

The rule book of Ngurratjuta Wanka Wilurratja Alturla Rinya Aboriginal Corporation

ICN 10021

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 Ngurratjuta Wanka Wilurratja Alturla Rinya Aboriginal Corporation.

2. Interpretation

In these rules the context requires otherwise:

"**Aboriginal**" means a person which is a member of the Aboriginal race of Australia.

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

"**Corporation**" means the Ngurratjuta Wanka Wilurratja Alturla Rinya Aboriginal Corporation.

"**Community**" means each of the Communities and Outstations referred to in clause 4.

"**Outstation**" means a small established residential Community accepted by Aboriginal people in the region as being an Outstation associated with one of the Communities at Hermannsburg, Areyonga, Haasts Bluff or Papunya, or at Urrampinya or such other places as may be agreed upon by the Corporation.

"**Registrar**" means the person appointed by the Act to be the Registrar of Aboriginal Corporations.

Expressions used in these rules have the same meaning as those ascribed to them by the Act.

3. Objectives

The objectives of the corporation are:

- (a) The objects for which the Corporation is established is to exercise its power for Community purposes for all Aboriginal people residing in Communities in need of assistance to assist the transition of government services and programs to community control.
- (b) In recognition of the severe problems encountered by Aboriginal people in communities, and the circumstances in which they find themselves, the Corporation shall, without limiting the generality of the foregoing, advance its central object the following means:
 - (i) develop strategies and practices for service delivery such as housing; local government; education, training and jobs; health; children and families; and law and justice.
 - (ii) working with community to ensure community aspirations can transpire to better outcomes; to improve the housing, amenities and general standard of living within Community.
 - (iii) to arrest social disintegration within Community by ensuring that all programs, policies and actions of the Corporation accord with the general culture, values and practices of Aboriginal people.

- (iv) facilitate a new working relationship between Aboriginal communities and government agencies, setting out a pathway for communities to have control over service delivery and programs.
- (v) provide robust and valuable advice, by investing to ensure communities have the resources and experience to properly partner with government.
- (vi) promote commerce industry and economic development for the benefit of members.
- (vii) devise and implement means of promoting and acquiring interests, including shares and assets, in business and commercial enterprises and in joint ventures in such enterprises.
- (viii) promote better health and wellbeing outcomes for Aboriginal Territorians.
- (ix) improve economic outcomes for Aboriginal communities, including job creation.
- (x) improve education outcomes for Aboriginal communities.
- (xi) empower Aboriginal people, including strengthening culture.
- (xii) provide more effective service delivery.
- (xiii) foster better relationships between government and Community.
- (xiv) devise and implement means of investing in business and commercial enterprises and in joint ventures in such enterprises.
- (xv) ensure that all programs, policies and actions of the corporation accord with the general culture, values and practices of the members.
- (xvi) provide and promote educational opportunities for the members and other Aboriginal people in Communities.
- (xvii) Arresting social disintegration within Aboriginal society by conducting and promoting Aboriginal self-management.

4. Members

4.1 Who is eligible?

- (a) The corporation shall have two classes of members:
- (i) corporate members - who have voting rights at general meetings; and
 - (ii) individual members - who have no voting rights at general meetings.

The corporation shall have only one corporate member being Ngurratjuta/Pmara Ntjarra Aboriginal Corporation (ICN 414) ("**Corporate Member**").

- (b) An individual member must be:
- (i) at least 18 years of age.
 - (ii) a person of Aboriginal and Torres Strait Islander descent.
 - (iii) a person who permanently resides in one of the following communities in the following regions for a continuous period of 12 months:
 - Papunya.
 - Papunya Outstations.
 - Haasts Bluff.
 - Haasts Bluff Outstations.
 - Areyonga.
 - Areyonga Outstation.
 - Ntaria.
 - Ntaria Outstation.
 - Urrampinya Outstation (being the Outstations from Kings Canyon to Stuart Highway).
 - Jay Creek Outstation.
 - Wallace Rockhole.
 - Mt Liebig; and

such other Communities in the West of Central Australia as the Corporation may decide to admit as Communities.

4.2 How to become a member

- (a) A person applies in writing.
- (b) A person needs to be eligible under rule 4.1.

- (c) The directors accept the application by resolution at a directors' meeting.
- (d) 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) a person applies for membership after a notice has been given for a general meeting or AGM, and
- (b) 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—Application for membership form of this rule book.

4.3 Deciding membership applications

- (a) The directors will consider and decide membership applications.
- (b) Applications will be considered and decided in the order in which they are received by the corporation.
- (c) The directors must not accept an application for membership of the corporation unless the applicant:
 - (i) applies according to rule 4.2
 - (ii) meets all the eligibility for membership requirements.
 - (iii) The directors must not accept an application if it results in a majority of members being non-Indigenous.
 - (iv) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
 - (v) However, they must notify the applicant in writing of the decision and the reasons for it.

4.4 Individual Members' rights

An individual member:

- (a) can attend and speak at general meetings.

- (b) can be made a director.
- (c) can ask the directors to call a general meeting; and
- (d) can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

Note: only Corporate Members have voting rights at general meetings.

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:

- (c) a person applies for membership after a notice has been given for a general meeting or AGM, and
- (d) 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—Application for membership form of this rule book

4.5 Members' responsibilities

A member must:

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

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

4.6 No membership fee

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

4.7 Liability of members

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

4.8 How to stop being a member

A person stops being a member if:

- (a) When their term of appointment expires.
- (b) they resign in writing.

- (c) they die.
- (d) their membership is cancelled.

The person's name and date they stopped being a member is put on the register of former members.

4.9 Cancelling membership

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

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

4.10 Directors limited right to cancel membership

For grounds not covered by rule 4.9 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:

- (a) write to the member to tell them:
 - (i) the directors are going to cancel their membership
 - (ii) the member has 14 days to object to the planned cancellation
 - (iii) if the member objects, they must write to the corporation to say so
- (b) 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.

4.11 The register/s of members and former members

The register/s must contain:

- (a) the names and addresses of members and former members.
- (b) the date when each person's name was added to the register.
- (c) if a person is not an Aboriginal or Torres Strait Islander person (if rule 4.1 allows non-Aboriginal or non-Torres Strait Islander members).
- (d) 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:

- (a) checking the register of members.
- (b) confirming the minutes of the previous general meeting.
- (c) presenting reports: general, financial, directors.
- (d) asking questions about how the corporation is managed.
- (e) electing directors (if required).
- (f) appointing the directors nominated by the Corporate Member.
- (g) 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.

5.4 General meeting business

General meetings business includes:

- (a) confirming the minutes of the previous general meeting.
- (b) 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 the Corporate Member. Notice must also be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

Notice must be given to:

- (a) each member individually
- (b) the directors
- (c) the contact person or secretary
- (d) the auditor (if the corporation has one).

The notice must set out:

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

Notices must be given to each member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom.

A notice of meeting:

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

5.6 Members' resolutions

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

Number of members in corporation	Number of members required to propose a resolution
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

The quorum for general meetings is the Corporate Member representative.

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

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

5.10.1 Voting

The Corporate Member has one vote. Other members do not have any voting rights. Resolutions shall be taken to have been passed by the vote cast by the Corporate Member.

5.10.2 Objections to right to vote

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

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

5.10.3 How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

5.10.4 Matters on which members can demand a poll

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

5.10.5 When and how polls must be taken

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

5.10.6 Resolutions without a general meeting

- (a) The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it. Each member of a joint membership must sign.
- (b) Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under rule 5.10.6(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under 5.10.6(a) is passed when the last member signs.
- (e) The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:
 - (i) to give members information or a document relating to the resolution- by giving members that information or

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

5.11 Proxies at general meetings and AGMs

There shall be no proxy voting as only a Corporate Member can vote. The Corporate Member can vote through a representative appointed by the board of the Corporate Member from time to time.

5.12 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.

5.13 Adjourned meetings

5.13.1 When resolution passed after adjournment of meeting

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

5.13.2 Business at adjourned meetings

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

5.13.3 Re-notification of adjourned meeting

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

6. Directors

6.1 Number of Director

The minimum number is four directors (including any two independent non-member directors), and the maximum number is nine directors (including any two independent non-member directors).

6.2 Eligibility of directors

A director must:

- (a) be over eighteen years of age; and
- (b) be a permanent resident of the Community regions; and
- (c) have been appointed in writing by the directors of Ngurratjuta/Pmara Ntjarra Aboriginal Corporation; or,
- (d) be appointed by the directors of Ngurratjuta/Pmara Ntjarra Aboriginal Corporation (in the case of non-member Directors).

6.3 Majority of director requirements

A majority of directors of the corporation must:

- (a) be members of the corporation; and
- (b) be individuals who are Aboriginal persons; and
- (c) not be permanent employees of the corporation.

6.4 How to become a director

At each AGM, the Corporation shall appoint the persons nominated in writing by the directors of the Corporate Member as directors of the Corporation.

Directors must give the corporation their consent in writing to be a director as per Schedule 3 of this Rule Book.

6.5 Directors' terms of appointment

- (a) If the application for registration of the corporation identifies a director who is to be appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the corporation's registration.
- (b) Subject to rule 8.5(d), a director must not be appointed for more than 2 years.
- (c) A director is eligible for reappointment.
- (d) If the terms of appointment of all of the directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired.

6.6 Rotation of Directors

- (a) Directors will be elected for a two-year term.
- (b) To implement the system:
at the first AGM of the corporation half of the directors will be elected for a two-year term and half of the directors for a one-year term.

In the case of independent non-member directors for the term specified by the corporate member but not exceeding twelve months.

6.7 How to become Independent or specialist non-member directors

The Corporate Member may in writing appoint up to two non-member directors. A non-member director may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to corporation activities, or both. The Corporate Member shall consult with the directors of the Ngurratjuta/Pmara Ntjarra Aboriginal Corporation about any proposed appointment of a non-member director.

A non-member director must give the corporation their consent in writing to be a director before being appointed. A non-member director is appointed for the term specified in writing by Ngurratjuta/Pmara Ntjarra Aboriginal Corporation in their appointment. The term of appointment cannot exceed one year, and they can be reappointed.

A non-member Director shall only have voting rights at Director meetings. As per rule 4.10, non-member Directors shall not have voting rights at Annual or General Meetings.

6.8 How to fill casual vacancies

The Corporate Member can in writing appoint a director who meets the eligibility criteria of 6.2, to make up a quorum for the balance of the term remaining of the vacant position. Their appointment must be confirmed by resolution at the next general meeting, or they cease to be a director.

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
- is removed as a director by resolution in a general meeting by the members or by the other directors
- a director is disqualified from managing a corporation
- a director no longer meets the member eligibility criteria
- the director ceases to be a director of the Corporate Member.

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.
- is disqualified from managing a corporation as per Rule 6.9;
- no longer meets the member eligibility criteria as per Rule 6.9; or
- ceases to be a director of the Corporate Member.

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.

The business of the corporation is to be managed by or under the direction of directors. 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 an annual or general meeting.

6.12 Conflict of interest (material personal interest)

A director who has a material personal interest in a corporation matter must tell the other directors. This notice must give details of what the interest is and how it relates to the corporation. It must be given at a directors' meeting as soon as possible, and it

must be recorded in the minutes of the meeting. A director who has a material personal interest must not:

- be present at the directors' meeting while the matter in question is being considered; or
- vote on the matter in question unless allowed to do so under the CATSI Act.

6.13 Payments to directors

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The corporation may pay the directors' reasonable travelling and other expenses for attending meetings or to do other corporation business as per the corporate member's policies and procedures. Related party benefit

If the 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.

6.14 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.

6.15 Related party benefit

If the Corporation wants to give a financial benefit to a director or related party (such as a spouse/household member/dependent of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

6.16 Calling and giving notice of directors' meetings

The directors will meet as often as the directors consider necessary for the good functioning of the Corporation but must meet at least four times per year.

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

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 at a directors' meeting or 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.

The directors can use the money and property of the corporation to carry out its objectives and functions.

The directors cannot directly or indirectly give or loan any money or property of the corporation to members, directors or any other persons unless:

- it is to a subsidiary controlled by the corporation, or
- a trust in which the corporation is a beneficiary and the trustee is a subsidiary of, or controlled by, the corporation.

This rule does not stop the corporation from making reasonable payment to a member, director or other person in their capacity as an employee, under a contract for goods or services provided in carrying out the corporation's objectives or management and administration fees.

All payments or transfers of funds under this rule must be in accordance with procedures set out under rule 9.

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.

12. 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 4.4.

13. Corporate Member Cease to Exist

This rule applies only if the Corporate Member (Ngurratjuta/Pmara Ntjarra Aboriginal Corporation) ceases to exist.

All members of the corporation automatically have full voting rights at general meetings. The members and directors must take steps to change this rule book in order to put new governance processes in place in relation to membership of the corporation and the future appointment of directors. The changes to the rule book must be completed within 60 days after the corporate member has ceased to exist.

14. 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.

15. Powers

The Corporate Member shall, subject to the provisions of the CATSI Act, have power to do all such lawful things as may be necessary or desirable to carry out the object of the corporation including but without limiting the generality of the foregoing, the power to:

- raise funds by way of public appeal, government grant, bequest, gift or otherwise in such terms and in such manner as the corporation thinks fit.
- accept any gift, whether subject to a special trust or not, provided that the objects of any such trust are consistent with the central object of the corporation.

- buy, sell or deal in goods and services of all kinds for the purposes of the corporation.
- purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property in any rights or privileges which the corporation may think necessary or convenient for achieving its purpose and, in particular, any land, buildings easements, machinery, plant or stock in trade.
- subject to the provisions of *The Trustee Act* (NT), invest any moneys of the corporation not immediately required for its central object in such manner as the directors may from time to time determine.
- make gifts, subscriptions or donations to any of the funds, authorities or institutions able to receive tax deductible gifts under Division 30 of the *Income Tax Assessment Act 1997* (Cth), as amended, relates.
- manage and account for the funds of the corporation for the benefit of Aboriginal people in the Community with power to deposit, invest, disburse and otherwise deal with such funds in a manner approved by the directors.
- enter into credit facilities for any period and for any reason, with or without prior agreement between the credit provider and the debtor, a guarantee of obligations under a credit contract or the provision of a mortgage that secures obligations under a credit contract; secure the repayment of money so raise or borrowed or the payment of a debt or liability of the corporation by giving a mortgage, charge or other security over any of the property of the corporation.
- establish and support, or to aid in the establishment and support, or any other corporation formed for objectives which are similar, in whole or in part, to the central object of the corporation; and
- enter into any arrangement with Government or an authority, municipal, local or otherwise, that may seem conducive to the corporation's purposes and to obtain from any government or authority any rights, privileges or concessions which the corporation may think it desirable to obtain; and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

16. Winding up

- (a) In the event of the winding up of the Corporation or the revocation of its endorsement as a deductible gift recipient for income tax law, any property whatsoever remaining after satisfaction of all debts and liabilities of the Corporation must not be paid to or distributed among the members or any other person unless such member or person or other fund, authority or institution is established in Australia and operating in the Northern Territory of Australia, and it is an entity:
- (i) to which income tax deductible gifts can be made;
 - (ii) having objects and purposes, being charitable, similar to those of the corporation; and
 - (iii) which prohibits the distribution of its or their income among its members to an extent at least as great as is imposed on this corporation under or by virtue of this clause 16.

It is acknowledged that the Corporate Member meets the requirements of this

clause 16(a) as at the date of adoption of these rules.

- (b) Despite clause 16(a) if at the time of the winding up of the Corporation the Corporation is registered as a community housing provider under the *Community Housing Providers (National Uniform Legislation) Act 2013* (NT) then all of its then remaining community housing assets in the Northern Territory must be transferred to another registered community housing provider or to a Housing Agency in the Northern Territory that will commit to maintaining the objects of the Corporation.
- (c) For the purpose of clause 16(b), the expressions community housing provider, community housing asset and Housing Agency have the meaning given to them by the *Community Housing Providers (National Uniform Legislation) Act 2013* (NT).

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—Application for membership form

Ngurratjuta Wanka Wilurratja Alturla Rinya Aboriginal Corporation

ICN 10021

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

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 2—Appointment of proxy form

Ngurratjuta Wanka Wilurratja Alturla Rinya Aboriginal Corporation

ICN 10021

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 5.11.
(For more about proxies see rule 5.11 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 3—Consent to become a director form

Ngurratjuta Wanka Wilurratja Alturla Rinya Aboriginal Corporation

ICN 10021

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.