

The Rule Book of Upurli Upurli Nguratja Aboriginal Corporation RNTBC (ICN: 10033)

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

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PREAMBLE

- A. Upurli Upurli Nguratja Aboriginal Corporation RNTBC:
- (a) is established to hold in trust the Native Title Rights and Interests determined to exist in the Determination Area;
 - (b) will assist the Common Law Holders in protecting those Native Title Rights and Interests; and
 - (c) will be guided by the aspirations that the Common Law Holders have for their land, law and culture.
- B. The Common Law Holders intend to use Upurli Upurli Nguratja Aboriginal Corporation RNTBC to maintain Traditional Law and Custom within the external boundaries of the Determination Area and to look after land, law and culture for the current and future generations.
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1. NAME

- 1.1 The name of the Corporation is Upurli Upurli Nguratja Aboriginal Corporation RNTBC.

2. INTERPRETATION

- 2.1 See SCHEDULE 1 - 'Dictionary and Interpretation' for the meanings of terms and phrases used in this Rule Book

3. OBJECTIVES AND POWERS

- 3.1 The Corporation is established to be a charity whose purposes are to:

Prescribed Body Corporate

- (a) hold the Native Title Rights and Interests in trust for the Common Law Holders;
- (b) be the Registered Native Title Body Corporate in relation to the Determination Area for the purposes of sections 56 and 57 of the NTA;
- (c) perform the functions of a Registered Native Title Body Corporate that holds Native Title Rights and Interests in trust for the Common Law Holders;

Legal

- (d) represent the Common Law Holders in all matters related to the ownership, use, occupation of and access to the Determination Area, including negotiating and executing agreements in relation to these matters;

Financial

- (e) if considered desirable, establish a trust to hold funds on behalf of the Corporation and/or the Common Law Holders;
- (f) if considered desirable, receive on behalf of the Common Law Holders, compensation and other monies derived from the use of the Determination Area by third parties;
- (g) apply and invest funds in appropriate related organisations with a view to supporting the economic development, education, job training, work, housing, health and general advancement of all Common Law Holders;
- (h) to hold and operate a gift fund;

Other Charitable Objectives

- (i) maintain, protect, preserve, promote and support land, law and culture as practiced and observed by the Common Law Holders in accordance with Traditional Law and Custom;
- (j) relieve the poverty, misfortune, disadvantage and suffering of the Common Law Holders;
- (k) advance the cultural, social, political, economic and legal interests of the Common Law Holders, including by assisting them to establish partnerships, subsidiaries or other legal entities to achieve these objects; and
- (l) promote reconciliation, mutual respect and tolerance between Australians, particularly in the Determination Area, by ensuring that local areas of importance to the Upurli Upurli Nguratja people are respected and that the history and cultural heritage of those areas is preserved and promoted.

Not for Profit

- 3.2 The assets and income of the Corporation shall be applied solely in furtherance of the above-mentioned objectives and no portion shall be distributed directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to the Members of the Corporation except as bona fide compensation for services rendered or expenses incurred on behalf of the Corporation.
- 3.3 Without limiting the generality of the objects referred to in Rule 3.1, the Corporation intends to advance those objects at Rule 3.1 once it becomes a Registered Native Title Body Corporate.

4. POWERS AND FUNCTIONS OF THE CORPORATION

- 4.1 The Corporation shall, subject to the Act, the Regulations, the NTA, the PBC Regulations and this Rule Book, have the power to do all such lawful things necessary or desirable for the purpose of achieving the objects of the Corporation.

4.2 Without limiting Rule 4.1, in order to perform its functions, the Corporation may, on behalf of the Common Law Holders and in accordance with these Rules.

- (a) consult other persons or bodies;
- (b) enter into agreements;
- (c) exercise procedural rights under the NTA or otherwise;
- (d) accept notices required by any law of the Commonwealth or the State of Western Australia to be given to the Common Law Holders; and
- (e) appoint and remove or suspend contractors, employees and agents and determine the powers, duties and payments of contractors, employees or agents.

4.3 Before making a Native Title Decision, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with the PBC Regulations in the way outlined in Rule 12.3.

4.4 The Corporation must ensure that all funds or property of the Corporation (other than Vested Land) that is obtained as a result of a Native Title Decision, that is not required for the purpose of matters related or incidental to:

- (a) the proper administration of the Corporation; and
- (b) those matters contemplated at Rule 4.1 and Rule 4.2 above and the establishment of any trust to hold funds on behalf of the Corporation as contemplated in Rule 3.1(e),

must be transferred, as directed by the Common Law Holders, to another entity (including a trust) established for the benefit of the Common Law Holders.

5. MEMBERSHIP OF THE CORPORATION

Who can become a Member?

5.1 A person is eligible to be a Member if that person is:

- (a) at least 18 years of age; and
- (b) a Common Law Holder.

Membership on registration

5.2 A person becomes a Member upon registration if the Corporation is registered in accordance with the Act and the NTA and the person's name is entered on the Register of Members.

Membership by application

5.3 A person becomes a Member if:

- (a) the person applies to the Corporation;
 - (i) in writing, completing an Application for Membership form substantially in the form contained in SCHEDULE 3 - as amended from time to time ; and
 - (ii) delivering the completed Application for Membership form at a General Meeting;
- (b) the person is eligible to be a Member (see Rule 5.1);
- (c) the Directors accept the application to be a Member (see Rules 5.4 to 5.9); and
- (d) the person's name, contact details and the date they became a Member are entered on the Register of Members (see Rule 5.11).

Deciding membership applications

5.4 The Directors must consider and decide applications to be a Member.

5.5 Applications for membership must be considered and decided in the order in which the Corporation receives them.

5.6 The Directors must accept an application to be a Member of the Corporation where the applicant:

- (a) applies according to Rule 5.3(a); and
- (b) meets the eligibility requirements to be a Member in Rule 5.1.

5.7 The Directors may delay the acceptance or otherwise of an application to be a Member if the Directors consider they require further information from the applicant or advice from the Members or Common Law Holders as to whether the applicant meets the eligibility requirements to be a Member.

5.8 The Directors may refuse to accept an application to be a Member if the applicant has:

- (a) not applied in accordance with Rule 5.3(a); or
- (b) not met the eligibility requirements to be a Member in Rule 5.1.

5.9 Where the Directors refuse to accept an application to be a Member, they must notify the applicant in writing, by telephone or in person of the decision and the reasons for it.

- 5.10 Where the Directors are unable to reach a decision in relation to an application to be a Member, the Directors may seek advice on whether the membership should be accepted from a General Meeting or from the Law and Culture Committee established under clause 12.21.

Entry on the Register of Members

- 5.11 If the Directors accept an application to be a Member, then subject to Rule 5.12, the applicant's name, contact details and the date on which they became a Member must be entered on the Register of Members within 14 days.

- 5.12 If:

- (a) the applicant applies to be a Member after a notice has been given for the holding of a General Meeting; and
- (b) the General Meeting has not been held when the Directors consider the application,

then the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

Membership fees

- 5.13 The Corporation must not impose fees for membership of the Corporation.

Members' rights

- 5.14 In addition to rights under the Act, Members:

- (a) can attend, speak at and participate in and be involved with decision-making at a General Meeting;
- (b) can be elected or appointed as a Member Director (see Rule 9.2(b));
- (c) cannot be removed as a Member unless the Directors and the Corporation have complied with Rules 5.23 to 5.32;
- (d) can put forward resolutions to be considered at a General Meeting in accordance with Rules 8.32 to 8.34;
- (e) can ask the Directors to call a General Meeting in accordance with Rules 8.15 to 8.18;
- (f) can access the following books and records of the Corporation:
 - (i) the Register of Members (see Rule 7.12);
 - (ii) the minute books (see Rule 14.8);
 - (iii) the Corporation's Rule Book (see Rule 15.8);

- (iv) certain reports prepared by or for the Directors and the Corporation, in accordance with the Act;
- (g) can look at any other records or books of the Corporation if:
 - (i) the Directors; or
 - (ii) the Members at a General Meeting,
 authorise them to do so (see Rule 15.9); and
- (h) can have any dispute with another Member, the Directors, the Corporation or Common Law Holders dealt with under the dispute resolution process in Rule 17.

5.15 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.

Members' responsibilities

5.16 Each Member must:

- (a) comply with the Act and this Rule Book;
- (b) let the Corporation know if they change their address;
- (c) treat other Members with respect and, where appropriate, in accordance with Traditional Law and Custom;
- (d) behave in a way that does not significantly interfere with the operation of the Corporation or of the meetings of the Corporation;
- (e) endeavour to attend General Meetings (including AGMs) or give their apologies;
- (f) consider, be guided by and, where possible, comply with Traditional Law and Custom; and
- (g) abide by any code of conduct adopted by the Corporation.

Liability of Members

5.17 Members do not have to pay Corporation debts if the Corporation is wound up.

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

How a person stops being a Member

- 5.19 A person will stop being a Member if the person:
- (a) resigns as a Member (see Rule 5.21);
 - (b) passes away; or
 - (c) has their membership cancelled (see Rule 5.23).
- 5.20 The Member ceases to be a Member when the Member's name is removed from the Register of Members as a current member of the Corporation.

Resignation of Members

- 5.21 A Member may resign by giving notice to the Corporation in writing, by telephone to or in person at the Corporation Office or at a General Meeting of the Corporation.
- 5.22 Within 14 days after receiving the notice, the Corporation must remove the Member's name from the Register of Members.

Membership may be cancelled

- 5.23 A membership may be cancelled if a Member:
- (a) is not eligible (or has ceased to be eligible) to be a Member (see Rules 5.1 and 5.24 to 5.27);
 - (b) is un-contactable (see Rules 5.28 to 5.29); or
 - (c) has misbehaved (see Rules 5.30 to 5.31).

If the Member is ineligible

- 5.24 The Directors may by resolution cancel the membership of a Member of the Corporation if the Member does not meet the eligibility requirements in Rule 5.1. Before cancelling the membership, the Directors must give the Member notice in writing stating that:
- (a) the Directors intend to cancel the membership for the reasons specified in the notice; and
 - (b) the Member has 14 days to object to the cancellation of the membership in writing.
- 5.25 If the Member does not object as provided for in rule 5.24, the Directors must cancel the membership.

- 5.26 If the Member does object as provided for in rule 5.24:
- (a) the Directors must not cancel the membership; and
 - (b) the Directors may refer the matter of whether the membership should be cancelled to a General Meeting, which may only cancel the membership by resolution.
- 5.27 If the membership is cancelled, the Directors must provide the Member with a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting) as soon as practicable after the resolution has been passed.

If the Member is un-contactable

- 5.28 The membership of a Member of the Corporation may be cancelled by Special Resolution at a General Meeting if the Corporation:
- (a) has not been able to contact the Member at their address that is entered on the Register of Members for a continuous period of two years before the General Meeting; and
 - (b) has made two or more reasonable attempts to contact the Member in another way during that two year period but has been unable to.
- 5.29 If the Corporation cancels the membership under Rule 5.28, the Directors must send the Member a copy of the resolution at their last known address as soon as practicable after the resolution has been passed.

If the Member misbehaves

- 5.30 The membership of a Member may be cancelled by Special Resolution at a General Meeting if the General Meeting is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- 5.31 If the Corporation cancels the membership under Rule 5.30, the Directors must send the Member a copy of the resolution at their last known address, as soon as practicable after the resolution has been passed.

Amending Register of Members after a membership is cancelled

- 5.32 Within 14 days of a membership being cancelled, the Corporation must remove the Member's name from the Register of Members and place it on the Register of Former Members.

6. OBSERVERS

- 6.1 The Corporation does not have observers.
- 6.2 Common Law Holders who are not Members can attend a General Meeting with the consent of the Members present. An attendee who is not a Member can only speak and/or ask questions at a general meeting with the consent of the Members present. Attendees who are not Members cannot participate in decision making at a General Meeting.

7. REGISTERS OF MEMBERS AND FORMER MEMBERS

Register of Members

- 7.1 The Corporation must set up and maintain a Register of Members.
- 7.2 The Register of Members must contain:
- (a) the Member's given and family name;
 - (b) the Member's address;
 - (c) the date on which the Member's name was entered on the Register of Members.
- 7.3 The Register of Members may also contain any other name by which the Member is or was known, such as their Aboriginal name.
- 7.4 If the Corporation is informed by a Member of any corrections that need to be made to the Member's entry – including at the AGM – the Corporation must update the Register of Members within 14 days of that advice.

Register of Former Members

- 7.5 The Corporation must set up and maintain a Register of Former Members.
- 7.6 The Register of Former Members must contain the following information about each individual who stopped being a Member of the Corporation within the last seven years:
- (a) the Member's given and family name;
 - (b) the Member's address when they ceased to be a Member;
 - (c) the date on which the Member's name was entered on the Register of Members;
 - (d) the date on which the individual stopped being a Member; and
 - (e) whether the Member stopped being a Member due to Rule 5.19(a), 5.19(b) or 5.19(c).

- 7.7 The Register of Former Members may also contain any other name by which the Member is or was known, such as their Aboriginal name.
- 7.8 The Corporation may maintain the Register of Former Members in one document with the Register of Members.

Location of Registers

- 7.9 The Corporation must keep the Registers at the Corporation Office.

Inspection and copies of Registers

- 7.10 The Registers must be open for inspection by any person, and any person has a right to inspect the Registers.
- 7.11 If the Registers are kept on a computer, the Corporation must allow the person to inspect a hard copy of the Registers (unless the person and the Corporation agree that the person may access the Registers by computer).
- 7.12 A Member may inspect the Registers without charge.
- 7.13 A person who is not a Member or a Former Member may inspect the Registers only on payment of any fee required by the Corporation.
- 7.14 The Corporation must give a person a copy of the Registers (or a part of either Register) within seven days (or such longer period as the Registrar may allow) if the person:
- (a) asks for the copy; and
 - (b) pays any fee required by the Corporation.

Making the Register of Members available at AGM

- 7.15 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 of Members; and
 - (ii) inform the Corporation of any corrections that need to be made to that entry.

8. GENERAL MEETINGS, INCLUDING AGMS

Timing of AGMs

- 8.1 Except for the first year, the Corporation must hold an AGM before the end of November each year.
- 8.2 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 November that year.
- 8.3 If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

Business of AGMs

- 8.4 The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - (a) confirming the minutes from the previous General Meeting except at the first AGM;
 - (b) considering reports that, under Chapter 7 of the Act, are required to be presented at the AGM (see Rule 8.7);
 - (c) electing Directors;
 - (d) choosing an auditor (if any) and agreeing on a fee;
 - (e) checking the Register of Members; and
 - (f) asking questions:
 - (i) about the management of the Corporation (see Rule 8.5); and
 - (ii) of the Corporation's auditor (if any) (see Rule 8.6).

Questions and comments by Members at the AGM

- 8.5 The chair of an AGM must allow a reasonable opportunity for the Members as a whole at the AGM to ask questions about or make comments on the management of the Corporation.
- 8.6 If the Corporation's auditor or the auditor's representative is at an AGM, the chair of the AGM must allow a reasonable opportunity for the Members as a whole at the AGM to ask the auditor or the auditor's representative questions relevant to the:
 - (a) conduct of the audit; and
 - (b) preparation and content of the auditor's report; and

- (c) accounting policies adopted by the Corporation in relation to the preparation of the financial statements; and
- (d) independence of the auditor in relation to the conduct of the audit.

Directors' Financial Report and Directors' Annual Budget to be presented at the AGM

8.7 In order to maintain good governance and accountability of the Corporation, at every AGM, the Directors must present to the Members:

- (a) an annual budget, forecasting how the funds for the next year will be spent or applied (**'Directors' Annual Budget'**); and
- (b) a report explaining how the Corporation's funds have been applied or spent in the year since the previous AGM (**'Directors' Financial Report'**), and how this spending aligns with the Directors' Annual Budget as presented at the preceding year's AGM.

8.8 Both the Directors' Financial Report and the Directors' Annual Budget may include references to the spending of any related legal entities, such as any trusts or subsidiary corporations established under the Corporation.

General Meetings

8.9 The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.

8.10 A General Meeting must be held:

- (a) for a proper purpose; and
- (b) at a reasonable time and place.

8.11 The location of each General Meeting will, if practical, be decided by the Members at the previous General Meeting or otherwise by the Directors.

8.12 The Corporation may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

8.13 The business at each General Meeting must include:

- (a) confirmation of the minutes of the previous General Meeting; and
- (b) all matters set out in the notice of the General Meeting.

Calling or Requesting General Meetings

By the Directors

8.14 The Directors can pass a resolution to call a General Meeting.

By Members

8.15 Members can request the Directors to call a General Meeting.

8.16 The Directors must call and arrange to hold a General Meeting as soon as is reasonably practical, including because of other provisions of these Rules, on the request of the required number of Members below:

- (a) where the Corporation has between 2 and 10 Members – at least 1 Member;
- (b) where the Corporation has between 11 and 29 Members – at least 3 Members;
- (c) where the Corporation has between 30 and 50 Members – at least 5 Members; and
- (d) where the Corporation has more than 51 Members – 10% of the Members.

8.17 A request under Rule 8.16 must:

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

8.18 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.

8.19 If the Directors resolve:

- (a) that a request under Rule 8.16 is frivolous or unreasonable; or
- (b) that complying with the request would be contrary to the interests of the Members as a whole,

a Director, on behalf of all the Directors, may apply to the Registrar for permission to deny the request.

- 8.20 The application to the Registrar must:
- (a) be in writing;
 - (b) set out the ground on which the application is made; and
 - (c) be made within 21 days after the request is made.
- 8.21 The Directors must, as soon as practicable after making the application to the Registrar, give the Nominated Member notice that an application has been made.
- 8.22 If a Director has not applied to the Registrar for permission to deny the request, the Directors must call the meeting within 21 days after the request is made.
- 8.23 If a Director has applied to the Registrar for permission to deny the request, and the Registrar's decision is that the ground for the application is not made out, the Directors must call the meeting within 21 days after being notified of the Registrar's decision.

Notice for General Meetings

- 8.24 Subject to Rule 8.26, at least 21 days' notice must be given of a General Meeting.
- 8.25 At least 21 days' notice must be given of a General Meeting at which a resolution will be moved to:
- (a) remove a Director under Rule 9.12; or
 - (b) appoint a Director in place of a Director removed under Rule 9.12; or
 - (c) remove an auditor.
- 8.26 The Corporation may call:
- (a) an AGM on shorter notice if all Members agree beforehand; and
 - (b) any other General Meeting on shorter notice if at least 95% of the Members agree beforehand.

The Corporation cannot call an AGM or other General Meeting on shorter notice if it is a meeting of the kind referred to in Rule 8.25.

- 8.27 The Corporation must give written notice of a General Meeting to the following persons:
- (a) each Member;
 - (b) each Director; and
 - (c) the Secretary or Contact Person.

- 8.28 The Corporation may give the notice of the General Meeting to a Member:
- (a) personally; or
 - (b) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member; or
 - (d) by sending it to the Member by other electronic means (if any) nominated by the Member; or
 - (e) by placing the notice on community notice boards, including the websites or social media sites of relevant community organisations.
- 8.29 A notice of meeting sent by post is taken to be given three days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- 8.30 A notice of a General Meeting must set out:
- (a) the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (b) the business to be discussed at the meeting; and
 - (c) if a Special Resolution is being proposed, the intention to propose a Special Resolution and what the resolution is.
- 8.31 A General Meeting, or any proceeding at a General Meeting, will not be invalid just because:
- (a) notice of the General Meeting has accidentally not been given; or
 - (b) a person has not received notice of the meeting.

Members' resolutions at a General Meeting

- 8.32 Notice of a resolution that Members propose to move at a General Meeting may be given to the Corporation by:
- (a) where the Corporation has between 2 and 10 Members – at least 1 Member;
 - (b) where the Corporation has between 11 and 29 Members – at least 3 Members;
 - (c) where the Corporation has between 30 and 50 Members – at least 5 Members; and
 - (d) where the Corporation has more than 51 Members – 10% of the Members.

8.33 The notice must:

- (a) be in writing; and
- (b) set out the wording of the proposed resolution; and
- (c) be signed by the Members proposing to move the resolution.

8.34 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.

8.35 If the Corporation has been given notice of a resolution in accordance with Rule 8.32, the resolution is to be considered at the next General Meeting that occurs more than 28 days after the notice is given.

8.36 The Corporation:

- (a) must give all its Members notice of the resolution at the same time as, or as soon as practicable afterwards, and in the same way as, it gives notice of a General Meeting;
- (b) is responsible for the cost of giving Members notice of the resolution; and
- (c) need not give notice of the resolution if it is defamatory.

Members' statements prior to a General Meeting

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

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

8.38 The request must be made by:

- (a) where the Corporation has between 2 and 10 Members – at least 1 Member;
- (b) where the Corporation has between 11 and 29 Members – at least 3 Members;
- (c) where the Corporation has between 30 and 50 Members – at least 5 Members; and
- (d) where the Corporation has more than 51 Members – 10% of the Members.

8.39 The request must:

- (a) be in writing; and
- (b) be signed by the members making the request; and

(c) be given to the Corporation.

8.40 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.

8.41 The Corporation:

- (a) must distribute to all its Members a copy of the statement at the same time as, or as soon as practicable afterwards, and in the same way as, it gives notice of a General Meeting;
- (b) is responsible for the cost of making the distribution; and
- (c) need not comply with the request if the statement is defamatory.

Quorum for General Meeting

8.42 The quorum for a General Meeting of the Corporation is:

- (a) 25% of the Corporation's Members; or
 - (b) 12 Members,
- whichever is lesser.

8.43 The quorum must be present at all times during the General Meeting.

Adjourned meeting

8.44 If a General Meeting does not have a quorum within three hours after the time set out in the notice of meeting, it is adjourned to a date and time determined by the Members present (unless the Directors resolve otherwise).

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

Cancelling General Meetings

8.46 The Directors may decide on a process by which General Meetings may be cancelled or postponed.

8.47 When making a decision to cancel or postpone a General Meeting, the Directors must act in the best interests of the Members and the Common Law Holders.

Chairing General Meetings

8.48 The Members may elect an individual to chair General Meetings. This election may be for a particular meeting, a particular year or ongoing.

- 8.49 The Members must elect an individual present to chair the meeting (or part of it) if an individual:
- (a) has not already been elected by the Members to chair it; or
 - (b) having been elected, is not available to chair it; or
 - (c) declines to act, for the meeting (or part of the meeting).
- 8.50 The chair must adjourn a General Meeting if the Members present agree or direct by Consensus that the chair must do so, including because particular Members are not in attendance or because consultation with Common Law Holders who are not present is required.

Auditor's rights

- 8.51 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.
- 8.52 If the Corporation has an auditor, the auditor is entitled to:
- (a) attend any General Meeting of the Corporation.
 - (b) 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, even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- 8.53 The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

Proxies

- 8.54 A Member may not appoint another person to act as their proxy at a General Meeting.

Decisions at General Meetings

- 8.55 Decisions are to be made at General Meetings as follows:
- (a) where the matter to be decided involves making a Native Title Decision, the process outlined in Rules 12.2 to 12.4 must be followed and the matter shall be decided by the Members in accordance with Traditional Law and Custom, and where appropriate, by Consensus (see Rule 12.2);

- (b) where the matter to be decided is an Other Land-based Decision, it shall be decided by the Members in accordance with Traditional Law and Custom, and where appropriate, by Consensus (see Rule 12.18); and
- (c) where the matter to be decided is an Administrative Decision, it shall be decided by Consensus (see Rule 12.20).

9. DIRECTORS

Directors of the Corporation

9.1 The Corporation must have a minimum of six Directors and a maximum of twelve Directors including:

- (a) a minimum of six Member Directors and a maximum of twelve Member Directors:
 - (i) at least half of whom must ordinarily reside in Tjuntjuntjara;
 - (ii) up to half of whom may ordinarily reside outside of Tjuntjuntjara; and
- (b) up to two Independent Directors.

9.2 An individual is eligible for appointment as a Member Director if they:

- (a) are at least 18 years of age;
- (b) are a Member; and
- (c) are not disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act (unless the individual has obtained permission under s 279-30 or leave under s 279-35 of the Act).

Appointment of Directors

9.3 Except for the Directors identified in the application for registration as the initial Directors, the Directors of the Corporation must be appointed in accordance with Rule 9.4.

9.4 Provided the Corporation does not exceed the maximum number of Directors identified in Rule 9.1(a):

- (a) the Members may appoint a Director at a General Meeting by Consensus; and
- (b) the Directors may appoint a Director by way of resolution for the reasons outlined at Rules 9.29(b) and 11.8.

9.5 If a Director is appointed pursuant to Rule 9.4(b), the Members must confirm the appointment at the next General Meeting. If the appointment is not confirmed, the person ceases to be a Director at the end of the General Meeting.

- 9.6 Before being appointed, a Director must complete the Consent to Act as a Director form at SCHEDULE 4 -

Term of Appointment

- 9.7 Directors will be appointed for a two-year term, with up to half of the Directors being appointed at each Annual General Meetings.
- 9.8 A Director is eligible for reappointment.

Alternate Directors

- 9.9 The Corporation does not permit alternate Directors.

Resignation, retirement or removal of Directors

- 9.10 A person ceases to be a Director if:
- (a) the person:
 - (i) dies;
 - (ii) resigns as a Director in accordance with Rule 9.11;
 - (iii) is removed as a Director by the Members in accordance with Rules 9.12 to 9.16;
 - (iv) is removed as a Director by the other Directors in accordance with Rules 9.18 to 9.23; or
 - (v) becomes disqualified from managing corporations under Part 6-5 of the Act; or
 - (b) the term of the person's appointment as Director expires in accordance with Rule 9.7.

Director may resign

- 9.11 A Director may resign as a Director by giving written notice of resignation to the Corporation.

Removal by Members

- 9.12 The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
- (a) this Rule Book;
 - (b) an agreement between the Corporation and the Director; or
 - (c) an agreement between any or all of the Members and the Director.

- 9.13 Notice of intention to move the resolution must be given to the Corporation at least 21 days before the meeting is to be held.
- 9.14 The Corporation must give the Director a copy of the notice as soon as practicable after it is received.
- 9.15 The Director is entitled to put his or her case to the Members by:
- (a) giving the Corporation a written statement for circulation to the Members; and
 - (b) speaking to the motion at the meeting.
- 9.16 The written statement:
- (a) is to be circulated by the Corporation to the Members by:
 - (i) if there is time to do so, sending a copy to everyone to whom notice of the meeting is sent; and
 - (ii) if there is not time to do so, having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is decided;
 - (b) does not have to be circulated to Members if it is defamatory.
- 9.17 If a replacement Director is appointed following the removal of a Director under this Rule, the term for the replacement Director expires at the same time as the term of the replaced Director.

Removal by other Directors

- 9.18 The other Directors must not remove a Director from office other than in accordance with Rule 9.19.
- 9.19 If a Director fails without reasonable excuse to attend three or more consecutive Directors' Meetings, the other Directors may remove the Director by resolution, despite anything in:
- (a) this Rule Book; or
 - (b) an agreement between the Corporation and the Director; or
 - (c) an agreement between any or all of the Members and the Director.
- 9.20 Before removing the Director, the Directors must give the Director concerned notice in writing, stating that:
- (a) the Directors intend to remove the Director concerned from office because he or she has failed without reasonable excuse to attend three or more consecutive Directors' Meetings; and

- (b) the Director concerned has 14 days to object to the removal; and
 - (c) the objection must be in writing and given to the Corporation within the period of 14 days from the day the notice is given.
- 9.21 If the Director does not object within 14 days from the day the notice is given, the Directors must remove the Director from office.
- 9.22 If the Director does object within 14 days from the day the notice is given:
- (a) the Directors cannot remove the Director from office; and
 - (b) the Directors may refer the matter to a General Meeting, to be resolved in accordance with Rules 9.12 to 9.16.
- 9.23 If the Director concerned is removed from office, the Corporation must give him or her a copy of the resolution as soon as practicable after the applicable resolution has been passed.
- 9.24 If a replacement Director is appointed following the removal of a Director under this Rule, the term for the replacement Director expires at the same time as the term of the replaced Director.

Change of Director's details

- 9.25 The Corporation must lodge with the Registrar a notice of the personal details of a Director within 28 days after he or she is appointed.
- 9.26 The Corporation must lodge with the Registrar notice of any change in the personal details of a Director within 28 days after the change.
- 9.27 If a person stops being a Director, the Corporation must lodge with the Registrar notice of the fact within 28 days.

Continue to act

- 9.28 Subject to Rule 9.29, the Directors may “continue to act” despite the total number of Directors falling below the minimum requirement in Rule 9.1.
- 9.29 The phrase “continue to act” means the existing Directors may act for the limited purposes of:
- (a) dealing with an emergency;
 - (b) in accordance with Rule 9.4(b), bringing the total number of Directors up to the minimum requirement in Rule 9.1; and
 - (c) in accordance with Rule 8.14, calling a General Meeting.

10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

Powers of Directors

- 10.1 The business of the Corporation is to be managed by or under the direction of the Directors.
- 10.2 The Directors may exercise all powers of the Corporation except any powers that the Act or Rule Book requires the Corporation to exercise in General Meeting.

Committee of Directors

- 10.3 The Directors may, by resolution, delegate any of their powers to a committee of Directors (**Committee**).
- 10.4 The Committee must exercise the powers delegated in accordance with any directions of the Directors.
- 10.5 The exercise of the power by the Committee is as effective as if the Directors had exercised it.

Negotiable Instrument

- 10.6 Any two Directors may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.
- 10.7 The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

General duties of Directors

- 10.8 The Directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:
- (a) a duty of care and diligence;
 - (b) a duty of good faith;
 - (c) a duty of disclosure of material personal interests (see rules 10.9 - 10.22);
 - (d) a duty not to improperly use position or information; and
 - (e) a duty to prevent insolvent trading.

Duty to disclose material personal interest

- 10.9 A Director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest.

10.10 A Director does not need to give notice of an interest under Rule 10.9 if:

- (a) the interest:
 - (i) arises because the Director is a Member and is held in common with the other Members; or
 - (ii) arises in relation to the Director's remuneration as a Director;
 - (iii) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or
 - (iv) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Corporation; or
 - (v) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in Rule 10.10(a)(iv);
 - (vi) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Corporation (but only if the contract does not make the Corporation or related body corporate the insurer); or
 - (vii) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate; or
- (b) all the following conditions are satisfied:
 - (i) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under Rule 10.9; and
 - (ii) if a person who was not a Director at the time when the notice under Rule 10.9 was given is appointed as a Director – the notice is given to that person; and
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (c) the Director has given a standing notice of the nature and extent of the interest under Rule 10.13 and the notice is still effective in relation to that interest; or
- (d) the Director's interest is a particular interest as one of the Common Law Holders of the native title which the Corporation holds in trust.

10.11 The notice must:

- (a) give details of:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Corporation; and
- (b) be given at a Directors' Meeting as soon as practicable after the Director becomes aware of the Director's interest in the matter.
- (c) The details of the notice must be recorded in the minutes of the meeting.

10.12 A contravention of Rule 10.9 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Standing notice

10.13 A Director may give the other Directors standing notice of the nature and extent of the interest in the matter. The notice may be given at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given.

10.14 The standing notice must:

- (a) give details of the nature and extent of the interest; and
- (b) be given:
 - (i) at a Directors' Meeting (either orally or in writing); or
 - (ii) to the other Directors individually in writing.

10.15 The standing notice is given under Rule 10.14(b)(ii) when it has been given to every Director and takes effect as soon as it is given.

10.16 The standing notice must be tabled at the next Directors' Meeting after it is given, and the Director must ensure that the nature and extent of the interest disclosed in the standing notice is recorded in the minutes of the meeting at which the standing notice is given or tabled.

10.17 The standing notice ceases to have effect if a person who was not a Director at the time when the notice was given is appointed as a Director, and commences to have effect again if it is given to that person, including by someone other than the Director to whose interests it relates.

10.18 The standing notice ceases to have effect in relation to a particular interest if the nature or extent of the interest materially increases above that disclosed in the notice.

Register of Material Personal Interests

- 10.19 A written record of all notices provided to the Corporation under Rules 10.9 and 10.13 must be kept by the Corporation on a Register of Material Personal Interests.
- 10.20 The contents of the Register of Material Personal Interests must be available to all Members for inspection upon request.

Restrictions on decision-making and being present

- 10.21 A Director who has a material personal interest in a matter that is being considered at a Directors' Meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) participate in decision-making on the matter.
- 10.22 The Director may be present and/or participate in decision-making if Directors who do not have a material personal interest in the matter have passed a resolution that:
- (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Corporation; and
 - (b) states that those Directors are satisfied that the interest should not disqualify the Director from being present and/or participating in decision-making.

Remuneration and Payment of Directors' Expenses

- 10.23 Following the presentation of the Directors' Financial Report and Directors' Annual Budget in accordance with Rule 8.7, the Members may, subject to the availability of funds, discuss and resolve:
- (a) that the Directors be remunerated for their attendance at Directors' Meetings or other meetings or events in their capacity as a Director for the period until the next AGM; and
 - (b) the quantum of that remuneration.
- 10.24 Nothing in Rule 10.23 prevents a Director who is an employee of the Corporation from receiving remuneration in their capacity as an employee of the Corporation.
- 10.25 The Corporation may pay the Directors' travelling and other expenses that the Directors incur in:
- (a) attending Directors' Meetings or meetings of committees of Directors;
 - (b) attending any General Meetings of the Corporation; or
 - (c) connection with the Corporation's business.

11. DIRECTORS' MEETINGS

Number and Location of Directors' Meetings

- 11.1 The Directors will meet at least once a year at a location that the Directors consider appropriate.

Calling Directors' Meeting

- 11.2 A Directors' Meeting may be called by a Director giving reasonable notice individually to every other Director.

Technology at Directors' Meetings

- 11.3 A Directors' Meeting may be called or held using any technology.

Chairing Directors' Meetings

- 11.4 At the first Directors' Meeting after the AGM, the Directors may select a Director to chair the Directors' Meetings for the forthcoming year.

- 11.5 The Directors must elect a Director present at the Directors' meeting to chair the meeting, or part of it, if:

- (a) a Director has not already been elected to chair the meeting in accordance with Rule 11.4; or
- (b) a previously elected chair is not available, or declines to act, for the meeting or part of the meeting.

Quorum at Directors' Meetings

- 11.6 The quorum for a Directors' Meeting is a majority of the Directors and is represented in the below table.

Number of Directors	Quorum for a Directors' Meeting
6	4
7	4
8	5
9	5
10	6
11	6
12	7

- 11.7 The quorum must be present at all times during the meeting.
- 11.8 The Directors may appoint a Member as a Director to make up a quorum for a Directors' Meeting, whose appointment will be for the duration of that Directors' Meeting, and the Corporation must confirm the appointment by resolution at the next AGM.
- 11.9 If there are not enough Directors to form a quorum because one of more of the Directors present has a material personal interest (see Rule 10.21) then one or more of the Directors (including those who have a material personal interest in that matter) may call a General Meeting and the General Meeting may pass a resolution by Consensus to deal with the matter.

Decision-making at Directors' Meetings

- 11.10 Decisions are to be made at Directors' Meetings as follows:
- (a) where a matter before the Directors is a Native Title Decision of the nature described in Rule 12.5, it must be made by Consensus;
 - (b) where a matter before the Directors is an Other Land-based Decision, in accordance with Rules 12.17 to 12.18; and
 - (c) where a matter before the Directors is an Administrative Decision, in accordance with Rules 12.19 to 12.20.

Resolutions without meetings

- 11.11 A resolution may be passed by the Directors without a Directors' Meeting being held if all the Directors entitled to participate in decision-making about the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 11.12 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 11.13 Passing of a resolution under Rule 11.11 must be recorded in the Corporation's minute books (see Rule 14.1(d)).

Assistance for Directors' decision making

- 11.14 The Directors' may by resolution refer questions to the Law and Culture Committee or other committee established by the Directors for the purpose of seeking advice to assist with Directors' decisions.

12. DECISION-MAKING

- 12.1 If the Corporation is required to make a decision that is:
- (a) a Native Title Decision, it must make that decision in accordance with Rules 12.3 to 12.6;

- (b) an Other Land-Based Decision, it must make that decision in accordance with Rule 12.17 to 12.18;
- (c) an Administrative Decision, it must make that decision in accordance with Rule 12.19 to 12.20;
- (d) a Law and Culture Decision, it must make that decision in accordance with Rule 12.22 to 12.24.

(Note: the Corporation can only make a Native Title Decision in relation to Native Title Rights and Interests that have been recognised in the Determination.)

Native Title Decisions

12.2 Subject to:

- (a) the Alternative Consultation Process set out in Rule 12.5, which must be followed in relation to the making of certain Low Level Native Title Decisions; and
- (b) meeting any conditions imposed by the Common Law Holders on an approval for a Standing Instructions Decision in accordance with Rule 12.6,

where a matter before the Corporation involves making a Native Title Decision, the matter must be decided by the Members at a General Meeting in accordance with Traditional Law and Custom, and where appropriate, by Consensus.

High Level Native Title Decisions

- 12.3 Before any decision is made by the Members in a General Meeting under Rule 12.2, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with Rule 12.4.
- 12.4 For the purposes of Rule 12.3, the Corporation must ensure that the consent of the Common Law Holders is given in accordance with the particular process of decision-making that must be followed under Traditional Law and Custom.

Low Level Native Title Decisions

- 12.5 Where the Corporation proposes to make a Low Level Native Title Decision, including a Low Level Native Title Decision concerning:
 - (a) an exploration licence(s) proposed to be granted pursuant to section 57 of the *Mining Act*;
 - (b) a prospecting licence(s) proposed to be granted pursuant to section 40 of the *Mining Act*;
 - (c) a retention licence(s) proposed to be granted pursuant to section 70B of the *Mining Act*; or

- (d) a miscellaneous licence(s) proposed to be granted pursuant to section 91 of the *Mining Act* (collectively, the **licences**),

that has been notified in accordance with the NTA, the Corporation must consult the Common Law Holders and obtain their consent in relation to the decision by using an Alternative Consultation Process that involves the Directors:

- (e) making a decision, by way of Consensus, that involves the grant of the licences;
- (f) making a decision, by way of Consensus, to enter into an agreement relating to the grant of the licences, except if the agreement is an agreement made under Part 2, Division 3, Subdivision P of the NTA; and
- (g) doing all other things reasonably necessary to facilitate the grant of the licences.

(Note: this Rule 12.5 is contemplated for use in relation to certain Low Level Native Title Decisions in accordance with regulation 8A of the PBC Regulations.)

Standing Instruction Decisions

- 12.6 Before making a Standing Instructions Decision covered by a Common Law Holder approval under regulation 8(8) of the PBC Regulations, without needing to consult the Common Law Holders and obtain further consent, the Corporation must meet any conditions imposed by the Common Law Holders in relation to the decision.

(Note: this Rule 12.6 is contemplated for use in relation to Standing Instructions Decisions in accordance with sub-regulations 8(2) and 8(8) of the PBC Regulations.)

Directors to Inform Members and/or Common Law Holders

- 12.7 Where the Directors of the Corporation have made a decision under Rule 12.5 or Rule 12.6, or taken any of the actions outlined in Rules 12.5(e) – (g) above, the Directors must inform the Members at the next General Meeting of the Corporation of what decision was made and/or what action was taken.
- 12.8 Where the Corporation has made a decision under Rule 12.5 or Rule 12.6, the Corporation must inform the Common Law Holders of the decision at the next meeting of the Common Law Holders organised by the Corporation.

Native Title Decisions Certification

- 12.9 As soon as practical after the Corporation makes:

- (a) a Native Title Decision; or
- (b) a decision to make a compensation application;

the Corporation must prepare a certificate in writing substantially in the form at SCHEDULE 6 -

12.10 If the certificate under Rule 12.9 is for:

- (a) a Native Title Decision not subject to Rule 12.5 or Rule 12.6, or
- (b) a decision to make a compensation application,

the certificate must certify that the Corporation has consulted and obtained the consent of the Common Law Holders in relation to the decision in accordance with Rule 12.4.

12.11 If the certificate under Rule 12.9 is for a decision made using an Alternative Consultation Process subject to Rule 12.5, the certificate must certify that the Corporation has applied the Alternative Consultation Process in Rule 12.5.

12.12 If the certificate under Rule 12.9 is for a Standing Instructions Decision made subject to Rule 12.6, the certificate must certify that:

- (a) the decision is covered by an approval from the Common Law Holders to make the decision of that kind; and
- (b) the Corporation has met any conditions imposed by the Common Law Holders in relation to that kind of decision.

12.13 In addition to any information required by Rule 12.11 and Rule 12.12, all Certificates prepared under Rule 12.9 must include:

- (a) the date of the certificate;
- (b) the details of the process of making the decision;
- (c) details (including names) of the persons who participated in the process of making the decision; and
- (d) for decisions not subject to Rule 12.6, details of the consultation and consent process.

12.14 Certificates prepared under Rule 12.9 must be:

- (a) executed by the Corporation in accordance with subsection 99-5(1) or (2) of the Act; or
- (b) signed by the chief executive officer of the Corporation.

12.15 The Corporation may collect (within the meaning of the *Privacy Act 1988* (Cth)) personal information (within the meaning of that Act) about the Common Law Holders or persons who claim to be entitled to compensation for the purposes of preparing a certificate under Rule 12.9.

Access to certificates

- 12.16 The Corporation must give a copy of any certificate it prepares under Rule 12.9 to any Common Law Holder or any other person who has a substantial interest in the decision to which the certificate relates, who makes a request to the Corporation for a copy of the certificate.

Other Land-based Decisions

- 12.17 Where a matter before the Corporation involves an Other Land-based Decision, the matter may be decided by the Directors by Consensus.
- 12.18 If the Directors cannot decide the matter by Consensus, one or more of the Directors may call a General Meeting and the General Meeting may pass a resolution in accordance with Traditional Law and Custom, and where appropriate, by Consensus, to deal with the matter.

Administrative decisions

- 12.19 Where a matter before the Corporation involves an Administrative Decision, the matter may be decided by the Directors by Consensus.
- 12.20 If the Directors cannot decide the matter by Consensus, one or more of the Directors may call a General Meeting and the General Meeting may pass a Resolution by Consensus to deal with the matter.

Law and Culture Decisions

- 12.21 On registration, a Law and Culture Committee is established by the Corporation in accordance with SCHEDULE 5 -
- 12.22 Prior to the Corporation making a Law and Culture Decision, the Corporation must refer the decision to the Law and Culture Committee.
- 12.23 When a decision is referred to the Law and Culture Committee in accordance with Rule 12.22, the Law and Culture Committee will make a decision and advise the board of Directors of their decision either in writing or in person provided appropriate records are kept.
- 12.24 Subject to this Rule Book and any applicable law, the Corporation will adopt any decision made in accordance with Rule 12.22 by resolution at a Director's Meeting or General Meeting as appropriate.
- 12.25 Rule 12.22 may be satisfied in conjunction with, or as part of, a Native Title Decision.

- 12.26 The Corporation must establish policies and procedures to ensure that the Law and Culture Committee:
- (a) is able to direct the Corporation on heritage matters and in particular as to the appropriate persons to participate in cultural heritage surveys or similar processes directed at locating and protecting places or sites of cultural or heritage significance;
 - (b) can adequately direct the Corporation in a manner that ensures its obligations in relation to *Tjukurrpa* are satisfied; and
 - (c) is properly notified about the matters described in paragraphs (a) and (b).
- 12.27 Subject to the availability of funds, the Corporation will provide adequate funding and logistical support to ensure that the Law and Culture Committee can meet regularly enough to fulfil its obligations.

13. CONTACT PERSON OR SECRETARY

- 13.1 The Corporation's secretary or contact person is to be appointed by the Directors.
- 13.2 The Corporation's contact person or secretary must:
- (a) be at least 18 years of age; and
 - (b) not be disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the Act.
- 13.3 Before being appointed, the contact person or secretary must give the Corporation a signed consent to act as secretary or contact person. The Corporation must keep the consent.
- 13.4 The secretary or contact person holds office on the terms and conditions (if any), and remuneration (if any) that the Directors determine.
- 13.5 The secretary or contact person must pass any communications the person receives for the Corporation on to at least one of the Directors within 14 days after receiving the communication.

Notification to Registrar

- 13.6 The Corporation must lodge with the Registrar a notice of the personal details of a secretary or contact person within 28 days after he or she is appointed.
- 13.7 The Corporation must lodge with the Registrar notice of any change in the personal details of a secretary or contact person within 28 days after the change.
- 13.8 If a person stops being a secretary or contact person, the Corporation must lodge with the Registrar notice of the fact within 28 days.

14. MEETING MINUTES

Obligation to keep minutes

14.1 The Corporation must keep minute books in which it records within one month:

- (a) proceedings and resolutions of General Meetings;
- (b) proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors);
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by Directors without a meeting.

Format of minutes

14.2 The minutes of the whole, or a part, of the meeting may be kept:

- (a) in writing; or
- (b) by means of an audio, or audio-visual, recording.

14.3 If the minutes of the whole, or a part, of the meeting are kept by means of an audio or audio-visual recording of the meeting, the Corporation must ensure that on the recording each person attending the meeting states his or her name.

14.4 If the minutes of the whole, or a part, of the meeting are kept in writing, the Corporation must ensure that either:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting;

signs those minutes within a reasonable time after the meeting.

14.5 If the minutes of the whole, or a part, of the meeting are kept by means of an audio or audio-visual recording, the Corporation must ensure that either:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting;

signs, within a reasonable time after the meeting, a declaration that:

- (c) identifies the audio or audio-visual recording;
- (d) if the recording is not a recording of the whole of the meeting – identifies the part of the meeting that is recorded; and
- (e) declares that the recording constitutes the minutes of the meeting or that part of the meeting.

- 14.6 The Corporation must ensure that the minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable amount of time after the resolution is passed.

Location of minutes

- 14.7 The Corporation must keep its minute books at the Corporation Office.

Members' access to General Meeting minutes and resolutions

- 14.8 The Corporation must make available for inspection by Members, free of charge, the minutes for the meetings of the Members and for resolutions of Members passed without meetings:

- (a) if it is registered as a large corporation, at the Corporation Office each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm; and
- (b) if it is registered as a small or medium corporation, at the Corporation Office within seven days of a Member's written request for inspection.

- 14.9 A Member may ask the Corporation in writing for a copy of:

- (a) any minutes of a meeting of the Members or an extract of the minutes; or
- (b) any minutes of a resolution passed by Members without a meeting.

- 14.10 The Corporation must send a copy of the material requested in accordance with Rule 14.9 to the Member:

- (a) within 14 days after the Member asks for it; or
- (b) within any longer period that the Registrar approves.

15. OTHER RECORDS

Rule Book

- 15.1 The Corporation must keep an up-to-date copy of its Rule Book (incorporating changes to the Rule Book).

Records about Officers

- 15.2 The Corporation must keep written records relating to:

- (a) the names and addresses of the Corporation's current officers and secretary or contact person (as the case may be);
- (b) the Corporation Office; and
- (c) such other matters about the Corporation as are set out in the Regulations.

Financial records

15.3 The Corporation must keep written financial records that:

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

The obligation to keep financial records of transactions extends to transactions undertaken as trustee.

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

Location and format

15.5 If the records that the Corporation is required to keep under Rules 15.1, 15.2 or 15.3 are kept in electronic form, the records must be convertible into hard copy. Hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

15.6 The records that the Corporation is required to keep under Rules 15.1, 15.2 or 15.3 must be kept at the Corporation Office.

Directors' right of access

15.7 A Director has a right of access to the records that the Corporation is required to keep under Rules 15.1, 15.2 and 15.3.

Members' right of access

Rule Book

15.8 The Corporation must:

- (a) make the Rule Book available for inspection by Members, free of charge:
 - (i) if it is registered as a large corporation, at the Corporation Office each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm; and
 - (ii) if it is registered as a small or medium corporation, at the Corporation Office within seven days of a Member's written request for inspection; and
- (b) provide a copy of the Rule Book to any Member who requests it, within seven days and free of charge.

All other records/books

- 15.9 The Directors, or the Members by a resolution passed at a General Meeting, may authorise a Member to inspect the books of the Corporation.

16. RELATED PARTY BENEFIT

- 16.1 For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:

- (a) the Corporation or entity must:
 - (i) obtain the approval of the Members in the way set out in Division 290 of the Act; and
 - (ii) give the benefit within 15 months after the approval is given; or
- (b) the giving of the benefit must fall within one of the exceptions to the requirement for Member approval set out in Division 287 of the Act.

- 16.2 If:

- (a) the giving of the benefit is required by a contract; and
- (b) the making of the contract was approved in accordance with Rule 16.1(a)(i) as a financial benefit given to a related party; and
- (c) the contract was made:
 - (i) within 15 months after that approval, or
 - (ii) before that approval, if the contract was conditional on the approval being obtained,

Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within 15 months.

17. DISPUTE RESOLUTION

Dispute within the Corporation

- 17.1 If a disagreement or dispute about the affairs of the Corporation, its internal operation, or how the Act or this Rule Book apply arises between or among any of the:

- (a) Members;
- (b) Directors; and
- (c) Corporation,

it must be resolved as far as is possible in accordance with Traditional Law and Custom, using the procedure set out in Rules 17.2 to 17.4.

- 17.2 The parties to a dispute must attempt to resolve it themselves on an informal basis.
- 17.3 If the parties cannot resolve the dispute between or among themselves, it must be referred to a Directors' Meeting and the Directors must make a reasonable effort to resolve the dispute by Consensus, taking into account Traditional Law and Custom.
- 17.4 If the Directors cannot resolve the dispute, it must be referred to a General Meeting and the Members must seek to resolve the dispute in accordance with Traditional Law and Custom and, where appropriate, by Consensus.

Dispute between the Corporation and a Common Law Holder/s

- 17.5 If a disagreement or dispute arises between:
 - (a) the Corporation; and
 - (b) a person who is, or claims to be, a Common Law Holder (whether or not the person is a Member),

about:

- (c) whether or not the person is a Common Law Holder; or
- (d) the Corporation's performance of its functions under the NTA and any regulations made under the NTA, including the PBC Regulations,

it must be resolved as far as is possible in accordance with Traditional Law and Custom, using the procedure set out in Rules 17.6 to 17.9.

- 17.6 The parties to a dispute must attempt to resolve it themselves on an informal basis.
- 17.7 If the parties cannot resolve the dispute between themselves, it must be referred to a General Meeting and the Members must seek to resolve the dispute in accordance with Traditional Law and Custom and, where appropriate, by Consensus.
- 17.8 If the Members cannot resolve a dispute arising under Rule 17.5 in General Meeting, any party to the dispute may seek assistance from the National Native Title Tribunal established under the NTA, in accordance with its function of promoting agreement about matters relating to native title or the operation of the NTA under section 60AAA of the NTA.
- 17.9 At any stage during such a process of dispute resolution, any party to the dispute may seek advice from the relevant representative Aboriginal/Torres Strait Islander body established under the NTA.

18. UPURLI UPURLI NGURATJA ABORIGINAL CORPORATION RNTBC GIFT FUND

18.1 The Corporation shall maintain for the main purposes of the Corporation, a gift fund:

- (a) to be named 'Upurli Upurli Nguratja Aboriginal Corporation RNTBC Gift Fund';
- (b) which must only receive gifts of money or property for the purposes (objectives) of the Corporation; and
- (c) which must have credited to it any money received by the Corporation because of those gifts.

18.2 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.

18.3 Receipts issued for gifts to the gift fund must state:

- (a) the full name of the Corporation;
- (b) the Australian Business Number (if any) and the Indigenous Corporation Number (ICN) of the Corporation; and
- (c) the fact that the receipt is for a gift.

18.4 If the Corporation is wound up or its endorsement as a Deductible Gift Recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

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

19. WINDING UP

19.1 In the event of the Corporation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

20. CHANGING THE RULE BOOK

20.1 The Rule Book can be changed by the Members passing a Special Resolution at a General Meeting. The proposed changes must be set out in the notice of the General Meeting.

- 20.2 Within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:
- (a) a copy of the Special Resolution;
 - (b) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;
 - (c) a Directors' statement, signed by two Directors, to the effect that the Special Resolution was passed in accordance with the Rule Book and the Act; and
 - (d) a copy of the change to the Rule Book.
- 20.3 The changes do not take effect until the change to the Rule Book is registered by the Registrar.

SCHEDULE 1 - DICTIONARY AND INTERPRETATION

1. DICTIONARY

In this Rule Book, the following words have the following meaning:

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

Administrative Decision means decisions that are not:

- (a) Native Title Decisions;
- (b) Other Land-based Decisions;
- (c) decisions about changes to the Rule Book; or
- (d) decisions otherwise required by the Act or the Rule Book to be made by the Members.

Affect means, in respect of Native Title Rights and Interests, extinguish Native Title Rights and Interests or otherwise be wholly or partially inconsistent with the continued existence, enjoyment or exercise of Native Title Rights and Interests.

AGM means an annual general meeting of the Corporation.

Alternative Consultation Process means the alternative consultation process set out in Rule 12.5 to which the Common Law Holders have consented.

Books has the meaning given to it in the Act.

Common Law Holders means the common law holders of the Native Title Rights and Interests in relation to the Determination Area, as recognised in the Determination.

Consensus means a general agreement among those persons present as to a particular matter whereby differing points of view, if any, have been considered and reconciled, and any decision is generally agreed upon. For the avoidance of doubt, a decision made by consensus:

- (a) does not necessarily require that the decision be agreed upon unanimously; and
- (b) may require consultation with specific Common Law Holders based on the subject matter of the decision.

Corporation means Upurli Upurli Nguratja Aboriginal Corporation RNTBC.

Corporation Office means the Corporation's:

- (a) registered office, if the Corporation is registered as a large corporation; or
- (b) document access address, if the Corporation is registered as a small or medium corporation.

Director means a person appointed as a Director of the Corporation in accordance with the Rule Book.

Directors' Annual Budget means a report prepared and presented by the Directors in accordance with Rule 8.7.

Directors' Financial Report means a report prepared and presented by the Directors in accordance with Rule 8.7.

Deductible Gift Recipient has the same meaning as in the *Income Tax Assessment Act 1997* (Cth).

Determination means any determination by a court of competent jurisdiction in relation to the Native Title Application.

Determination Area means the determination area described in the Determination.

General Meeting means a meeting of the Members of the Corporation, and includes an AGM.

High Level Native Title Decision means a decision:

- (a) to surrender native title rights and interest in relation to land or waters;
- (b) to enter an Indigenous Land Use Agreement or an agreement under Subdivision P (right to negotiate) of Division 3 of Part 2 of the NTA; or
- (c) after the Determination is made, to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become Members; or
- (d) to include one or more consultation processes in the Rule Book.

Independent Director means a Director who is not a Member.

Indigenous Land Use Agreement means the same as in Subdivision B, C or D of Division 3 of Part 2 of the NTA.

Upurli Upurli Nguratja Land means the Determination Area and any Vested Land.

Law and Culture Committee means the committee described at SCHEDULE 5.

Law and Culture Decision is a decision that:

- (a) may impact an area, place or site of cultural or heritage significance, or impede the exercise of customary activities, within the external boundaries of the Determination Area; or
- (b) involves the interpretation or application of Traditional Law and Custom.

Low Level Native Title Decision means a decision, other than a High Level Native Title Decision, to do, or to agree to, any act that would affect the Native Title Rights and Interests of the Common Law Holders (other than a decision to make a compensation application).

Members means a person whose name appears on the Register of Members.

Member Director means a Director who is a Member.

Mining Act means the *Mining Act 1978* (WA).

Native Title has the meaning given by the NTA.

Native Title Application means the native title determination application in *Debbie Hansen & Ors on behalf of the Upurli Upurli Nguratja Native Title Claim Group and State of Western Australia* (WAD 281 of 2020).

Native Title Decision means a decision:

- (a) to surrender native title rights and interests in relation to land or waters;
- (b) to enter an Indigenous Land Use Agreement or an agreement under Subdivision P (right to negotiate) of Division 3 of Part 2 of the NTA; or
- (c) after the Determination is made, to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become Members; or
- (d) to include one or more consultations processes in the Rule Book; or
- (e) to do, or to agree to, any act that would otherwise affect the Native Title Rights or Interests of the Common Law Holders (other than a decision to make a compensation decision).

and includes a decision refusing to make a proposed Native Title Decision.

Native Title Rights and Interests has the meaning given by the NTA.

Negotiable Instrument has the meaning given by the Act.

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

Officer has the meaning given in the Act.

Other Land-based Decision means a decision about land or waters, including Upurli Upurli Nguratja Land, that is not a Native Title Decision.

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

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

Register of Former Members means the register of former members set up in accordance with Rule 7.5.

Register of Material Personal Interests means the register set up in accordance with Rule 10.19.

Register of Members means the register of members set up in accordance with Rule 7.1.

Registered Native Title Body Corporate has the meaning given by the NTA.

Registrar has the meaning given by the Act.

Regulations means the regulations made under the Act.

Rule Book means this document as amended from time to time.

Special Resolution means a resolution:

- (a) of which notice as set out in Rule 8.30(c) has been given; and
- (b) that has been passed by at least 75% of the Members who are entitled to participate in decision-making on the resolution.

Standing Instructions Decision means a Native Title Decision that is:

- (a) a Low Level Native Title Decision;
- (b) a decision to enter an Indigenous Land Use Agreement in relation to the doing of an act by or for the benefit of the Corporation; or
- (c) a decision to enter an agreement under Subdivision P (right to negotiate) of Division 3 of Part 2 of the NTA in relation to which the Corporation is the only grantee party.

Traditional Law and Custom means the traditional laws acknowledged and the traditional customs observed by the Common Law Holders as members of the Western Desert Cultural Bloc.

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

2. INTERPRETATION

In this Rule Book:

- (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;
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
- (e) a word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book;
- (f) a word or expression defined in the NTA or the PBC Regulations and used, but not defined, in this Rule Book has the same meaning given to it in the NTA or the PBC Regulations (as the case may be) when used in this Rule Book; and
- (g) any inconsistency between this Rule Book and the Act, the NTA or the PBC Regulations is to be resolved in favour of the Act, the NTA or the PBC Regulations (as the case may be).

SCHEDULE 2 - COMMON LAW HOLDERS

Description of Common Law Holders

As at the date of this Determination, this includes (but is not limited to) persons who are: (a) descended from forebears, who were born in the Determination Area or lived in the Determination Area, including but not limited to:

Numbarn (Kylie);

Karntu;

Jack Ridley;

Siblings Mary Paul or Robbie Franks;

Minnie Nimbud;

Roy St. Clair/Sinclair;

Siblings Lulu, Ronny, Munmurrie Doug, or Queenie;

Siblings Jiimina (Jean Tucker) or Wiimu (Merle Forrest);

Siblings Buman (Teresa Walker), Nangu (Doreen O'Loughlin), or Cumba (Tom Murray);

Violet Ninga Goldsmith;

Ungala (Mary Nugget);

Siblings Juwi/Joey Walker or Linda Duwa Barnes;

Bowie;

Martin Anderson;

Nancy Brown;

Danny Brown;

Lloyd Brown;

Dempsey Bryant;

Susan Crowley;

Union of Wilbur Brooks and Judith Donaldson;

Siblings Paul Rice or Gay Felton;

Siblings Gary, Jaylene, or Graham Finlay;
Betty Gibson;
Siblings Patty Grant or Russell Grant/Truman;
Jill Green;
Simon Hart;
Siblings Cyril Hansen/Pirrparntji or Frank Hogan;
Siblings Bruce, Dawn, Julie, Kimberley, Parka, or Teresa Hogan;
Siblings Dirk, Glenda, Joy, Wendy, Harold, Mavis, or William Jackson;
Cousins Ada, Arnold, or Colin Jamieson;
Cousins Victor Willis (dec.) or Betty Kennedy;
Bessie Kennedy;
Siblings Dan, Bobby Modoko, or Tom Gunnada Jones;
Siblings Heather, David, Keith, Rhonda, or Samuel Martin;
Siblings Murray, or Francis McCarthy;
Alec McKenzie;
Siblings Keith, Loren, Lois, or Rosalie Pennington;
Siblings Kevin or Daphne Prayder (Prator);
Darlene Stevens;
Siblings Carol, Henry, or Lydon Stevens;
Siblings Irene, Lindsay, or Roxanne Thomas;
Siblings Barbara, Jonathan, Polly, Victor, or Warren Tunkin;
Siblings George, Luwana, Marilyn, or Marna Walker;
Carol Thompson (nee Walker);
Siblings Cindy, Girlie, John Kevin, or Ronnie Watson;
Faith Woods;
Linda Manyinka (also known as Linda Anderson/Coleman);

Union of Elvina Munyungka (also known as Elvina/Monica Brown/Currie) (dec.) and Rodney Currie (dec.); and

Craig West;

and (b) recognised in accordance with traditional law and custom by other native title holders as having native title rights and interests in part or all of the Determination Area.

SCHEDULE 3 - APPLICATION TO BE A MEMBER FORM

APPLICATION TO BE A MEMBER

Corporations (Aboriginal and Torres Strait Islander Act) 2006

Upurli Upurli Nguratja Aboriginal Corporation RNTBC (ICN: 10033)

I,.....
(first name) (middle name) (surname)

(and/or)
(Aboriginal name)

of

.....
(home address)

(and/or)

.....

.....
(postal address)

hereby apply for membership of the Aboriginal Corporation. I
declare that:

I am a Common Law Holder and that I am eligible for membership;

I am over 18 years of age; and

I am a descendant of (you may include more than one Apical Ancestor; please mark
with tick(s) ✓inside the box) or a cultural authority holder:

<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>					
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	

<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	Not applicable

Please provide the following optional information:

Date of birth:

Mother's name:

Father's name:

Grandparents' names: (1)

(2)

(3)

(4)

Mobile phone number: Email:

My preferred method of contact is: post / email / other (circle one; if none nominated, post is the default method]

If any of your contact information changes, please notify the Corporation as soon as possible.

Signature:

Date:

SCHEDULE 4 - CONSENT TO ACT AS A DIRECTOR FORM

Upurli Upurli Nguratja Aboriginal Corporation RNTBC (ICN: 10033)

NAME:

HOME ADDRESS:

POSTAL ADDRESS:

PHONE NUMBER:

DATE OF BIRTH:

PLACE OF BIRTH:

I consent to serve as a Director of the Upurli Upurli Nguratja Aboriginal Corporation RNTBC.

I do not know of any reason that would disqualify me from acting as a Director and confirm that I:

- (a) have not 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;
- (b) have not been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- (c) have not been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- (d) am not an undischarged bankrupt;
- (e) have not signed a personal insolvency agreement and have not kept to the agreement; and
- (f) have not 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:

DATE:

SCHEDULE 5 - LAW AND CULTURE COMMITTEE

- (1) The Law and Culture Committee will comprise:
 - (a) a sub-committee of male Common Law Holders with senior ritual authority under Western Desert Traditional law and Custom, as appointed by the Members at a General Meeting; and
 - (b) a sub-committee of female Common Law Holders with senior ritual authority under Western Desert Traditional Law and Custom, as appointed by the Members at a General Meeting,

which may choose to hold separate meetings.
- (2) Members of the Law and Culture Committee will be appointed for terms of 2 years, which term may be renewed by the Members at a General Meeting.
- (3) Law and Culture Committee meetings may be called or held using any technology consented to by all the members of the committee.
- (4) Subject to this Rule Book, the Members will determine the terms of reference for the Law and Culture Committee, which may be amended from time to time, at a General Meeting.
- (5) On registration, the Law and Culture Committee includes the following persons:
 - (a) Byron Brooks
 - (b) Lennard Walker
 - (c) Ashley Franks
 - (d) Lee Brown
 - (e) Stevie Sinclair
 - (f) Craig West
 - (g) Donna Brown
 - (h) Valerie Green
 - (i) Nancy Donegan

SCHEDULE 6 - CERTIFICATE IN RELATION TO CONSULTATION AND CONSENT

INSERT DESCRIPTION OF NATIVE TITLE DECISION

(OR DECISION TO MAKE COMPENSATION APPLICATION) (the 'Decision')

Upurli Upurli Nguratja (the 'Corporation') certifies that:

The Corporation has consulted and obtained the consent of the Common Law Holders in relation to the Decision in accordance with the PBC Regulations, in the manner set out below.

Details of the process of making the decision:

INSERT DETAILS OF THE PROCESS OF MAKING THE DECISION

Details (including names) of the persons who participated in the process of making the decision:

INSERT DETAILS OF THE PERSONS WHO PARTICIPATED IN THE PROCESS OF MAKING THE DECISION

Details of the process of approval by the Common Law Holders (if the Decision is a Standing Instructions Decision under PBC Regulations reg 8(8)), including how the Corporation has met any conditions imposed by the Common Law Holders in relation to that kind of decision (see PBC Regulations regs 8(2) & 8(8)):

INSERT DETAILS OF THE PROCESS OF APPROVAL TO MAKE THE STANDING INSTRUCTIONS DECISION

Details of the consultation and consent process used if the Decision is not a Standing Instructions Decision, including by using an Alternative Consultation Process (see PBC Regulations regs 8(3) & 8A), and setting out the consultation and consent process by which the Common Law Holders consented to the Alternative Consultation Process:

INSERT DETAILS OF THE CONSULTATION AND CONSENT PROCESS

Date: _____

Executed by the Corporation in accordance with subsection 99-5(1) or (2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth):

PRINT NAME

DIRECTOR

SIGNATURE

PRINT NAME

DIRECTOR/SECRETARY

SIGNATURE

OR

Signed by the chief executive officer of the Corporation:

PRINT NAME

POSITION

SIGNATURE