

The Rules of
THE DIERI ABORIGINAL CORPORATION
RNTBC
ICN 3890

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1. **NAME**

The name of the Corporation is **The Dieri Aboriginal Corporation RNTBC**.

2. **INTERPRETATION**

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

3. **OBJECTIVES**

The objectives of the Corporation are:

3.1 Following determination of Native Title in favour of Members of the Corporation in respect of the Dieri Lands or any part of them: -

3.1.1 to be a registered Native Title body corporate and have the functions of a registered Native Title body corporate as set out in the Native Title (Prescribed Bodies Corporate) Regulations, being the following:

- (a) if the Dieri Peoples Native Title rights are to be held in trust, to manage the Native Title rights and interests of the Common Law Holders; and
- (b) if the Dieri Peoples Native Title rights are not to be held in trust:
- (c) to act as agent of the Common Law Holders in respect of matters relating to Native Title; and
- (d) to manage the Native Title rights and interests of the Common Law Holders as authorised by the Common Law Holders; and
- (e) to perform any other functions in relation to Native Title rights and interests as directed by the Common Law Holders.

3.1.2 to hold money (including money received by way of compensation or other consideration payable in relation to Native Title rights and interest) on trust and to invest or otherwise apply the money as directed by the Common Law Holders or as directed by the Directors or in accordance with a Trust Deed approved by the directors;

3.1.3 to perform any other functions imposed on, or permitted to be carried out by, prescribed body corporates or registered Native Title bodies corporate under the Native Title Act or Regulations made thereunder, as agent or trustee for the Common Law Holders.

3.2 Pursuant to the Dieri Native Title Determinations: -

3.2.1 to unite Dieri Peoples seeking to have their Native Title rights and interests recognised in respect of lands which comprise or form part of the Dieri Peoples Lands;

3.2.2 to pursue Native Title Determination Applications in the Federal Court for recognition of Native Title rights and interests over Dieri Peoples Lands;

- 3.2.3 to initiate legal proceedings or seek any administrative remedies, if appropriate, to protect preserve and prevent interference with places of historical, social, cultural and spiritual significance for Dieri Peoples as well as for the purposes of protecting and preserving the Native Title rights and interests of Dieri Peoples;
- 3.2.4 to conduct research and gather information necessary for the assertion of traditional rights and interests over Dieri Lands including Native Title rights and interests;
- 3.2.5 to negotiate with neighbouring Aboriginal Peoples and other Aboriginal Associations in regard to boundaries and acknowledgement of reciprocal rights over lands and water;
- 3.2.6 to enter into Native Title Mining and/or Petroleum Agreements, Indigenous Land Use Agreements or other agreements on behalf of or as trustee for the Dieri Peoples and to receive any payments;
- 3.2.7 to manage land of traditional or cultural significance to Dieri Peoples and to hold any interest in such land as trustee or otherwise for the Dieri Peoples;
- 3.2.8 to act as the trustee under any Trust established for the benefit of the Dieri Peoples.
- 3.2.9 to hold money (including money received by way of compensation or other consideration payable in relation to Native Title rights and interest) on trust and to invest or otherwise apply the money as directed by the Common Law Holders or as directed by the Directors or in accordance with a Trust Deed approved pursuant to clause 7.6.
- 3.2.10 to protect the intellectual property rights of the Dieri Peoples, including but not limited to cultural practices dreaming stories, and oral history and traditions.
- 3.3 To advance the health, welfare, education and living standards of the members and their families.
- 3.4 To purchase properties to be held for and on behalf of the members.
- 3.5 To provide services for members including accounting, legal, health, personal and other services.
- 3.6 To promote employment training and economic opportunities for the members.
- 3.7 To lend and borrow money in furtherance of these objects and to carry out any other action that is seen as being of benefit to the Corporation or the Members.

- 3.8 To hold land where the Corporation is a registered native title body corporate following an approved determination of native title in favour of members of the Corporation in respect of the Dieri Peoples Lands to be a registered native title body corporate in relation to the native title rights and interests concerned for the purposes of section 57(2) of the Native Title Act and to have the functions of a registered native title body corporate under that Act, including the following:
- 3.8.1 to act as agent or representative of the Common Law Holders (as defined in the Dictionary in Schedule 1) in respect of matters relating to the native title rights and interests;
 - 3.8.2 to manage the rights and interests of the Common Law Holders as authorised by the Common Law Holders;
 - 3.8.3 to hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
 - 3.8.4 to invest or otherwise apply the money held in trust as directed by the Common Law Holders;
 - 3.8.5 to consult with, and obtain the consent of, the Common Law Holders in accordance with Regulation 8 of the PBC Regulations; and
 - 3.8.6 to perform any other functions in relation to the native title rights and interests as directed by the Common Law Holders.
- 3.9 To pursue such other rights or interests as may be considered appropriate by the Directors.

4. **POWERS OF THE CORPORATION**

- 4.1 Subject to the Act and these rules, the Corporation has the power to do anything lawful to carry out the objectives, except:
- 4.1.1 the Corporation cannot charge application fees for membership or annual membership fees.

Note: Rule 10.1 deals with powers of the directors.

5. **MEMBERSHIP OF THE CORPORATION**

5.1 **Members by application**

5.1.1 **How to become a member of the Corporation**

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;
- (d) the person's name is entered on the register of members.

5.1.2 Who can apply to become a member (eligibility for membership)?

A person who is eligible to apply for membership must be an individual who is:

- (a) at least 18 years of age; and
- (b) a Dieri Person who is entitled to be included as a native title holder for each of the Dieri Native Title Determinations; and
- (c) who identifies and can be identified as a Dieri Person.

5.1.3 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 by completing the Corporation's Application for Membership Form and as amended from time to time. (Schedule 2).

5.1.4 Deciding membership applications

- (a) The Directors will consider and decide membership applications.
- (b) Applications will be considered and decided at the next Directors available Meeting.
- (c) The directors must not accept an application for membership of the Corporation unless the applicant:
 - (i) applies according to rule 5.1.3;
 - (ii) meets all the eligibility for membership requirements.
- (d) The directors **must** accept a membership application if the applicant has applied in writing and complies with all the eligibility requirements."
- (e) However, they must notify the applicant in writing of the decision and the reasons for it.

5.1.5 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 fourteen (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 with 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.

5.2 **Members rights and obligations**

5.2.1 **Members Rights**

- (a) Each member has rights under the Act and these rules including the rights set out below. A member:
 - (i) can attend, speak and vote at a general meeting of the Corporation;
 - (ii) can be elected or appointed as a director;
 - (iii) cannot be removed as a member unless the directors and the Corporation have complied with rule 5.5;
 - (iv) can put forward resolutions to be voted on at a general meeting of the Corporation in accordance with rule 7.6;
 - (v) can ask the directors to call a general meeting of the Corporation in accordance with rule 7.3.2;
 - (vi) can access the following books and records of the Corporation:
 - A. the register of members, under rule 6.5;
 - B. the Corporation's rule book, under rule 14.11.1;
 - C. certain reports prepared by or for the directors and the Corporation, in accordance with the Act;
 - (vii) can ask the directors to provide access to any other records or books of the Corporation in accordance with rule 14.10;
 - (viii) can have any disputes with another member or with the director dealt with under the process in rule 17.
- (b) Members do not have to 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 resolutions process in rule 17.

5.2.2 **Members' responsibilities**

Each member has the following responsibilities:

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

- (b) to notify the Corporation of any change in their address within twenty-eight (28) days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other members and the directors with respect and dignity;
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.

5.2.3 Liability of Members

- (a) The members are not liable to contribute to the property of the Corporation on winding up.
- (b) If the application for registration of the Corporation states that members and former members are:
 - (i) not to be liable to contribute towards the payment of the debts and liabilities of the Corporation, then they are not liable to contribute, or
 - (ii) to be liable to contribute towards the payment of the debts and liabilities of the Corporation on a particular basis, then they are liable so to contribute on that basis.

5.3 How a person stops being a member

5.3.1 A person will stop being a member if:

- (a) the person resigns as a member (see rule 5.4);
- (b) the person dies; or
- (c) the person's membership of the Corporation is cancelled (see rules 5.5.1 to 5.5.4)

5.3.2 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.

5.4 Resignation of member

- 5.4.1 A member may resign by giving a resignation notice to the Corporation.
- 5.4.2 A resignation notice must be in writing.
- 5.4.3 The Corporation must remove the member's name from the register of current members of the Corporation within fourteen (14) days after receiving the resignation notice.

5.5 Process for cancelling membership

5.5.1 Cancelling membership if member is not eligible

- (a) The directors may, by resolution, cancel the membership of a member if the member is not eligible for membership
- (b) Before cancelling the membership, the directors must give the member notice in writing stating that:
 - (i) the directors intend to cancel the membership for the reasons specified in the notice, and
 - (ii) the member has fourteen (14) days to object to the cancellation of the membership, and
 - (iii) the objection must be in writing.
- (c) If the member does not object, the directors must cancel the membership.
- (d) If the member does object as set out in rule 5.5.1 (b) (iii):
 - (i) the directors must not cancel the membership; and
 - (ii) only the Corporation by resolution in general meeting may cancel the membership.
- (e) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

5.5.2 Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by special resolution in a general meeting if the Corporation:
 - (i) has not been able to contact that member at their address entered on the register of members for a continuous period of two (2) years before the meeting; and
 - (ii) has made two (2) or more reasonable attempts to contact the member during that two (2) 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.

5.5.3 Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person

- (a) Membership may be cancelled if member is not an Aboriginal person.

- (b) The Corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal person.
- (c) If the Corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.5.4 **Membership may be cancelled if a member misbehaves**

- (a) The Corporation may cancel the membership by special resolution in a general meeting if the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) 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.

5.5.5 **Amending register of members after a membership is cancelled**

Within fourteen (14) days of a member's membership being cancelled, the Corporation must remove their name from the register of current members of the Corporation.

Observers

The Corporation does not have observers.

6. **REGISTERS OF MEMBERS AND FORMER MEMBERS**

6.1 **Corporation to maintain register of members**

The Corporation must set up and maintain a register of members.

6.2 **Information on the register of members**

6.2.1 **Information about individuals**

- (a) The register of members must contain the following information about individual members:
 - (i) the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known;
 - (ii) the date on which the member's name was entered on the register.

6.3 **Corporation to maintain register of former members**

6.3.1 The Corporation must set up and maintain a register of former members.

6.3.2 The Corporation may maintain the register of former members in one document with the register of members.

6.4 Information on the register of former members

6.4.1 Information about individuals

The register of former members must contain the following information about each individual who stopped being a member within the last seven (7) years:

- (a) the member's name (given and family name) and address;
- (b) the date on which the individual stopped being a member.

Note The register may also contain any other name by which the individual is or was known.

6.5 Location and inspection of registers of members and former members

6.5.1 Location of registers

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

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

6.5.2 Right to inspect registers

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

6.5.3 Inspection fees

A member may inspect the registers without charge.

6.6 Making register of members available at AGM

The Corporation must:

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

7. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

7.1. AGMS

7.1.1. Holding AGMs

- (a) The Corporation must hold an AGM within five (5) months after the end of its financial year.
- (b) If the Corporation has only one (1) member, it is not required to hold an AGM.

7.1.2. Extension of time for holding AGMs

- (a) The Corporation may apply to the Registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period.
- (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;
- (b) the consideration of the reports that under Chapter 7 of the 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 6.6(b));
- (f) asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any) (see rule 7.14.1).

7.2. General meetings

7.2.1. Purpose of general meeting

A general meeting must be held for a proper purpose.

7.2.2. Time and place of general meeting

- (a) A general meeting must be held at a reasonable time and place.
- (b) If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.

7.2.3. Business of general meeting

The business at each general meeting must include:

- (a) confirmation of the minutes of the previous general meeting;
- (b) all matters set out in the notice of the general meeting;
- (c) any other matters that the meeting deems necessary.

7.3. Calling general meetings

7.3.1. Director may call meetings

The majority of Directors 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 on the request of at least the required number of members specified under rule 7.3.2:
 - (i) the number of members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, five (5) members, or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, 10% of the members.
- (b) A request under rule 7.3.2(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;
 - (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

7.3.3. Directors may apply to deny a members' request to call a general meeting

- (a) If the directors resolve:
 - (i) that a request under rule 7.3.2 is frivolous or unreasonable, or
 - (ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the members as a whole,
 - (iii) 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;
 - (iii) be made within twenty-one (21) days after the request was made.
- (c) The directors must, as soon as possible after making an application, give the contact member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4. **Timing for a requested general meeting**

- (a) The directors must call the meeting within twenty-one (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,
 - (iii) the directors must call the meeting within twenty-one (21) days after being notified of the Registrar's decision.

7.4. **Requirement for notice of general meeting**

7.4.1. **Notice for general meeting**

- (a) At least twenty-one (21) day's notice must be given of a general meeting.
- (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 twenty-one (21) day's 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.

Note: Shorter notice cannot be given for these kinds of meetings.

7.4.2. **Requirement to give notice of general meeting to members and officers**

- (a) The Corporation must give written notice of a general meeting to the following people:
 - (i) each member entitled to vote at the meeting;
 - (ii) each director;
 - (iii) the secretary (if any);
 - (iv) the contact person.
- (b) The Corporation may give the notice of meeting to a member personally or by sending it by post or other electronic means.
- (c) A notice of meeting:
 - (i) sent by post is taken to be received three (3) days after it is posted;
 - (ii) sent by electronic means is taken to be received on the Business Day after it is sent.

7.4.3. 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;
- (b) any other communications relating to the general meeting that a member is entitled to receive.

7.4.4. 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;
 - (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;
 - (iv) if a member is entitled to appoint a proxy, contain a statement setting out:
 - A. that the member has a right to appoint a proxy;
 - B. whether or not the proxy needs to be a member of the Corporation.
- (b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

7.5. Failure to give notice

A general meeting, or any proceeding at a general meeting, will not be invalid just because:

- 7.5.1. the notice of the general meeting has accidentally not been sent; or
- 7.5.2. a person has not received the notice or a person has not received the notice twenty-one (21) days prior to the meeting.

7.6. Members' resolutions

7.6.1. Notice of members' resolutions

- (a) If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the Corporation by at least the required number of members under rule 7.6.1 (d).
- (b) A notice of a members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution;
 - (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 7.6.1 (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, five (5) members; or
 - (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.

7.6.2. Consideration of members' resolutions

- (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 twenty-eight (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.

7.7. Quorum for general meeting

7.7.1. Quorum

- (a) If the Corporation has eleven (11) or more members, the quorum for a meeting of the Corporation's members is the lesser of:
 - (i) Ten (10) members; or
 - (ii) The greater of
 - A. The number of members holding 10% of the voting rights, or
 - B. Two (2) members.
- (b) If the Corporation has ten (1) members or less, the quorum for a meeting of the Corporation's members is two (2) members.
- (c) If the Corporation has one (1) member, the quorum for a meeting is one (1).

Number of members in corporation	Number of members for quorum
2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

7.7.2. Quorum to be present

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:
 - (i) if a member has appointed more than one (1) proxy or representative, only one (1) of them will be counted, and
 - (ii) if an individual is attending both as a member and as a proxy, counting that individual only once.

7.7.3. Adjourned meeting where no quorum

- (a) A meeting of the Corporation's members that does not have a quorum present within one (1) hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors specify otherwise.
- (b) If no quorum is present at the resumed meeting within one (1) hour after the time for the meeting, the meeting is dissolved.

7.8. Chairing general meeting

- 7.8.1. The directors may elect an individual to chair general meetings.
- 7.8.2. If a chairperson has not been elected or the chairperson is not available or does not want to chair the meeting, the directors must elect an individual present to chair it.

7.9. Auditor's right to be heard at general meetings

- 7.9.1. If the Corporation has an auditor, the auditor is entitled to attend any general meeting of the Corporation.
- 7.9.2. 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.
- 7.9.3. The auditor is entitled to be heard even if:
 - (a) the auditor retires at that meeting, or
 - (b) that meeting passes a resolution to remove the auditor from office.
- 7.9.4. The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

7.10. Voting at general meetings

7.10.1. Entitlement to vote

- (a) At a general meeting, each member has one (1) vote, both on a show of hands or a poll.
- (b) The chairperson has a casting vote and also any vote he or she has as a member.

7.10.2. 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 chairperson, whose decision is final.

7.10.3. How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received.
- (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.

7.10.4. Matters on which a members can 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.

7.10.5. When members can demand a poll

- (a) At a general meeting, a poll may be demanded by:
 - (i) at least five (5) members entitled to vote on the resolution;
 - (ii) members with at least 5% of the votes that may be cast on the resolution on a poll, or
 - (iii) 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.

7.10.6. When and how polls must be taken

- (a) At a general meeting, a poll on the election of a chairperson or on the question of an adjournment must be taken immediately.
- (b) At a general meeting, a poll demanded on other matters must be taken when and in the manner the chairperson directs.

7.11. Resolutions without a general meeting

7.11.1. The Corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it.

7.11.2. Auditors cannot be removed by a resolution without a general meeting.

7.11.3. Separate copies of a document under rule 7.11.1 may be used for signing by members if the wording of the resolution and statement is identical in each copy.

7.11.4. A resolution under rule 7.11.1 is passed when the last member signs.

7.11.5. The Corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:

- (a) to give members information or a document relating to the resolution by giving members that information or document with the document to be signed;
- (b) to lodge with the Registrar a copy of a notice of meeting to consider the resolution by lodging a copy of the document to be signed by members;
- (c) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution by lodging a copy of the information or documents referred to in rule 7.11.5(a).

7.11.6. The passage of the resolution satisfies any requirement in the Act, or the Corporation's rules, that the resolution be passed at a general meeting.

7.11.7. This rule does not affect any rule of law relating to the assent of members not given at a general meeting.

7.12. **Resolutions if Corporation has only one (1) member**

If the Corporation has only one (1) member, the Corporation may pass a resolution by the member recording it and signing the record.

7.13. **Proxies**

7.13.1. **Who may appoint a proxy**

- (a) A member who is entitled to attend and cast a vote at a general meeting may appoint a member as proxy to attend and vote for them at the meeting.
- (b) The appointment may specify the proportion or number of votes that the proxy may exercise if the person appointing the proxy has more than one vote.

7.13.2. **Rights of proxies**

- (a) Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) To speak at the meeting;
 - (ii) To vote (but only to the extent allowed by the appointment);
 - (iii) Join in a demand for a poll.
- (b) A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
- (c) A person must not exercise proxies for more than three (3) members:

Note: However, a contravention of this rule 7.13.2(c) does not affect the validity of the votes cast.

7.13.3. **Appointing a proxy**

- (a) An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the Regulations, by the member making the appointment and contains the following information:
 - (i) the member's name and address;
 - (ii) the Corporation's name;
 - (iii) the proxy's name or the name of the office held by the proxy;
 - (iv) the meetings at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (c) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
 - (i) the proxy need not vote on a show of hands;
 - (ii) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (iii) if the proxy is the chair, the proxy must vote by poll, and must vote as directed;
 - (iv) if the proxy is not the chair, the proxy need not vote by poll;
 - (v) If a proxy is also a member, this rule 7.13.3(c) does not affect how the person casts any votes they hold as a member.
- (d) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the Corporation sending to members:
 - (i) a list of persons willing to act as proxies, or
 - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (e) An appointment of a proxy does not have to be witnessed.
- (f) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.13.4. **Receipt of proxy documents**

- (a) For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the Corporation at least forty-eight (48) hours before the meeting:
 - (i) The proxy's appointment;
 - (ii) If the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.

- (b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least forty-eight (48) hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies may be reduced.

7.14. Questions at AGMs

7.14.1. Questions and comments by members on Corporation management at AGM

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

7.14.2. Questions by members of auditors at AGM

If the Corporation's auditor or the auditor's representative is at an AGM, the chairperson 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;
- (d) the independence of the auditor in relation to the conduct of the audit.

7.15. Adjourned meetings

7.15.1. 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.

7.15.2. Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

7.15.3. Re-notification of adjourned meeting

If a general meeting is adjourned for thirty (30) days or more, at least twenty-one (21) days' notice must be given to the members, directors and the secretary (if any) or contact person of the day, time and place of when the general meeting will be resumed.

8. DIRECTORS OF THE CORPORATION

8.1. Numbers of directors

8.1.1. Minimum number of directors If the Corporation has:

- (a) one (1) member, the Corporation must have at least one (1) director;
- (b) two (2) members, the Corporation must have at least two (2) directors;
- (c) more than two (2) members, the Corporation must have at least three (3) directors.

8.1.2. **Maximum number of directors**

The Corporation shall have twelve (12) directors.

8.2. **Eligibility to be a director**

8.2.1. **Eligibility for appointment as a director**

- (a) An individual is eligible for appointment as a director if they are an individual who is:
 - (i) a member and at least eighteen (18) years of age; and
 - (ii) is fit to hold office as a Director and Responsible Person pursuant to the Act and the ACNC Act.

8.2.2. **Majority of director requirements**

- (a) A majority of the directors must ordinarily reside in Australia.
- (b) All Directors of the Corporation must be members.
- (c) A majority of the directors must not be employees of the Corporation.
- (d) Employees of the Corporation may be a Director but are ineligible to be the chairperson at any directors' meetings or general meetings.

8.2.3. **Consent to act as director and Responsible Person**

- (a) Before a person may be confirmed as a director, that person must give the Corporation a signed consent to act as a director of the Corporation and a signed consent to be a Responsible Person pursuant to the ACNC Act.
- (b) The Corporation must keep both consents.

8.3. **Becoming a director by appointment**

8.3.1. **The Corporation may appoint a director**

The Corporation may appoint a person as a director by resolution passed in general meeting.

8.3.2. **Directors may appoint other directors to make up a quorum**

- (a) As long as the maximum number of directors is not exceeded, the directors of the Corporation may appoint a person as a director to make up a quorum.
- (b) If the total number of directors does not make up a quorum, a person can be appointed under rule 8.3.2(a) to make up a quorum for a directors' meeting.
- (c) If a person is appointed under rule 8.3.2(a), the Corporation must confirm the appointment by resolution at the Corporation's next AGM. If the appointment is not confirmed, the person ceases to be a director of the Corporation at the end of the AGM.

8.4. **Term of appointment**

- 8.4.1. Subject to rule 8.4.3, a director must not be elected for a term exceeding two (2) years.
- 8.4.2. A director is eligible for re-election for a further term of up to two (2) years.
- 8.4.3. If the terms of appointment of all of the directors of the Corporation expire so that there are no directors at a particular time, the terms of each director are extended until the next general meeting that occurs after the last director's appointment has expired.

8.5. **Rotation of directors**

- 8.5.1. Directors will be elected on rotation for a two (2) year term, so that the appointment of half of the directors expires each year.

8.6. **How a person ceases to be a director**

- 8.6.1. **A director ceases to be a director if they:**
 - (a) die;
 - (b) give written notice of resignation as a director as provided for in rule 8.7;
 - (c) the term of their appointment as a director expires;
 - (d) are removed as a director by the members as provided for in rule 8.8.1;
 - (e) become disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act; or
 - (f) become ineligible to be a Responsible Person under the ACNC Act.

8.7. **Resignation of director**

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

8.8. Process for removing a director

8.8.1. Removal by members

- (a) The Corporation may, by resolution in general meeting, remove a director from office despite anything in:
 - (i) the Corporation's constitution;
 - (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 twenty-one (21) days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than twenty-one (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 8.8.1 (e) and (f));
 - (ii) speaking to the motion at the meeting.
- (e) The Corporation is to circulate the written statement given under rule 8.8.1 (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 8.8.1 (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 8.8.1 (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.

8.8.2. **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 (3) or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Rule 8.8.2(a) operates despite anything in:
 - (i) the Corporation's constitution;
 - (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 (3) or more consecutive directors' meetings;
 - (ii) stating that the director concerned has fourteen (14) days to object in writing to the removal.
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
 - (i) the directors cannot remove the director concerned;
 - (ii) the Corporation, by resolution in general meeting, may remove the director in accordance with rule 8.8.1.
- (f) If the director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) the replacement director; or
 - (ii) any other director,

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

9. GENERAL DUTIES

9.1. General duties

9.1.1. The directors, secretary (if any), contact person, other officers and employees must comply with the duties imposed on them by the Act, the ACNC Act and the general law. These may include, for example:

- (a) a duty of care and diligence;
- (b) a duty of good faith;
- (c) a duty of disclosure of material personal interests (see rule 10.2);
- (d) a duty not to improperly use position or information;
- (e) a duty to prevent insolvent trading.

9.1.2. The directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

10.1. Powers of directors

10.1.1. The business of the Corporation is to be managed by or under the direction of the directors.

10.1.2. The directors may exercise all the powers of the Corporation except any that the Act or the Corporation's constitution requires the Corporation to exercise in general meeting.

10.1.3. To suspend the rights and / or benefits of any member for a period of up to twelve (12) months if the member has acted contrary to the interests of the Corporation.

10.1.4. To appoint a Sub-Committee to act on such matters as determined by the Directors.

10.2. Duty of director to disclose material personal interests

10.2.1. A director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other directors notice of the interest unless rule 10.2.2 says otherwise.

10.2.2. A director does not need to give notice of an interest under rule 10.2.1 if:

- (a) the interest:
 - (i) arises because the director is a member and is held in common with the other members;

- (ii) arises in relation to the director's remuneration as a director;
 - (iii) 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;
- (b) all the following conditions are satisfied:
- (i) 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 10.2.1;
 - (ii) if a person who was not a director when the notice under rule 10.2.1 was given is appointed as a director, the notice is given to that person;
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (c) the director has given a standing notice of the nature and extent of the interest and that notice is still effective.

10.2.3. The notice required by rule 10.2.1 must:

- (a) give details of:
 - (i) the nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Corporation;
- (b) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.
- (c) The details must be recorded in the minutes of the meeting.

10.2.4. A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

10.2.5. This rule 10.2 does not apply to the Corporation if the Corporation has only one (1) director.

10.3. **Remuneration**

10.3.1. The directors are not to be paid remuneration.

10.3.2. Rule 10.3.1 does not prevent:

- (a) a director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation, or
- (b) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 10.2 has been complied with.

10.3.3. The Corporation may pay the directors' travelling and other expenses that the directors incur:

- (a) attending directors' meetings or any meetings of committees of directors;
- (b) in attending any general meetings of the Corporation;
- (c) in connection with the Corporation's business.

10.4. Negotiable instruments.

10.4.1. Any two (2) directors of the Corporation, or the director if the Corporation has only one (1) director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

10.4.2. The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

10.5. Delegation

10.5.1. The directors may by resolution delegate any of their powers to:

- (a) a committee of directors;
- (b) a director;
- (c) an employee of the Corporation, or
- (d) any other person.

10.5.2. A delegate must exercise the powers delegated in accordance with any directions of the directors.

10.5.3. The exercise of a power by a delegate is as effective as if the directors had exercised it.

10.6. Member approval needed for related party benefit

10.6.1. For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:

- (a) the Corporation or entity must:
 - (i) obtain the approval of the members in the way set out in Division 290 of the Act, and
 - (ii) give the benefit within fifteen (15) months after the approval, or
- (b) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.

10.6.2. If:

- (a) the giving of the benefit is required by a contract;

- (b) the making of the contract was approved in accordance with rule 10.6.1(a)(i); and
- (c) the contract was made:
 - (i) within fifteen (15) months after that approval, or
 - (ii) before that approval, if the contract was conditional on the approval being obtained,

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

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 four (4) months.

11.2. Calling and giving notice of directors' meetings

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

11.2.2. A directors' meeting may be called by the chairperson or four (4) directors giving reasonable notice to every other director. The chairperson may give oral notice of a meeting, but if four (4) directors request a meeting, the notice must be in writing and signed by each of the four (4) directors and forwarded to all other directors.

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

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

- (a) the date, time and place of the meeting;
- (b) the general nature of the business to be conducted at the meeting;
- (c) If the meeting is called by the four (4) directors, any proposed resolutions.

11.2.5. 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 11.2.4 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

- 11.4.1. The directors may elect a director to chair their meetings. The directors may determine the period for which that director is to be the chairperson. The directors may change the chairperson's term at any time and elect a new chairperson.
- 11.4.2. The directors must elect a director present to chair a meeting, or part of it, if:
- (a) a director has not already been elected to chair the meeting, or
 - (b) a previously elected chairperson is not available, or declines to act, for the meeting or the part of the meeting.

11.5. Use of technology

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

11.6. Resolutions at directors' meetings

11.6.1. 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) The chairperson has a casting vote if necessary in addition to any vote they have as a director.

11.6.2. Circulating resolutions if the Corporation has more than one (1) director

- (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. A Director may also sign a resolution by electronic means.
- (b) Separate copies of a document under rule 11.6.2(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 11.6.2(a) is passed when the last director signs.

11.6.3. Resolutions and declarations of one (1) director Corporation

- (a) the director may pass a resolution by recording it and signing the record.
- (b) the director may make a declaration by recording it and signing the record. This satisfies any requirement in the Act that the declaration be made at a directors' meeting.

12. SECRETARY AND CONTACT PERSON

12.1. Requirements for secretary or contact person

12.1.1. Who may be a secretary or contact person

- (a) Only an individual who is at least eighteen (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 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 Act, or
 - (ii) the leave of the court under section 27935 of the Act.

12.1.2. 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 each consent received under rule 12.1.2(a).

12.2. How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

12.3. Terms and conditions of office

12.3.1. Terms and conditions of office for secretaries

A secretary holds office on the terms and conditions that the directors determine.

12.3.2. Terms and conditions of contact person's appointment

A contact person's appointment is subject to the terms and conditions that the directors determine.

12.4. Duties of secretary and contact person

12.4.1. Contact person must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander corporations as the contact person, a person:

- (a) appointed with his or her consent as the contact person, or
- (b) determined to be the contact person,

must pass on to a least one of the directors each communication received by that person for the Corporation within fourteen (14) days after receiving it.

12.4.2. **Secretary must pass on communications received**

While entered on the Register of Aboriginal and Torres Strait Islander corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to a least one of the directors each communication received by that person for the Corporation within fourteen (14) days after receiving it.

12.4.3. **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 constitution or the Act.
- (b) Rule 12.4.3(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.

13. **EXECUTION OF DOCUMENT AND THE COMMON SEAL OF THE CORPORATION**

13.1. **Corporation may have common seal**

13.1.1. The Corporation may have a common seal.

13.1.2. If the Corporation does have a common seal:

- (a) the corporation must set out on it the Corporation's name and ICN;
- (b) the common seal must be kept by a person nominated by the directors;
- (c) the Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

13.2. **Execution of documents**

13.2.1. **Agent exercising Corporation's power to make contracts**

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

13.2.2. **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 (2) directors;
 - (ii) a director and a secretary (if any), or
 - (iii) if the Corporation has only one (1) director, that director.
- (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 (2) directors;
 - (ii) a director and a secretary (if any), or
 - (iii) if the Corporation has only one (1) director, that director.
- (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 13.2.2(a) or 13.2.2(b).
- (d) This rule 13.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

14. FINANCES AND RECORD KEEPING

14.1. Application of funds and property

- 14.1.1. All funds and property of the Corporation must be used to carry out the Corporation's objectives.
- 14.1.2. No portion of the funds and property of the Corporation may be paid or distributed to any member of the Corporation.
- 14.1.3. Nothing in rule 14.1.2 is intended to prevent:
- (d) 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
 - (e) reasonable payment in good faith to a member for a contract for goods and services provided by that member (having regard to the market cost for obtaining similar goods and services in the area where the goods and services are to be provided).

14.2. Minutes of meetings

14.2.1. Obligation to keep minutes

- (a) The Corporation must keep minute books in which it records within one (1) 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;
 - (iv) resolutions passed by directors without a meeting;
 - (v) if the Corporation has only one (1) director, the making of declarations by the director.
- (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; and
 - (ii) each person attending the meeting consents to being recorded; and
 - (iii) 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 chairperson of the meeting, or
 - (ii) the chairperson of the next meeting,
 - (iii) 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 chairperson of the meeting, or
 - (ii) the chairperson of the next meeting,
 - (iii) signs a declaration under rule 14.2.1 (f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 14.2.1 (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;

- (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) If the Corporation has only one (1) director, that director must sign the minutes of the making of a declaration by that director within a reasonable time after the declaration is made.
- (i) 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.
- (j) A minute that is recorded and signed in accordance with this rule 14.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

14.3. **Constitution and records about officers, contact person.**

The Corporation must keep:

- 14.3.1. an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution).
- 14.3.2. written records relating to:
 - (a) the names and addresses of the Corporation's current officers and secretary (if any) or contact person (as the case may be);
 - (b) the Corporation's registered office (if any);
 - (c) the Corporation's document access address (if any).

14.4. **Financial records**

14.4.1. **Obligation to keep financial records**

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial reports to be prepared and audited.

Note: This obligation extends to transactions undertaken as trustee.

14.4.2. Period for which financial records must be retained

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

14.5. Physical format

If the records that the Corporation is required to keep under rules 14.3 and 14.4 are kept in electronic form:

14.5.1. the records must be convertible into hard copy;

14.5.2. that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

14.6. Place where records are kept

If the Corporation is registered as:

14.6.1. a large corporation, the records that the Corporation is required to keep under rules 14.3 and 14.4 must be kept at the Corporation's registered office, or

14.6.2. a small or medium corporation, the records that the Corporation is required to keep under rules 14.3 and 14.4 must be kept at the Corporation's document access address.

14.7. Right of access to corporation books by director or past director

14.7.1. A director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:

- (a) to which that person is a party;
- (b) which that person proposes in good faith to bring; or
- (c) which that person has reason to believe will be brought against him or her.

14.7.2. A person who has ceased to be a director may inspect the books of the Corporation (including its financial records) for the purposes of a legal proceeding:

- (a) to which that person is a party;
- (b) which that person proposes in good faith to bring, or
- (c) which that person has reason to believe will be brought against him or her.
- (d) This right continues for seven (7) years after the person ceased to be a director.

- 14.7.3. A person authorised to inspect books under this rule 14.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- 14.7.4. The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.7.
- 14.7.5. This rule 14.7 does not limit any right of access to Corporation books that a person has apart from this rule 14.7.

14.8. **Access to financial records by directors**

- 14.8.1. A director has a right of access to the records that the Corporation is required to keep under rule 14.3 or rule 14.4.
- 14.8.2. 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 14.3 or rule 14.4 subject to any other orders the court considers appropriate.
- 14.8.3. A person authorised to inspect records under rule 14.8.2 may make copies of the records unless the court orders otherwise.

14.9. **Members' access to minutes**

- 14.9.1. 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.
- 14.9.2. 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 (7) days of a member's written request for inspection.
- 14.9.3. The Corporation must make minutes available free of charge.
- 14.9.4. A member may ask the Corporation in writing for a copy of:
 - (a) any minutes of a meeting of the Corporation's members or an extract of the minutes; or
 - (b) any minutes of a resolution passed by members without a meeting.

Note: The member may ask the Corporation for an English translation under s. 376.5(3) of the Act if the minutes are not in the English language.
- 14.9.5. If the Corporation does not require the member to pay of the copy, the Corporation must send it:
 - (a) within fourteen (14) days after the member asks for it; or

(b) within any longer period that the Registrar approves.

14.9.6. If the Corporation requires payment for the copy, the Corporation must send it:

(a) within fourteen (14) days after the Corporation receives the payment; or

(b) within any longer period that the Registrar approves.

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

14.10. **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.

14.11. **Access to governance material**

14.11.1. **Corporation to provide member with rules, if requested.**

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

(a) free of charge; and

(b) within seven (7) days.

14.11.2. **Registered office**

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.

14.11.3. **Document access address**

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 (7) days of a member's or officer's written request for inspection.

14.11.4. **General provisions regarding access to rules**

(a) The rule book of the Corporation includes:

(i) the Corporation's constitution;

(ii) any replaceable rules that apply to the Corporation;

(iii) any other material concerning the internal governance of the Corporation that is prescribed.

15. AUDITOR

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

16. ANNUAL REPORTING

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

17. DISPUTE RESOLUTION PROCESS FOR MEMBERS**17.1. General**

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

17.1.1. members;

17.1.2. members and directors, or

17.1.3. directors.

17.2. Informal negotiations

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

17.3. Giving of dispute notice

17.3.1. If the dispute is not resolved in accordance with rule 17.2 within ten (10) Business Days, any party to the dispute may give a dispute notice to the other parties.

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

17.3.3. A copy of the notice must be given to the Corporation.

17.4. Seeking assistance from the Registrar

Seeking assistance from the Registrar about the meaning of the Act or the Corporation's rule book.

17.4.1. If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

17.4.2. The Registrar's opinion will not be binding on the parties to a dispute.

17.5. Referring dispute to the directors

The directors must make a reasonable effort to help the parties resolve the dispute within thirty (30) Business Days after the Corporation receives the dispute notice.

17.6. Referring dispute to a general meeting

17.6.1. If the directors cannot resolve the dispute within thirty (30) Business Days after receiving the dispute notice, it must hold a general meeting to put the matter to the members to resolve. The general meeting must be held within three (3) months after the Corporation receives the dispute notice.

17.6.2. When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules.

17A. Dispute resolution process for Dieri Common Law Holders

17A.1 The dispute resolution process set out in rule 17 also applies to disputes between the Corporation and a person who is or who claims to be a Common Law Holder whether or not they are a member, but only if the dispute relates to:

(a) whether or not the person is a Common Law Holder: or

(b) the Corporation's performance of its functions under Native Title legislation

18. NOTICES**18.1. General**

Unless the Act or these rules otherwise requires, notices must be given in writing (including by electronic means).

Notices of directors' meetings given under rule 11.2.2 can be given in writing, by email, by telephone or orally.

18.2. How a notice to a member may be given

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

18.2.1. personally;

18.2.2. left at a member's address as recorded in the register of members;

18.2.3. sent by pre-paid ordinary mail to the member's address as recorded in the register of members;

18.2.4. sent by electronic means to the member's nominated details in the register of members.

18.3. When notice taken as being given

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

18.3.1. is given by post, it is taken to have been given three (3) days after posting;

18.3.2. is given by electronic means, it is taken to have been given on the Business Day after it is sent;

18.3.3. is given:

- (a) after 5 pm in the place of receipt; or
- (b) 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 9am on the next day which is not a Saturday, Sunday or public holiday in that place.

Note: it is taken as having been given at 9 am on the next day which is not a Saturday, Sunday or public holiday in that place.

19. **WINDING UP**

19.1. **Distribution of Surplus Assets**

19.1.1. The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

19.1.2. The distribution of surplus assets must be made to a charitable organisation or charitable organisations or applied for similar charitable purposes.

20. **AMENDMENT OF THE CONSTITUTION**

20.1. **Corporation wants to change this constitution**

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

- 20.1.1. the Corporation must pass a special resolution effecting the change;
- 20.1.2. if, under the Corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with;
- 20.1.3. the Corporation must lodge certain documents under rule 20.2;
- 20.1.4. the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

20.2. **Corporation to lodge copy of changes**

20.2.1. If there is no extra requirement, within twenty-eight (28) days after the special resolution is passed, the Corporation must lodge with the Registrar:

- (a) a copy of the special resolution;
- (b) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution;
- (c) a directors' statement signed by:
 - (i) two (2) directors; or

(ii) if there is only one (1) director, that director,

to the effect that the special resolution was passed in accordance with the Act and the Corporation's constitution, and

(d) a copy of the constitutional change.

20.2.2. If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:

(a) the documents referred to in rule 20.2.1;

(b) proof that the extra requirement has been met, within twenty-eight (28) days after it has been met.

20.2.3. If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's constitution as it would be if the Registrar registered the change, it must do so.

20.3. **Date of effect of change**

A constitutional change under this rule 20 takes effect on the day the change is registered.

21. **GIFT FUND RULES**

21.1. The Corporation may maintain for the main purpose of the Corporation a gift fund:

21.1.1. to be named "The Dieri Gift Fund";

21.1.2. which can receive gifts of money or property for the purposes of the objectives of the Corporation;

21.1.3. which can have credited to it any money received by the Corporation because of those gifts.

21.2. The gift fund cannot receive any money or property other than that stated at rule 21.1.

21.3. The Corporation shall use gifts made to the gift fund and any money received because of those gifts only for the principal objectives of the Corporation.

21.4. Receipts issued for gifts to the gift fund must state:

21.4.1. the full name of the Corporation;

21.4.2. the Australian Business Number (if applicable) and the ICN of the Corporation;

21.4.3. the fact that the receipt is for a gift.

21.5. As soon as:

21.5.1. the gift fund is wound up, or

21.5.2. the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the Taxation Administration Act 1953 and pursuant to the ACNC Act,

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation. This body must also be able to receive tax deductible gifts under Division 30 of the Income Tax Assessment Act 1997 and the ACNC Act.

SCHEDULE 1 – INTERPRETATION

Dictionary

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

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

- (a) An Aboriginal person;
- (b) A Torres Strait Islander;
- (c) An Aboriginal and Torres Strait Islander person;
- (d) A Torres Strait Islander and Aboriginal person;
- (e) An Aboriginal and Torres Strait Islander corporation;

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

"**ACNC**" means Australian Charities and Not-for-Profit Commission.

"**ACNC Act**" means the Australian Charities and Not-for-Profit Commission Act 2012 (Cth) as amended from time to time and any regulations made under it.

"**Annual general meeting**" or "**AGM**" means a general meeting held in accordance with rule 7.1.

"**Board of directors**" means the members elected or appointed according to rule 8 to manage the affairs of the Corporation in accordance with the Act and these rules.

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

"**Common Law Holders**" means, in accordance with section 56 of the Native Title Act, the persons included by the Federal Court as the native title holders in the Dieri Native Title Determinations.

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

"**Contact person**" means a person elected or appointed in accordance with rule 12.

"**Corporation**" means The Dieri Aboriginal Corporation RNTBC.

"**Dieri Native Title Determinations**" means the Dieri No 1 Native Title Determination (SAD 6017 of 1998), Dieri No 2 Native Title Determination (SAD 163 of 2008) and Dieri No 3 Native Title Determination (SAD 133 of 2014).

"**Dieri Peoples**" mean any person entitled to be a Common Law Holder.

"**Dieri Peoples Land**" means any land the subject of any Dieri Native Title Determinations.

"**Director**" means a person who holds office as a member of the board of directors of the Corporation according to rule 8.

"**Directors' meeting**" refers to meetings of the board of directors held according to rule 11.

"**General meeting**" refers to both general meetings and annual general meetings of the members of the Corporation called and held according to rule 7.

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

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

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

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

"**Proxy form**" means the form included in Schedule 3 – Appointment of proxy.

"**Proxy**" means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 7.13.

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

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

"**Responsible Person**" means a Responsible Person as defined by the ACNC Act.

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

"**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.

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

Schedule 2 – Application for Membership Form

APPLICATION FOR MEMBERSHIP

THE DIERI ABORIGINAL CORPORATION RNTBC

I, _____
(First or given name) _____ (Surname)

Note: The Corporation's rules do not permit corporate applicants

of _____

(address)

Hereby apply for membership of the:

THE DIERI ABORIGINAL CORPORATION RNTBC

I declare I am eligible for membership.

Signed: _____

Date: _____

Schedule 3 – Application for Membership Form

APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, _____
(Full Name of Member)

of _____

(address of member)

Being a member of:

THE DIERI ABORIGINAL CORPORATION RNTBC

HEREBY APPOINT

(full name of proxy – can be an individual or a body corporate)
of _____

(address of proxy)

being a member of that Aboriginal and Torres Strait Islander Corporation, 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 the _____ day of _____ 20_____ and at any adjournment of that meeting.

(Optional – if member wishes to specify the way the proxy is to vote on a particular resolution, include additional information here).

Signed: _____
(Signature of member appointing proxy)

Date: _____

Note: A person must not exercise proxies for more than 3 members.