercise proxies for more than the number of Members:
 - (i) prescribed under the CATSI Act; or
 - (ii) worked out using the method prescribed under the CATSI Act.
- (d) A contravention of Rule 7.15.2(c) does not affect the validity of the votes cast.

7.14.3 Appointing a Proxy

- (a) Section 201-100 of the CATSI Act applies to the appointment of Proxies.
- (b) In general, s.201-100 of the CATSI Act:
 - (i) provides that the appointment of a Proxy is valid if it is signed by the Proxy-Giver and contains the following information:
 - (A) the Proxy-Giver's name and address;
 - (B) the Corporation's name;
 - (C) the Proxy's name or the name of the office held by the Proxy;
 - (D) the meetings at which the appointment may be used.
 - (ii) An undated appointment is taken to have been dated on the day it is given to the Corporation.
 - (iii) An appointment may specify the way the Proxy is to vote on a particular resolution.
 - (iv) An appointment does not have to be witnessed.
 - (v) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- (c) An appointment of a Proxy may be made in the form attached at Schedule 4.
- (d) Nothing in this Rule affects the operation of s.201-100 of the CATSI Act.

7.14.4 Receipt of Proxy documents

- (a) For an appointment of a Proxy for a meeting of Members to be effective, the following documents must be received by the Corporation at least 48 hours before the meeting:
 - (i) the Proxy's appointment;

- (ii) if the appointment is signed by the Proxy-Giver's attorney—the authority under which the appointment was signed or a certified copy of the authority.
- (b) If a meeting of the Corporation's Members has been adjourned, an appointment and any authority received by the Corporation at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

7.15 Attendance of non-Members at a General Meeting

7.15.1 Employees or Invitees of the Corporation

The Directors may invite a non-Member, including any person employed by the Corporation in any capacity, to attend a meeting or to address a meeting of the Corporation.

8. DIRECTORS OF THE CORPORATION

8.1 Number of Directors

8.1.1 Minimum number of Directors

- (a) If the Corporation has:
 - (i) 1 Member, the Corporation must have at least 1 Director;
 - (ii) 2 Members, the Corporation must have at least 2 Directors; and
 - (iii) more than 2 Members, the Corporation must have 10 Directors.

8.1.2 Maximum number of Directors

- (a) The Directors shall be up to 10 Members, comprising:
 - (i) 1 Member from each of the Wik and Wik Way Representative Groups; and
 - (ii) 2 Members of the Central West Wik People Native Title Group who ordinarily reside in Coen, Queensland.
- (b) The Corporation must not have more than 10 Directors.

8.2 Eligibility to be a Director

- (a) A person is eligible to be appointed as a Director if the person:
 - (i) is a Member;
 - (ii) has skills that are relevant to the governance, operations or business activities of the Corporation, including law, accounting, land management or business administration;
 - (iii) where the person is, or previously was, a Director of the Corporation before the AGM at which they are considered for appointment—has completed a suitable governance training course;
 - (iv) is not ineligible for appointment under Rule 8.2(b);

- (v) has completed the form at Schedule 5 to this Rule Book, and provided the form to the Secretary or Contact Officer of the Corporation not less than 48 hours before the commencement of an AGM; and
 - (vi) the person has a signed consent to act as a Director in the form in Schedule 5, and provided the form to the Secretary or Contact Officer of the Corporation not less than 48 hours before the commencement of an AGM.
- (b) A person is not eligible to be appointed as a Director if the person:
- (i) is indebted to the Corporation for an amount of more than \$2,500;
 - (ii) subject to Rule 8.3(c), has been disqualified from managing corporations under Part 6-5 of the CATSI Act;
 - (iii) is the CEO;
 - (iv) in the event the Corporation is a Registered Entity—has been suspended or removed as a responsible entity (of the Corporation or any other entity) under the ACNC Act.
- (c) A person who is disqualified from managing corporations under Part 6-5 of the CATSI Act may only be appointed as a Director of the Corporation if the appointment is made after the person has received sufficient:
- (i) permission granted by the Registrar under s.279-30 of the CATSI Act; or
 - (ii) leave granted by the Court under s.279-35 of the CATSI Act.

8.3 Procedure for appointment as a Director

- (a) Directors are appointed at each AGM from amongst the Members who are nominated for appointment as Directors by each Representative Group as follows:
- (i) the Members of each Wik and Wik Way Representative Group shall provide to the Secretary or Contact Person the name of the one (1) Member nominated by that Representative Group to be a Director at or before the time when nominations are called for at that meeting; and
 - (ii) the Members of the Central West Wik People shall provide to the Secretary or Contact Person the name of the two (2) Members nominated by that Representative Group to be a Director at or before the time when nominations are called for at that meeting; and
 - (iii) the Member nominated by each Representative Group to be appointed as a Director must complete the form in schedule 5 and give it to the Chairperson before the Member is appointed as a Director.
- (b) If the Members of a Representative Groups:
- (i) do not provide the names of Members nominated to be appointed as a Director in accordance with Rule 8.3(a); or;
 - (ii) nominate a Member and that Member does not give their consent to being nominated by completing the form in schedule 5,

that Representative Group's Director position, or positions, will be treated as a casual vacancy and may be filled in accordance with Rule 8.7.

8.4 Appointment of Directors at AGM

- (a) The Corporation may appoint a Member as a Director by Resolution passed at an AGM to fill the position of any Director:
 - (i) whose term expires at the end of the AGM; or
 - (ii) whose position become vacant because the Director is not confirmed under Rule 8.8(c).
- (b) The appointment of Directors at an AGM is effective at the conclusion of the AGM at which they are appointed.
- (c) A majority of Directors of the Corporation must:
 - (i) usually reside in Australia;
 - (ii) not be employees of the Corporation.

8.5 Term of appointment

- (a) Subject to this Rule Book, each Director holds office until the earlier of:
 - (i) the two years after their appointment; or
 - (ii) the date on which the Director retires, is removed or their office becomes vacant by virtue of any other provision of this Rule Book.
- (b) Directors from the Wik and Wik Way Representative Groups will be appointed on rotation for a two-year term, so that the appointment of half of the Directors expires each year.
- (c) Directors are eligible for re-appointment.
- (d) If the terms of appointment of all the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the conclusion of the next AGM that occurs after the last Director's appointment has expired.

8.6 Alternate Directors

- (a) With the other Directors' approval, a Director (**Appointing Director**) may appoint an alternate director, from the Representative Group which they were appointed, to exercise some or all of the Appointing 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.

8.7 Casual vacancies

- (a) The Directors of the Corporation may appoint as a Director a Member nominated by the Representative Group from which the casual vacancy has occurred to fill a vacant position if the Member has a signed consent to act as a Director in the form in Schedule 5.
- (b) A Member can be appointed under Rule 8.8(a) in order to make up a quorum for a Directors' meeting even if the total number of Directors of the Corporation is not enough to make up that quorum.
- (c) If a Member is appointed under Rule 8.8(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.

8.8 How a person ceases to be a Director

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director of the Corporation as provided for in s.249-5 of the CATSI Act;
- (c) the term of the person's appointment as a Director of the Corporation expires;
- (d) the person is removed as a Director by the Members as provided for in s.249-10 of the CATSI Act;
- (e) the person is removed as a Director by the other Directors as provided for in s.249-15 of the CATSI Act; or
- (f) the person becomes disqualified from managing corporations under Part 6-5 of the CATSI Act.

9. CODE OF CONDUCT AND CORPORATE GOVERNANCE TRAINING

- (a) The Directors must adopt a Code of Conduct no later than the second meeting of Directors after registration of this Rule Book, and the Directors may review and amend that Code of Conduct from time to time in order to ensure that it promotes good governance of the Corporation.
- (b) All Directors of the Corporation must comply with the Code of Conduct adopted by the Directors. A copy of the Code of Conduct must be published and made available to Directors and Members within a reasonable time of the code being made or amended.
- (c) The Directors must ensure that each Director undertakes ongoing training in corporate governance and Director duties and responsibilities, and begins such training within 6 months of that Director's first appointment.

10. DUTIES AND POWERS OF DIRECTORS

10.1 General Duties

The Directors and other officers of the Corporation must comply with the duties imposed on them by the CATSI Act and the general law. These duties may include:

- (a) a duty of care and diligence under s.265-1 of the CATSI Act;
- (b) a duty of good faith under s.265-5 of the CATSI Act;
- (c) a duty not to improperly use their position under s.265-10 of the CATSI Act;
- (d) a duty not to improperly use information under s.265-15 of the CATSI Act; and
- (e) a duty of disclosure of material personal interests under s.268-1 of the CATSI Act;
- (f) a duty to prevent insolvent trading under s.531-1 of the CATSI Act.

10.2 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 of the powers of the Corporation except any that the CATSI Act or this Rule Book requires the Corporation to exercise in a General Meeting.

10.3 Remuneration

- (a) The Directors of the Corporation are to be paid the remuneration that the Members determine by resolution in a General Meeting.
- (b) Rule 10.3(a) does not prevent a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation.
- (c) A Director may receive reasonable payments (having regard to the market costs of obtaining similar goods or services) for a contract for goods or services, provided that the Director has complied with the Director's duty under Rule 10.1(e) in respect of the contract.
- (d) The Corporation may pay the Directors' travelling and other expenses that the Directors properly incur:
 - (i) in attending Directors' meetings or any meetings of committees of Directors; and
 - (ii) in attending any General Meetings of the Corporation; and
 - (iii) in connection with the Corporation's business.

10.4 Negotiable Instruments

A negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed by 3 Directors of the Corporation:

- (a) without a Resolution of Directors where the amount is \$1,000 or less; or

- (b) only with a Resolution of Directors where the amount is more than \$1,000.

10.5 Delegation

- (a) Subject to Rule 10.5(b), 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 and provisions of this Rule Book.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

10.6 Member approval needed for a related party benefit

Part 6-6 of the CATSI Act applies to the approval of related party benefits by Members.

10.7 Guidance by Native Title Holders

The Directors must consider, and be guided by, acknowledged traditional law and observed traditional custom of the Native Title Holders.

11. NATIVE TITLE DECISION-MAKING PROCESS

11.1 Native Title Decisions

- (a) Each Native Title Decision must be made in accordance with this rule.
- (b) The Corporation shall ensure for all Native Title Decisions:
 - (i) the Corporation uses all reasonable efforts to ensure that all persons who hold native title in relation to land or waters affected by a proposed Native Title Decision have been identified (the “**Affected Native Title Holders**”);
 - (ii) that Affected Native Title Holders are notified of a meeting by website, public notification or individual correspondence where a Native Title Decision is proposed to be made;
 - (iii) that Affected Native Title Holders are provided with at least 21 (twenty- one) days of notice of the meeting where a Native Title Decision is proposed to be made;
 - (v) to the extent reasonable practicable, the principles of free, prior and informed consent are applied.
- (c) Where relevant, the Corporation shall ensure that best practice cultural and heritage and environmental protection is followed.

12. CULTURAL HERITAGE DECISION-MAKING PROCESS

12.1 Cultural Heritage Decisions

- (a) Each Cultural Heritage Decision must be made in accordance with this rule.
- (b) The Corporation shall ensure that for all Cultural Heritage Decisions:
 - (i) the Corporation uses all reasonable efforts to ensure that:
 - (A) Native Title Holders with particular knowledge about traditions, observances, customs or beliefs associated with the land or waters affected by the Cultural Heritage Decision; and
 - (B) Native Title Holders who have responsibility under Aboriginal traditional for some or all of the land or waters affected by the Cultural Heritage Decision or for significant Aboriginal objects located in or on such land or waters;
 - have been identified (the “**Cultural Heritage Decision Makers**”);
 - (ii) the Cultural Heritage Decision Makers understand the nature and purpose and effect of the proposed Cultural Heritage Decision and are given an opportunity to express their views on, and are generally in agreement with, the proposed Cultural Heritage Decision; and
 - (iii) the principles of free, prior and informed consent are applied.

13. DIRECTORS MEETINGS

13.1 Frequency of Directors meetings

The Directors will meet as often as the Directors consider necessary for the efficient discharge of the business of the Corporation, but must meet at least once every 3 months.

13.2 Calling and giving notice of Directors’ meetings

- (a) The Directors will normally determine the date, time and place of each Directors’ meeting at the previous meeting.
- (b) However, a Directors’ meeting may also be called by a Director giving reasonable notice to each of the other Directors.
- (c) The date, time and place for a Directors’ meeting must not unreasonably prevent a Director attending.
- (d) Reasonable notice of a Directors’ meeting under Rule 13.2(b) must be given to each Director by the Director calling the meeting. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed Resolutions.

- (e) Directors must keep the costs of Directors' meetings within reasonable limits. Where Corporation funds are used to cover the costs of a Directors' meetings, the Directors must use their best endeavours to keep those costs to a minimum, having regard to the cost of available accommodation and travel options.

13.3 Use of technology

- (a) A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one.
- (b) A Director may only withdraw his or her consent within a reasonable period before the meeting.

13.4 Chairing Directors meetings

- (a) The Directors must elect a Director to chair each of their meetings. The Directors may determine the period for which that Director is to be 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.

13.5 Quorum at Directors meetings

- (a) The quorum for a Directors' meeting is a majority of the Directors and of which at least one (1) Director must be a Director from the Central West Wik People.
- (b) The quorum must be present at all times during the meeting.

13.6 Resolutions at Directors meetings

13.6.1 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 in addition to any vote he or she has as a Director.

13.6.2 Circulating Resolutions of Directors

- (a) The Directors may pass a Resolution outside of a Directors' meeting if all Directors entitled to vote on a Resolution sign a statement that they are in favour of the Resolution, which may be done in counterparts.
- (b) A Resolution by circulated statement is passed when the last Director signs.

14. SECRETARY AND CONTACT PERSON

14.1 Who may be a Secretary or Contact Person

- (a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary or Contact Person if the appointment is made after the person has received sufficient:
 - (i) permission granted by the Registrar under s.279-30 of the CATSI Act; or
 - (ii) leave granted by the Court under s.279-35 of the CATSI Act.

14.2 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.
- (b) The Corporation must keep each consent received under this rule.

14.3 How a Secretary or Contact Person is appointed

The Secretary or Contact Person is appointed or replaced by the Directors.

14.4 Terms and conditions of office

A Secretary holds office on, or the Contact Person is subject to, the terms and conditions (including remuneration) that the Directors determine.

15. APPOINTMENT OF CHIEF EXECUTIVE OFFICER

- (a) The Directors may appoint a CEO of the Corporation.
- (b) The CEO must be appointed and removed by a Directors' Resolution on such terms and conditions (including remuneration) as the Directors determine.
- (c) The CEO shall not be eligible to be a Director of the Corporation during the term of his or her appointment as CEO.
- (d) Eligibility for appointment as the CEO must be based on merit and not on any affiliations.
- (e) The CEO must satisfy the CEO Eligibility Criteria.

16. ANNUAL PLAN

16.1 Requirement for Annual Plan

- (a) Prior to 30 June in any Financial Year, the Directors must formulate an Annual Plan for the next Financial Year in accordance with the provisions of this rule.

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- (b) The Directors and CEO (if any) will carry out the Corporation's activities during the Financial Year in accordance with the Annual Plan.
- (c) The Corporation must make the Annual Plan available (at no cost) to any Member who requests a copy.
- (d) The Annual Plan will outline the proposed activities of the Corporation for the next Financial Year having regard to:
 - (i) the anticipated budgets of the Corporation;
 - (ii) the anticipated Corporation income and expenditure;
 - (iii) any proposed priorities and programs of the Corporation;
 - (iv) the Annual Report, financial statements and financial position of the Corporation from the previous Financial Year;
 - (v) the composition of the Directors, proposed governance training and meeting schedule;
 - (vi) the proposed meeting and consultation schedule for the Members; and
 - (vii) the Objectives of the Corporation.

16.2 Reviewing the Annual Plan

- (a) Within 2 months after the end of any Financial Year, the Directors will conduct a review of the Corporation's activities for that Financial Year and compile an Annual Report.
- (b) The Annual Report will include:
 - (i) a review of the quarterly reports prepared by the CEO (if any);
 - (ii) a summary of the Corporation's activities for the previous Financial Year;
 - (iii) the financial position of the Corporation;
 - (iv) details of the expenses for the previous Financial Year and the projects and programs to which the expenses relate;
 - (v) how the Objectives of the Corporation were advanced; and
 - (vi) an evaluation of how successfully the Corporation fulfilled the goals established in the Annual Plan.
- (c) A copy of the current Annual Report must be made available to the Members at each AGM of the Corporation.

17. STRATEGIC PLAN

17.1 Requirement for Strategic Plan

After the third anniversary of the registration of the Rule Book, and at the beginning of the following Financial Year, the Directors must formulate a Strategic Plan.

17.2 Purpose of the Strategic Plan

The purpose of the Strategic Plan is to:

- (a) set out the long-term Objectives of the Corporation and to facilitate advancement of the Corporation and the Objectives;
- (b) provide recommendations for the better administration of the Corporation having regard to the review of any previous Strategic Plan; and
- (c) where appropriate, provide recommendations regarding amendments to this Rule Book which the Directors may consider appropriate having regard to the review of the Strategic Plan.

17.3 Amending the Strategic Plan

The Directors may amend the Strategic Plan during any Financial Years to which the Strategic Plan relates.

17.4 Implementation of the Strategic Plan

The Directors and CEO (if any) will manage the Corporation in accordance with the Strategic Plan as far as is reasonably practicable.

17.5 Publication of the Strategic Plan

A copy of the current Strategic Plan must be made available to the Members at each AGM of the Corporation.

18. FINANCES AND RECORD KEEPING

18.1 Application of funds and property

- (a) Subject to the CATSI Act and this Rule Book, all funds or property of the Corporation not subject to any trust can be used at the direction of the Directors in accordance with this Rule Book to carry out the Objectives.
- (b) Subject to the CATSI Act and this Rule Book, no portion of the funds and the property of the Corporation may be paid or distributed to any Member of the Corporation.
- (c) Nothing in this Rule 18.1 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 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).

18.2 Record keeping

The Corporation must keep the:

- (a) minutes of meetings (in writing or as an audio or video recording);
- (b) Rule Book;
- (c) Registers of Members and Former Members;
- (d) names and addresses of Directors, officers and the Contact Person or Secretary;
- (e) written financial records.

18.3 Financial records and procedures

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

19. AUDITOR

- (a) Where required under the CATSI Act, the Corporation must appoint a qualified Auditor and instruct them to compile an Auditor's report to be presented at each AGM.

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- (b) The Corporation must provide the Auditor with all records, accounts and other documents and information, explanations and assistance required by the Auditor to prepare his or her Auditor's report.

20. DISPUTE RESOLUTION PROCESS

20.1 Dispute

The Dispute Resolution Procedure in this rule applies to disputes internal to the operations of the Corporation between any of the Directors, Members, or any one or more of them, or between the Corporation and a person who is or who claims to be a Native Title Holder, regardless of whether or not they are a Member, in relation to:

- (a) whether or not the person is a Native Title Holder; or
- (b) the Corporation's performance of its functions under the NTA.

20.2 Corporation Operations to Continue

Despite the existence of a Dispute, the Corporation must continue to operate and any person with powers and functions under this Rule Book must, to the extent possible, continue to perform those powers and functions.

20.3 Informal Dispute Resolution

The parties to the Dispute must first try to resolve the Dispute between themselves on an informal basis, in good faith, having regard to the spirit and intent of the Objectives.

20.4 Formal Dispute Resolution

- (a) If a Dispute arises, any party claiming that a Dispute has arisen must give a Dispute Notice in the form at Schedule 6 to the other party or parties to the Dispute.
- (b) If the Dispute cannot be resolved informally within one calendar month from the date of the Dispute Notice, any party to the Dispute may give the Directors a copy of the Dispute Notice and refer the matter to the Directors to resolve.
- (c) Subject to Rule 20.4(e), the Directors must use their best endeavours to resolve the dispute between the parties to the Dispute.
- (d) If the Directors are unable to resolve the Dispute to the mutual satisfaction of the parties within 30 days of the receipt by the Directors of the Dispute Notice, then the Directors must refer the matter to mediation under Rule 20.4(f).
- (e) If a Dispute:
 - (i) is reasonably considered by Directors to be without merit or frivolous, the Directors must refer the Dispute to the Registrar; or
 - (ii) is not subject to sub-paragraph (i) and concerns:
 - (A) the claim a person who is not Member to be a Native Title Holder; or
 - (B) the Corporation's performance of its functions under the NTA;

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the Directors must refer the matter to mediation under Rule 20.4(f).

- (f) Each party to the Dispute must bear his or her own costs of mediation, and the Corporation must pay the mediator's remuneration.
- (g) If the Dispute cannot be resolved by mediation under Rule 20.4(f), then the Dispute must be referred to the Registrar.

20.5 Legal Proceedings

Members should comply with the processes outlined in this rule before commencing legal proceedings, except where those Members seek urgent interlocutory or other urgent relief.

21. NOTICES

21.1 General

- (a) Unless the CATSI Act or this Rule Book otherwise require, notices under this Rule Book must be given in writing.
- (b) Notices of Directors' meetings can be given in writing, by email, by telephone or, if all the Directors agree, orally.

21.2 How a notice to a Member may be given

Unless the CATSI Act or this Rule Book require otherwise, a notice or communication to a Member may be given:

- (a) personally;
- (b) left at a Member's address as recorded in the Register of Members with a person apparently over the age of 18 years;
- (c) sent by pre-paid ordinary post to the Member's address as recorded in the Register of Members;
- (d) sent by facsimile transmission to the Member's current number for notices (if the Member has nominated one); or
- (e) sent by email or other electronic means to the Member's current email or other electronic address (if the Member has nominated one).

21.3 When notice is taken as being given

Unless the CATSI Act or this Rule Book require otherwise, if a notice or communication:

- (a) is given by post, it is taken to have been given 3 Business Days after posting;
- (b) is given by facsimile transmission, email or other electronic means, it is taken to have been given on the Business Day after it is sent.

22. AMENDMENT OF THIS RULE BOOK

22.1 Corporation wants to change this Rule Book

- (a) This Rule Book can be changed by the Members passing a Special Resolution at a General Meeting or an AGM. The proposed changes must be set out in the notice of the meeting.
- (b) Within 28 days after the Resolution is passed, the Corporation must send the Registrar copies of the:
 - (i) Rule Book changes;
 - (ii) Special Resolution;
 - (iii) minutes of the meeting.

22.2 Date of effect of change

A change to the Rule Book under this rule takes effect on the day the change is registered under the CATSI Act.

22.3 Review

This Rule Book must be reviewed by the Directors, with advice of an independent person with relevant experience and qualifications, every three (3) years after the date of registration of the Rule Book .

23. VOLUNTARY WINDING UP

- (a) While the Corporation is a Registered Native Title Body Corporate, it may not be voluntarily wound up.
- (b) If the Corporation is not a Registered Native Title Body Corporate:
 - (i) it may be wound up in accordance with the CATSI Act;
 - (ii) the Corporation may be wound up voluntarily if the Members of the Corporation in a General Meeting so resolve by Special Resolution;
- (c) Where:
 - (i) the Corporation is wound up; and
 - (ii) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Corporation exist;

the liquidator can decide or the Members may pass a Special Resolution about how the surplus assets of the Corporation are to be distributed.
- (d) The surplus assets must not be given to any Member or to any person to be held on trust for any Member and can only be given to a charitable organisation/s with similar charitable purposes.

SCHEDULE 1 – INTERPRETATION AND DEFINITIONS

1. Interpretation

In this Rule Book:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes the other genders;
- (c) the words ‘including’, ‘include’ and ‘includes’ are not words of limitation;
- (d) 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;
- (e) writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes facsimile transmissions;
- (f) a rule or schedule is a reference to a rule or schedule, as the case may be, of this Rule Book;
- (g) headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
- (h) a word or expression defined in the CATSI Act and used, but not defined, in these rules has the same meaning given to it in the CATSI Act when used in this Rule Book;
- (i) a word or expression defined in the NTA and used, but not defined, in these rules has the same meaning given to it in the NTA when used in this Rule Book;
- (j) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
- (k) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.

2. Definitions

ACNC Act	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
Affected Native Title Holder	means all persons who hold Native Title in relation to land or waters of an area.
Affected Statutory Title Holders	means all persons who hold, or are the beneficiaries of, Statutory Title in relation to land or waters of an area.
AGM	means an Annual General Meeting.
ALA	means the <i>Aboriginal Land Act 1991</i> (Qld).

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Alternative Consultation Process Decision	means a decision in accordance with the alternative consultation process for the purposes of a Regulation 8A of the PBC Regulations.
Annual General Meeting	means an annual general meeting of the Members under the provisions of this Rule Book.
Annual Plan	means a plan for the activities of the Corporation during a Financial Year prepared in accordance with the provisions of this Rule Book.
Annual Plan Report	means a report on the Annual Plan prepared by the Directors under the provisions of this Rule Book.
Applicant	means a person applying to be a Member.
Auditor	means an auditor appointed under the provisions of this Rule Book.
Auditor's Annual Report	means an annual report prepared by the Auditor under the provisions of this Rule Book.
Books	means the minute books of the Corporation for any General Meeting, but does not include Directors meetings or financial records.
Business Day	means any day which is not a Saturday, Sunday or Public Holiday.
CATSI Act	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth).

Central West Wik People	<p>means:</p> <p>(a) Brian Ross; and</p> <p>(b) those Aboriginal persons who are descended by birth, or adoption in accordance with the traditional laws acknowledged and the traditional customs observed by the Central West Wik People, from one or more of the following apical ancestors:</p> <p>(i) Peempa Thum-Kalban Ku'ekka;</p> <p>(ii) Daojan (Koondumbin);</p> <p>(iii) Jimmy (father of Polly Perkins and Connie Tartempenmiya);</p> <p>(iv) Father of Short Charlie and Long Charlie (Chaalongk);</p> <p>(v) George Brown;</p> <p>(vi) Chininga;</p> <p>(vii) Ko'owata;</p> <p>(viii) Mosey;</p> <p>(ix) Dhaabangchiy;</p> <p>(x) Jimmy Lawrence;</p> <p>(xi) Palpal (Quinkan) Old Blowdy;</p> <p>(xii) Warnkoola Ancestor (father of Eempen, Rupert Kepple and Charlie Warnkoola); or</p> <p>(xiii) Kepple Ancestor (father of Gilbert Kepple and Maamus Kepple).</p>
CEO	means the Chief Executive Officer of the Corporation.
CEO Eligibility Criteria	<p>The CEO must demonstrate proven management capabilities and results and must have:</p> <p>(a) an understanding of and previous experience working with Indigenous communities;</p> <p>(b) previous management experience;</p> <p>(c) tertiary education in a relevant field, with a minimum university degree of 3 years or a similar level of experience in lieu of such degree;</p> <p>(d) acceptable police clearance certificate; and</p> <p>(e) effective strategies to promote training and development within the Native Title Holders to allow for and encourage capacity building and executive independence.</p>
Chairperson	means a person elected as Chairperson of a General Meeting or Directors meeting in accordance with the provisions of this Rule Book.

Code of Conduct	means a list of rules of conduct prepared under the provisions of this Rule Book.
Contact Person	means a person appointed by the Directors to be the Contact Person for the Corporation.
Corporation	means the Aboriginal Corporation registered with ORIC to which this Rule Book applies.
Court	means the court that has jurisdiction to determine a particular matter.
Cultural Heritage Decision	means a decision of the Corporation about the disturbance of land or waters in a way that actually or potentially affects any object or area of cultural heritage significance to Native Title Holders, and includes decisions about surveying, recording or managing such places or objects to avoid or limit disturbance.
Director	means a person appointed to perform the duties of a director of the Corporation.
Disputes	means a dispute as set out in Rule 20.1 of this Rule Book.
Dispute Resolution Procedure	means the procedure specified in this Rule Book for resolving a Dispute.
Financial Year	means the 12-month period ending on 30 June each year.
FPIC and free, prior and informed consent	<p>means:</p> <ul style="list-style-type: none"> (a) Free from force, intimidation, manipulation, coercion or pressure. (b) Prior – consent is given or refused before the activity starts. The body of decision-makers must have enough time to consider all the information before they make a decision about the activity. This a matter for the body of decision-makers to decide. (c) Informed – the body of decision makers must understand the purpose and nature of a decision. In doing so the PBC shall give the body of decision-makers all relevant information about the activity and its potential impacts and benefits so their response is meaningful. Information shall be objective, accurate, accessible and easy to understand. (d) Consent – where possible, affected native title holders should have the right to say ‘yes’ or ‘no’ to a activity. This is a higher standard than the mere right to be consulted. It requires ongoing community participation in the design, development and implementation of the activity.

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General Meeting	means a general meeting of the Members under the provisions of this Rule Book.
Member	means a person whose name is entered on the Register of Members under this Rule Book.
Native Title	has the meaning given in the NTA.
Native Title Act	means the <i>Native Title Act 1993</i> (Cth).
Native Title Decision	has the meaning given in r.3(1) of the PBC Regulations.
Native Title Holder	means a person who is one of the Central West Wik People and/or the Wik and Wik Way People.
Native Title Rights and Interests	has the meaning given in the NTA.
NTA	means the Native Title Act.
Objectives	means the objectives of the Corporation specified in Rule 3.
ORIC	means the Office of the Registrar of Indigenous Corporations.
PBC	means a Prescribed Body Corporate.
PBC Regulations	means the <i>Native Title (Prescribed Bodies Corporate) Regulations 1999</i> (Cth).
Prescribed Body Corporate	means a body corporate prescribed by r.4 of the PBC Regulations.
Proxy	means a person who has been appointed to attend, speak and vote at a General Meeting on behalf of a Member according to the provisions of this Rule Book.
Proxy-Giver	has the meaning given in Rule 7.15.1 of this Rule Book.
Public Holiday	means a day which is a gazetted public holiday for Aurukun, Coen, Cairns or all of Queensland.
Representative Group	means any of the Wik and Wik Way Representative Groups or the Central West Wik People.
Register of Former Members	means the Register of Former Members kept in accordance with the provisions of this Rule Book.
Register of Members	means the Register of Members kept in accordance with the provisions of this Rule Book.
Registered Entity	has the meaning given in the ACNC Act.

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Registered Native Title Body Corporate	has the meaning given in s.253 of the NTA.
Registrar	has the meaning given in the CATSI Act.
Resolution	means a Resolution passed in accordance with the CATSI Act and this Rule Book.
Rule Book	means this Rule Book and any amendments or substitutions thereof made in accordance with the CATSI Act.
Secretary	means a person appointed from time to time to the role of Secretary by the Directors under the provisions of this Rule Book.
Service Provider	means any external consultant or expert that may assist the Corporation with the management and administration of the Corporation, including providers of the following services: investment advisor, CEO, Auditor, cultural heritage, and any other service provider engaged by the Corporation.
Special Resolution	means a Resolution: (a) of which notice as set out in Rule 7.5(a)(iii) has been given; and (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the Resolution.
Statutory Title	means interests in land or waters, whether equitable or legal, created pursuant to a grant or transfer made to the Corporation under the ALA or the acquisition of an interest under other legislation where that interest is vested in the Corporation.
Statutory Title Holder	means all persons who hold, or are the beneficiaries of, Statutory Title in relation to land or waters of an area.
Strategic Plan	means a 3-year strategic plan for the activities of the Corporation prepared in accordance with the provisions of this Rule Book.

Wik and Wik Way People	<p>means the people who are common law native title holders under the determinations of native title made by the Federal Court of Australia in:</p> <p>(a) <i>Wik Peoples v Queensland</i> [2000] FCA 1443;</p> <p>(b) <i>Wik Peoples v Queensland</i> [2004] FCA 1306;</p> <p>(c) <i>Wik and Wik Way Native Title Claim Group v State of Queensland</i> [2009] FCA 789;</p> <p>(d) <i>Wik and Wik Way Native Title Claim Group v State of Queensland</i> [2012] FCA 1096;</p> <p>(e) <i>Ross on behalf of the Cape York United #1 Claim Group v State of Queensland (No 16) (Central West Wik determination)</i>;</p> <p>(f) <i>Wik and Wik Way Identified Parcels Determination (QUD 673 of 2014)</i>.</p>
Wik and Wik Way Representative Groups	<p>comprises the members of the Wik and Wik Way People having Native Title Rights and Interests in each of the following regions, or who are affiliated to the following ceremonial or language groups, being Native Title Holders for the Wik and Wik Way People</p> <p>(a) who:</p> <p>(i) affiliate with the Shivrri or Sara ceremonial group;</p> <p>(ii) are Native Title Holders for the Ward River, Norman Creek, Pera Head, Mbang, Moingam, Hey River, Embley River or Marmoss River regions; or</p> <p>(iii) affiliate with the Alngith or any other Wik Way language group.</p> <p>(b) who affiliate with the Winchanam ceremonial group;</p> <p>(c) who affiliate with the Apelech ceremonial group;</p> <p>(d) who affiliate with the Puch ceremonial group;</p> <p>(e) who affiliate with the Wanam ceremonial group;</p> <p>(f) who are Native Title Holders for the Lower (bottom-side) Holroyd River, Christmas Creek or Edward River (as those rivers are known locally) regions;</p> <p>(g) who identify as Mungkanhu or who affiliate with the Wik-lyanh language group; or</p> <p>(h) who affiliate with the Ayapathu language group.</p>

SCHEDULE 2 – APPOINTMENT OF A SERVICE PROVIDER

1. Expressions of Interest

- 1.1 Before appointing a Service Provider, the Directors must call for expressions of interest from potential Service Providers (“Candidates”).
- 1.2 Having regard to the nature of the service required, the Directors may advertise for expressions of interest by:
 - (a) advertising in local newspapers;
 - (b) advertising on a website;
 - (c) sending targeted requests in writing to at least 3 Candidates; or
 - (d) all or some of the above.
- 1.3 The advertisement will:
 - (a) describe the nature of the services required by the Corporation;
 - (b) prescribe the time limits within which a Candidate must respond to the advertisement, which must be at least 14 days;
 - (c) request that the Candidate provide a written summary of their skills and experience to enable the Directors to evaluate the Candidate’s qualifications including:
 - (i) the Candidate’s rates of pay and any other expenses that the Corporation is likely to incur;
 - (ii) capacity available to perform the services;
 - (iii) details or recommendations for the performance of the service; and
 - (iv) any other details that illustrate that the Candidate will act in good faith and in the best interests of the Corporation and the Members.
 - (d) If appropriate, the Board will request the Candidate to provide proof of:
 - (i) current membership of relevant industry regulatory bodies;
 - (ii) current insurance policies; and
 - (iii) any requisite qualification.

2. Selection Criteria

- 2.1 The Board may only consider applications from Candidates that comply with any:
 - (a) qualification requirements stated in this Rule Book; and
 - (b) requirements stated in any advertisement for expressions of interest.
- 2.2 The Board must consider the application having regard to the reputation, experience and skills of the Candidate and the value and other contributions that the Candidate could potentially provide to the Corporation and the Members.
- 2.3 In selecting the Service Provider, the Board must assess:
 - (a) the merits of the Candidate;

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- (b) value for money of the Candidate's proposed services;
- (c) the expectations of the Board;
- (d) the expertise of other Service Providers of the Corporation;
- (e) the experience of the Candidate in providing services in Cape York; and
- (f) the extent to which the Candidate is owned and or controlled by Aboriginal people of Cape York.

3. Contract for Services

3.1 Upon selecting a Candidate to be the Service Provider of the Corporation, the Corporation and the Service Provider must execute a written contract for services ("Service Contract") which includes the following:

- (a) the services to be provided ("Services");
- (b) the agreed remuneration of the Service Provider, in clear and unambiguous terms;
- (c) the duration of the Service Contract which is not to exceed 3 years;
- (d) a transparent mechanism for accountability of the Service Provider including a regular review of the cost and outcomes of the Service Provider;
- (e) that the Service Provider agrees to keep confidential all confidential information relating to the Corporation and the Members;
- (f) that the Service Provider agrees to make available to the Directors any materials, advice or reports provided or prepared by the Service Provider for use by the Board, provided the use is in accordance with the purpose for which the materials, advice or reports were provided;
- (g) that, for the duration of the Service Contract, the Service Provider maintains their qualifications, and relevant registrations and insurances;
- (h) any request for the reimbursement of costs and expenses must be calculated on a cost recovery basis reflecting the actual, bona fide, arm's length cost incurred by the Service Provider in supplying the Services provided that such costs or expenses are reasonable in the circumstances;
- (i) the Director's rights to terminate the services of the Service Provider at any time and for any reason on not more than 30 days' notice;
- (j) that the Service Provider is required to provide culturally appropriate and regular reporting and information and attend Directors' meetings if requested by the Board; and
- (k) the Service Provider agrees that all information provided to them regarding the affairs of the Corporation will be kept confidential and will not be disclosed to any third party without prior written consent of the Directors except in the circumstances set out in sub-rules 23(a) – (f) as they apply to the Service Provider.

4. Review

4.1 Each year the Directors must conduct a review of all current Service Contracts, in a manner determined by the Directors as appropriate in the circumstances.

- 4.2 The aim of the review is to ensure that the costs of the Service Provider are reasonable considering:
- (a) resources;
 - (b) organisational strength;
 - (c) performance relative to the Objectives; and
 - (d) any other factors considered relevant to the Service Providers continuing ability to meet the Corporation's Objectives.

5. Urgent or Emergency Appointments

- 5.1 In order to ensure that the Corporation can operate and the Directors can comply with the requirements of this Rule Book it may be necessary from time to time to make urgent or emergency appointments of Service Providers.
- 5.2 In the case of urgent or emergency appointments of a Service Provider, the Directors must comply with this Schedule only to the extent reasonably practicable in the circumstances, having regard to the nature and duration of the appointment and provided that any such appointment is limited to a term of 12 months.

SCHEDULE 3 – MEMBERSHIP APPLICATION FORM

TO: NGAN AAK-KUNCH ABORIGINAL CORPORATION RNTBC (ICN 4097)

I hereby apply to be a Member of the Corporation.

Name: _____

Residential Address: _____

Postal Address: _____

Email Address: _____

Contact Number: _____

I am over the age of 18: Yes ☐ No ☐

I am a Wik and Wik Way person and/or a Central West Wik person:

[specify family group or descent from apical ancestor]

I am eligible for membership of the Corporation. By signing this form, I agree to be bound by the rules of the Corporation and consent to be a Member.

Date: _____ Signature: _____

Confirmation by a Member of the Corporation.

I confirm that the Applicant is accepted as a Native Title Holder by _____

[specify family group or descendants of apical ancestor].

Date: _____ Signature: _____

Corporation use only

Application received	Date:
Application tabled at the Directors' meeting held on	Yes/No
Directors consider Applicant is eligible for membership	Date:
If not eligible, reasons why	Date:
Directors enter name, address and date on Register of Members	Date:
Directors have sent notification of Directors' decision to the Applicant	Date:

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SCHEDULE 4 – APPOINTMENT OF PROXY

TO: NGAN AAK-KUNCH ABORIGINAL CORPORATION RNTBC (ICN 4097)

I, _____
(print full name)

being a Member of Ngan Aak-Kunch Aboriginal Corporation RNTBC (ICN 4097)

hereby appoint: _____
(insert name of proxy)

of: _____ Ph: _____

(insert full address and phone number of proxy)

being a Member of the Corporation, as my proxy to vote for me on my behalf at the General Meeting to be held on _____ (insert date) and at any adjournment of that meeting.

Signed: _____

(signature of Member appointing proxy)

Date: _____

Specific instructions to the proxy holder:

(insert instructions below, if any)

NOTE: A Member must not exercise a proxy for more than 3 other Members.

A proxy appointment must be delivered to the Corporation at least 48 hours before the meeting to which it relates.

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SCHEDULE 5 – CONSENT TO BECOME A DIRECTOR

NGAN AAK-KUNCH ABORIGINAL CORPORATION RNTBC

To: Ngan Aak-Kunch Aboriginal Corporation RNTBC (the Corporation)

I _____ [insert full name] hereby consent to be a Director of the Corporation.

Date of Birth: _____

Place of Birth: _____

Residential Address: _____

Postal Address: _____

Email Address: _____

Contact Number: _____

I am over the age of 18: Yes ☐ No ☐

I am nominated to be a Director by:

[specify Representative Group]

I understand that Directors of the Corporation are required under the CATSI Act to have a “directors identification number” and:

- my directors identification is _____
- I will make an application for a directors identification number before I am appointed as a Director

[delete one of the two options above]

I am a Member of the Corporation and am eligible to become a Director of the Corporation.

I acknowledge that I am automatically disqualified from managing a Corporation if I:

- (a) have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months;
- (b) have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- (c) have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- (d) am an undischarged bankrupt;
- (e) have signed a personal insolvency agreement and have not kept the agreement; and
- (f) have been disqualified under the *Corporations Act 2001* (Cth) from managing corporations and I will notify the Corporation immediately if any of the above events occur after my appointment.

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Signature: _____ Date: _____

SCHEDULE 6 – DISPUTE NOTICE

NGAN AAK-KUNCH ABORIGINAL CORPORATION RNTBC

Provided by	Party: Attention: Postal Telephone: (07) Email: Address:
Address of recipients	Party: Attention: Postal Telephone: (07) Email: [Note: Please indicate how notice has been given] Address:
	Party: Attention: Postal Telephone: (07) Email: [Note: Please indicate how notice has been given] Address:
Date of Notice	
Dispute Details	<p>Notice is given that a Dispute exists details of which are as follows:</p> <p>[Note: specify the nature, reasons for and particulars of matter in dispute]</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>[Note: attach extra pages if required to specify dispute details]</p>

Signatory	<hr/> Position:
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