



**The Rule Book of [Insert Name]  
Aboriginal Corporation [RNTBC]**

**(ICN 0000)**

# Contents

---

|   |           |
|---|-----------|
| <b>1. Name</b>                                    | <b>3</b>  |
| <b>2. Dictionary and Interpretation</b>           | <b>3</b>  |
| <b>3. Objectives</b>                              | <b>3</b>  |
| <b>4. Powers of the Corporation</b>               | <b>4</b>  |
| <b>5. Members</b>                                 | <b>4</b>  |
| <b>6. Members' meetings</b>                       | <b>7</b>  |
| <b>7. Directors</b>                               | <b>8</b>  |
| <b>8. Contact person or secretary</b>             | <b>15</b> |
| <b>9. Execution of documents</b>                  | <b>15</b> |
| <b>10. Records</b>                                | <b>16</b> |
| <b>11. Finances</b>                               | <b>16</b> |
| <b>12. Auditor</b>                                | <b>16</b> |
| <b>13. Annual reporting</b>                       | <b>17</b> |
| <b>14. Winding up</b>                             | <b>17</b> |
| <b>15. Dispute resolution for members</b>         | <b>17</b> |
| <b>16. Dispute resolution for non-members</b>     | <b>18</b> |
| <b>17. Changing the rule book</b>                 | <b>18</b> |
| <br>  |           |
| <b>Schedule 1 - Interpretation and Dictionary</b> | <b>19</b> |

This document is intended as a guide only. This does not constitute legal advice. There may be additional and important considerations that should be taken into account in your specific circumstances. If you or your organisation has a legal issue, you should obtain professional advice from a legal practitioner.



## 1. Name



The name of the Corporation is [Insert Name] Aboriginal Corporation RNTBC (the Corporation)

## 2. Dictionary and Interpretation

See Schedule 1 for the meanings of particular terms and phrases used in this Rule Book.

## 3. Objectives

3.1 The objectives of the Corporation are to:

(a) be a Registered Native Title Body Corporate (RNTBC) regarding land and waters for the purposes of the Native Title Act

(b) perform the functions of a prescribed body corporate under sections 56 and 57 of the Native Title Act;

(c) hold the Native Title Rights and Interests in trust or manage Native Title Rights and Interests as an agent as authorised by the Native Title Holders

(d) hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the native title rights and interests, on trust, and to invest or otherwise apply any money as directed by the Native Title Holders;

(e) consult with and obtain the consent of the Native Title Holders in accordance with the PBC Regulations before making a Native Title Decision;

(f) to operate and maintain a gift fund to be known as the [Insert Name] Gift Fund in accordance with the requirements of the Income Tax Assessment Act 1997 (Cth);

(g) provide direct relief from poverty, sickness, suffering, misfortune, destitution or helplessness of Aboriginal persons, to promote education among them and especially among the Native Title Holders; and

(h) perform any other function relating to the Native Title Rights and Interests as directed by the Native Title Holders.



3.2 Without limiting these functions, to perform its functions the Corporation may, on behalf of the Native Title Holders:

- (a) consult other persons or bodies
- (b) enter into agreements;
- (c) exercise procedural rights under Native Title Act; and
- (d) accept notices required by any law of the Commonwealth, a state or a territory to be given to the Native Title Holders.

## 4. Powers of the Corporation

---



4.1. Subject to the CATSI Act and this Rule Book, the Corporation has the power to do anything lawful to carry out its objectives. The powers of the Corporation should be set out broadly to allow the Corporation to validly conduct its business.

4.2. The Corporation cannot charge application fees for membership or annual membership fees.

4.3. Before making a Native Title Decision or Compensation Application, the Corporation must consult with and obtain the consent of the Native Title Holders in accordance with the PBC Regulations and the Native Title Act.

## 5. Members

---

### Members on registration

5.1. A person can only become a member when the Corporation is registered, as long as the registration complies with the CATSI Act.

5.2. Members' names must be entered on the register of members

### Members by application



5.3. Native Title Holders who are at least 18 years of age are eligible to be members of the Corporation

5.4. A person becomes a member if:

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

5.5. Directors will consider and decide on membership applications in the order they are received.

5.6. The directors must accept a membership application if the applicant

- (a) meets the eligibility requirements under rule 5.3; and
- (b) applies in accordance with rule 5.4(a).

5.7. Subject to rule 5.8, if the directors accept a membership application in accordance with rule 5.6, the applicant's name, address and date they became a member must be entered on the register of members within 14 days.

5.8. If:

- (a) the applicant applies for membership after a notice has been given of the holding of a general meeting; and
- (b) the meeting has not been held when the directors consider the application

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

### Members' rights



5.9. A member can:

- (a) attend, speak, put forward resolutions and vote at general meetings;
- (b) be elected or appointed as a director;
- (c) ask the directors to call a general meeting under rules 6.9 and 6.10;
- (d) look at the minutes of general meetings free of charge; and
- (e) have any disputes with other members or directors dealt with in accordance with rule 13.

5.10. If a member believe that their rights have been breached or ignored by directors, the member can use the dispute resolution process under rule 13.

### Members' responsibilities

5.11. Each member must:

- (a) attend, speak, put forward resolutions and vote at general meetings;
- (b) notify the Corporation if they change their contact details;
- (c) treat other members and the directors with dignity and respect and not engage in personal attacks; and
- (d) not behave in a way that significantly interferes with the operations of the Corporation



### Liability of members

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

### How to stop being a member

5.13. A person may stop being a member if:

- (a) they resign in writing;
- (b) they pass away; or
- (c) their membership is cancelled by the Corporation in accordance with the CATSI Act and rules 5.16-5.18

5.14. A person's membership will cease when the person's name is entered on the register of former members in accordance with rule 5.15.

5.15 If a person ceases to be a member, the Corporation must enter their name, address and the date they stopped being a member on the register of former members within 14 days.

### **Cancelling membership**

5.16. A person's membership may be cancelled by Special Resolution in a general meeting if

- (a) the Corporation has not been able to contact the member at their address entered on the register of members for a continuous period of 2 years prior to the meeting
- (b) the corporation has made 2 or more reasonable attempts to otherwise contact the member during the 2-year period but has been unable to; or
- (c) the general meeting is satisfied that the member is not an Aboriginal or Torres Strait Islander person; or
- (d) the general meeting is satisfied that the member has misbehaved by acting in a manner that significantly interferes with the operation of the Corporation or of Corporation meetings.

5.17. If a person is not eligible or becomes ineligible for membership, the directors can cancel their membership by passing a resolution at a directors' meeting. Before the directors cancel a membership, directors must give the member notice in writing stating that:

- (a) the directors intend to cancel the membership for the reasons set out in the notice; and
- (b) the member has 14 days to object in writing to the cancellation of membership; and
- (c) any objection to the cancellation of membership must be in writing and given to the Corporation within 14 days from the day the notice was given.

If the member does not object, the directors must cancel the membership.

If the member objects, the directors cannot cancel the membership, unless required to do so by law, and the member can only then be removed by resolution at a general meeting. The member must be given an opportunity to address the general meeting before the decision is made.

5.18. if a person's membership is cancelled under rule 5.16 or 5.17, the directors must send that person a copy of the resolution at their last known address, as soon as practicable after the resolution has been passed.

### **Register of members and former members**

5.19. The register must contain:

- (a) the names of all members and former members;
- (b) the date when each person's name was added to the register; and
- (c) for former members, the date when a person stopped being a member

5.20. The register of members and former members must be kept at the Corporation's document access address or registered office.

5.21. The register of members must be made available to members at each annual general meeting (AGM) and the corporation must ask each member to update their entry.

5.22. If the Registrar requests a copy of either register of members it must be provided within 14 days or such longer time as the Registrar requires.



## 6. Members' meetings

### Annual General Meetings

- 6.1. AGMs must be held before the end of November each year.
- 6.2. 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
- 6.3. If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.
- 6.4. AGM business includes:
  - (a) the names of all members and former members;
  - (b) the date when each person's name was added to the register; and
  - (c) for former members, the date when a person stopped being a member
  - (d) asking questions about how the Corporation is managed
  - (e) electing directors (if required); and
  - (f) choosing an auditor (if required) and agreeing on the fee.

### General Meetings

- 6.5. The Corporation must hold its first general meeting within 3 months after the Corporation is registered.
- 6.6. A general meeting must be held for a proper purpose and at a reasonable time and place
- 6.7. General meetings business must include:
  - (a) confirming the minutes of the previous general meeting; and
  - (b) considering the business or resolutions in the notice of the meeting
- 6.8. The directors can call a general meeting by passing a resolution pursuant to rules 7.47 to 7.49
- 6.9. Members can ask the directors to call a general meeting:

**Number of members in Corporation:**

2 to 10 members  
11 to 20 members  
21 to 50 members  
51 members or more

**Number of members required to request a general meeting:**

= 1 member  
= 3 members  
= 5 members  
= 10 per cent of members

- 6.10. A members' request under rule 6.9 must:
  - (a) be in writing;
  - (b) state any resolutions to be proposed at the meeting;
  - (c) be signed by the members making the request;
  - (d) nominate a member to be the contact member on behalf of the members making the request; and
  - (e) be given to the Corporation.


6.11. Within 21 days of receiving the members' request, the directors must either call the general meeting or apply to the Registrar to deny the request.

### **Notice for members' meetings (general meetings and AGMs)**

6.12. At least 21 days' notice (noting rule 6.15(a) on posted notices) must be given to each member, the directors, the contact person or secretary and the auditor (if the Corporation has one).

6.13. The notice 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);
- (b) the general nature of the meeting business;
- (c) if a Special Resolution is being proposed, the intention to propose the resolution and what it is;
- (d) details of rule 6.27 regarding what might happen if no quorum is reached, and
- (e) information about how members can appoint a proxy

 6.14. Notices can be given to members personally, by post, by fax or by email

6.15. A notice of a meeting:

- (a) sent by post is taken to be given 3 days after it is posted;
- (b) sent by fax or email is taken to be given on the business day after it is sent.

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

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

### **Chairperson may postpone or cancel a general meeting or AGM**

6.17. The chairperson elected in accordance with Rule 6.28 may postpone or cancel a general meeting or AGM for cultural reasons or other significant reasons.

6.18. Cultural reasons or other significant reasons include, but are not limited to:

- (a) sorry business;
- (b) venue is inaccessible due to weather; or
- (c) the date of the meeting conflicts with a cultural event

6.19. The Corporation must make reasonable efforts to provide notice of the cancellation or postponement of a general meeting or AGM to the following people:

- (a) each member entitled to vote at the meeting;
- (b) each director;
- (c) the contact officer; and
- (d) the auditor.

6.20. Notice of the cancellation or postponement of a general meeting or AGM must be provided to the members in the same way a notice of a general meeting is given.

## Register of members and former members

6.21. Members can propose a resolution by giving notice of it to the Corporation

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

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

6.23. The Corporation must give notice of the resolution to all people entitled to it in the same way that notice is given for a members' meeting. The Corporation does not have to give notice of a resolution if it is defamatory.

6.24. The Corporation must consider the resolution at the next members' meeting that is held more than 28 days after the notice from the members has been received.

## Quorums at members' meetings (general meetings and AGM)

6.25. The quorum for general meetings and AGMs is:

| <b>Number of members in Corporation:</b> | <b>Number of members required to propose a resolution:</b> |
|--|--|
| 2 to 30 members                          | = 2 members  |
| 31 to 90 members                         | = 5 members  |
| 91 members or more                       | = 10 members   |

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

6.27. If there is no quorum after thirty minutes of the time for the meeting to start, as set out in the meeting notice, the directors who are present at the meeting must adjourn the meeting to a time and place specified by them, in which case the quorum for the adjourned members' meeting will be the number of members present.

## Chairing members' meetings (general meetings and AGMs)

6.28. The directors can elect someone to chair the meeting. If they do not, the members must elect someone.

## Using technology at members' meetings (general meetings and AGMs)

6.29. General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part in an appropriate manner.

## Voting at members' meetings (general meetings and AGMs)

6.30. Each member has 1 vote.

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

## Decision-making at members' meetings (general meetings and AGMs)

6.32. A resolution at a general meeting or an AGM should, if possible, be decided by consensus of voting members present at the meeting. If consensus cannot be reached after reasonable effort has been made, the resolution will be put to a vote. A vote at a general meeting will be decided on a show of hands of members, unless a poll is demanded, then members present will be given the right to vote by poll.

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

6.34. The chair declares the results of the vote at the meeting.

## Decision-making at members' meetings (general meetings and AGMs)

6.35. Member/s can appoint one other member as their proxy to attend and speak at meetings and vote for the member/s.

6.36. A proxy appointment must specify the member's name and address, the Corporation's name, the proxy's name, the meeting where the appointment will be used, and be signed by the member appointing the proxy in the form prescribed by the Corporation from time to time.

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

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



## 7. Directors

### Number of directors

7.1. The Corporation will have at least 3 directors and at most 12 directors.

### Eligibility of directors

7.2. A director must be a member of the Corporation.

7.3. A person is not eligible to become a director if the person has been disqualified from managing Corporations under the CATSI Act.

### Majority of director requirements

7.4. A majority of directors of the Corporation must not be employees of the Corporation.

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

### How to become a director

7.6. The members appoint directors by resolution passed at a general meeting or an AGM.

7.7. Directors must give their consent in writing to act as a director, in the form prescribed by the Corporation from time to time, before their appointment takes effect.





7.8. The Corporation must send the Registrar the directors' personal details within 28 days after they are appointed.

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

7.9. Directors will be appointed on rotation for a 2 year term, so that the appointment of half of the directors expires each year. To implement the rotation system:

- (a) the Directors of the Corporation on registration will only hold office until the first AGM and will be eligible for re-appointment;
- (b) at the first AGM of the Corporation;
  - (i) half (or in the case of an odd number, a bare majority) of the directors will be appointed for a term of 2 years; and
  - (ii) the other directors will be appointed for a term of 1 year; and
  - (iii) at all subsequent AGMs, the appointment of directors will be for a term of 2 years.

7.10. If any of the directors' terms expire so that there are less than 3 directors at any time, those expiring terms are extended until the members appoint new directors or reappoint the existing directors by resolution at the next general meeting or an AGM that occurs after the last director's appointment has expired.

### **How to become an officer bearer (for example, Chair, Vice-Chair or Treasurer)**



7.11. Office bearers are directors of the Corporation appointed by the directors at their first directors' meeting after the AGM.

### **How to appoint an alternate**

7.12. A casual director vacancy arises where a person stops being a director before their term of appointment expires and so the position of that director becomes vacant.

7.13. The directors can appoint a member of the Corporation to fill a casual director vacancy by passing a resolution at a directors' meeting, provided that person meets the eligibility requirements in rules 7.3 and 7.4.

7.14. Directors may fill a casual director vacancy even if:

- (a) the number of directors is reduced to less than the number specified by rule 7.2; or
- (b) the number of directors is reduced to less than the number required for a quorum for a directors' meeting.

7.15. Before being appointed as a director, the person must give the Corporation their consent in writing to act as a director, in the form prescribed by the Corporation from time to time. The Corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

7.16. Directors appointed to fill casual vacancies hold office until the next AGM at which directors are appointed.

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

7.17. With the approval of the other directors, a director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period.

7.18. If the appointing director asks the Corporation to give the alternate director notice of directors' meetings, the Corporation must do so.

7.19. The appointing director may terminate the alternate's appointment at any time.



7.20. An appointment of an alternate or its termination must be made in writing and a copy must be given to the Corporation.

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

7.21. A person stops being a director if:

- (a) the director passes away;
- (b) the director resigns in writing;
- (c) the director's term of appointment expires;
- (d) the director is removed as a director by the members or the other directors; or
- (e) the director is disqualified from managing Corporations under the CATSI Act.

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

### **Removal of directors by members**

7.23. The Corporation may, by resolution of the members in a general meeting or an AGM, remove a director from office as follows:

- (a) a notice for a resolution to remove a director must be given to the Corporation at least 21 days before the general meeting or AGM is held;
- (b) the Corporation must give the director concerned a copy of the notice as soon as possible; and
- (c) the director can give the Corporation a written statement and speak at the meeting. Any written statement must be given to everyone entitled to notice of the meeting.

### **Removal of directors by other directors**

7.24. The only ground on which the directors may remove a director from office is if they fail to attend 3 or more consecutive directors' meetings without a reasonable excuse.

7.25. Before removing a director under rule 7.24, 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 to attend 3 or more consecutive directors' meetings without a reasonable excuse; and
- (b) the director concerned has 14 days to object in writing to the removal.

7.26. If a director does not object, the directors must remove the director concerned by resolution and provide the person who has been removed with a copy of the resolution as soon as possible after the resolution has been passed.

7.27. If the director objects, the directors cannot remove the director. The Director can only then be removed by resolution passed at a general meeting or an AGM.

## How to stop being a director

7.28. Directors must comply with the duties imposed on directors under the CATSI Act and the general law, including:

- (a) a duty of care and diligence;
- (b) a duty of good faith and to act in the best interests of the Corporation;
- (c) a duty to disclose a conflict of interest;
- (d) a duty not to improperly use position or information; and
- (e) a duty to not trade while insolvent.

## Conflict of interest

7.29. A director who has, or thinks they may have, a conflict of interest in a Corporation matter must tell the other directors, unless rules 7.30 or 7.31 say otherwise. This includes, but is not limited to, a material personal interest.

7.30. The director does not need to give notice of an interest if the interest:

- (a) arises because the director is a member and is held in common with the other members; or
- (b) arises in relation to the director's remuneration as a director of the Corporation; or
- (c) relates to a contract the Corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Corporation if it is not approved by the members.

7.31. The director does not need to give notice of an interest if the following conditions are satisfied:

- (a) the director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation;
- (b) if a person who was not a director at the time when the notice under 7.29 was given is appointed, the notice is given to that person;
- (c) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (d) the director has given a standing notice of the nature and extent of the interest and the notice is still effective.

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

7.33. A director who has a material personal interest in a matter must not:

- (a) be present at a directors' meeting while the matter in question is being considered; or
- (b) vote on the matter,

unless they have been granted approval by the other directors (who do not have a conflict of interest) or the Registrar.

## Payments to directors



7.34. Directors cannot be paid a salary or sitting fees for their work as directors.

7.35. Directors may be paid if they are employed by the Corporation, or if they have a contract to provide goods or services to the Corporation (so long as the director has exercised the duty to disclose a conflict as required by this Rule Book and the payment is fair and reasonable to the Corporation).

7.36. The Corporation may pay the directors' reasonable travel and other expenses for attending directors' meetings, general meetings or other meetings to do with Corporation business.

## Related party benefit

7.37. 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.

## Delegation of directors' powers



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

- (a) another director;
- (b) a committee of directors;
- (c) an employee of the Corporation; or
- (d) any other person

7.39. The delegate must exercise the powers delegated in accordance with any directions of the directors.

## Directors' Meetings



7.40. Directors must meet at least every three months.

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

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

7.43. One or more directors can call a meeting by giving reasonable notice to all the other directors.

## Quorum for directors' meetings

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

## Using technology

7.45. Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it.

## Directors resolutions

7.46. A resolution of the directors must be passed by a majority vote by directors entitled to vote on the resolution.





7.47. Each director has 1 vote and the chair has a casting vote (if required) in addition to any vote he or she has as a director. Directors vote on a resolution by a show of hands unless a majority of directors agree that a vote be conducted by poll.

7.48. Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it. The directors must keep minutes of the passing of a resolution under this rule.

## 8. Contact person or secretary

8.1. A contact person or secretary (if any) will be appointed by resolution of the directors.

8.2. The contact person or secretary (if any) must be at least 18 years old.

8.3. The directors decide the contact person or secretary (if any)'s pay and terms and conditions of employment, if any.

8.4. The contact person or secretary (if any) must pass on any correspondence received to at least 2 of the directors within 14 days, or otherwise pass it on in accordance with a process determined by the directors.

8.5. The contact person or secretary (if any) must give the Corporation their consent in writing to become a contact person or secretary (if any) before the appointment takes effect.

8.6. The Corporation must send the Registrar the contact person or secretary (if any)'s details within 28 days after they are appointed.

## 9. Execution of documents

9.1. The Corporation may have a common seal.

9.2. If the Corporation does have a common seal:

- (a) the Corporation must set out on it the Corporation's name and ICN;
- (b) the common seal must be kept by a person nominated by the directors;
- (c) the Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added

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

9.4. The Corporation may execute a document without using a common seal if the document is signed by:

- (a) 2 directors of the Corporation; or
- (b) a director and a Corporation secretary (if any) of the Corporation;

9.5. If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (a) 2 directors of the Corporation; or
- (b) a director and a Corporation secretary of the Corporation;

9.6. The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 9.4 or 9.5.

9.7. Rule 9 does not limit the ways in which the Corporation may execute a document (including a deed).

## 10. Records

---

10.1. The Corporation must keep:

- (a) minutes of meetings (in writing or as an audio or video recording);
- (b) the Rule Book (constitution);
- (c) the register of members and former members;
- (d) the names and addresses of directors, officers and the [contact person / secretary]; and
- (e) financial records that correctly record and explain the Corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

10.2. These records must be kept at the Corporation's document access address or registered office (where relevant)

10.3. The directors, or the Corporation by a resolution passed at a general meeting, may authorise a member to inspect the records of the Corporation.

## 11. Finances

---



11.1. The directors can only use the money and property of the Corporation to carry out its business

11.2. The directors may only give funds or property of the Corporation to members as follows:

- (a) if authorised by a resolution of the directors or at a general meeting; and
- (b) in compliance with the rules of payment and distribution of property made by resolution of members at a general meeting.

11.3. 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

11.4. The financial records referred to in rule 11.3 must be retained for 7 years after the transactions covered by the records are completed.

## 12. Auditor

---

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

## 13. Annual reporting

---

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

## 14. Winding up

---

14.1. Subject to the requirements of Division 6 of Part 2 of the Native Title Act, the Corporation may be wound up by its members in accordance with the relevant sections of the CATSI Act and this rule.

14.2. The Corporation may be dissolved by a Special Resolution of the members voting at a general meeting specially convened for that purpose and of which not less than 21 days' notice has been given.

14.3. The resolution of dissolution must specify a Prescribed Body Corporation (the new PBC) that will replace the Corporation for the purpose of carrying out its functions as a RNTBC as prescribed by the Native Title Act and the PBC Regulations.

14.4. If the Corporation is wound up, all debts, liabilities and costs of winding up must be paid first. If there are any assets left over, members of the Corporation can pass a Special Resolution distributing those surplus assets to the new PBC so long as the new PBC:

- (a) has objects which are similar to the principal objects of the Corporation as set out in rule 3;
- (b) has a constitution which requires its income and property to be applied in promoting its objects;
- (c) has a constitution which prohibits it from paying or distributing its income and property amongst its members; and
- (d) is a public benevolent institution for the purposes of any taxation law of the Commonwealth.

14.5. Surplus assets of the Corporation cannot be given to any member or any person to be held on trust for any member.

## 15. Dispute resolution for members

---

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

15.2. If the dispute is not resolved within 20 business days, any party may give a dispute notice to the other parties.

15.3. The dispute notice must be in writing, say what the dispute is about and be given to the contact person for the Corporation.

15.4. The directors or any of the dispute parties may ask the Registrar for assistance.



15.5. The directors must help the parties resolve the dispute. The directors may:

- (a) directly assist the parties to resolve their dispute;
- (b) refer the parties to senior people chosen to assist the parties to resolve their dispute;
- (c) refer the parties to an independent person to mediate the dispute. The mediator will provide a report to the directors and the disputing parties within 14 days of the completion of the mediation, setting out the outcomes of the mediation; or
- (d) refer the dispute to the members to resolve at a general meeting.

## 16. Dispute resolution for non-members

---

16.1. The dispute resolution process set out at rule 15 also applies to disputes between the Corporation and a person who is or who claims to be a Native Title Holder whether or not they are a member, but only if the dispute is in relation to:

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

## 17. Changing the rule book

---

17.1. 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.

17.2. Within 28 days after the resolution is passed, the Corporation must send the Registrar copies of the:

- (a) Rule Book changes;
- (b) Special Resolution; and
- (c) minutes of the meeting.

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

# Schedule 1 - Interpretation and Dictionary

## Interpretation

In this Rule Book:

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

## Dictionary

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

**Compensation Application** means an application pursuant to sections 50(2) and 61 of the Native Title Act.

**National Native Title Register** means the register established and maintained under part 8 of the Native Title Act.

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

**Native Title Decision** has the same meaning as in regulation 3 of the PBC Regulations.

**Native Title Holders** means the persons determined by the Federal Court as holding the common or group rights and interests comprising native title for any native title determination of the Federal Court for which the Corporation is the determined RNTBC.

**Native Title Legislation** has the same meaning as in section 700-1 of the CATSI Act.

**Native Title Rights and Interests** has the same meaning as in section 223 of the Native Title Act.

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

**Prescribed Body Corporate or PBC** has the same meaning as in regulations 3 and 4 of the PBC Regulations.

**Registered Native Title Body Corporate or RNTBC** has the same meaning as in section 253 of the Native Title Act.

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

**Special Resolution** means a resolution described as such passed at a general meeting of the members with a majority of three quarters (3/4) of the votes that are cast by the members entitled to vote on the resolution present.