

THE RULE BOOK OF

**Ngarlawangga Aboriginal  
Corporation RNTBC  
ICN 7755**

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## **1. NAME AND NATURE OF THE CORPORATION**

- (a) The name of the Corporation is Ngarlawangga Aboriginal Corporation RNTBC (ICN 7755).
- (b) The Corporation is an Aboriginal Corporation Registered under the CATSI Act.

## **2. DEFINITIONS AND INTERPRETATION**

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

## **3. OBJECTIVES OF THE CORPORATION**

3.1 The objectives of the Corporation are to:

- (i) provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution and disadvantage to the Ngarlawangga People and other Aboriginal people living in the Pilbara region through the development of direct services supporting but not limited to; education and training, health and aged care, lore and culture and employment opportunities;
- (ii) carry out the roles and functions of a Registered Native Title Body Corporate under the Native Title Act and its Regulations;
- (iii) represent the Ngarlawangga People in matters relating to their Traditional Lands:
  - (a) as a Registered Native Title Body Corporate under an Approved Determination of Native Title; or
  - (b) as otherwise authorised by the Ngarlawangga People;
- (iv) accept appointments made by the Ngarlawangga People for the Corporation to act as the "Local Aboriginal Corporation" or otherwise as agent of the Ngarlawangga People pursuant to and for the purposes of indigenous land use agreements, native title agreements, cultural heritage management agreements and other contractual arrangements;
- (v) be the sole member of the Trustee (refer to Schedule 1 – Interpretation and definitions);
- (vi) maintain, protect, promote and advance the law, culture, country and environment, native title, traditions and customs of the Ngarlawangga People and other Aboriginal people living in the Pilbara region;
- (vii) promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the Ngarlawangga People and other Aboriginal people living in the Pilbara region to generate assets and funds for benevolent purposes and advance employment opportunities;
- (viii) promote, develop, improve and advance the education, health and wellbeing of the Ngarlawangga People and other Aboriginal people living in the Pilbara region;
- (xi) act in the best interests of the Ngarlawangga People;

- (x) acquire, hold title or other interests in, encumber, deal in, develop and manage land, fixtures, chattels and other property for the benefit of the Ngarlawangga People;
- (xi) provide economic, environmental, social, health, educational and cultural benefits to the Ngarlawangga People;
- (xii) seek funds by means of obtaining government grants, non- government grants, sponsorships, donations or engaging in any lawful activities or pursuits to fulfil the objectives;
- (xiii) to apply for funds from the Trusts or pursuant to the Participation Agreement to fulfil these objectives; and
- (xiv) do all such acts and things as may be incidental to or necessary to attain all or any of the objectives.

#### **4. POWERS OF THE CORPORATION**

Subject to the CATSI Act and the Rule Book, the Corporation has the power to do anything lawful to carry out the Objectives.

##### **4.1 Limitation of Powers**

- (a) For any period that the Corporation is registered as a Large Corporation, any appointment of a Service Provider must comply with the provisions of Schedule 2 – Appointment of Service Provider.
- (b) The Corporation cannot charge application fees for membership or annual membership fees.

#### **5. MEMBERSHIP OF THE CORPORATION**

##### **5.1 Members by application after registration**

###### **5.1.1 How to become a Member after registration**

A person becomes a Member after the Corporation has been registered if:

- (a) the person is eligible to be a Member;
- (b) the person applies in writing to the Corporation to become a Member, using the form prescribed by the Directors;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

###### **5.1.2 Eligibility for membership (Who can apply to become a Member)**

A person is eligible to apply to be a Member of the Corporation if the person:

- (a) is 18 years of age or over; and
- (b) is a member of the Ngarlawangga People (as defined).

### 5.1.3 Deciding membership applications

- (a) The Directors will consider and decide membership applications.
- (b) The Directors may consult with the Representative Council (if any) when considering and deciding membership applications and may take into account any other information they consider to be relevant, including the advice or opinion of an anthropologist.
- (c) The Directors, when considering and deciding membership applications, must take into account, and are bound by:
  - (i) the description of the Native Title Claim Group in the Native Title Claim from time to time;
  - (ii) the description of the Native Title Holders in any relevant Approved Determination of Native Title;
  - (iii) any declaration or determination by a court of competent jurisdiction as to whether a person or class of persons is or is not a member of the Native Title Claim Group in respect of the Native Title Claim, or a Common Law Holder of Native Title in respect of the Traditional Lands; and
  - (iv) subject to Rule 5.1.3(c) (iii), the membership list of any Registered Native Title Body Corporate in respect of the Traditional Lands.
- (d) The Directors, when considering and deciding membership applications, must take into account, but are not bound by the fact that the person has signed a Community Ratification Deed or the person's name does or does not appear on the Traditional Owner Register at the relevant time.
- (e) At the next meeting of the Directors following receipt of an application for membership that complies with the Rule Book, the Directors must consider the application and determine whether to accept or reject the application.
- (f) The Directors must not consider or accept a membership application that is not compliant with the Rule Book.
- (g) Membership applications will be considered and decided in the order in which they are received by the Corporation.
- (h) If an application for membership is accepted, the Corporation must notify the Applicant in writing and add the Applicant's name to the Register of Members within 14 days of the decision.
- (i) If an application for membership is rejected, the Corporation must notify the Applicant and provide in writing:
  - (i) reasons for the rejections; and
  - (ii) a copy of the Rule detailing the Dispute Resolution  
within 14 days of the decision.



## 5.2 Members rights and responsibilities

### 5.2.1 Members rights

- (a) Each Member has rights under the CATSI Act and the Rule Book including the rights set out below. A Member:
  - (i) can attend, speak and vote at a General Meeting or AGM of the Corporation;
  - (ii) can be elected as a Director (subject to legal eligibility);
  - (iii) can put forward Resolutions to be voted on at a General Meeting or AGM of the Corporation;
  - (iv) can ask the Directors to call a General Meeting;
  - (v) can access the books and records of the Corporation (if the Directors have authorized them to do this, or if the Members have passed a Resolution which lets them do this).
- (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.

### 5.2.2 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the Rule Book and any Code of Conduct adopted by the Corporation;
- (b) to let the Corporation know if they change their address;
- (c) to treat other Members with respect and dignity;
- (d) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;
- (e) not to make improper use of information or opportunities received because of their position as Members or Directors; and
- (f) not to make any public statement on behalf of the Corporation unless authorised by the Directors.

### 5.2.3 Liability of Members

The Members are not liable to contribute to the property of the Corporation on winding up.

## 5.3 How a person stops being a Member

A person stops being a Member if:

- (a) the person resigns as a member in writing; or
- (b) the person dies; or

- (c) the person's membership of the Corporation is cancelled; and
- (d) the Member's name is removed from the Register of Members.

#### 5.4 Process for cancelling Membership

##### 5.4.1 Cancelling Membership if the Member is not eligible

If a member is not, or stops being, eligible for membership as set out in rule 5.1.2, the member's membership can be cancelled by the directors passing a resolution at a directors' meeting.

Before cancelling the membership, the directors must:

- Give the member notice in writing stating that:
  - the directors intend to cancel the membership for the reasons set out in the notice
  - the member has 14 days to object to the cancellation of membership, and
- allow the member 14 days to object in writing to the intended cancellation from the date the notice is given. A notice sent by post is taken to be given 3 days after it is posted.
  - the objection must be:
    - in writing, and
    - given to the corporation within the period of 14 days from the day the notice is given.

**If the member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting. If membership is cancelled in this manner, the directors must give the member a copy of the director's resolution as soon as possible after the resolution is passed.

**If the member objects**, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting. If membership is cancelled in this manner, the directors must give the member a copy of the resolution of the general meeting as soon as possible after the resolution is passed.

Before the directors try to remove a member under this rule, they must take reasonable steps to make sure the member is not, or has stopped being, eligible under rule 5.1.2.

##### 5.4.2 Cancelling Membership if the Member misbehaves

- (a) The Membership of a Member may be cancelled by Special Resolution at a General Meeting if the meeting is satisfied that the Member has behaved in a manner that significantly interfered with the operation of the Corporation or of the Corporations meetings.
- (b) If the Corporation cancels the Membership, the Directors must give the member a copy of the resolution as soon as possible after the resolution has been passed.

#### 5.4.3 Cancelling Membership if the Member cannot be contacted

- (a) The Membership of a Member may be cancelled by Special Resolution at a General Meeting if the Corporation:
  - (i) has not been able to contact the Member at their address entered on the Register of Members; or
  - (ii) has not been able to contact the Member at their address entered on the Register of Members for a continuous period of two years before the meeting; and
  - (iii) has made at least two reasonable attempts to contact the Member during the two years' period but has not been able to do so.
- (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. REGISTERS OF MEMBERS AND FORMER MEMBERS AND REGISTER OF NGARLAWANGGA PEOPLE**

### 6.1 Register of Members and Former Members

- (c) The Corporation must set up and maintain a Register of Members and a Register of Former Members (in the same document if it chooses).
- (d) The Corporation must allow Members to inspect the Register of Members and the Register of Former Members free of charge.
- (e) The Corporation must provide a copy of the Register of Members and the Register of Former Members if requested by a Member and any reasonable fee is paid to cover administration costs.

### 6.2 Register of Ngarlawangga People

#### 6.2.1 When this rule applies

This rule 6.2 applies if the Corporation has:

- (a) Been nominated by the Ngarlawangga People according to an Approved Process to be the Registrar of Ngarlawangga People; and
- (b) Has accepted the nomination.

#### 6.2.2 Corporation to maintain Register of Ngarlawangga People

- (a) The Corporation must establish, maintain and regularly update a register of all Aboriginal persons who are:
  - (i) 18 years of age or over; and
  - (ii) members of the Ngarlawangga People.
- (b) The register is to be known as the Register of Ngarlawangga People.

- (c) The Corporation must maintain the Register of Ngarlawangga People in electronic form and may also maintain the Register of Ngarlawangga People in hard copy.
- (d) The Register of Ngarlawangga People is to include the following details in respect of each person on the Register:
  - (i) The person's full name (given and family name where known) and any other name by which the individual is or was known;
  - (ii) The person's date of birth (or if it is not known, a reasonable estimation of the person's year of birth); and
  - (iii) The person's address (if any) for receiving mail, which may include an email address.
- (e) The Register of Ngarlawangga People is to be separate from the Register of Members of the Corporation.

#### 6.2.3 Process for updating the Register of Ngarlawangga People

- (a) Subject to that person not already being included on the Register of Ngarlawangga People, should the Corporation become aware that a person claims to be a member of the Ngarlawangga People then the Corporation must as soon as reasonably practicable consider the claim and decide whether to include the person on the Register of Ngarlawangga People (whether or not the person applies directly to the Corporation to be recognised as a member of the Ngarlawangga People).
- (b) If a person ceases to be a Ngarlawangga People (including because they are deceased) then the Corporation must as soon as reasonably practicable remove the person from the Register of Ngarlawangga People.
- (c) For the purposes of rules 6.2.2(a), 6.2.3(a) and 6.2.3(b), whether a person is or continues to be included on the Register of Ngarlawangga People will be determined by the Directors applying the following criteria. If there is any inconsistency, a criterion higher in the list prevails over one that is lower in the list. The Corporation:
  - (i) Must include a person on or remove a person from the current Register of Ngarlawangga People if a court of competent jurisdiction determines that the person is or is not (as the case may be) a Ngarlawangga Person;
  - (ii) Must include a person on or remove a person from the current Register of Ngarlawangga People if the Common Law Holders make a decision in accordance with an Approved Process that the person is or is not (as the case may be) a Ngarlawangga Person; and
  - (iii) May request and act upon the advice of the Native Title Representative Body.

#### 6.2.4 Corporation to keep record

The Corporation must keep a written record of:

- (a) all decisions made under rules 6.2.3(a) and 6.2.3(c)(ii), including the date of the decision;
- (b) the date a person is added to the Register of Ngarlawangga People and a succinct statement of the reason they were added (including, where applicable, by reference to the matters in item 6.2.3(c)(iii); and
- (c) all persons removed from the Register of Ngarlawangga People under rules 6.2.3(b) and 6.2.3(c), including the date they were removed and a succinct statement of the reason they were removed.

#### 6.2.5 Register to be made available

- (a) The Corporation must allow any person who is on the Register of Ngarlawangga People to inspect the Register of Ngarlawangga People free of charge.
- (b) The Corporation must provide a copy of the Register of Ngarlawangga People if requested by a person who is on the Register of Ngarlawangga People and any reasonable fee is paid to cover administration costs.

### 7. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

#### 7.1 AGMS

##### 7.1.1 Holding AGMs

The Corporation must hold an AGM before the end of November each year.

##### 7.1.2 Extension of time for holding AGM

- (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.

##### 7.1.3 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 or AGM, except at the first AGM;
- (b) the consideration of the reports under Chapter 7 of the CATSI Act that 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; and
- (f) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any).

## 7.2 General Meetings

A General Meeting must be held at a reasonable time and place and for a proper purpose.

## 7.3 Calling General meetings

### 7.3.1 Director may call meetings

A Director may call a General Meeting of the Corporation.

### 7.3.2 Members may ask Directors to call General meetings

- (a) The Directors must call and arrange to hold a General Meeting within 21 days of the written request of at least the required amount of Members under 7.3.2(b).
- (b) For the purpose of rule 7.3.2(a), the required number of Members is the number of Members prescribed by the Regulations and applicable to the Corporation, or if none is prescribed the greater of:
  - (i) 5 Members; or
  - (ii) 10% of Members.
- (c) A request under sub-rule 7.3.2 (a) must:
  - (i) be in writing;
  - (ii) State any resolutions to be proposed at the meeting;
  - (iii) Be signed by the Members making the request; and
  - (iv) Be given to the Corporation.

## 7.4 Requirement for notice and cancellation of General Meeting and AGM

### 7.4.1 Notice for General Meetings and AGMs

At least 21 days' notice must be given of a General Meeting or AGM to all Directors, Members and the Auditor (if any).

### 7.4.2 Contents of notice of General Meeting or AGM

- (a) A notice of a General Meeting or AGM must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
  - (ii) state the general nature of the meeting's business;
  - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and

(iv) if a Member is entitled to appoint a Proxy, contain a statement to this effect.

(b) The information included in a notice of a General Meeting or AGM must be worded and presented clearly and concisely.

#### 7.4.3 Cancellation or postponement of a general meeting or AGM

##### (a) Authority to cancel or postpone

(i) After notice has been given for a general meeting or AGM, the directors can decide to cancel or postpone the meeting if there are exceptional reasons for doing so.

(ii) Exceptional circumstances may include, but are not limited to:

1. The death of a significant community member or elder;
2. A natural disaster or emergency affecting the community;
3. Public health risks (e.g. pandemic outbreaks);
4. Significant cultural obligations or Sorry Business;
5. Other unforeseen events of a serious nature.

##### (b) Process for decision

The directors cancel the meeting by passing a resolution in accordance with Rule 11.6. through either:

(i) a resolution at a directors' meeting (rule 11.5) or;

(ii) a circulating resolution

(c) The reason for cancellation or postponement must be recorded in the minutes of the directors' meeting or written resolution.

##### (d) Notice of cancellation or postponement

As soon as possible after the decision is made, the directors must notify members (and any other person entitled to receive the notice in as per Rule 7.4.1) of the cancellation or postponement using the same communication methods as the original notice. The notice must include:

(i) the reason for the cancellation or postponement

(ii) Whether a new date has been set, or whether a further notice will be issued in due course.

##### (e) Rescheduling the meeting

(i) If the meeting is postponed, the directors must set a new date for the meeting as soon as possible

(ii) A new notice of meeting must be issued in accordance with Rule 7.4.

## 7.5 Failure to give notice

A General Meeting or AGM will not be invalid just because the notice of the meeting was accidentally not sent to a person or a person has not received the notice.

## 7.6 Members' Resolutions

### 7.6.1 Notice of Members' Resolutions

- (a) If a Member wishes to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation of at least the required number of Members under rule 7.6.1(d).
- (b) A notice of Members' resolution must:
  - (i) be in writing;
  - (ii) set out the wording of a 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 purpose of rule 7.6.1(a), the required number of Members if the number of Members prescribed by the Regulations and applicable to the Corporation for the purposes of giving such notice or, if none is prescribed the greater of:
  - (i) 5 Members; or
  - (ii) 10% of the Members.
- (e) The Corporation must give notice of the resolution to all people entitled to it.
- (f) The Corporation must consider the resolution at the next General Meeting or AGM held more than 28 days after the Notice has been sent out.

## 7.7 Quorum for General meeting or AGM

### 7.7.1 Quorum

- (a) The quorum for a General Meeting or AGM is 10% of the Members of the Corporation at the date of the meeting.
- (b) The quorum must be present at all times during the meeting.

### 7.7.2 Adjourned meeting where no quorum

- (a) A meeting of the Corporation Members that does not have a quorum present with 2 hours after the time for the meeting set out in the notice is adjourned to the same time on the next 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 for the resumed meeting, the quorum shall be those members present at the commencement time set for that meeting.



## 7.8 Chairing a General Meeting and AGM

- (a) The Directors can elect someone to chair the meeting. If they don't, the Members must elect someone.
- (b) The ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the meeting is final.
- (c) The Chairperson may expel any Member or Director from the meeting if the Chairperson reasonably believes that the Member or Director's conduct is inappropriate.
- (d) The Chairperson must adjourn a General Meeting or AGM if the majority of Members present agree or direct that the Chairperson do so.

## 7.9 Voting at General Meetings and AGMs

### 7.9.1 Entitlement to vote

- (a) At a General Meeting or AGM, each Member has one vote, whether by a show of hands or a Poll.
- (b) The Chairperson has the deciding vote in the event of a deadlock.

### 7.9.2 How voting is carried out by show of hands

- (a) A Resolution put to the vote at a General Meeting or AGM must be decided by simple majority on a show of hands unless a Poll is demanded.
- (b) Before a vote is taken the Chairperson must inform the meeting whether any Proxy votes have been received and how the Proxy votes are to be cast.
- (c) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the Proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded for or against.

### 7.9.3 How voting is carried out by a Poll

- (a) A Poll is a secret ballot as opposed to a show of hands and is conducted by Members signing a paper headed "for" or "against" a Resolution as the case may be.
- (b) A Poll is decided on a simple majority, as determined by the Chairperson.

### 7.9.4 When Members can demand a Poll

- (a) At a General Meeting or AGM, a Poll may be demanded by:
  - (i) at least 5 Members entitled to vote on the Resolution; or
  - (ii) the Chairperson.

- (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.
- (c) A demand for a Poll may be withdrawn.

#### 7.10 Questions at AGMS

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

### 8. DIRECTORS OF THE CORPORATION

#### 8.1 Number of Directors

- (a) The Corporation must have at least 6 directors and not more than 12 Directors in total, including Independent Directors (if any.)
- (b) If the Corporation elects to have Independent Directors, it may have no more than 2 Independent Directors.

#### 8.2 Eligibility to be a Director

- (a) A person is only eligible for appointment as a Member Director if they satisfy the Member Director Criteria.
- (b) A person must give their written consent to act as a director of the Corporation before commencing.

#### 8.3 Appointment of Directors

##### 8.3.1 Nomination of Directors

- (a) Member Directors can only be nominated by a Member or Director, and nominations must be in writing to the Corporation at least 10 days prior to the date of the AGM or General Meeting.
- (b) Independent Directors can only be nominated by Resolution of the Directors.
- (c) Potential candidates for nomination as Independent Directors must provide written information about themselves and may participate in interviews conducted by the Corporation.

##### 8.3.2 Appointment of Directors at a General Meeting or AGM

- (a) The Members may appoint a person as a Director by a Resolution passed at a General Meeting or AGM.
- (b) Candidates are evaluated using criteria adopted by the Corporation to determine their suitability based on the information supplied by the

candidates and information obtained from other sources.

#### 8.3.3 Casual Vacancy

- (a) The Board may fill any casual vacancy by appointing a Director for the remainder of the vacating Director's term.
- (b) Any Director appointed to fill a casual vacancy must satisfy the Board that they meet the eligibility requirements as set out in rule 8.2
- (c) If a person is appointed as a Director under rule 8.3.3(a), the Corporation must confirm the appointment by resolution at the next General Meeting in accordance with the voting requirements of Members set out in rule 7.9. If the appointment is not confirmed, the person ceases to be a Director at the end of that General Meeting.

#### 8.4 Term of appointment

- (a) Subject to clause (d) of this rule, a Director must not be appointed for more than 2 years.
- (b) The Directors must implement a rotational system for the appointment of Directors to ensure that not all of the Directors are being appointed at the same time.

To implement the rotation system:

- the Directors of the corporation at the time these rules were approved will only hold office until the next AGM and will be eligible to be re-elected.
  - at the next AGM half of the directors (including the chairperson if there is one) will be appointed for a term of two years. The other Directors will be appointed for a term of one year. The AGM minutes must record the term of each Director appointed.
- (c) A Director is eligible for reappointment.
  - (d) If the terms of appointment of all the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next General Meeting or AGM that occurs after the last Director's appointment has expired.

#### 8.5 How to become an Independent or Specialist non-member Director

The Directors may appoint non-member Directors. Non-member Directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities.

Non-member Directors must give the Corporation their written consent to become a Director before being appointed. Non-member Directors are appointed for the term specified by the Directors in their appointment. Non-member Directors cannot be appointed for a term of more than two years, but they can be reappointed.

## 8.6 How a person ceases to be a Director

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director by giving written notice to the Corporation;
- (c) the term of the person's appointment as a Director expires;
- (d) the person is removed as a Director by the Members;
- (e) the person is removed as a Director by the other Directors; or
- (f) the person becomes disqualified from managing a Corporation.

## 8.7 Process for removing a Director

### 8.7.1 Removal by Members

- (a) The Corporation may, by Resolution in a General Meeting or AGM, remove a Director from office.
- (b) A notice for a Resolution to remove a Director must be given to the Corporation at least 21 days before the next General Meeting or AGM.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible.
- (d) The Director can give the Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to a notice of the meeting.

### 8.7.2 Removal by other Directors

- (a) Directors can only remove a Director if the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse.
- (b) Directors must give the Director a notice in writing, and they must give the Director 14 days to object in writing.
- (c) If the Director objects, they cannot remove the Director. The Director can only then be removed by Resolution at a General Meeting or AGM.

## 9. CODE OF CONDUCT AND CORPORATE GOVERNANCE TRAINING

- (a) The Directors must, during the first year after incorporation, develop a Code of Conduct that must be complied with by all Directors and employees of the Corporation.
- (b) The Directors must ensure that each Member Director undertakes ongoing corporate governance and director duties and responsibilities training, and begins such training within 6 months of that Member Director's appointment and registration by ORIC.

- (c) The Directors may require any Independent Directors to undertake appropriate cross-cultural training.

## **10. POWERS AND DUTIES OF DIRECTORS**

### **10.1 Powers of Directors**

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

### **10.2 Duty of Director to disclose Material Personal Interests**

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 a valid exception applies.

### **10.3 Remuneration**

- (a) The Directors may be paid such reasonable remuneration as the Members in a General meeting or AGM decide by resolution.
- (b) The Corporation may pay the Directors' travelling and other reasonable out of pocket expenses that the Directors incur as a result of their responsibilities as a Director.

### **10.4 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,
  - (iv) a sub-committee of Directors and/or Members; or
  - (v) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors and provisions of the Rule Book.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

## **11. DIRECTORS MEETINGS**

### **11.1 Frequency of Directors meetings**

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

### **11.2 Calling and giving notice of Directors meetings**

- (a) The Directors will normally determine the date, time and place of each Directors meeting at the previous meeting.
- (b) A Directors meeting may also be called by a Director giving reasonable notice to each of the other Directors.
- (c) The date, time and place for a Directors meeting must not unreasonably prevent a Director attending.
- (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;
  - (ii) the general nature of the business to be conducted at the meeting; and
  - (iii) any proposed Resolutions.
- (e) A Resolution passed at a Directors meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors meeting, or in giving notice of any changes to the item, date or place of the Directors meeting.

### **11.3 Quorum at Directors meetings**

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

### **11.4 Chairing Directors meetings**

The Directors must elect a Director to chair each of their meetings. The Directors may determine the period for which that Director is to be chair.

### **11.5 Resolutions at Directors meetings**

#### **11.5.1 Passing of Directors resolutions**

- (a) A Resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the Resolution.
- (b) In the event of a deadlock, the chair has the casting vote.

## **12. SECRETARY AND CONTACT PERSON**

- (a) The Contact Person or Secretary must be at least 18 years old.
- (b) The Directors appoint a Contact Person or Secretary.
- (c) The Directors decide the terms and conditions of employment (including pay) of the Contact Person or Secretary.
- (d) The Contact Person or Secretary must pass on any correspondence received to at least one of the Directors within 14 days.
- (e) The Contact Person or Secretary must give the Corporation their consent in writing to become a Contact Person or Secretary.
- (f) The Corporation must send the Registrar a Contact Person or Secretary's personal details within 28 days after they are appointed.

## **13. CHIEF EXECUTIVE OFFICER**

### **13.1 Appointment**

- (a) The Directors may appoint and remove a CEO of the Corporation by Resolution on such terms and conditions (including pay) as the Directors determine.
- (b) The CEO shall not be eligible to be a Director of the Company during the term of his or her appointment as CEO.
- (c) Eligibility for appointment as the CEO must be based on merit and not on any affiliations.

## **14. RECORD KEEPING**

The Corporation must keep records of the:

- (a) minutes of all meetings;
- (b) Rule Book;
- (c) Register of Members and Former Members;
- (d) names and addresses of Directors, officers and the Contact Person; and
- (e) financial records that correctly record and explain the Corporation's transactions and financial position and would enable a true and fair audit.

## **15. FINANCES**

### **15.1 Procedures**

- (a) All money of the Corporation must be deposited into a corporation bank account.
- (b) The Corporation must give receipts for all the money it receives.
- (c) All payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- (d) All accounts must be approved for payment at a Directors meeting or in accordance with valid delegations.
- (e) All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least 2 Directors.

### **15.2 Application of funds and property**

- (a) Subject to the CATSI Act and this Rule Book, all funds or property of the corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Corporation's objectives.
- (b) Subject to the CATSI Act and this Rule Book, no portion of the funds and property of the corporation may be paid or distributed to any Member of the corporation.
- (c) Nothing in 15.2(b) 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 and services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods and services are to be provided).

## **16. AUDITOR**

- (a) Each financial year the Corporation must consider appointing a qualified Auditor to compile an Auditor's report to be presented at that financial year's AGM.
- (b) If an Auditor is appointed, the Corporation must provide the Auditor with all records, accounts and other documents required by the Auditor to comply with this rule.



## **17. RESOLVING INTERNAL CORPORATION DISPUTES**

### **17.1 Dispute**

The Dispute Resolution Procedure in this rule applies to disputes in relation to the operation of the Corporation and between any of the Directors, Members, Representative Council, or any one or more of them, but does not apply to a dispute between Traditional Owners ('Dispute').

### **17.2 Corporation Operations to Continue**

Despite the existence of a Dispute, the Corporation must continue to operate and any person with powers and functions under the Rule Book must, to the extent possible, continue to fulfil those obligations.

### **17.3 Informal Dispute Resolution**

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

### **17.4 Formal Dispute Resolution**

- (a) If the Dispute cannot be resolved informally within one calendar month, any party to the Dispute may give the Directors written notice identifying the particulars of the Dispute ('Dispute Notice'). The Directors must then refer the matter to the Representative Council.
- (b) If the Directors are unable to resolve the Dispute to the mutual satisfaction of the parties within 30 days of the matter being referred to them (or if the Dispute is with the Directors), then the matter must be referred to the next General Meeting or AGM.

### **17.5 Legal Proceedings**

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

## **18. RESOLVING NATIVE TITLE DISPUTES**

### **18.1 Informal negotiations**

If a dispute arises between the Corporation and a person who is or who claims to be a Common Law Holder, 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; or
- (c) Other matters directly related to the determination, the Corporation must ensure that the parties first try to resolve the Dispute between themselves in good faith.

The parties may seek the opinion of the native title representative body for the area that the Native Title Rights and Interests relate to.

#### 18.2 Giving of dispute notice

- (a) If the dispute is not resolved within 20 Business Days, the Corporation must take reasonable steps to ensure any party who claims a Dispute has arisen gives notice of the Dispute to the other party (or parties).
- (b) The Dispute Notice must:
  - (i) be in writing,
  - (ii) say what the dispute is about, and
  - (iii) contain all the information requested in the form at Schedule 2.
- (c) Within 20 Business Days of receiving the Dispute Notice, the other party or parties to the Dispute must provide a Dispute Notice Reply to the other party who gave the Dispute Notice.
- (d) The Dispute Notice Reply must contain the information requested in the form at Schedule 2A.
- (e) The Corporation must take reasonable steps to ensure that parties agree to matters in the Dispute Notice and Dispute Notice Reply.

#### 18.3 Seeking assistance from the Native Title Representative Body

- (a) If the parties cannot resolve the dispute by taking the previous steps, the parties will:
  - (i) ask Yamatji Marlpa Aboriginal Corporation or any other such person as the parties can agree to:
    1. call a meeting on the subject of the dispute
    2. set the location
    3. set the date, and
    4. decide any other details of the meeting
    5. present information about the dispute to the meeting, and
  - (ii) accept and comply with the decision of the participants in the meeting under this rule.

#### 18.4 Referring dispute to mediation

- (a) If the parties cannot resolve the dispute by taking the previous steps, the parties must try to agree on a mediator to mediate the Dispute.
- (b) If no mediator is agreed, the parties will:
  - (i) Ask the National Native Title Tribunal, or if that is not possible, ask the Resolution Institute to:
    1. Appoint a mediator;
    2. Set the location;
    3. Set the date, and
    4. Decide on other details of the mediation.
  - (c) Present information about the dispute to the meeting, and
  - (d) Accept and comply with the decision of the participants in the meeting under this rule.

#### 18.5 Referring dispute to expert panel

- (a) If the parties cannot resolve the dispute by taking the previous steps, the parties will ask the National Native Title Tribunal or Yamatji Marlpa Aboriginal

Corporation to:

- (i) Appoint an expert or panel of experts on the subject of the dispute,
- (ii) Set the location,
- (iii) Set the date, and
- (iv) Decide any other details of the meeting
- (b) Present information about the Dispute to the expert or panel of experts and accept and comply with the decision of the expert or panel of experts under this rule.

**18.6 Dispute resolution costs**

The Parties will agree on the total cost/budget for the resolution process and who will pay the costs of the dispute resolution process.

**19. CONFIDENTIAL INFORMATION**

Except as otherwise required by the Rule Book, the Corporation and its Members shall keep confidential any information which may come into their possession in the course of the exercise of the powers of the Corporation that is confidential according to the law and custom of the Ngarlawangga People.

**20. WINDING UP**

- (a) The Corporation may be wound up by a Special Resolution passed at a General Meeting convened for that purpose.
- (b) The Secretary or contact person shall, within 3 weeks after the passing of the Special Resolution, lodge the appropriate documents with ORIC.
- (c) Any surplus funds, property or assets shall, after payment of the Corporation's debts and liabilities, be given or transferred to the corporation or fund specified in the Special Resolution. The surplus funds, property or assets must be transferred to another organization with similar charitable purposes to the Corporation.
- (d) The distribution of surplus assets must not be made to any Member or to any person to be held on trust for any Member.

If the organisation is wound up or if the endorsement of the organization as a deductible gift recipient is revoked, the following assets remaining after the payment of the organization's liabilities shall be transferred to a fund, authority or institution with similar purposes, which is charitable at law and to which income tax deductible gifts can be made:

- Gifts of money or property for the principal purpose of the organization;
- Contributions made in relation to an eligible fundraising event held for the principal purpose of the organization, and
- Money received by the organization because of such gifts and contributions.

## 21. AMENDMENT OF THE RULE BOOK

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

- (a) the Corporation must pass a Special Resolution effecting the change;
- (b) if, under the Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with; and
- (c) the Corporation must lodge certain documents with ORIC.

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

## 22. NATIVE TITLE DECISION PROCESSES

22.1 Native Title Decisions shall be dealt with in one of the ways set out below:

22.1.1 Where Native Title Decisions are allowed by the PBC Regulations to be made by way of alternative consultation processes, then such decisions will be made in the way set out in item 21.2. The processes set out in item 21.2 shall constitute an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations or any other equivalent regulation. Native Title Decisions that are permitted to be dealt with under the alternative consultation processes shall be called **Alternative Consultation process Decisions**.

22.1.2 For Native Title Decisions where alternative consultation processes are not permitted under the PBC Regulations, such as:

- (a) a decision to enter into an Indigenous Land Use Agreement or an agreement under Subdivision P of Division 3 of Part 2 of the Native Title Act (**Right to Negotiate**); or
- (b) a decision to allow a person who is not a Common law Holder, or a class of persons who are not Common law Holders, to become Members of the PBC.
- (c) or a decision to consent to one or more consultation processes in the PBC Rule Book.

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

22.1.3 Item 21.4 allows the Ngarlawangga People, where there is no particular process of decision-making that under traditional laws and customs must be followed for the giving of consent to the proposed decision, to agree and adopt a process of decision-making for consultation and consent to some or all kinds of Native Title Decisions without needing a meeting for all the Common Law Holders.

22.2 Alternative Consultation Processes

- 22.2.1 Alternative Consultation Process Decisions will be made by the Directors who may consult the Ngarlawangga People or others if they consider it appropriate.
- 22.3 Default Process for Consultation and Consents to Native Title Decisions that are not Alternative Consultation process Decisions.
- 22.3.1 where there is a particular process that under traditional laws and customs must be followed for the Common Law Holders to give consent to Native Title Decisions, then that process under traditional laws and customs must be followed.
- 22.3.2 where 21.3.1 does not apply and no other agreed and adopted process has been made under 21.4 then the Ngarlawangga People agree and adopt the process set out in Rule 21.3.3 below as the process to consult and obtain the consent of the Ngarlawangga People to a Native Title Decision.
- 22.3.3 Notices and processes for meetings concerning Native Title Decisions shall be the same as for General Meetings and the provisions of Rule 7 shall apply as if the meeting were a General Meeting, save that:
- (a) Meetings will be called Ngarlawangga Native Title Holders' Meetings;
  - (b) only 14 days' notice of the meeting shall be required;
  - (c) reference to Members is a reference to the Native Title Holders;
  - (d) reasonable steps shall be taken to give notice of the meeting to as many Ngarlawangga People for the area to be affected by the Native Title Decision who are not Members as practicable. Such reasonable steps may include sending information to Ngarlawangga People whose addresses are recorded on the Register of Ngarlawangga People (and elsewhere), or by placing notices in public places in the region or in newspapers;
  - (e) the quorum shall be 5 people; and
  - (f) a decision to consent to a Native Title Decision is made by way of resolution passes by more than 50% of the votes cast by Ngarlawangga People present.
- 22.3.4 The Directors must ensure that the members of the Ngarlawangga People at the meeting understand the purpose and nature of a proposed Native Title Decision and options available, including by consulting and considering the views of the representative body for the area relevant to the Native Title Decision and, if they consider it appropriate and practicable, to give notice of those views to the Ngarlawangga People.
- 22.4 Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions
- 22.4.1 Subject to 21.3.1 and where permitted under the PBC Regulations or any other law, the Ngarlawangga People may decide at a meeting under Rule 21.2 to agree and adopt a process of decision making where decisions,

consultation and consents by the Ngarlawangga People to some or all kinds of Native Title Decisions may be made by the Directors or some other body without further meetings, consultations and consents of the Ngarlawangga People.

- 22.4.2 The Ngarlawangga People, using Rule 21.3 processes, may revoke any such agreed and adopted processes made under this Rule 21.4 from time to time and agree and adopt alternative processes under item 21.3.

## SCHEDULE 1 – INTERPRETATION AND DEFINITIONS

### Interpretation

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

## Definitions

<b>Affected common law holders</b>	means the common law holders whose native title rights and interests are affected by a proposed native title decision.
<b>AGM</b>	means an annual meeting of the Members under the provisions of the Rule Book.
<b>Alternative Consultation Process Decisions</b>	means decisions made via an Alternative Decision-Making Process referred to in Rule 21.1.1 and 21.2.
<b>Applicant</b>	means a person applying to be a Member.
<b>Approved Determination of Native Title</b>	has the meaning given to that phrase in the Native Title Act 1993 (Cth).
<b>Approved Process</b>	means a traditional decision-making process, or if there is no such process, then an agreed and adopted decision making process, by which the Common Law Holders make a decision.
<b>Auditor</b>	means an auditor appointed under the provisions of the Rule Book.
<b>CATSI Act</b>	means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) as amended from time to time and any regulations made under it.
<b>Chairperson</b>	means a person elected as Chairperson of a General Meeting, AGM or Directors meeting in accordance with the provisions of the Rule Book.
<b>Code of Conduct</b>	means the list of rules of conduct prepared under the provisions of the Rule Book.
<b>Common Law Holders</b>	has the same meaning as in s56(2) of the Native Title Act, and means the persons included in the Approved Determination of Native Title as the native title holders.
<b>Compensation application</b>	means an application to the Federal Court for compensation under sections 50(2) and 61 of the Native Title Act.
<b>Contrary Determination</b>	<p>means:</p> <ul style="list-style-type: none"> <li>(a) an Approved Determination of Native Title that Native Title exists and is held by Common Law Holders who do not include any of the Ngarlawangga People; or</li> <li>(b) an Approved Determination of Native Title that Native Title does not exist, and the persons who have a Traditional Responsibility to the area are persons other than the Ngarlawangga People,</li> </ul> <p>and in respect of which:</p> <ul style="list-style-type: none"> <li>(c) no appeal has been lodged with an Australian appellate court within the court's prescribed time period; or</li> </ul>



	(d) if an appeal has been lodged with an Australian appellate court within the court's prescribed time period, then that appeal (and any subsequent application for special leave to appeal and, if granted, appeal to a further Australian appellate court) has been withdrawn, dismissed or the subject of a relevant notice given under the Participation Agreement.
<b>Corporation</b>	means the Aboriginal Corporation registered with ORIC to which the Rule Book applies.
<b>Director</b>	means a person appointed to perform the duties of a director of the Corporation and includes both an Independent Director and a Member Director.
<b>Director ID</b>	means a director identification number provided under section 308-5 of the CATSI Act.
<b>Dispute</b>	means a dispute in relation to the operation of the Corporation between any of the Members, Directors, Service Providers, Applicants, Representative Council or the Trust; but does not apply to a dispute between Members.
<b>Dispute Notice</b>	means the form contained in Schedule 2.
<b>Dispute Notice Reply</b>	means the form contained in Schedule 2A.
<b>Dispute Resolution Process</b>	means the procedure outlined in the Rule Book for resolving a Dispute.
<b>Financial Year</b>	means the 12 month period ending on 30 June each year.
<b>General Meeting</b>	means a meeting of the Members under the provisions of the Rule Book.
<b>High Level Decision</b>	means a decision to: <ul style="list-style-type: none"> <li>• surrender native title rights or interests in relation to land or waters</li> <li>• enter into an ILUA or a right to negotiate agreement</li> <li>• allow a person who is not a common law holder to be a member of the corporation or</li> <li>• adopt one or more processes for consulting common law holders in the corporation's rule book.</li> </ul>
<b>ILUA</b>	means an Indigenous Land Use Agreement in relation to land or waters of all or part of a determination area.
<b>Large Corporation</b>	has the meaning given to that phrase in the CATSI Act.
<b>Low level decision</b>	means a native title decision other than a high level decision.
<b>Material Personal Interest</b>	means any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that Director when casting their vote at Directors meetings, General Meetings or AGMs; subject to the exclusions detailed in the Rule Book.

<b>Member</b>	means a person whose name appears on the Register of Members.
<b>Member Director</b>	means a Member appointed to perform the duties of a Director of the Corporation and is a member of the Ngarlawangga People.
<b>Member Director Criteria</b>	<p>(a) A person satisfies the Member Director Criteria if the Member is able to demonstrate the following qualifications:</p> <ul style="list-style-type: none"> <li>i. financial literacy;</li> <li>ii. leadership experience;</li> <li>iii. experience with directorships and boards;</li> <li>iv. commitment to uphold all the legal duties, responsibilities and obligations of a Director;</li> <li>v. absence of conflicting commitments;</li> <li>vi. standing and respect within the Ngarlawangga People; and</li> <li>vii. reputation and integrity is of high repute and recognised integrity and:</li> </ul> <p>and is not disqualified from being a Director.</p> <p>(b) If a Member who is eligible to be appointed a Member Director is not able to demonstrate every qualification but expresses a willingness to learn and attain that qualification, the Members in their discretion may accept the person's nomination for Director.</p> <p>(c) Regardless of the above, all Member Directors must undertake ongoing and appropriate governance training.</p>
<b>Native Title</b>	has the meaning given to that phrase in the Native Title Act 1993 (Cth)
<b>Native Title Claim</b>	means the Native Title Determination Application (including as amended from time to time) lodged with the Federal Court and allocated numbers WC05/03 and WAD 78/2005, and any Native Title Determination Application made in addition to, substitution for or in replacement of (either or both/all of) the original Native Title Determination Application (including as amended from time to time.)
<b>Native Title Claim Group</b>	has the meaning given to that phrase in the Native Title Act 1993 (Cth)
<b>Native Title Decision</b>	<p>means a decision to:</p> <ul style="list-style-type: none"> <li>• surrender native title rights and interests in relation to land or waters</li> <li>• enter into an ILUA or a right to negotiate agreement</li> <li>• allow a person who is not a common law holder to be a member of the corporation</li> <li>• adopt one or more alternative consultation processes in the registered native title body's corporate rule book, or</li> <li>• do, or agree to, any other act that would affect native title rights or interests of the common law holders (other than a decision to make a compensation application).</li> </ul>
<b>Native Title Holders</b>	means the Ngarlawangga People determined by the Federal Court to hold common or group rights comprising native title in the determination area.
<b>Native</b>	means a representative Aboriginal and Torres Strait Islander body that is

<b>Representative Body</b>	recognized under section 203AD of the Native Title Act 1993 (Cth).
<b>Ngarlawangga Person</b>	means one of the Ngarlawangga People.

<b>Ngarlawangga People</b>	<p>The Ngarlawangga People are those persons who:</p> <p>(a) are descended from, in accordance with the traditional laws acknowledged and the traditional customs observed by the Ngarlawangga People:</p> <ul style="list-style-type: none"> <li>i. Kanpanta;</li> <li>ii. Jilwilingpa;</li> <li>iii. Partatalpu (Maggie);</li> <li>iv. Kuntiri (Topsy Coony);</li> <li>v. Mulunu (Piper);</li> <li>vi. Laripangu;</li> <li>vii. Jimmy Tumbler</li> <li>viii. Mirruru (Kitty);</li> <li>ix. Kujamurra (Standard); and</li> <li>x. Kurnipa/Annie</li> </ul> <p>or are adopted by such biological descendants in accordance with the traditional customs observed by the Ngarlawangga People;</p> <p>(b) identify themselves as Ngarlawangga under traditional law and custom and are accepted in accordance with the traditional laws acknowledged and the traditional customs observed by other Ngarlawangga People as Ngarlawangga; and</p> <p>(c) have a connection with the land and waters of the Determination area, in accordance with the traditional laws acknowledged and the traditional customs observed by the Ngarlawangga People.</p>
<b>Poll</b>	has the meaning in rule 7.9.3 of the Rule Book.
<b>Proxy</b>	means a person who has been appointed to attend, speak and vote at a General Meeting or AGM on behalf of a Member according to the provisions of the Rule Book.
<b>Register of Former Members</b>	means the Register of Former Members kept in accordance with the provisions of the Rule Book.
<b>Register of Members</b>	means the Register of Members kept in accordance with the provisions of the Rule Book.
<b>Register of Ngarlawangga</b>	means the Register of Ngarlawangga People kept in accordance with the provisions of the Rule book.

People	
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<b>Registrar of Ngarlawangga People</b>	Means the Corporation if Rule 6.2.1 applies
<b>Registered Native Title Body Corporate</b>	has the meaning given to that phrase in the Native Title Act 1993 (Cth).
<b>Registrar</b>	means the Registrar of ORIC from time to time.
<b>Registrar of Ngarlawangga People</b>	means the Corporation if Rule 6.2.1 applies.
<b>Representative Council</b>	means any Representative Council from time to time established under the provisions of the Rule Book.
<b>Resolution</b>	means a Resolution that must be passed by at least 51 per cent of the votes cast by the Members present or voting by Proxy.
<b>Rule Book</b>	means this Rule Book and any amendments or substitutions thereto.
<b>Special Resolution</b>	means a Resolution that must be passed by at least 75 per cent of the votes cast by the Members present or voting by Proxy.
<b>Standing instructions decision</b>	means a native title decision that is: <ul style="list-style-type: none"> <li>• a low level decision</li> <li>• a decision to enter into an ILUA under Subdivision B,C or D of Division 3 of Part 2 of the Native Title Act so something can be done by or for the corporation, or</li> <li>• a decision to form an agreement under Subdivision P of Division 3 of the Native Title Act if the corporation is the only guarantee party.</li> </ul>
<b>Traditional Lands</b>	means: <ul style="list-style-type: none"> <li>(a) the land and waters within the external boundaries of the Native Title Claim;</li> <li>(b) if the Native Title Claim is the subject of an Approved Determination of Native Title (other than a Contrary Determination) that Native Title exists in relation to some or all of the land and waters covered by the Native Title Claim and is held by person including one or more members of the Ngarlawangga People, those land and waters; and</li> <li>(c) if the Native Title Claim has been withdrawn, dismissed or discontinued or there is an Approved Determination of Native Title that Native Title does not exist in relation to some or all of the land and waters covered by the Native Title Claim, and the Ngarlawangga People claim a Traditional Responsibility for any of those land and waters, those land and waters,</li> </ul> <p>but does not include any land and waters that are the subject of a Contrary Determination.</p>

<b>Traditional Responsibility</b>	<p>means, in relation to Aboriginal persons:</p> <ul style="list-style-type: none"> <li>(a) the person have either: <ul style="list-style-type: none"> <li>i. a genealogical connection to the Aboriginal persons in occupation of the Traditional Lands at sovereignty; or</li> <li>ii. another form of connection to the Traditional Lands (including through adoption, incorporation or historical circumstances); and</li> </ul> </li> <li>(b) the person have rights or responsibilities under Aboriginal law and custom in respect of the Traditional Lands.</li> </ul>
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## Schedule 2 — Dispute Notice

Ngarlawangga Aboriginal Corporation RNTBC ICN 7755 ('the Corporation')

In accordance with rule 18 the Corporation's rulebook

Date of this notice .....

Name of  
determination or  
determination area .....

### Who is giving notice of dispute

Name of person/party  
giving notice of dispute .....

I am / am not (cross out whichever does not apply) a common law holder for  
the determination or determination area.

I am / am not (cross out whichever does not apply) a member of the corporation.

### What the dispute is about

*Tick all that apply*

I am a common law holder and the corporation will not:

- ☐ recognise me as a common law holder
- ☐ accept my application for membership

The corporation did not perform its native title functions properly because it did not:

- ☐ consult me about a native title decision that affects my native title rights  
and interests
- ☐ get consent to make a native title decision that affects my rights and interests
- ☐ consult me about a decision to apply for compensation for a native title decision  
that affects my native title rights and interests
- ☐ get consent to make a decision related to a compensation application regarding  
my native title rights and interests
- ☐ do something else it is required to do under the Native Title Act or the CATSI Act

Provide some details about the problem:

*[for example, provide details about a meeting, a native title decision or a compensation decision  
that relates to the problem, say what the problem is in your own words]*

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**Proposed next step**

My/our preferred process to resolve the dispute is:

<b>Process:</b>	<u>mediation / expert-determination / meeting</u>	(select your preferred process) (for example, the native title representative body, the National Native Title Tribunal, a lawyer, an anthropologist, a senior common law holder, a committee of elders, a professional mediator)
<b>Name of facilitator:</b>	.....	
<b>Date and time of activity</b>	.....	
<b>Location</b>	.....	
<b>Proposed fee for facilitator:</b>	.....	
<b>Who is to pay?</b>	.....	

I/We agree to participate in the process and accept the outcome of that process.

.....

[Signature] [Name]

.....

**Schedule 2A—Reply to notice of dispute**

**Ngarlawangga Aboriginal Corporation RNTBC ICN 7755 ('the Corporation')**

Date of this reply .....

**Responding to notice of dispute**

Date of the dispute notice .....

Name of person/party who  
gave notice of dispute .....

Name of determination or  
determination area .....

**Responding party**

Name of responding  
person/party .....

I am / am not (cross out whichever does not apply) a common law holder for  
the determination or determination area.

I am / am not (cross out whichever does not apply) a member of the corporation.

**Response to proposed process**

I/We have reviewed the proposed process from the party who gave dispute and say below  
whether we agree or disagree with their proposal:

	<b>Proposed process (by the person/party who gave notice)</b>	<b><i>If you disagree, please indicate what you propose instead</i></b>
<b>Process:</b>	..... Agree/disagree	.....
<b>Name of facilitator:</b>	..... Agree/disagree	.....
<b>Date and time of activity:</b>	..... Agree/disagree	.....
<b>Location:</b>	..... Agree/disagree	.....
<b>Proposed fee for facilitator:</b>	..... Agree/disagree	.....
<b>Who is to pay?</b>	..... Agree/disagree	.....

I/We agree to participate in the process and accept the outcome of that process

.....  
[Signature]

.....  
[Name]

.....  
[Signature]

.....  
[Name]