

# **The rule book of Milindji Aboriginal Corporation (ICN 10039)**

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

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## 1. Name

The name of the corporation is: Milindji Aboriginal Corporation.

## 2. Interpretation

See Schedule 1 – Dictionary and Interpretation for the meanings of terms and phrases used in this Constitution.

## 3. Objectives

The objectives of the corporation are:

1. the relief of poverty, sickness, destitution, disadvantage, distress, suffering, dispossession and misfortune, among Aboriginal people, through the process of supporting social and economic development.
2. to build and grow businesses to benefit Yolngu and provide what they need to live good lives in Gapuwiyak and help local people especially young people to have a job
3. to support and provide training, education and employment of local people, especially young people, in Gapuwiyak
4. in all our projects and enterprises and running of the corporation work together 'both ways' with Yolngu and Balanda walking together.
5. to ensure that our Corporation is led and run by Yolngu. We want Balanda to support Yolngu and Balanda working together.
6. support and assist families to participate in cultural ceremonies, such as funerals and other activities to comply with customary laws, customs and traditions. There will be no cash distribution to members.
7. make the most from being the landowners and undertake economic development opportunities to benefit the community and future generations
8. share and teach Yolngu culture and language with Balanda and other visitors to Gapuwiyak. This will help Balanda learn about and understand Yolngu culture.
9. to operate and maintain a gift fund to be known as 'The Milindji Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.
10. hold, invest and spend money received from the Commonwealth, the States and from other sources on behalf of the Yolngu/Milindji People.

11. strengthen and develop the capacity of the Yolngu through, caring, sharing and economic investment in the Yolngu peoples lands, water, resources, intellectual property and cultural practices

## **4. Members**

### **4.1 Who is eligible?**

A member must be:

- at least 18 years old
- an Aboriginal person.
- Be a member of the Gupapuyngu Liyalanmirri Clan and their family members, including partners.

### **4.2 How to become a member**

A person applies in writing.

A person needs to be eligible under rule 4.1.

The directors accept the application by resolution at a directors' meeting.

The directors must consider all applications for membership within a reasonable period after they are received.

The person's name, address and date they became a member is put on the register of members.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- a person applies for membership after a notice has been given for a general meeting or AGM, and
- the general meeting or AGM has not been held when the directors consider the person's application.

Note: An application for membership form is at Schedule 1 of this rule book.

### **4.3 Members' rights**

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director—see rule 6.3 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 5.6
- ask the directors to call a general meeting under rule 5.3
- look at the members' register free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 11
- look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

### **4.4 Members' responsibilities**

A member must:

- follow the corporation's rules
- let the corporation know if they change their address
- treat other members with respect.

Members should also attend general meetings (including AGMs) or give their apologies.

### **4.5 No membership fee**

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

### **4.6 Liability of members**

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

### **4.7 How to stop being a member**

A person stops being a member if:

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- they resign in writing
- they pass away
- their membership is cancelled in accordance with rule 4.8 or 4.9.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

#### ***4.8 Cancelling membership***

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- can't be contacted for two years
- misbehaves
- is not an Aboriginal or Torres Strait Islander person (if this is a requirement for membership).

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

#### ***4.9 Directors' limited right to cancel membership***

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 4.1.

To do this, the directors must:

- write to the member to tell them:
  - the directors are going to cancel their membership
  - the member has 14 days to object to the planned cancellation
  - if the member objects, they must write to the corporation to say so
- allow the member 14 days to object in writing to the intended cancellation.



**If the member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

**If the member objects**, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

#### ***4.10 The register/s of members and former members***

The register/s must contain:

- the names and addresses of members and former members
- the date when each person's name was added to the register
- if a person is not an Aboriginal
- for former members, the date when they stopped being a member.

The register/s of members and former members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of members must be made available at the AGM.

### **5. General meetings and AGMs (members' meetings)**

#### ***5.1 AGM timing***

An AGM must be held before the end of November each year.

#### ***5.2 AGM business***

AGM business includes:

- checking the register of members
- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- asking questions about how the corporation is managed
- electing directors (if required)
- choosing an auditor (if required) and agreeing on the fee.

### **5.3 Calling general meetings**

The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by circulating resolution.

The required number of members can request the directors to call a general meeting.

<b>Number of members in corporation</b>	<b>Number of members required to request a general meeting</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

#### ***Directors agree to the request***

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

#### ***Directors apply to the Registrar to deny the request***

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole

a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

The directors' application to the Registrar to deny the members' request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

#### **5.4 General meeting business**

General meetings business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of meeting.

#### **5.5 Notice for general meetings and AGMs**

At least 21 days' notice must be given.

Notice must be given to:

- each member individually
- the directors
- the contact person or secretary
- the auditor

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- if a member can appoint a proxy.

Notices must be given to each member individually. This can be done by sending by an e-mail, text via social media. or giving a printed out copy of the meeting notice to them personally. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal custom.

A notice of meeting:

- can be put up at the community office, shop, art centre, clinic, Corporations own noticeboard and other workplaces in Gapuwiyak.

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## **5.6 Members' resolutions**

The required number of members can propose a resolution by giving notice of it to the corporation.

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

The notice must set out the resolution in writing and must be signed by the members proposing it.

The corporation must give notice of the resolution to all members in the same way as rule 5.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

## **5.7 Quorum at general meetings and AGMs**

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

### ***How to count the quorum***

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)
- if rule 5.12 allows a non-member to hold a proxy for a member, count each non-member present at the meeting holding a proxy (if the non-

member proxy holder holds more than one proxy, the non-member is only counted once)

- if rule 5.12 allows proxies and a member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them
- if rule 5.12 allows proxies and a member has appointed one or more proxies and the member is also present at the meeting, do not count the member's proxy holders.

## **5.8 Chairing general meetings and AGMs**

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

## **5.9 Using technology at general meetings and AGMs**

General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

## **5.10 Voting at general meetings and AGMs**

Each member has one vote.

The chairperson has one vote (if he or she is a member) plus a casting vote.

A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 5.11. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

## **5.11 Demanding a formal count (i.e. a poll)**

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

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### ***5.12 Proxies at general meetings and AGMs***

Members can appoint another member as their proxy to attend meetings and vote for them.

A person appointed by a member as their attorney under a power of attorney may not give a proxy to another member or person to attend meetings and vote for them.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

Note: An appointment of proxy form is at Schedule 2 of this rule book.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than three members.

Proxies must live in Gapuwiyak.

### ***5.13 Other people at general meetings and AGMs***

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member, whether personally or through a proxy.

The chairperson may allow any person (excluding an attorney) other than a corporation director, member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

### ***5.14 Postponing a general meeting or AGM***

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

## **6. Directors**

### **6.1 *Role of directors***

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation.

The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

### **6.2 *Number of directors***

The number of directors of the corporation is a maximum of 10. This number is in addition to two (2) independent or specialist non-member directors, if the Directors choose to appoint independent or specialist non-member directors.

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

### **6.3 *Eligibility of directors***

A director (other than a director appointed under rule 6.7) must be:

- at least 18 years old
- a member
- an Aboriginal person.

A person is not eligible to become a director if the person:

- has been disqualified from managing corporations.

### **6.4 *Majority of director requirements***

A majority of directors of the corporation must:

- be individuals who are Aboriginal people
- live in Gapuwiyak
- be members of the corporation
- not be employees of the corporation.

The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

## **6.5 How to become a director**

The corporation can appoint a director by the members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 6.8).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.

The corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

## **6.6 Directors' terms of appointment and rotation**

Directors (other than those appointed under rule 6.7) are appointed for *one year*. They must retire at the end of the *first* AGM after they take office. They are eligible to be re-elected.

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

## **6.7 Independent or specialist non-member directors**

Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

The directors may appoint two (2) independent or specialist non-member directors by passing a resolution in a directors' meeting.

Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director.

Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment. Independent or specialist non-member directors can be appointed for a term of one year, and they can be reappointed.



## **6.8 How to fill casual vacancies**

The directors can appoint a person as a director to fill a casual vacancy.

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 6.9) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 6.3 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

## **6.9 How to stop being a director**

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors
- the director is disqualified from managing a corporation
- the director ceases to be a member, but was a member when they became a director.

The corporation must send the Registrar a notice within 28 days after a person stops being a director.

## **6.10 How to remove a director**

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM.

(Alternatively, the members can request a meeting (rule 5.3) for the purpose of removing a director.)

- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 5.5).

By the other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting or AGM by resolution.

### ***6.11 Directors' and officers' duties***

The duties are:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the corporation
- a duty to disclose a conflict of interest
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

### ***6.12 Conflict of interest***

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

The director must give details of what the interest is and how it relates to the corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

A director who has a conflict of interest must not:

- be present at a directors' meeting while the matter in question is being considered
- vote on the matter

unless they have been granted approval by:

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- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

### ***6.13 Payments to directors***

A director may be paid provided the remuneration is agreed to by the corporation by resolution in general meeting.

Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

### ***6.14 Related party benefit***

If a corporation wants to give a financial benefit to a director or other related party (including a spouse, child or parent of a director) it must comply with Part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

### ***6.15 Delegation of directors' powers***

The directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation
- any other person.

The delegate must follow the directions of the directors when using the delegated powers.

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

Delegates must report to directors on the exercise of their delegated power.

### ***6.16 Calling and giving notice of directors' meetings***

Directors must meet at least every three months.

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All directors must be given reasonable notice of a directors' meeting.

The directors will usually decide at a meeting when and where the next meeting will be.

A director can call a meeting by giving reasonable notice to all the other directors.

### ***6.17 Quorum for directors' meetings***

A majority of the directors must be present at all times during the meeting.

The directors may appoint a person as a director to make up a quorum for a directors' meeting.

### ***6.18 Chairing directors' meetings***

There must be a chair elected for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

### ***6.19 Using technology***

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.

### ***6.20 Resolutions by directors***

Directors pass a resolution at a directors' meeting by a majority of the votes.

- Each director (including independent or specialist non-member directors) has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

## **7. Contact person or secretary**

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

The contact person/secretary must be at least 18 years old.

The directors decide the contact person/secretary's pay and terms and conditions of employment, if any.

The contact person/secretary must pass on any correspondence received to at least one of the directors within 14 days.

The contact person/secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

## **8. Records**

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

## **9. Finances**

The corporation must keep written financial records that:

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

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment in accordance with valid delegations.
- 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.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

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

## **10. Application of funds**

The corporation is a not-for-profit corporation.

Money and property must be used only for the things that Milindji Aboriginal Corporation is set up to do (See Rule 3).

There will be no cash distribution to members.

The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making:

- a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- payment to a member in carrying out the corporation's objectives. This rule is compulsory for not-for-profit corporations.

## **11. Dispute resolution**

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

### ***Seeking assistance from the Registrar***

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

For more information on members' rights see rule 4.3.

## **12. Changing the rule book**

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

Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:

- rule book changes
- special resolution
- minutes of the meeting.

The changes do not take effect until the new rule book is registered by the Registrar.

### 13. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

- to be named 'The Milindji Aboriginal Corporation Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the corporation
- which must have credited to it any money received by the corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.

The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.

Receipts issued for gifts to the gift fund must state:

- the full name of the corporation
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
- the fact that the receipt is for a gift.

As soon as:

- the gift fund is wound up, or
- the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*

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



## 14. Winding up

### ***Surplus assets of the corporation***

Where:

- the corporation is wound up, and
- 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.

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.

### ***Surplus assets of gift funds***

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

## ● Schedule 1— Dictionary and Interpretation

### 1. DICTIONARY

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

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

**Agreement** means any agreement with:

- (a) any state of Australia;
- (b) the Commonwealth of Australia;
- (c) any local government;
- (d) any corporate or non corporate entity; or
- (e) any legal or natural person.

**Annual General Meeting** or **AGM** means an annual general meeting held in accordance with Rule 5.

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

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

**Consensus** means a general agreement among the Members present as to a particular matter whereby differing points of view, if any, have been considered and reconciled, the requirements of traditional law and custom have been taken into account and any decision is generally agreed upon. For the avoidance of doubt, a decision made by consensus does not necessarily require that the decision be agreed upon unanimously.

**Contact Person** means a person appointed under Rule 7

**Corporation** means the Corporation referred to in Rule 1.

**Director** means a person appointed under Rule 5. to manage the affairs of the Corporation in accordance with the Act and this Constitution.

**Directors' Meeting** refers to the meetings of the Directors held in accordance with Rule 6

**Dispute** has the meaning given in Rule 11.

**Dispute Resolution Process** means the process set out in Rule 11.

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**Financial Records** (money books) includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, documents of prime entry, and working papers and other documents needed to explain the financial reports.

**Gupapuyngu Liyalanmirri Clan** name of traditional owner group for Gapuwiyak community

**General Meeting** (big meeting) refers to both special General Meetings and Annual General Meetings of the Members of the Corporation called and held according to Rule 5.

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

**Member** means:

- (a) a person who is a member of the Corporation on its registration; or
- (b) a person whose name appears on the Register of Members.

**Membership** has the same meaning.

**Objects** means the objects of the Corporation set out in Rule 3.

**Officer** is a Director, secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes, or participates in making, decisions that affect a substantial part of the business of the Corporation; or could significantly affect the Corporation's financial standing.

**Register** means the Register of Members and the Register of Former Members.

**Register of Members** means the register of Members kept in accordance with Rule 4.10

**Register of Former Members** means the register of former Members kept pursuant to Rule 4.10.

**Registrar** means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the Act.

**Rule Book** has the meaning given by Rule 12.

**Replaceable Rule** is a rule in the Act that can be either modified or replaced in this Constitution.

**Secretary** means a person appointed under Rule 5

**Special General Meeting** or **SGM** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution:

- (a) of which notice has been given in the notice of the general meeting at which the resolution is to be proposed; and
- (b) that has at least 75% support for it by those Members entitled to participate and be involved in decision-making.

**Surplus Assets** has the meaning given in Rule 14

**Traditional Law and Custom** means the traditional laws acknowledged and the traditional customs observed by the Native Title Holders.

## **2. INTERPRETATION**

In this Constitution:

- (a) words in the singular include the plural and vice versa;
- (b) 'including' means 'including, but not limited to';
- (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; headings and notes are used for convenience only and are not intended to affect the interpretation of this Constitution;
- (d) 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 this Constitution; and
- (e) any inconsistency with the Act is to be resolved in favour of the Act.

## ● Schedule 2- Application for membership form

Milindji Aboriginal Corporation

ICN 10032

### Application for membership

I, \_\_\_\_\_ (first name of applicant)

\_\_\_\_\_ (last name of applicant)

of \_\_\_\_\_ (address of applicant)

\_\_\_\_\_

apply for membership of the corporation.

I declare that I am eligible for membership.

I am: ☐ Aboriginal ☐ Torres Strait Islander ☐ neither

Signature of applicant

\_\_\_\_\_

Date

\_\_\_\_\_

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#### Corporation use only

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of members	Date:
Applicant notified of directors' decision	Date:

## ● Schedule 3—Appointment of proxy form

Milindji Aboriginal Corporation

ICN 10032

### Appointment of proxy

I, \_\_\_\_\_ (full name of member)

of \_\_\_\_\_ (address of member)

am a member of the corporation.

I appoint \_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation  
(annual general meeting or other general meeting, as the case may be) to be held on  
/ / (insert date of meeting) and at any adjournment of that meeting.

Signature of member  
appointing proxy

Date

NOTE: A proxy vote may be given to the people listed at rule 4.12.  
(For more about proxies see rule 4.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

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

● **Schedule 4—Consent to become a director form**

**Milindji Aboriginal Corporation**

**ICN 10032**

**Consent to become a director**

I, ..... (full name of person)

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

give consent to become a director of the corporation.

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

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

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

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

Signature of person .....

Date .....

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

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