

**Far West Coast
Aboriginal Corporation
Rule Book**

ICN: 7985

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PREAMBLE

- (a) On 4 January 2006 Richard LeBois, Clem Lawrie, [Name removed], Gladys Miller, Samuel Mastrosavas, and Kenneth Roberts as the Applicant filed an application for a determination of native title on behalf of the Far West Coast Aboriginal people.
- (b) Prior to this time, the determination area was subject to several overlapping native title determination applications and assertions by persons variously described as Wirangu, Mirning, Yalata, Maralinga Tjarutja, Kokatha and Edward Herbert Roberts.
- (c) On 5 December 2013 the Federal Court of Australia will make a determination of native title by consent of all parties in relation to the land and waters of the determination area.
- (d) It is the intention of the Far West Coast Aboriginal people that as far as is practicable the Far West Coast Aboriginal Corporation will adhere to the traditional laws and customs of the Far West Coast Aboriginal people in its operations.

1 NAME

- 1.1 The name of the corporation is the **Far West Coast Aboriginal Corporation**.

2 INTERPRETATION

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

3 OBJECTIVES

- 3.1 The objectives of the corporation are to:
 - (a) be the subject of a determination under section 57 of the Native Title Act;
 - (b) become a registered native title body corporate and carry out its functions;
 - (c) be the prescribed body corporate for the purposes of section 57(2) of the Native Title Act;
 - (d) perform the functions mentioned in section 57(3) and section 58 of the Native Title Act and under the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth) as amended;
 - (e) act as the representative of the common law holders the subject of the determination;
 - (f) advance the cultural, social, political, economic and legal interests of the common law holders, including by establishing legal entities to achieve these objects;

- (g) to provide relief from poverty, sickness, suffering, misfortune, destitution or helplessness among Far West Coast Aboriginal people;
- (h) to implement the Far West Coast native title determination and its associated ILUAs and other agreements;
- (i) to protect the native title rights and interests of Far West Coast Aboriginal people by such means as may be lawful and reasonable;
- (j) to enter into Native Title Mining Agreements, Indigenous Land Use Agreements and other agreements on behalf of Far West Coast Aboriginal people, and to receive any benefits by way of payments or otherwise, pursuant to such agreements;
- (k) to manage land of traditional or cultural significance (or other land) to the Far West Coast Aboriginal People and to hold any interest in such land as agent or otherwise for the Far West Coast Aboriginal people;
- (l) manage and account for the funds of the corporation and invest any funds not immediately required for the purpose of the corporation;
- (m) to act as the trustee under any trust established for the benefit of the Far West Coast Aboriginal people;
- (n) to protect the intellectual property right of the Far West Coast Aboriginal people, including but not limited to cultural practices, stories, and oral history and traditions.

4 FUNCTIONS OF THE CORPORATION

4.1 The corporation has such functions as may be prescribed by the *Native Title (Prescribed Bodies Corporate) Regulations 1999 (Cth)* from time to time which are:

- (a) to act as agent or representative of the common law holders in respect of matters relating to their rights and interests;
- (b) to manage the rights and interests of the common law holders as authorised by the common law holders;
- (c) to hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
- (d) to invest or otherwise apply money held in trust as directed by the common law holders;

- (e) to consult with the common law holders in accordance with regulation 8 of the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth) and rule 6;
- (f) to perform any other function relating to those rights and interests as directed by the common law holders.

4.2 Without limiting these functions, the corporation may, on behalf of the common law holders:

- (a) consult other persons or bodies;
- (b) enter into agreements;
- (c) exercise procedural rights;
- (d) accept notices required by any law of the Commonwealth, a State or a Territory to be given to the common law holders.

5 POWERS OF THE CORPORATION

5.1 Subject to the *Corporation (Aboriginal and Torres Strait Islander) Act 2006* (Cth) (the Act) and these rules, the Native Title Act and the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth) the corporation has the power to do anything lawful to carry out its objectives and to manage its affairs and functions, except:

- (a) the corporation must consult with, and obtain the consent of, the common law holders before making a native title decision (see Schedule 4);
- (b) the corporation cannot charge application fees for membership or annual membership fees.

6 PERFORMANCE OF FUNCTIONS AND EXERCISE OF POWERS

6.1 General

The corporation shall only perform a function or exercise a power if it is to fulfil an objective of the corporation and in performing a function or exercising a power shall only act:

- (a) so as to protect the interests of common law holders;
- (b) so as to ensure the maintenance of traditional laws and customs of the common law holders;
- (c) when making a native title decision in compliance with rule 6.2 will only make the decision in accordance with the consent and direction of the common law holders.

6.2 Native Title Decisions

- (a) The prescribed body corporate acting as representative of the common law holders must consult with, and obtain the consent of, the common law holders in accordance with this rule before making a native title decision.
- (b) The prescribed body corporate must ensure that the common law holders understand the purpose and nature of a proposed native title decision by;
 - i. consulting, and considering the views of, a representative body for the area that includes the land or waters to which the proposed decision relates; and
 - ii. if the prescribed body corporate considers it to be appropriate and practicable – giving notice of those views to the native title holders.
- (c) Consent must be given by the common law holders in accordance with the process of decision-making agreed to, or adopted, by them for the proposed native title decision, or for the decisions of the same kind as that decision.
- (d) An agreement that gives effect to a native title decision of a prescribed body corporate has no effect to the extent that it applies to the decision, if the body corporate does not comply with this rule;
- (e) Sub-rule 6.2(d) does not apply in relation to an Indigenous Land Use Agreement of a kind described in section 24EB or 24EBA of the Native Title Act.
- (f) The prescribed body corporate acting as representative of the common law holders must abide by the Spear Creek Agreements annexed to these rules at Schedule 2 when consulting with common law holders about native title decisions.

6.3 Evidence of consultation and consent

- (a) The corporation may only be taken to be satisfied that the common law holders as a group consent to the proposed native title decision if it has complied with Regulation 9 of the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth) and;
- (b) The document set out in Schedule 4 certifies that;
 - i. in accordance with this rule and Regulation 9 that the affected common law holders have been consulted about and consent to the proposed native title decision; or

- ii. the proposed native title decision is of a kind about which the affected common law holders have been consulted and have decided that decisions of that kind can be made by the corporation.

7 MEMBERSHIP

7.1 A person only becomes a member when:

- (a) the corporation is registered, as long as the registration complies with the Act;
- (b) Members' names are entered into the register of members.

7.2 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.

7.3 Membership of the corporation is open to all those adult Aboriginal persons who are common law holders.

7.4 A person who wants to become a member must apply to the corporation in writing.

7.5 The procedure for making application to the corporation to become a member shall be:

- (a) a person must make written application to the corporation's board of directors for membership; and
- (b) the written application, provided in Schedule 3 to these rules, must include a statement identifying which apical ancestor or ancestors the person claims descent from and/or the basis upon which they are a common law holder;
- (c) the written application must include the full name, date of birth (where known) and address of the person; and
- (d) the written application must include the signature or mark of the person.

7.6 The directors will consider and decide membership applications.

7.7 Applications will be considered and decided in the order in which they are received by the corporation.

7.8 The directors must not consider an application unless:

- (a) the applicant applies according to rule 7.4 and 7.5; and

(b) the applicant meets the eligibility requirements of rule 7.3.

7.9 The directors may refuse to accept a membership application even if the applicant has applied in writing and meets the eligibility requirements.

7.10 The directors must notify the applicant in writing of the decision and the reason for it.

7.11 If the directors refuse a membership application the applicant may address the next general meeting provided that the person makes a request in writing prior to the general meeting.

7.12 If the directors or general meeting accepts a membership application, the applicant's name must be entered on the register of names within 14 days.

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

8 MEMBERS RIGHTS AND RESPONSIBILITIES

8.1 Each member has rights under the Act and these rules including the rights set out below. A member:

(a) can attend, speak and vote at a general meeting of the corporation;

(b) can be elected or appointed as a director;

(c) cannot be removed as a member unless the directors and the corporation have complied with rule 8.14;

(d) can put forward resolutions to be voted on at a general meeting of the corporation;

(e) can ask the directors to call a general meeting of the corporation in accordance with rule 10.3.2;

(f) can access the following books and records of the corporation:

i. the register of members

ii. the minute books

iii. the corporation's rule book

iv. certain reports prepared by or for the directors and the corporation, in accordance with the Act (subject to information provided on a confidential basis)

v. all books of account, including all accounting records of the corporation and trust, particularly records of all payments and distributions made by the corporation and trust.

(g) can ask the directors to provide access to any other records or books of the corporation in accordance with rule 16.4.20;

(h) can have any disputes with another member or with the directors dealt with under the process in rule 19.

8.2 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.

8.3 The members are not liable to contribute to the property of the corporation on winding up.

8.4 If the application for registration of the corporation states that members and former members are:

(a) not to be liable to contribute towards the payments of debts and liabilities of the corporation, then they are not liable to contribute.

(b) to be liable to contribute towards the payments of debts and liabilities of the corporation, then they are liable to contribute on that basis.

8.5 Each member has the following responsibilities:

(a) to comply with the Act and these rules;

(b) to notify the corporation of any change in their address within twenty-eight (28) days;

(c) to comply with any code of conduct adopted by the corporation;

(d) to treat other members and the directors with respect and dignity;

(e) to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings; and

(f) attend general meetings and observe appropriate meeting decorum, including the observance of the Chairperson directions at general meetings.

8.6 How a person stops being a member

(a) A member shall cease to be a member:

i. if that member shall die;

ii. if that member resigns from membership; or

iii. if that member's membership is cancelled.

(b) A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

8.7 A member may resign by giving a resignation notice to the corporation.

8.8 A resignation notice must be in writing.

8.9 The corporation must remove the member's name from the register of current members of the corporation within fourteen (14) days after receiving the resignation notice.

Process for cancelling membership

8.10 The directors may, by resolution, cancel the membership of a member if the member:

- (a) is not eligible for membership; or
- (b) has ceased to be eligible for membership.

8.11 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;
- (b) the member has fourteen (14) days to object to the cancellation of the membership; and
- (c) the objection must be in writing and given to the corporation within a period of fourteen (14) days from when the notice is given.
- (d) If the member does not object as set out in rule 8.11 (b) and (c), the directors must cancel the membership.
- (e) If the member does object as set out in rule 8.11 (b) and (c):
 - i. the directors must not cancel the membership; and
 - ii. only the corporation by resolution in general meeting may cancel the membership.
- (f) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

8.12 Member not contactable

- (a) The membership may be cancelled by special resolution in a general meeting if the corporation:
 - i. has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting; and

- ii. has made two or more reasonable attempts to contact the member during that two (2) year period but has been unable to.
- (b) The corporation must take all reasonable attempts to provide the member not less than twenty one (21) days' notice before the date of the general meeting at which the resolution is to be moved, and the member shall be given an opportunity of being heard at the meeting.
- (c) If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

8.13 Member not an Aboriginal person

- (a) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that the member is not an Aboriginal person.
- (b) The corporation must take all reasonable attempts to provide the member not less than twenty one (21) days' notice before the date of the general meeting at which the resolution is to be moved, and the member shall be given an opportunity of being heard at the meeting.
- (c) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

8.14 Member misbehaves

- (a) The corporation may cancel membership by special resolution in a general meeting if the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings.
- (b) The corporation must take all reasonable attempts to provide the member not less than twenty one (21) days' notice before the date of the general meeting at which the resolution is to be moved, and the member shall be given an opportunity of being heard at the meeting.
- (c) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.
- (d) Within fourteen (14) days after the cancellation of membership, the corporation must remove the member's name from the register of current members of the corporation.

- (e) The corporation does not have different classes of members.
- (f) The corporation does not have observers.

9 REGISTERS OF MEMBERS AND FORMER MEMBERS

9.1 The corporation must set up and maintain a register of members.

- (a) The register of members must contain the member's name (given and family), address and date on which the member's name was entered on the register. The register may also contain any other name by which the member is or was known.
- (b) The register of members must contain the members of body corporate members' name and address, and the date on which the member's name was entered on the register.
- (c) The corporation must set up and maintain a register of former members.
- (d) The corporation may maintain the register of former members in one document with the register of members.
- (e) The register of members must contain the member's name (given and family), address, nominated family group and if relevant the date on which the member stopped being a member. The register may also contain any other name by which the member is or was known.

9.2 Location and inspection of registers

The corporation must keep the register of members and the register of former members at:

- (a) The corporation's registered office if it is registered as a large corporation; or
- (b) The corporation's document access address if it is registered as a small or medium corporation.

9.3 The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.

9.4 If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation agree that the person can access the information by computer).

9.5 A member may inspect the registers without charge.

9.6 A person who is not a member may inspect the register only on payment of any fee required by the corporation.

9.7 The corporation must give a person a copy of the registers (or a part of either register) within seven (7) days (or such longer period as the Registrar may allow) if the person:

- (a) asks for the copy; and
- (b) pays any fee (up to the prescribed amount) required by the corporation.

9.8 The corporation must:

- (a) make the register of members available at the AGM for inspection by members; and
- (b) ask each member attending the AGM to check and update their entry.

9.9 If the Registrar requests a copy of either register it must be provided within fourteen (14) days or such longer time as the Registrar specifies.

9.10 The registered office of the corporation shall be at the official address of the Contact Person notified to the Registrar of Aboriginal Corporations.

10 MEETINGS

10.1 AGMs

10.1.1 The corporation must hold an AGM within five (5) months after the end of its financial year.

10.1.2 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 that period.

10.1.3 If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.

10.1.4 The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) confirmation of the minutes of the previous general meeting;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (c) the appointment and remuneration of the auditor (if any);
- (d) checking the details on the register of members; and
- (e) asking questions about the management of the corporation and its auditor (if any).

10.2 **General meetings**

- 10.2.1 A general meeting must be held at a reasonable time and place.
- 10.2.2 A general meeting must be held for a proper purpose.
- 10.2.3 If the location of the general meeting is changed, the directors must give notice to each person who is entitled to receive it.
- 10.2.4 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.

10.3 **Calling general meetings**

- 10.3.1 A majority of directors may call a general meeting of the corporation.
- 10.3.2 The directors must call and arrange to hold a general meeting on the request of:
 - (a) the number of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, five (5) members; or
 - (b) the percentage of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 10% of the members.
- 10.3.3 A request under 10.3.2 must:
 - (a) be in writing;
 - (b) state any resolution 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.
- 10.3.4 Separate copies of a document setting out a request under rule 10.3.2 may be used for signing by members if the wording of the request is identical in each copy.
- 10.3.5 If the directors resolve
 - (a) that a request under rule 10.3.2 is frivolous or unreasonable; or
 - (b) that complying with the request under 10.3.2 would be contrary to the interests of the members as a whole;

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

10.3.6 An application must:

- (a) be in writing;
- (b) set out the grounds on which the application is made; and
- (c) be made within twenty-one (21) days after the request was made.

10.3.7 The directors must, as soon as possible after making an application, give the contact member notice that an application has been made.

10.3.8 The directors must call the meeting within twenty-one (21) days after the request was sent to them.

10.3.9 If a director has applied to deny a request and the Registrar refuses that request, the directors must call the meeting within twenty-one (21) days after being notified of the Registrar's decision.

10.4 **Notice**

10.4.1 At least twenty-one (21) days-notice must be given of a general meeting.

The corporation:

- (a) may call an AGM on shorter notice, if all members agree beforehand; and
- (b) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.

10.4.2 At least twenty-one (21) days' notice must be given of a general meeting at which a resolution will be moved to:

- (a) remove a director;
- (b) appoint a director in place of a director removed; or
- (c) remove an auditor.

Shorter notice cannot be given for these kinds of meetings.

10.4.3 The corporation must give written notice of a general meeting to the following people:

- (a) each member entitled to vote at the meeting;
- (b) each director;

(c) the secretary (if any); and

(d) the contact person (if any).

10.4.4 The corporation may give the notice of meeting to a member personally or by sending it by post, fax or other electronic means nominated by the member.

10.4.5 A notice of meeting:

(a) sent by post is taken to be received three (3) days after it is posted; and

(b) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

10.4.6 The corporation must give its auditor (if any):

(a) notice of a general meeting in the same way that a member is entitled to receive notice; and

(b) any other communications relating to the general meeting which members are entitled to receive.

10.4.7 A notice of a general meeting must:

(a) set out the place, date and time of the meeting (and, if the meeting is to be held in two places, the technology that will be used);

(b) state the general nature of the meeting's business; and

(c) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is.

10.4.8 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; or

(b) a member has not received the notice.

10.5 **Member's resolutions**

10.5.1 If a member or members wish to move a resolution at a general meeting, a notice of that resolution may be given by at least:

(a) the number of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, five (5) members; or

- (b) the percentage of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 10% of the members.

10.5.2 A notice of a member's resolution should be

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

Separate copies of a document may be used for signing if the wording of the notice is identical in each copy.

10.5.3 If the corporation has been given notice of the member's resolution it must be considered at the next general meeting that occurs more than twenty-eight (28) days after the notice is received.

10.5.4 The corporation must give all its members notice of the resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.

10.5.5 The corporation does not have to give notice of a resolution if it is perceived by the directors to be defamatory, vexatious or an abuse of process.

10.6 **Quorum**

10.6.1 The quorum for a meeting of the corporation's members is fifty members.

10.6.2 The quorum must be present at the commencement of the meeting and any time that a vote takes place.

10.6.3 A meeting of the corporation's members that does not have a quorum present within three (3) hours after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors specify otherwise.

10.6.4 If no quorum is present at the resumed meeting within one (1) hour after the time for the meeting, the meeting is dissolved.

10.6.5 The directors may elect an individual to chair general meetings.

10.6.6 If a chair has not been elected or the chair is not available or does not want to chair the meeting, the directors must elect an individual present to chair it.

10.6.7 The members at a general meeting must elect a member present to chair the meeting (or part of it) if:

- (a) the directors have not already elected a chair, or
 - (b) a previously elected chair is not available, or does not want to chair the meeting.
- 10.6.8 The chair must adjourn a general meeting if the majority of members present agree or direct that the chair to do so.
- 10.7 **Technology**
 - 10.7.1 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.
- 10.8 **Auditor's right to be heard at general meetings**
 - 10.8.1 If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
 - 10.8.2 The auditor is entitled to be heard at any general meeting only any part of the business at that general meeting that concerns the auditor in their professional capacity.
 - 10.8.3 The auditor is entitled to be heard even if:
 - (a) the auditor retires at that meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office.
 - 10.8.4 The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.
- 10.9 **Voting**
 - 10.9.1 At a general meeting, each member has one (1) vote, both on a show of hands and a poll but the Chair has a casting vote in the event of a tie.
 - 10.9.2 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.
 - 10.9.3 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.
 - 10.9.4 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. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.
 - 10.9.5 At a general meeting, a poll may be demanded on any resolution.
 - 10.9.6 A demand for a poll may be withdrawn.

- 10.9.7 At a general meeting a poll may be demanded by at least five (5) members entitled to vote on the resolution.
- 10.9.8 At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 10.9.9 At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.
- 10.9.10 The corporation may pass a resolution without a general meeting being held if all members entitled to vote on the resolution sign a document stating they are in favour of it. Each member of a joint membership must sign. This rule does not apply to a resolution to remove an auditor.
- 10.9.11 A resolution under 10.9.10 is passed when the last member signs.
- 10.9.12 The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:
- (a) to give members any information or a document relating to the resolution by giving members that information or document with the document to be signed.
 - (b) 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 members.
 - (c) to lodge a copy of the document that accompanies a notice of meeting to consider the resolution by lodging a copy of the document or information referred to in 10.9.10.
- 10.9.13 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.
- 10.9.14 This rule does not affect any rule of law relating to the assent of members not given at a general meeting.
- (a) the proxy's appointment
 - (b) if the appointment is signed by the appointer's attorney, the authority or a certified copy of the authority.
- 10.9.15 If the meeting has been adjourned an appointment and any authority received by the corporation at least forty-eight (48) hours beforehand is still valid when the meeting resumes.
- 10.9.16 The period of notice for appointing proxies may be reduced.

10.10 Questions and Comments by members

- 10.10.1 The Chair of the AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.
- 10.10.2 If the corporation's auditor or the auditor's representative is at an AGM, the Chair of the AGM must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:
- (a) the conduct of the audit;
 - (b) the preparation and content of the auditor's report;
 - (c) the accounting policies adopted by the corporation in the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

10.11 Adjourned Meetings

- 10.11.1 A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.
- 10.11.2 Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- 10.11.3 If a general meeting is adjourned for thirty (30) days or more, at least twenty-one (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.

11 DIRECTORS

11.1 There shall be twelve (12) directors of the corporation.

11.2 Eligibility

- 11.2.1 Only an individual who is at least eighteen (18) years of age may be appointed as a director of the corporation.
- 11.2.2 An individual is eligible to be appointed a director if they are a member of the corporation and have not been convicted of an indictable offence in the last 5 years.
- 11.2.3 An individual who is disqualified from managing Aboriginal or Torres Strait Islander corporations under Part 6 (5) of the Act may only be appointed, if the appointment is made:
- (a) with permission granted by the Registrar; or
 - (b) with leave granted from the Court.

- 11.2.4 All directors must undertake ongoing and appropriate governance training;
- 11.2.5 All directors must ordinarily reside in Australia.
- 11.2.6 All directors must be members.
- 11.2.7 Directors must not be employees of the corporation.
- 11.2.8 The chief executive officer:
 - (a) may not chair meetings; and
 - (b) counts as an employee for the purposes of 11.2.7.
- 11.2.9 Before a person may be appointed as a director, that person must give the corporation a signed consent to act as a director.
- 11.2.10 The corporation must keep the consent.
- 11.2.11 A person becomes a director, secretary or contact person of the corporation on registration of the corporation if the person is specified in the application for incorporation and they have given their consent.

11.3 **Becoming a Director by appointment after registration**

- 11.3.1 The directors of the corporation on registration of the corporation will only hold office until the first general meeting of the corporation and will be eligible for re-appointment.
- 11.3.2 Thereafter the corporation will appoint the directors by resolution passed at the annual general meeting in accordance with rule 11.3.3.
- 11.3.3 Each cultural group shall nominate two persons to be directors at the relevant annual general meeting. This nomination shall occur in accordance with the processes agreed to and adopted by each cultural group at the meeting. Each cultural group shall be defined as constituting members of the following cultural groups: Mirning people, Wirangu people, Kokatha people, Yalata people, Maralinga Tjarutja people, Roberts group people. A member may only take part in one cultural group's decision making processes.
- 11.3.4 When a vacancy in the board of directors arises the board will call for nominations from its members for them to consider and the board may only then appoint a director by resolution and only from those persons nominated in accordance with rule 11.3.3. To avoid doubt, a vacancy in the board of directors can only be filled by a member who took part in the relevant decision making process appointing the outgoing director, from that specific cultural group.

11.4 **Term of appointment**

- 11.4.1 Subject to rule 11.3 the appointment of directors at an annual general meeting will be for one year.
- 11.4.2 A director is eligible for reappointment.
- 11.4.3 A director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period.
- 11.4.4 If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.
- 11.4.5 The appointing director may terminate the alternate's appointment at any time.
- 11.4.6 An appointment of an alternate or its termination must be in writing and be signed by the appointing director. A copy must be given to the corporation.
- 11.4.7 A person ceases to be a director if:
- (a) the person dies;
 - (b) the person resigns as director as provided for in rule 11.4.8;
 - (c) the term of the person's appointment as director expires;
 - (d) the person is removed as a director by the members as provided for in rule 11.5.1;
 - (e) the person is removed as a director by the other directors as provided for in rule 11.6.2; or
 - (f) the person is disqualified from managing Aboriginal or Torres Strait Islander Corporations under Part 6-5 of the Act.
- 11.4.8 A person may resign as being a director by giving notice of resignation in writing to the corporation.

11.5 **Removal of directors**

- 11.5.1 The corporation may, by resolution in general meeting, remove a director from office despite anything in:
- (a) the corporation's constitution; or
 - (b) agreement between the corporation and the director; or
 - (c) an agreement between any or all members of the corporation and the director.

11.5.2 A notice of intention to move the resolution must be given to the corporation at least twenty-one (21) days before the meeting is to be held. However, if the corporation calls a meeting after the notice of intention is given under this subsection, the meeting may pass the resolution even though the meeting is held less than twenty-one (21) days after the notice of intention is given.

11.5.3 The corporation must give the director a copy of the notice as soon as practicable after it is received.

11.5.4 The director is entitled to put his or her case to members by:

(a) giving the corporation a written statement for circulation to members (see 11.5.5);
and

(b) speaking to the motion at the meeting.

11.5.5 The written statement is to be circulated by the corporation to members by:

(a) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or

(b) if there is not time to comply with 11.5.5 (a) — having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.

11.5.6 The written statement does not have to be circulated to members if it is defamatory.

11.5.7 If a person is appointed to replace a director removed under this section, the time at which:

(a) the replacement director; or

(b) any other director;

is to retire is to be worked out as if the replacement director had become director on the day on which the replaced director was last appointed a director.

11.6 **Removal by other Directors**

11.6.1 The directors of the corporation may remove a director from office if:

(a) he or she fails without reasonable excuse to attend three (3) or more consecutive directors' meetings;

(b) there has been a serious breach or repeated breaches of the code of conduct.

- 11.6.2 Subject to Rule 11.6.1 the directors may remove the director by resolution.
- 11.6.3 Rule 11.6.1 operates despite anything in:
- (a) the corporation's constitution; or
 - (b) an agreement between the corporation and the director; or
 - (c) an agreement between any or all members of the corporation and the director concerned.
- 11.6.4 Before removing the director, the directors must give the director concerned notice in writing:
- (a) stating that the directors intend to remove the director concerned from office and stating the reasons for that removal; and
 - (b) stating that the director concerned has fourteen (14) days to object to the removal.
- 11.6.5 If the director does not object the directors must remove the director from the office.
- 11.6.6 If the director does object:
- (a) the directors cannot remove the director from office; and
 - (b) the corporation, by resolution in general meeting, may remove the director from office in accordance with rule 11.5.1.
- 11.6.7 If the director concerned is removed from office, the corporation must give them a copy of the resolution as soon as possible after the resolution has been passed
- 11.6.8 If a person is appointed to replace a director removed under this section, the time at which:
- (a) the replacement director; or
 - (b) any other director;
- is to retire is to be worked out as if the replacement director had become director on the day on which the replaced director was last appointed a director.

12 GENERAL DUTIES

- 12.1 The director, secretary, other officers and employees must comply with the duties imposed on them by the Act and general law. These may include, for example:

- 12.1.1 a duty of care and diligence;
 - 12.1.2 a duty of good faith;
 - 12.1.3 a duty of disclosure of material personal interests;
 - 12.1.4 a duty not to improperly use position or information;
 - 12.1.5 a duty to prevent insolvent trading.
- 12.2 The directors will be liable for debts or other obligations incurred by the corporation while acting, or purporting to act, as trustee.
- 12.3 A director is not liable for debts and other obligations incurred by the corporation as trustee merely because of doing (or refraining from doing) a particular act if the director acts:
- 12.3.1 in good faith, and
 - 12.3.2 with the belief that doing (or refraining from doing) the act is necessary to ensure that the corporation complies with a native title legislation obligation.
- 12.4 A director is not in breach of his or her general duties if he or she does (or refrains from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the corporation complies with a native title legislation obligation.
- 12.5 In the event of a conflict between:
- 12.5.1 the duty of a director to ensure that the corporation complies with its native title legislation obligations; and
 - 12.5.2 the duty of a director to prevent insolvent trading by the corporation,
- it is the duty of a director to prevent insolvent trading that prevails and the director is released from the duty to ensure that the corporation complies with its native title legislation obligations, to the extent of the conflict.

13 FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

- 13.1 The business of the corporation is to be managed by or under the direction of the directors.
- 13.2 The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in general meeting.
- 13.3 Unless otherwise provided in these rules, where a matter before the directors is not a native title decision, the matter shall be decided by a majority of directors voting for or against the matter.
- 13.4 Where a matter before the directors is a native title decision, the directors shall:

- 13.4.1 ensure that the common law holders understand the purpose and nature of the proposed native title decision by consulting with and considering the views of the native title representative body;
 - 13.4.2 where appropriate and practical, give notice of the views of the native title representative body, provided in sub-rule 13.4.1 to the common law holders;
 - 13.4.3 consult with and obtain the consent of the common law holders in accordance with sub-rule 13.5 and the Spear Creek Agreements in Schedule 2, where relevant; and
 - 13.4.4 decide the matter by consensus where possible and if not possible, decide the matter by majority decision.
- 13.5 The directors shall ensure that such consultation is made and consent is given in accordance with:
- 13.5.1 a process of decision-making undertaken in accordance with law and custom; and
 - 13.5.2 where, after being consulted, the common law holders do not give their consent to the native title decision, then the matter shall be rejected by the directors.
- 13.6 Where a native title decision is made by the directors or by the members in a general committee meeting, then the following shall occur:
- 13.6.1 the minutes of the directors meeting or general meeting shall reflect the decision;
 - 13.6.2 a record of that decision shall also be made on a separate document, in similar form to that set out in Schedule 4, which shall also be signed by:
 - (a) at least five (5) members whose native title rights and interests are affected by the proposed native title decision; or
 - (b) where there are fewer than five (5) members whose native title rights and interests are affected by the proposed native title decision, by five (5) members, plus each member whose native title rights and interests are affected by the proposed native title decision;
 - 13.6.3 a record of consultation with the native title representative body undertaken in accordance with sub-rule 6.2(b) shall also be made on a separate document, which shall be signed by at least five (5) members; and
 - 13.6.4 the directors shall ensure that the native title representative body, consulted in accordance with sub-rule 6.2(b) provided a document signed by an authorised member of

the native title representative body, certifying that the native title representative body has been consulted about the proposed native title decision by the corporation.

13.7 **Material personal interest**

13.7.1 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 unless rule 13.7.2 says otherwise.

13.7.2 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;
- (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; or all the following conditions are satisfied:
 - i. the director has already given notice of the nature and
 - ii. extent of the interest and its relation to the affairs of the corporation;
 - iii. if a person who was not a director at the time when the notice under 13.9.1 was given is appointed—the notice is given to that person;
 - iv. 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.

13.7.3 The notice required by 13.7.1 must give details of:

- (a) the nature and extent of the interest; and
- (b) the relation of the interest to the affairs of the corporation; and
- (c) be given at a directors' meeting as soon as practicable after the director becomes aware of the director's interest in the matter.

The details must be recorded in the minutes of the meeting.

13.7.4 A contravention of this rule 13.7.1 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

13.8 Remuneration

- 13.8.1 The directors may be paid remuneration which will be set by the members at the annual general meeting.
- 13.8.2 Rule 13.8.1 does not prevent:
- (a) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 13.7 has been complied with.
- 13.8.3 The corporation may pay the directors' travelling and other expenses that the directors incur:
- (a) in attending directors' meeting or any committee of directors' meetings
 - (b) in attending any general meetings of the corporation;
 - (c) in connection with the corporation's business.
- 13.8.4 The directors may (subject to rule 12) by resolution authorise any two (2) directors of the corporation to sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 13.8.5 The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

13.9 Delegation

- 13.9.1 The directors may by resolution delegate any of their powers to:
- (a) a committee of directors;
 - (b) a director;
 - (c) an employee of the corporation; or
 - (d) any other person.
- 13.9.2 A delegate must exercise the powers delegated in accordance with any directions of the directors.
- 13.9.3 The exercise of a power by a delegate is effective as if the director had exercised it.

13.10 Member approval needed for related party benefit

- 13.10.1 For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation the corporation or entity must:
- (a) obtain the approval of the corporation's members in the way set out in Division 290 of the Act; and
 - (b) give the benefit within fifteen (15) months after the approval; or

- (c) the giving of the benefit must fall within an exception set out in Division 287 of the Act.

13.10.2 If the giving of the benefit is required by a contract; and

- (a) the making of the contract was approved in accordance with rule 13.10.1(a) as a financial benefit given to the related party; and
- (b) the contract was made within fifteen (15) months after the approval or before the 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 the fifteen (15) months.

14 DIRECTORS MEETINGS

14.1 The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but will endeavour to meet at least every three (3) months.

14.2 The directors will normally determine the date, time and place of each directors' committee meeting at the previous meeting.

14.3 A directors' meeting may be called by five directors giving reasonable notice individually to every other director.

14.4 The date, time and place for a directors' meeting must not unreasonably prevent a director attending.

14.5 Reasonable notice of each directors' meeting must be given to each director. The notice must state:

14.5.1 the date, time and place of the meeting;

14.5.2 the general nature of the business to be conducted at the meeting; and

14.5.3 any proposed resolutions.

14.6 A resolution passed at a directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the directors' meeting under rule 14.5 or in giving notice of any changes to the item, date or place of the directors' meeting.

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

14.8 The directors must elect a director to chair their meetings until the next annual general meeting.

14.9 The directors must elect a director present to chair a meeting, or part of it, if:

- 14.9.1 a director has not already been elected to chair the meeting, or
- 14.9.2 a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.
- 14.10 A directors' meeting may be held or called using any technology agreed to by the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
- 14.11 A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- 14.12 The directors may pass a resolution without a directors' meeting being held if a majority of the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- 14.13 Separate copies of a document under rule 14.12 may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 14.14 A resolution under rule 14.12 is passed when the last director signs.
- 14.15 **Secretary and contact person**
- 14.15.1 Only an individual who is at least eighteen (18) years of age may be appointed as a secretary or contact person of the corporation.
- 14.15.2 A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the Act may only be appointed as a secretary or contact person if the appointment is made:
- (a) with permission granted by the Registrar under section 279-30(7) of the Act; or
 - (b) with leave granted by the Court under section 279-35 of the Act.
- 14.15.3 The corporation must receive a signed consent from the person to act as secretary of the corporation before their being appointed.
- 14.15.4 The corporation must keep the consent received under 14.15.3
- 14.15.5 A person becomes a secretary or contact person of the corporation on registration of the corporation if the person is specified in the application for incorporation and they have given their consent if:
- (a) the corporation is registered as a small or medium corporation; and
 - (b) the application for registration does not specify a person to be the contact person for the corporation

the applicant becomes the contact person for the corporation on registration.

14.16 If:

14.16.1 a person is specified in the application for registration of the corporation as the contact person for the corporation;

14.16.2 that person is specified without his or her consent;

14.16.3 before registration, the registrar becomes aware of this fact; and

14.16.4 the registrar determines, by notice in writing given to the applicant, that the applicant for the registration is the contact person for registration;

the applicant for the registration becomes the contact person for registration.

14.17 The directors appoint a secretary or contact person.

14.18 A secretary holds office on the terms and conditions (including remuneration) that the directors determine.

14.19 A contact person's appointment is subject to the terms and conditions (including remuneration) that the directors determine.

14.20 While registered as a contact person, the contact person must pass on to at least one director each piece of communication received by that person within fourteen (14) days.

14.21 While registered as a secretary, the secretary must pass on to at least one director each piece of communication received by that person within fourteen (14) days.

14.22 An act done by a secretary is effective even if his or her appointment, or the continuance of the appointment, is invalid because the corporation or secretary did not comply with the corporation's constitution or the Act.

14.23 Rule 14.22 does not deal with the question whether an effective act by a secretary:

14.23.1 binds the corporation in its dealings with other people; or

14.23.2 makes the corporation liable to another person.

15 EXECUTION OF DOCUMENTS

15.1 The corporation may have a common seal.

15.2 If the corporation does have a common seal

15.2.1 the corporation must set out on it the corporation's name and ICN.

15.2.2 the common seal must be kept by a person nominated by the directors.

- 15.2.3 the corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words “duplicate seal” added.
- 15.3 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.
- 15.4 The corporation may execute a document without using a common seal if the document is signed by:
- 15.4.1 two (2) directors of the corporation; or
- 15.4.2 a director and a corporation secretary (if any) of the corporation.
- 15.5 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:
- 15.5.1 two (2) directors of the corporation; or
- 15.5.2 a director and a corporation secretary of the corporation.
- 15.6 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 15.4 or 15.5.
- 15.7 Rules 15.4 and 15.5 do not limit the ways in which the corporation may execute a document (including a deed).

16 FINANCES AND RECORD KEEPING

- 16.1 Subject to the Act and the corporation's constitution, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.
- 16.2 Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation not subject to any trust may be paid or distributed to any member of the corporation.
- 16.3 Nothing in sub-rule 16.2 is intended to prevent:
- 16.3.1 the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or
- 16.3.2 reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

16.4 Minutes of Meetings

16.4.1 The corporation must keep minute books in which it records within one (1) 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.

16.4.2 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.

16.4.3 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.

16.4.4 If the minutes 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 first meeting.

16.4.5 If the minutes 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 a declaration under 16.4.6 within a reasonable time after the first meeting.

16.4.6 The declaration must:

- (a) identify the audio, or audio-visual, recording; and
- (b) if the recording is not a recording of the whole of the meeting—identify the part of the meeting that is recorded; and

- (c) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- 16.4.7 The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- 16.4.8 The corporation must keep its minute books at:
- (a) its registered office if it is registered as a large corporation; or
 - (b) its document access address if it is registered as a small or medium corporation.
- 16.4.9 A minute that is recorded and signed in accordance with rule 16.4.4 and 16.4.5 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 16.4.10 The corporation must keep:
- (a) an up-to-date copy of its constitution (incorporating changes to the constitution); and
 - (b) written records relating to:
 - i the names and addresses of the corporation's current officers and secretary or contact person (as the case may be);
 - ii the corporation's registered office (if any); and
 - iii the corporation's document access address (if any).
 - (c) The corporation must keep written financial records that:
 - i. correctly record and explain its transactions and financial position and performance; and
 - ii. would enable true and fair financial reports to be prepared and audited.
 - iii. The obligation to keep financial records of transactions extends to transactions undertaken as trustee.
 - (d) The financial records must be retained for seven (7) years after the transactions covered by the records are completed.

- 16.4.11 If the records that the corporation is required to keep under rule 16.4.10 are kept in electronic form, the records must be convertible into a hard copy. A hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.
- 16.4.12 If the corporation is registered as a large corporation, the records that the corporation is required to keep under rule 16.4.10 must be kept at the corporation's registered office.
- 16.4.13 If the corporation is registered as a small or medium corporation, the records that the corporation is required to keep under rule 16.4.10 must be kept at the corporation's document access address.
- 16.4.14 A director of the corporation has a right of access to the records that the corporation is required to keep under rule 16.4.10.
- 16.4.15 On application by a director, the Court may authorise a person to inspect the records on the director's behalf, subject to any other order the Court considers appropriate.
- 16.4.16 A person authorised to inspect records may make copies of the records unless the Court orders otherwise.
- 16.4.17 If the corporation is registered as a large corporation, it must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10:00 am to 12:00 noon and from at least 2:00 pm to 4:00 pm.
- 16.4.18 If the corporation is registered as a small or medium corporation, it must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within seven (7) days of a member's written request for inspection.
- 16.4.19 The corporation must make the minutes available free of charge.
- 16.4.20 A member may ask the corporation in writing for a copy of:
- (a) any minutes of a meeting of the corporation's members or an extract of the minutes; or
 - (b) any minutes of a resolution passed by members without meeting.

16.4.21 If the corporation does not require the member to pay for the copy, the corporation must send it:

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

16.4.22 If the corporation requires payment for the copy, the corporation must send it:

- (a) within fourteen (14) days after the corporation receives the payment; or
- (b) within any longer period that the Registrar approves.

The amount of any payment the corporation requires cannot exceed 50 cents per page.

16.4.23 The directors, or the corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.

16.4.24 If a member asks for a copy of the corporation's rule book, the corporation must provide it:

- (a) free of charge; and
- (b) within seven (7) days.

16.4.25 If the corporation is registered as a large corporation, it must make available for inspection by members and officers at its registered office, its rule book. The rules must be available for inspection each business day from at least 10:00 am to 12:00 noon and from at least 2:00 pm to 4:00 pm.

16.4.26 The rule book must include

- (a) the corporation's constitution;
- (b) any replaceable rules that apply to the corporation; and
- (c) any other material concerning the internal governance of the corporation that is prescribed.

17 AUDITOR

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

18 ANNUAL REPORTING

18.1 The corporation must comply with the annual reporting requirements set out in the Act.

19 DISPUTE RESOLUTION

19.1 This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the Act or the corporation's constitution applies, which arises between:

- (a) members
- (b) members and directors, or
- (c) directors.

Informal negotiations

19.2 If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

Giving of dispute notice

19.3 If the dispute is not resolved in accordance with rule 19.2 within 10 business days, any party to the dispute may give a dispute notice to the other parties.

19.4 A dispute notice must be in writing, and must say what the dispute is about.

19.5 A copy of the notice must be given to the corporation.

Seeking assistance from the Registrar

19.6 Seeking assistance from the Registrar about the meaning of the Act or the corporation's rule book

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the 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.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.

Referring dispute to the directors

19.7 The directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the corporation receives the dispute notice.

Referring dispute to a general meeting

Rule Book of Far West Coast Aboriginal Corporation, registered by the Delegate of the Registrar, Lorraine Rogge, on 02 December 2013.

- 19.8 If the directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the corporation receives dispute notice.
- 19.9 When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules

20 NOTICES

- 20.1 Unless the Act or these rules otherwise requires, notices must be given in writing (including by fax).
- 20.2 Notices of directors' meetings can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.
- 20.3 Unless the Act or these rules require otherwise, a notice or communication may be given:
- 20.3.1 personally;
 - 20.3.2 left at a member's address as recorded in the register of members;
 - 20.3.3 sent by pre-paid ordinary mail to the member's address as recorded in the register of members;
 - 20.3.4 sent by fax to the member's current fax number for notices (if the member has nominated one); or
 - 20.3.5 sent by email to the member's current email address (if the member has nominated one).
- 20.4 Unless the Act or these rules require otherwise, if a notice or communication
- 20.4.1 is given by post, it is taken to have been given three (3) days after posting;
 - 20.4.2 is given by fax, it is taken to have been given on the business day after it is sent;
 - 20.4.3 is given:
 - 20.4.3.1 after 5:00 pm in the place of receipt; or
 - 20.4.3.2 on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt;
 - 20.4.4 it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

21 WINDING UP

- 21.1 Subject to rule 21.2, where the corporation is wound up, after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist, the members may pass a special resolution relating to the distribution of the surplus assets of the corporation.
- 21.2 The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

22 AMENDMENT OF THE CONSTITUTION

- 22.1 For the corporation to change its constitution, the following steps must be complied with:
- 22.1.1 the corporation must pass a special resolution effecting the change;
 - 22.1.2 if, under the corporation's constitution, there are further steps that must also be complied with to make a constitutional change—those steps must be complied with;
 - 22.1.3 the corporation must lodge certain documents (see rule 22.2);
 - 22.1.4 the Registrar must make certain decisions in respect of the constitutional change and, if appropriate, must register the change.
- 22.2 If there are no extra requirements, within twenty-eight (28) days after the special resolution is passed, the corporation must lodge with the Registrar:
- 22.2.1 a copy of the special resolution;
 - 22.2.2 a copy of those parts of the minutes of the meeting at which the special resolution was passed that relate to the passing of the special resolution;
 - 22.2.3 a directors' statement signed by two (2) directors to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution;
and
 - 22.2.4 a copy of the constitutional change.
- 22.3 If a constitutional change is not to have effect until an extra requirement has been complied with, the corporation must lodge the documents referred to in rule 22.2 in addition to proof that the requirement has been met within twenty-eight (28) days after the requirement has been met.
- 22.4 A constitutional change under this rule takes effect on the day the change is registered.

Schedule 1

1. Dictionary

"Aboriginal person" means a person of the Aboriginal race of Australia.

"Aboriginal and Torres Strait Islander person" means the following:

- (a) An Aboriginal person;
- (b) A Torres Strait Islander;
- (c) An Aboriginal and Torres Strait Islander person;
- (d) A Torres Strait Islander and Aboriginal person;
- (e) An Aboriginal and Torres Strait Islander corporation;
- (f) A body corporate prescribed by name in the regulations made under the Act
- (g) A body corporate in which a controlling interest is held by any, or all, of the following persons:
 - i. Aboriginal persons;
 - ii. Torres Strait Islanders;
 - iii. Aboriginal and Torres Strait Islander persons;
 - iv. Torres Strait Islander and Aboriginal persons.

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

"Alternate director" means a person appointed according to rule 11.4.4

"Annual general meeting or AGM" means a general meeting held in accordance with rule 10.1.

"Applicant" means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 7.4.

"Application for membership form" means the form included in Schedule 3 - Application for membership form

"Board of directors" means the people elected or appointed according to rule 11 to manage the affairs of the corporation in accordance with the Act and these rules.

"Board of directors' minute book" means the books and records in which the minutes of all directors' meetings) and copies of any written resolutions passed without a directors' meeting are kept.

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

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

"CATSI Regulations" means the *Corporations (Aboriginal and Torres Strait Islander) Regulations 2007* (Cth).

"Circulating resolution" means a resolution of the board of directors passed according to rule 14.12.

"Common law holders" has the same meaning as in s. 56(2) of the Native Title Act, and means the persons included in the determination of native title as the native title holders in respect of Federal Court proceeding SAD 6008/1998 entitled "Far West Coast".

"Common seal" means the common seal of the corporation referred to in rule 15.2.

"Constitution" means the set of special rules that govern the activities of a particular corporation or its members. The constitution includes corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added, and set laws that have been changed.

"Contact person" means a person elected or appointed according to rule 14.15.

"Corporation" means the corporation referred to at rule 1.

"determination of native title" means the determination of the Federal Court of Australia in the proceeding known as Far West Coast Native Title claim No 6008 of 1998.

"determination area" means the land and waters the subject of the Far West Coast determination of native title and in relation to which the corporation is registered on the National Native Title Register.

"Director" means a person who holds office as a member of the board of directors of the corporation according to rule 11.

"Directors' meeting" refers to meetings of the board of directors held according to rule 14.

"General meeting" refers to both special general meetings and annual general meetings of the members of the corporation called and held according to rule 10.

"General meeting minute book" means the books and records in which the minutes of all general meetings and copies of any written resolutions passed without a general meeting are kept.

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

"Laws and customs" means the body of traditions, laws, customs and beliefs recognised and held in common by the common law holders and includes that traditions, laws, customs and beliefs exercised in relation to particular areas of land and water by those persons.

"Material personal interest" has the meaning given to it in rule 13.7

"Member" means a person whose name appears on the Register of members.

"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) and any amendments thereto.

"native title decision" has the same meaning as in regulation 8(1) of the PBC Regulations and means a decision:

- (a) to surrender native title rights and interests in relation to land or waters or
- (b) to do, or agree to do, any other act that would affect the native title rights or interests of the common law holders.

"native title legislation obligations" means the following obligations imposed by the Native Title Act and the PBC Regulations on a registered native title body corporate:

- (a) an obligation to consult with the common law holders of native title
- (b) an obligation to act in accordance with the directions of the common law holders of native title
- (c) an obligation to act only with the consent of the common law holders of native title
- (d) an obligation to take any other action in relation to the common law holders of native title.

"native title rights and interests" has the same meaning as in s. 223 of the Native Title Act.

"NTRB" (and "native title representative body") means a representative Aboriginal/Torres Strait Islander body that is recognised under s 203AD of the Native Title Act or a Native Title Service Provider recognised under s 203FE.

"Objectives" means the objectives set out in rule 3.

"Officer" is a director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the corporation or a person who makes decisions that affect a substantial part of the business of the corporation; or could significantly affect the corporation's financial standing.

"Poll" means voting at a general meeting by the members voting signing a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

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

"prescribed body corporate" or "PBC" has the same meaning as regulations 3 and 4 of the PBC Regulations.

"Registered native title body corporate" or "RNTBC" means a prescribed body corporate whose name and address are registered on the National Native Title Register under the Native Title Act 1993.

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

"Replaceable rule" is a rule under the Act that can be either apply as is or changed.

"Rule book" means a document consisting of set laws under the CATSI Act, the corporation's constitution and any replaceable rules that apply to the corporation.

"Set law" means provisions extracted from the Act.

"Special general meeting" or "SGM" means a general meeting other than an annual general meeting.

"Surplus assets" has the meaning given in rule 21.

"Torres Strait Islander" means a descendant of an indigenous inhabitant of the Torres Strait Islands.

2. Interpretation

Rule Book of Far West Coast Aboriginal Corporation, registered by the Delegate of the Registrar, Lorraine Rogge, on 02 December 2013.

In these rules

- (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 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 these rules;
- (e) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules; and
- (f) any inconsistency with the Act is to be resolved in favour of the Act.

Schedule 2 – Spear Creek Agreements

SANCLE/10/926.

Attachment D

Agreement #1

AGREEMENT TO INCLUDE TED ROBERTS AND HIS FAMILY IN THE FAR WEST COAST NATIVE TITLE CLAIM

A meeting of members of the Mirning native title claim group, Far West Coast native title claim group and Ted Roberts native title claim group was held at Spear Creek on 22 May 2004 and conducted pursuant to a section 86B mediation by the National Native Title Tribunal.

As an outcome the parties resolved to come together as a united claim group for the purpose of seeking recognition of their native title rights and interests in the area of the claim lying within the boundaries of the Far West Coast claim.

Each of the groups, which have agreed to combine within the Far West Coast Claim boundaries, will nominate an individual to be one of the persons named as the applicant and will nominate four (4) people each, to comprise a native title management committee (NTMC).

The six (6) groups involved in the application are the:

- Mirning
- Wirangu
- Maralinga Tjarutja
- Yalata
- Kokatha
- And Ted Roberts family

Whilst the NTMC will be responsible for making decisions about matters arising in the course of the claim, within the claim area, each group has distinct areas of responsibility and will be consulted when an issue arises which is specific to that area:

The Mirning people will be consulted when issues arise in relation to the Nullabor

Ted Roberts and members of his group will be consulted when issues arise for the country in the area of the railway line east from Immana to Tarcoola.

In response to this agreement Ted Roberts will withdraw his claim from the area subject to the Far West Coast claim. To achieve this the Court will be requested to make orders implementing the consequential orders arising from those made on 5 September 2003.

Dated the 22nd May 2004

Ted Roberts
 Ted Roberts
Barker Bryant
 Barker Bryant
 Richard John Le Bois
 Samuel George Mastrosavas

Kenneth Gordon Roberts
 Kenneth Gordon Roberts
Clem Lawrie
 Clem Lawrie
Leonard Gordon Miller
 Leonard Gordon Miller
Daniel O'Dea
 Daniel O'Dea – NNTT Member
 Witness, convenor of s86B mediation

AGREEMENT TO COMBINE THE MIRNING AND FAR WEST COAST NATIVE TITLE CLAIMS

As an outcome of the bi-lateral meeting between delegates of the Mirning native title claim group and representatives of the Far West Coast native title claim group at Ceduna on 16 April 2004 and as approved after further discussion at Spear Creek between 21-22 May 2004

The parties:

In consideration of their decision to combine the Mirning native title determination application with the Far West Coast claim, the Mirning people and the Wirangu, Maralinga Tjarutja, Yalata, Kokatha people and Mr Ted Robert's interests will be guided by the following understandings:

In keeping with Mirning responsibilities to continue to protect their cultural heritage in the lands to the west of the Yalata lease area and extending north to the railway line, the Mirning people acknowledge that in parts of those areas the Maralinga Tjarutja, Yalata, Wirangu and Kokatha people continue to have responsibilities under their tjurkapa and need to access those areas in accordance with their traditional law and custom. In carrying out their traditional responsibilities in those lands the Mirning people place no restraint on any need for access required by the Maralinga Tjarutja, Yalata, Wirangu and Kokatha people and respect the steps necessary for them to carry out their cultural responsibilities in the area.

The Wirangu, Maralinga Tjarutja, Yalata, Kokatha people and Mr Ted Robert's interests acknowledge that in the areas of land and waters covered by the Nullabor National Park and Regional Reserve including portions of the Marine Park areas adjacent to the Nullabor National Park, it is appropriate for the Mirning people to participate in joint management of the Park with the National Parks and Wildlife Service. Specifically this includes joint management of Koonalda Homestead and Gillgarabbie Hut. The Wirangu, Maralinga Tjarutja, Yalata, Kokatha people and Mr Ted Robert's interests support the Mirning people in seeking a joint management arrangement with the State.

In relation to the areas to the north and east of the Yalata lease area the Mirning people welcome the opportunity to participate in the native title management committee which will be formed for the Far West Coast Combined Native Title Claim Group and thank the group for its welcome.

The names of the four Mirning people who will represent Mirning interest on the Committee are Clem Lawrie, Anton Mundy, Dorcas Miller and Iris Burgoyne. The individual nominated to be one of the applicants for the Mirning People is Clem Lawrie.

Dated the 22nd May 2004

Ted Roberts
Barker Bryant
Richard John Le Bois
Samuel George Mastrovasas

Kenneth Gordon Roberts
Clem Lawrie
Leonard Gordon Miller
Daniel O'Dea - NNTT Member
Witness, convener of s86B mediation

Agreement #3

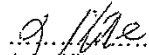
**AGREEMENT TO AMEND THE KOKATHA MUNTA TO REMOVE ITS OVERLAP
WITH THE FAR WEST COAST NATIVE TITLE CLAIM BY
WITHDRAWING THE KOKATHA MUNTA CLAIM FROM THE FAR WEST
COAST CLAIM AREA**

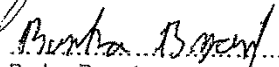
A meeting of members of the Miming native title claim group, Far West Coast native title claim group and John Kite for the Kokatha Munta native title claim group was held at Spear Creek on 22 May 2004 and conducted pursuant to a section 86B mediation by the National Native Title Tribunal.

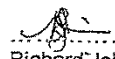
As an outcome of that meeting Mr Kite agreed to withdraw his claim from the area subject to the Far West Coast Native Title Claim.


Should members of the Kokatha Munta People come forward and show that they are connected to the existing Far West Coast Claim Group they will be able to become members of the existing claim group.

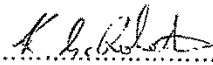
Dated the 22nd May 2004

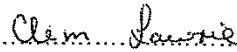

.....
John Kite



.....
Barker Bryant

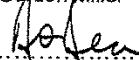

.....
Richard John Le Bois


.....
Samuel George Mastrovas


.....
Kenneth Gordon Roberts


.....
Clem Lawrie


.....
Leonard Gordon Miller


.....
Daniel O'Dea – NNTT Member
Witness, convenor of s86B mediation

Schedule 3

APPLICATION FOR MEMBERSHIP

Corporations (Aboriginal and Torres Strait Islander) Act 2006

FAR WEST COAST ABORIGINAL CORPORATION

I, _____
(first name) (surname)

of _____
(address)

Hereby apply for membership of the Far West Coast Aboriginal Corporation.

I declare that I am eligible for membership.

I am:

- Over 18 years of age;
- A native title holder who is recognised by other native title holders under the relevant traditional laws and customs of the Far West Coast people as having activated my membership rights.

Details of how person is a common law holder:

- Through decent from
- Through birth at
- By knowledge of law and culture ('tjukurrpa').....

Signed:

Date:

Schedule 4

FORM OF CONSENT DOCUMENT FOR NATIVE TITLE DECISIONS

The members of the Far West Coast Aboriginal Corporation ("members) whose signatures appear hereunder do hereby certify:

- 1 That the common law holders have been consulted about and have consented to the proposed native title decision as detailed in the attachment hereto; or
- 2 The proposed native title decision as detailed in the attachment hereto is of a kind about which the common law holders have been consulted and decided what decisions of that kind can be made by the Far West Coast Aboriginal Corporation.

Note that the attachment must contain;

- (a) a description of the proposal that is the subject of the native title decision;
- (b) a description sufficient to enable the identification of the Affected Area;
- (c) a map showing the location and extent of the Affected Area;
- (d) sufficient information to enable the impacts of the proposed native title decision to be identified;
- (e) details of the extent, if any, of any claims, actions or debts to which any common law holder may be liable as a result of the proposed native title decision;
- (f) the identity of the affected common law holders and of those involved in the consideration of and the giving of any consent and direction in relation to the proposed native title decision.

Signature of members whose native title rights and interests are affected by the proposed native title decision.

Name (1): _____

Signed: _____

Name (2): _____

Signed: _____

Name (3): _____

Signed: _____

Name (4): _____

Signed: _____

Name (5): _____

Signed: _____