

THE
RULE
BOOK

of

**Darumbal People
Aboriginal Corporation
RNTBC**

ICN: 8405

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

The Rule Book contents

1.	Name.....	3
2.	Interpretation	3
3.	Objects and Functions	3
4.	Powers of the Corporation.....	5
5.	Membership of the Darumbal People Aboriginal Corporation RNTBC.....	6
6.	Register of Members and former members	10
7.	Meetings	12
8.	Directors of the Corporation.....	20
9.	General Duties of Directors	24
10.	Functions, Powers and Duties of Directors	24
11.	Directors' Meetings	27
12.	Decision making process	28
13.	Secretary and Contact Person	29
14.	Execution of documents	30
15.	Finances	31
16.	Record keeping.....	31
17.	Auditor.....	35
18.	Annual reporting.....	35
19.	Dispute Resolution Process	35
20.	Winding up	37
21.	Changing the Rule Book	37
	Schedule 1 – Interpretation and Definitions	39
	Schedule 2 – Initial Directors	43
	Schedule 3 – Darumbal People.....	44
	Schedule 4 – Native Title Decisions Making Process (refer to clause 12.2).....	45
	Schedule 5 – s 31 Deed Expedited Procedure Decision Process (refer to clause 12.4) ...	46
	Annexure 1 – Application for Membership Form (<i>refer to clause 5.2.3</i>)	47
	Annexure 2 - Consent to become a Director Form (<i>refer to clause 8.2.3</i>).....	48
	Annexure 3 – Native Title Decision Consent Form (refer to clause 12.2.2)	49

1. Name

The name of the Corporation is **Darumbal People Aboriginal Corporation RNTBC**.

2. Interpretation

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

3. Objects and Functions

3.1 Objects

3.1.1 The objects for which the Corporation is established are to:

- (a) be and perform the functions of a “trustee Prescribed Body Corporate” (within the meaning of the Native Title Act), for the purpose of being the subject of a native title determination under sections 56 or 57 of the Native Title Act, including the functions of:
 - a. acting as trustee or representative of the Native Title Holders in matters relating to their native title rights and interests; and
 - b. protecting and managing the native title rights and interest of the Native Title Holders as authorised by them;
- (b) upon becoming a Registered Native Title Body Corporate, perform the functions of a Registered Native Title Body Corporate as required by the Native Title Act or regulation made under the Native Title Act;
- (c) hold and manage Darumbal Land on behalf of the Darumbal People;
- (d) be the grantee, including sole trustee, of grants of land made under the *Aboriginal Land Act 1991* (Qld);
- (e) fulfil the role and functions of a trustee in accordance with the *Aboriginal Land Act 1991* (Qld) and the *Land Trust Rules*;
- (f) act as trustee pursuant to the *Land Act 1994* (Qld) including to hold ordinary freehold land;
- (g) act as a trustee of community purpose reserves pursuant to the *Land Act 1994* (Qld);
- (h) represent the Darumbal People in all matters related to the ownership, use, occupation of and access to Darumbal Land;
- (i) advance the practice of, and respect for the traditional cultural practices of the Darumbal People and advance access to Darumbal Peoples lands;
- (j) strengthen and develop the capacity of the Darumbal People through caring, sharing and economic investment in lands, water, resources, intellectual property and cultural practices;
- (k) maintain cultural and intellectual property of the Darumbal People;
- (l) advance and promote the well-being of Aboriginal people and in particular the Darumbal People;
- (m) support and provide education, training and employment for Aboriginal people, and in particular the Darumbal People;
- (n) support and provide assistance to the Darumbal People to participate in cultural ceremonies, such as funerals, and other activities to comply with customary laws, customs and traditions;

- (o) hold, invest and spend money received from the Commonwealth, the States and from other sources on behalf of the Darumbal People;
- (p) promote open, accountable and transparent decision making processes for the Darumbal People;
- (q) carry out the terms of any Agreement; and
- (r) to assist with the relief of poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune amongst the Darumbal Peoples. Any other act that assists with the carrying out of the above objects but not limited to being the trustee of any Charitable Trust established for the benefit of Darumbal people and to pursue the charitable purposes for which such a trust is established.

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

3.1.3 Its income and property are used solely for promoting its objects.

3.2 Functions of the Corporation as a PBC or RNTBC

3.2.1 Subject to the provisions of the Native Title Act, the PBC Regulations and the Rule Book:

- (a) where the Native Title Holders obtain a “determination of native title” (within the meaning of the Native Title Act) over any area and the board of Directors consents to the Corporation so acting, then the Corporation may act as a Prescribed Body Corporate; and
- (b) once the Corporation is registered under the Native Title Act as a Registered Native Title Body Corporate with respect to any area, the Corporation may carry out the functions of a Registered Native Title Body Corporate as specified in the Native Title Act or Regulations made under that Act.

3.2.2 Without limiting the generality of sub-rule 3.2.1, the Corporation may:

- (a) initiate and participate in transactions for, on, or relating to the Determination Area;
- (b) receive and spend grants of money from the Commonwealth or the State of Queensland or from any other lawful source;
- (c) consult other persons or bodies;
- (d) enter into agreements;
- (e) receive or direct on behalf of the Darumbal People, compensation and other monies or reparation derived from the use of the Darumbal Land, or otherwise for any loss, diminution, impairment or other effect of an act within the meaning of the Native Title Act on the native title rights and interests of the Darumbal People;
- (f) exercise procedural rights arising from the operation of the Native Title Act or other law of the Commonwealth of Australia or State of Queensland; and
- (g) accept notices required by any law of the Commonwealth of Australia or State of Queensland to be given to the Native Title Holders.

4. Powers of the Corporation

4.1.1 The Corporation shall advance its objects by the following means:

- (a) The Corporation shall, subject to these Rules, have power to do all such lawful thing as seen by the Directors as necessary or desirable, to carry out the Objects of the Corporation and to manage the affairs and functions of the Corporation, including the power to:
 - a. raise funds by way of public appeal, grants, bequeaths, gift or otherwise, in such terms and in such manner as the Corporation considers appropriate;
 - b. manage and account for the funds of the Corporation;
 - c. invest any funds not immediately required for the purpose of the Corporation;
 - d. generate revenue, both income and capital;
 - e. deal with any property not immediately required for the purpose of the Corporation;
 - f. borrow money as required, upon such terms and conditions as may be agreed by the Corporation;
 - g. appoint agents and employees to advise it and to transact any business of the Corporation on its behalf, and remove or suspend such agents and employees;
 - h. enter into any agreements and contracts;
 - i. receive and spend any grant, gift, bequest or donated funds from Commonwealth, State or local governments or from other lawful sources;
 - j. enter into any arrangements with any government or authority, that are considered conducive to the Corporation's objects;
 - k. obtain from any government or authority any rights, privileges or concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - l. act as trustee and manage the affairs of trusts;
 - m. pay any of the Corporation's funds to the trustee of any charitable trust or fund having objects consistent with the objects of the Corporation and in particular to itself as trustee of any such trust or fund, so long as that trust or fund remains charitable;
 - n. operate and maintain a "gift fund" within the meaning of Division 30 of the *Income Tax Assessment Act 1997* (Cth), to be known as "The Darumbal People Gift Fund"
 - i. which can receive gifts of money or property for the purposes of the objectives of the Corporation;
 - ii. which can have credited to it any money received by the Corporation because of those gifts;
 - iii. which cannot receive any money or property other than that stated at (i);
 - iv. 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;

- v. receipts issued for gifts to the gift fund must state:
 - a. the full name of the Corporation
 - b. the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation
 - c. the fact the receipt is for a gift; and
- o. do any other act that is ancillary, incidental, or necessary or expedient to achieving the primary objects in Rule 3.1.
- (b) The Corporation shall, before carrying out, or authorising, any proposal relating to the management, use or control of any portion of Darumbal Land, have regard to the interests of and consult with the Darumbal People having a particular interest in that portion of the land or otherwise affected by the proposal, and shall not carry out the proposal, or authorise or permit it to be carried out, unless satisfied that those Darumbal People:
 - a. understand the nature and purpose of the proposal;
 - b. have the opportunity to express their views to the Corporation; and
 - c. consent to the proposal (see Rules 12.2 and 12.3).

4.1.2 The Corporation shall only exercise its powers in relation to the management, use and control of Darumbal Land in accordance with the Decision Making process of the Darumbal People (see Rules 12.2 and 12.3).

5. Membership of the Darumbal People Aboriginal Corporation RNTBC

5.1 Members on registration

5.1.1 A person only becomes a member when the Corporation is registered, as long as the registration complies with the Act.

5.1.2 Member's names must be entered on the Register of Members.

5.2 Members by application

5.2.1 How to become a Member after registration

A person becomes a Member if:

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

5.2.2 Who can apply to become a Member?

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 Darumbal Person.

5.2.3 Membership Application (see *Annexure 1 – Application for Membership Form*)

- (a) A person (the applicant) who wants to become a member must apply to the Corporation.
- (b) The application must be in writing.
- (c) The application must contain a statement by the applicant that he/she agrees to abide by the Rules of the Corporation and abide by any Code of Conduct adopted by the Corporation.

5.2.4 Deciding membership applications

- (a) The Directors will consider and decide membership applications.
- (b) Applications will be considered in the order in which they are received by the Corporation.
- (c) The Directors must not accept an application for membership of the Corporation unless the applicant:
 - a. applies according to Rule 5.2.3; and
 - b. meets all the eligibility for membership requirements.
- (d) To help it make a decision on a membership application, the Directors may seek further information or advice from the applicant and/or from any other person (including knowledgeable Darumbal Elders, the Representative Body or an anthropologist) or any documentary source (including official records of births deaths and marriages).

5.2.5 Entry on the register of members

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

5.3 Membership fees

The Corporation may impose fees for membership of the corporation if the Members agree at a General Meeting.

5.4 Members rights and obligations

5.4.1 Members' rights

- (a) Each Member has rights under the Act and these Rules including the rights set out below.
A Member:
 - a. can attend, speak and, depending on the member's level of rights under Traditional Laws and Customs, participate and be involved in decision-making at General Meetings of the Corporation;
 - b. can be appointed as a Director;
 - c. cannot be removed as a Member unless the Directors and the Corporation have complied with Rule 5.7;

- d. can put forward resolutions to be considered at a General Meeting of the Corporation in accordance with Rule 7.6;
 - e. can ask the Directors to call a General Meeting of the Corporation in accordance with Rule 7.3.2;
 - f. can access the following books and records of the Corporation:
 - i. the Register of Members, under Rule 6.5;
 - ii. the Minute Books, under Rule 16.8;
 - iii. the Corporation's Rule Book, under Rule 16.10;
 - iv. certain reports prepared by or for the Directors and the Corporation, in accordance with the Act;
 - g. can ask the Directors to provide access to any other records or books of the Corporation in accordance with Rule 16.9; and
 - h. can have disputes with another Member or with the Directors dealt with under the process in Rule 19.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.
- (c) If a Member believes their rights have been breached or ignored by the Directors, the Member can use the Dispute Resolution Process in Rule 19.

5.4.2 Members' responsibilities

Each Member has the following responsibilities

- (a) to comply with the Act and these rules;
- (b) to comply with any Code of Conduct adopted by the Corporation;
- (c) to treat other Members and the Directors with respect and dignity; and
- (d) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation Meetings.

5.4.3 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:
 - a. not liable to contribute towards the payment of the debts and liabilities of the Corporation, then they are not liable to contribute; or
 - b. 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.

5.5 How a person stops being a Member

5.5.1 A person will stop being a Member if:

- (a) the person resigns as a Member (see Rule 5.6);
- (b) the person dies; or
- (c) the person's membership of the Corporation is cancelled (see Rule 5.7).

5.5.2 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.

5.6 Resignation of Members

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

5.7 Process for cancelling membership

5.7.1 Cancelling membership if Member is not or ceases to be eligible

- (a) A Member shall not be expelled from the Corporation except in accordance with this Rule 5.7.
- (b) The Directors may commence the process to expel a Member on the grounds that the person:
 - a. is not eligible for membership; or
 - b. has ceased to be eligible for membership;
 - c. his or her conduct is detrimental to the interests of the Corporation; or
 - d. his or her conduct is in breach of the Rules.
- (c) Before cancelling the membership, the Directors must give the Member notice in writing stating that:
 - a. the Directors intend to cancel the membership for the reasons specified in the notice;
 - b. the Member has 14 days to object to the cancellation of the membership; and
 - c. the objection must be in writing.
- (d) If the Member does not object, the Directors must cancel the membership.
- (e) If the Member does object as set out in Rule 5.7(c):
 - a. the Directors must not cancel the membership;
 - b. only the Corporation by resolution in General Meeting may cancel the membership.
- (f) 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.

5.7.2 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:
 - a. has not been able to contact that Member at their address entered on the Register of Members for a continuous period of two years before the meeting; and
 - b. has made two or more reasonable attempts to contact the Member during that two year period but has been unable to.
- (b) If the Corporation cancels the membership, the Directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.7.3 Membership may be cancelled if a Member ceases to be eligible

- (a) A Member's membership may be cancelled if the Member is not eligible for membership under Rule 5.2.2.
- (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 eligible for membership; or has ceased to be eligible for membership.
- (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.

5.7.4 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. The General Meeting may consider the Corporation's Code of Conduct in deciding whether a member has behaved in a way that significantly interfered with the operation of the Corporation or the 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.

5.7.5 Amending Register of Members after a membership is cancelled

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

6. Register 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:
 - a. 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
 - b. the date on which the Member's name was entered on the Register.

6.3 Corporation to maintain Register of former members

- (a) The Corporation must set up and maintain a Register of former members.
- (b) 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

- (a) The Register of former members must contain the following information about individual who stopped being a Member within the last 7 years :

- a. 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
- b. the date on which the individual stopped being a Member.

6.5 Location and inspection of Registers of Members and former members

6.5.1 Location of Registers

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

6.5.4 Right to get copies

The Corporation must give a person a copy of the Registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:

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

6.5.5 Use and Disclosure of Information on Registers

A person must not:

- (a) use information about a person obtained from the Register of Members or Former Members to contact or send material to the person; or
- (b) disclose information of that kind knowing that the information is likely to be used to contact or send material to that person,

unless the use or disclosure of the information is:

- (c) relevant to the person's membership, or former membership, of the Corporation or the exercise of the person's rights as a Member or former Member, of the Corporation; or
- (d) approved by the Corporation.

6.6 Making Register of Members available at AGM

The Corporation must:

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

6.7 Provision of registers to Registrar

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.

7. Meetings

7.1 Annual General Meetings (AGMs)

7.1.1 Holding AGMs

The Corporation must hold an AGM within 5 months after the end of its financial year.

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, except at the first AGM;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (c) the appointment 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)); and
- (f) asking questions about management of the Corporation and asking questions of the corporation's auditor (if any) (see Rule 7.13).

7.2 General meetings

The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.

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 General Meeting must be held at a reasonable time and place.

7.2.3 Business of General Meeting

The business at each General Meeting must include all matters set out in the notice of the General Meeting.

7.3 Calling General Meetings

7.3.1 Director may call meetings

A Director may call a General Meeting of the Corporation.

7.3.2 Members may ask Directors to call General Meetings

(a) The Directors must call and arrange to hold a General Meeting on the request of at least the required number of Members specified under this Rule 7.3.2:

- a. the number of Members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, 5 Members; or
- b. the percentage of Members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, 10% of the Members.

Number of Members in Corporation	Number of Members need 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 percent of Members

(b) A request under Rule 7.3.2(a) must:

- a. be in writing;
- b. state any resolution to be proposed at the meeting;
- c. be signed by the Members making the request;
- d. nominate a Member to be the contact Member on behalf of the Members making the request; and
- e. 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:

- a. that a request under Rule 7.3.2 is frivolous or unreasonable; or
- b. that complying with a request under Rule 7.3.2 would be contrary to the interests of the Members as a whole,

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

- (b) An application must:
 - a. be in writing;
 - b. set out the ground on which the application is made; and
 - c. be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member (see Rule 7.3.2(b)d.) notice that an application has been made.

7.3.4 Timing for a requested General Meeting

- (a) The Directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
 - a. a Director has applied to deny a request; and
 - b. the Registrar refuses that request,the Directors must call the meeting within 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 21 days notice must be given of a General Meeting.
- (b) The Corporation:
 - a. may call an AGM on shorter notice, if all the Members agree beforehand; or
 - b. may call any other General Meeting on shorter notice, if at least 95% of the Members agree beforehand.
- (c) At least 21 days notice must be given of a General Meeting at which a resolution will be moved to:
 - a. remove a Director;
 - b. appoint a Director in place of a Director removed; or
 - c. remove an auditor.

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:
 - a. each Member entitled to participate and be involved in decision-making at the meeting; and
 - b. each Director.
- (b) The Corporation may give the notice of meetings to a Member personally or by sending it by post, fax, other electronic means or by placing the notice on community notice boards.

- (c) A notice of meeting:
 - a. sent by post is taken to be received 3 days after it is posted; and
 - b. sent by fax, or other 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; and
- (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:

- a. set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - b. state the general nature of the meeting's business;
 - c. if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is;
 - d. if a Member is entitled to appoint a proxy, contain a statement setting out:
 - i. that the Member has a right to appoint a proxy; and
 - ii. 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:

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

7.6 Members' resolutions

7.6.1 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 the greater of 5 Members or 10% of the Corporation's Members.

- (a) The notice must be in writing, set out the wording of the proposed resolution, and must be signed by the Members proposing it.
- (b) The Corporation must give notice of the proposed resolution to all Members and Directors entitled to receive it.
- (c) The Corporation must consider the resolution at the next meeting.

7.6.2 Consideration of Members' resolutions

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.

- (a) 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.
- (b) The Corporation does not have to give notice of a resolution if it is defamatory.

7.6.3 Members Statements to be Distributed

- (a) Members may ask the corporation to give all its members a statement about:
 - a. a resolution that is proposed to be moved at the general meeting, or
 - b. any other matter that may be considered at that general meeting.
- (b) This request must be:
 - a. made by at least the required number of members under rule 7.6.3(f),
 - b. in writing,
 - c. signed by the members making the request, and
 - d. given to the corporation.
- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (d) After receiving a request, the corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e) The corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3(a), the required number of members for the corporation is as per rule 7.6.1.

7.7 Quorum for General Meeting

7.7.1 Quorum

The quorum for a General Meeting is 10% of Members or 10 Members, whichever is the lesser.

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:
 - a. if a Member has appointed more than 1 proxy, only 1 of them will be counted; and
 - b. 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 meeting of the Corporation's Members that does not have a quorum present within 45 minutes after the time for the meeting set out in the notice is to be adjourned to a time specified by the Directors.

7.8 Chairing General Meeting

- (a) The Directors may elect an individual to Chair General Meetings.
- (b) The Members at a General Meeting may elect a Member present to Chair the Meeting (or part of it) if:
 - a. the Directors have not already elected a Chair; or
 - b. a previously elected Chair is not available, or does not want to chair the meeting.
- (c) The Chair must adjourn a General Meeting if the majority of Members present agree or direct that the Chair do so.

7.9 Use of technology for general meeting

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

7.11 Decision-making at General Meetings

7.11.1 Decisions to be made at General Meetings

- (a) Where the matter to be decided is an Administrative Matter, it shall be decided by majority vote (see Rule 12.1).
- (b) Where the matter to be decided is an Other Land Based Decision, it shall be decided by majority vote (see Rule 12.3).

7.11.2 Voting at General Meetings

- (a) 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:
 - a. may only be made at the meeting; and
 - b. 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) 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. (Neither the Chair nor the minutes need to state the number or proportion of votes recorded for or against.)
- (f) At a general meeting, a poll may be demanded on any resolution, other than the election of the Chair of the meeting or the question of an adjournment of the meeting, by:
 - a. at least five (5) Members entitled to vote on the resolution; or
 - b. Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - c. the Chair.
- (g) A poll may be demanded:
 - a. before a vote is taken;
 - b. before the voting results on a show of hands are declared; or
 - c. immediately after the voting result on a show of hands are declared.
- (h) A demand for a poll may be withdrawn.
- (i) On a poll, the Chair must:
 - a. nominate a method by which Members present at the meeting and entitled to vote on the resolution must cast their votes (this will normally be by silent ballot);
 - b. count the votes cast by Members; and
 - c. state the number of votes recorded for or against the resolution in the declaration of the result. (This number must be recorded in the minutes.)

7.11.3 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 stating that they in favour of it.
- (b) Auditors cannot be removed by a resolution without a General Meeting.
- (c) Separate copies of a document under Rule 7.11.3(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 7.11.3(a) 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:
 - 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 this Rule 7.11.2(e)a.
- (f) 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.
- (g) This rule does not affect any rule of law relating to the assent of Members not given at a General Meeting.

7.12 Proxies

7.12.1 Who may appoint a Proxy

There will be no proxies. Members are not entitled to appoint proxies to attend and vote on their behalf at General Meetings.

7.13 Questions at AGMs

7.13.1 Questions and comments by Members on Corporation management at AGM

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

7.13.2 Questions by Members of auditors at AGM

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

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

7.14 Adjourned meetings

7.14.1 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.

7.14.2 Business at adjourned meetings

In addition to the unfinished business from the adjourned meeting, new business can also be transacted at a General Meeting resumed after an adjournment.

7.14.3 Re-notification of adjourned meeting

If a General Meeting is adjourned for 30 days or more, at least 14 days notice must be given to the Members and Directors 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 Number of Directors

The Corporation must have at least 6 Directors to be comprised of 1 director's representative from each Family Group.

8.2 Eligibility to be a Director

8.2.1 Eligibility for appointment as Director

(a) An individual is eligible for appointment as a Director if they are an individual who is:

- a. at least 18 years of age;
- b. a Member; and
- c. a Darumbal Person.

(b) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act may only be appointed as a Director of the Corporation if the appointment is made:

- a. with permission granted by the Registrar; or
- b. with leave granted by the court.

8.2.2 Majority of Director Requirements

- (a) A majority of the Directors must ordinarily reside in Australia.
- (b) A majority of the Directors must not be employees of the Corporation.
- (c) The chief executive officer:
 - a. may be a Director but cannot chair the Director's Meetings; and
 - b. counts as an employee for the purposes of Rule 8.2.2(b).

8.2.3 Consent to act as Director

- (a) Before a person may be appointed as Director, that person must give the Corporation a signed consent to act as a Director of the Corporation. (See Annexure 2 – Consent to become a Director Form.)
- (b) The Corporation must keep the consent.

8.3 Directors on registration

- (a) A person becomes a Director, Secretary or Contact Person of the Corporation on registration of the Corporation if the person is specified in the application for registration and they have given their consent (the Initial Directors).
- (b) The details of these Members are set out in Schedule 2 – Initial Directors

8.4 Becoming a Director by appointment

8.4.1 The Corporation may appoint a Director

The Corporation shall appoint its Directors by resolution at Annual General Meetings under the following process:

- (a) Each Family Group will nominate 2 of its members to be candidates for directors. The nomination of candidates by each Family Group can be made by vote, consensual appointment or other means as the Family Group sees fit;
- (b) Each Family Group will then confirm the 2 candidates they have nominated;
- (c) The Chair will confirm the names of the candidates nominated by each Family Group and who have consented to act as a Director (the nominees);
- (d) Each Member entitled to vote is able to vote for 1 nominee per Family Group (6 votes in total);
- (e) The Chair must count the votes cast by the Members;
- (f) The Chair must state the number of votes recorded for the nominees in the declaration of the result and confirm the appointment of 6 Directors, who obtained the highest number of votes, being 1 director from each Family Group. (This number must be recorded in the minutes.)

8.4.2 Directors may appoint Casual 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 Casual 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 8.4.2(a) to make up a quorum for a Directors' meeting as long as that person is from the same Family Group as the Director being replaced.
- (c) If a person is appointed under Rule 8.4.2(a), the Corporation must confirm the appointment by resolution at the Corporation's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the Annual General Meeting.

8.5 Term of appointment

- (a) The Initial Directors shall hold office for a period of up to 4 years, as follows:
 - a. Initial Directors named Alan Douglas Hatfield, Vanessa Ross, and Amanda Meredith shall hold office for up to 4 years; and
 - b. Initial Directors named Warren John Malone, Rodney William Mann, and Pauline Cora shall hold office for up to 2 years.
- (b) Subject to Rule 8.5(d), a Director must not be appointed for more than 2 years unless the Registrar grants an exemption.
- (c) A Director is eligible for reappointment.

- (d) If the terms of the 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.
- (e) Directors will be elected on a rotation so that the appointment of no more than half of the director terms expire at any AGM. Unless the Registrar grants an exemption, the term of a Director appointed at an AGM will cease at the second AGM after they are appointed.

8.6 Alternate Directors

The Directors may not appoint alternate directors.

8.7 How a person ceases to be a Director

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director as provided for in Rule 8.8;
- (c) the terms of the person's appointment as a Director expires;
- (d) the person is removed as a Director by the Members as provided for in Rule 8.9.1;
- (e) the person is removed as a Director by the other Directors as provided for in Rule 8.9.2; or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

8.8 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.

8.9 Process for removing a Director

8.9.1 Removal by Members

- (a) The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
 - a. the Corporation's constitution;
 - b. an agreement between the Corporation and the Director concerned; or
 - c. an agreement between any or all Members of the Corporation and the Director concerned.
- (b) A notice of intention to move a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.

- (d) The Director concerned is entitled to put his or her case to Members by:
 - a. giving the Corporation a written statement for circulation to Members (see Rules 8.9.1(e) and (f)); and
 - b. speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (e) The Corporation is to circulate the written statement given under Rule 8.9.1(d)a. to Members by:
 - a. sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
 - b. if there is not time to comply with Rule 8.9.1(e), 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 8.9.1(d)a. 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:
 - a. the replacement Director; or
 - b. 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.

8.9.2 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 3 or more consecutive Directors' Meetings. The Directors may remove a Director by resolution.
- (b) Rule 8.9.2(a) operates despite anything in:
 - a. the Corporation's constitution;
 - b. an agreement between the Corporation and the Director concerned; or
 - c. 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:
 - a. stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' Meetings; and
 - b. stating that the Director concerned has 14 days to object in writing to the removal.
- (d) If the Director concerned does not object, the Directors must remove the Director concerned.
- (e) If the Director concerned does object:
 - a. the Directors cannot remove the Director concerned;
 - b. the Corporation, by resolution in General Meeting, may remove the Director in accordance with Rule 8.9.1.
- (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:
- a. the replacement Director; or
 - b. 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 of Directors

9.1 General duties

- (a) The Directors, Secretary, other officers and employees must comply with the duties imposed on them by the 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; and
 - e. a duty to prevent insolvent trading.
- (b) A Director is not in breach of his or her general duties if he or she does (or refrains from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a native title legislation obligation.
- (c) In the event of a conflict between:
- a. the duty of a Director to ensure that the Corporation complies with its native title legislation obligations; and
 - b. the duty of the Director to prevent insolvent trading by the Corporation,
- it is the duty of a Director to prevent insolvent trading that prevails and the Director is released from the duty to ensure that the Corporation complies with its native title obligations, to the extent of the conflict.
- (d) Except as provided in Rule 9.1(e), the Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.
- (e) A Director is not liable for debts and other obligations incurred by the Corporation as trustee merely because of doing (or refraining from doing) a particular act if the Director acts:
- a. in good faith; and
 - b. with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a native title legislation obligation.

10. Functions, Powers and Duties of Directors

10.1 Powers of Directors

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all the powers of the Corporation except any that the CATSI Act or the Corporation's constitution requires the Corporation to exercise in the General Meeting (see Rule 12).

10.2 Duty of Director to disclose Material Personal Interests

A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless Rule 10.2.1 says otherwise.

10.2.1 A Director does not need to give notice of an interest under Rule 10.2. if:

(a) the interest:

- a. arises because the Director is a Member and is held in common with the other Members;
- b. arises in relation to the Director's remuneration as a Director;
- c. 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) and all of the following conditions are satisfied:

- a. the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under Rule 10.2;
- b. if a person who was not a Director when the notice under Rule 10.2 was given is appointed as a Director, the notice is given to that person;
- c. the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- d. the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

10.2.2 The notice required by Rule 10.2 must

(a) give details of:

- a. the nature and extent of the interest; and
- b. the relation of the interest to the affairs of the Corporation; and

(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.

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. However, a deliberate and dishonest contravention of this rule by a Director may give rise to criminal penalties.

10.3 Remuneration

- (a) The Directors may be paid such reasonable remuneration as agreed to by a majority of the members at a duly constituted General Meeting of the Corporation.
- (b) Rule 10.3(a) 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.
- (c) The Corporation may pay the Directors' travelling and other expenses that the Directors incur:
 - a. in attending Directors' Meetings or any meetings of committees of Directors;
 - b. in attending any General Meetings of the Corporation; and
 - c. in connection with the Corporation's business.

10.4 Delegation

- (a) 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.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

10.5 Member approval needed for related party benefit

10.5.1 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:
 - a. obtain the approval of the Members in the way set out in Division 290 of the CATSI Act; and
 - b. give the benefit within 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.

10.5.2 If:

- (a) the giving of the benefit is required by a contract;
- (b) the making of the contract was approved in accordance with Rule 10.5.1(a); and
- (c) the contract was made:
 - a. within 15 months after that approval, or
 - b. before that approval, if the contract was conditional on the approval being obtained,

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

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 a year.

11.2 Calling and giving notice of Directors' Meetings

A Directors' Meeting may be called by a Director giving reasonable notice individually to every other Director.

11.3 Quorum at Directors' Meetings

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

11.4 Chairing Directors' Meetings

- (a) The Directors may elect a Director to Chair their meetings. The Directors may determine the period for which that Director is to be the Chair.
- (b) 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 Chair 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 Decisions at Directors' Meetings

11.6.1 Decision making

Decisions at Directors' Meetings are to be made by consensus or, if consensus cannot be reached after a reasonable effort has been made, by majority vote (see also rule 12.1).

11.6.2 Voting at Directors' Meetings

- (a) At a Directors' Meeting, each Director has 1 vote.

11.6.3 Circulating resolutions if the Corporation has more than 1 Director

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors sign a statement (which can be done by email confirmation) that they are in favour of the resolution set out in the document.
- (b) A resolution under this Rule is passed when the last Director signs.

12. Decision making process

12.1 The process for making Administrative Decisions

Where a matter before the Directors is an Administrative Decision, the matter shall be decided by the Directors by consensus or majority vote (see also rule 11.6.1).

12.2 The process for making Native Title Decisions (see Schedule 4 – Native Title Decisions Making Process)

12.2.1 Where a matter before the Directors is a Native Title Decision the Directors shall, before making a Native Title Decision:

- (a) Conduct a process to ensure that the Darumbal People and Native Title Holders affected by the proposed Native Title Decision are consulted with, understand the purpose and nature of the proposed Native Title Decision, and give their consent to the proposed Native Title Decision (or to a class of proposed native title decisions comma to which the particular Native Title Decisions applies)
- (b) Inform the relevant Native Title Representative Body for the area (Queensland South Native Title Services) of its intention to enter into the Native Title Decision

12.2.2 Evidence of Consultation and Consent

The Native Title Holders are taken to have been consulted and to have consented to a proposed Native Title Decision if a Native Title Decision Certificate certifies that they have been consulted and have consented in the required manner

12.3 The process for making Other Land Based Decisions

12.3.1 Unless otherwise provided for in these Rules, where a matter before the Directors is an Other Land Based Decision, the matter shall be decided as follows:

- (a) the Members shall make rules about decisions of this type at a special General Meeting; and
- (b) the Directors shall follow these rules and make Other Land Based Decisions by majority vote and in accordance with these rules.

12.4 The process for making a s 31 Deed Expedited Procedure Decision

Where a matter before the Directors is a s 31 Deed Expedited Procedure Decision the Directors shall, before making a s 31 Deed Expedited Procedure Decision, conduct a consultation and consent process in accordance with Schedule 5.

13. Secretary and Contact Person

13.1 Requirements for Secretary or Contact Person

13.1.1 Who may be a Secretary or Contact Person

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

13.1.2 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 13.1.2(a).

13.2 Becoming a Secretary or a Contact Person on registration

- (a) A person becomes a Secretary or a Contact Person of the Corporation on registration of the Corporation, if the person is specified in the application with his or her consent as a proposed Secretary or Contact Person of the Corporation.
- (b) If:
 - a. the Corporation is registered as a small or medium Corporation; and
 - b. the application for registration does not specify a person to be the Contact Person for the Corporation,the applicant becomes the Contact Person for the Corporation on registration.
- (c) If:
 - a. a person is specified in the application for registration of the Corporation as the Contact Person for the Corporation;
 - b. that person is specified without his or her consent;
 - c. before registration, the Registrar becomes aware of that fact; and
 - d. the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the Contact person for the Corporation on registration,the applicant becomes the Contact Person for the Corporation on registration.

13.3 How a secretary or contact person is appointed

The Directors appoint a secretary or Contact Person.

13.4 Terms and conditions of office

13.4.1 Terms and conditions of office for Secretaries

A Secretary holds office on the terms and conditions (including remuneration) that the Directors determine.

13.4.2 Terms and conditions of Contact Person's appointment

A Contact Person's appointment is subject to the terms and conditions (including remuneration) that the Directors determine.

13.5 Duties of Secretary and Contact Person

13.5.1 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,
- (c) must pass on to at least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

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

13.5.3 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 CATSI Act.
- (b) Rule 13.5.3(a) does not deal with the question whether an effective act by a Secretary:
 - a. binds the Corporation in its dealings with other people; or
 - b. makes the Corporation liable to another person.

14. Execution of documents

14.1 Corporation may have 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 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

14.2.1 Agent exercising Corporation's power to make contracts etc.

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.

14.2.2 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:
 - a. 2 Directors; or
 - b. a Director and a Secretary (if any).
- (b) 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 Rule 14.2.2(a).
- (c) This rule 14.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

15. Finances

15.1 Application of funds and property

- (a) Subject to the Act and the Corporation's constitution, all funds or property of the Corporation, and not subject to any special trust, can be used at the discretion of the Directors in a single transaction 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.

15.2 Banking

- (a) All money of the Corporation shall be deposited into any of the Corporation's bank accounts as soon as possible following its receipt.
- (b) All cheques, withdrawal forms or electronic transfers shall be authorised by at least 2 Directors or by at least 2 other persons to whom the Directors have delegated this responsibility.

16. Record keeping

16.1 Minutes of meetings

16.1.1 Obligation to keep minutes

- (a) The Corporation must keep Minute Books in which it records within 1 month:
 - a. proceedings and resolutions of General Meetings;
 - b. proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors);
 - c. resolutions passed by Members without a meeting; and
 - d. resolutions passed by Directors without a meeting.
- (b) The minutes of the meeting may be kept:
 - a. in writing; or

- b. 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:
 - a. each person attending the meeting states their name; and
 - b. 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:
 - a. the Chair of the meeting; or
 - b. the Chair of the next meeting;
 signs those minutes within a reasonable time after the 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:
 - a. the Chair of the meeting; or
 - b. the Chair of the next meeting;
 signs a declaration under Rule 16.1.1(f) within a reasonable time after the first meeting.
- (f) The declaration under this Rule 16.1.1(f) must:
 - a. identify the audio, or audio-visual, recording;
 - b. if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
 - c. 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:
 - a. its registered office if it is registered as a large Corporation; or
 - b. its document access address if it is registered as a small or medium Corporation.
- (i) A minute that is recorded and signed in accordance with this Rule 16.1.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

16.2 Constitution and records about Officers, Contact Person, etc.

The Corporation must keep:

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

16.3 Financial records

16.3.1 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; and
- (b) would enable true and fair financial reports to be prepared and audited.

This obligation extends to transactions undertaken as trustee.

16.3.2 Period for which Financial Records must be retained

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

16.4 Physical format

If the records that the Corporation is required to keep under Rule 16.3 are kept in electronic form:

- (a) the records must be convertible into hard copy; and
- (b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

16.5 Places where records are kept

If the Corporation is registered as:

- (a) a large corporation, the records that the Corporation is required to keep under Rules 16.2 and 16.3 must be kept at the Corporation's registered office; or
- (b) a small or medium corporation, the records that the Corporation is required to keep under Rules 16.2 and 16.3 must be kept at the Corporation's document access address.

16.6 Right of access to corporation books by Director or past director

- (a) 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.
- (b) 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.
- (c) This right continues for 7 years after the person ceased to be a Director.
- (d) A person authorised to inspect books under this Rule 16.6 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 the books under this Rule 16.6.

- (f) This Rule 16.6 does not limit any right of access to Corporation books that a person has apart from this Rule 16.6.

16.7 Access to Financial Records by Directors

- (a) A Director has a right of access to the records that the Corporation is required to keep under Rule 16.2 or Rule 16.3.
- (b) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under Rule 16.2 or Rule 16.3 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under Rule 16.7(b) may make copies of the records unless the court orders otherwise.

16.8 Members' access to minutes

- (a) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by Members, at its registered office, the Minute Books for the meetings of its Members and for resolutions of Members passed without meetings. The books must be made available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members, at its document access address, the Minute Books for the meetings of its Members and for resolutions of Members passed without meetings. The books must be made available within 7 days of a Member's written request for inspection.
- (c) The Corporation must make minutes available free of charge.
- (d) A Member may ask the Corporation in writing for a copy of:
 - 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.
- (e) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:
 - a. within 14 days after the member asks for it; or
 - b. within any longer period that the Registrar approves.
- (f) If the Corporation requires payment for the copy, the Corporation must send it:
 - a. within 14 days after the Corporation receives the payment; or
 - b. within any longer period that the Registrar approves.
- (g) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

16.9 Inspection of books by Members

A Member may inspect the books of the Corporation if a reasonable request is made to the Corporation and a decision to approve the inspection is made by the Members by majority vote at a General Meeting.

16.10 Access to governance material

16.10.1 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 7 days.

16.10.2 Registered Office

- (a) 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.
- (b) 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.

16.10.3 Document access address

- (a) 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.
- (b) This Rule Book must be made available for inspection within 7 days of a Member's or officer's written request for inspection.

16.10.4 General provisions regarding access to Rules

- (a) The Rule Book of the Corporation includes:
 - a. the Corporation's constitution;
 - b. any replaceable rules that apply to the Corporation; and
 - c. any other material concerning the internal governance of the Corporation that is prescribed.

17. Auditor

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

18. Annual reporting

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

19. Dispute Resolution Process

This Rule 19 applies to a dispute in relation to the operation of the Corporation and its performance of native title functions and between any of the Directors, Members, common law holders (people who are or claimed to be common law holders) or other officer of the Corporation, or any one or more of them, but does not apply to a dispute between individual Darumbal People other than in their capacity as Directors, Members or other officers of the Corporation.

19.1 Informal negotiations

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

19.2 Dispute notice

If the dispute cannot be resolved informally, any party to the dispute may give the Directors written notice identifying the particulars of the dispute.

19.3 Referring dispute to Directors

The Directors must make a reasonable effort to help the parties resolve the dispute within thirty (30) days after the dispute notice is received.

19.4 Dispute resolution procedure

- (a) Any dispute that cannot be resolved by the Directors to the mutual satisfaction of the parties within thirty (30) days after the notice referred to in Rule 19.2 is given, must be referred to a Darumbal Guidance Committee.
- (b) If no Darumbal Guidance Committee is created, or the Darumbal Guidance Committee is unwilling or unable to determine the dispute, the Directors must refer the dispute to a General Meeting for resolution by the Members, no later than ninety (90) days after the notice referred to in Rule 19.2 was given.
- (c) If the General Meeting cannot resolve a matter referred to it, the Registrar or a representative from the Native Title Representative Body may be asked to arbitrate by any of the parties in the dispute.
- (d) No party is entitled to commence or maintain legal proceedings relating to any dispute until the processes outlined in the Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent relief.
- (e) Despite the existence of a Dispute the Corporation must continue to operate and any person with powers and functions under the Corporation's constitution must, to the extent possible, continue to fulfil those obligations.

19.5 Dispute resolution policy

- (a) The directors may prepare a policy which sets out how disputes are to be resolved.
- (b) A policy created under this section is binding upon all Members of the Corporation and forms part of the Rules of the Corporation.
- (c) The policy may include provisions:
 - a. Creating a Darumbal Guidance Committee to:
 - i. Hear and determine disputes, and/or
 - ii. Consult with the Directors on any matters
 - b. Detailing which Members are eligible to sit on the Darumbal Guidance Committee
 - c. Outlining the procedure for calling of a meeting of the Darumbal Guidance Committee to determine a particular dispute including:
 - i. Selecting Members from amongst the Members eligible to sit on the Darumbal Guidance Committee who are available and willing to determine a particular dispute
 - ii. The meeting procedure of the Darumbal Guidance Committee
 - d. That there is a minimum number of members who may constitute the Darumbal Guidance Committee
 - e. That the Darumbal Guidance Committee is to determine disputes that are internal to the Corporation
 - f. That a decision by the Darumbal Guidance Committee finally resolves a dispute and is binding on Directors, Officers and Members of the Corporation
 - g. That the Directors see fit.

- (d) If the Directors create the Darumbal Guidance Committee through a binding policy document, there is no limit to the number of members that may be eligible to sit on a particular Darumbal Guidance Committee.

20. Winding up

The winding up of the Corporation will follow the CATSI Act.

20.1 Resolution to distribute surplus assets

Subject to rules 20.1 and 20.2, where:

- (a) the Corporation is wound up; and
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Corporation exist,

those surplus assets shall be given or transferred to the Registered Native Title Body Corporate, with the same or similar charitable objects, appointed by the Darumbal People to replace this Corporation as holder on trust of the Darumbal Peoples' native title rights and interests, provided that the Registered Native Title Body Corporate to which surplus assets will be transferred is eligible for endorsement by the Commissioner as a public benevolent institution.

20.2 Resolution to distribute Deductible Gift Recipient assets

If the Corporation is a Deductible Gift Recipient and is wound up, or in the event that the Corporation is endorsed as a Deductible Gift Recipient and the endorsement is revoked by the Commissioner of Taxation, (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation with similar purposes to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation received during any time that the Corporation is endorsed as a Deductible Gift Recipient;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 1997 in relation to an eligible fundraising event (as defined by section 995-1 of the ITAA 1997) held for the principal purpose of the organisation during any time that the Corporation is endorsed as a Deductible Gift Recipient; and
- (c) money received by the organisation because of such gifts and contributions during any time that the Corporation is endorsed as a Deductible Gift Recipient .

20.2 No distribution of surplus asset to Members

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

21. Changing the Rule Book

21.1 Corporation wants to change the constitution

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

- (a) the Corporation must pass a special resolution effecting the change;
- (b) the Corporation must lodge certain documents under Rule 21.2; and
- (c) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

21.2 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 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 2 Directors 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.
- (b) 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 21.2(a); and
 - b. proof that the extra requirement has been met, within 28 days after it has been met.
- (c) 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.

21.3 Date of effect of change

A constitutional change under this Rule 21 takes effect on the day the change is registered.

Schedule 1 – Interpretation and Definitions

Interpretation

(a) In the Rule Book:

- a. words in the singular include the plural and vice versa;
- b. any gender includes the other genders;
- c. the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
- d. 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;
- e. a reference to a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
- f. headings and notes are used for convenience only and are not intended to affect the interpretation of the Rule Book;
- g. 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 or Native Title Act (as the case may be) when used in the Rule Book; and
- h. if a word or phrase is defined its other grammatical forms have corresponding meanings.

(b) The replaceable rules set out in the Act apply to the corporation only to the extent that they are not inconsistent with the Rule Book and the Native Title Act

Dictionary

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

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

Administrative Decision means those matters that do not involve ‘native title decisions’ or ‘other land based decisions’.

Agreement means any agreement with:

- (a) any state of Australia;
- (b) the Commonwealth of Australia;
- (c) any local government;
- (d) any corporate or non-corporate entity; or
- (e) any legal or natural person.

Annual General Meeting or **AGM** means a general meeting that must be held annually and is held in accordance with Rule 7.1.

Books include a register, any record of information, financial reports, or documents of a corporation however compiled, recorded or stored.

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

Code of Conduct means any rules created by the Corporation for the conduct of meetings and includes rules regarding the required good behaviour of all Members.

Common Seal means the common seal of the corporation referred to in Rule 14.1.

Constitution means the set of special rules that govern the activities of the Corporation and its Directors, Members and any other officers. The constitution includes the Corporation's rules as stated in the Rule Book, replaceable rules under the Act that have not been changed, and set laws under the Act that cannot be changed.

Contact Person means a person appointed according to Rule 13.

Corporation means the corporation referred to in Rule 1.

Darumbal Guidance Committee means the committee formed according to Rule 19.

Darumbal Land means any land and waters for which the Corporation has been determined to be, or becomes determined as, the Prescribed Body Corporate under section 56 of the Native Title Act.

Darumbal People means all those persons who are descended from Darumbal ancestors as set out in Schedule 3

Darumbal Person is defined in Schedule 3 – Darumbal People.

Deductible Gift Recipient means a fund, authority or institution that is endorsed as a deductible gift recipient by the Commissioner of Taxation or is a specified list deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997 (Cth).

Determination Area means any area of land and waters where it may be determined by a court of competent jurisdiction that the Darumbal People hold native title rights and interests.

Director means a person appointed according to Rule 8 to manage the affairs of the Corporation in accordance with the Act and the Rule Book.

Directors' Meetings refers to the meetings of the directors held according to Rule 11.

Dispute has the meaning given in Rule 19.

Dispute Resolution Process means the process set out in Rule 19.

Family Groups means each of the descent groups known as the family groups of

- | | |
|--|---|
| 1. Kitty Mulway and Pompey of Stannage; Yorky – [Sunflower/Meredith] | 2. Clara Wallace – [Mann/Wallace/Williams/Hector/Edmunds] |
| 3. Kate Reid and James Hector – [Garret/Hector] | 4. Clara McKenzie – [Rutherford/Hayden] |
| 5. Jack Naylor (Jnr); Brothers John McPherson and Harry Bauman – [Hatfield/McPherson/Naylor/Bauman (Bowman)] | 6. Maggie (Mitchell); Mary Jones; Maria McKenzie; Mundabel – [Ross/Landers/Roma/Adams/Wylie/Fitzgerald] |

respectively.

Financial Records (money books) includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, documents of prime entry and working documents and other documents needed to explain the financial reports.

General Meeting refers to both special 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.

ITAA means the Income Tax Assessment Act 1936 and 1997 as applicable and as amended.

Material Personal Interest means any actual, perceived/apparent or potential interest of a Director or its family members where the Director, or its family members stand to gain a significant financial benefit, other significant benefits or other significant incentives directly or indirectly from any transaction of the Corporation (also known as a “pecuniary interest”).

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

Minute Book means the books and records in which the minutes of all general meetings and directors’ meetings and copies of any written resolutions passed without a general meeting or directors’ meeting are kept in accordance with Rule 16.1.1.

Native Title Act means the *Native Title Act 1993* (Cth), and the regulations made thereunder, as from time to time amended;

Native Title Decision means the same as in Regulation 8 of the PBC Regulations and is a decision:

- (a) to surrender native title rights and interests in relation to land or waters; or
- (b) to do, or agree to do, any other act that would affect the native title rights or interests of the common law holders, including making a s 31 Deed Expedited Procedure Decision.

Native Title Decision Consent Form means a document, prepared and signed in accordance with regulation 9 of the PBC Regulations and in substantially similar form to the form shown at Annexure.

Native Title Holders means the Darumbal People being the persons determined as holding the common or group rights comprising native title in the Determination Area.

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

Objects means the objects set out in Rule 3.

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

Other Land Based Decisions means decisions that involve access on or to Darumbal Land by third parties which does not invoke the future act processes of the Native Title Act.

PBC Regulations means the *Native Title (Prescribed Body Corporate) Regulations 1999* (Cth) made pursuant to powers contained in the Native Title Act, as from time to time amended.

Prescribed Body Corporate or PBC means a body corporate which meets the criteria for a prescribed body corporate as contained in the PBC Regulations.

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.

Register of Members means the register of members kept pursuant to Rule 6.

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

Rules or **Rule Book** means the rules of this Corporation and means this document and includes any Code of Conduct, policy or procedures created by the Corporation as amended from time to time

Secretary means a person elected or appointed according to Rule 13.

Special General Meeting or **SGM** means a general meeting other than an Annual General Meeting.

Special Resolution means a resolution that has at least 75% support for it by those members entitled to participate and be involved in decision-making at the meeting.

s 31 Deed Expedited Procedure Decision means a class of Native Title Decision made by the Directors to execute a s 31 Native Title Act deed and ancillary agreement, on behalf of the Corporation and the Darumbal People, for the State of Queensland to grant a mining exploration permit or mineral development licence to a mineral explorer in circumstances where the State has issued a notice which includes a statement that the grant of the proposed mining exploration permit or mineral development licence attracts the expedited procedure process under the Native Title Act.

Surplus Assets has the meaning given in Rule 20.1(b).

Traditional Laws and Customs means the body of traditions, laws, customs and beliefs recognised and held in common by the Darumbal People, and includes those traditions, laws, customs and beliefs exercised in relation to particular areas of land and waters, traditionally accessed resources and persons.

Schedule 2 – Initial Directors

The Initial Directors will consist of the following Members:

1. Alan Douglas Hatfield – [4 year term]
2. Warren John Malone – [2 year term]
3. Rodney William Mann – [2 year term]
4. Vanessa Ross – [4 year term]
5. Amanda Meredith – [4 year term]
6. Pauline Cora – [2 year term]

Schedule 3 – Darumbal People

The Darumbal People are those people:

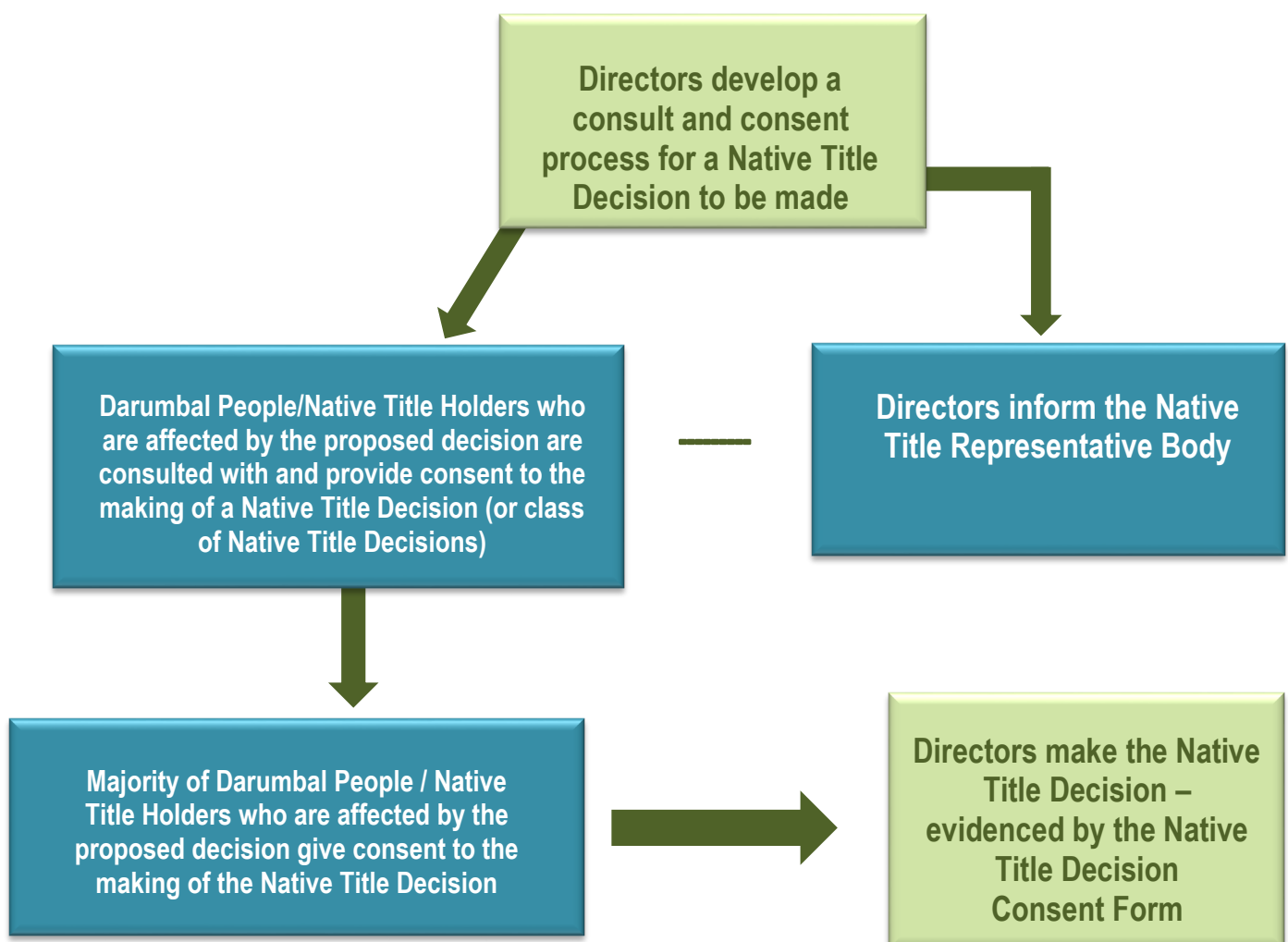
(a) who are descendants of the following deceased persons:

- Brothers John McPherson or Harry Bauman;
- Kate Reid and James Hector;
- Clara McKenzie;
- Jack Naylor (Jnr);
- Maria McKenzie;
- Clara Wallace;
- Mundabel;
- Mary Jones;
- Maggie (Mitchell);
- Yorky; or
- Kitty Mulway and Pompey of Stanage:

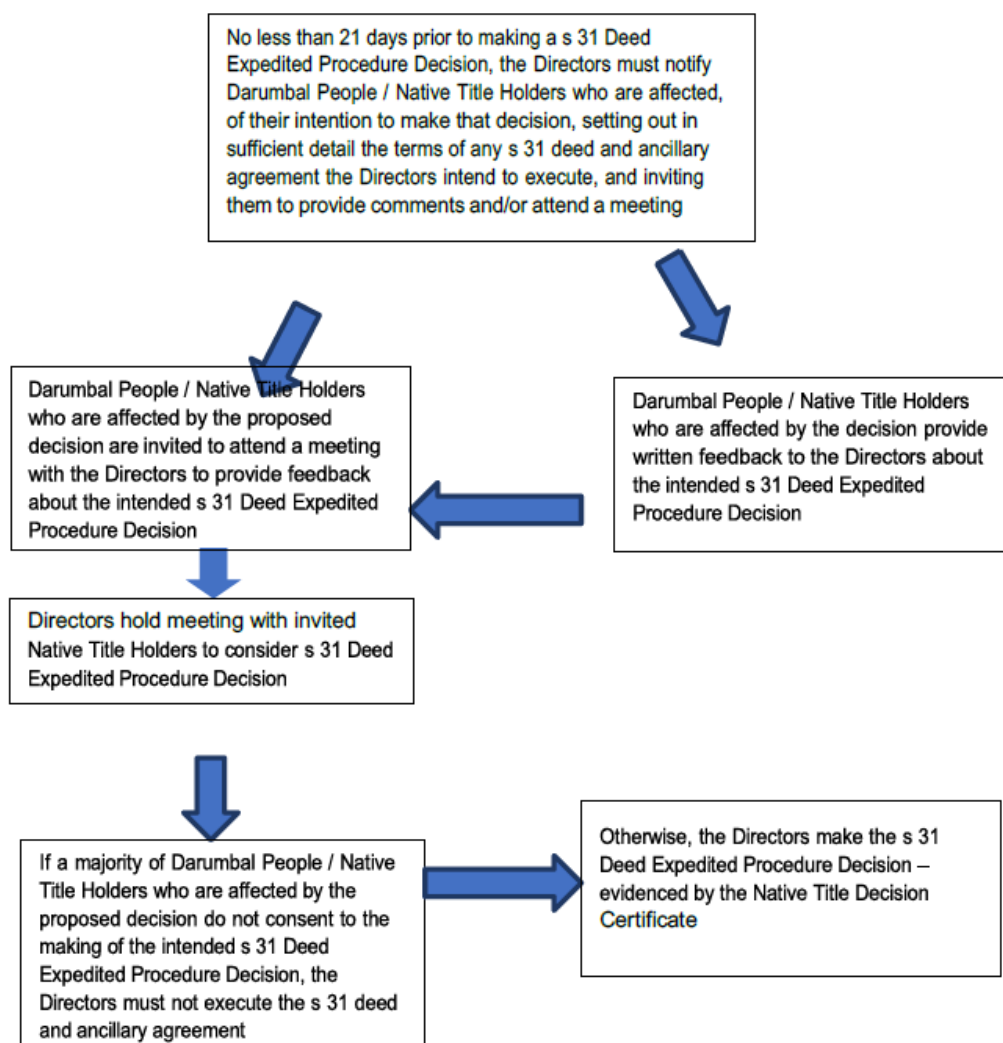
and

(b) who are recognised by the living Darumbal People according to their traditional laws and customs as Darumbal People.

Schedule 4 – Native Title Decisions Making Process (refer to clause 12.2)



Schedule 5 – s 31 Deed Expedited Procedure Decision Process (refer to clause 12.4)



Annexure 1 – Application for Membership Form (refer to clause 5.2.3)

APPLICATION FOR MEMBERSHIP Corporations (Aboriginal and Torres Strait Islander) Act 2006

DARUMBAL PEOPLE ABORIGINAL CORPORATION RNTBC

I, _____
(first or given names) _____ (surname)

of _____
(address)

Telephone: (Home) _____ (Work) _____ (Mobile) _____

Email: _____

hereby apply for membership of the Darumbal People Aboriginal Corporation RNTBC.

I declare that I am 18 years of age or older and that I am a Darumbal Person, being a member of the following Family Group: (please tick)

☐ Kitty Mulway and Pompey of Stannage; Yorky
– [Sunflower/Meredith]

☐ Clara Wallace –
[Mann/Wallace/Williams/Hector/Edmunds]

☐ Kate Reid and James Hector – [Garret/Hector]

☐ Clara McKenzie – [Rutherford/Hayden]

☐ Jack Naylor (Jnr); Brothers John McPherson
and Harry Bauman –
[Hatfield/McPherson/Naylor/Bauman (Bowman)]

☐ Maggie (Mitchell); Mary Jones; Maria McKenzie;
Mundabel – [Ross/Landers/Roma/Adams/Wylie]

I advise that I am the child of : (name of parent/s) _____

I advise that I am the grandchild of : (name of grandparent/s) _____

I confirm that I agree to abide by the Rules of the Corporation and I agree to abide by any Code of Conduct adopted by the Corporation.

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:

Annexure 2 - Consent to become a Director Form (refer to clause 8.2.3)

CONSENT TO BECOME A DIRECTOR *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

DARUMBAL PEOPLE ABORIGINAL CORPORATION RNTBC

I, ...
(full name of director)

of
(residential address)

give consent to become a Director of the Darumbal People Aboriginal Corporation RNTBC.

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 being a director of this Corporation 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 3 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.

Signed: _____

Date: _____

NOTE: This form should be completed and given to the corporation **before** the person is appointed as a director—section 246-10(1) of the CATSI Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

Annexure 3 – Native Title Decision Consent Form (refer to clause 12.2.2)

CONSENT TO MAKE A NATIVE TITLE DECISION
Native Title (Prescribed Body Corporate) Regulations 1999
DARUMBAL PEOPLE ABORIGINAL CORPORATION RNTBC

The Directors of the Darumbal People Aboriginal Corporation RNTBC confirm that:

1	This is a document for the purposes of regulation 9 of the <i>Native Title (Prescribed Bodies Corporate) Regulations 1999</i> (Cth) ("the PBC Regulations").
2	This certificate is made on [insert date certificate is executed]
3	On [insert date of Native Title Decision] the Directors of Darumbal People Aboriginal Corporation RNTBC ("DPAC"), made a decision to [insert details of the Native Title Decision]. The Directors followed the following process before making the decision: [insert the process of making the decision including the date of any directors' meetings where resolutions were passed etc] The following Directors participated in the process of making the decision: _____ Name of Director _____ Name of Director _____ Name of Director *insert additional names as needed
4	In accordance with regulation 8 of the PBC Regulations, the Darumbal People affected by the Native Title Decision have been consulted with and have consented to the Native Title Decision. The consultation and consent process included the following: [insert details of the consultation and consent process, including how consent was given]

Signed for and on behalf of the Darumbal People Aboriginal Corporation RNTBC in accordance with s 99-5(1) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

Signed: _____
(Signature of Director) (Name of Director)

Date: : _____

Signed: _____
(Signature of Director) (Name of Director)

Date: : _____