

THE CONSTITUTION OF

Kariyarra Aboriginal Corporation
RNTBC

ICN 8355

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1. NAME OF THE CORPORATION

- (a) The name of the corporation is Kariyarra Aboriginal Corporation RNTBC.

2. DEFINITIONS AND INTERPRETATION

- (a) The meanings of terms and phrases used in this rule book are set out in Schedule 1.

3. OBJECTS OF THE CORPORATION

- (a) To provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, and disadvantage among the Kariyarra People.
- (b) To maintain, protect, promote and advance the law, culture, native title, language traditions and customs of the Kariyarra People.
- (c) In the event there is a Kariyarra Determination that native title exists and the corporation is nominated to be the Prescribed Body Corporate in accordance with sections 56 or 57 of the *Native Title Act*, to:
- (i) be the registered native title body corporate for the determination area under the *Native Title Act* and *Native Title (Prescribed Body Corporate) Regulations*;
 - (ii) perform the functions of a Prescribed Body Corporate holding native title rights and interests in trust for, or acting as agent of, the Kariyarra People under sections 56 and/or 57 of the *Native Title Act*;
 - (iii) consult with and obtain the consent of the Kariyarra People in relation to Native Title Decisions;
 - (iv) perform any other function relating to the native title rights and interests as directed by the Common Law Holders.
- (d) To hold property and money (including payments received as compensation or otherwise) in a Kariyarra Trust for the benefit of the Kariyarra People;
- (e) To invest or otherwise apply money held in trust as directed by Kariyarra People;
- (f) To promote the protection of the environment within the area of land and waters the subject of the Native Title Determination;
- (g) To take steps to achieve and to promote economic development and self-determination for the Kariyarra People.
- (h) Accept appointments made by the Kariyarra People for the corporation to:
- (i) act as agent of the Kariyarra People pursuant to and for the purposes of Section 31 Agreements, Indigenous Land Use Agreements and ancillary agreements;

- (iii) be the "Heritage Manager" for the purposes of Section 31 Agreements, Indigenous Land Use Agreements and ancillary agreements entered into by the Kariyarra People or the Kariyarra PBC, including to apply for and to operate as the local Aboriginal cultural heritage service (as defined in the *Aboriginal Cultural Heritage Act 2021* (WA)) for conduct of Aboriginal cultural heritage management and protection.
- (i) To develop and manage the delivery of programs, initiatives and other services that are for Charitable Purposes that benefit the Kariyarra People.
- (j) To operate and maintain a gift fund to be known as 'The Kariyarra People's Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.
- (k) To do all such things as may be incidental or necessary to attain some or all of the above Objects, including to apply for funding from a Kariyarra Trust or any other organisation to fulfil these Objects.

4. POWERS OF THE CORPORATION

4.1 Things the corporation can do

- (a) Subject to the CATSI Act, and to Rule 4.2, the corporation has the power to do anything lawful to carry out the objects.
- (b) Without limiting the generality of Rule 4.1(a), the Corporation shall have such other powers which may be conferred upon it by a law of the Commonwealth or the State of Western Australia.

4.2 Limitations on the exercise of the corporation's powers

- (a) The corporation shall not exercise a power unless it is to carry out, or is necessary for or incidental to the carrying out of, at least one of the Objects.
- (b) The corporation shall not exercise a power that is contrary to any of the Objects, nor act in a manner which is detrimental to the best interests of the Kariyarra People collectively.
- (c) The assets and income of the corporation shall be applied solely in furtherance of the Objects and no portion shall be distributed directly or indirectly to any Member except by way of:
 - (i) provision of services or other non-monetary benefits to a Member in their capacity as a Kariyarra Person in accordance with any of the Objects;
 - (ii) payment in good faith of reasonable and proper remuneration for, or in return for, services actually rendered to the corporation by that Member; or
 - (iii) reimbursement for reasonable expenses properly incurred by the Member on behalf of the corporation or in the ordinary course of the activities of the corporation (for example travelling expenses incurred in attending a corporation organised event such as an AGM).

5. MEMBERSHIP OF THE CORPORATION

5.1 Members by application

- (a) At any time after the registration of the Corporation, a person becomes a member if:
 - i. the person wants to become a member and applies in writing in accordance with Rule 5.3(a);
 - ii. the person is eligible for membership;
 - iii. the Directors accept the application, and noting that Directors must accept an eligible member applicant who applies in accordance with Rule 5.3(a) and using the membership application form at Schedule 3 to these Rules; and
 - iv. the person's name is entered on the Register of Members.

5.2 Eligibility for membership

- (a) Only the following are eligible for membership of the corporation:
 - (i) a Kariyarra PBC;
 - (ii) a person that is:
 - (A) 15 years of age or older; and
 - (B) a Kariyarra Person.

5.3 Membership application

- (a) Any application for membership must be in the form set out in Schedule 3 to these Rules.

5.4 Deciding membership applications

- (a) The Board of Directors will consider and decide applications for membership.
- (b) Applications for membership will be considered and decided in the order in which they are received by the Corporation.
- (c) The Board of Directors must not accept an application unless the applicant:
 - i. applies in accordance with Rule 5.3(a); and
 - ii. meets the membership criteria set out in Rule 5.2.

- (d) In considering whether an applicant for membership satisfies the membership criteria, the Board of Directors may:
 - a. seek such anthropological, historical and/or genealogical advice as it considers appropriate;
 - b. request that the applicant supply further information, including genealogical information, to satisfy the Board of Directors that the applicant for membership is entitled to be a member; and
 - c. have regard to such other records, including the membership rolls of other Aboriginal Corporations, as it considers appropriate.
- (e) In the event that the directors refuse an application for membership, they must notify the applicant in writing of the decision and the reasons for it.
- (f) The corporation and the Directors acknowledge that Kariyarra People that meet the requirements of Rule 5.2 are Common Law Holders and are entitled to be members of the corporation either directly through their own personal membership or indirectly through representation of the relevant Common Law Holder(s) by a Family Group member that is a member of the corporation.
- (g) Where Common Law Holder(s) are not members of the corporation but are represented indirectly by a Family Group member that is a corporation member, that Family Group member shall consult with and seek to express any views of the non-member Common Law Holder(s) to the corporation.
- (h) A non-member Common Law Holder(s) cannot attend corporation meetings (unless invited by a majority of the Board of Directors) and cannot vote either directly or indirectly (including through a proxy vote) through a Family Group member at any corporation meetings.
- (i) A member applicant that has a dispute with the corporation about a membership application is entitled to be involved and have the dispute addressed using the dispute resolution process in Rule 19.

5.5 Entry on the register of members

- (a) Subject to Rule 5.5(b), if the directors accept a membership application, the applicant's name must be entered on the Register of Members within 14 days.
- (b) If:
 - i. the applicant applies for membership after a notice has been given for the holding of a General Meeting, and
 - ii. the meeting has not been held when the Board of 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.

5.6 Membership fees

- (a) The corporation cannot charge application fees for membership or annual or other membership fees of any kind.

5.7 Members rights and obligations

- (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, subject to the requirements of the Act and these Rules;
 - iii. cannot be removed as a member unless the Directors and the Corporation have complied with these Rules;
 - iv. can put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with these Rules;
 - v. can ask the Directors to call a General Meeting of the Corporation in accordance with these Rules;
 - vi. can access the following books and records of the Corporation:
 - the Register of Members;
 - the minute books;
 - the Corporation's Rule Book;
 - 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 of books of the Corporation in accordance with these Rules; and
 - viii. can have any disputes with another member or the Directors dealt with under the process set out in these Rules.
- (b) Members do not have the right to share in the profits of the Corporation or to 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 Board of Directors, the Member can use the dispute resolution process set out in these Rules.
- (d) Each member has the following responsibilities:
- i. to comply with the Act and these Rules;
 - ii. to notify the Corporation of any change of their address within 28 days;
 - iii. to comply with any code of conduct adopted by the Corporation;

- iv. to treat other members and the Directors with respect and dignity; and
- v. to not behave in a way that significantly interferes with the operation of the Corporation or any Corporation meetings.

5.8 Liability of members

- (a) Members and former members are not liable to contribute towards the payment of the debts and liabilities of the corporation.

5.9 How a person stops being a member

- (a) A person shall stop being a member if:
 - i. the person resigns as a member in accordance with these Rules;
 - ii. the person dies; or
 - iii. the person's membership is cancelled in accordance with these Rules.
- (b) The date on which a person ceases to be a member is the date on which the member's name is removed from the Register of Members as a current member of the Corporation.
- (c) A person may resign by giving a resignation notice to the Corporation.
- (d) A resignation notice must be in writing.
- (e) Where the Corporation:
 - i. receives notice that a member is deceased; or
 - ii. receives a resignation notice in writing; or
 - iii. cancels a membership in accordance with these Rules;

the Corporation must remove the member's name from the Register of Members within 14 days after receiving notice and enter it on the Register of Former Members.

5.10 Process for cancelling membership

Cancellation of membership if a member misbehaves

- (a) A person's membership to the Corporation may be cancelled by Special Resolution in a General Meeting of the Corporation on the basis that the member has behaved in a manner that significantly interfered with the operation of the Corporation or Corporation meetings, including, but not limited to:

- i. acting in a threatening or abusive manner to Corporation staff or other members, including by reason of language used or actions taken towards Corporation staff or other members;
 - ii. providing third parties with confidential Corporation documents or disclosing confidential information relating to the Corporation without approval of the Board of Directors or in contravention of these Rules;
 - iii. holding himself or herself out as the representative of the Corporation to third parties without express authorisation of the Corporation;
 - iv. consistently disrupting day-to-day administration or operations of the Corporation;
 - v. engaging in conduct which is not authorised by the Corporation and which wastes the Corporation's resources;
 - vi. engaging in conduct which improperly brings the Corporation into disrepute; or
 - vii. engaging in conduct which undermines the objects of the Corporation.
- (b) Written notice of a proposed resolution to cancel a person's membership in accordance with Rule 5.10(a) must be forwarded to the member not less than 14 days before the date of the General Meeting at which the resolution is to be moved.
- (c) The person whose membership is proposed to be cancelled must be given an opportunity to be heard at the General Meeting.
- (d) If the Corporation cancels the membership, the Directors must send that person a copy of the resolution as soon as possible after it has been passed.

Membership may be cancelled if a member cannot be contacted

- (e) A person's membership to the Corporation may be cancelled by Special Resolution in a General Meeting if the Corporation has:
- i. not been able to contact that member at their address entered on the Register of Members for a continuous period of two years before the meeting; and
 - ii. made two or more reasonable attempts to contact the member during that 2 year period but has been unable to.
- (f) If the Corporation cancels the membership in accordance with Rule 5.10(e), the Directors must send that person a copy of the resolution, at their last known address, as soon as possible after it has been passed.

Membership may be cancelled if Eligibility Criteria are not met

- (g) A person's membership to the Corporation may be cancelled by ordinary resolution in a General Meeting of the Corporation on the basis that the member does not satisfy the membership criteria in Rules 5.2 and 5.3.

- (h) Written notice of a proposed resolution to cancel a person's membership in accordance with Rule 5.10(g) must be forwarded by the Directors to the member, including with the reasons for proposed cancellation, and the member has 14 days to respond in writing if the member objects to the proposed cancellation of their membership. If the member does not respond within the 14 day timeframe, the Directors can cancel the membership and send a copy of the resolution as soon as possible after it has been passed. If the member objects in time to cancellation of membership, the only way to cancel their membership is if the members pass an ordinary resolution to do so at a General Meeting.
- (i) The person whose membership is proposed to be cancelled at a General Meeting, must be given an opportunity to be heard at the meeting.
- (j) If the Corporation, through either the Directors or a member vote at a General Meeting, cancels the membership in accordance with Rule 5.10(g) and (h), the Directors must send that person a copy of the resolution as soon as possible after it has been passed.

Membership may be cancelled if the member is not an Aboriginal or Torres Strait Islander person

- (k) A person who is not an Aboriginal or Torres Strait Islander person can have their membership of the corporation cancelled in accordance with the CATSI Act. The process that is to be followed is the same as that set out at Rule 5.10(a) to (d) above.

Membership may be cancelled for non-payment of fees

- (l) If in future the Rules require members to pay fees, where a member does not pay fees, their membership of the corporation may be cancelled in accordance with the CATSI Act. The process that is to be followed is the same as set out at Rule 5.10(g) to (j) above.

5.11 Different classes of members

- (a) The Corporation does not have different classes of members.

5.12 Observers

- (a) Except where Rule 5.12(b) applies, the corporation does not have observers.
- (b) Where invited by the Directors, a non-member Common Law Holder(s) may attend a corporation meeting as an observer only.

6. REGISTER OF MEMBERS AND FORMER MEMBERS

6.1 Corporation to maintain register of members and register of former members

- (a) The Corporation must set up and maintain a Register of Members and a Register of Former Members.
- (b) 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; and
 - ii. the date on which the member's name was entered into the Register.
- (c) The Corporation may maintain the Register of Former Members in one document with the Register of Members.
- (d) The Register of Former Members must contain the following information about an individual who stopped being a member within the last 7 years:
 - i. the member's name (given and family name) and address. The Register may also contain any other name by which the individual is or was known; and
 - ii. the date on which the individual stopped being a member.

6.2 Location and inspection of registers of members and former members

- (a) The Corporation must keep the Register of Members and the Register of Former Members at:
 - i. the Corporation's registered office if it is registered as a large corporation; or
 - ii. the document access address if it is registered as a small or medium corporation.
- (b) The Register of Members and the Register of Former Members must be open for inspection by any person and any person has a right to inspect the registers.
- (c) 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).
- (d) A member may inspect the registers without charge.
- (e) A person who is not a member may inspect the registers only on payment of any fee required by the Corporation.
- (f) The Corporation must give a person a copy of the registers (or part of either register) within 7 days (or such longer period as the Registrar may allow) if the person asks for a copy and pays any fee (up to the prescribed amount) required by the Corporation.
- (g) The Corporation must:
 - i. make the Register of Members available for inspection (without charge) by members at the AGM; and
 - ii. ask each member attending the AGM to check and update their entry.
- (h) If the Registrar requests a copy of the Register of members or the Register of Former Members, it must be provided within 14 days or such longer period as the Registrar specifies.

6.3 Amending details of membership

- (a) Any member of the Corporation can apply to the Corporation to amend the details of their membership to the Corporation as recorded in the Register of Members.
- (b) In considering whether to make any requested amendments to a person's details as recorded on the Register of Members, the Board of Directors must follow the process applicable for the determination of membership applications as set out in these Rules.

7. ANNUAL GENERAL MEETINGS (AGMs) AND GENERAL MEETINGS

7.1 AGMs

- (a) The Corporation must hold an AGM within 5 months after the end of its financial year.
- (b) 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.
- (c) If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.
- (d) The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
 - i. confirmation of the minutes of the previous general meeting;
 - ii. the consideration of the reports under that Chapter 7 of the Act are required to be present to the AGM;
 - iii. the election of Directors;
 - iv. the appointment and remuneration of the auditor (if any);
 - v. checking of details on the Register of Members; and
 - vi. asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any).
- (e) The Chair of an AGM must give members a reasonable opportunity:
 - i. to ask questions about or make comments on the management of the Corporation; and
 - ii. if the Corporation's auditor, or the auditor's representative, is present at the AGM, to ask the auditor or the auditor's representative questions relevant to:
 - the conduct of the audit;
 - the preparation and content of the auditor's report;
 - the accounting policies adopted by the Corporation in the preparation of the financial statements; and
 - the independence of the auditor in relation to the conduct of the audit.

7.2 General Meetings

- (a) A General Meeting must be called for a proper purpose.
- (b) A General Meeting must be held at a reasonable time and place.
- (c) The business at each General Meeting must include:
 - i. confirmation of the minutes of the previous General Meeting; and
 - ii. all matters set out in the notice of the General Meeting.

7.3 Calling General Meetings

- (a) The Board of Directors may call a General Meeting of the Corporation.
- (b) Members may ask the Board of Directors to call General Meetings.
- (c) The Board of Directors must call and arrange to hold a General Meeting on the request of at least the following required number of members:

Number of members in corporation	Number of members needed to ask for a General Meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

- (d) A request for a General Meeting made under Rule 7.3(c) must:
 - i. be in writing;
 - ii. state any resolution to be proposed at the meeting;
 - iii. be signed by each of the members making the request;
 - iv. nominate a member to be the contact member on behalf of the members making the request; and
 - v. be given to the Corporation.
- (e) Separate copies of a document setting out a request under Rule 7.3(d) may be used for signing by members if the wording of the request is identical in each copy.

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

(f) If a request is made in accordance with Rules 7.3(b) and if the Board of Directors resolves:

- i. that a request made by the members is frivolous or unreasonable, or
- ii. that complying with the request would be contrary to the interests of the members as a whole,

a director, on behalf of the Board of Directors, may apply to the Registrar for permission to deny the request.

(g) Such an application to the Registrar must:

- i. be in writing;
- ii. set out the ground on which the application is made; and
- iii. be made within 21 days after the request was made.

(h) The Board of Directors must, as soon as practicable after making the application, give the nominated member notice that an application under Rule 7.3(f) has been made.

Timing for a requested General Meeting

(i) The Board of Directors must call the meeting within 21 days after the request was received by the Corporation.

(j) If the Board of Directors has applied to the Registrar to deny a request and the Registrar refuses that request, then the Board of Directors must call the meeting within 21 days after being notified of the Registrar's decision.

7.4 Notice for General Meetings

(a) At least 21 days notice must be given for a General Meeting.

(b) The Corporation:

- i. may call an AGM on shorter notice, if all the members agree beforehand; or
- ii. may call a General Meeting on shorter notice, if at least 95% of the members agree beforehand;

(c) Notwithstanding Rule 7.4(b), at least 21 days notice must be given of a General Meeting at which a resolution will be moved to:

- i. remove a Director;
- ii. appoint a Director in place of a Director removed;
- iii. cancel a person's membership; or

- iv. remove an auditor.

(Shorter notice cannot be given for these types of meetings.)

(d) The Corporation must give written notice of a General Meeting to the following persons:

- i. each member entitled to vote at the meeting;
- ii. each Director;
- iii. the Contact Person (if any); and
- iv. The Secretary (if any).

(e) The Corporation may give the notice of meeting to a member personally or by sending it by post, fax or other electronic means nominated by the member.

(f) Where a notice of General Meeting:

- i. is sent by post it is taken to be received 3 days after it is posted; or
- ii. is sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

Notice to Auditor

(g) The Corporation must give its auditor (if any):

- i. notice of a General Meeting in the same way that a member is entitled to receive notice; and
- ii. any other communications relating to the General Meeting that a member is entitled to receive.

Contents of Notice of General Meeting

(h) A notice of a General Meeting must:

- i. set out the place, date and time of 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 and contain a statement setting out:
- v. that the member has a right to appoint a proxy; and
- vi. that the proxy needs to be a member of the Corporation.

- (i) 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) A General Meeting, or any proceeding at a General Meeting, will not be invalid just because:
- i. the notice of the General Meeting has accidentally not been sent; or
 - ii. a person has not received the notice.

7.6 Member's resolutions

- (a) Members can propose a resolution by giving notice of it to the Corporation.
- (b) 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(e).
- (c) A notice of a members' resolution must:
- i. be in writing;
 - ii. set out the wording of the proposed resolution; and
 - iii. be signed by the members proposing to move the resolution.
- (d) 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.
- (e) The required number of members to propose a resolution by notice to the Corporation is as follows:
- | Number of members in corporation | Number of members needed to propose a resolution |
|----------------------------------|--|
| 2 to 10 members | = 1 member |
| 11 to 20 members | = 3 members |
| 21 to 50 members | = 5 members |
| 51 members or more | = 10 per cent of members |
- (f) The notice must set out the resolution in writing and must be signed by the members proposing it.
- (g) The Corporation must give notice of the resolution to all persons entitled to it.

Consideration of Member's resolutions

- (h) If the Corporation has been given notice of a members' resolution it must be considered at the next General Meeting that occurs more than 28 days after the notice is given.
- (i) 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.
- (j) The Corporation does not have to give notice of a resolution if it is defamatory.

Member's statements to be distributed

- (k) Members may ask the Corporation to give all its members a statement about:
 - i. a resolution that is proposed to be moved at the General Meeting; or
 - ii. any other matter that may be considered at that General Meeting.
- (l) Subject to Rule 7.6(o), the Directors must comply with a request for the distribution of members' statements that is:
 - i. made by at least the required number of members under Rule 7.6(p);
 - ii. in writing;
 - iii. signed by the members making the request; and
 - iv. given to the Corporation.
- (m) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (n) After receiving a request meeting the requirements of Rule 7.6(l), the Corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting.
- (o) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (p) For the purposes of Rule 7.6(l)(i), the required number of members for the Corporation is:

Number of members in corporation	Number of members needed to ask for statements to be distributed
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

7.7 Quorum for a General Meeting

- (a) No business can be transacted at any General Meeting unless a quorum of members is present.
- (b) For the purposes of Rule 7.7(a), the required number of members for a quorum at a General Meeting is:

Number of members in corporation	Number of members needed for a quorum
5 to 20 members	= 2 members
21 to 30 members	= 3 members
31 to 40 members	= 4 members
41 to 50 members	= 5 members
51 members or more	= 10 per cent of members

- (c) The quorum must be present at all times during the meeting.
- (d) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:
- if a member has appointed more than 1 proxy or representative, only one of them will be counted; and
 - if an individual is attending both as a member and as a proxy, counting that individual only once.
- (e) In the event a General Meeting called under these Rules fails to gain a quorum within 1 hour of the scheduled time of the day upon which the meeting is called, then the meeting can be held within 1 hour of the scheduled time in circumstances where 5 or more members are present.
- (f) If the General Meeting does not have 5 or more members present within 1 hour after the scheduled time as required by Rule 7.7(e) then:
- the meeting set out in the notice of meeting is adjourned to the same time of the same day in the next week, and to the same place, unless the Board of Directors specify otherwise; and
 - if there are not 5 or more members present at the resumed meeting within 1 hour after the time for the meeting, the meeting is dissolved.

7.8 Chairing General Meetings

- (a) The members at a General Meeting must elect a person present to chair the meeting.
- (b) Either a member or a non-member of the Corporation may be elected to chair the meeting.

7.9 Use of technology for General Meetings

- (a) The Corporation may hold a General Meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at General Meetings

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

7.11 Voting at General Meetings

- (a) Except for decisions made pursuant to Rule 9.3, at a General Meeting, each member has 1 vote, both on a show of hands and a poll.
- (b) The Chair has a casting vote, and also, if he or she is a member, any vote he or she has as a member.
- (c) A challenge to a right to vote at a General Meeting:
- i. may only be made at the meeting; and
 - ii. must be determined by the chair, whose decision is final.
- (d) 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.
- (e) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (f) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of votes recorded for or against.

When members can demand a poll

- (g) At a General Meeting, a poll may be demanded on any resolution.
- (h) A demand for a poll may be withdrawn.

- (i) At a General Meeting, a poll may be demanded by:
 - i. at least 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 Chair.
- (j) The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.
- (k) At a General Meeting, a poll on the election of a chair or on the question of an adjournment of a meeting must be taken immediately.
- (l) At a General Meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.

7.12 Resolutions without a General Meeting

- (a) 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 containing a statement that they are in favour of the resolution set out in the document.
- (b) Auditors cannot be removed by resolution without a General Meeting.
- (c) Separate copies of a document under Rule 7.12(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under Rule 7.12(c) is passed when the last member signs.
- (e) The corporation in passing a resolution under this Rule without holding a meeting satisfies any requirement in the Act:
 - i. to give members information or a document relating to the resolution - by giving members that information or document with the document to be signed;
 - ii. 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; and
 - iii. 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 7.12(e)(i).
- (f) A resolution passed in accordance with this Rule satisfies any requirement in this Act, or these Rules, that the resolution be passed at a general meeting.
- (g) A resolution passed in accordance with this Rule does not affect any rule of law relating to the assent of members not given at a General Meeting.

7.13 Proxies

- (a) Subject to Rule 7.13(b), any member who is entitled to attend and cast a vote at a General Meeting may appoint another member as proxy for the purpose of voting at that meeting by notice given to the Corporation prior to the commencement of the relevant General Meeting.
- (b) A member may not appoint another member as proxy for the purpose of voting at:
 - i. a General Meeting in relation to decisions made pursuant to Rule 9.3; or
 - ii. at any meeting convened pursuant to Rule 8.
- (c) Subject to these Rules, 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); and
 - iii. to join in a demand for a poll.
- (d) A member may use the notice appointing the proxy in the form set out in Schedule 3 to these Rules, however, an appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the regulations, by the member of the Corporation 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.
- (e) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (f) An appointment may specify the way the proxy is to vote on a particular resolution. If it does, the following will apply:
 - i. The proxy need not vote on a show of hands.
 - ii. If the proxy has two 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 the proxy is also a member, this Rule does not affect how the person casts any votes they hold as a member.

- (g) A person who contravenes Rule 7.13(k) 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.
- (h) An appointment of a proxy does not have to be witnessed.
- (i) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- (j) An appointment as a proxy may be a standing appointment.
- (k) A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
- (l) 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 48 hours before the meeting:
 - i. the proxy's appointment; and
 - ii. if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
- (m) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.

7.14 Adjourned meetings

- (a) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.
- (c) If a General Meeting is adjourned for 30 days or more, at least 21 days notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the General Meeting will be resumed.

7.15 Body corporate representative

- (a) A body corporate may appoint an individual to represent it and that person has all the powers of membership, including:
 - i. at meetings of the corporation's members
 - ii. at meetings of creditors
 - iii. in relation to resolutions to be passed without meetings; and
 - iv. in the capacity of a member's proxy

- (b) A body corporate appointment may be a standing appointment.
- (c) A body corporate appointment may set out restrictions on the representative's powers.
- (d) If the body corporate appointment applies to a particular position within the body corporate, the appointment must identify that position.
- (e) A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time

7.16 Questions at AGMs

- (a) The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.

8. NATIVE TITLE DECISIONS

8.1 Application of this rule

- (a) This Rule 8 applies if and for so long as the corporation is a registered native title body corporate in respect of a Kariyarra Determination.

8.2 Requirements in relation to Native Title Decisions

- (a) Before making a Native Title Decision the corporation must consult with and obtain the consent of the Kariyarra People in accordance with this Rule 8.

8.3 Consultation

- (a) The corporation can consult with the Kariyarra People in any form deemed appropriate by the Directors.

8.4 Consent

- (a) The consent of the Kariyarra People can only be obtained at one or more meetings of the Kariyarra People convened by the corporation or approved in writing beforehand by the corporation for the purposes of this rule:
 - i. in respect of which reasonable steps have been taken to ensure that all Kariyarra People have notice and an opportunity to attend at least one of the meetings; and
 - ii. at which the Kariyarra People who attend the meetings vote in favour of the Native Title Decision using any traditional decision making process determined by a court of competent jurisdiction, or if there is no such process, using the Adopted Decision Making Process.

9. **DIRECTORS**

9.1 Number of directors

- (a) Subject to these Rules, the corporation:
 - i. must have at least 3 Directors;
 - ii. must not have more than 11 Directors in total; and
 - iii. must not have more than one Director who primarily identifies as, and is identified by others as, a member of each Family Group.

9.2 Eligibility to be a director

Eligibility for appointment as a director

- (a) A Director must be a Member of the Corporation.
- (b) A person who is disqualified from managing Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the Act may only be appointed as a Director of the Corporation if the appointment is made:
 - i. with permission granted by the Registrar; or
 - ii. with leave granted by the Court.

Majority of director requirements

- (c) A majority of the Directors must ordinarily reside in Australia.
- (d) A majority of Directors must not be employees of the Corporation.
- (e) The Chief Executive Officer (if any):
 - i. Cannot be a Director; and
 - ii. counts as an employee for the purposes of Rule 9.1(d).

Consent to act as a director

- (f) Before a member may be appointed as a Director, that person must give the Corporation a signed consent to act as a Director of the Corporation in the form set out in Schedule 4 to these Rules.
- (g) The Corporation must keep the consent.

9.3 Becoming a director by appointment

The corporation may appoint a director

- (a) Subject to Rules 9.1(a)(ii) and 9.1(a)(iii) the corporation may appoint a person as a director by resolution passed in a General Meeting.
- (b) The Adopted Decision Making Process is to be used to nominate a Director in a General Meeting.

Directors may appoint other directors to make up a quorum

- (c) Subject to Rule 9.1, the directors of the corporation may appoint a person as a director but only in order to make up a quorum.
- (d) If a person is appointed under Rule 9.3(c), the corporation must confirm the appointment by resolution at the corporation's next AGM using the Adopted Decision Making Process. If the appointment is not confirmed, the person ceases to be a director of the corporation at the end of the AGM.

9.4 Term of appointment

- (a) Subject to Rule 9.5, the Directors hold office for three years.
- (b) A Director is eligible for reappointment.
- (c) 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 that occurs after the last Director's appointment has expired.

9.5 Rotation of directors

- (a) Directors will be elected on rotation.
- (b) To implement the rotational system:
 - i. the directors of the corporation on registration of the corporation will only hold office until the first AGM of the corporation and will be eligible for re-appointment;
 - ii. at the first AGM of the corporation:
 - half of the directors will be appointed for a term of three years and
 - the other half of the directors will be appointed for a term of two years; and
 - iii. at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for three years.

9.6 Alternate directors

- (a) Subject to Rule 9.1(a)(ii), a director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period.

(b) If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.

(c) The appointing director may terminate the alternate's appointment at any time.

(d) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

9.7 How a person ceases to be a director

(a) A member ceases to be a Director if:

- i. the person dies;
- ii. the person ceases to be a member of the Corporation;
- iii. the term of the person's appointment as a Director expires;
- iv. the person resigns as a Director;
- v. the person becomes disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the Act;
- vi. the person is removed as Director by the members as provided for in these Rules;
or
- vii. the person is removed as Director by the other Directors as provided for in these Rules.

9.8 Resignation of director

(a) A Director may resign as a director by giving notice of resignation to the Corporation.

(b) A notice of resignation must be in writing.

9.9 Process for removing a director

Removal of Directors by Members

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

- i. These Rules;
- ii. an agreement between the Corporation and the Director concerned; or
- iii. an agreement between any or all members of the Corporation and the Director concerned.

- (b) A notice of intention to move a resolution to remove a director must be given to the Corporation at least 21 days before the General Meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given,
- (c) The Corporation must give the Director concerned a copy of the notice as soon as practicable after it is received.
- (d) A Director concerned is entitled to put his or her case to members by:
 - i. giving the Corporation a written statement for circulation to members; and /or
 - ii. speaking to the motion at the meeting.
- (e) Any written statement provided in accordance with Rule 9.9(d)(i) is to be circulated by the Corporation 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 paragraph 180(a), 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 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 the replacement director or 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.

Removal of Directors by Other Directors

- (h) The only ground on which the Board of Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' Meetings. The Board of Directors may remove the Director by resolution.
- (i) Rule 9.9(h) operates despite anything in:
 - i. These Rules;
 - ii. an agreement between the Corporation and the Director; or
 - iii. an agreement between any or all members of the Corporation and the Director concerned.
- (j) Before removing the Director, the Directors must give the Director concerned notice in writing:

- i. stating that the Board of Directors intend to remove the Director concerned from office because he or she has failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and
 - ii. stating that the Director concerned has 14 days to object to the removal.
- (k) If the Director concerned does not object, the Board of Directors must remove the Director concerned.
- (l) If the Director does object the Board of Directors cannot remove the Director concerned, but the Corporation, by resolution in a General Meeting, may remove the Director in accordance with these Rules.
- (m) If the Director concerned is removed, the Corporation must give him or her a copy of the resolution as soon as practicable after the applicable resolution has been passed.
- (n) If a person is appointed to replace a Director removed under this Rule, the time at which the replacement director or 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.

Replacement of Directors

- (o) A Replacement Director may be appointed where a person ceases to be a Director under Rule 9.7(a).
- (p) A Replacement Director may be appointed at a General Meeting where the notice of the General Meeting identifies the appointment of a Replacement Director as one of the purposes for the meeting.
- (q) A Replacement Director shall be appointed in accordance with Rule 9.1(a)(iii) and Rule 9.3(b).

10. GENERAL DUTIES OF DIRECTORS AND OTHER OFFICERS

- (a) The Directors, Secretary, other officers and employees of the Corporation must comply with the general duties imposed on them by the Act and the general law, including:
 - i. a duty of care and diligence;
 - ii. a duty of good faith;
 - iii. a duty of disclosure of material personal interests;
 - iv. a duty not to improperly use position or information; and
 - v. a duty to prevent insolvent trading.
- (b) The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

11. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

11.1 Powers of directors

- (a) The business of the Corporation is to be managed by or under the direction of the Board of Directors.
- (b) The Board of Directors may exercise all the powers of the Corporation except any powers that these Rules or the Act requires the Corporation to exercise in General Meeting.
- (c) In exercising its powers and functions, the Board of Directors may consult any person or body whom or which the Board of Directors considers to have expertise in the matter under consideration.

11.2 Director's duty of disclosure

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless Rule 11.2(b) allows otherwise.
- (b) A Director does not need to give notice of an interest under Rule 11.2(a) if:
 - i. the interest:
 - arises because the Director is a member of the Corporation and is held in common with the other members of the Corporation;
 - arises in relation to the Director's remuneration as a Director of the Corporation; or
 - relates to a contract the Corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Corporation if it is not approved by the members; or
 - ii. all the following conditions are satisfied:
 - 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 11.2(a); and
 - the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - iii. the Director has given a standing notice of the nature and extent of the interest and that notice is still effective in relation to the interest.

(c) The notice required by Rule 11.2(a) must:

- i. give details of:
 - the nature and extent of the interest; and
 - the relation of the interest to the affairs of the Corporation; and
- ii. be given at a Directors' meeting as soon as practicable after the Director becomes aware of the Director's interest in the matter; and
- iii. be recorded in the Minutes of the meeting.

(d) A contravention of Rules 11.2(a)-(c) by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

11.3 Remuneration of directors

(a) The Directors are not to be paid remuneration, unless the Corporation passes a resolution by majority at a General Meeting expressly authorising the payment of remuneration.

(b) Rule 11.3(a) does not prevent:

- i. a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or
 - ii. reasonable payments (having regards to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided Rules 11.2 has been complied with.
- (c) The Corporation may pay the Director's travelling and other expenses that the Directors incur:
- i. in attending Directors' meetings or any meetings of committees of Directors;
 - ii. in attending any general meetings of the Corporation; and
 - iii. in connection with the Corporation's business.

11.4 Negotiable instruments

(a) Any 2 Directors of the Corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

(b) The Directors may determine that a negotiable instrument may be signed, drawn, accepted or endorsed or otherwise executed in a different way.

11.5 Delegation

- (a) The Board of Directors of the Corporation may by resolution delegate any of their powers to:
- i. a committee of Directors;
 - ii. a Director;
 - iii. an employee of the Corporation; or
 - iv. any other person.
- (b) The delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (c) The exercise of the power by the delegate is as effective as if the Board of Directors had exercised it.

11.6 Member approval needed for related party benefit

- (a) For the Corporation, or an Entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
- i. the Corporation or Entity must:
 - obtain the approval of the members in the way set out in Division 290 of the Act; and
 - give the benefit within 15 months after the approval; or
 - ii. the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.
- (b) If:
- i. the giving of the benefit is required by a contract;
 - ii. the making of the contract was approved in accordance with Rule 11.6(a); and
 - iii. the contract was made:
 - within 15 months after that approval; or
 - 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 15 months.

12. DIRECTOR'S MEETINGS

12.1 Frequency of director's meeting

- (a) The Board of Directors will meet as often as is considered necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

12.2 Calling and giving notice of director's meetings

- (a) The Board of Directors will normally determine the date, time and place of each Director's meeting at the previous meeting.
- (b) The Contact Person or other Officer (as nominated by the Board of Directors) must give reasonable notice of each Director's Meeting to each of the Directors.
- (c) The date, time and place for a director's meeting must not unreasonably prevent a director attending.
- (d) The Notice of the Directors' Meetings must state:
 - i. the date, time and place of the meeting; and
 - ii. the general nature of the business to be conducted at the meeting.
- (e) A resolution passed at a Board of 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.

12.3 Quorum at director's meetings

- (a) The quorum for a Board of Directors' Meeting is a majority of the Directors.
- (b) The quorum must be present at all times during the meeting.

12.4 Chairing director's meetings

- (a) The Directors must elect a Director to Chair their meetings.

12.5 Use of technology

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

12.6 Resolutions at director's meetings

- (a) A resolution of the Board of Directors must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (b) The Chair has a casting vote if necessary, in addition to any vote they have as a Director.
- (c) The Board of 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.
- (d) Separate copies of a document under Rule 12.6(c) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (e) A resolution under Rule 11.6(c) is passed when the last Director signs.

13. SECRETARY AND CONTACT PERSON

13.1 Requirements for secretary or contact person

Who May Be a Secretary or Contact Person

- (a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the 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 279-35 of the Act.

Consent to Act as Secretary or Contact Person

- (c) 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.
- (d) The Corporation must keep each consent received under Rule 13.1(c).

13.2 How a secretary or contact person is appointed

- (a) The Board of Directors may appoint a Secretary or Contact Person.

13.3 Terms and conditions of office

- (a) A Secretary or Contact Person holds office on the terms and conditions (including remuneration) that the Board of Directors determine.

13.4 Duties of secretary and contact person

- (a) The Secretary or Contact Person must pass on to a least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.
- (b) An act done by the Secretary or Contact Person is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Corporation's Constitution or the Act.
- (c) Rule 13.4(b) does not deal with the question whether an effective act by a Secretary binds the Corporation in its dealings with other people or makes the Corporation liable to another person.

14 EXECUTION OF DOCUMENTS AND THE COMMON SEAL OF THE CORPORATION

14.1 Corporation may have a common seal

- (a) The Corporation may have a common seal.
- (b) If the Corporation does have a Common Seal the Corporation must set out on it the Corporation's name and ICN.
- (c) The Common Seal must be kept by a person nominated by the Board of Directors.
- (d) The Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

14.2 Execution of documents

- (a) The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation. The power may be exercised without using a common seal.
- (b) The Corporation may execute a document without using a common seal if the document is signed by:
 - i. 2 Directors; or
 - ii. a Director and a Secretary (if any).
- (c) If the Corporation has a common seal, the Corporation may execute a document with the Common Seal if the seal is fixed to the document and the fixing of the seal is witnessed by:

- i. 2 Directors; or
 - ii. a Director and a Secretary (if any).
- (d) 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 14.2(b) or 14.2(c).
- (e) This Rule does not limit the ways in which the Corporation may execute a document (including a deed).

15 FINANCES AND RECORD KEEPING

i. Application of funds and property

- (a) Subject to the Act and the corporation's constitution, 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 Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.
- (c) Nothing in rule 15.1(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 or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

ii. Banking and accounts

- (a) Official receipts must be issued for all monies received by the Corporation.
- (b) All funds of the Corporation must be deposited in a bank account of the Corporation no later than the first working day following the day of receipt or as soon as possible thereafter.
- (c) The Directors shall do all things necessary to ensure all payments out of the monies of the Corporation are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Corporation.
- (d) The Directors must do all things necessary to ensure that adequate controls are in place regarding the incurring of liabilities by the Corporation.
- (e) Accounts must be passed for payment by the Board of Directors or under the authority of a delegation approved by the Board of Directors for this purpose.

iii. Gift fund rules

- (a) The corporation shall maintain for the main purpose of the corporation a gift fund:
 - i. to be named 'The Kariyarra People's Gift Fund'
 - ii. which must receive gifts of money or property for the purposes of the objectives of the corporation
 - iii. which must have credited to it any money received by the corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that stated at 15.3(a).
- (c) The corporation shall use gifts made to the gift fund and any money received because of them only for the principal purpose of the corporation.
- (d) Receipts issued for gifts to the gift fund must state:
 - i. the full name of the corporation
 - ii. the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
 - iii. the fact that the receipt is for a gift.
- (e) As soon as:
 - i. the gift fund is wound up, or
 - ii. the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*;

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.

iv. Minutes of meetings

- (a) The Corporation must keep minute books in which it records within 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; and
 - iv. resolutions passed by Directors without a meeting.
- (b) The Minutes of the meeting may be kept in writing, or by means of 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 each person attending the meeting states their name and if a person attending a meeting holds a proxy, the person states the name of the proxy for whom the person is acting as a proxy.

- (d) If the Minutes of the meeting are kept in writing, the Corporation must ensure that either the chair of the meeting or the chair of the next meeting signs those minutes within a reasonable time after the first meeting.
- (e) If the Minutes of the meeting are kept by means of an audio or audio visual recording of the meeting, the Corporation must ensure that either the chair of the meeting or the chair of the next meeting signs a declaration under Rule 14.4(d) within a reasonable time after the first meeting.
- (f) The declaration must:
 - i. identify the audio or audio visual recording;
 - ii. if the recording is not a recording of the whole meeting;
 - iii. identify the part of the meeting that is recorded;
 - iv. declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (h) The Corporation must keep its minute books at:
 - i. its registered office if it is registered as a large corporation, or
 - ii. its document access address if it is registered as a small or medium corporation.
- (i) A minute that is recorded and signed in accordance with these Rules is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

v. Constitution and records

- (a) The Corporation must keep:
 - i. 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); and
 - ii. written records relating to:
 - the names and addresses of the Corporation's current officers and secretary or contact person (as the case may be);
 - the Corporation's registered office (if any); and
 - the Corporation's Document Access Address (if any).

vi. Financial records

- (a) The Corporation must keep written financial records that:
 - i. correctly record and explain its transactions and financial position and performance; and
 - ii. would enable true and fair financial reports to be prepared and audited.
- (b) The obligation to keep financial records of transactions extends to transactions undertaken as trustee.
- (c) The financial records must be retained for 7 years after the transactions covered by the records are completed.

vii. Physical format

- (a) If the records that the Corporation is required to keep under these Rules are kept in electronic form:
 - i. the records must be convertible into hard copy; and
 - ii. that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

viii. Place where records are kept

- (a) If the Corporation is registered as:
 - i. A large corporation, the records that the Corporation is required to keep under these Rules must be kept at the Corporation's registered office; or
 - ii. A small or medium corporation, the records that the Corporation is required to keep under these Rules must be kept at the Corporation's document access address.

ix. Right of access to corporation books by director or former director

- (a) A Director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - i. to which that person is a party;
 - ii. which that person proposes in good faith to bring; or
 - iii. which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a Director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:

- i. to which that person is a party;
 - ii. which that person proposes in good faith to bring; or
 - iii. which that person has reason to believe will be brought against him or her.
- (c) This right continues for 7 years after the person ceased to be a director.
- (d) A person authorised to inspect books under these Rules for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (e) The Corporation must allow a person to exercise the person's rights to inspect or take copies of books under these Rules.

x. Access to financial records by Directors

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

xi. Member's access to minutes

- (a) If the Corporation is registered as a large corporation, the corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and resolutions of members passed without meetings. The books must be available for inspection each business day from at least 10am to 12 noon and from at least 2pm to 4pm.
- (b) If the Corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and resolutions of members passed without meetings. The books must be made available for inspection within 7 days of the member's written request for inspection.
- (c) The Corporation must make minutes available free of charge.
- (d) A member of the Corporation may ask the Corporation in writing for a copy of:
 - i. any minutes of a meeting of the Corporation's members or an extract of the minutes; or
 - ii. any minutes of a resolution passed by members without a meeting.

(e) If the Corporation does not require the member to pay for the copy, the Corporation must send it:

- i. within 14 days after the member asks for it; or
- ii. within any longer period that the Registrar approves.

(f) If the Corporation requires payment for the copy, the Corporation must send it:

- i. within 14 days after the Corporation receives the payment; or
- ii. within any longer period that the Registrar approves.

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

xii. Inspection of books by members

(a) The Board of Directors, or the Corporation by majority resolution passed at a General Meeting, may authorise a member to inspect the books of the Corporation.

xiii. Access to governance material

(a) If a member asks for a copy of the Corporation's Rule Book, the Corporation shall provide it to the person free of charge and within 7 days.

(b) If the Corporation is registered as a large corporation, the corporation must make available for inspection by members and officers, at its registered office, its Rule Book. The Rule Book must be available for inspection each business day from at least 10am to 12 noon and from at least 2pm to 4pm.

(c) If the Corporation is registered as a small or medium corporation, the corporation must make available for inspection by members and officers, at its document access address, its Rule Book. The Rule Book must be made available for inspection within 7 days of the member's or officer's written request for inspection.

(d) The Rule Book of the Corporation includes:

- i. The Corporation's constitution;
- ii. Any replaceable rules that apply to the Corporation; and
- iii. Any other material concerning the internal governance of the Corporation that is prescribed.

16 AUDITOR

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

17 ANNUAL REPORTING

- (a) The Corporation must comply with the annual reporting requirements set out in the Act.

18 CONFIDENTIAL INFORMATION

- (a) Except as otherwise required by the Act, the Corporation, the Directors, its Officers and its members shall keep confidential any information which may come into its or their possession in the course of the exercise of the powers and functions of the Corporation that is confidential, including where it is confidential according to the traditional laws and customs of the Kariyarra People.

19 DISPUTE RESOLUTION PROCESS

- (a) If any dispute between the Corporation and any of its members or directors arises that cannot be amicably settled by the Board of Directors, the matter must be referred to a General Meeting of the Corporation for decision.
- (b) When passing a resolution about the dispute, the members in the General Meeting are subject to the Act and these Rules.
- (c) If a dispute, other than a membership dispute, cannot be resolved by the Corporation, the Registrar may be asked to assist in resolving the dispute, or some other independent person or body may be asked to mediate or arbitrate by any of the parties to the dispute.
- (d) Where there is a dispute between the corporation and persons who are or claim to be Common Law Holders (whether or not the person is a corporation member), as to:
- i. whether or not the person is a Common Law Holder; and/or
 - ii. the corporation's performance of its functions under the Native Title legislation,
- the process in this Rule 19(a) to (c) above will apply.

20 AMENDMENT OF THESE RULES

- (a) For the Corporation to change these Rules, the Corporation must pass a Special Resolution effecting the change.
- (b) The proposed alterations must be specified in the notice of the meeting.
- (c) Within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:
- i. a copy of the Special Resolution;
 - ii. a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;

- iii. a Director's statement signed by 2 Directors to the effect that the Special Resolution was passed in accordance with the Act and the Corporation's constitution; and
 - iv. a copy of the proposed Rule change.
- (d) 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.
- (e) A constitutional change under these Rules takes effect on the day the change is registered.

21 NOTICES

- (a) Unless the Act or these rules otherwise requires, notices must be given in writing (including by fax).
- (b) Notices of directors' meetings given under rule 12.2(b) can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.
- (c) Unless the Act or these rules require otherwise, a notice or communication may be given:
- i. personally
 - ii. left at a member's address as recorded in the register of members
 - iii. sent by pre-paid ordinary mail to the member's address as recorded in the register of members
 - iv. sent by fax to the member's current fax number for notices (if the member has nominated one)
 - v. sent by email to the member's current email address (if the member has nominated one).
- (d) When notice taken as being given Unless the Act or these rules require otherwise, if a notice or communication:
- i. is given by post, it is taken to have been given 3 days after posting
 - ii. is given by fax, it is taken to have been given on the business day after it is sent
 - iii. is given: (i) after 5:00 pm in the place of receipt or (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place

22 WINDING UP

- (a) Any winding up of the Corporation must be in accordance with the Act and the NTA.
- (b) If any surplus remains following the winding up of the Corporation, the surplus will not be paid to, or distributed amongst members, but will be given or transferred to another Aboriginal Corporation, institution or corporation in the Pilbara Region which:
- i. has objects which are similar to the principal objects of the Corporation as set out in Rule 3;
 - ii. has a constitution which requires its income and property to be applied in promoting its objects;
 - iii. has a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent substantially the same as that imposed on the Corporation by these Rules; and
 - iv. is a public benevolent institution for the purposes of any taxation law of the Commonwealth,

and provided that, in the determination of which Corporation, institution or corporation the surplus is to be transferred, preference is given to those which have been established for the benefit of the Kariyarra People.

SCHEDULE 1 – DICTIONARY AND INTERPRETATION

Interpretation

In this constitution:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes the other gender;
- (c) the words 'including', 'include' and 'includes' are to be read without limitation;
- (d) a reference to:
 - (i) 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;
 - (ii) writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
 - (iii) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
- (e) headings and notes are used for convenience only and are not intended to affect the interpretation of the constitution;
 - 1. 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 this constitution;
 - 2. if a word or phrase is defined its other grammatical forms have corresponding meanings; and
 - 3. where time is to be calculated be reference to a day or event, that day or the day of the event is excluded.

Definitions

In this constitution, unless a contrary intention appears:

Aboriginal Corporation means a corporation established under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) as amended from time to time and any regulations made under it

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

Adopted Decision-Making Process means a process of making decisions amongst the Members or the Kariyarra People (as applicable) under which Kariyarra persons eligible to be involved in making the decision attend together at a meeting for that purpose, having received adequate notice of the meeting, and:

(a) In relation to the making of a Native Title Decision:

the persons present at the meeting seek to reach a general consensus following discussion and by giving greater weight, where relevant, in accordance with Kariyarra traditional law and custom, to the relevant Yintha Ngurrara and Nyampali for country; and

in the event consensus cannot be reached, the resolution is taken to be passed if the relevant Yintha Ngurrara and Nyampali for country support the resolution; or

(b) In relation to voting at general meetings in relation to the nomination of Directors:

each Family Group will nominate one Director and each Family Group may adopt its own internal decision making process, but in the absence of general consensus amongst the members of the Family Group present at the meeting as to what that process is, will be taken to be a majority vote of the Family Group members present at the meeting.

For the avoidance of doubt, the Adopted Decision Making Process is to be used for voting at general meetings in relation to the nomination of Directors and at all meetings convened pursuant to Rule 8 which involve the making of a Native Title Decision.

AGM means an annual general meeting of the Members in accordance with the CATSI Act.

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

Charitable Purposes means any purpose which is a charitable purpose in accordance with the *Charities Act 2013* (Cth).

Charity has the meaning in section 5 of the *Charities Act 2013* (Cth); or if at any time that term is not defined for the purposes of Commonwealth law, then means an entity established and operated only for purposes which are charitable at law.

Claimant Application has the meaning given to that phrase in the Native Title Act.

Common Law Holders has the meaning given to that phrase in the Native Title Act.

Director means a person appointed to perform the duties of a director of the corporation.

Family Group means those Kariyarra People who are and who identify themselves as belonging to a cognatic descent group from an apical ancestor (or ancestors) referred to in Schedule 2.

Financial Year means the period from incorporation to the following 30 June, and then each period of 12 months ending on 30 June in each year.

Indigenous Land Use Agreement has the meaning given by sections 24BA, 24CA and 24DA of the *Native Title Act 1993*.

Joint Claim means a Claimant Application made on behalf of the Kariyarra People and members of another community or group who claim overlapping or shared native title rights and interests.

Kariyarra Claim means any Claimant Application (other than a Joint Claim) which is authorised by all or substantially all of the persons who are, immediately before the filing of the Claimant Application, Kariyarra People.

Kariyarra PBC means a registered native title body corporate holding native title on trust or acting as agent in respect of a Native Title Determination.

Kariyarra People means the people described in Schedule 2 to these Rules.

Kariyarra Trust means a charitable trust the objects of which are to benefit all or substantially all of the Kariyarra People (and not other people), or any other trust the beneficiaries or potential beneficiaries of which are all or substantially all of the Kariyarra People (and not other people).

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

Native Title has the meaning given to that phrase in the *Native Title Act 1993*.

Native Title Act means the *Native Title Act 1993*.

Native Title Decision has the meaning in regulation 3(1) of the *Native Title (Prescribed Body Corporate) Regulations 1999*.

Native Title Determination means *Gordon (on behalf of the Kariyarra Native Title Claim Group) v State of Western Australia (No 2)* [2018] FCA 1990 and any other approved determination of native title made pursuant to a Kariyarra Claim or a Joint Claim.

Objects means the objects of the corporation in rule 3.

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

ORIC means the Office of the Registrar of Indigenous Corporations, or any successor agency with responsibility for the administration of the CATSI Act.

Prescribed Body Corporate has the meaning in the *Native Title (Prescribed Body Corporate) Regulations 1999* (Cth).

Register of Members means the Register of Members set up and maintained in accordance with section 180-1 of the CATSI Act.

Secretary means the secretary or contact person, as applicable in accordance with the CATSI Act.

Section 31 Agreement means an agreement of the kind mentioned in section 31(1)(b) of the Native Title Act.

Special Resolution means a resolution passed at a general meeting of the Members of the corporation:

- (a) using the Adopted Decision Making Process; and
- 4. if there is not a consensus, by a show of hands by which at least 75% of the votes cast by the Members present or voting by proxy vote in favour of the resolution.

SCHEDULE 2 – DEFINITION OF KARIYARRA PEOPLE

The Kariyarra People are as described in Schedule 7 of the Native Title Determination being “those persons who comprise the Kariyarra community, being those Aboriginal persons who:

- (a) are a descendant, by cognatic descent, from one or more of the following apical ancestors:
 - (i) Jinapi;
 - (ii) Wirtinpangu (Jimmy);
 - (iii) Dougal Robinson;
 - (iv) Puyubungu;
 - (v) Yanki Williams;
 - (vi) Topsy McKenna;
 - (vii) Fanny;
 - (viii) Nyitji;
 - (ix) Maggie;
 - (x) Tommy Anderson;
 - (xi) Fauntleroy (Pontroy); and
- (b) recognise themselves as having rights and interests in the Determination Area under Kariyarra traditional law and custom; and
- (c) are recognised by other members of the Kariyarra community as having rights and interests in the Determination Area under Kariyarra traditional law and custom.”

SCHEDULE 3 - APPLICATION FOR MEMBERSHIP FORM

KARIYARRA ABORIGINAL CORPORATION RNTBC

I,

(full name of
applicant)

of

(address of applicant)

apply for membership of the corporation. I declare that I am eligible for membership and I declare that I belong to the following Family Group: (please mark one box only)

Jinapi	
Wirtinpangu (Jimmy)	
Dougal Robinson	
Puyubungu	
Yanki Williams	
Topsy McKenna	
Fanny	
Nyitji	
Maggie	
Tommy Anderson	
Fauntleroy (Pontroy)	

My date of birth is: ____/____/____

Signature of applicant:

.....

Date: ____/____/____

Office use only:

Application tabled at directors' meeting held on	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Entered on register of members	Date:

SCHEDULE 4 - APPOINTMENT OF PROXY FORM

KARIYARRA ABORIGINAL CORPORATION RNTBC

Appointment of proxy

I,

(full name of member)

Of

(address of member)

am a member of the corporation.

I appoint

(full name of proxy)

Of
.....

(address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

____/____/____

(insert date of meeting)

and at any adjournment of that meeting.

Signature of member appointing proxy:

.....

Date: ____/____/____

.

SCHEDULE 5 - CONSENT TO BECOME A DIRECTOR FORM

KARIYARRA ABORIGINAL CORPORATION RNTBC

Consent to become a director

I, (first and last name of person)

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

give consent to become a director of the corporation.

I confirm my date of birth was (date of birth)

and my place of birth was (place of birth)

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

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
 - have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
 - have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
 - are an undischarged bankrupt
 - have signed a personal insolvency agreement and have not kept to the agreement
 - have been disqualified under the *Corporations Act 2001* from managing corporations
- and I will notify the corporation if any of the above events occur after my appointment.

Signature:

.....

Date: ____/____/____