

# Rule Book

# Jamukurnu- Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC

**ICN 4207**

This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (the CATSI Act)*.

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## **1. Name**

The name of the corporation is Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC

## **2. Dictionary and interpretation**

See Schedule 1– Dictionary and interpretation for the meaning of the terms and phrases used in this Rule Book.

## **3. Objectives**

Subject to this Rule, the objects for which the Corporation is established are to:

- a) provide direct relief from poverty, sickness suffering, misfortune, destitution or helplessness among Aboriginal people, especially the Common Law Holders;
- b) be and to perform the functions of a Prescribed Body Corporate, for the purpose of being the subject of a native title determination under sections 56 and 57 of the Native Title Act;
- c) protect, preserve and advance the traditions, law, languages, culture and customs of Aboriginal people, especially the Common Law Holders; and
- d) hold title to any Vested Land.
- e) Without limiting the generality of the above, the Corporation may:
- f) advance and promote the well-being of Aboriginal people, especially the Common Law Holders;
- g) provide environmental, social, economic and cultural benefits to Aboriginal people, especially the Common Law Holders;
- h) maintain, protect, promote and support the culture, native title traditions and customs, economic development, interests and social progress of Aboriginal people, especially the Common Law Holders; and
- i) support and provide education, training and employment for Aboriginal people, especially the Common Law Holders.

In carrying out its objects, the Corporation shall ensure no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to any Member, except for the payment in good faith of reasonable and proper remuneration to any Member, officer, servant, agent or employees of the Corporation, for, or in return for, services actually rendered to the Corporation

## **4. Powers of the Corporation**

Provided that the Corporation acts in a manner that is consistent with the CATSI Act, the PBC Regulations and these Rules the Corporation has the power to do anything lawful to carry out the Objectives except the Corporation must:

- (a) not charge any application fees for membership or any annual membership fees and
- (b) ensure that any Native Title Rights and Interests are not:
  - (i) assigned, restrained, garnished, seized or sold;
  - (ii) made subject to any charge or interest; or
  - (iii) otherwise affected;as a result of:
  - (iv) the incurring, creation or enforcement of any debt or other liability of the Corporation; or
  - (v) any act done by the Corporation.

## **5. Functions – prescribed body corporate**

Subject to the provisions of the Native Title Act, the PBC Regulations and these Rules, the Corporation shall perform the following functions:

- (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;
- (c) 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;
- (d) invest or otherwise apply money held in trust as directed for the benefit of the Common Law Holders;
- (e) hold Native Title Rights and Interests in trust for the Common Law Holders;
- (f) enter into agreements, including as trustee for the Common Law Holders; and
- (g) any other function relating to the Native Title Rights and Interests.

Without limiting the generality of the above, the Corporation may:

- (h) initiate and participate in transactions for, on, or relating to the Determination Area;
- (i) receive and spend grants of money from the Commonwealth or State Governments or from any other source;
- (j) consult other persons or bodies;
- (k) enter into agreements;
- (l) exercise procedural rights arising from the operation of the Native Title Act or other law of the Commonwealth of Australia or State of Western Australia; and
- (m) accept notices required by any law of the Commonwealth of Australia or State of Western Australia to be given to the Common Law Holders.

## **6. Membership of the Corporation**

### **6.1 *How to become a Member***

A person becomes a Member if:

- (a) the person wants to become a Member and applies in writing;
- (b) the person is eligible for membership;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

### **6.2 *Who can apply to become a Member (eligibility for membership)?***

- (a) Only Common Law Holders who are at least 18 years old can become Members. Common Law Holders are:
  - (i) those people known as the Martu People. The Martu people are those Aboriginal people who hold in common the body of traditional law and culture governing the Determination Area and who identify as Martu and who, in accordance with their traditional laws and customs, identify themselves as being Members of one, some or all of the following language groups:
    - (A) Manyjilyjarra;
    - (B) Kartujarra;
    - (C) Kiyajarra;
    - (D) Putijarra;
    - (E) Nyiyaparli;
    - (F) Warnman;
    - (G) Ngulipartu;
    - (H) Pitjjarla;

- (I) Kurajarra;
- (J) Jiwaliny;
- (K) Mangala; and
- (L) Nangajarra, or
- (ii) those Ngurrara People who are the Aboriginal people who in accordance with their traditional laws and customs identify themselves and their forebears as:
  - (A) Jiwaliny;
  - (B) Mangala;
  - (C) Manyjilyjarra;
  - (D) Walmajarri; and
  - (E) Wangkajunka, or
  - (F) Any combination of Rule 6.2(a)(ii)(A)-(E); andhold in common the body of traditional law and culture governing the Shared Area.

### **6.3 *Membership application***

- (a) A person (the Applicant) who wants to become a Member must apply to the Corporation.
- (b) The application must be in writing using the application form attached at Schedule 2 – Application for membership form of this Rule Book.

### **6.4 *Deciding membership applications***

- (a) The Directors will consider and decide membership applications.
- (b) The Directors must not accept an application for membership of the Corporation unless the Applicant:
  - (i) applies according to Rule 6.3; and
  - (ii) meets all the eligibility for membership requirements.
- (c) The Directors may not refuse to accept a membership application if the Applicant has applied in writing and complied with all the eligibility requirements.

## **6.5 Entry on the Register of Members**

- (a) If the Directors accept a membership application, the Applicant's name must be entered on the Register of Members within 14 days.
- (b) However, if:
  - (i) the Applicant applies for membership after a notice has been given for the holding of a General Meeting; and
  - (ii) the meeting has not been held when the Directors consider the application,then the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

## **6.6 Membership Fees**

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

## **6.7 Members' rights**

- (a) Each Member has rights under the CATSI Act and these Rules including, subject to observance and compliance with Law and Custom:
  - (i) attending and participating in General Meetings; and
  - (ii) being eligible for appointment as a Director, the Sub-Committee and any other sub-committees.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.
- (c) If a Member believes that their rights have been breached or ignored by the Directors, the Member can use the Dispute Resolution Process in Rule 25.

## **6.8 Members' responsibilities**

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and these Rules;
- (b) to notify the Corporation of any changes in their address within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other Members and the Directors with respect and dignity; and
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings or brings the Corporation into disrepute.



## **6.9 Liability of Members**

The Members are not liable to contribute to the debts or liabilities of the Corporation on winding up.

## **6.10 How a person stops being a Member**

A person will stop being a Member if:

- (a) the person resigns as a Member (see Rule 6.12);
- (b) the person dies; or
- (c) the person's membership of the Corporation is cancelled (see Rule 6.13).

## **6.11 When a person ceases to be a Member**

A person ceases to be a Member when the Member's name is removed from the Register of Members as a current Member of the Corporation.

## **6.12 Resignation of Member**

- (a) A Member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing.
- (c) The Corporation must remove the Member's name from the Register of Members of the Corporation within 14 days after receiving the resignation notice.

## **6.13 Cancelling membership if Member is not or ceases to be eligible**

- (a) A membership shall not be cancelled except in accordance with the process set out in this Rule 6.13.
- (b) The Directors may commence the process to cancel a membership on the grounds that:
  - (i) the Member no longer qualifies to be a Member under Rule 6.2;
  - (ii) The member has behaved in a manner that significantly interfered with the operation of the corporation or of corporation meetings.
- (c) In deciding to commence the process of cancelling a membership, the Directors shall consider the matter in accordance with Law and Custom. The process to cancel a membership shall not be commenced unless all member Directors vote in favour of the decision.

- (d) Where the Directors decide to commence the process to cancel a membership in accordance with Rule 6.13(c), the Directors shall convene a General Meeting where a resolution to cancel the membership shall be put. The Member whose membership is proposed to be cancelled shall be given:
  - (i) notice of the proposed cancellation and the time, date and place of the General Meeting at which the question of that cancellation will be decided; and
  - (ii) particulars of the conduct giving rise to the proposed cancellation.
 Notice must be given not less than 21 days before the date of the General Meeting referred to in this sub-rule.
- (e) At the General Meeting referred to in Rule 6.13(d):
  - (i) the Member concerned shall be given a reasonable opportunity to be heard; and
  - (ii) the resolution to cancel the membership shall be decided in accordance with the procedure identified in Rule 9.3.

#### **6.14 *Membership may be cancelled if a Member cannot be contacted***

- (a) A membership may be cancelled by Special Resolution in a General Meeting if the Corporation:
  - (i) has not been able to contact that Member at their address entered on the register of Members for a continuous period of two years before the meeting; and
  - (ii) has made two or more reasonable attempts to contact the Member during that two year period but has been unable to.
- (b) If the Corporation cancels the membership, the Directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

#### **6.15 *Membership may be cancelled if a Member misbehaves***

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

#### **6.16 *Amending register of Members after a membership is cancelled***

Within 14 days of a Member's membership being cancelled, the Corporation must remove their name from the Register of Members of the Corporation.

## **7. Register of Members**

### **7.1 Corporation to maintain Register of Members**

The Corporation must set up and maintain a Register of Members and former members, which contains:

- (a) the Members' and former Members' names and addresses;
- (b) the date when the names were entered on the register;
- (c) the Area Sub-Group(s) of each member; and
- (d) for former Members, the date when they stopped being Members.

A Member's name includes any name by which the individual is or was known.

### **7.2 Location of Register of Members**

The Corporation must keep the Register of Members at the Corporation's registered office or document access address.

### **7.3 Right to inspect registers**

- (a) The Register of Members must be open for inspection by any person, and any person has a right to inspect the Registers.
- (b) If a Register is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the Register (unless the person and the Corporation agree that the person can access the information by computer).

### **7.4 Inspection fees**

- (a) A Member may inspect the Registers without charge.
- (b) A person who is not a Member may inspect the Registers only on payment of any fee required by the Corporation.

### **7.5 Right to get copies**

The Corporation must give a person a copy of the Registers (or a part of either Register) within seven days (or such longer period as the Registrar may allow) if the person:

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

### **7.6 Making Register of Members available at AGM**

The Corporation must:

- (a) make the Register of Members available for inspection (without charge) by Members at the AGM; and
- (b) ask each Member attending the AGM to check and update their entry.

## **7.7 Provision of Registers to Registrar**

If the Registrar requests a copy of the Register of Members it must be provided within 14 days or such longer period as the Registrar specifies.

## **7.8 Use of Information on the Registers**

- (a) A person must not:
  - (i) use information about a person obtained from the Register of Members to contact or send material to the person; or
  - (ii) disclose information of that kind knowing that the information is likely to be used to contact or send material to that person.
- (b) Rule 7.8(a) does not apply if
  - (i) the use or disclosure of the information is relevant to the person's membership, or former membership of the Corporation or the exercise of the person's rights as a Member or former Member, of the Corporation; or
  - (ii) approved by the Corporation.

# **8. Annual general meetings and General Meetings**

## **8.1 Holding AGMs**

The Corporation must hold an AGM within five months after the end of its financial year.

## **8.2 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.
- (b) If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

### **8.3 Business of AGM**

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

- (a) confirmation of the minutes of the previous General Meeting;
- (b) the consideration of the financial reports and general reports that under Chapter 7 of the CATSI Act are required to be presented at the AGM;
- (c) the election of Directors;
- (d) the appointment and remuneration of the auditor (if any);
- (e) checking of details on the Register of Members (see Rule 7.6);
- (f) asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any) (see Rule 10);
- (g) the remuneration of Directors (see Rule 15.3); and
- (h) considering the business or resolutions in the notice of meeting.

### **8.4 Purpose of General Meeting**

A General Meeting must be held for a proper purpose.

### **8.5 Time and place of General Meeting**

- (a) Unless otherwise provided in these Rules the date and hour of every General Meeting shall be determined by a resolution of the Directors and notice of the General Meeting, including the purpose of the meeting, shall be given to Members at least 21 days prior to the date of the meeting, in accordance with Rule 8.11.
- (b) The location of the General Meetings shall be decided by a resolution of the Directors and shall be at any one of the following locations:
  - (i) Jigalong community;
  - (ii) Parnngurr community;
  - (iii) Punmu community;
  - (iv) Kunawarritji community;
  - (v) Warralong community;
  - (vi) Bidyadanga community;
  - (vii) Newman;
  - (viii) Port Hedland; or
  - (ix) if impractical, at any other location as decided by a resolution of the Directors.
- (c) 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 it.

## **8.6 Business of General Meeting**

The business at each General Meeting must include:

- (a) confirmation of the minutes of the previous General Meeting; and
- (b) all matters set out in the notice of the General Meeting.

## **8.7 Directors may call General Meetings**

The Directors may by resolution call General Meetings in addition to AGMs.

## **8.8 Members may ask Directors to call General Meetings**

- (a) The Directors must call and arrange to hold a General Meeting on the request of at least the required number of Members specified under this Rule 8.8. The required number of members is the greater of:
  - (i) the number of Members prescribed by the CATSI Act and applicable to the Corporation, or, if none is prescribed, five Members; and
  - (ii) the percentage of Members prescribed by the CATSI Act and applicable to the Corporation, or, if none is prescribed, 10% of the Members.
- (b) A request under Rule 8.8(a) must:
  - (i) be in writing;
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the Members making the request;
  - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
  - (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under Rule 8.8(a) may be used for signing by Members if the wording of the request is identical in each copy and the request and any proposed resolutions appear on each page signed by Members.

## **8.9 Directors may apply to deny a Member's request to call a General Meeting**

- (a) If the Directors resolve:
  - (i) that a request under Rule 8.8(a) is frivolous or unreasonable; or
  - (ii) that complying with a request under Rule 8.8(a) would be contrary to the interests of the Members as a whole,

a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request.
- (b) An application must:
  - (i) be in writing;
  - (ii) set out the ground on which the application is made; and
  - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member (see Rule 8.8(b)(iv)) notice that an application has been made.

## **8.10 Timing for a requested General Meeting**

- (a) The Directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
  - (i) a Director has applied to deny a request; and
  - (ii) the Registrar refuses that request

the Directors must call the meeting within 21 days after being notified of the Registrar's decision.

## **8.11 Notice for a General Meeting**

- (a) At least 21 days' notice of a General Meeting must be given to:
  - (i) each Member entitled to vote at the meeting; and
  - (ii) each Director.
- (b) The Corporation:
  - (i) may call an AGM on shorter notice, if all the Members agree beforehand;
  - (ii) may call any other 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 at which 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.
- (d) Shorter notice cannot be given for the kinds of meetings referred to in Rule 8.11(a).

### **8.12 Requirement to give notice of General Meeting and other communications to auditor**

The Corporation must give its auditor (if any):

- (a) notice of a General Meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the General Meeting that a Member is entitled to receive.

### **8.13 Contents of notice of General Meeting**

- (a) A notice of a General Meeting must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to do this);
  - (ii) state the general nature of the meeting's business;
  - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and
  - (iv) if a Member is entitled to appoint a proxy as referred to in Rule 9.6, contain a statement setting out:
    - (A) that the Member has a right to appoint a proxy;
  - (v) that a member may hold only one proxy.
- (b) The information included in a notice of a General Meeting must be worded and presented clearly and concisely.

### **8.14 Failure to give notice**

A General Meeting, or any proceeding at a General Meeting, will not be invalid just because:

- (a) the notice of the General Meeting has accidentally not been sent to a Member; or
- (b) a person has not received the notice.



### **8.15 Notice of Members' resolutions**

- (a) If a Member or Members wish to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation by at least the required number of Members under Rule 8.15(d).
- (b) A notice of a Members' resolution must:
  - (i) be in writing;
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the Members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy.
- (d) For the purposes of Rule 8.15(a), the required number of Members is the greater of:
  - (i) the number of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice, or, if none is prescribed, 5 Members; and
  - (ii) the percentage of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice, or, if none is prescribed, 10% of the Members.

### **8.16 Consideration of 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 28 days after the notice is given.
- (b) The Corporation must give all its Members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a General Meeting.
- (c) The Corporation does not have to give notice of a resolution if it is defamatory.

### **8.17 Members' statement to be distributed**

- (a) Members may ask the Corporation to give all Members a statement about:
  - (i) a resolution that is proposed to be moved at the General Meeting; or
  - (ii) any other matter that may be considered at that General Meeting.
- (b) This request must be:
  - (i) made by at least the required number of Members under Rule 8.17(f);
  - (ii) in writing;
  - (iii) signed by the Members making the request; and
  - (iv) given to the Corporation.
- (c) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy and the request appears on each page signed by Members.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of Rule 8.17(a), the required number of Members for the Corporation is the greater of:
  - (i) the number of Members prescribed by the CATSI Act and applicable to the Corporation for the purposes of making such a request, or, if none is prescribed, five Members; and
  - (ii) the percentage of Members prescribed by the CATSI Act and applicable to the Corporation for the purposes of making such a request, or, if none is prescribed, 10% of the Members.

### **8.18 Quorum for General Meeting**

- (a) No business shall be transacted at any General Meeting unless a quorum of Members is present.
- (b) A quorum shall be 30 Members.
- (c) A quorum must be present at all times during the meeting.
- (d) Although a quorum is 30 Members, those Members shall not make a Native Title Decision unless at least two Members representing each Area Sub-Group are present for the resolution.

### **8.19 *Adjourned meeting where no quorum present***

- (a) A meeting of the Corporation's Members that does not have a quorum present within three hours after the time for the meeting set out in the notice is adjourned to the same time for the following day, and to the same place, unless all the Directors present at the meeting specify otherwise.
- (b) If no quorum is present at the resumed meeting at the time of commencement of the resumed meeting, the quorum shall be those members present at the commencement time set for the resumed meeting.
- (c) Although those Members present may constitute a quorum under Rule 8.19(b), those Members shall not make a Native Title Decision unless at least two Members representing each Area Sub-Group are present for the resolution.

### **8.20 *Use of technology for General Meeting***

The Corporation may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

### **8.21 *Auditor's right to be heard at a General Meeting***

- (a) If the Corporation has an auditor, the auditor is entitled to attend any General Meeting of the Corporation.
- (b) The auditor is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at that meeting; or
  - (ii) that meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

## **9. *Voting at General Meetings***

### **9.1 *Entitlement to vote***

At a general meeting, each Member has one vote

### **9.2 *Objections to right to vote***

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

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

### **9.3 *How voting is carried out***

- (a) A resolution put to the vote at a General Meeting shall be decided by Consensus, which shall be demonstrated by a show of hands.
- (b) Unless otherwise provided in these Rules, where a matter cannot be decided at a General Meeting by Consensus, the person chairing the General Meeting may call for the matter to be decided by a Poll.
- (c) For the purposes of a Poll referred to in Rule 9.3(a):
  - (i) each Member has only one vote, by show of hands or by any other means nominated by the person chairing the meeting: and
  - (ii) unless otherwise provided by these Rules, a resolution put to the vote at a Poll shall be decided by a majority of votes cast.
  - (iii) the chair has a casting vote, and also, if he or she is a Member, any vote he or she has as a Member.
- (d) A declaration by the person chairing the meeting that a resolution has been passed shall be evidence of the fact, provided that the declaration reflects the show of hands and the vote received. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded for or against.

### **9.4 *Matter on which Members may demand a Poll***

- (a) At a General Meeting, a Poll may be demanded on any resolution.
- (b) A demand for a Poll may be withdrawn.

### **9.5 *When Members can demand a Poll***

- (a) At a General meeting, a Poll may be demanded by:
  - (i) at least five Members entitled to vote on the resolution; or
  - (ii) Members with at least 5% of the votes that may be cast on the resolution on a Poll; or
  - (iii) the Chair.
- (b) The Poll may be demanded:
  - (i) before a vote is taken;
  - (ii) before the voting results on a show of hands are declared; or
  - (iii) immediately after the voting results on a show of hands are declared.

## **9.6 Proxies**

- (a) The Members can appoint another Member as proxy to attend meetings and vote for them.
- (b) Proxies can also speak at meetings and join in demanding a Poll. They can vote if their appointment allows them to.
- (c) A proxy's authority to speak and vote for a Member at a meeting is revoked if the member is present at the meeting.
- (d) A proxy appointment must contain the Member's name and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the Member.
- (e) For the appointment of a proxy to be effective, a properly completed proxy form must be received at the Corporation's office 48 hours prior to the meeting or, on the day of the meeting, at the meeting registration desk prior to the commencement time of the meeting as specified in the notice for that meeting. A person must not be a proxy for more than one Member.
- (f) Schedule 3 Appoint of Proxy form

## **10. Questions at AGMs**

### **10.1 Questions and comments by Members on Corporation management at AGM**

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

### **10.2 Questions by Members of auditors at AGM**

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

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

## **11. Adjourned meetings**

### **11.1 *When resolution passed after adjournment of meeting***

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

### **11.2 *Business at adjourned meetings***

Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

### **11.3 *Re-notification of adjourned meeting***

If a General Meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the Members, Directors and the Secretary or Contact Person of the day, time and place of when the General Meeting will be resumed.

## **12. Chairing meetings**

- (a) After the Directors are appointed in accordance with Rule 13.6(b) a Chairperson and Deputy Chairperson shall be appointed by a resolution of the Directors.
- (b) The Chairperson shall chair all General Meetings and Directors' Meetings. In the absence of the Chairperson, the Deputy Chairperson shall chair General Meetings and Directors Meetings.
- (c) In the absence of the Chairperson and Deputy Chairperson at a General Meeting or Directors' Meeting, a Director elected by the other Directors present, shall chair the Directors' Meeting or General Meeting as the case requires.
- (d) In the event that there is no Director present at a General Meeting, the Members shall elect by Consensus a person to chair the meeting.

## **13. Directors of the Corporation**

### **13.1 Numbers of Directors**

The Corporation must have:

- (a) a minimum number of seven (7) Directors including one Member representing each Area Sub-Group and one independent non-member specialist Director; and
- (b) a maximum of 9 Directors, being six member Directors and three independent non-member specialist Directors.

### **13.2 Classes of Directors**

There shall be two classes of Directors:

- (a) member Directors; and
- (b) independent non-member specialist Directors.

### **13.3 Composition of the Directors**

The Directors shall comprise of:

- (a) one member representing Karlamyingurrara Country;
- (b) one member representing Ngayunanalku Country;
- (c) one member representing Pilakaja Country;
- (d) one member representing Pitijikarli Country;
- (e) one member representing Rirrakaja Country;
- (f) one member representing Walakaja Country; and
- (g) up to three independent non-member specialist Directors.

The Directors specified in 13.3(a) to 13.3(f) above are member Directors, and must be members of the Corporation prior to appointment.

### **13.4 Consent to act as Director**

- (a) Before a person may be appointed as a member Director or an independent non-member specialist Director that person must give the Corporation a signed consent to act as a Director of the Corporation.
- (b) The Corporation must keep all consents.
- (c) A form of consent that may be used for Directors consent to act is at Schedule 4 – Consent to become a Director form of this Rule Book.

### **13.5 Eligibility to be a member Director**

- (a) An individual is eligible for appointment as a member Director if they are an individual who:
  - (i) is at least 18 years of age;
  - (ii) is a Member;
  - (iii) has not been convicted of an offence against a Commonwealth, State or Territory law and sentenced to imprisonment for:
    - (A) three months or longer if the offence involved fraud or misappropriation of funds; or
  - (iv) one year or longer in the case of any other offence;
- (b) A conviction referred to in Rule 13.5(a)(iii) does not prevent a person from being a Director if:
  - (i) at least five years have passed since the date of the conviction; and
  - (ii) the person is not serving a term of imprisonment; or
  - (iii) the person has been granted an exemption by the Registrar.
- (c) 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.
- (d) A person who was a Director of the Corporation at any time in the period from January 2015 to July 2015 is not eligible to be appointed as a Director at any time in the period up to the AGM of the Corporation for the financial year ended 30 June 2021.

### **13.6 Appointment of member Directors**

- (e) Subject to Rule 13.6(b) and Rule 13.6(d), member Directors shall be appointed at each Annual General Meeting of the Corporation, in accordance with the following procedure and terms:
  - i. member Directors are appointed for a term of two (2) years (except for those member Directors appointed at the 2022 Annual General Meeting, half of whom, from the Pitjikirli, Karlamilyingurrara and Ngayunanalku districts, shall be appointed for one (1) year and half of whom, from the Walakaja, Pilakaja and Rirrakaja districts, shall be appointed for two (2) years);
  - ii. the member Director positions appointed for one year in 2022 shall be vacated at the 2023 Annual General Meeting and filled for two (2) years;
  - iii. each Annual General Meeting after 2023 will appoint member Directors to the positions that had been appointed (2) two years previously;



- (f) The member Directors shall, subject to these rules, be chosen by Consensus of the Members present, to exercise and perform the functions of the Directors from the date, and at the conclusion of, the Annual General Meeting at which they are appointed.
- (g) A member Director is eligible for re-appointment.
- (h) If the terms of appointment of all the member Directors of the Corporation expired so that there are no member Directors at a particular time, the terms are extended until the next General Meeting that occurs after the last Director's appointment has expired at which new member Directors are appointed.

### **13.7 Eligibility to become an independent non-member specialist Director**

- (a) A person is eligible for appointment as an independent non-member specialist Director if he or she satisfies the following.
  - (i) is at least 18 years of age;
  - (ii) is an Australian resident;
  - (iii) is not an employee of the Corporation;
  - (iv) is not a member of the Corporation;
  - (v) is not related to a member of the Corporation
  - (vi) has demonstrated skills and experience in financial management, corporate governance, accounting, business development and / or law;
  - (vii) within three months of appointment obtains a Western Australian Police Record Check. If the Police Record Check is not provided to the Board within three months of appointment or if it records an indictable criminal offence within the last 10 years, the independent non-member specialist Director's appointment is terminated immediately. The costs of obtaining the Police Record Check are to be paid by the Director.
- (b) A person must give the Corporation their signed written consent to act as an independent non-member specialist Director.
- (c) The Corporation must notify the Registrar of the Directors' details within 28 days of the appointment or removal of an independent non-member specialist Director.

### **13.8 Appointment and term of independent non-member specialist Directors**

- (a) The Directors must appoint at least one non-member specialist Director but may appoint up to three.
- (b) Before such an appointment is made the Directors must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party. In making their

selections the Directors must give priority to persons with the skills and experience as set out in Rule (a) of this rule book.

- (c) Independent non-member specialist Directors are appointed for the term specified in writing by the Directors in their appointment. The terms of appointment cannot exceed two years, but a person can be reappointed.

### **13.9 Ceasing to be a Director**

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director as provided for in Rule 13.10;
- (c) the term of the person's appointment as a Director expires;
- (d) the person is removed as a Director by the Members as provided for in Rule 13.11;
- (e) the person is removed as a Director by the other Directors as provided for in Rule 13.12; or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the CATSI Act.

### **13.10 Resignation of Director**

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

### **13.11 Removal by Members**

- (a) The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
  - (i) the Corporation's Rules;
  - (ii) an agreement between the Corporation and the Director 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 meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (d) The Director concerned is entitled to put his or her case to Members by:
  - (i) giving the Corporation a written statement for circulation to Members (see Rules 13.11(e) and (f))
  - (ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (e) The Corporation is to circulate the written statement given under Rule 13.11(d)(i) to Members by:

- (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
  - (ii) if there is not time to comply with Rule 13.11(e)(i), having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under Rule 13.11(d)(i) 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 is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

### **13.12 Removal by other Directors**

- (a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend three or more consecutive Directors' Meetings. The Directors may remove a Director by resolution in such circumstances.
- (b) Rule 13.12(a) operates despite anything in:
- (i) the Corporation's Rules;
  - (ii) an agreement between the Corporation and the Director concerned; or
  - (iii) an agreement between any or all Members and the Director concerned.
- (c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing:
- (i) stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend three 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 concerned does not object, the Directors must remove the Director concerned.
- (e) If the Director concerned does object:
- (i) the Directors cannot remove the Director concerned; and
  - (ii) the Corporation, by resolution in General Meeting, may remove the Director in accordance with Rule 9.3.
- (f) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a Director removed under this Rule, the time at which:
- (i) the replacement Director; or

(ii) any other Director,

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

## **14. General duties**

- (a) The Directors, Secretary, other officers and employees must comply with the duties imposed on them by the CATSI Act and the general law. These may include, for example:
- (i) a duty of care and diligence;
  - (ii) a duty of good faith;
  - (iii) a duty of disclosure of material personal interests (see Rule 15.4);
  - (iv) a duty not to improperly use position or information; and
  - (v) a duty to prevent insolvent trading.

## **15. Functions, powers and duties of Chief Executive Officer, Chairperson and Directors**

### **15.1 *Chief Executive Officer or an entity performing the duties of the CEO***

- (a) The Directors shall appoint a Chief Executive Officer, or an entity performing the duties of the CEO, who shall have the responsibility for the day-to-day running of the Corporation including:
- (i) staff recruitment and management;
  - (ii) financial administration; and
  - (iii) internal practices, policies and procedures.
- (b) The functions of the Chief Executive Officer or the entity performing the duties of the CEO are to:
- (i) advise the Directors in relation to the functions of the Corporation under the CATSI Act and other written law;
  - (ii) ensure that advice and information is available to the Directors so that informed decisions can be made;
  - (iii) cause Directors' decisions to be implemented;
  - (iv) liaise with the Chairperson on the Corporation's affairs and the performance of the Corporation's functions; and
  - (v) perform any other functions specified or delegated by or imposed by the CATSI Act or any other written law as a function to be performed by the Chief Executive Officer or entity performing the duties of the CEO.

- (c) At all times when performing the above responsibilities and functions, the Chief Executive Officer or entity performing the duties of the CEO shall comply with these Rules and the provisions of the CATSI Act.
- (d) Except as otherwise provided in the CATSI Act, these Rules, or by law, the Directors shall have the power to appoint and remove or suspend the Chief Executive Officer or entity performing the duties of the CEO.

## **15.2 Role of Chairperson**

*The role of the Chairperson is to:*

- (a) Preside at Directors' meetings in accordance with the meeting rules;
- (b) Liaise with the Chief Executive Officer on matters affecting the organisation and performance of the Corporation; and
- (c) Provide leadership and guidance to the other Directors.

## **15.3 Powers of Directors**

- (a) The affairs of the Corporation are to be managed under the direction of the Directors.
- (b) The Directors shall manage and control the affairs of the Corporation in accordance with these Rules, the CATSI Act and the PBC Regulations and for that purpose may exercise the powers of the Corporation as if they had been expressly conferred on the Directors by a General Meeting.
- (c) The Directors shall have the power to appoint and remove or suspend the Chief Executive Officer.
- (d) The Directors shall perform the functions of the Corporation, as described in Rule 5.
- (e) No person, including a Director may make any public statement on behalf of the Corporation unless authorised by a resolution of the Directors.

## **15.4 Duty of Director to disclose material personal interests**

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless Rule 15.4(b) says otherwise.
- (b) A Director does not need to give notice of an interest under Rule 15.4(a) if the interest:
  - (i) arises because the Director is a Member and is held in common with the other Members; or
  - (ii) arises in relation to the Director's remuneration as a Director;
  - (iii) or 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, and the Director has given a standing notice of the nature and extent

of the interest and that notice is still effective or all of the following conditions are satisfied;

- (iv) 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 15.4(a);
  - (v) if a person who was not a Director when the notice under Rule 15.4(a) was given is appointed as a Director, the notice is given to that person; and
  - (vi) the nature or extent of the interest has not materially increased above that disclosed in the notice.
- (c) The notice required by Rule 15.4(a) must:
- (i) give details of:
    - (A) the nature and extent of the interest; and
  - (ii) the relation of the interest to the affairs of the Corporation.
  - (iii) be given at a Directors' Meeting as soon as possible after the Director becomes aware of their interest in the matter.
- (d) The details must be recorded in the minutes of the meeting.
- (e) A contravention of this Rule 15.4 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

## **15.5 Directors' Sitting Fees**

- (a) The Directors may be paid remuneration.
- (b) The Directors may be paid remuneration:
  - (i) in the sum of \$1,000 per day for the Board and Board Committee meetings and for such other meetings as the Director is approved to attend by the Board as being necessary for the business of the Corporation; and
  - (ii) the Chairperson shall receive an additional allowance of 10%, and the Deputy Chairperson shall receive an additional allowance of 5%, of the Directors' remuneration; and,
  - (iii) after at least 2 full terms of continuous service, and at the end of their appointment as a Director, in the sum of 5 daily Board meetings [at the daily rate set in Rule 15.5(b)i] for each completed term of service..
- (c) A Director who is an employee of the Corporation may receive remuneration as an employee of the Corporation.
- (d) A Director who is an employee of the Corporation may only receive one form of remuneration for attending Corporation business as a Director and they must advise the Corporation, prior to the Corporation business, whether they want to receive remuneration as a Director or as an employee for the relevant Corporation business.
- (e) The Corporation may pay the Directors' travelling and other expenses that the Directors incur:
  - (i) in attending Directors' Meetings or any meetings of committees of Directors; and

- (ii) in attending any General Meetings of the Corporation in connection with the Corporation's business.
- (f) The remuneration of Directors must be approved by members.

## **15.6 Delegation**

- (a) The Directors may by resolution delegate any of their powers to:
  - (i) a committee of Directors;
  - (ii) a Director;
  - (iii) an employee of the Corporation; or
  - (iv) any other person.
- (b) The Directors delegate the day-to-day running of the Corporation to the Corporation's chief executive officer or to an entity performing the functions of the Corporation's chief executive officer.
- (c) A delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (d) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

## **15.7 Member approval needed for related party benefit**

- (a) If the Corporation wishes to give a financial benefit to certain related parties it must get the approval of the Members by following the procedures in Part 6-6 of the CATSI Act.
- (b) The following are related parties for which membership approval is required:
  - (i) Directors
  - (ii) Members and
  - (iii) parents, spouses and children of Directors and Members.
- (c) The Corporation must at least 14 days prior to giving notice of the relevant General Meeting lodge with the Registrar:
  - (i) the notice of meeting including the proposed resolution; and
  - (ii) an explanatory statement setting out the nature of the financial benefit, who is to receive it and any other information reasonably required to ensure that the members properly understand the resolution.
- (d) The Registrar may comment on the notice and the explanatory statement.
- (e) Once the Registrar has had an opportunity to comment the Corporation may issue the notice of meeting which must:
  - (i) be substantially the same as the notice sent to the Registrar;
  - (ii) be accompanied by the explanatory statement; and
  - (iii) if the Registrar has made comments, be accompanied by the Registrar's comments.
- (f) At the General Meeting related parties who may receive a financial benefit and their associates may not vote on the resolution.
- (g) If the resolution is passed the Corporation must give a copy of the resolution to the Registrar.



- (h) Membership approval is not required if the financial benefit:
  - (i) is to a related party who is an employee of the Corporation receiving remuneration (which is reasonable in all of the circumstances) as an employee of the Corporation;
  - (ii) is to a related party providing a contract for goods or services (having regard to the market costs of obtaining similar goods or services); or
  - (iii) is the payment or reimbursement of expenses incurred by an officer or employee of the Corporation while on official Corporation business.

## **16. Directors' Meetings**

### **16.1 *Frequency of Directors' Meetings***

The Directors shall meet at least once every three months.

### **16.2 *Calling and giving notice of Directors' Meetings***

- (a) The Directors will normally determine the date, time and place of each Directors' Meeting at the previous meeting.
- (b) The date, time and place for a Directors' Meeting must not unreasonably prevent a Director attending.
- (c) At least one Directors' Meeting per year must be held in one of the following locations:
  - a. Jigalong community;
  - b. Parnngurr community;
  - c. Punmu community;
  - d. Kunawarritji community;
  - e. Warralong community;
  - f. Bidyadanga community;
  - g. Newman or
  - h. Port Hedland
- (d) Reasonable notice of each Directors' Meeting must be given to each Director. The notice must state:
  - (i) the date, time and place of the meeting; and
  - (ii) the general nature of the business to be conducted at the meeting.
- (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 16.2(d) or in giving notice of any changes to the item, date or place of the Directors' Meeting.

### **16.3 Quorum at Directors' Meetings**

- (a) The quorum for a Directors' Meeting to make decisions, pursuant to Rule 17, that do not affect Native Title Rights and Interests is a majority of member Directors.
- (b) The quorum for a Directors' Meeting to make decisions, pursuant to Rule 18 that affect Native Title Rights and Interests is all member Directors (one representative from each Area Sub-Group), and one independent non-member specialist Director (if any have been appointed).
- (c) A quorum must be present at all times during the meeting.
- (d) Any three (3) Directors attending a meeting called in accordance with Rule 16.2 may appoint a person or persons eligible to act as:
  - i. a member Director and who is also a member of the same Area Sub-Group as the absent member Director; or
  - ii. an independent non-member Specialist Director as the case may be to make quorum in accordance with 16.3(a) or (b) for that Directors' meeting

### **16.4 Reporting for Directors' Meetings**

The Corporation's chief executive officer or an entity performing the functions of the Corporation's chief executive officer must provide the following reports to each Director at least one week before each Directors' meeting:

- (a) up-to-date financial reports that include, but need not be limited to a balance sheet, a profit and loss statement (by cost centre and consolidated), lists of creditors and debtors and confirmation that the bank accounts have been reconciled to the general ledger;
- (b) an operations report that includes details on all relevant native title matters and other program activities;
- (c) an administration report, including details of staff movements; and
- (d) a report on governance matters, including any breaches of these rules or the CATSI Act, and recommended remedial action.

### **16.5 Use of technology**

A Directors' Meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

### **16.6 Resolutions at Directors' Meeting**

Resolutions of Directors shall be made in accordance with Rules 17 and 18 and otherwise in accordance with these Rules.

## **16.7 Circulating Resolutions**

- (a) The Directors may pass a resolution without a Directors' Meeting being held if all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document under Rule 16.7(a) 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 16.7(a) is passed when the last Director signs.

## **17. Non-Native Title Decisions**

Unless otherwise provided in the Rules, where a matter before the Directors is not a Native Title Decision, the Directors shall endeavour to decide the matter by Consensus, but if the matter cannot be decided by Consensus it may be decided by majority vote.

## **18. Native Title Decisions**

- (a) Where a matter before the Directors is a Native Title Decision, the Directors shall:
  - (i) consult with and obtain the consent of the Common Law Holders, in accordance with Rule 18(b); and
  - (ii) subject to Rule 18(c), decide the matter by Consensus.
- (b) In consulting with and obtaining the consent of the Common Law Holders pursuant to Rule 18(a)(i):
  - (i) the Directors shall ensure that such consultation is made and consent is given in accordance with a process of decision making undertaken in accordance with Law and Custom; and
  - (ii) where, after being consulted, the Common Law Holders do not give their consent to the Native Title Decision, then the matter shall be rejected by the Directors.
- (c) The Directors may seek cultural advice and guidance from a body recognised by the Corporation for the purposes of this Rule as being established to represent Martu elders, for example, the Martu Aboriginal Law and Culture (Aboriginal Corporation). The Directors may also consult the body prior to making any decision relating to Native Title Rights and Interests.
- (d) If the Directors consider it appropriate, in accordance with Law and Custom, a Native Title Decision may be referred to the Members at a General Meeting where, subject to Rule 18(e), the matter shall be decided in accordance with Rule 9.3.
- (e) Members consent to a Native Title Decision if it is passed by Special Resolution.
- (f) If a matter is referred to the Members at a General Meeting in accordance with Rule 18(d) and if, after being consulted, the

Common Law Holders do not give their consent to the Native Title Decision, then the matter shall be rejected by the Members at the General Meeting.

- (g) Where a Native Title Decision is made by the Directors in accordance with Rule 18(a)(iv) or by the Members in General Meeting in accordance with Rule 18(d), then the following shall occur:
  - (i) the minutes of the Directors' Meeting or General Meeting shall reflect that decision;
  - (ii) a record of that decision shall also be made on a separate document, in a similar form to that set out in Annexure D – Form of Consent Document, which shall be signed by:
    - (A) at least five Members whose Native Title Rights and Interests are affected by the proposed Native Title Decision; or
    - (B) where there are fewer than five Members whose Native Title Rights and Interests are affected by the proposed Native Title Decision, by five Members plus each Member whose Native Title Rights and Interests are affected by the proposed Native Title Decision;

## **19. Secretary and Contact Person**

### **19.1 Who may be a Secretary or Contact Person**

- (a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary or Contact Person if the appointment is made with:
  - (i) the Registrar's permission under section 279-30(7) of the CATSI Act; or
  - (ii) the leave of the court under section 279-35 of the CATSI Act.

### **19.2 Consent to act as Secretary or Contact Person**

- (a) 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 as Secretary or Contact Person of the Corporation.
- (b) The Corporation must keep consents received under Rule 19.2(a).

### **19.3 How a Secretary or Contact Person is appointed**

The Directors appoint a Secretary or Contact Person.

## **19.4 Duties of Secretary and Contact Person**

(a) While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Contact Person or Secretary, a person:

- (i) appointed with his or her consent as the Contact Person or Secretary;  
or
- (ii) determined to be the Contact Person or Secretary,

must pass on to at least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

(b) The Secretary may also be required to:

- (i) maintain the register of Members;
- (ii) maintain a record of the names of the Directors of the Corporation and the terms of their appointments;
- (iii) act as the returning officer for all voting at meetings of the Corporation;
- (iv) notify the Registrar of any alterations to these Rules pursuant to Rule 21; and
- (v) perform any other duties that may be required by the CATSI Act, the Board of Directors, or these Rules, from time to time.

## **19.5 Effectiveness of acts by secretaries**

(a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Corporation's Rules or the CATSI Act.

(b) Rule 19.5(a) does not deal with the question whether an effective act by a Secretary:

- (i) binds the Corporation in its dealings with other people; or
- (ii) makes the Corporation liable to another person.

## **20. Execution of Documents and Common Seal**

### **20.1 Corporation may have Common Seal**

(a) The Corporation may have a Common Seal.

(b) If the Corporation does have a Common Seal:

- (i) the Corporation must set out on it the Corporation's name and ICN;
- (ii) the Common Seal must be kept by a person nominated by the Directors; and
- (iii) The Corporation may have a duplicate Common Seal. The duplicate must be a copy of the Common Seal with the words 'duplicate seal' added.

## **20.2 Execution of documents**

- (a) The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation.
- (b) The power may be exercised without using a Common Seal.

## **20.3 Execution of documents (including deeds) by the Corporation**

- (a) The Corporation may execute a document without using a Common Seal if the document is signed by:
  - (i) two Directors; or
  - (ii) a Director and the Secretary.
- (b) If the Corporation has a Common Seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
  - (i) two Directors; or
  - (ii) a Director and the Secretary.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 20.3(a) or (b).
- (d) This Rule 20.3 does not limit the ways in which the Corporation may execute a document (including a deed).

# **21. Finances and Record Keeping**

## **21.1 Application of funds and property**

- (a) Subject to the CATSI Act and these Rules, no portion of the funds and property of the Corporation may be paid or distributed to any Member of the Corporation.
- (b) Nothing in Rule 21.1(a) is intended to prevent:
  - (i) the payment in good faith of reasonable wages to a Member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member as an employee); or
  - (ii) reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided); or
  - (iii) reasonable payment in good faith to a Member pursuant to a Native Title Decision.

## **21.2 Minutes of meetings**

- (a) The Corporation must keep Minute Books in which it records within one month:
  - (i) proceedings and resolutions of General Meetings;
  - (ii) proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors);
  - (iii) resolutions passed by Members without a meeting; and
  - (iv) resolutions passed by Directors without a meeting.
- (b) The minutes of the meeting may be kept:
  - (i) in writing, or
  - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio or audio-visual recording of the meeting, the Corporation must ensure that, on the recording:
  - (i) each person attending the meeting states their name or is identified; and
  - (ii) if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
  - (i) the chair of the meeting; or
  - (ii) the chair of the next meeting,signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio or audio-visual recording, the Corporation must ensure that either:
  - (i) the chair of the meeting; or
  - (ii) the chair of the next meetingsigns a declaration under Rule 21.2(f) within a reasonable time after the first meeting.
- (f) The declaration under this Rule 21.2(f) must:
  - (i) identify the audio, or audio-visual, recording;
  - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
  - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

- (h) The Corporation must keep its Minute Books at:
  - (i) its registered office if it is registered as a large corporation; or
  - (ii) its document access address if it is registered as a small or medium corporation.
- (i) A minute that is recorded and signed in accordance with this Rule 21.2 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### **21.3 Record keeping requirements**

The Corporation must keep the following records:

- (a) an up-to-date copy of its Rules (incorporating any changes to the Rules made in accordance with the CATSI Act and the terms of these Rules);
- (b) written records relating to:
  - (i) the names and addresses of the Corporation's current officers and Secretary or Contact Person (as the case may be);
  - (ii) the address of the Corporation's registered office (if any) or document access address (if any).

### **21.4 Financial Records**

- (a) The Corporation must keep written financial records that:
  - (i) correctly record and explain its transactions and financial position and performance; and
  - (ii) would enable true and fair financial reports to be prepared and audited.
- (b) This obligation extends to transactions undertaken as trustee.

### **21.5 Period for which financial records must be retained**

The Corporation's financial records must be retained for seven years after the transactions covered by the records are completed.

### **21.6 Physical Format**

If the records that the Corporation is required to keep under Rules 21.3 and 21.4 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.

### **21.7 Place where records are kept**

The records that the Corporation is required to keep under Rules 21.3 and 21.4 must be kept at the Corporation's registered office (if any) or document access address.



## **21.8 Access to financial records by Directors**

- (a) A Director has a right of access to the records that the Corporation is required to keep under Rule 21.3 or Rule 21.4.
- (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 Rule 21.3 or Rule 21.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under Rule 21.8(b) may make copies of the records unless the court orders otherwise.

## **21.9 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 10 am to 12 noon and from at least 2 pm to 4 pm.
- (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 seven days of a Member's written request for inspection.
- (c) The Corporation must make minutes available free of charge to Members.
- (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.

Note: The Member may ask the Corporation for an English translation under ss. 376-5(3) of the CATSI Act if the minutes are not in the English language.

- (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.
- (g) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

### **21.10 Inspection of Books by Members**

The Directors, or the Corporation by a resolution passed at a General Meeting, may authorise a Member to inspect the Books of the Corporation.

### **21.11 Access to Governance materials**

- (a) If a Member asks for a copy of the Corporation's Rule Book, the Corporation must provide it:
  - (i) free of charge; and
  - (ii) within seven days.
- (b) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by Members and officers at its registered office, its Rule Book. This Rule Book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (c) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members and officers at its document access address, its Rule Book. This Rule Book must be made available for inspection within seven days of a Member's or officer's written request for inspection.

## **22. Auditor**

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

## **23. Banking**

- (a) All funds of the Corporation shall, in the first instance, be deposited in a bank account of the Corporation no later than the first working day following the day of receipt or as soon as possible thereafter.
- (b) All negotiable instruments, cheques, withdrawal forms and authorities to transfer money electronically shall be signed jointly by any two people approved by the Directors who are:
  - (i) Directors; or
  - (ii) The chief executive officer, chief financial officer or suitably qualified employees of the Corporation or an entity performing the functions of the Corporation's chief executive officer.
- (c) The Directors shall inform the Corporation's bank in writing when and if there is any change to the names of those people who are authorised to sign cheques, withdrawal forms and authorities or to transfer money electronically.

## **24. Annual and other reporting**

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

The Directors must prepare and distribute a newsletter to members at least twice per year. The newsletter should provide information to members on activities and current status relating to the financial, administrative, native title and other affairs of the Corporation.

## **25. Dispute Resolution Process**

### **25.1 *Resolving Disputes***

If a dispute arises between the corporation and a person who is or who claims to be a common law holder (a complainant), whether or not the person is a member of the Corporation, and the dispute is about:

- (a) whether a person is or is not a common law holder
- (b) the Corporation's performance of its functions under the native title legislation
- (c) other matters directly related to the determination

the Corporation and the complainant must act in good faith to resolve the dispute.

### **25.2 *Informal discussions***

The parties must try to resolve the dispute between them by discussion, negotiation and/or mediation and may seek the opinion of the native title representative body for the area that the native title rights and interests relate to, or a qualified dispute resolution or mediation professional or service.

### **25.3 *Dispute notice***

- (a) If the dispute is not resolved within 10 business days of the end of the engagement set out at 25.2 Informal Process, the Corporation must take reasonable steps to ensure the party who claims a dispute has arisen gives written notice of the dispute to the other party (or parties).
- (b) A dispute notice must:
  - (i) be in writing,
  - (ii) say what the dispute is about,
  - (iii) contain all of the information requested in the form at schedule 8, and
  - (iv) a copy of the notice must be given to the Corporation.
- (c) Within 10 business days of receiving the dispute notice, the other party or parties to the dispute must provide a reply to the party who gave the dispute notice.

### **25.4 *Progressing the notice***

- (a) The Corporation must take reasonable steps to ensure that parties agree on the subject matter/s in the dispute notice and dispute notice reply.
- (b) The parties must act in good faith to commence a mediation process – with the first step being to agree on the appointment of a mediator and meeting with the mediator.
- (c) If the parties cannot resolve the dispute by mediation (25.4(b)), the parties will act in good faith and proceed to arbitration of the dispute by requesting the National Native Title Tribunal to appoint an expert or panel of experts (with expertise in the subject matter of the dispute) who will set the location, date and all other details for the arbitration meeting.
- (d) The parties to the dispute will present all relevant information about the dispute to the expert (panel) and shall accept and comply with the arbitrated decision made under this rule.

## **25.5 Referring a dispute to a General Meeting**

- (a) If the Directors cannot resolve a dispute within one month of receiving notice of a dispute they may call a General Meeting of the Corporation and put the matter to the Members to resolve. The General Meeting should be held within three months after the Corporation receives notice of a dispute.
- (b) When passing any resolution about a dispute the Members in General Meeting are subject to the CATSI Act and these Rules.

## **26. Notices**

### **26.1 General**

- (a) Unless the CATSI Act or these Rules otherwise requires, notices must be given in writing (including by fax or email).
- (b) Notices of Directors' Meetings given under Rule 16.2 can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

### **26.2 How a notice to a Member may be given**

Unless the CATSI Act or these Rules require otherwise, a notice or communication may be given:

- (a) personally;
- (b) left at a Member's address as recorded in the Register of Members;
- (c) sent by pre-paid ordinary mail to the Member's address as recorded in the Register of Members;
- (d) sent by fax to the Member's current fax number for notices (if the Member has nominated one); or
- (e) sent by email to the Member's current email address (if the Member has nominated one)
- (f) sent by electronic communication to the Member's nominated social media account.

### 26.3 *When notice taken as being given*

Unless the CATSI Act or these Rules require otherwise, if a notice or communication:

- (a) is given by post, it is taken to have been given three days after posting;
- (b) is given by fax, it is taken to have been given on the Business Day after it is sent;
- (c) is given by email or other electronic communication, it is taken to have been given on the day it is sent;
- (d) is given:
  - (i) after 5:00 pm 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 9:00 am on the next Business Day.

## 27. **Winding Up**

- (a) Subject to the proper vesting of any Native Title Rights and Interests held by the Corporation, in accordance with the Native Title Act, the winding up of the Corporation shall be in accordance with the CATSI Act, the Native Title Act and the PBC Regulations.
- (b) The Corporation may be wound up if the Corporation so resolves by a Special Resolution of a General Meeting convened for that purpose.
- (c) The Special Resolution shall specify:
  - (i) another prescribed body corporate to:
    - (A) replace the Corporation; and
  - (ii) hold the Native Title Rights and Interests in trust for the Common Law Holders; and
  - (iii) carry out the functions of the prescribed body corporate, as prescribed by regulation 6 of the PBC Regulations; and
  - (iv) an association or fund established for the benefit of Aboriginal Persons to which the property and funds of the Corporation shall be transferred provided such association or fund is one which meets the requirements of Item 4.1.1 in Table 4 to subsection 78(1)(a)(ii) of the *Income Tax Assessment Act 1936* (Cth).
- (d) The Secretary or Contact Person shall, within three weeks after the passing of a Special Resolution, in accordance with this Rule, lodge with the Registrar a notice, in the prescribed form, of the passing of the resolution and a copy of the resolution.
- (e) Any surplus funds, property or assets (**Surplus Assets**) shall, after payment of the Corporation's debts, be given or transferred to the association or fund specified in the Special Resolution, in accordance with Rule 27(c)(iii).

- (f) No payment shall be made to a Member upon winding up other than as is authorised by these Rules.
- (g) The Deputy Commissioner of Taxation of Western Australia and the Registrar of the National Native Title Tribunal shall be notified in the event of the winding up or dissolution of the Corporation.

## **28. Advisers**

- (a) The Directors may nominate advisers to attend Directors' Meetings, Sub-Committee meetings and General Meetings to advise and participate in discussions.
- (b) Persons nominated as advisers under Rule 28(a):
  - (i) do not need to be Members; and
  - (ii) shall not disclose what was discussed at the Directors' Meeting, Sub-Committee meeting or General Meeting without the express consent of those present at the respective meetings.
- (c) Notwithstanding Rule 28(b)(ii), a decision of any Directors' Meeting, Sub-Committee meeting or General Meeting is not invalid by reason only of non-compliance with that Rule.

## **29. Sub Committee**

- (a) The Directors may form a Sub-Committee for the purpose of carrying out any of the functions or objectives of the Corporation.
- (b) The Sub-Committee:
  - (i) shall be directed by and fully accountable to the Directors; and
  - (ii) has no powers beyond those given to it by the Directors.
- (c) A Sub-Committee Member shall be a Member and may also be a Director.
- (d) The Sub-Committee shall meet and otherwise perform its functions at such times and in a manner as directed by the Directors.

## **30. Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC Gift Fund**

### **30.1 The Gift Fund**

The Corporation shall maintain a gift fund called The Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC Gift Fund to which:

- (a) gifts of money or property for the purposes of the objects of Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC are to be made;
- (b) any money received by the corporation because of those gifts is to be credited; and
- (c) no other money or property other than that stated at Rule 30.1(b) can be received.

### **30.2 Use of Gift Funds**

The corporation may use the following only for the objectives of Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC;

- (a) gifts made to the gift fund; and
- (b) any money received because of such gifts.

### **30.3 Receipts**

Receipts issued for gifts to the gift fund shall state:

- (a) the full name of the Corporation's gift fund;
- (b) the Australian Business Number of the Corporation; and
- (c) the fact that the receipt is for a gift.

### **30.4 Closure of Gift Fund**

- (a) The gift fund shall be closed at the first occurrence of:
  - (i) the winding up of the gift fund; or
  - (ii) the revocation of the Corporation as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1976*.
- (b) Any surplus assets of the gift fund shall be transferred to another fund, authority or institution which has similar objects to the Corporation and which is a body that may receive tax deductible gifts under Subdivision 30-BA of the *Income Tax Assessment Act 1997* as amended from time to time under legislative provisions enacted in substantiation for those provisions.

### **30.5 Separate account for Gift Fund**



The Corporation shall maintain a separate bank account for the gift fund.

## **31. Amendment of the Rules**

### **31.1 Corporation wants to change the Rules**

For the Corporation to change its Rules, the following steps must be complied with:

- (a) the Corporation must pass a Special Resolution effecting the change;
- (b) the Corporation must lodge certain documents under Rule 31.2;
- (c) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

### **31.2 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; and
  - (iii) a Directors' statement signed by two Directors to the effect that the Special Resolution was passed in accordance with the CATSI Act and the Corporation's Rules; and
  - (iv) a copy of the amended Rules.
- (b) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rules as it would be if the Registrar registered the change, it must do so.

### **31.3 Date of effect of change**

A Rules change under this Rule 31 takes effect on the day the change is registered by the Registrar.

# Schedule 1– Dictionary and interpretation

## 1.1 Dictionary

**Aboriginal Person** means a person of the Aboriginal race of Australia.

**AGM** means a General Meeting held in accordance with Rule 8.1.

**Area Sub-Group** means the six sub-groups of Members who according to Law and Custom are associated with, speak for, or have responsibility for caring for, country for each of the six areas of country within the Determination Area, namely Karlamyngurrara Country, Ngayunanalku Country, Pilakaja Country, Pitjikirli Country, Rirrakaja Country and Walakaja Country.

**Applicant** means a person who is eligible to become a Member of the Corporation and has applied to become a Member according to Rule 6.3.

**Application for membership Form** means the form included in Schedule 2 – Application for membership form.

**Board of Directors** means the people elected or appointed according to Rule 13.6 to manage the affairs of the Corporation in accordance with the CATSI Act and these Rules.

**Board of Directors' Minute Book** means the books and records in which the minutes of all Directors' Meetings (made under Rule 21.2(a)(ii)) and copies of any written resolutions passed without a Directors' Meeting (under Rule 16.7) are kept.

**Books** include a register, any record of information, financial reports or records, or documents of the Corporation however compiled, recorded or stored.

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

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

**Chairperson and Deputy Chairperson** are the persons referred to in Rule 12 (a) elected by the Directors to chair Directors' Meetings and General Meetings.

**Chief Executive Officer** means the person from time to time employed in the position of Chief Executive Officer of the Corporation.

**Chief Financial Officer** means the person from time to time employed in the position of Chief Financial Officer of the Corporation.

**Common Law Holders** are for the:

- (a) whole of the Determination Area, the Martu People; and
- (b) Shared Area, both the Martu People and the Ngurrara People.

**Circulating Resolution** means a resolution of the board of Directors passed according to Rule 16.7.

**Common Seal** means the common seal of the Corporation referred to in Rule 20.1.

**Consensus** means general agreement among the Members present 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 Law and Custom. 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 upon unanimously.

**Contact Person** means a person elected or appointed according to Rule 19.

**Corporation** means the Corporation referred to in Rule 1.

**Determination Area** means:

- (a) the determination areas described in the Determinations which are summarised in Annexure A – Determination Area; and
- (b) any other area where it may be determined by a court of competent jurisdiction that the Martu People hold Native Title Rights and Interests.

**Determinations mean the determinations of Native Title in:**

- (a) *James v State of Western Australia* [2002] FCA 1208; and
- (b) *Peterson v State of Western Australia* [2013] FCA 518.

**Director** means a person who holds office as a member of the Board of Directors of the Corporation according to Rule 13.

**Directors' Meeting** refers to meetings of the Board of Directors held according to Rule 13.

**Dispute** has the meaning given in Rule 25.

**Dispute Resolution Process** means the process set out in Rule 25.

**General Meeting** refers to both Special General Meetings and AGMs of the Members of the Corporation called and held according to Rule 8.

**General Meeting Minute Book** means the Books and records in which the minutes of all General Meetings (made under Rule 21.2(a)(i)) are kept.

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

**Karlamyngurrara Country** means the area within the Determination Area, which is known and understood by the Common Law Holders as Karlamyngurrara (River Country).

**Law and Custom** means the body of traditions, laws, customs and beliefs recognised and held in common by the Common Law Holders, and includes those traditions, laws, customs and beliefs exercised in relation to particular areas of land and waters, traditionally accessed resources, and persons;

**Martu People** means those persons described in Rule 6.2(a)(i) and **Error! Reference source not found.**

**Material Personal Interest** has the meaning given to it in Rule 15.4.

**Member** means a person whose name appears on the Register of Members.

**Native Title Act** means the *Native Title Act* 1993 (Cth) and any amendments thereto.

**Native Title Decision** means the same as in regulation 8 of the PBC Regulations and means a decision to:

- (a) surrender Native Title Rights and Interests in relation to land or waters; or
- (b) do, or agree to do, any other act that would affect Native Title Rights and Interests,

and, without limiting the generality of this definition, includes matters notified to the Corporation in accordance with Part 2, Div. 3 of the Native Title Act.

**Native Title Representative Body** means a representative Aboriginal/Torres Strait Islander body for the Determination Area, determined in accordance with section 202(1) of the Native Title Act.

**Native Title Rights and Interests** are:

- (a) the native title rights and interests found in the Determinations to be held by the Common Law Holders for the Determination Area which are summarised in Annexure B – rights and interests; and
- (b) for any other area in the Determination Area, those rights and interests determined by a court of competent jurisdiction to be held by the Martu People.

**Ngayunanalku Country** means the area within the Determination Area which is known and understood by the Common Law Holders as Ngayunanalku (Lake Country).

**Ngurrara People** means those persons described in Rule 6.2(a)**Error! Reference source not found..**

**PBC Regulations** means the Native Title (Prescribed Bodies Corporate) Regulations SR 1999 No. 151 and any amendments thereto.

**Pilakaja Country** means the area within the Determination Area which is known and understood by the Common Law Holders as Pilakaja (Spinifex Country).

**Pitjikali Country** means the area within the Determination Area which is known and understood by the Common Law Holders as Pitjikali (Waucarlyarly Country).

**Objectives** means the objectives set out in Rule 3.

**Officer** is a Director, Corporation Secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the corporation, or could significantly affect the corporation's financial standing.

**Poll** means a formal count of votes for or against a resolution at a General Meeting. A Poll shall be conducted in accordance with Rule 9.2.

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

**Register of Members** means the Register of Members kept according to Rule 7.1.

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

**Rirrakaja Country** means the area within the Determination Area, which is known and understood by the Common Law Holders as Rirrakaja (Stoney Country).

**Rule Book** means this rule book.

**Rules** means the rules in this Rule Book.

**Secretary** means a person elected or appointed according to Rule 19.

**Shared Area** means the area described in Annexure C – Shared Area.

**Special General Meeting or SGM** means a General Meeting other than an AGM.

**Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

**Sub-Committee** means the committee referred to in Rule 29.

**Sub-Committee Member** means each of the persons appointed in accordance with Rule 29.

**Surplus Assets** has the meaning given in Rule 27(e).

**Vested Land** means any land:

- (a) vested in;
- (b) granted or given to; or
- (c) purchased by,  
the Corporation.

**Walakaja Country** means the area within the Determination Area which is known and understood by the Common Law Holders as Walakaja (Lake Country).

## **1.2 Interpretation**

In these Rules:

- (a) words in the singular include the plural and vice versa;
- (b) the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of these Rules;
- (e) a word or expression defined in the C A T S I Act and used, but not defined, in these Rules has the same meaning given to it in the CATSI Act when used in these Rules; and
- (f) any inconsistency with the CATSI Act is to be resolved in favour of the CATSI Act.

## Annexure A – Determination Area

Excluding all those areas described in the Determination of Native Title for Application no. WAG 6110 of 1998 as “Exclusions from the Determination Area”, all those Lands and Waters commencing at a point of Latitude 20.748626 South, Longitude 121.001321 East and extending easterly and generally south-easterly passing through the following co-ordinate positions:

LATITUDE	LONGITUDE
20.748621	122.751315
21.165289	123.167985
21.498624	123.167988
21.498617	124.001319
21.081941	124.667979
21.498604	125.501314
21.998602	126.001316

Thence southerly to the westernmost north-western corner of Special Lease 3116/10897; Thence southerly along the western boundary of that special lease to Latitude 23.498607 South; Thence south-westerly, westerly, northerly, again westerly, southerly, and again westerly passing through the following co-ordinate positions:

LATITUDE	LONGITUDE
23.998615	125.001343
23.998626	124.003581
23.790293	124.003578
23.790302	123.001347
23.998637	123.001349
23.998656	120.508828

Thence north-easterly to a southern boundary of Pastoral Lease 3114/1255 (Weelarrana) at Longitude 120.568181; Thence easterly and northerly along boundaries of that pastoral lease to Latitude 23.751355 South; Thence north-easterly to a southern boundary of Reserve 41265 at Longitude 120.696113

East; Thence easterly, northerly and westerly along boundaries of that reserve to the south-eastern corner of Pastoral Lease 3114/659 (Robinson Range); Thence northerly along the eastern boundary of that pastoral lease to Latitude 23.497899 South; Thence north-easterly to Latitude 23.405146 South, Longitude 120.971036 East; thence north-easterly to a southern boundary of Pastoral Lease 3114/977 (Balfour Downs) at Longitude 121.145159 East; Thence easterly, northerly and westerly along boundaries of that pastoral lease to Longitude 121.221018 East; Thence north-easterly to Latitude 22.843118 South, Longitude 121.229854 East; Thence north-easterly to a southern boundary of Pastoral Lease 3114/977 (Balfour Downs) at Longitude 121.255422 East; Thence easterly and northerly again along boundaries of that pastoral lease to Latitude 22.690004 South; Thence generally north-easterly and northerly along boundaries of that reserve to Latitude 22.267179 South; thence north-easterly to Latitude 22.185703 South, Longitude 121.407723 East; Thence north-westerly to a western boundary of Reserve 12297 at Latitude 22.176991 South; Thence generally northerly again along boundaries of that reserve to Latitude 20.998625 South; thence westerly to Latitude 20.998627 South, Longitude 121.001324 East; thence northerly back to the commencement point.

From 16 May 2013 the Determination Area is increased to include the area which is described in Schedule One – Determination Area in the Native Title Determination by Justice McKerracher in WAD6110 of 1998 Martu (Part B), WAD77 of 2006 Karnapyrri and WAD 141 of 2010 Martu #2 in *Peterson v State of Western Australia* [2013] FCA 518



## Annexure B – rights and interests

The following are the Native Title Rights and Interests held by the Common Law Holders:

- (a) The right to possess, occupy, use and enjoy the land and waters of the Determination Area to the exclusion of all others, including:
  - (i) the right to live on the Determination Area;
  - (ii) the right to make decisions about the use and enjoyment of the Determination Area;
  - (iii) the right to hunt and gather, and to take the waters for the purpose of satisfying their personal, domestic, social, cultural, religious, spiritual, ceremonial and communal needs;
  - (iv) the right to control access to, and activities conducted by others on, the land and waters of the Determination Area;
  - (v) the right to maintain and protect sites and areas which are of significance to the common law holders under their traditional laws and customs; and
  - (vi) the right as against any other Aboriginal group or individual to be acknowledged as the traditional Aboriginal owners of the Determination Area;
- (b) the right to use the following traditionally accessed resources:
  - (i) ochre;
  - (ii) soils;
  - (iii) rocks and stones; and
  - (iv) flora and fauna,for the purpose of satisfying their personal, domestic, social, cultural, religious, spiritual, ceremonial and communal needs; and
- (c) the right to take, use and enjoy the flowing and subterranean waters in accordance with their traditional laws and customs for personal, domestic, social, cultural, religious, spiritual, ceremonial and communal needs, including the right to hunt on and gather and fish from the flowing and subterranean waters.

## **Annexure C – Shared Area**

The Shared Area is that part of the Determination Area within the following boundary:

Commencing at a point of Latitude 21.498617 South, Longitude 123.926319 East and extending easterly, north-easterly, generally south-easterly, westerly, southerly, north-westerly and south-westerly passing through the following co-ordinate positions:

<b>LATITUDE</b>	<b>LONGITUDE</b>
21.498617	124.001319
21.081941	124.667979
21.498604	125.501314
21.653886	125.656597
21.653791	125.476965
21.759674	125.476966
21.498608	124.759649
21.665284	124.067986

## Annexure D – Form of Consent Document

The Members of the Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC ("Members") whose signatures appear hereunder do hereby certify:

That the Common Law Holders have been consulted about, and have consented to, the proposed Native Title Decision as detailed in the schedule attached hereto\*: or

The proposed native title decision, as detailed in the schedule attached hereto, is of a kind about which the Common Law Holders have been consulted and have decided that decisions of that kind can be made by the Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC.\*

(\*delete as applicable)

Signature of Members whose Native Title Rights and Interests are affected by the proposed Native Title Decision.

Name of Member 1
Name of Member 2
Name of Member 3
Name of Member 4
Name of Member 5

Signature of Member 1
Signature of Member 2
Signature of Member 3
Signature of Member 4
Signature of Member 5

Signature of other Members

Name of Member 1
Name of Member 2
Name of Member 3
Name of Member 4
Name of Member 5

Signature of Member 1
Signature of Member 2
Signature of Member 3
Signature of Member 4
Signature of Member 5

*(delete or add as applicable)*

## Annexure E – Form of Consent Document

The Members of the Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC ("Members") whose signatures appear hereunder do hereby certify that the Native Title Representative Body for the area which includes the land or waters to which the proposed Native Title Decision as detailed in the schedule attached hereto relates, has been consulted about the proposed decision and the views of the Native Title Representative Body have been considered and, where appropriate and practical, the Common Law Holders have been notified of those views.

### Signature of Members

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Name of Member 1

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Signature of Member 1

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Name of Member 2

---

Signature of Member 2

---

Name of Member 3

---

Signature of Member 3

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Name of Member 4

---

Signature of Member 4

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Name of Member 5

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Signature of Member 5

## Schedule 1 to Annexure D and E

- (a) The Directors of the Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC did on the day of 20 pass the following resolution: (insert resolution)\*; or
  
- (b) The Members of the Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC in General Meeting did on the day of 20 pass the following resolution: (insert resolution).\*

*(\*delete as applicable)*

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## Schedule 2 – Application for membership form

All items marked with a \* **must** be answered

### PERSONAL DETAILS

\*Full Name: \_\_\_\_\_

Other/Traditional Names: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

\*Date of Birth: \_\_\_\_\_

Place of Birth: \_\_\_\_\_

\*Street Address:  
 House No: \_\_\_\_\_ Street Name: \_\_\_\_\_

Suburb/Community : \_\_\_\_\_ State: \_\_\_\_\_ Postcode: \_\_\_\_\_

\*Postal Address:  (Tick if address is same as above)  
 House No: \_\_\_\_\_ Street Name: \_\_\_\_\_

Suburb: \_\_\_\_\_ State: \_\_\_\_\_ Postcode: \_\_\_\_\_

### FAMILY DETAILS:

*To become a member of JYAC we need to determine how you are connected to Martu*

Who are your parents  
and/or grandparents?

Name of Martu person for our Contact \_\_\_\_\_

Please provide any other information that you think might help the Board determine that you are of Martu descent.

* Which Sub Group (Area) do you belong to?  (Please tick ✓ the appropriate group)	Karlamyngurrara		Pitjkarli	
	Ngayunanalku		Rirrakaja	
	Pilakaja		Walakaja	
	Not Sure			

* What is your Language Group?  (Please tick ✓ the appropriate group)	Kartujarra		Kiyajarra	
	Kurajarra		Manyjilyarra	
	Ngulipartu		Nyiyaparli	
	Pitjkarli		Putjarra	
	Warnman		Mangala	
	Nangajarra		Jiwaliny	
	Ngurrara who identify as Walmajarri		Ngurrara who identify as Mangala	
	Ngurrara who identify as Wangkajunka		Ngurrara who identify as Jiwaliny	
	Ngurrara who identify as Manyjilyarra		Not sure	

### Confirmation and Agreement

By signing this document you are applying to become a member of *Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC* and are agreeing that:

- You have completed this document with all required personal details;
- You are over 18 years of age; and
- You agree to follow the members' Code of Conduct at all times.

<b>Your Signature:</b>	<b>Date:</b>
<b>Witness signature:</b>	<b>Witness Name:</b>
<p><b>Please note:</b></p> <ul style="list-style-type: none"> <li>• Your application is to be presented to the Board.</li> <li>• You are not a member until the Board has approved your application.</li> <li>• JYAC will advise you in writing of the outcome of your application.</li> <li>• Your contact details are important – this is how we contact you for meetings and the Martu Charitable Trust confirms your membership.</li> <li>• <b>PLEASE NOTIFY US IF YOU CHANGE YOUR ADDRESS OR PHONE NUMBER.</b></li> </ul>	

Please **post or email** this completed form (**2 pages**) to JYAC at:  
Address: Level 3, 130 Royal Street, East Perth WA 6892  
Email: [admin@jyac.com.au](mailto:admin@jyac.com.au)

### OFFICE USE ONLY

JYAC Received application:	
Application presented to the Board of Directors:	Outcome:
Entered on registered:	Outcome Advised:
Notes (including follow up notes):	



## Schedule 3 – Appointment of proxy form

### APPOINTMENT OF PROXY

I,		(full name of member)
of		(address of member)
am a member of	Jamukurnu-Yapalikurnu Aboriginal Corporation (Desert Lands) RNTBC	(name of Aboriginal and Torres Strait Islander corporation)
I appoint		(full name of proxy)
of	Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC	(address of proxy)
who is also a member of the Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC, 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		
		(date of meeting)
and at any adjournment of that meeting.		
Signature of member		
Date		

NOTE: A proxy vote may only be given to a person who is a member of the corporation.  
(For more about proxies please refer to Rule 9.6 and section 201-90 of the CATSI Act.)

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

## Schedule 4 – Consent to become a Director form

### CONSENT TO BECOME DIRECTOR

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (address of person)

give consent to become a Director of Jamukurnu-Yapalikurnu Aboriginal Corporation (Western Desert Lands) RNTBC

I confirm my date of birth was ...../...../.....

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

I acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* 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 or an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt or have signed a personal insolvency agreement and have not kept the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

and I undertake to notify the corporation immediately if any of the above events occur during the term of my appointment.

I also acknowledge that my appointment as a Director is subject to the matters as detailed in:

- for member Directors - Rule 13.5; and
- for independent non-member specialist Directors – Rule (a)

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

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.