

PROPOSED RULE BOOK FOR
CONSIDERATION AT YAC AGM

The Rule Book of Yinhawangka Aboriginal Corporation RNTBC (ICN 7837)

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

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1. Name

The name of the Corporation is Yinhawangka Aboriginal Corporation RNTBC.

2. Definitions and Interpretations

The definitions and interpretation provisions of the Rule Book are contained in Schedule 1 – Interpretation and Definitions.

3. Objectives

The Objectives of the Corporation are the following:

- (a) to provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, and disadvantage of the Yinhawangka People and other Aboriginal people of the region;
- (b) if the Corporation is appointed by the Common Law Holders as a Prescribed Body Corporate, the Corporation has the following further Objectives:
 - (i) to be and perform the functions of a Prescribed Body Corporate, for the purpose of being the subject of a determination under sections 56 and 57 of the Native Title Act;
 - (ii) to be and perform the functions of a Registered Native Title Body Corporate for the purpose of being the subject of a determination under section 57 of the Native Title Act;
 - (iii) to hold the Native Title Rights and Interests in trust for the Common Law Holders or act as agent or representative of the Common Law Holders in matters relating to the Native Title Rights and Interests;
 - (iv) to manage the Native Title Rights and Interests of the Common Law Holders;
 - (v) to represent the interests of the Yinhawangka People in matters relating to any Yinhawangka Determination:
 - (A) as a Registered Native Title Body Corporate under the Native Title Act; and
 - (B) as otherwise authorised by the Yinhawangka People in accordance with an Approved Process;
- (c) to accept appointments made by the Yinhawangka People in accordance with the Approved Process for the Corporation to act as the “Local Aboriginal Corporation” or otherwise as agent of the Yinhawangka People pursuant to and for the purposes of native title agreements, indigenous land use agreements and other contractual arrangements;
- (d) to accept appointments made by the Yinhawangka People in accordance with the Approved Process for the Corporation to be the “Yinhawangka Registrar” and to maintain the Register of Yinhawangka People;

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- (e) to develop and manage the delivery of programs, initiatives and other services for the benefit of the Yinhawangka People and other Aboriginal people of the region;
 - (f) to maintain, protect, promote and advance the law, culture, native title, traditions and customs of the Yinhawangka People and other Aboriginal people of the region;
 - (g) to promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the Yinhawangka People and other Aboriginal people of the region;
 - (h) to promote, develop, improve and advance the education, health and wellbeing of the Yinhawangka People and other Aboriginal people of the region;
 - (i) to acquire, hold title or other interest in, encumber, deal in, develop and manage land, buildings, plant, equipment and other assets for the benefit of Yinhawangka People and other Aboriginal people of the region;
 - (ii) to provide economic, environmental, social, health, educational and cultural benefits to the Yinhawangka People and other Aboriginal people of the region;
 - (iii) to give effect to the principle of self-determination for Aboriginal people by promoting, supporting and sponsoring the endeavours of Aboriginal organisations, groups, enterprises and individuals (for Members), towards social, cultural and economic development;
 - (iv) to promote fair and just representation of the Yinhawangka People in a manner that provides a fair and just representation of the Members;
 - (v) to do all such things may be incidental or necessary to attain all the above Objectives, including but not limited to, apply for funding from the BMS to fulfil these objectives; and
 - (vi) to generally act in the best interests of the Yinhawangka People and other Aboriginal people of the region.

4. Application of funds to carry out Objectives

- (a) Subject to rule 4(b), the income and property of the Corporation must be applied solely towards the Objectives and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member except in good faith in the promotion of the Objectives.
- (b) Subject to rule 10.8, rule 4(a) does not prohibit making a payment approved or ratified by the Board:
 - (i) for out-of-pocket travel and other expenses properly incurred by a Member as approved by the Corporation or a Director in accordance with rule 10.7(c);
 - (ii) for any reasonable remuneration of a Director determined under rule 10.7(a);
 - (iii) in good faith for a good or service supplied to the Corporation by a Director (other than in the capacity as a Director of the Company) or Member:
 - (A) where the supply has the prior approval of the Board; and

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- (B) where the amount payable is a commercially reasonable payment for the supply; and
 - (C) for indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Corporation.

5. Powers of the Corporation

5.1 *Functions and powers of the Corporation as a Prescribed Body Corporate and Registered Native Title Body Corporate*

If the Corporation is appointed to be the Prescribed Body Corporate or Registered Native Title Body Corporate:

- (a) the Corporation has the functions and powers prescribed by the Native Title Act and the PBC Regulations from time to time for Prescribed Body Corporate or an RNTBC that holds Native Title Rights and Interests on trust for the Common Law Holders of those Native Title Rights and Interests; and
- (b) the specific functions, powers and Native Title Decision process outlined in Schedule 2 apply to the Corporation.

5.2 *Further powers of the Corporation*

Subject to the CATSI Act and the Rule Book, the Corporation has the power to do anything lawful to carry out the Objectives, except that the Corporation cannot charge application fees for membership or annual membership fees.

6. Register of Yinhawangka People

6.1 *When this rule applies*

This rule applies if the Corporation has:

- (a) been nominated by the Yinhawangka People according to the Approved Process to be the Registrar of Yinhawangka People; and
- (b) has accepted the nomination.

6.2 *Corporation to maintain Register of Yinhawangka People*

- (a) The Corporation must establish, maintain and regularly update a register of all Aboriginal persons who are:
 - (i) 18 years of age or over; and
 - (ii) members of the Yinhawangka People.
- (b) The register is to be known as the **Register of Yinhawangka People**.
- (c) The Corporation must maintain the Register of Yinhawangka People in electronic form and may also maintain the Register of Yinhawangka People in hard copy.

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- (d) The Register of Yinhawangka People is to include the following details in respect of each person on the Register:
 - (i) the person's full name;
 - (ii) the person's date of birth (or if it is not known, a reasonable estimation of their year of birth);
 - (iii) the apical ancestor of which that person descends from; and
 - (iv) the person's address (if any) for receiving mail, which may be or include an email address.
 - (e) To avoid doubt, the Register of Yinhawangka People is to be separate from the Register of Members of the Corporation.

6.3 Process for updating the Register of Yinhawangka People

- (a) In the event that a person, who is not already included on the Register of Yinhawangka People claims to be an Yinhawangka Person, then:
 - (i) The person claiming to be an Yinhawangka Person must apply directly to the Corporation to be recognised as a member of the Yinhawangka People; and
 - (ii) the Directors must as soon as reasonably practicable consider the application and decide whether to include that person on the Register of Yinhawangka People
- (b) If a person ceases to be a Yinhawangka Person (including because they are deceased) then the Corporation must as soon as reasonably practicable remove the person from the Register of Yinhawangka People.
- (c) For the purposes of rules 6.2(a), 6.3(a) and 6.3(b), whether a person is or continues to be included on the Register of Yinhawangka People will be determined by the Directors applying the following criteria. If there is any inconsistency, a criterion higher in the list prevails over one that is lower in the list. The Corporation:
 - (i) must include a person on or remove a person from the current Register of Yinhawangka People if a court of competent jurisdiction determines that the person is or is not (as the case may be) a Yinhawangka Person;
 - (ii) must include a person on or remove a person from the current Register of Yinhawangka People if the Common Law Holders of Native Title in respect of a Yinhawangka Determination make a decision in accordance with an Approved Process that the person is or is not (as the case may be) a Yinhawangka Person; and
 - (iii) may request and act upon the advice of
 - the Representative Body for the area the subject of the Yinhawangka Determination.
- (d) A person who is on the Register of Yinhawangka People must update the Corporation if their details change.

6.4 Corporation to keep records

The Corporation must keep a written record of:

- (a) all decisions made under rules 6.3(a) and 6.3(c)(ii), including the date of the decision;
- (b) the date a person is added to the Register of Yinhawangka People and a succinct statement of the reason they were added (including, where applicable, by reference to the matters in rule 6.3(c)); and
- (c) all persons removed from the Register of Yinhawangka People under rules 6.3(b) and 6.3(c), including the date they were removed and a succinct statement of the reason they were removed.

6.5 Register to be made available

- (a) The Corporation must within fourteen (14) days following receipt of a written request allow any of the following persons to inspect the Register of Yinhawangka People without charge:
 - (i) the trustee of the BMS; or
 - (ii) any person who is on the Register of Yinhawangka People or who has requested to be included on the Register of Yinhawangka People.
- (b) Notwithstanding rule 6.5(a)(ii), the Corporation may withhold the information referred to in rule 6.2(d)(iii) from a person referred to in rule 6.5(a)(ii), other than from a person on the Register of Yinhawangka People who requests access to information on the Register about him or her-self.
- (c) The Corporation may allow any other person to inspect, or provide any other person with a copy of, the Register of Yinhawangka People, subject to such terms and conditions as the Directors consider appropriate.

7. Membership of the Corporation

7.1 Direct representation model

The Corporation will have a direct representation membership model. Every individual person who meets the eligibility criteria can apply and become a Member.

7.2 Eligibility for membership

- (a) A person is eligible for membership if the person is:
 - (i) 18 years of age or over;
 - (ii) an Aboriginal or Torres Strait Islander person; and
 - (iii) a Yinhawangka Person.

7.3 How to become a Member

A person becomes a Member if:

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- (a) a person applies in writing in the form prescribed by the Directors;
 - (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.

7.4 Deciding membership applications

- (a) Membership applications will be considered by the Directors in accordance with a policy adopted by the Directors that addresses the process, and the criteria used, for assessing applications.
- (b) Membership applications must be decided within a reasonable period after they are received.
- (c) In determining eligibility for membership, the Directors:
 - (i) must take into account and are bound by:
 - (A) the description of the Common Law Holders in a Yinhawangka Determination; and
 - (B) any relevant declaration or determination by a Court of competent jurisdiction as to whether a person or class of persons is or is not a Common Law Holder of Native Title in respect of a Yinhawangka Determination; and
 - (ii) may consider the contents of the membership application and may seek and rely on the opinion of the Common Law Holders, Members or other relevant person or entity.
- (d) The Directors must accept a membership application, if the applicant:
 - (i) applies for membership in the required manner; and
 - (ii) meets the eligibility requirements under rule 7.2.
- (e) If the Directors accept a membership application they must notify the applicant of the decision and enter the applicant's name on the Register of Members within 14 days of the decision.
- (f) If the Directors refuse to accept a membership application, the Corporation must notify the applicant within 14 days of the decision and may provide in writing:
 - (i) reasons for the decision; and
 - (ii) a copy of rule 7.4.

7.5 Appeal if Directors do not accept application

- (a) If the Directors do not accept a membership application, the applicant is entitled to appeal the decision by notifying the Directors in writing of the basis on which they appeal.
- (b) At the next meeting of the Directors following receipt of an appeal, the Directors must reconsider the original membership application in light of the reasons stated in the appeal and seek the views of the Council of Elders (if any) to determine whether to accept or reject the appeal.
- (c) If an appeal is accepted, the Corporation must notify the applicant in writing and add the applicant's name to the Register of Members within 14 days of the decision.
- (d) If the appeal is rejected, the Corporation must notify the applicant and provide in writing the reasons for the rejection within 14 days of the decision.
- (e) If the applicant's appeal is rejected and the applicant wishes to pursue the application for membership, the applicant must do so in accordance with the Dispute Resolution Procedure outlined in the Rule Book.

7.6 Members' rights and obligations

7.6.1 Members' rights

- (a) In addition to other rights under the CATSI Act, a Member has the following rights:
 - (i) attend, speak and vote at a General Meeting of the Corporation;
 - (ii) be nominated or appointed as a Director (see rule 9);
 - (iii) to put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with rule 8.8;
 - (iv) to ask the Directors to call a General Meeting of the Corporation in accordance with rule 8.5.5;
 - (v) to access the following Books and records of the Corporation:
 - (A) the Register of Former Members, the Register of Members and the Register of Yinhawangka People;
 - (B) the minute books, under rule 15.7;
 - (C) the Rule Book; and
 - (D) certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act;
 - (vi) to ask the Directors to provide access to any other records or Books of the Corporation in accordance with the Rulebook;
 - (vii) to have Disputes regarding the Corporation with another Member or with the Directors dealt with under the process in rule 16; and

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- (viii) look at the Books of the Corporation if the Directors have authorised it or the Members pass a resolution at a Members' meeting which approves it.
 - (b) A Member cannot be removed as a Member unless the Directors and the Corporation have complied with rule 7.10 and 7.11.

7.7 Members' responsibilities

- (a) Each Member has the following responsibilities:
 - (i) To comply with the CATSI Act and this Rule Book;
 - (ii) To notify the Corporation of any change to their contact details within 28 days;
 - (iii) To comply with any Code of Conduct adopted by the Corporation;
 - (iv) To treat other Members, Directors, officers and staff of the Corporation with respect and dignity;
 - (v) To not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings; and
 - (vi) Not to make any public statement on behalf of the Corporation unless authorised by the Directors.

7.8 Liability of Members

The Members do not have to pay the Corporation's debts if the Corporation is wound up.

7.9 How a person stops being a Member

- (a) A person stops being a Member if:
 - (i) they resign in writing; or
 - (ii) their membership is cancelled in accordance with rule 7.10 or 7.11.
- (b) When a person stops being a Member the Corporation must put their name, address and the date they stopped being a Member on the Register of Former Members.

7.10 Cancelling membership

7.10.1 Member cannot be contacted

- (a) The Corporation may cancel a membership by a Special Resolution in a General Meeting if, during the continuous two year period before the General Meeting, the Corporation has:
 - (i) made two or more reasonable attempts to contact the Member at the address entered on the Register of Members for that Member; and
 - (ii) been unable to contact the Member.

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- (b) If the Corporation cancels a membership under rule 7.10.1, the Directors must send that person a copy of the Special Resolution at their last known address, as soon as possible after the Special Resolution has been passed.

7.10.2 Member is not an Aboriginal or Torres Strait Islander person

- (a) If rule 7.2 includes a requirement that an individual be an Aboriginal or Torres Strait Islander person, a membership may be cancelled if a Member is not an Aboriginal or Torres Strait Islander person.
- (b) The Corporation may cancel a membership by Special Resolution in a General Meeting if the Corporation is satisfied that the Member is not an Aboriginal or Torres Strait Islander person.
- (c) If the Corporation cancels a membership under rule 7.10.2, the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

7.10.3 Member behaviour

- (a) The Corporation may cancel a membership by Special Resolution in a General Meeting if the Corporation is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) If the Corporation cancels a membership under rule 7.10.3, the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

7.11 *Directors' limited right to cancel membership*

- (a) The Directors may, by resolution, cancel a person's membership if the Member:
 - (i) is not eligible for membership; or
 - (ii) has ceased to be eligible for membership.
- (b) Before cancelling the membership, the Directors must give the Member notice in writing stating that:
 - (i) the Directors intend to cancel the membership for the reasons specified in the notice; and
 - (ii) the Member has 14 days to object in writing to the cancellation of the membership.
- (c) If the Member does not object, the Directors must cancel the membership.
- (d) If the Member objects to the cancellation of membership:
 - (i) the Directors must not cancel the membership; and
 - (ii) the Corporation may, by resolution in General Meeting, cancel the membership.

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- (e) 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.

7.12 Suspension of Members

7.12.1 Decision of the Board

- (a) The Board may resolve to suspend a Member, if the Board is satisfied that the Member has:
 - (i) failed to comply with this Rule Book; or
 - (ii) behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) The Board must give a Member who is the subject of a proposed resolution under rule 7.12.1(a) written notice of the proposed suspension not less than 21 days prior to the date of the Board meeting, specifying:
 - (i) the time, date and place of the Board meeting at which the question of the suspension will be considered; and
 - (ii) particulars of the Member's conduct which is the subject of the notice.
- (c) A Member who is the subject of a proposed resolution under rule 7.12.1(a) may:
 - (i) make written representations and provide these to the Corporation for circulation to the Directors prior to the relevant Board meeting, which must:
 - (A) be of a reasonable length; and
 - (B) not be defamatory, abusive or threatening;
 - (ii) speak to the motion at the relevant Board meeting; and
 - (iii) elect to bring a support person, who is not a legal representative, to the relevant Board meeting.
- (d) The Corporation must give a copy of the representations referred to in rule 7.12.1(c), provided that those representations meet the relevant requirements.
- (e) The Board must resolve whether to suspend or decline to suspend the Member at the Board meeting referred to in rule 7.12.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.
- (f) A Member's suspension will continue until the conclusion of the next General Meeting following the Board's decision to suspend them.

7.12.2 Consequences of suspension

- (a) During the period of suspension, the Member loses any rights (including voting rights) arising as a result of Membership.

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- (b) When a person's Membership is suspended, the Secretary must record in the Register of Members:
 - (i) that the person's Membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.

7.13 Registers

7.13.1 Corporation to maintain a Register of Members

The Corporation must set up and maintain a Register of Members.

7.13.2 Information on the Register of Members

- (a) The Register of Members must state:
 - (i) the Member's full name;
 - (ii) the Member's address;
 - (iii) the Member's email address, if any;
 - (iv) if the Member is not an Aboriginal or Torres Strait Islander person; and
 - (v) the date on which the Member's name was entered on the Register of Members.
- (b) The Register of Members may also contain any other name by which the Member is or was known.

7.13.3 Corporation to maintain a Register of Former Members

- (a) The Corporation must set up and maintain a Register of Former Members which must state, in respect of people who have ceased to be a Member within the previous seven years:
 - (i) any information previously detailed in the Register of Members in respect of the person; and
 - (ii) the date on which the person ceased to be a Member.
- (b) The Corporation may maintain the Register of Former Members in one document with the Register of Members.

7.13.4 Location of Registers

- (a) The Corporation must keep the Registers:
 - (i) if the Corporation is a large corporation, at its Registered Office; or

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- (ii) if the Corporation is a small or medium corporation, at its Document Access Address.

7.13.5 Inspection of Registers

- (a) A Member may inspect the Registers without charge.
- (b) A person who is not a Member may inspect the Registers upon payment of any fee required by the Corporation.
- (c) The Corporation must give a person a copy of the Registers (or part of either Register) within 7 days if the person:
 - (i) asks for the copy; and
 - (ii) pays any fee (up to the prescribed amount) required by the Corporation.

7.13.6 Making Register of Members available at AGM

The Corporation must:

- (a) make the Register of Members available for inspection by Members at the AGM; and
- (b) ask each Member attending the AGM to:
 - (i) check their entry in the Register of Members; and
 - (ii) inform the Corporation of any corrections that need to be made to their entry in the Register of Members.

7.13.7 Providing Registers to Registrar

The Corporation must provide the Registrar with a copy of the Register of Members, or the Register of Former Members, within 14 days of a request to do so, or such longer period as the Registrar specifies.

7.14 Membership Fees

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

8. General Meetings and Annual General Meetings (AGMs)

8.1 AGMs

8.1.1 Holding AGMs

The Corporation must hold an AGM within 5 months after the end of the Financial Year.

8.1.2 Extension of time for holding AGMs

- (a) 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.

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- (b) If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

8.2 Business of AGM

- (a) The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
 - (i) Confirmation of the minutes of the previous General Meeting;
 - (ii) Checking of details on the Register of Members (see rule 7.13.6)
 - (iii) the consideration of the reports under Chapter 7 of the CATSI Act that are required to be presented at the AGM;
 - (iv) election of Directors (if required);
 - (v) the appointment and remuneration of the Auditor (if any); and
 - (vi) asking questions about the management of the Corporation and asking questions of the Auditor (if any).
- (b) Members may only raise other matters for discussion at an AGM which are not on the agenda during general business.

8.3 Questions at AGMs

The Chairperson of an AGM must give Members a reasonable opportunity to ask questions about or comment on the management of the Corporation.

8.4 Questions by Members of Auditors at AGM

If the Corporation's Auditor or the Auditor's representatives is at an AGM, the Chairperson of the meeting must give the Members a reasonable opportunity to ask the Auditor or Auditor's representatives questions relevant to the:

- (a) conduct of the audit;
- (b) preparation and content of the Auditor's report;
- (c) accounting policies adopted by the Corporation in the preparation for the financial statements; and
- (d) independence of the Auditor in relation to the conduct of the audit.

8.5 General Meetings

8.5.1 Purpose of General Meeting

A General Meeting must be held for a proper purpose.

8.5.2 Time and place of General Meeting

- (a) A General Meeting must be held at a reasonable time and place.

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- (b) If the Directors change the place of a General Meeting, notice of the change must be given to each person who is entitled to receive a notice of a General Meeting.

8.5.3 Business of General Meeting

- (a) The business at each General Meeting must include all matters set out in the notice of the General Meeting.
- (b) Members may only raise other matters for discussion at a General Meeting which are not on the agenda during any other business.

8.5.4 Directors may call General Meetings

A majority of Directors may call a General Meeting by passing a resolution in a Directors' meeting.

8.5.5 Members may ask Directors to call General Meetings

- (a) The Directors must call and arrange to hold a General Meeting on the request of at least the required number of Members specified under rule (b) below.
- (b) For the purpose of rule (a) above, the required number of Members is the greater of:

Number of Members in Corporation	Number of Members required to request a General Meeting
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

- (c) A request under rule (a) above must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the General Meeting;
 - (iii) be signed by the Members making the request;
 - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
 - (v) be given to the Corporation.
- (d) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

8.5.6 Timing for the requested General Meeting

- (a) If the Directors agree to call a General Meeting, they must call the meeting within the 21 days after the request was sent to them.

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- (b) If the Directors have applied to the Registrar for permission to refuse to call a General Meeting, and the Registrar has refused permission, then the Directors must call a General Meeting within 21 days after being notified of the Registrar's decision.
 - (c) If the Registrar grants the Directors' application to deny a request for a meeting, the Directors must notify the contact Member of the Registrar's decision within 21 days after being notified of the Registrar's decision.

8.5.7 Directors may apply to deny a Member's request to call a General Meeting

- (a) A Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request, if the Directors resolve:
 - (i) that the request under rule 8.5.5 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 8.5.5 would be contrary to the interests of the Members as a whole,
- (b) An application to the Registrar under rule 8.5.6(b) must:
 - (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member notice that an application has been made.

8.6 Requirements for notice of General Meeting

8.6.1 Notice for General Meetings

- (a) At least 21 days' notice must be given of a General Meeting.
- (b) Subject to rule 8.6.1(c), the Corporation may call:
 - (i) an AGM on shorter notice, if all the Members agree beforehand; and
 - (ii) may call a General Meeting on shorter notice, if at least 95% of the Members agree beforehand.
- (c) At least 21 days' notice must be given of a General Meeting (which cannot be shortened) where a resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in place of a Director removed; or
 - (iii) remove an Auditor.

8.6.2 Requirement to give notice of General Meeting to Members and officers

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 Contact Person or Secretary; and
- (d) the Auditor (if any).

8.6.3 Contents of notice of General Meeting

- (a) A notice of a General Meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting’s business;
 - (iii) if a Special Resolution is to be proposed at the meeting, set out the intention to propose it and state what it is; and
 - (iv) state if a Member can appoint a Proxy.
- (b) The information included in a notice of a General Meeting must be worded and presented clearly and concisely.

8.6.4 Postponing a General Meeting

- (a) After notice has been given for a General Meeting, the Directors can decide to postpone the meeting (this means delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person, a pandemic or other health crisis, or a natural disaster).
- (b) The Directors postpone the meeting by passing a resolution in a Director’s meeting.
- (c) The Corporation must give reasonable notice of the postponement and give each Member individually a notice of the postponed meeting setting the new date, time and place.

8.7 Failure to give notice

A General Meeting, or any proceeding at a General Meeting will not be invalid just because the notice of the meeting was not sent to a person or a person has not received a notice.

8.8 Members’ resolutions

8.8.1 Notice of Members’ resolutions

- (a) If a Member or Members wish to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation by at least the required number of Members (**Proposing Members**) set out below:

Number of Members in Corporation	Number of Members required to request a General Meeting
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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

- (b) A notice of a Members' resolution must:
 - (i) be in writing
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the Members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording is identical in each copy.

8.8.2 Consideration of a Members' resolution

- (a) If the Corporation has been given notice of a Members' resolution it must be considered at the next General Meeting that occurs more than 21 days after the notice is given.
- (b) The Corporation must give all its Members notice of that resolution at the same time, or as soon as possible afterwards, in the same way as it gives notice of a General Meeting.
- (c) The Corporation does not have to give notice of a resolution if it is defamatory.
- (d) In order for a Members' resolution to be considered and put to the vote at a General Meeting, at least 75% of the Proposing Members must be present at the General Meeting.

8.9 Quorum at General Meetings and AGMs

8.9.1 Quorum

- (a) The quorum for a General Meeting is 20 Members that are able to vote at that meeting.
- (b) The quorum must be present at all times during the meeting.

8.9.2 Adjourned meeting where there is no quorum

- (a) If no quorum is present at a General Meeting within 1 hour after the time for the meeting set out in the notice, the meeting is adjourned to the same time of the same day in the next week, and to the same place unless the Corporation specifies otherwise.
- (b) If no quorum is present at the resumed meeting within 1 hour after the time for the resumed meeting, the meeting is dissolved.

8.9.3 How to count the quorum

To work out if there is a quorum:

- (a) count each Member present at the meeting (if a Member also holds a Proxy, that is only counted once); and
- (b) if rule 8.13 allows proxies and a Member has appointed a Proxy and the Member is also present at the meeting, do not count the Member's Proxy holders if they are not a Member.

8.10 Chairing General Meetings and AGMs

- (a) The Directors may elect an individual to chair a General Meeting (Chairperson).
- (b) The Members at a General Meeting must elect a Chairperson to chair the meeting if:
 - (i) the Directors have not already elected a Chairperson; or
 - (ii) a previously elected Chairperson is not available or does not want to chair the meeting.
- (c) The Chairperson must adjourn a General Meeting if the majority of Members present agree or direct that the Chairperson do so.

8.11 Using technology at General Meetings and AGMs

General Meetings can be held at more than one place using any technology that gives Members as a whole a reasonable opportunity to participate.

8.12 Voting at General Meetings and AGMs

8.12.1 Decisions at General Meetings

The decisions or resolutions of the Members at a General Meeting will be put to a vote in accordance with this rule.

8.12.2 Entitlement to Vote

- (a) Each Member has one vote at a General Meeting, both on a show of hands and a Poll.
- (b) If the Chairperson is a Member, he or she is entitled to vote at a General Meeting in his or her capacity as a Member.
- (c) The Chairperson has one vote (if he or she is a member) plus a casting vote
- (d) A resolution, other than a Native Title Decision, is passed by a General Meeting if it receives more than 50% of the votes cast by the Members present.

8.12.3 Objections to right to vote

A challenge to a right to vote at a General Meeting:

- (a) May only be made at the meeting; and
- (b) Must be determined by the Chairperson.

8.12.4 How voting is carried out by show of hands

- (a) A resolution put to the vote is decided on a show of hands, unless a Poll is demanded.
- (b) The Chairperson tells the meeting whether they have received any Proxy votes and how they are to be cast.
- (c) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands.

8.12.5 How voting is carried out by a Poll

A Poll is a secret ballot as opposed to a show of hands and is conducted by Members signing a paper headed “for” or “against” a resolution as the case may be.

8.12.6 How Members can demand a Poll

- (a) At a General Meeting, a Poll can be demanded by:
 - (i) The Chairperson; or
 - (ii) any Member entitled to vote on the resolution.
- (b) A Poll may be demanded:
 - (i) Before a vote is taken;
 - (ii) Before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (c) A Poll demanded on any matter must be taken immediately. The Chair of the meeting will direct how the Poll will be taken.
- (d) A demand for a Poll may be withdrawn.

8.13 Proxies at General Meetings and AGMs

- (a) Members can appoint another Member as their Proxy to attend meetings and vote for them.
- (b) A Member can only appoint one Proxy per meeting.
- (c) A person appointed by a Member as their attorney under a power of attorney may not give a Proxy to another Member or person to attend meetings and vote for them.
- (d) A Proxy appointment must contain the appointing Member’s name and address, the Corporation’s name, the Proxy’s name, the meeting where the Proxy is going, and it must be signed by the appointing Member.

Note: An appointment of Proxy form is at Schedule 4—Appointment of Proxy form of this Rule Book.

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- (e) The Corporation must receive the Proxy's appointment at least 48 hours before the meeting.
 - (f) A person must not be a Proxy for more than three Members.

8.14 Other people at General Meetings and AGMs

- (a) A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member, whether personally or through a proxy.
- (b) The Members, by resolution, may allow any non-Member to attend General Meetings (**Observer**). An Observer cannot propose or vote on resolutions.

8.15 Disruptions to General Meetings

- (a) If the Chairperson or Directors in their opinion consider that a person in attendance at a General Meeting is disrupting the General Meeting, the Chairperson, or one of the Directors if no Chairperson has been elected, may give verbal notice to that person that he or she is disrupting the General Meeting.
- (b) If the person continues to disrupt the General Meeting, the Chairperson, or a Director if no Chairperson has been elected, may give a second verbal notice to that person that he or she is disrupting the General Meeting.
- (c) If, after 2 verbal notices, the person continues to disrupt the General Meeting, the Chairperson, or a Director if no Chairperson has been elected, can direct that person to be removed from the General Meeting.
- (d) If a person is removed from a General Meeting in accordance with rule 8.15(c), the Directors may suspend the person as a Member in accordance with rule 7.12.

8.16 Adjourned Meetings

- (a) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

9. Directors of the Corporation

9.1 Number of Directors

The Corporation may have up to 8 Directors comprising:

- (a) 6 Yinhawangka Directors, of which
 - (i) 2 must be descendants from the Minatangunha apical ancestor;
 - (ii) 2 must be descendants from the Jardunha apical ancestor;
 - (iii) 2 must be descendants from the Thurantajinha & Wilga apical ancestors; and

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- (b) At least 1 and up to 2 Independent Directors.

9.2 Eligibility for appointment as a Director

- (a) Subject to rule 9.2(b) and 9.2(c), an individual is eligible for appointment as a Director if they are an individual who is:
- (i) able to demonstrate the following qualifications and requirements:
 - (A) financial literacy;
 - (B) leadership experience;
 - (C) experience with directorships and boards;
 - (D) commitment to uphold all the legal duties, responsibilities and obligations of a Director;
 - (E) absence of conflicting commitments;
 - (F) for Yinhawangka Directors, standing and respect within the Yinhawangka;
 - (G) for Independent Directors, standing and respect within the broader community; and
 - (ii) able to produce a National Police Certificate which does not contain any convictions for criminal offences that are punishable by imprisonment for a period of greater than 12 months (excluding traffic violations).
- (b) An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act may only be appointed as a Director of the Corporation if the appointment is made:
- (i) with permission granted by the Registrar; or
 - (ii) with leave granted by the Court.
- (c) A person is not eligible to become a Director if the person:
- (i) subject to (b), has been disqualified from managing:
 - (A) corporations under the Corporations Act or the CATSI Act; or
 - (B) incorporated associations under the *Associations Incorporation Act 2015* (WA) or under any other equivalent legislation in another Australian jurisdiction;
 - (ii) has been disqualified from being a responsible entity for the purposes of the Australian Charities and Not-for-profits Commission Act 2012 (Cth);
 - (iii) is a full-time employee of the Corporation; or

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- (iv) was a Director of the Corporation at the time it was placed under special administration on 16 May 2019. These people are not eligible to be appointed as a Director for a period of four years from Friday, 21 February 2020.

9.3 Additional eligibility for appointment as a *Yinhawangka* Director

- (a) In addition to the eligibility requirements in rule 9.2, a person is only eligible for appointment as an *Yinhawangka* Director if they are a Member.
- (b) If a nominee for appointment as an *Yinhawangka* Director is not able to demonstrate every qualification set out in rule 9.2(a) but expresses a willingness to learn and attain that qualification, they may be appointed as a Director subject to the following conditions:
 - (i) the person must undertake appropriate training to attain that qualification and the Corporation will meet the expense of the training and otherwise provide full support and encouragement of the person and his or her efforts to achieve the requisite qualifications;
 - (ii) the person may act as Director for 12 months while undertaking the training.
- (c) Not more than one *Yinhawangka* Person from each Immediate Family are eligible to be a Director at any one time.

9.4 Additional eligibility for appointment as *Independent* Director

- (a) In addition to the eligibility requirements in rule 9.2, a person is eligible for appointment as an *Independent* Director if they:
 - (i) are *Independent*;
 - (ii) have, or within the first year of the *Independent* Director's term will have, completed a Director's course approved by the Australian Institute of Company Directors or another similar reputable organisation;
 - (iii) have expertise (whether by qualification or experience) in 1 or more of the following areas:
 - (A) financial management;
 - (B) legal practice;
 - (C) accounting;
 - (D) Indigenous community development; or
 - (E) Indigenous business development; and
 - (iv) have such other characteristics as may be considered appropriate for membership on the Board such as having an understanding of and previous experience working with Indigenous communities.

9.5 Majority of Director requirements

A majority of Directors must:

- (a) ordinarily reside in Australia;
- (b) be Members of the Corporation; and
- (c) not be employees of the Corporation.

9.6 Consent to act as a Director

- (a) Before a person may be appointed as a Director that person must give the Corporation a signed consent to act as a Director of the Corporation.
- (b) The Corporation must keep the consent.

9.7 Appointment of Directors

9.7.1 Appointment of Yinhawangka Directors

- (a) Candidates for appointment as a Yinhawangka Director must nominate in writing in the form prescribed by the Corporation at least 28 days prior to the date of the AGM or General Meeting at which an election will be held.
- (b) Yinhawangka Directors are appointed by the Members in General Meeting.
- (c) The Board may, by resolution, recommend the most suitable nominees to be appointed by resolution of the Members at a General Meeting.
- (d) The process of appointing Directors will be by separate elections by the Members who are descendants from each of the three Yinhawangka apical ancestors being:
 - (i) Minatangunha; and
 - (ii) Jardhunha; and
 - (iii) Thurantajinha & Wilga.
- (e) Before being appointed as a Director:
 - (i) the Board must review the person's application and determine if the person is eligible in accordance with rule 9.2; and
 - (ii) the person must give the Corporation their consent in writing to act as a Director.
- (f) The Corporation must notify the Registrar of the Director's appointment and personal details within 28 days after they are appointed.
- (g) The Chairperson will make a final decision on any Dispute which may arise in relation to the process of electing the Directors.

9.7.2 Appointment of Independent Directors

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- (a) Independent Directors will be appointed by the Directors by passing a resolution in a Director's meeting.
 - (b) Candidates for appointment as an Independent Director must nominate in writing in the form prescribed by the Directors.
 - (c) Before being appointed as an Independent Director:
 - (i) the Board must review the person's application and determine if the person is Independent and eligible in accordance with this rule 9.7.2; and
 - (ii) the person must give the Corporation their written consent to become a Director.

9.7.3 Appointment of Directors to fill a casual vacancy

- (a) As long as the maximum number of Directors is not exceeded and subject to the eligibility requirements in rules 9.2, 9.3 and 9.4, the Directors of the Corporation may appoint a person as a Director to make up a quorum for a Directors' meeting or to fill a casual vacancy.
- (b) The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.
- (c) An appointment to fill a casual vacancy must be confirmed by Members passing a resolution at the next General Meeting otherwise the person stops being a Director at the end of the General Meeting.

9.8 Directors' terms of appointment

- (a) Subject to this Rulebook, each Directors may hold office until the earlier of:
 - (i) for Yinhawangka Directors, the second Annual General Meeting following their appointment;
 - (ii) for Independent Directors, 2 years following their appointment;
 - (iii) a date determined by the Board to give effect to rule 9.9; or
 - (iv) the date on which the Director retires or is removed or the office becomes vacant by virtue of such other rule of this Rulebook.
- (b) A Director is eligible for reappointment.

9.9 Rotation of Directors

- (a) The Directors must be appointed on a rotational system such that the terms of all the Directors do not end at the same time.
- (b) To implement the rotational system:
 - (i) Both Yinhawangka Directors and Independent Directors appointed during the special administration period which commenced on 16 May 2019 will be appointed until the 2021 AGM.

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- (ii) At the 2021 AGM half of the Directors' appointments will expire.
 - (c) The Directors will decide by resolution at a Directors meeting prior to the 2021 AGM as to which Directors will be standing down. They will be eligible to be re-elected. The remaining Directors' appointments will expire at the 2022 AGM. All new Directors appointed at the 2021 AGM will be appointed for a term of two years. The AGM minutes must record the term of each Director appointed.
 - (d) If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all Directors expire so that there are no Directors appointed at a particular time, the Directors holding office immediately before the expiry will continue to hold office until the Members appoint new Directors or reappoint the existing Directors by resolution at a General Meeting.

9.10 How a person ceases to be a Director

A person stops being a Director if:

- (a) the person passes away;
- (b) the person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) a person resigns as a Director as provided for in rule 9.11;
- (d) the person's term of appointment as Director expires;
- (e) the person is removed as a Director by the Members or Directors in accordance with rule 9.12 or the CATSI Act; or
- (f) the director ceases to be a Member (in the case of an Yinhawangka Director).

9.11 Resignation of a Director

A Director may resign as a Director by giving notice of resignation in writing to the Corporation.

9.12 Process for Removing a Director

9.12.1 Removal by Members

- (a) The Corporation may by resolution in a General Meeting, remove a Director from office despite anything in:
 - (i) this Rule Book
 - (ii) an agreement between the Corporation and the Director's concerned; or
 - (iii) an agreement between any or all Members of the Corporation and the Director concerned.
- (b) A notice of intention to move a resolution to remove a Director must be given to the Corporation at least 21 days before the General Meeting is to be held. However, if the Corporation calls a General Meeting after the notice of intention is given, the General

Meeting may pass the resolution even though the General Meeting is held less than 21 days after the notice is given.

- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (d) The Director concerned is entitled to put his or her case to the Members by:
 - (i) giving the Corporation a written statement for circulation to Members; or
 - (ii) speaking to the motion at the meeting.
- (e) The Corporation is to circulate the written statement given under rule above to Members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 9.12.1(e)(i) above, having the statement distributed to Members entitled to vote on the resolution attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 9.12.1(d)(i) above does not have to be circulated to Members if it is defamatory.
- (g) If a person is appointed to replace a Director removed under this rule, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director,

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

9.12.2 Removal by the other Directors

- (a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' meetings.
- (b) Rule (a) above operates despite anything in:
 - (i) The Corporation's Rule Book;
 - (ii) An agreement between the Corporation and the Director concerned; or
 - (iii) An agreement between any or all Members and the Director concerned.
- (c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing:
 - (i) Stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and

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- (ii) Stating that the Director concerned has 14 days to object in writing to the removal.
 - (d) If the Director concerned does not object, the Directors must remove the Director concerned.
 - (e) If the Director concerned does object:
 - (i) The Directors cannot remove the Director concerned.
 - (ii) The Corporation, by resolution in General Meeting, may remove the Director in accordance with rule 9.12.1.
 - (f) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
 - (g) If a person is appointed to replace a Director removed under this rule the time at which:
 - (i) The replacement Director; or
 - (ii) Any other Director,is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

10. Functions Powers and Duties of Directors

10.1 General Duties

- (a) The Directors, Secretary and other officers and employees must comply with the duties imposed on them by the CATSI Act and general law. These may include:
 - (i) a duty of care and diligence;
 - (ii) a duty of good faith and to act in the best interests of the Corporation;
 - (iii) a duty to disclose Material Personal Interests;
 - (iv) a duty not to improperly use position or information; and
 - (v) a duty to not trade while insolvent.

10.2 Governance Training

The Board must ensure that all Directors undertake ongoing corporate governance and Director duties and responsibilities training, as determined by the Board from time to time, and the Corporation will meet the expense of the training and otherwise provide full support and encouragement of the Director and his or her efforts in completing the training.

10.3 Code of Conduct

The Board must develop a Code of Conduct that must be complied with by all Members, Directors and officers of the Corporation.

10.4 Powers of Directors

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all of the powers of the Corporation except any that the CATSI Act or this Rule Book requires the Corporation to exercise in a General Meeting in accordance with this Rule Book.

10.5 Functions of Directors

The functions of Directors shall include, but not be limited to:

- (a) overseeing and taking responsibility for the management, administration and staffing of the Corporation; and
- (b) managing and controlling the affairs of the Corporation in accordance with Rule Book and the CATSI Act.

10.6 Duty of Director to disclose Material Personal Interests

- (a) A Director who has, or thinks they may have a conflict of interest or Material Personal Interest in matter that relates to the affairs of the Corporation must give other Directors notice of the interest unless rule 10.6(b) says below.
- (b) A Director does not need to give notice of an interest under rule 10.6(a) above if:
 - (i) the interest:
 - (A) arises because the Director is a Common Law Holder; or
 - (B) arises because the Director is a Member and is held in common with other Members; or
 - (C) arises in relation to the Director's remuneration as a Director; or
 - (D) 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
 - (ii) all 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 under rule (a) above; and
 - (B) if a person who was not a Director when the notice under rule (a) above was given, is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;

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- (iii) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.
 - (c) The notice required by rule 10.6(a) above must:
 - (i) give details of:
 - (A) the nature and extent of the interest; and
 - (B) the relation of the interest to the affairs of the Corporation;
 - (ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.
 - (d) The details referred to in rule 10.6(c)(i) above must be recorded in the minutes of the Directors' meeting referred to in rule 10.6(c)(ii) above.
 - (e) A contravention of this rule by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
 - (f) A Director who has disclosed a Material Personal Interest in a matter that is being considered at a meeting of the Board must not be present while the matter is being considered or vote on the matter, unless the Directors who do not have a Material Personal Interest in the matter have passed a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's Material Personal Interest in the matter and its relation to the affairs of the Corporation; and
 - (ii) states that those Directors are satisfied that the Material Personal Interest should not disqualify the Director from voting or being present.

10.7 Remuneration

- (a) The Directors may be paid such reasonable remuneration as the Members in a General Meeting decide.
- (b) Rule (a) above does not prevent:
 - (i) a Director who is also an employee of the Corporation from receiving remuneration in their capacity as an employee of the Corporation; or
 - (ii) 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 rules 10.6 and 10.8 have been complied with.
- (c) The Corporation may pay the Directors' reasonable travelling and other expenses that the Directors incur:
 - (i) in attending Directors' meetings or any meetings of committees of Directors;
 - (ii) in attending any General Meetings of the Corporation; and
 - (iii) in connection with the Corporation's business.

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- (d) The Director remuneration shall be determined with assistance from an experienced independent professional reviewing director salaries and sitting fees every two years to ensure it is in line with industry standards, the actual work conducted by Directors and similar corporations with similar Objectives.

10.8 Related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
- (i) the Corporation or entity must:
- (A) obtain the approval of the Members in the way set out in Division 290 of the CATSI Act, and
- (B) give the benefit within 15 months after the approval, or
- (ii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the CATSI Act.
- (b) If:
- (i) the giving of the benefit is required by a contract;
- (ii) the making of the contract was approved in accordance with rule (a)(i)(A) above; and
- (iii) the contract was made:
- (A) within 15 months after that approval; or
- (B) before that approval, if the contract was conditional on the approval being obtained,

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

10.9 Delegation of Directors' powers

- (a) The Directors may by resolution delegate any of their powers to:
- (i) a committee of Directors;
- (ii) a Director;
- (iii) a sub-committee of the Corporation;
- (iv) an employee of the Corporation; or
- (v) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors, this Rule Book and the CATSI Act.

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- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.
 - (d) Delegates must report to Directors on the exercise of their delegated power.

11. Directors' Meetings

11.1 Frequency of Directors' meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

11.2 Calling and giving notice of Directors' meetings

- (a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.
- (b) A director can call a meeting by giving reasonable notice to all the other directors.
- (c) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (d) Unless the Directors resolve otherwise, no less than 5 days' notice of a Directors' meeting must be given. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (e) 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 (e) above, or in giving notice of any changes to the item, date or place of the Directors' meeting.
- (f) The Directors must make best efforts to keep the cost of Directors' meetings within reasonable limits.

11.3 Quorum at Directors' meetings

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

11.4 Chairing Directors' meetings

- (a) The Directors may elect a Director to chair their meetings. The Directors may determine the period for which that Director is to be the chair.
- (b) If the Directors decide to elect a chair pursuant to rule (a) above, the Directors must elect a Director present to chair a meeting, or part of it, if:
 - (i) A Director has not already been elected to chair the meeting; or

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- (ii) A previously elected chair is not available, or declines to act, for the meeting or part of the meeting.

- (c) The Chairperson of the meeting also has a casting vote (if required).

11.5 Use of technology

A Directors' meeting may be called or held using any technology consented to by all 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.

11.6 Resolutions by Directors

- (a) Directors pass a resolution at a Directors' meeting by a majority of the votes.
- (b) Each Director (including Independent Directors) has one vote.
- (c) The directors must not pass a resolution making, or approving, a Native Title Decision unless the Native Title Decision has been approved by the Yinhawangka People in accordance with Schedule 2.

11.7 Circulating Resolutions of Directors

- (a) The Directors may pass a resolution without a Directors' meeting being held, if:
 - (i) all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document; or
 - (ii) all Directors entitled to vote on the resolution deliver written communication using any technology consented to by all the Directors that they are in favour of the resolution set out in the communication.
- (b) Separate copies of a document under this rule 11.7(a)(i) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 11.7(a) is passed when the last Director signs or sends a written communication as the case may be.

11.8 Power to remove Directors from a meeting

The Directors may, by majority, remove any Director from a meeting if they reasonably consider that the Directors' conduct is inappropriate behaviour, including:

- (a) the use of offensive or abusive language which is directed to any person, object or thing;
- (b) attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance; or
- (c) where a Director interferes with the operation of the meeting and fails to act in accordance with the directions of the Chairperson.

12. Secretary or Contact Person

- (a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary or Contact Person if the appointment is made with:
 - (i) the Registrar's permission; or
 - (ii) the leave of the Court under the CATSI Act.
- (c) The Directors appoint a Secretary or Contact Person.
- (d) A Secretary or Contact Person holds office on the terms and conditions (including remuneration) that the Director's determine.
- (e) A person appointed with their consent to be the Secretary or Contact Person and registered with the Registrar as such, must pass on any communications received relevant to the Corporation to at least 1 of the Directors within 14 days of receiving it.
- (f) The Corporation must send the Registrar the Secretary or Contact Person's within 28 days after they are appointed.
- (g) The Corporation must receive a signed consent from a person to act as Secretary or Contact Person of the Corporation before that person is appointed.
- (h) The Corporation must keep each consent received under rule 12(a)above.

13. Chief Executive Officer

13.1 *Appointment*

- (a) The Directors shall appoint and remove the CEO of the Corporation on such terms and conditions (including remuneration) as the Board determines.
- (b) The CEO shall be an employee of the Corporation.
- (c) The CEO shall not be a Director of the Corporation during the term of his or her appointment as CEO.
- (d) Eligibility for appointment as the CEO will be based on merit and not on any affiliations.
- (e) The CEO must have:
 - (i) experience working with and some knowledge of Aboriginal culture; and
 - (ii) expertise and experience in 2 or more of the following areas:
 - (A) financial management;
 - (B) legal practice;

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- (C) accounting;
 - (D) business development; or
 - (E) any other area of expertise or experience desirable for the advancement of the Corporation's Objectives.
- (f) The CEO will be responsible for the day to day management, administration and legal compliance of the Corporation in accordance with any strategic plan, and annual plan formulated by the Board and otherwise at the specific direction of the Board.
- (g) The CEO must keep the Directors informed at a level of detail as specified by the Board and provide all information to the Directors as is requested from time to time.
- (h) The CEO must deliver a written report to the Board on a biannual basis regarding the following matters:
- (i) the activities of the CEO and Corporation;
 - (ii) specific projects that have been undertaken by the Corporation in the previous quarter;
 - (iii) the financial position of the Corporation; and
 - (iv) any other matters as determined by the Directors from time to time.

14. Record Keeping

- (a) The Corporation must keep the:
- (i) minutes of Directors and General Meetings (in writing or as an audio or video recording);
 - (ii) Rule Book;
 - (iii) Register of Members and Former Members;
 - (iv) names and addresses of Directors, officers and the Secretary or Contact Person; and
 - (v) written financial records, in accordance with rule 15.1.
- (b) Minutes that are recorded and signed in accordance with this rule 14(a) are evidence of the proceeding, resolution or declaration to which they relate, unless the contrary is proved.

15. Finances

15.1 *Financial records Obligation to keep financial records*

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;

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- (b) would enable true and fair financial reports to be prepared in accordance with the Australian Accounting Standards;
 - (c) would enable those financial records to be audited in accordance with the Australian Auditing Standards; and
 - (d) comply with the recording keeping and reporting requirements in the CATSI Act (or any other applicable law).

Note: This obligation extends to transactions undertaken as trustee.

15.2 *Period for which financial records must be retained*

The financial records must be retained for 7 years after the transactions covered by the records are completed.

15.3 *Physical format*

If the records that the Corporation are required to keep under rules 15.1 and 15.2 are kept in electronic form:

- (a) the records must be convertible into hard copy; and
- (b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

15.4 *Place where records are kept*

If the Corporation is registered as:

- (a) a large Corporation, the records that the Corporation is required to keep under rules 14 and 15.1 must be kept at the Corporation's Registered Office; or
- (b) a small or medium Corporation, the records that the Corporation is required to keep under rules 14 and 15.1 must be kept at the Corporation's document access address.

15.5 *Right of access to Corporation Books by Director or past Director*

- (a) A Director (or a person who has acted as a Director within the last 7 years) may inspect the Books of the Corporation (other than its financial records) for the purpose of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) to which that person proposes in good faith to bring; or
 - (iii) to which that person has reason to believe will be brought against him or her.
- (b) A person authorised to inspect the Books under this rule for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.
- (c) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the Books under this rule 15.5.

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- (d) This rule 15.5 does not limit any right of access to the Books of the Corporation that a person has apart from this rule 15.5.

15.6 Access to financial records by Directors

- (a) A Director has right of access to the records that the Corporation is required to keep under rules 14 and 15.1.
- (b) On application by a Director, the Court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under rules 14 and 15.1 subject to any other orders the Court considers appropriate.
- (c) A person authorised to inspect records under rule 15.6(b) above may make copies of the records unless the Court orders otherwise.

15.7 Members' access to minutes

- (a) If the Corporation is registered as a large Corporation, the Corporation 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 10am to 12noon and from at least 2pm to 4pm.
- (b) If the Corporation is registered as a small or medium Corporation, the Corporation 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 7 days of a Member's written request for inspection.
- (c) The Corporation must make minutes available free of charge.
- (d) A Member may ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's Members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by Members without a meeting.
- (e) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the Member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (f) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.

16. Dispute resolution

16.1 Dispute

The Dispute Resolution Procedure in this rule applies to disputes (**Dispute**) between:

- (a) any of the Directors, Members, or any one or more of them in relation to the operation of the Corporation, but does not apply to a dispute between individual Yinhawangka in any other capacity;
- (b) the Corporation and a person who is or claims to be a member of the Yinhawangka People (whether or not that person is a Member), about whether or not the person is a member of the Yinhawangka People; and
- (c) the Corporation and a person who is or claims to be a member of the Yinhawangka People (whether or not that person is a Member), about the corporation's performance of its functions under the Native Title Legislation.

16.2 Informal Dispute Resolution

If a Dispute arises, the parties to the Dispute (Parties) must try to resolve it themselves on an informal basis within 14 days, in good faith, having regard to the spirit and intent of the Corporation.

16.3 Formal Dispute Resolution

- (a) If the Dispute is not resolved informally in accordance with rule 16.2, then any party to the Dispute may give any other party to the Dispute written notice identifying the particulars of the Dispute (**Dispute Notice**).
- (b) A party to a Dispute that provides a Dispute Notice to another party must also provide a copy of the Dispute Notice to the Corporation.
- (c) The Directors may refer the Dispute to a Council of Elders (if a Council of Elders has been established by the Corporation), who can make a recommendation about the matter to the Directors.
- (d) If the subject matter of the dispute is within the powers of the Directors, if the Directors are unable to resolve the Dispute to the mutual satisfaction of the Parties within 30 days after the Dispute Notice is given then the Directors must refer the matter to the next General Meeting for the Members to resolve.

16.4 Legal Proceedings

No Party is entitled to commence or maintain legal proceedings relating to any Dispute until the processes outlined in this Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent equitable relief.

16.5 Seeking assistance from the Registrar

- (a) If a Dispute or any part of a Dispute relates to the meaning of any provision of the CATSI Act or the Corporation's Rule Book, the Directors or any party to the Dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

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- (b) The Registrar's opinion will not be binding on the parties to a Dispute.
 - (c) The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

16.6 Costs of Dispute

Unless the parties to the Dispute agree otherwise, each party to a Dispute will bear their own costs for participating in the Dispute resolution process contained in this rule 16.

17. Changing the Rule Book

17.1 Steps to Changing the Rulebook

For the Corporation to change the Rule Book, the following steps must be complied with:

- (a) The Corporation must pass a Special Resolution effecting the change.
- (b) The Corporation must lodge certain documents with the Registrar under this rule.
- (c) The Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

17.2 Corporation to lodge copy of changes

- (a) Within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the Special Resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;
 - (iii) a Directors' statement signed by 2 Directors to the effect that the Special Resolution was passed in accordance with the CATSI Act and the Rule Book; and
 - (iv) a copy of the change to the Rule Book.
- (b) If the Registrar directs the Corporation to lodge a consolidated copy of the Rule Book as it would be if the Registrar registered the change, it must do so.

17.3 Date of effect of change

A change to the Rule Book under this rule 16.6 takes effect on the day the change is registered.

18. Communication and Notices

18.1 General

- (a) Unless the CATSI Act or this Rule Book otherwise requires, notice must be given in writing (including by fax).

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- (b) Notices of Directors' meetings given under rule 11 can be given in writing, by email, by telephone, if all the Directors agree to notice being given in that way.

18.2 How a notice to a Member may be given

Unless the CATSI Act or this Rule Book require otherwise, a notice may be given by one or more of the following methods:

- (a) personally;
- (b) by leaving it at a Member's address as recorded in the Register of Members;
- (c) by sending it by pre-paid ordinary mail to the Member's address as recorded in the Register of Members or an alternative address (if any) nominated by the Member;
- (d) by sending it to the fax number (if any) or electronic address (if any) nominated by the Member; or
- (e) by sending it to the Member by other electronic means (if any) nominated by the Member; and
- (f) in relation to an AGM, by placing the notice in the local newspaper.

18.3 When notice taken as being given

Unless the CATSI Act or this Rule Book require otherwise, if a notice or communication:

- (a) is given by pre-paid ordinary mail, it is taken to have been given 3 days after posting;
- (b) is given by fax, or other electronic means, it is taken to have been given on the Business Day after it is sent; and
- (c) is given:
 - (i) after 5:00pm in the place of receipt; or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9:00am on the next day which is not a Saturday, Sunday or public holiday in that place.

19. Winding up

19.1 Surplus assets of the Corporation

- (a) Where:
 - (i) the Corporation is wound up, and
 - (ii) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Corporation exist,

the liquidator can decide or the Members may pass a special resolution about how the surplus assets of the Corporation are to be distributed.

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- (b) The surplus assets must not be given to any Member or to any person to be held on trust for any Member and can only be given to a charitable organisation/s with similar charitable purposes.

Schedule 1

Interpretation and Definitions

1. Interpretation

- (a) In the Rule Book:
- (i) words in the singular include the plural and vice versa;
 - (ii) any gender includes the other genders;
 - (iii) the words 'including', 'include' and 'includes' are to be read without limitation;
 - (iv) a reference to:
 - (A) 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;
 - (B) writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
 - (C) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
 - (v) headings and notes are used for convenience only and are not intended to affect the interpretation of the Rule Book;
 - (vi) a word or expression defined in the CATSI Act and used, but not defined, in these rules has the same meaning given to it in the CATSI Act when used in the Rule Book;
 - (vii) a word or expression defined in the Native Title Act and used, but not defined, in these rules has the same meaning given to it in the Native Title Act when used in the Rule Book;
 - (viii) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
 - (ix) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.
- (b) The Replaceable Rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with the Rule Book, the Native Title Act and the PBC Regulations.

2. Definitions

AGM	means an annual meeting of the Members under the provisions of the Rule Book.
Applicant	means a person applying to be a Member.

Approved Process	means in the case of a decision by the Common Law Holders of Native Title in respect of a Yinhawangka Determination, a traditional decision-making process, or if there is no such process, then an agreed and adopted decision-making process, by which the Common Law Holders make a Native Title Decision.
Auditor	means an auditor appointed under the provisions of the Rule Book.
Books	include a register, any record of information, financial reports or records, or documents of a Corporation however compiled, recorded or stored.
BMS	means both of: (a) the Yinhawangka Charitable Trust established by a deed between Katherine Anne Holloman as settlor and The Myer Family Company Limited as trustee dated 14 November 2012; and (b) the Yinhawangka Direct Benefits Trust established by a deed between Katherine Anne Holloman as settlor and The Myer Family Company Limited as trustee dated 14 November 2012.
CATSI Act	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth) as amended from time to time and any regulations made under it.
Chairperson	means a person elected as Chairperson of a General Meeting, AGM or Directors meeting in accordance with the provisions of the Rule Book.
Circulating Resolution	means a resolution of the Directors passed according to provisions of the Rule Book.
Common Law Holders	has the meaning given to that phrase in the Native Title Act.
Consensus	means the general agreement among those present at a meeting held under this Rule Book as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon in accordance with Yinhawangka law and custom, as determined by the Chairperson of the meeting. For the avoidance of doubt, a decision made by Consensus in accordance with law and custom, does not necessarily require that the decision be agreed unanimously.
Contact Person	means a person elected or appointed as contact person of the Corporation in accordance with rule 12.
Corporation	means Yinhawangka Aboriginal Corporation RNTBC to which this Rule Book applies as registered with ORIC.
Determination	means the land and waters the subject of a Yinhawangka

Area	Determination.
Director	means a person appointed to perform the duties of a director of the Corporation, and includes both an Independent Director and a Member Director.
Directors	means the Corporation's board of Directors.
Dispute	has the meaning given in rule 16.1.
Dispute Notice	has the meaning given in rule 16.3.
Financial Year	means the 12 month period ending on 30 June each year.
General Meeting	means a meeting of the Members under the provisions of the Rule Book.
ILUA Regulations	means the <i>Native Title (Indigenous Land Use Agreements) Regulations 1999</i> (Cth).
Immediate Family	means any person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, son, daughter, sister, brother or step- children.
Independent	<p>means that the person, and any person who is a relative of that first person, so far as the first person is, or ought to be, reasonably aware:</p> <ul style="list-style-type: none"> (a) is not and has not been a member of the Yinhawangka People; (b) is not and has not been a relative or spouse of a member of the Yinhawangka People; (c) does not have a membership interest (in accordance with section 960-135 of the Tax Law) in a related entity; (d) is not and has not within a period of 3 years prior to their appointment as a Director been: <ul style="list-style-type: none"> i. an employee of, officer of, consultant to, advisor to, auditor of or other service provider to the Yinhawangka People or a related entity; ii. an employee or officer of a related entity, a partner in a partnership, or a direct or indirect associate of a related entity or partnership, which is, or has been within that 3 year time period, consultant to, advisor to, auditor of or other service provider to the Yinhawangka People or a related entity. (e) has no material contractual relationship with a related entity or the Yinhawangka People, other than as a Director; (f) has not served as a Director for a period which could, or could be perceived to, materially interfere with the person's ability to

	<p>impartially and objectively discharge their duties as a Director; and</p> <p>(g) has no material interest in, business affiliation with or other relationship with any Member or related entity which would hinder the person in the impartial and objective discharge of their duties.</p>
Independent Director	means a person appointed to perform the duties of a Director of the Corporation and is Independent.
Material Personal Interest	means any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that Director when casting their vote at Directors meetings, General Meetings or AGMs; subject to the exclusions detailed in the Rule Book.
Member	means a person whose name appears on the Register of Members.
Native Title Act	means the <i>Native Title Act 1993</i> (Cth).
Native Title Decision	has the same meaning given to that phrase in the PBC Regulations.
Native Title Legislation	has the meaning given to that term in the CATSI Act.
Objectives	means the Objectives of the Corporation as laid out in the Rule Book.
Member	means a person admitted as a Member in accordance with rule 7.2(a).
ORIC	means the Office of the Registrar of Indigenous Corporations.
Poll	has the meaning in rule 8.12.5 of the Rule Book.
Prescribed Body Corporate	has the meaning described in the PBC Regulations.
PBC Regulations	means the <i>Native Title (Prescribed Bodies Corporate) Regulations 1999</i> (Cth).
Proxy	means a person who has been appointed to attend, speak and vote at a General Meeting or AGM on behalf of a Member according to the provisions of the Rule Book.
Register of Former Members	means the Register of Former Members kept in accordance with the provisions of the Rule Book.
Register of Members	means the Register of Members kept in accordance with the provisions of the Rule Book, also known as the Register of Yinhawangka People.
Register of Yinhawangka	means the register to be maintained in accordance with rule 6.

People	
Registered Native Title Body Corporate	has the meaning given in section 253 of the Native Title Act.
Registrar	means the Registrar of ORIC from time to time.
Rule Book	means this Rule Book and any amendments or substitutions thereto.
Secretary	means a person elected or appointed from time to time to the role of Company Secretary under the provisions of the Rule Book.
Special Resolution	means a resolution of the Corporation passed at a General Meeting by not less than 75% of the votes cast by the Members entitled to vote on a resolution of which written notice was provided in accordance with rule 8.6.
Yinhawangka Determination	<p>means:</p> <ul style="list-style-type: none"> (a) the Approved Determination of Native Title made made in favour of the Yinhawangka People in Claimant Applications WAD216/2010 and WAD340/2010 on 18 July 2017 (WCD2017/003); (b) any Approved Determination of Native Title made in favour of the Yinhawangka People.

**Yinhawangka
People**

means the Common Law Holders of Native Title as they are described in an Yinhawangka Determination, being those persons who:

- (a) are descended from, in accordance with the traditional laws acknowledged and the traditional customs observed by the Yinhawangka People:
 - Minatangunha;
 - Jarndundha; or
 - the couple Thurantajinha and Wilga; and
- (b) identify themselves as Yinhawangka under traditional law and custom and are so identified by other Yinhawangka People as Yinhawangka; and
- (c) have a connection with the land and waters of the Determination Area, in accordance with the traditional laws acknowledged and the traditional customs observed by the Yinhawangka People,

and the term “**Yinhawangka Person**” shall have the corresponding meaning.

Schedule 2

PBC and RNTBC Rules

1. Further functions of Corporation

Subject to the provisions of the Native Title Act, the PBC Regulations and this Rule Book, the Corporation may:

- (a) manage the Native Title Rights and Interests;
- (b) consult with the Common Law Holders on matters relating to their Native Title Rights and Interests, in accordance with the PBC Regulations before making a Native Title Decision;
- (c) inform and consult with the relevant Representative Body, in accordance with the Native Title Act, the PBC Regulations and the ILUA Regulations (as applicable);
- (d) receive funds on behalf of the Common Law Holders (including payments received as compensation or otherwise related to the Native Title Rights and Interests) and to hold such payments in trust for the Common Law Holders;
- (e) invest or otherwise apply money held in trust for the Common Law Holders;
- (f) hold Native Title Rights and Interests in trust as directed by the Common Law Holders;
- (g) enter into agreements as trustee or agent for the Common Law Holders;
- (h) any other function in relation to the Native Title Rights and Interests as directed by the Common Law Holders.

2. Native Title Decision Processes

- (a) Where Native Title Decisions are allowed by the PBC Regulations to be made by way of alternative consultation processes, then such decisions will be made in the way set out in item 3. The processes set out in item 3 shall constitute an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations or any other equivalent regulation. Native Title Decisions that are permitted to be dealt with under the alternative consultation processes shall be called **Alternative Consultation Process Decisions**.
- (b) For Native Title Decisions where alternative consultation processes are not permitted under the PBC Regulations, such as a decision:
 - (i) to surrender Native Title Rights and Interests in relation to land and waters;
 - (ii) to enter into an Indigenous Land Use Agreement or an agreement under Subdivision P of Division 3 of Part 2 of the Native Title Act (**Right to Negotiate**);
 - (iii) to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become Members of the Corporation; or
 - (iv) to include one or more consultation processes in the Rule Book,

then these Native Title Decisions must be made in accordance with item 4, unless the Yinhawangka People have agreed and adopted different processes for making certain Native Title Decisions under item 5, in which case, those agreed and adopted processes shall apply.

- (c) Item 5 allows the Yinhawangka People, where there is no particular process of decision-making that under traditional laws and customs must be followed for the giving of consent to the proposed decision, to agree and adopt a process of decision-making for consultation and consent to some or all kinds of Native Title Decisions without needing a meeting for all the Common Law Holders.

3. Alternative Consultation Processes

Alternative Consultation Process Decisions will be made by the Directors who may consult the Yinhawangka People or others if they consider it appropriate.

4. Default Process for Consultation and Consents to Native Title Decisions that are not Alternative Consultation Processes

- (a) Where there is a particular process that under traditional laws and customs must be followed for the Common Law Holders to give consent to Native Title Decisions that are not Alternative Consultation Process Decisions, then that process under traditional laws and customs must be followed.
- (b) Where there is no particular process of decision-making that under traditional laws and customs must be followed for the Common Law Holders to give consent to the proposed Native Title Decision and no other agreed or adopted process has been made under item 5, then the Yinhawangka People agree and adopt the process set out in items 4(d) and 4(e) below as the process to consult and obtain the consent of the Yinhawangka People to a Native Title Decision.
- (c) The Directors shall have regard to the Register of Yinhawangka People established and maintained under Rule 6 and use reasonable efforts to keep and update a record of addresses of Yinhawangka People who are not Members.
- (d) Notices and processes for meetings concerning Native Title Decisions shall be same as for General Meetings and shall apply as if the meeting were a General Meeting, save that:
 - (i) only 14 days' notice of the meeting shall be required;
 - (ii) reasonable steps shall be taken to give notice of the meeting to as many Yinhawangka People for the area to be affected by the Native Title Decision who are not Members, as practicable. Such reasonable steps may include, but are not limited to, sending information to people who are entered on the Register of Yinhawangka People but are not Members, or by placing notices in public places in the Region or in newspapers with circulation in the Region;
 - (iii) the quorum shall be the greater of 20 Yinhawangka People and 10% (or more), of the Yinhawangka People on the Register of Yinhawangka People;

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- (iv) a decision to consent to a Native Title Decision is made by way of resolution passed by Consensus, and in the absence of Consensus, a resolution passed by more than 51% of the votes cast by the Yinhawangka People present.
 - (e) The Directors must ensure that the members of the Yinhawangka People at the meeting understand the purpose and nature of a proposed Native Title Decision and options available. The Directors may consult with and consider the views of the Representative Body for the area the subject of the Yinhawangka Determination, and where it considers it to be appropriate and practicable, give notice of those views to the Yinhawangka People.

5. Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions

- (a) Subject to item 2 and where permitted under the PBC Regulations or any other law, the Yinhawangka People may decide at a meeting under item 4 to agree and adopt a process where consultation and consents to some or all kinds of Native Title Decisions that are not Alternative Consultation Process Decisions may be made by the Directors without further meetings, consultations and consents of the Yinhawangka People.
- (b) The Yinhawangka People, using item 4 processes, may revoke any such agreed and adopted processes made under this item 6 from time to time and agree and adopt alternative processes under item 5.

6. Evidence of Consultation and Consent

The Directors are responsible for ensuring that all Native Title Decisions are certified in accordance with Regulation 9 of the PBC Regulations.

Schedule 3

Appointment of proxy form YINHAWANGKA ABORIGINAL CORPORATION RNTBC ICN 7837

Appointment of proxy

I, _____ (full name of member)
of _____ (address of member)

am a member of the corporation.

I appoint _____ (full name of proxy)
of _____ (address of proxy)

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

Signature _____ of
member appointing
proxy

Date _____

NOTE: A proxy vote may be given to the people listed at rule 8.15. (For more about proxies see
rule 8.15 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act
2006*.)

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

Schedule 4

Consent to become a director form YINHAWANGKA ABORIGINAL CORPORATION RNTBC ICN 7837

Consent to become a director

I, _____ (full name of person)
_____ (residential address, a postal address is not sufficient)
of _____

give consent to become a director of the corporation.

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

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

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

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

Signature _____ of
person

Date _____

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.