

The ~~rule-book~~ Rule Book of Yinhawangka Aboriginal Corporation RNTBC (ICN 7837)

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

The ~~rule book~~ **Rule Book** contents

| | |
|--|-------------|
| 1. Name | 3 |
| 2. Definitions and Interpretations | 3 |
| 3. Objectives | 3 |
| 4. Application of funds to carry out Objectives | 4 |
| 5. Powers of the Corporation..... | 5 |
| 6. Register of Yinawangka People | 5 |
| 7. Membership of the Corporation | <u>87</u> |
| 8. General Meetings and Annual General Meetings (AGMs) | <u>1614</u> |
| 9. Directors of the Corporation | <u>2622</u> |
| 10. Functions Powers and Duties of Directors | <u>3529</u> |
| 11. Directors' Meetings | <u>3933</u> |
| 12. Secretary or Contact Person..... | <u>4134</u> |
| 13. Chief Executive Officer | <u>4235</u> |
| 14. Record Keeping..... | <u>4336</u> |
| 15. Finances | <u>4336</u> |
| 16. Dispute resolution | <u>4638</u> |
| 17. Changing the Rule Book | <u>4740</u> |
| 18. Communication and Notices..... | <u>4940</u> |
| 19. Winding up | <u>5041</u> |
| Schedule 1..... | <u>5242</u> |
| Schedule 2..... | <u>6048</u> |
| Schedule 3..... | <u>6351</u> |
| Schedule 4..... | <u>6652</u> |

1. Name

The name of the ~~corporation~~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 ~~objects~~Objectives of the ~~corporation~~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~~Corporation is appointed by the Common Law Holders as a Prescribed Body Corporate, the ~~corporation~~Corporation has the following further ~~objects;~~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 ~~the any Yinhawangka~~ Determination Area:
 - (A) as a Registered Native Title Body Corporate under the Native Title Act- ~~where there is an Approved Determination of Native Title Land~~; 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~~Corporation to act as the “Local Aboriginal ~~corporation~~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~~ Corporation to be the “Yinhawangka Registrar” and to-maintain the Register of Yinhawangka People;

- (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 ~~objects~~Objectives

~~(a) Subject to rule 04(b), the CATSI Act income and the Rule Book, all funds or property of the Corporation not subject to any special trust can must be used at the discretion of the Directors to carry out the Objects.~~

(a) Subject to the CATSI Act applied solely towards the Objectives and the Rule Book, no portion part of the funds and that income or property of the Corporation may be paid, transferred or distributed, directly or indirectly, to any Director or Member; except in relation to reimbursement for reasonable and legitimate out of pocket expenses incurred by a Member on behalf of the Corporation (for example travelling expenses incurred in attending a Corporation organised event, such as a General Meeting). good faith in the promotion of the Objectives.

Subject to rule 10.8, rule 1.1.1(a)4(a) Nothing in rule 4(b) is intended to prevent:

(b) the payment in good faith of reasonable wages to 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 who is an employee of 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)(having regard;~~

~~(i)(iii) in good faith for a good or service supplied to the circumstances of the Corporation and by a Director (other than in the qualifications, role and responsibilities capacity as a Director of the Company) or Member as an employee);~~

- ~~reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods and services are to be provided); or~~
- ~~the application of funds or property of the Corporation in furtherance of the Objects to provide benefits to a Member in their capacity as a Yinhawangka person.~~

~~(A) where the supply has the prior approval of the Board; and~~

~~(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~~Corporation

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

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

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

5.2 Further powers of the ~~corporation~~Corporation

Subject to the CATSI Act and the ~~rule book~~Rule Book, the ~~corporation~~Corporation has the power to ~~do~~anything lawful to carry out the ~~objectives~~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~~Corporation has:-

~~Approved by a Delegate of the Registrar on 14 February 2020 on Page 5 (ICN:7837).~~

-
- (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~~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~~Corporation must maintain the Register of Yinhawangka People in electronic form and may also maintain the Register of Yinhawangka People in hard copy.
- (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); ~~and~~
 - (iii) the apical ancestor of which that person descends from; and
 - ~~(iii)~~(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~~Corporation.

6.3 Process for updating the Register of Yinhawangka People

- ~~(a) Subject to~~In the event that a person, who is not already ~~being~~ included on the Register of Yinhawangka People, ~~should the Corporation become aware that a person claims to be a member of the~~an Yinhawangka ~~People~~Person, then ~~the Corporation:~~
 - (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
 - ~~(i)~~(ii) the Directors must as soon as reasonably practicable consider the claim~~application~~ and decide whether to include ~~the~~that person on the Register of ~~Yinhawangka People (whether or not the person applies directly to the Corporation to be recognised as a member of the Yinhawangka People).~~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 ~~or the members of the Native Title Claim Group in respect of the Yinhawangka Claim~~ 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:-
 - ~~(A) the Representative Body for the Native Title Claim Area; or~~
area the solicitor on the record for subject of the Yinhawangka Claim 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 ~~as soon as reasonably practicable~~ within fourteen (14) days following receipt of a written request ~~to do so,~~ allow any of the following persons to inspect the Register of Yinhawangka People ~~or provide them with a copy of the Register of Yinhawangka People (as the request may be)~~ without charge:
 - ~~(ii) the trustee of the BMS;~~
 - (i) ~~the applicant in respect of a Yinhawangka Claim;~~ 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.

~~1. Members~~

~~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~~

~~(d)(a)~~ A person is eligible for membership if the person is:

A member must be:

- (i) at least 18 years old of age or over;
- (ii) an Aboriginal or Torres Strait Islander person; and
- (iii) a Yinhawangka Person.

~~6.7.3 How to become a member~~ Member

A person becomes a Member if:

- (a) a person applies in writing in the form prescribed by the Directors;
- (b) the person needs to be eligible under rule for membership;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

~~6.7.4 Deciding membership applications~~

- (a) The Directors must 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:

- ~~the description of the Native Title Claim Group in the Yinhawangka Claim from time from time;~~
- (A) ~~the description of the Native Title Common Law~~ Holders in ~~any relevant~~ Yinhawangka Determination; ~~and~~
- (B) any ~~relevant~~ declaration or determination by a ~~court~~Court of competent jurisdiction as ~~to~~ whether a person or class of persons is or is not a ~~member of the Native Title Claim Group in respect of the Yinhawangka Claim, or 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.~~

~~(b)(d)~~ The Directors ~~may take into account any other information it considers to be relevant including~~ must accept a membership application, if the applicant:

- ~~the advice or opinion of an anthropologist; or~~
- (i) ~~whether or not~~ applies for membership in the required manner; and
- (ii) ~~meets the eligibility requirements under rule 7.27.3~~ person's.

~~(e)(e)~~ If the Directors accept a membership application they must notify the applicant of the decision and enter the applicant's name ~~appears on the Register of Yinhawangka People at the relevant time; or~~ Members within 14 days of the decision.

- ~~the advice of the Representative Body for the Yinhawangka Claim; or~~
- ~~the advice of the solicitor on the record for the Yinhawangka Claim.~~

At the next meeting of the Directors following receipt of an application for membership that complies with ~~if the Rule Book, the Directors must consider the application and determine whether to accept or reject the application.~~

Membership applications will be considered and decided in the order in which they are received by the Corporation.

The person's name, address and date they became a member is put on the register of members.

~~(d)(f)~~ The directors may Directors refuse to accept a membership application. ~~If they do so, they, the Corporation must write to~~ notify the applicant ~~about~~ within 14 days of the decision and ~~the reasons for it.~~ may provide in writing:

- (i) reasons for the decision; and
- (ii) a copy of rule 7.47.5.

6.87.5 Appeal against refusal to if Directors do not accept application for membership

~~If~~ ~~an~~ If the Directors do not accept a membership application ~~for membership is rejected,~~ the Applicant ~~applicant~~ is entitled to appeal the ~~rejection~~ decision by ~~using~~ notifying the ~~procedure outlined~~ Directors in this rule.

- (a) ~~The Applicant must write to the Corporation setting out writing of~~ the basis on which ~~the Applicant feels that the rejection was incorrect or unreasonable. 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~~applicant in writing and add the ~~Applicant's~~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~~applicant and provide in writing ~~reason(s)~~the reasons for the rejection within 14 days of the decision.
- (e) If the ~~Applicant's~~applicant's appeal is rejected and the ~~Applicant~~applicant wishes to pursue the application for membership, the ~~Applicant~~applicant must do so in accordance with the Dispute Resolution Procedure outlined in the Rule Book.

~~A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:-~~

- ~~• a person applies for membership after a notice has been given for a general meeting or AGM, and~~
- ~~• the general meeting or AGM has not been held when the directors consider the person's application.~~

~~Note: An application for membership form is at of this rule book.~~

6.97.6 Members' rights and obligations

A member can:

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 ~~general meetings~~a General Meeting of the Corporation;
- ~~• be nominated or appointed as a Director (see rule 9) be made a director (if the member is eligible to be a director see rule on eligibility of directors)~~
- (ii) _____);
- ~~(ii)~~(iii) to put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with rule 8.8 at general meetings, including under rule;
- ~~(iii)~~(iv) to ask the directorsDirectors to call a General Meeting of the Corporation in accordance with rule 8.5.5 general meeting under rule;
- (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;

- ~~to have Disputes regarding the Corporation with another Member or with the Directors dealt with under the process in rule 16~~look at the members' register free of charge

(vii) look at the minutes of general meetings and; and

- ~~look at the Books AGMs free of charge~~
- ~~look at the rule book or get a copy (free of charge)~~
- ~~raise a dispute and have a dispute dealt with using rule-~~

(iv)(viii) look at the books of the corporation Corporation if the directors Directors have authorised it or the members Members pass a resolution at a members' Members' meeting which approves it.

(b) A Member cannot be removed as a Member unless the Directors and the Corporation have complied with rule 7.107.11 and 7.117.12.

6.107.7 Members' responsibilities

A member must:

- ~~follow the corporation's rules~~

(a) Each Member has the following responsibilities:

(i) To comply with the corporation know if they CATSI Act and this Rule Book;

(ii) To notify the Corporation of any change to their address contact details within 28 days;

(iii) To comply with any Code of Conduct adopted by the Corporation;

(iv) To treat other members Members, Directors, officers and staff of the Corporation with respect and dignity;

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

1.1 No membership fee

~~The members of the corporation are not required to pay fees to join or for ongoing membership of the corporation.~~

(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.

6.117.8 Liability of ~~members~~Members

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

6.127.9 How ~~to stop a person stops~~ being a ~~member~~Member

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

6.137.10 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.

~~If the Corporation cancels a membership under rule 7.10.17-11.1A a person's membership can be cancelled by members passing a special resolution at a general meeting if the member:~~

- ~~can't be contacted for two years~~
- ~~misbehaves~~

- (b) , 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 7.27.3 (includes a requirement that an individual be an Aboriginal or Torres Strait Islander person, a membership may be cancelled if ~~this~~ a Member is a requirement for membership), not an Aboriginal or Torres Strait Islander person.
- (b) The ~~directors must give the person notice of the cancellation of their~~ 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.

~~(b)(c)~~ If the Corporation cancels a membership under rule 7.10.27-11.2 at the person's last known address, the Directors must give that Member a copy of the Special Resolution, as soon as possible after ~~the special resolution is~~ 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.

If the Corporation cancels a membership under rule 7.10.37-11.3 When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

~~(b)~~ , the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

6.147.11 Directors' limited right to cancel membership

~~(a)~~ For grounds not covered The Directors may, by rule, resolution, cancel a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member Member:

~~(i)~~ is not or stops being eligible for membership as set out in rule .; or

To do this, the directors must:

• write to the member to tell them:

○ the directors are going to cancel their membership

~~(ii)~~ the member 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 planned cancellation of the membership.

○ if the member objects, they must write to the corporation to say so

• allow the member 14 days to object in writing to the intended cancellation.

~~(c)~~ If the member Member does not object, the directors 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 passing a resolution at a General Meeting, cancel the membership.

~~(b)(e)~~ If a directors' meeting. Then membership is cancelled, the Directors must give the former member 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 member objects, Board

~~(a)~~ The Board may resolve to suspend a Member, if the directors cannot cancel Board is satisfied that the membership. The membership can only be cancelled by members passing a 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.

~~(e)(b)~~ The Board must give a Member who is the subject of a proposed resolution under rule 7.12.1(a) at a general 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.

1.2 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) The register/s of members and former members

The register/s must contain:

~~• the names and addresses of members and former members~~

~~(e)~~ the date when each 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.
- (b) When a person's Membership is suspended, the Secretary must record in the Register of Members:
- (i) that the person's name was added to the register 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 a person any;
 - (ii)(iv) if the Member is not an Aboriginal or Torres Strait Islander person (if rule allows non-Aboriginal or non-Torres Strait Islander members); and
- for former members, the date when they stopped being a member.
- (v) The register/son which the Member's name was entered on the Register of members and former members must be kept at the corporation's 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 access address or, with the Register of Members.

7.13.4 Location of Registers

- (a) The Corporation must keep the Registers:

~~(iii)~~(i) if ~~it the Corporation~~ is a large corporation, ~~at its registered office.~~ Registered Office; or

~~(ii)~~ The register of members must be made 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.

6.14.27.13.6 Making Register of Members available at the 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.

7.8. General meetings Meetings and Annual General Meetings (AGMs)

~~(members' meetings)~~

~~1.3 AGMs~~ **AGM timing**

8.1 An AGM

8.1.1 Holding AGMs

~~The Corporation must be held before~~ hold an AGM within 5 months after the end of ~~November~~ each year. 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.

~~1.4 AGM business~~

~~AGM business includes:~~

- ~~• checking the register of members~~

- (b) ~~confirming~~ 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~~ General Meeting;
- (ii) Checking of details on the Register of Members (see rule 7.13.6 ~~presenting~~);
- ~~• the consideration of the reports: general, financial, directors'~~
- ~~• asking questions about how the corporation is managed~~
- ~~(ii)(iii) electing directors (if under Chapter 7 of the CATSI Act that are required) to be presented at the AGM;~~
- (iv) choosing an auditor ~~re~~election of Directors (if required);
- ~~(iii)(v) the appointment and agreeing on the fee.~~ remuneration of the Auditor (if any);
and

~~1.5 Calling general meetings~~

- (vi) The directors can call a general ~~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 or AGM 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.
- (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 or by circulating resolution.

8.5.5 Members may ask Directors to call General Meetings

- ~~(b)~~(a) The Directors must call and arrange to hold a General Meeting on the request of at least the required number of members can request the directors to call a general meeting. 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
Members in
corporation
Corporation

2 to 10 members
Members

11 to 20 members
Members

21 to 50 members
Members

51 members
Members or more

Number of members
Members
required to request a general
meeting
General Meeting

= 1 member
Member

= 3 members
Members

= 5 members
Members

= 10 per cent of members
Members

(c) ~~The members'~~A request under rule (a) above must:

(i) be in writing;

(ii) state any ~~resolutions~~resolution to be proposed at the ~~meeting~~General Meeting;

(iii) be signed by the ~~members~~Members making the request;

(iv) nominate a ~~member~~Member to be the contact ~~member~~Member on behalf of the ~~members~~Members making the request; and

(v) be given to the ~~corporation~~Corporation.

~~Within the 21 days~~Separate copies of receiving a document setting out the request ~~the directors must either call the meeting or apply to the Registrar to deny the request.~~

~~1.6~~ **Directors agree to the request**

~~If the directors agree to the request, they must call the general meeting within 21 days of receiving the members' request.~~

~~1.7~~ **Directors apply to the Registrar to deny the request**

~~If the directors resolve that:~~

(d) may be used for signing by Members if the wording of the request is frivolous or unreasonable or identical in each copy.

8.5.6 complying with **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 would be contrary was sent to them.

~~(e)~~(b) If the interestsDirectors 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 ~~members as a whole~~Registrar's decision.

(c) a directorIf 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

~~(f)~~(a) A Director, on behalf of all of the directorsDirectors, may apply to the Registrar for permission to deny the request ~~to call a general meeting,~~ if the Directors resolve:

~~Approved by a Delegate of the Registrar on 11 February 2020. Page 19 of 20~~

(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 ~~The directors'~~ would be contrary to the interests of the Members as a whole.

~~(g)(b)~~ An application to the Registrar under rule 8.5.6(b) ~~to deny the members' request~~ must:

(i) be in writing;

(ii) set out the ~~reasons why they wish to deny holding the meeting~~ ground on which the application is made; and

(iii) be made within 21 days after the ~~members'~~ request ~~for a meeting~~ was made.

~~(h)(c)~~ The ~~directors~~ Directors must, as soon as possible after making an application, give notice to the contact member ~~Member~~ notice that they have applied to the Registrar to deny the request. an application has been made.

1.8 General meeting business

~~General meetings business includes:~~

- ~~• confirming the minutes of the previous general meeting~~

7.28.6 considering the business or resolutions in the Requirements for notice of meeting: General Meeting

7.2-18.6.1 Notice for general meetings and AGMs General Meetings

(a) At least 21 days' notice must be given: of a General Meeting.

~~Subject to rule 8.6.1(c) Notice must be given to:~~

- ~~• each member individually~~
- ~~• the directors~~
- ~~• the contact person or secretary~~
- ~~• the auditor (if the corporation has one).~~

(b) , 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 ~~notice~~ 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:

set out:

- ~~the place, date and time for the meeting~~
 - ~~the business of (and, if~~ the meeting
 - ~~if a special resolution is being proposed, the exact wording of it~~
 - (i) ~~any~~ to be held in 2 or more places, the technology ~~to~~ that will be used in the meeting (if required) to do this;
 - (ii) ~~if a member~~ 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
 - ~~(ii)~~(iv) state if a Member can appoint a proxy. Proxy.
- (b) ~~Notices~~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 Member individually by sending by post a notice of the postponed meeting setting the new date, time and place.

8.7 Failure to their address, by fax, by email or via social media. Notice can also give notice

A General Meeting, or any proceeding at a General Meeting will not be given in a manner which follows Aboriginal or Torres Strait Islander custom: invalid just because the notice of the meeting was not sent to a person or a person has not received a notice.

~~A notice of meeting:~~

- ~~sent by post is taken to be given three days after it is posted~~

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- ~~sent by fax, or other electronic means, is taken to be given on the business day after it is sent.~~

7.38.8 Members' resolutions

8.8.1 ~~The required number of members can propose~~ Notice of Members' resolutions

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

| Number of membersMembers in corporationCorporation | Number of membersMembers required to request a general-meetingGeneral Meeting |
|---|--|
| 2- to 10- members Members | = 1- member Member |
| 11- to 20- members Members | = 3- members Members |
| 21- to 50- members Members | = 5- members Members |
| 51- members Members or more | = 10- per cent of members Members |

- (b) ~~The~~ A notice of a Members' resolution must:

(i) be in writing

(ii) set out the wording of the proposed resolution in writing; and must

~~(i)~~ (iii) be signed by the membersMembers proposing itto 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~~ Corporation must give notice of the resolution to all membersits Members notice of that resolution at the same time, or as soon as possible afterwards, in the same way as rule- it gives notice of a General Meeting.

- (c) ~~The corporation must consider the~~ Corporation does not have to give notice of a resolution if it is defamatory.

- ~~(e)~~ (d) In order for a Members' resolution to be considered and put to the vote at a General Meeting, at least 75% of the next general meeting which is being held more than 28 days after Proposing Members must be present at the notice from the members has been given to the corporation. General Meeting.

7.48.9 Quorum at ~~general meetings~~General Meetings and AGMs

8.9.1 Quorum

(a) The quorum for a ~~meeting of the Corporation Members~~ General Meeting is 20 ~~people~~ Members that are able to ~~vote~~ at that meeting.

(b) The quorum must be present at all times during the ~~whole~~ meeting. If

8.9.2 Adjourned meeting where there is no quorum after one hour

(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 ~~until~~ to the same time of the same day in the next week at the same time, and at the same place, ~~unless the Corporation specifies otherwise.~~

(b) If ~~there is still~~ no quorum, is present at the resumed meeting is cancelled within 1 hour after the time for the resumed meeting, the meeting is dissolved.

7.4.28.9.3 How to count the quorum

To work out if there is a quorum:

(a) count each ~~member~~ Member present at the meeting (if a ~~member~~ Member also holds a ~~proxy~~ Proxy, that ~~member~~ is only counted once); and

(b) if rule ~~8.15~~ 8.13 allows proxies and a ~~member~~ Member has appointed a ~~proxy~~ Proxy and the ~~member~~ Member is also present at the meeting, do not count the ~~member's~~ Member's Proxy holders if they are not a ~~member~~ Member.

7.58.10 Chairing ~~general meetings~~ General Meetings and AGMs

(a) ~~The directors can~~ Directors may elect ~~someone~~ an individual to chair a General Meeting (Chairperson).

(b) ~~The Members at a General Meeting must elect a Chairperson to chair the meeting. If they don't, if:~~

(i) ~~the members must elect someone.~~ Directors have not already elected a Chairperson; or

(ii) ~~a previously elected Chairperson is not available or does not want to chair the meeting.~~

~~(a)~~ (c) ~~The Chairperson must adjourn a General Meeting if the majority of Members present agree or direct that the Chairperson do so.~~

7.68.11 Using technology at ~~general meetings~~ General Meetings and AGMs

General ~~meetings and AGMs~~ Meetings can be held at more than one place using any technology that gives ~~members a way of taking part but the type of technology to be used must be set out in the notice of meeting.~~ Members as a whole a reasonable opportunity to participate.

7.78.12 Voting at ~~general meetings~~ 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 memberMember 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.
- ~~(b)~~(c) The chairpersonChairperson 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 ~~meeting may~~General Meeting:

- (a) May only be made at the meeting; ~~and must~~
- ~~(e)~~(b) Must be determined by the ~~chairperson, whose decision is final.~~ Chairperson.

8.12.4 How voting is carried out by show of hands

- (a) A resolution put to the vote is decided by majority on a show of hands, unless a pollPoll is demanded under rule .
- ~~(d)~~(b) The chairpersonChairperson tells the meeting whether they have received any proxyProxy votes and how they are to be cast.
- (c) The chairperson declares the results of the vote, onOn a show of hands, or when a polldeclaration 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

- ~~(e)~~(a) At a General Meeting, a Poll can be demanded by:

1.9 Demanding a formal count (i.e. a poll)

- (i) Either the chairpersonThe Chairperson; or
- ~~(i)~~(ii) any memberMember entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

(b) A ~~poll~~Poll may be held insteaddemanded:

(i) Before a vote is taken;

(ii) Before the voting results on a show of ~~hands~~ are declared; or-

~~(ii)(iii)~~(iii) immediately after, the voting results on a vote decided by majority on a show of hands ~~are declared~~.

(c) A ~~poll~~Poll demanded on any matter must be taken immediately. The ~~chair~~Chair of the meeting ~~directs~~will direct how the ~~poll~~Poll will be taken.

~~(f)~~(d) A demand for a Poll may be withdrawn.

7.88.13 Proxies at ~~general meetings~~General Meetings and AGMs

(a) Members can appoint another ~~member~~Member as their ~~proxy~~Proxy to attend meetings and vote for them.

(b) A ~~member~~Member can only appoint one ~~proxy~~Proxy per meeting.

(c) A person appointed by a ~~member~~Member as their attorney under a power of attorney may not give a ~~proxy~~Proxy to another ~~member~~Member or person to attend meetings and vote for them.

(d) A ~~proxy~~Proxy appointment must contain the ~~member's appointing~~Member's name and address, the ~~corporation's~~Corporation's name, the ~~proxy's~~Proxy's name, the meeting where the ~~proxy~~Proxy is going, and it must be signed by the ~~member appointing~~Member.

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

(e) The ~~corporation~~Corporation must receive the ~~proxy's~~Proxy's appointment at least 48 ~~hours~~ before the meeting.

(f) A person must not be a ~~proxy~~Proxy for more than three ~~members~~Members.

7.98.14 Other people at ~~general meetings~~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 ~~chairperson~~Members, by resolution, may allow any non-~~member~~Member to attend ~~general meetings and AGMs~~. But the person—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.

1.40 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~~Postponing a general meeting or AGM~~

~~After notice has been given for a general meeting or AGM 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 or a natural disaster).~~

~~The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.~~

~~The directors 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.~~

2. Directors

2.1 Role of directors

~~The directors provide oversight of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors set the direction for the business of the corporation and manage the CEO, who is responsible for the operation of the corporation.~~

~~The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.~~

2.2 Number of directors

~~The Corporation must not have more than 8 Directors in total, including Independent Directors (if any).~~

(d) If the

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 elects to have Independent Directors, it may have no more than 2 Independent Directors.~~

~~The Board of may have up to 8 Directors must include an equal number of Members who~~

~~Approved by a Delegate of the Registrar on 14 February 2020 on Page 26 (ICN:7837).~~

are comprising:

(a) 6 Yinhawangka Directors, of which

(i) 2 must be descendants from the three Yinhawangka 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

~~(ii)(i) Minatangunha; and~~

~~(iii)(i) Jardhunha; and~~

~~(iv)(i) Thurantajinha & Wilga.~~

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

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

7.109.2 Eligibility of directors for appointment as a Director

Subject to rule 9.2(b) and 9.2(c) A director (other than a director appointed under rule) must be:

- ~~• at least 18 years old~~
- ~~• a member~~

(a) a, 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;

(A)(F) for Yinhawangka person Directors, standing and respect within the Yinhawangka;

- ~~• consent in writing before being appointed as a director.~~

(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.

(b)(c) A person is not eligible to become a ~~director~~Director if the person:

(i) subject to (b), has been disqualified from managing-:

(A) corporations; ~~or 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~~Corporation; or

~~• is currently serving a term of imprisonment of three months or more; or~~

(~~+~~)~~(iv)~~ was a ~~director~~Director of the ~~corporation~~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~~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 09.2(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.

7.119.5 Majority of ~~director~~Director** requirements**

A majority of ~~directors of the corporation~~**Directors** must:

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

~~Not more than one person from each immediate family and not more than two persons from each of the Yinhawangka apical ancestors is/are eligible to be a director at any one time.~~

9.6 ~~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~~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.

2.3 ~~How to become a director~~

- (d) The process of ~~electing~~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.

- ~~Minatangunha; and~~
- ~~Jardhunha; and~~
- ~~Thurantajinha & Wilga~~

~~The Chairperson will make a final decision on any dispute which may arise in relation to the process of electing the Directors.~~

~~If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule).~~

- (e) Before being appointed as a ~~director,~~Director:

(i) the Board must review the person's application and determine if the person is eligible in accordance with rule 9.2; and

~~(i)~~(ii) the person must give the ~~corporation~~Corporation their consent in writing to act as a ~~director.~~Director.

- ~~(e)~~(f) The ~~corporation~~Corporation must notify the Registrar of the ~~director's~~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.

2.4 ~~Appointment of Independent Directors' terms of appointment and rotation~~

9.7.2 Directors-

- (a) Independent Directors will be ~~elected on rotation for a two-year term, so that the appointment of half of~~ 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 ~~1.19.7.2;~~ and

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- (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 expires

- (f)(a) Subject to this Rulebook, each year. They are eligible to be re-elected. 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.
- (g)(b) To implement the rotational system:
 - (i) Both ~~member~~Yinhawangka Directors and ~~specialist directors~~Independent Directors appointed during the special administration period which commenced on 16-May 2019 will be appointed until the 2021 AGM.
 - (ii) At the 2021 AGM half of the ~~directors'~~Directors' appointments will expire.
- (h)(c) The ~~directors~~Directors will decide by resolution at a ~~directors~~Directors meeting prior to the 2021 AGM as to which ~~directors~~Directors will be standing down. They will be eligible to be re-elected. The remaining ~~directors'~~Directors' appointments will expire at the 2022 AGM. All new ~~directors~~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~~Director appointed.

~~(f)(d)~~ If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all ~~directors~~Directors expire so that there are no ~~directors~~Directors appointed at a particular time, the ~~directors~~Directors holding office immediately before the expiry will continue to hold office until the ~~members~~Members appoint new ~~directors~~Directors or reappoint the existing ~~directors~~Directors by resolution at a ~~general meeting~~General Meeting.

~~2.5~~ **Independent or specialist non-member directors**

~~Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities. and has completed a Director's course approved by the Australian Institute of Company Directors (or does so within the first year of his or her term as a Director of the Corporation)~~

~~The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.~~

~~Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director.~~

~~Independent or specialist non-member directors will be appointed for a term of two years, and they can be reappointed.~~

~~2.6~~ **How to fill casual vacancies**

~~The directors can appoint a person as a director to fill a casual vacancy.~~

9.10 A casual vacancy is where a ~~How a person ceases to be a Director~~

~~A person stops being a director before their term of appointment expires (see rule) and so the position of that director is vacant.~~

~~(j)(a) The person must meet the director eligibility criteria in rule and any criteria that applies to the particular vacancy.~~

~~(k)(a) The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.~~

~~However, a person's 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.~~

~~2.7~~ **How to stop being a director**

~~A person stops being a director~~ Director if:

~~(f)(a)~~ the directorperson 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;

~~• a person resigns as a Director as provided for in rule 9.11~~ the director resigns in writing

~~(c)~~ the director's;

~~(m)(d)~~ the person's term of appointment as Director expires;

~~• the director~~ person is removed as a ~~director~~Director by the Members or Directors in accordance with rule 9.12~~members or the other directors~~

~~Approved by a Delegate of the Registrar on 14 February 2020 on Page (ICN:7837).~~

~~(n)(e) or the director is disqualified from managing a corporation CATSI Act; or~~

- ~~• the director ceases to be a member, but was a member when they became a director~~

~~(e)(f) Member (in the director is convicted case of an offence and is serving a term of imprisonment of three months or more in respect of that offence is not eligible to remain as a director. Yinhawangka Director).~~

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

2.8 How to remove a director

9.11 By 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

~~(p)(a) The Corporation may by resolution in a general meeting General Meeting, remove a Director from office despite anything in:~~

- ~~• 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule -) for the purpose of removing a director.)~~

~~(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.~~

~~(q)(c) The corporation Corporation must give the director Director concerned a copy of the notice as soon as possible after it is received.~~

~~(d) The director can give the corporation The Director concerned is entitled to put his or her case to the Members by:~~

~~(i) giving the Corporation a written statement and speak for circulation to Members; or~~

~~(ii) speaking to the motion at the meeting.-~~

~~(e) The Corporation is to circulate the written statement must be given under rule above to Members by:~~

- ~~(i) sending a copy to everyone entitled to whom notice of the meeting (see 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) By 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.~~

Removal by the other directors:

7.11.29.12.2 Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.

- ~~(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 a Director concerned notice in writing and they must give the director:~~
 - ~~(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~~
 - ~~(ii) Stating that the Director concerned has 14 days to object in writing to the removal.~~
- ~~(d) If the director objects, theyIf 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. Director concerned.~~

(ii) ~~The director can only then be removed at a general meeting or AGM Corporation, by resolution in General Meeting, may remove the Director in accordance with rule 9.12.1.-~~

~~(f) Directors'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 officers' Duties of Directors

10.1 General Duties

~~(b)(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:~~

~~The duties are:~~

~~(i) a duty of care and diligence;~~

~~(ii) a duty of good faith and to act in the best interests of the corporation Corporation;~~

~~(iii) a duty to disclose a conflict of interest Material Personal Interests;~~

~~(iv) a duty not to improperly use position or information; and~~

~~(v) a duty to not trade while insolvent.~~

2.9 Conflict of interest

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.~~

~~Approved by a Delegate of the Registrar on 14 February 2020 on Page 35 (ICN:7837).~~

- (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~~ Director who has, or thinks they may have, a conflict of interest in a corporation or Material Personal Interest in matter must tell the that relates to the affairs of the Corporation must give other Directors notice of the interest unless rule 10.6(b) directors. This includes, but is not limited to, a material personal says below.

~~(e)~~(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;

(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) director above must:

(i) give details of ~~what~~:

(A) the nature and extent of the interest ~~is~~; and ~~how it relates~~

(B) the relation of the interest to the ~~corporation~~. ~~These details must affairs~~ of the Corporation;

(ii) be given at a ~~directors'~~ 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) ~~possible, and above~~ must be recorded in the minutes of the Directors' meeting referred to in rule 10.6(c)(ii) ~~above~~.

~~A director who has a conflict of interest must not:~~

(e) ~~be present~~ A contravention of this rule by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

• ~~A Director who has disclosed a Material Personal Interest in a matter that is being considered at a directors' meeting of the Board must not be present while the matter in question is being considered~~

• ~~or vote on the matter-~~

~~unless they have been granted approval by:~~

(e)(f) ~~the other directors (those that~~ Directors who do not have a ~~conflict of interest~~ passing Material Personal Interest in the matter have passed a resolution, or that:

• ~~the Registrar in writing.~~

2.10 ~~Payments to directors~~

(i) A director ~~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 a salary or sitting fees for work~~ such reasonable remuneration as the Members in a General Meeting decide.

(b) Rule ~~(a director. All directors including office holders will be entitled)~~ 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

(i)(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 ~~same rate of salary or sitting fees.~~ have been complied with.

~~(c) The director salaries or sitting fees~~ 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.~~

~~(f)(d) The Director remuneration~~ shall be determined ~~by the members in a general meeting~~ 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~~ Directors and similar corporations with similar ~~objects~~ Objectives.

~~Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).~~

~~The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.~~

7.1210.8 Related party benefit

~~(a) If a corporation wants~~ For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a ~~director or other~~ related party ~~(including a spouse, child of the Corporation):~~

~~(i) the Corporation or parent of a director) entity must comply with Part 6.6:~~

~~(A) obtain the approval of the Members in the way set out in Division 290 of the CATSI Act, and, where _~~

~~(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, follow the procedure to get the approval of the members, 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.~~

7.1310.9 **Delegation of ~~directors'~~Directors' powers**

- (a) The ~~directors can pass a~~ Directors may by resolution ~~to~~ delegate any of their powers to:
- ~~another director~~
 - (i) a committee of ~~directors~~ Directors;
 - (ii) a Director;
 - (iii) a sub-committee of the Corporation;
 - ~~(ii)(iv)~~ (iv) an employee of the ~~corporation~~ Corporation; or
 - ~~(iii)(v)~~ (v) any other person.
- (b) ~~The~~ A delegate must ~~follow the exercise~~ the powers delegated in accordance with any directions of the ~~directors when using the delegated powers.~~ Directors, this Rule Book and the CATSI Act.
- (c) The exercise of ~~the~~ a power by ~~the~~ a delegate is as effective as if the ~~directors~~ Directors had exercised it ~~themselves. This means the directors are still responsible for what the delegate does with the powers.~~
- (d) Delegates must report to ~~directors~~ 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.

7.1411.2 **Calling and giving notice of ~~directors'~~Directors' meetings**

The Directors must meet at least every three months.

All directors must be given reasonable notice will normally determine the date, time and place of a directors' each Directors' meeting.

- (a) ~~The directors will usually decide at~~ the previous meeting ~~when and where the next meeting will be.~~
- (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.

7.1511.3 Quorum ~~for directors'at Directors'~~ meetings

The quorum for a ~~director's~~Directors' meeting ~~shall be~~is a majority of ~~the directors (including independent or specialist non-member directors) of the corporation. A majority of the directors~~Directors, and the quorum must be present at all times during the meeting.

7.1611.4 Chairing ~~directors'Directors'~~ meetings

~~There must be a chair for each directors' meeting.~~

(a) ~~If someone~~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 the person~~

(~~ii~~) A previously elected ~~as~~ chair is not available, ~~the directors must elect a director~~present or declines to chair, for the meeting ~~(other than or part of the CEO) meeting.~~

~~When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.~~

2.11 Using technology

~~Directors' meetings can be held at more than one place using any technology, as long as all directors at the meeting agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.~~

2.12 Resolutions by directors

~~Directors pass a resolution at a directors' meeting by a majority of the votes.~~

~~• Each director (including independent or specialist non-member directors) has one vote.~~

(~~b~~)~~(c)~~ The ~~chairperson~~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 ~~can~~. 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'~~Directors' meeting being held, if ~~all directors~~ ;
 - (i) all the Directors entitled to vote on the resolution sign a ~~statement saying that they are in favour of it.~~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.

8.12. Secretary or Contact person or secretary Person

~~Small and medium corporations have a contact person. Large corporations have a secretary.~~

- (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.

(a)(c) The ~~directors~~ Directors appoint a ~~contact person/secretary~~ Secretary or Contact Person.

~~The contact person/secretary must be at least 18 years old.~~

(b)(d) ~~The directors decide the contact person/secretary's pay and~~ A Secretary or Contact Person holds office on the terms and conditions of employment, if any, (including remuneration) that the Director's determine.

(e)(e) ~~The contact person/secretary~~ A person appointed with their consent to be the Secretary or Contact Person and registered with the Registrar as such, must pass on any ~~correspondence~~ communications received relevant to the Corporation to at least ~~one~~ 1 of the ~~directors~~ Directors within 14 days of receiving it.

~~The contact person/secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.~~

(d)(f) ~~The corporation~~ The Corporation must send the Registrar a ~~contact person's/secretary's details~~ 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.

3. The Corporation must keep each consent received under rule 12(a) Records

~~The corporation must keep the:~~

(h) 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;

- (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 ~~meetings~~ Directors and General Meetings (in writing or as an audio or video recording);
 - rule book (constitution)
 - (ii) registerRule Book;
 - ~~(ii)~~(iii) Register of membersMembers and former membersFormer Members;
 - ~~(iii)~~(iv) names and addresses of directorsDirectors, officers and the contact person/secretarySecretary or Contact Person; and
 - ~~(iv)~~(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.

9.15. Finances

15.1 Financial records Obligation to keep financial records

The ~~corporation~~Corporation must keep written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance;
- ~~would enable true and fair financial reports to be prepared and audited.~~
- ~~When the corporation is a trustee it must also keep written financial records for the trust.~~
- ~~The corporation must follow these procedures.~~
- ~~The corporation must give receipts for all money it receives.~~
 - ~~All money of the corporation must be deposited into a corporation bank account.~~
- (b) ~~All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.~~ the Australian Accounting Standards;
- ~~All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.~~
- (c) ~~All payments made out of the corporation's money must be supported by adequate documents.~~ 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.

- ~~Period for which explain the nature and purpose of the payment.~~
- ~~The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).~~

15.2 ~~The financial records must be retained for seven~~

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

4. ~~Application of funds~~

~~The corporation is a not-for-profit corporation.~~

15.3 ~~The directors can use~~ Physical format

If the money 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

~~Approved by a Delegate of the Registrar on 14 February 2020 on RNTBC (ICN:7837).~~

- (b) a small or medium Corporation, the records that the Corporation is required to keep under rules 14 and 15.1 ~~property~~ 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 to carry out Corporation (other than its objectives- ~~(see~~ 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 directors cannot directly or indirectly give any money or property Corporation must allow a person to exercise the person's rights to inspect or take copies of the Books under this rule 15.5 corporation to members of the corporation.
- (d) This rule 15.5 does not stop limit any right of access to the corporation Books of the Corporation that a person has apart from this rule 15.5 making.

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.
- A person authorised to inspect records under rule 15.6(b) a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
 - payment to a member in carrying out the corporation's objectives.
- (c) 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.

10.16. Dispute resolution-

16.1 If a dispute-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 first 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~~Dispute is not resolved informally in accordance with rule 16.2~~within 10 business days,~~, then any party to the Dispute may give a ~~dispute~~any other party to the Dispute written notice to the other parties identifying the particulars of the Dispute (**Dispute Notice**).

~~(b) The dispute notice~~ A party to a Dispute that provides a Dispute Notice to another party ~~must be in writing and must say what~~ 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.~~

~~(b)(d) If the subject matter of the dispute is about. It must be given to the corporation 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.~~

~~The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.~~

~~If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.~~

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.~~

10.216.5 Seeking assistance from the Registrar

- (a) If a ~~dispute~~Dispute or any part of a ~~dispute~~Dispute relates to the meaning of any provision of the CATSI Act or the ~~corporation's rule book~~Corporation's Rule Book, the ~~directors~~Directors or any party to the ~~dispute~~Dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a ~~dispute~~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. For more information on members' rights see rule-~~

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11.17. Changing the rule bookRule Book

~~The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.~~

~~Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:~~

- ~~● rule book changes~~
- ~~● special resolution~~

~~The proposed Delegation of the Registrar to All Federal Corporation RNTBC (ICN:7837).~~

- ~~minutes of the meeting.~~

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

~~5. Gift fund rules~~

~~The corporation shall maintain for the main purposes of the corporation a gift fund:~~

~~17.1 to be named 'The Yinhawangka Aboriginal Steps to Changing the Rulebook~~

- ~~For the Corporation RNTBC Gift Fund'~~
- ~~which must receive gifts of money or property for the purposes (objectives) of the corporation~~
- ~~which must have credited to it any money received by the corporation because of those gifts.~~

~~The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.~~

~~The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.~~

~~Receipts issued for gifts to change the gift fund Rule Book, the following steps must state be complied with:~~

- ~~the full name of the corporation~~
- ~~the Australian Business Number (if applicable) and the Indigenous The Corporation Number (ICN) of the corporation~~
- ~~the fact that the receipt is for a gift.~~

~~As seen as:~~

- ~~the gift fund is wound up, or~~
- ~~the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*~~

~~(a) any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997* 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 16.617 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).
- (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.

12.19. Winding up

12.119.1 Surplus assets of the ~~corporation~~ Corporation

(a) Where:

- (i) the ~~corporation~~ 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~~ Corporation exist.

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

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

5.1 Surplus assets of gift funds

~~If the Australian Tax Office allows the corporation to give tax deductible receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.-~~

Schedule 1—

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;
 - ~~(vii)(viii)~~ if a word or phrase is defined its other grammatical forms have corresponding meanings; and
 - ~~(viii)(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

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| 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 Determination of Native Title | has the meaning given to that phrase in the Native Title Act; |
| Approved Process | <p>means:</p> <p>(a) — in the case of a decision by the Native Title Claim Group of a Yinhawangka Claim, a traditional decision making process, or if there is no such process, then an agreed and adopted decision making process, by which the members of the Native Title Claim Group make decisions in relation to the Yinhawangka Claim; and in the absence of any traditional or agreed and adopted decision making process of that kind, means the decision making process by which the members of the Native Title Claim Group authorised the making of the Yinhawangka Claim; and</p> <p><u>in the case of a decision by the Common Law Holders of the native title 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;.</u></p> |
| Auditor | means an auditor appointed under the provisions of the Rule Book.- |
| Auditor's Annual Report | means an annual report prepared by the Auditor under the provisions of the Rule Book.— |
| Books | Include <u>include</u> a register, any record of information, financial reports or records, or documents of a Corporation however compiled, recorded or stored.- |
| BMS | <p>means both of:</p> <p>(a) the Yinhawangka Charitable Trust established by a deed between {Settlor}<u>Katherine Anne Holloman</u> as settlor and The Myer Family Company Limited as trustee <u>dated 14 November 2012</u>; and</p> <p>(b) the Yinhawangka Direct Benefits Trust established by a deed between {Settlor}<u>Katherine Anne Holloman</u> as settlor and The Myer Family Company Limited as trustee <u>dated 14 November 2012</u>.</p> |
| 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.- |
| CEO Eligibility Criteria | <p>The CEO must demonstrate proven management capabilities and results and:</p> <p>(a) — an understanding of and previous experience working with Indigenous communities;</p> |

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| | <p>(b) — previous management experience;</p> <p>(c) — tertiary education in a relevant field, with a minimum university degree of 3 years or a similar level of experience in lieu of such degree;</p> <p>(d) — acceptable police clearance certificate; and</p> <p>(e) — effective strategies to promote training and development within the Yinhawangka People to allow for and encourage capacity building and executive independence.—</p> |
| 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 <u>means</u> a resolution of the Directors passed according to provisions of the Rule Book. |
| Claimant Application | has the meaning given to that phrase in the Native Title Act. |
| Common Law Holders | has the meaning given to that phrase in the Native Title Act. |
| Consensus | means the general agreement among those present at <u>a</u> 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 | <u>means a person elected or appointed as contact person of the Corporation in accordance with rule 12.</u> |
| Corporation | means Yinhawangka Aboriginal Corporation RNTBC to which this Rule Book applies as registered with ORIC. |
| Determination Area | means: <p>(a) the <u>area</u> land and waters the subject of Native Title determined in a Yinhawangka Determination; and</p> <p>any other area where it may be determined by a court of competent jurisdiction that the Yinhawangka People hold Native Title Rights and Interests.</p> |
| 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 | <u>has the meaning given in rule 16.1</u> means a dispute in relation to the operation of the Corporation between any one of more of the persons or bodies of persons referred to in a paragraph below and any other person or body of |

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| | <p>persons referred to in another paragraph:-</p> <p>(a) the Members,</p> <p>(b) Directors,</p> <p>(c) Applicants,</p> <p>(d) the trustee of the BMS;</p> <p>but to avoid doubt does not include a dispute between Members, or between the Directors.</p> |
| Dispute Notice | has the meaning given <u>in rule 16.3</u> to it under the Dispute Resolution provisions of the Rule Book. |
| Dispute Resolution Process | means the procedure outlined in the Rule Book for resolving a Dispute. |
| 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.– |
| <u>ILUA Regulations</u> | <u>means the <i>Native Title (Indigenous Land Use Agreements) Regulations 1999 (Cth)</i>.</u> |
| 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> <p>(a) is not and has not been a member of the Yinhawangka People;</p> <p>(b) is not and has not been a relative or spouse of a member of the Yinhawangka People;</p> <p>(c) does not have a membership interest (in accordance with with section 960-135 of the Tax Law) in a related entity;</p> <p>(d) is not and has not within a period of 3_years prior to their appointment as a Director been:</p> <p>i. an employee of, officer of, consultant to, advisor to, auditor of or other service provider to the Yinhawangka People or a related entity;</p> <p>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</p> |

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| | <p>related entity.-</p> <p>(e) has no material contractual relationship with a related entity or the Yinhawangka People, other than as a Director;</p> <p>(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 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 | has the meaning given to that phrase in the Native Title Act |
| Native Title Act | means the <i>Native Title Act 1993</i> (Cth). |
| Native Title Claim Group | has the meaning given to that phrase in the Native Title Act. |
| Native Title Claim Area | means the land and waters the subject of the Yinhawangka Claim. |
| Native Title Decision | has the same meaning given to that phrase in regulation 3 of the PBC Regulations. |
| Native Title Rights and Interests Legislation | has the meaning given to that phrase <u>term</u> in the Native Title <u>CATSU</u> 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) <u>7.3(a)(i).</u> |
| ORIC | means the Officer <u>Office</u> 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</i> |

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| | 1999 (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 People | means the register to be maintained in accordance with rule 6. |
| Registrar | means the Registrar of ORIC from time to time.— |
| Representative Registered Native Title Body Corporate | has the meaning given to that phrase in <u>section 253 of</u> the Native Title Act.— |
| Resolution Registrar | means the Registrar of ORIC from time to time. means a Resolution that must be passed by at least 51 per cent of the votes cast by the Members present or voting by Proxy.— |
| 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 that must be <u>resolution of the Corporation passed at a General Meeting by at least not less than 75 per cent%</u> of the votes cast by the Members <u>entitled to vote on a resolution of which written notice was provided in accordance with rule 8.6</u> present or voting by Proxy.— |
| Yinhawangka Claim | means: (a) — the Claimant Applications lodged in the Federal Court and allocated numbers WAD340/10 (NNTT WC10/16) and WAD216/10, (NNTT WC10/11); and (b) — any other Claimant Application which: (i) — is authorised by all or a substantial number of the persons who are, immediately before the filing of the claimant application, Yinhawangka People; and is in addition to, substitution for or in replacement of the Claimant Application referred to in paragraph (a) above; |

**Yinhawangka
Determination**

means ~~an~~:

~~(a) the Approved Determination of Native Title made pursuant to made in favour of the Yinhawangka Claim that native title exists in respect of some part of the area the subject 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 Claim and is held by, amongst others, some or all members of the Native Title Claim Group in respect of the Yinhawangka Claim. People.~~

**Yinhawangka
People**

means ~~all of the following persons from time to time:~~

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

~~(a) were members of are descended from, in accordance with the traditional laws acknowledged and the Native Title Claim Group in respect of traditional customs observed by the Yinhawangka Claim immediately before the determination was made People:~~

~~• Minatangunha;~~

~~• Jarndundha; or~~

~~(i) are part of the same native title holding community or group as the persons referred to in paragraph (a)(i) above;~~

~~• the Native Title Claim Group in respect of the the couple Thurantajinha and Wilga; and~~

~~(a) identify themselves as Yinhawangka Claim; and~~

~~(b) if at any time there are no persons under paragraphs (a) and (b), those Aboriginal persons who from time to time:~~

~~(a)(b) come within the description of the Native Title Claim Group in respect of the under traditional law and custom and are so identified by other Yinhawangka Claim immediately prior to the People as Yinhawangka Claim being dismissed, withdrawn or the subject of a determination of native title; or; and~~

~~(i) are lineal descendants of a person referred to in paragraph (c)(i) above; and~~

~~(b)(c) have rights or responsibilities under Aboriginal law and custom in respect of a connection with the land and waters the subject of of the Determination Area, in accordance with the traditional laws acknowledged and the traditional customs observed by the Yinhawangka Claim immediately prior to the Yinhawangka Claim being dismissed, withdrawn or the subject of a determination of native title People,~~

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

Schedule 2—

PBC and RNTBC Rules

1. ~~S2.1~~ 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 ~~regulation 8 of~~ the PBC Regulations before making a Native Title Decision;
- (c) inform and consult with ~~a Native Title~~ the relevant Representative Body, in accordance with ~~regulation 8 of 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. ~~S2.2~~ 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 ~~S2.3~~. The processes set out in item ~~S2.3~~ 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) a decision 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); ~~of~~

~~(ii)(iii) a decision~~ 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 ~~PBC; Corporation; or~~

~~(iii)(iv) or a decision to consent to include~~ one or more consultation processes in the ~~PBC~~ Rule Book,

then these Native Title Decisions must be made in accordance with item ~~S2.4~~, unless the Yinhawangka People have agreed and adopted different processes for making certain Native Title Decisions under item ~~S2.5~~, in which case, those agreed and adopted processes shall apply.

- (c) Item ~~S2.5~~ 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. ~~S2.3—Alternative Consultation Processes~~

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

4. ~~S2.4—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 ~~S2.6 5~~, then the Yinhawangka People agree and adopt the process set out in ~~item S2-items 4.4(d) and S2.4.5(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 ~~5.6~~ 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;
- (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, ~~including by consulting. The Directors may consult with and considering~~ consider the views of ~~a Native Title~~ 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. ~~S2.5~~—Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions

- (a) Subject to item ~~S2.2~~ and where permitted under the PBC Regulations or any other law, the Yinhawangka People may decide at a meeting under item ~~S2.4~~ 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 ~~S2.4~~ processes, may revoke any such agreed and adopted processes made under this item ~~S2.6~~ from time to time and agree and adopt alternative processes under item ~~S2.5~~.

6. ~~S2.6~~—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—Application for membership

Appointment of proxy form

YINHAWANGKA ABORIGINAL CORPORATION RNTBC

ICN 7837

Application for membership

Appointment of proxy

I, _____ (first full name- of applicant/member)
of _____ (address of member)

am a member of the corporation.

I appoint _____ (last full name of applicant/proxy)
of _____ (address of applicant/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

~~apply for membership of the corporation.~~

~~I declare that I am eligible for membership.~~

~~I am: Aboriginal Torres Strait Islander neither~~

~~Signature of applicant~~ _____

~~Date~~ _____

Corporation use only

| | |
|---|----------|
| Application received | Date: |
| Application tabled at directors' meeting | Date: |
| Directors consider applicant is eligible for membership | Yes / No |

| | |
|--|----------|
| Directors approve the application | Yes / No |
| If approved, new members' details added to register of members | Date: |
| Applicant notified of directors' decision | Date: |

Schedule 4—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 ~~5~~4

Consent to become a director form

YINHAWANGKA ABORIGINAL CORPORATION RNTBC

ICN 7837

Consent to become a director

I, _____ (full name of person)

of _____ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

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

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

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

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

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

Signature _____ of person

Date

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

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

~~Approved by a Delegate of the Registrar of Aboriginal Corporations RNTBC (ICN:7837).~~