

# **The Rule Book**

## **Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC**

### **ICN 3743**

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

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# Preamble

Native Title Determination Applications SAD 6001/1998 (“No 1 claim”) and SAD 6002/1998 (“No 2 claim”) were filed in the Federal Court on behalf of the Adnyamathanha people during the late 1990s.

Since its incorporation in February 2001, the No 1 claim and the No 2 claim have been “managed” by the Corporation.

On 30 March 2009 Consent Determinations of Native Title were made by Justice Mansfield of the Federal Court in relation to the “Stage 1 Area” comprising the whole of the No 2 claim area (Flinders Ranges National Park) and parts of the No 1 claim area being:

- Angepena Pastoral Station; and
- the “Stage 1 Area” apart from Angepena Pastoral Station and Flinders Ranges National Park.

The Consent Determinations made on 30 March 2009 are annexed to these rules.

- Each of the Consent Determinations included the following paragraph:

“The Native Title Holders are those living Aboriginal people who:

- (a) are the descendants (whether biologically or by adoption) of the following apical ancestors:
  - Mt Serle Bob
  - Polly, wife of Mt Serle Bob
  - Quartpot Tommy
  - Mt Serle Bob’s sister, wife of Quartpot Tommy
  - Willy Austin Snr
  - Nicholas Demell
  - Emily McKenzie, wife of Nicholas Demell
  - Sydney Ryan
  - Mary, wife of Sydney Ryan
  - the siblings Angepena Billy or Mary
  - Fanny, wife of Angepena Billy
- (b) the siblings Sara Johnson, Matilda Johnson, Fred Johnson, Natalie Johnson, Jessie Johnson or Sydney Jackson, and
- (c) are recognized by other Native Title Holders under the relevant Adnyamathanha traditional laws and customs as having maintained an affiliation with, and continuing to hold native title rights and interests in, the Determination Area.”

The Corporation is identified in each of the Consent Determinations as the intended prescribed body corporate for the purposes of section 57(2) of the Native Title Act “subject to appropriate amendments being made to its Constitution to enable it to fulfil the role of a prescribed body corporate”.

It is intended that, in addition to being the prescribed body corporate for the “Stage 1 Area”, the Corporation will, subject to the Native Title Act, be the prescribed body corporate for other parts of the No 1 claim in respect of which one or more approved determinations of native title may later be made.

The Dictionary set out in Schedule 2 and the other Schedules form part of the rules.

## 1 Name

The name of the Corporation is Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC (**ATLA**).

## 2 Type of Corporation

ATLA is an Aboriginal and Torres Strait Islander Corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (“the **Act**”).

## 3 Objectives

The objectives of the Corporation are:

### 3.1 Land where Corporation is a registered native title body corporate

Following an approved determination of native title in favour of members of the Corporation in respect of the Adnyamathanha Lands or any part of them, to be a registered native title body corporate in relation to the native title rights and interests concerned for the purposes of section 57(2) of the Native Title Act and to have the functions of a registered native title body corporate under that Act, including the following:

- (1) to act as agent or representative of the Common Law Holders (as defined in the Dictionary in Schedule 2 in respect of matters relating to the native title rights and interests);
- (2) to manage the rights and interests of the Common Law Holders as authorised by the Common Law Holders;
- (3) to hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
- (4) to invest or otherwise apply the money held in trust as directed by the Common Law Holders;
- (5) to consult with, and obtain the consent of, the Common Law Holders in accordance with Regulation 8 of the PBC Regulations; and
- (6) to perform any other functions in relation to the native title rights and interests as directed by the Common Law Holders.

### 3.2 Land where Corporation is not a registered native title body corporate

In relation to those parts of the Adnyamathanha Lands in respect of which the Corporation is not the registered native title corporate:

- (1) to unite Adnyamathanha people seeking to have their native title rights and interests recognised;
- (2) to pursue the Native Title Determination Applications (as defined in the Dictionary) in the Federal Court for recognition of native title rights and interests;
- (3) to initiate legal proceedings so as to protect, preserve and prevent interference with places of historical, social, cultural and spiritual significance for Adnyamathanha people as well as for the purposes of protecting and preserving the native title rights and interests of Adnyamathanha people;

- (4) to conduct research and gather information necessary for the assertion of traditional rights and interests, including native title rights and interests;
- (5) to negotiate with neighbouring Aboriginal peoples and other Aboriginal corporations in regard to boundaries and acknowledgment of reciprocal rights over lands and water;
- (6) to enter into Native Title Mining Agreements and other agreements on behalf of or as trustee for the Adnyamathanha People or the members of the Corporation, and to receive any royalties or compensation as trustee for them;
- (7) to manage land of traditional or cultural significance to Adnyamathanha People and to hold any interest in such land as trustee or otherwise for the Adnyamathanha People or the members of the Corporation; and
- (8) to act as the trustee under any trust established for the benefit of the Adnyamathanha People or the members of the Corporation.

### 3.3 General Objects of the Corporation

- (1) Subject to sub-rule 3.3(3), the objects for which the Corporation is established are to:
  - (a) provide direct relief from poverty, sickness, suffering, misfortune, destitution or helplessness among Aboriginal people, especially the Common Law Holders;
  - (b) be and to perform the functions of a Prescribed Body Corporate, for the purpose of being the subject of a determination under section 56 and 57 of the Native Title Act;
  - (c) be and to perform the functions of a Registered Native Title Body Corporate for the purpose of being the subject of a determination under section 57 of the Native Title Act;
  - (d) protect, preserve and advance the traditions, laws, languages, culture and customs of Aboriginal people, especially the Common Law Holders, and
  - (e) hold title to any Vested Land.
- (2) Without limiting the generality of sub-rule 3.3(1), the Corporation may:
  - (a) advance and promote the wellbeing of Aboriginal people, especially the Common Law Holders;
  - (b) provide environmental, social, economic and cultural benefits to Aboriginal people especially the Common Law Holders;
  - (c) maintain, protect, promote and support the culture, native title traditions and customs, economic development, interests and social progress of Aboriginal people, especially the Common Law Holders;
  - (d) support and provide education, training and employment for Aboriginal people, especially the Common Law Holders; and
  - (e) support and provide housing for Common Law Holders.
- (3) 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, consultant, contractor or employees of the Corporation for, or in return for, services actually rendered to the Corporation.

## 4 Powers and Duties

### 4.1 General powers of the Corporation

- (1) To the extent necessary or convenient to carry out, or incidental to carrying out, the Corporation's objects and subject to the provisions of the Act, the Native Title Act, the PBC Regulations and sub-rules 4.1(3) and 4.2, the Corporation has all the powers of a body corporate, including but not limited to the following:
  - (a) to raise funds by way of public appeal, grants, bequests 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 and invest any funds not immediately required for the purpose of the Corporation;
  - (c) purchase, hire, lease or otherwise acquire, hold or deal with real or personal property;
  - (d) deal with any property not immediately required for the purpose of the Corporation;
  - (e) borrow money upon such terms and conditions as required for the purpose of the Corporation;
  - (f) appoint agents to advise it and to transact any business of the Corporation on its behalf;
  - (g) enter into any Agreements and contracts;
  - (h) take and defend any legal proceedings or other proceedings, including proceedings relating to native title, land or heritage issues and interests;
  - (i) receive and spend any grant or donated funds from Commonwealth, State or Local governments or from any other sources;
  - (j) enter into any arrangements with any government or authority, that are considered conducive to the Corporation's objects, powers and functions;
  - (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) hold an interest in, guarantee or be a member of other incorporated entities and commercial ventures; and
  - (m) engage in economic enterprise or economic activity in furtherance of the Corporation's objects.
- (2) The Board may, by power of attorney, appoint any person to be the attorney of the Corporation for such purpose and with such powers, authority, discretions, time and conditions, as it considers appropriate.
- (3) Notwithstanding sub-rule 4.1, the Corporation shall not enter into any Agreements, arrangements or commitments which:
  - (a) are inconsistent with the objects of the Corporation; or
  - (b) create a legal or equitable interest in the Determination Area or otherwise creates a liability exercisable against the Determination Area, except in accordance with the Native Title Act and PBC Regulations.

- 4.2 When acting in the capacity of a prescribed body corporate on behalf of the Common Law Holders, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with the PBC Regulations before making a “native title decision” (as defined in the PBC Regulations).

In particular, the Corporation is obliged, in accordance with the PBC Regulations, to:

- (1) ensure that the Corporation’s members and Common Law Holders understand the purpose and nature of any proposal (in this rule called a “Proposal”):
    - (a) which may be made at any time to surrender their native title rights and interests;  
or
    - (b) for agreement to any other act which will affect their native title rights or interests.
  - (2) determine whether or not the Corporation’s members and Common Law Holders consent to a Proposal by means of a decision made in accordance with these Rules;
  - (3) consult with and consider the views of the relevant “representative body” (as defined in the Native Title Act) in relation to a Proposal;
  - (4) record any consent of the Corporation’s members and Common Law Holders and certify in the manner required by the PBC Regulations;
  - (5) maintain a register of decisions in relation to native title rights and interests in accordance with any requirements of the PBC Regulations.
- 4.3 If in connection with rule 4.2(1), the Corporation’s members in general meeting by resolution give directions regarding consultation with the Council of Elders and/or with Core Groups, the Corporation must comply with those directions.
- 4.4 The Corporation shall not without the approval of a three quarters majority resolution of the members in general meeting secure the repayment of any money borrowed or raised or the payment of any debt or liability by giving a mortgage, charge or other security upon or over all or any of its property or assets.
- 4.5 The Corporation shall not sell, transfer or convey, dispose of, exchange or otherwise similarly deal with or part with possession of all or any part of the title to the Adnyamathanha Lands or any part of them except (where relevant) in accordance with rule 4.2 and/or subject to rule 4.4.

## **5 Members**

### **5.1 Who is eligible?**

A member must be:

- (1) at least 18 years of age; and
- (2) a person who is Aboriginal, and identifies as, Adnyamathanha; and
- (3) one of the Common Law Holders.



## 5.2 How to become a member

A person becomes a member if:

- (1) that person applies in writing to become a member;
- (2) that person is eligible for membership under rule 5.1;
- (3) the Directors accept the application by resolution at a directors' meeting; and
- (4) the person's name and the date on which he or she became a member are entered on the register of members

A person does not become a member until their name is entered on the Corporation's register of members. This must be done within 14 days after the Directors accept the membership application. However, the Corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- (5) a person applies for membership after a notice has been given for a general meeting or AGM, and
- (6) the general meeting or AGM has not been held when the Directors consider the person's application.

Note: An application for membership form is at Schedule 8 of this rule book.

If the Directors refuse to accept an application for membership, the applicant may give notice in writing to appeal against the Directors' decision on the ground that the applicant is eligible for membership under rule 5.1. In that case, the applicant will be entitled to attend the next general meeting when the appeal will be considered.

## 5.3 Members' rights

A member:

- (1) can attend, speak and vote at general meetings;
- (2) can be made a Director;
- (3) can put forward resolutions at general meetings;
- (4) can ask the Directors to call a general meeting;
- (5) subject to rule 10, can look at the books and records of the Corporation; and
- (6) raise a dispute and have a dispute dealt with using rule 20.

## 5.4 Member's responsibilities

A member must:

- (1) follow these rules;
- (2) let the Corporation know if they change their address;
- (3) treat other members with respect, and not engage in Bullying, Harassment or Threatening Behaviour; follow any Code of Conduct set out in Schedule 6 or as otherwise adopted from time to time by the Corporation members (see rule 19).

## 5.5 **Liability of members**

Members are not liable to pay the debts and liabilities of the Corporation.

## 5.6 **How to stop being a member**

A person stops being a member if:

- (1) they resign in writing;
- (2) they die; or
- (3) their membership is cancelled in accordance with rule 5.7.

The person's name and the date on which they stopped being a member must be entered on the register of members.

## 5.7 **Cancelling membership**

### (1) **Membership may be cancelled if not contactable**

If the membership of a member of the Corporation is to be cancelled on the ground that the member is not contactable, the membership may only be cancelled on that ground if the cancellation is effected in the manner and circumstances set out in sub-rule 5.7(2) (see section 150-25 of the Act).

### (2) **Not contactable - manner and circumstances**

The membership may be cancelled by special resolution in general meeting if:

- (a) the Corporation has not been able to contact the member at the address for the member that is entered on the register of members; and
- (b) the Corporation has not been able to contact that person at that address for a continuous period of 2 years prior to the meeting; and
- (c) the Corporation has made 2 or more reasonable attempts to otherwise contact the member during that 2 year period but has been unable to.

### (3) **Notice of cancellation for not contactable**

If the Corporation does so cancel the membership under sub-rule 5.7(1), the Directors must send the member a copy of the resolution at the last known address of the member, as soon as practicable after the resolution has been passed.

### (4) **Membership may be cancelled if member misbehaves**

If the membership of a member of the Corporation is to be cancelled on the grounds that the member has misbehaved, the membership may only be cancelled on that ground if the cancellation is effected in the manner and circumstance provided for in sub-rule 5.7(5).

### (5) **Misbehaves - manner and circumstances**

The Corporation may cancel the membership by special resolution in general meeting if the general meeting is satisfied that member has behaved in a manner that significantly interfered with the operation of the Corporation or of Corporation meetings, and includes conduct that is inconsistent with members' responsibilities under rule 5.4 (see section 150-35 of the Act).

(6) **Notice of cancellation for misbehaving**

If the Corporation does so cancel the membership under this sub-rule 5.7, the directors must give the member a copy of any relevant resolution as soon as practicable after the resolution has been passed.

**5.8 The register of Members and former Members**

- (1) The Corporation must set up and maintain a register of Members and a register of former members. Such registers must respectively contain:
  - (a) members' and former members' names and addresses;
  - (b) the date when the names were put on the list; and
  - (c) for former members, the date when they stopped being a member within the last 7 years.
- (2) The Directors may agree to provide the register of members and the register of former members in one document, provided that each such individuals are clearly identified as one or the other.
- (3) Each register must be kept at the Corporation's document access address and be open for inspection by any person.
- (4) Prior to each Annual General Meeting (**AGM**) of the Corporation, each Core Group shall notify the Corporation in writing of the names of those members of the Corporation who are members of that Core Group.
- (5) Each register must be available at the AGM.

**6 Meetings**

**6.1 AGM timing**

AGMs must be held before the end of November each year, subject only to section 201 -155 of the Act (which allows the Registrar to extend the period).

**6.2 AGM business**

AGMs are for:

- (1) confirming the minutes of the previous general meeting;
- (2) presenting reports: general, financial, directors';
- (3) electing Directors (see rules 7.1 to 7.6);
- (4) choosing an auditor (if required) and agreeing on the fee;
- (5) checking the register of members (section 180-30 of the Act);
- (6) asking questions about how the Corporation is managed;
- (7) conducting such other business as the meeting may decide.

### 6.3 **General meetings**

The Directors may call a general meeting in addition to the first general meeting and the annual general meeting.

Members can ask Directors to call a general meeting. In accordance with section 201-5 of the Act, the request must:

- (1) be in writing;
- (2) state any resolution to be proposed at the meeting;
- (3) be signed by the members making the request;
- (4) nominate a member to be the contact member on behalf of the members making the request; and
- (5) be given to the Corporation.

6.4 Subject to section 201-10 of the Act, the Directors must call the general meeting within 21 days, where such a request has been made by at least 10% of members or 15 members (whichever number is the lesser).

### 6.5 **General meeting business**

General meetings are for:

- (1) confirming the minutes of the previous general meeting;
- (2) everything in the notice of the meeting.

### 6.6 **Notice for general meetings**

- (1) At least 21 days' notice must be given.
- (2) Notice must be given to members, Directors, officers, the contact person and the auditor, if the Corporation has one.
- (3) The notice must set out:
  - (a) the place, date and time for the meeting (including the details of the technology to be used so members who are not able to attend can participate);
  - (b) the general nature of the business of the meeting;
  - (c) if a special resolution is being proposed, set out an intention to propose the special resolution, and state the resolution;
  - (d) if a member can appoint a proxy - contain a statement setting out the following information:
    - (i) that the member has a right to appoint a proxy;
    - (ii) whether or not the proxy needs to be a member of the Corporation;
    - (iii) that a member who is entitled to cast a vote may appoint a proxy.
- (4) Notices can be given to members personally sent to their last registered address, sent by fax or sent by email.

- (5) However, effective notice to all members may instead be given of a general meeting by:
- (a) broadcasting the notice on Umeewarra Radio or such other Aboriginal controlled radio station (if any) as may operate at any time in its place in the Port Augusta area or Adelaide area; and
  - (b) advertising the notice in the Transcontinental newspaper or other newspaper circulating in the Adnyamathanha Lands, Port Augusta and Adelaide areas; and
  - (c) affixing the notice to such community notice boards (if any) as the Directors may from time to time determine for the purposes of this paragraph;
  - (d) affixing the notice to the Corporation's social media account for members to access from time to time, including in particular the ATLA Facebook page; and
  - (e) by giving the notice to each of the Directors in accordance with rule 6.6(4).

#### **6.7 Members' resolutions**

- (1) Members can propose a notice of a resolution and then give it to the Corporation. The notice must be signed by at least 10% of members or 15 members (whichever is the greater).
- (2) The notice must set out the resolution in writing and must be signed by the members proposing it.
- (3) The resolution must be considered at the next general meeting which occurs more than 28 days after the notice is given to the Corporation.
- (4) The Corporation must give notice of the resolution to all its members at the same time (or as soon as practicable afterwards), and in the same way, as it gives notice of that general meeting.

#### **6.8 Quorum at general meetings**

- (1) The quorum is 10% of members or 20 members (whichever is the lesser).
- (2) The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise. If there is still no quorum, the meeting is cancelled.
- (3) In determining whether a quorum is present, an individual attending both as a member and as a proxy may be counted only once (in accordance with section 201-70(4) of the Act).

#### **6.9 Chairing general meetings**

The Chairperson or, in his or her absence, the Vice-Chairperson will chair general meetings. If neither is available, the Directors can elect a Director present to chair the meeting. If they don't, the members must elect one of the members present to do so.

#### **6.10 Using Technology**

General meetings can be held at more than one place. The Corporation may use any technology that gives members as a whole a reasonable opportunity to participate and be heard at such meetings.

## 6.11 Voting

- (1) Each member has one vote, including the Chairperson (if he or she is a member).
- (2) A resolution can be decided by majority on a show of hands, unless a poll is demanded by the Chairperson or at least five (5) members. The Chairperson decides how any poll is to be conducted (see section 201-140).
- (3) The Chairperson tells the meeting whether they have received any proxy votes and what they are.
- (4) The Chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

## 6.12 Demanding a poll

- (1) The Chairperson or at least five (5) members entitled to vote on the resolution can demand a poll.
- (2) A poll can be held before or after a show of hands vote.

## 6.13 Proxies

- (1) A member can appoint another member as proxy to attend meetings and vote for him or her.
- (2) Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.
- (3) A proxy appointment must contain the appointer's name and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the appointer. (See form of appointment of proxy set out as an Appendix to these rules).
- (4) The Corporation must receive the proxy's appointment at least 24 hours before the meeting.
- (5) A person must not be a proxy for more than one member.

# 7 Directors

## 7.1 Appointment and number of Directors

- (1) All Directors appointed by the Special Administrators effective from 16 April 2021 will remain on the Board until the Annual General Meeting held for 2023.
- (2) The Corporation must not have less than 8 Directors and more than 12 Directors comprising:
  - (a) up to 10 Directors who are Members; and
  - (b) up to 2 Independent Directors.
- (3) In relation to sub-rule 7.1(2) above, there must be:
  - (a) an even distribution of women and men as Directors of which (with no preference to where each gender is residing) Matheri and Arrudu must, using reasonable endeavours, be evenly represented;

- (b) at least 2 Elders (being one man and one woman and from Matheri and Arrudu); and
- (c) 2 youth representatives (being 18-30 years old and one male and one female and from Matheri and Arrudu).

## 7.2 Eligibility of Directors

- (1) Any individual who was a Director of the Corporation at any time during the period from 1 July 2017 until the Corporation was placed under special administration on 26 March 2020, is not eligible to be appointed as a Director of the Corporation for a period of three (3) years effective from 16 April 2021.
- (2) A Director must:
  - (a) be at least 18 years old;
  - (b) be a member of the Corporation (except Independent Directors);
  - (c) be an Adnyamathanha person who continues to satisfy the eligibility requirements for membership under rule 5.1; and
  - (d) usually reside in South Australia.
- (3) In addition to the requirements set out in sub-rule 7.2(2), an individual is eligible for appointment as a Director or an Independent Director if that person is an individual who:
  - (a) has consented in writing to be appointed as a Director of the Corporation in the form set out in Schedule 9;
  - (b) has demonstrated knowledge and experience in the areas of finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 3;
  - (c) within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the Member Director's appointment is terminated immediately;
  - (d) within one month of appointment, signs the Director's Confidentiality Deed (see Schedule 10). If a signed Director's Confidentiality Deed is not provided to the Board within one month of appointment, the Member Director's appointment is terminated immediately;
  - (e) within one month of appointment, sign the Directors Code of Conduct (see Schedule 7). If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately; and
  - (f) has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.
- (4) Notwithstanding any other provision of this Rule Book, persons who are:
  - (a) undischarged bankrupts, or have been;
  - (b) convicted of an offence in connection with the promotion, formation or management of a body corporate within the past five years;

- (c) convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months within the past five years; or
- (d) convicted of an indictable offence (generally speaking an offence punishable by a maximum prison sentence of more than two years), and in particular including all acts of violence, within the past five years,

are not eligible to become a Director or retain their position as a Director upon conviction of an offence referred to herein or upon becoming bankrupt.

- (5) An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act may only be appointed as a Director of the Corporation if the appointment is made:
  - (a) with permission granted by the Registrar; or
  - (b) with leave granted by the court.
- (6) All Directors must comply with the Code of Conduct set out in Schedule 7.
- (7) **Consent to act as director**
  - (a) Before a person may be appointed as a director, that person must give the Corporation a signed consent to act as a director of the Corporation (see Consent to be a Director Form Schedule 9).
  - (b) The Corporation must keep the consent.

### 7.3 Majority of director requirements

- (1) Employees of the Corporation must not be Directors of the Corporation.
- (2) The chief executive officer (if any) must not be a Director but may be an advisor to the Board of Directors' in meetings or as required by their employment duties.

### 7.4 How to become a Director

- (1) The Directors (other than Independent Directors) shall be elected by the members held at each AGM in accordance rule 7.4(2).
- (2) **Process for appointing Member Directors**
  - (a) With the exception of the appointment of Independent Directors, before every Annual General Meeting, nominations must be taken for Directors in the following manner (subject always to the eligibility criteria set out in rule 7.2):
    - (i) Any Member shall nominate themselves or any other Member as a candidate for the position of a Director;
    - (ii) Members may nominate more than one other Member as a candidate for the position of a Director;
    - (iii) The nomination shall be in writing and signed by the Member and his/her proposer and seconder and then lodged with the Secretary on or before 15 September before the Annual General Meeting;
    - (iv) A list of the male candidates names and the female candidates names in alphabetical order, shall be:



- (A) posted in a conspicuous place in the Registered Office;
  - (B) sent out with the notice for the Annual General Meeting; and
  - (C) sent out to the Members' registered addresses via newsletter and posted on the Corporation's social media platforms, at least seven (14) days before the Annual General Meeting;
- (v) Where the number of nominations for either the male or female Directors is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed elected;
  - (vi) If insufficient nominations are received to fill all available vacancies, then the vacancies will be filled in accordance the casual vacancies procedure under rule 7.7 – "How to fill vacancies".; and
  - (vii) Where the number of nominations exceeds the number of vacancies to be filled for either the male Directors or the female Directors, ballot papers shall be prepared for either or both of the male and female candidates containing the names of the candidates in alphabetical order and then issued to the Members at the Annual General Meeting.
- (b) The election of male and female Directors, where the number of nominations exceeds the number of vacancies to be filled, the process must be conducted in the following manner:
    - (i) each Member is issued with a ballot paper for either or both of the male or female candidates at the Annual General Meeting;
    - (ii) each Member must select five candidates in each of the male and female candidate ballot papers by marking the ballot paper in the box alongside the name of each candidate;
    - (iii) if a Member marks alongside more or less than five candidates names that vote will be considered void and will not be counted;
    - (iv) before the meeting the Board of Directors must appoint an independent person to count the votes and the five candidates for each of the male and female Directors with the most votes shall be elected; and
    - (v) where there is a tie in the number of votes for the candidate with the fifth most number of votes, the Chairperson shall conduct a vote of the Members for that position by way of a show of hands
- (3) **Process for appointing Independent Directors**
- (a) At the first Board meeting after an Annual General Meeting, the Directors shall nominate and vote on the appointment of Independent Directors, taking into account any special skills and experience required to assist the Board in its function, such as skills in financial management, corporate governance, accounting, law or other field relating to the corporation's activities.
  - (b) Independent Directors may be appointed for a maximum of 2 years and may only be appointed for 2 consecutive terms.

## 7.5 **Directors' term of appointment and rotation**

- (1) Subject to sub-rule 7.1, Directors will be elected on a rotation basis commencing from the Annual General Meeting in 2023 so that the appointment of half of the Directors expires each year.
- (2) To implement the rotational system at the 2023 Annual General Meeting of the Corporation:
  - (a) half of the Directors' positions will be made vacant at the 2023 Annual General Meeting and new Directors will be appointed in those positions for a term of (2) two years;
  - (b) the other half of the Directors' positions will be made vacant at the 2024 Annual General Meeting and new Directors will be appointed for a term (2) two years; and
  - (c) at subsequent Annual General Meetings of the Corporation the appointment of any Directors at the Annual General Meeting will be for a term of (2) two years.

## 7.6 **How to become an office bearer (chairperson, vice-chairperson, secretary)**

- (1) There shall be a Chairperson, Vice-Chairperson and Secretary who shall be the office bearers.
- (2) Office bearers shall be elected from amongst the Directors appointed at each AGM:
  - (a) at the AGM; or
  - (b) to the extent that any of the office bearers are not elected at the AGM) by the Directors at the first Directors' meeting after the AGM.
- (3) The Secretary for the time being may also be appointed the "contact person" for the purposes of section 257-5(2) of the Act.

## 7.7 **How to fill vacancies**

- (1) The directors can appoint a person as a director to fill a casual vacancy.
- (2) A casual vacancy is where a person stops being a director before their term of appointment expires and so the position of that director is vacant or the position could not be filled during the AGM nominations process.
- (3) The person must meet the director eligibility criteria in rule 7.2 (if the casual vacancy is a member director position) or rule 7.4(3) (if the casual vacancy is an independent director).
- (4) In filling a casual vacancy for is an independent specialist director, the board must follow rule 7.4(3)
- (5) The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position or otherwise until the next AGM.
- (6) However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

## 7.8 How to stop being a Director

A person ceases to be a Director if:

- (1) the Director dies;
- (2) the Director resigns in writing;
- (3) the Director's term of appointment expires (see rule 7.5);
- (4) the Director is removed as a Director by the members or the other Directors in accordance with rule 7.9; or
- (5) the Director is disqualified from managing a Corporation.

## 7.9 How to remove a Director

- (1) A Director may be removed by the members in general meeting if the following requirements are first met:
  - (a) a notice for a resolution to remove a Director is given to the Corporation at least 21 days before the general meeting;
  - (b) the Corporation gives the Director concerned a copy of the notice as soon as possible; and
  - (c) the Director is entitled to put his or her case to the members:
    - (i) by giving the Corporation a written statement for circulation to members; and
    - (ii) by speaking to the resolution at the meeting.
- (2) A Director may be removed by other Directors, at a Directors' meeting if the following requirements are first met (see section 249-15 of the Act):
  - (a) the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse;
  - (b) the Directors give the Director notice in writing of their intention to remove him or her from office for that reason and the notice also states that the Director has 14 days to object in writing.
- (3) If the Director objects in writing within 14 days, they cannot remove the Director from office. The Director can only then be removed at a general meeting in accordance with rule 7.9(1).
- (4) All Directors and Officers will ensure that all information and materials are disseminated for consideration in a timely and efficient manner.
- (5) All exiting Directors and Officers must hand over within 14 days any and all information to incoming Directors and Officers including those that are identified by the Board.
- (6) Any newly elected Secretary must have all information delivered to them within 14 days in order to ensure a seamless flow of service to the ATLA membership and any other relevant bodies.

## 7.10 **Directors' and officers' duties**

The duties are:

- (1) Act with care and diligence of a reasonable person in the circumstances (section 265-1);
- (2) Act in good faith in the interest of the Corporation and for a proper purpose (section 265-5);
- (3) Not make improper use of position to gain an advantage for himself or herself or someone else; or cause detriment to the Corporation (section 265-10);
- (4) Not make improper use of information to gain an advantage for himself or herself or someone else; or cause detriment to the Corporation (section 265-15);
- (5) Give the other Directors notice of a material personal interest in a matter that relates to the affairs of the Corporation (section 268-1 and see rule 7.11);
- (6) Allow the Corporation to trade while it is or would become insolvent (section 531-1); and
- (7) A duty to act in the best interest of the Corporation and its Members.

## 7.11 **Conflict of interest (material personal interest)**

- (1) A Director who has a material personal interest in a Corporation matter must give notice to the other Directors (subject to sections 268-1(3) and 268-5).
- (2) The notice must give details of what the interest is and how it relates to the Corporation. It must be given at a Directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.
- (3) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter (unless section 268-20(1) of the Act does not apply).
- (4) With regard to any material personal interest, ATLA must maintain a 'Conflict of Interest Register' for all Directors which must be revisited at the commencement of all directors' meetings.

## 7.12 **Payment**

- (1) The Directors may be paid such sitting fee / remuneration as is determined by resolution of members in general meeting or at an AGM.
- (2) In considering a resolution for payment of remuneration of directors, members are to be provided with details of the amount that has been budgeted for in the annual budget that has been approved by the Board.
- (3) The Corporation may pay the directors' travelling and other expenses for attending meetings or to do with other Corporation business.
- (4) The Corporation must disclose on an individual basis the total remuneration and expenses paid to all directors in the audited financial statements published by the Corporation annually and otherwise as required by law.

### 7.13 **Directors' meetings**

- (1) The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation but must meet at least once every 3 months.
- (2) The Directors will normally determine the date, time and place of each Directors' committee meeting at the previous meeting.
- (3) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (4) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
  - (a) the date, time and place of the meeting; and
  - (b) the general nature of the business to be conducted at the meeting..
- (5) The Directors may invite the Council of Elders to attend the Directors' meetings.

### 7.14 **Quorum for Directors' meetings**

- (1) A majority of the Directors must be present at all times during the meeting.
- (2) For the avoidance of doubt, an alternate Director present at the meeting is to be included in determining whether there is a quorum, unless the Director for whom he or she is the alternate is also present.

### 7.15 **Chairing Directors' meetings**

- (1) The Chairperson or, in his or her absence, the Vice-Chairperson chairs Directors' meetings.
- (2) However, the Directors can elect another Director present to chair their meetings and decide how long that Director will continue to do so.

### 7.16 **Using 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.

### 7.17 **Resolution at Directors' meetings**

- (1) **Passing of Directors resolutions**
  - (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution. Each director (including independent directors) has one vote.
  - (b) In the event of an even number of votes, the Chair shall have the casting vote.

(2) **Circulating resolutions of Directors**

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document under sub-rule 7.17(2)(a) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under sub-rule 7.17(2)(a) is passed when the last Director signs.

(3) **Technology for Directors' meetings**

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one.

**7.18 Training**

The Board must encourage all Directors to undertake ongoing corporate governance and Director duties and responsibilities training including government funded courses via ORIC and other funded training initiatives. Where funds are available, the Corporation may meet the expense of the training and otherwise provide full support and encouragement of the Director and his or her efforts in completing the training.

**8 Contact Person**

- 8.1 The Directors must appoint a "contact person" for the purposes of the Act (section 257-20) The "contact person" must be at least 18 years old (section 257-5(2)).
- 8.2 The Directors can decide the "contact person's" pay and terms and conditions of employment, if any.
- 8.3 The "contact person" must pass on any correspondence received to at least one Director (which in the first instance will be the Chairperson) within 14 days.
- 8.4 The "contact person" must give the Corporation consent in writing before being appointed.

**9 Related Party Benefits**

- 9.1 For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
  - (1) the Corporation or entity must:
    - (a) obtain the approval of the members in the way set out in Division 290 of the Act, and
    - (b) give the benefit within 15 months after the approval, or
  - (2) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act

9.2 If:

- (1) the giving of the benefit is required by a contract; and
- (2) the making of the contract was approved in accordance with rule 9.1(1)(a) and
- (3) 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.

## **10 Finances and Record Keeping**

### **10.1 Finances and record keeping**

#### **(1) Finances**

- (a) All funds of the Corporation must in the first instance be deposited into a bank account of the Corporation.
- (b) The Corporation must give receipts for all cash or cheques it receives.
- (c) All receipts and requests and payment of funds, or otherwise dealing with funds to and from or on behalf of the Corporation will be made in accordance with the Corporation's Finance Policy, if any.
- (d) All cheques, withdrawal forms, electronic authorisations and other banking documents must be signed by at least two of the Directors authorised as signatories for this purpose by the Directors.
- (e) All accounts for an amount of more than \$200.00 must be approved for payment at a Directors' meeting or under the authority of a delegation approved by the Directors for this purpose from time to time.

#### **(2) Application of funds and property**

- (a) Subject to the Act and this rule book, all funds or property of the Corporation not subject to any special trust can be used at the reasonable discretion of the Directors to carry out the Corporation's objectives.
- (b) Subject to the Act and this rule book, no portion of the funds and property of the Corporation may be paid or distributed to any Member of the Corporation.
- (c) Nothing in sub-rule 10.1(2)(b) is intended to prevent:
  - (i) the payment in good faith of reasonable wages to a Member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member as an employee); or
  - (ii) reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

- (d) In accordance with sub-sections 56(5) and (6) of the Native Title Act, subject to sub-rule 10.1(2)(e) Native Title Rights and Interests held by the Corporation are not able to be:
  - (i) assigned, restrained, garnisheed, seized or sold;
  - (ii) made subject to any charge or interests; or
  - (iii) otherwise effected;
 as a result of:
  - (iv) the incurring, creation or enforcement of any debt or other liability of the Corporation (including a debt or liability owed to the Crown in any capacity or to any statutory authority); or
  - (v) any act done by the Corporation.
- (e) Sub-rule 10.1(2)(d) does not apply if the incurring of the debt, creation of the liability or doing of the act was in connection with a dealing with the Native Title Rights and Interests pursuant to a Native Title Decision made in accordance with rule 4.2.

## 10.2 Minutes of meetings

- (1) 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;
  - (d) resolutions passed by Directors without a meeting; and
  - (e) if the Corporation has only 1 Director, the making of declarations by the Director.
- (2) The minutes of the meeting may be kept:
  - (a) in writing; or
  - (b) by means of an audio, or audio-visual, recording.
- (3) 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.
- (4) 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 first meeting.



- (5) 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 10.2(6) within a reasonable time after the first meeting.
- (6) The declaration under this rule 10.2(6) 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.
- (7) 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.
- (8) If the Corporation has only 1 Director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made.
- (9) 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.
- (10) A minute that is recorded and signed in accordance with this rule 10.2(2) is evidence of the proceeding, resolution or declaration to which it relates,

unless the contrary is proved.

### 10.3 Rule book and records about officers etc.

The Corporation must keep:

- (1) an up-to-date copy of its rule book (incorporating any changes to the rule book made in accordance with the Act and the terms of the rule book).
- (2) written records relating to:
  - (a) the names and addresses to the Corporation's current officers and Secretary; and
  - (b) the Corporation's Registered Office.

#### 10.4 **Financial records**

##### (1) **Obligation to keep financial records**

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial reports to be prepared and audited;
- (c) represent a consolidation of all related bodies corporate or entities under the control of the Corporation; and
- (d) adhere to the financial policy of the Corporation, as drafted and amended from time to time.

Note - This obligation extends to transactions undertaken as trustee.

##### (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.

#### 10.5 **Physical format**

If the records that the Corporation is required to keep under rules 10.3 and 10.4 are kept in electronic form:

- (1) the records must be convertible into hard copy; and
- (2) that hard copy must be made available, within a reasonable time,

to a person who is entitled to inspect the records.

#### 10.6 **Place where records are kept**

The records that the Corporation is required to keep under rules 10.3 and 10.4 must be kept at the Corporation's Registered Office.

#### 10.7 **Right of access to Corporation books by Director or past Director**

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

- (2) A person who has ceased to be a Director may inspect the books of the Corporation (including its financial records) for the purposes of a legal proceeding:
  - (a) to which that person is a party;
  - (b) which that person proposes in good faith to bring; or
  - (c) which that person has reason to believe will be brought against him or her; and
  - (d) This right continues for 7 years after the person ceased to be a Director.
- (3) A person authorised to inspect books under this rule 10.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (4) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 10.7.
- (5) This rule 10.7 does not limit any right of access to Corporation books that a person has apart from this rule 10.7.

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

- (1) A Director has a right of access to the records that the Corporation is required to keep under rule 10.3 or rule 10.4.
- (2) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under rule 10.3 or rule 10.4 subject to any other orders the court considers appropriate.
- (3) A person authorised to inspect records under rule 10.8(2) may make copies of the records unless the court orders otherwise.

#### **10.9 Members' access to minutes**

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

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

- (5) 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.
- (6) 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.
- (7) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

#### 10.10 **Inspection of books by Members**

The Directors, or the Corporation by a resolution passed at a General meeting, may authorise a Member to inspect the books of the Corporation including financial records.

#### 10.11 **Access to governance material**

##### (1) **Corporation to provide Member with rules, if requested**

If a Member asks for a copy of this rule book, the Corporation must provide it:

- (a) free of charge; and
- (b) within 7 days.

##### (2) **Registered Office**

The Corporation must make available for inspection by Members and officers at its Registered Office, its rule book. This rule book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

##### (3) **General provisions regarding access to rules**

The rule book includes:

- (a) this rule book;
- (b) any replaceable rules that apply to the Corporation; and
- (c) any other material concerning the internal governance of the Corporation that is prescribed.

## 11 **Common Seal**

- 11.1 The Corporation shall have a common seal which shall be kept in the custody of the Secretary.
- 11.2 The common seal of the Corporation shall be in the form of a rubber stamp but the full name of the Corporation inscribed in legible characters together with its Indigenous Corporation Number (ICN).
- 11.3 The common seal shall not be used or placed on any document unless authorized by the Directors or a general meeting of the Corporation. If the common seal is placed on any document, three Directors shall sign the document (see also the PBC Regulations).

## **12 Winding Up**

12.1 The winding up of the Corporation shall be in accordance with the Act.

12.2 Subject to rule 12.4 and 12.5, where:

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

the members may pass a special resolution relating to the distribution of the surplus assets of the Corporation.

12.3 If the corporation is would up, a Special Resolution should be passed which specifies another corporation registered under the Act to:

- (1) replace the corporation
- (2) act as an agent prescribed body corporate in relation to the Adnyamathanha Native Title Rights of the Common Law Holders; and
- (3) carry out the functions of a registered native title body corporate under the native Title Act.

12.4 The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member, but the resolution of dissolution shall specify an Aboriginal corporation to which the property and funds of the corporation shall be transferred. Such Aboriginal corporation must meet the requirements of subdivision 30-B of part 2-5 of the *Income Tax Assessment Act 1997*.

12.5 Rule 12.4 does not prevent the distribution of surplus assets to another registered native title body corporate on behalf of the Common Law Holders (see rule 12.4).

## **13 Core Groups**

13.1 There shall be Core Groups which shall comprise those specified in Schedule 3. Any one of the Core Groups specified in the list at Schedule 3 may be deleted from the list and new Core Groups may be added to the list by special resolution of the Corporation, where the Corporation is satisfied, after considering the members of any particular group, that groups should either be deleted from among the Core Groups or added to the Core Groups in order to ensure that the Core Groups are reasonably representative of the Common Law Holders and of the native title holders for the area of the Native Title Determination Applications.

13.2 Only members of the Corporation can be members of a Core Group.

13.3 A quorum for a Core Group meeting shall be three (3) members at its meetings, unless the Core Group resolves that a larger number shall be the quorum.

13.4 An election of a Director by a Core Group shall be by a majority vote of those members present and eligible to vote at the Core Group meeting.

## **14 Sub-Committees**

- 14.1 The Directors may at any time appoint a sub-committee from amongst the Corporation's members and shall determine the responsibilities and powers of the sub-committee.
- 14.2 Unless otherwise decided by the Directors, a sub-committee shall:
- (1) have a quorum of three (3) at its meetings, unless the sub-committee resolves that a larger number shall be the quorum; and
  - (2) appoint one of its members to be responsible for calling meetings of the sub-committee and inform the Directors of the name of the responsible person.

## **15 Council of Elders**

- 15.1 The Corporation must establish a Council of Elders that comprises senior Members who will make recommendations and provide guidance to the Corporation on matters including, but not limited to:
- (1) Law and Custom;
  - (2) Native Title;
  - (3) Country;
  - (4) Heritage;
  - (5) Environmental issues;
  - (6) Language; and
  - (7) Identification of the Adnyamathanha People.
- 15.2 The Council of Elder's composition, role and functions and the manner in which they conduct their meetings are described in Schedule 4.
- 15.3 Nothing in this rule book prevents any members of the Council of Elders also being a Director of the Corporation.

## **16 Youth Forum**

- 16.1 For the purposes of this Rule Book, "youth" are Members, children of Members or past Members, who are 30 years of age and under.
- 16.2 The Corporation must establish a Youth Forum that comprises youth Members (members who between the ages of 18 – 30) who will make recommendations and provide guidance to the Corporation on matters affecting youth including, but not limited to:
- (1) Youth employment;
  - (2) Youth education and training;
  - (3) Youth health and mental well-being, this includes, but is not limited to conversations around drug use, suicide, sexual health and pregnancy, nutrition, depression and managing stress and anxiety;
  - (4) The welfare of Adnyamathanha youth, this includes, but is not limited to youth detention and encounters with the criminal justice system;

- (5) Youth financial assistance, housing affordability and security, including homelessness;
  - (6) Cultural matters affecting youth;
  - (7) Social issues affecting youth, including, but not limited to discrimination, bullying, societal pressure and family violence; and
  - (8) Youth safety.
- 16.3 The Council of Youth composition, role and functions and the manner in which they conduct their meetings are described in Schedule 5.
- 16.4 Nothing in this rule book prevents any members of the Youth Forum from also being a Director of the Corporation.

## **17 Appointment and Removal of Employees**

- 17.1 Except as otherwise provided in the Act or these rules, the Corporation shall have power to appoint and remove or suspend employees and agents and to determine the powers, duties and payment of employees and agents.
- 17.2 To the extent permitted by law, the Corporation shall, where relevant, give preference to the engagement of an Adnyamathanha person over that of a non-Adnyamathanha person where the Adnyamathanha is able to offer substantially equivalent services at approximately equivalent rates to those being offered by the non-Adnyamathanha.

## **18 Alterations of Objects and Rules**

- 18.1 The objects and rules of the Corporation may be altered by a special resolution passed by a majority of not less than three-fourths (3/4) of the members present (in person or by proxy) at a general meeting. The nature and purpose of the proposed alterations must be specified in the notice of the general meeting.
- 18.2 The Corporation must, within 28 days after the making of the alterations, lodge with the Registrar a notification of the alterations together with the other documents specified in section 69-20 of the Act.
- 18.3 The alterations do not take effect unless and until registered by the Registrar.

## **19 Code of Conduct**

- 19.1 The Corporation in general meeting shall have the power from time to time to make, amend and repeal a code of conduct in relation to the behaviour of members at meetings of the Corporation but so that no such code of conduct shall be inconsistent with or contravene any of the rules or of the Act or be contrary to the objectives of the Corporation.
- 19.2 The Corporation in general meeting shall have the power from time to time to make, amend and repeal a code of conduct in relation to the behaviour of staff and board members but so that no such code of conduct shall be inconsistent with or contravene any of the rules or of the Act or be contrary to the objectives of the Corporation.

## **20 Dispute Resolution**

- 20.1 If a dispute arises involving the Corporation and any of its members, or a person who is or claims to be a common law holder, the parties in dispute (“dispute parties”) must first try to resolve it themselves.
- 20.2 If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other dispute parties.
- 20.3 The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.
- 20.4 If the dispute is about the Act or the Corporation’s rules, the Directors or any of the dispute parties may ask the Registrar for an opinion.
- 20.5 The Directors must help the dispute parties resolve the dispute within 20 business days after the Corporation receives the notice.
- 20.6 If such dispute cannot be resolved by the Directors in accordance with rule 20.5, the dispute parties may decide to appoint an independent mediator (agreed to by the dispute parties) to mediate the dispute.
- 20.7 If the dispute is not resolved through mediation, it must be put to members to resolve at a general meeting as soon as practicable.

## **21 Functions of Directors**

### **21.1 Powers of Directors**

- (1) The business of the Corporation is to be managed by or under the direction of the Directors.
- (2) The Directors may exercise all the powers of the Corporation except any that the Act or this rule book requires the Corporation to exercise in General meeting.

### **21.2 Functions of Directors**

The functions of the Directors shall include, but not be limited to:

- (1) managing the Corporation for the benefit of the Common Law Holders, in the protection and management of Native Title Rights and Interests;
- (2) overseeing and taking responsibility for the management, administration and staffing of the Corporation; and
- (3) managing and controlling the affairs of the Corporation in the interests of all Common Law Holders and in accordance with this rule book, the Native Title Act, the PBC Regulations and the Act.



### 21.3 Duty of Director to disclose material personal interests

- (1) A Director who has a material personal interest in a matter that relates to the affairs or the Corporation must give the other Directors notice of the interest unless rule 21.3(2) says otherwise.
- (2) A Director does not need to give notice of an interest under rule 21.3(1) if:
  - (a) the interest:
    - (i) arises because the Director is a Member and is held in common with the other Members;
    - (ii) arises in relation to the Director's remuneration as a Director; or
    - (iii) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; and
  - (b) all the following conditions are satisfied:
    - (i) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 21.3(1);
    - (ii) if a person who was not a Director when the notice under rule 21.3(1) was given is appointed as a Director, the notice is given to that person; and
    - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
  - (c) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- (3) The notice required by rule 21.3(1) must:
  - (a) give details of:
    - (i) the nature and extent of the interest; and
    - (ii) 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, and the details must be recorded in the minutes of the meeting.
- (4) A contravention of this rule 21.3 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

- (5) A Director who has a particular interest in a matter as one of the Common Law Holders, being Native Title:
- (a) which the Corporation holds in trust for the Common Law Holders of the Native Title; or
  - (b) for which the Corporation acts as agent or representative for the Common Law Holders,

does not need to give the other Directors notice of the interest, and a failure to give the other Directors notice of the interest does not breach any general law rule about conflicts of interest.

## **22 Auditor**

22.1 In order to comply with Division 333 of the Act, the Board of Directors shall appoint an Auditor who is:

- (1) independent;
- (2) a Certified Practising Accountant; and
- (3) a registered company auditor who is registered under Part 9.2 of the *Corporations Act 2001* (Cth), to ensure that any requirements set out in the Act relating to the examination or auditing of the Corporation's financial records are complied with.

22.2 The Board of Directors must make enquiries with at least three candidates before deciding on who shall be appointed as the Auditor of the Corporation.

## **23 Annual Reporting**

### **23.1 General reporting**

- (1) The Corporation must prepare a general report in respect of each financial year and must be presented to the Members at the AGM.
- (2) The general report must include, but is not limited to:
  - (a) the names and addresses of each of the Corporation's Members;
  - (b) the names and addresses of each of the Corporation's Directors;
  - (c) the names and addresses of the Corporation's Secretary;
  - (d) the address of the Corporation's Registered Office;
  - (e) the Corporation's total CGOI for the financial year;
  - (f) the value of the Corporation's total CGA at the financial year; and
  - (g) any other information required by the Regulations.
- (3) The Corporation must lodge the general report with the Registrar within 3 months after the end of each financial year.

### 23.2 **Financial Report**

- (1) The Corporation must prepare a financial report for each financial year in accordance with Division 330 of the Act and the Regulations.
- (2) If required by s.333-20 of the Act, the Corporation must have its financial report audited by its Auditor and must obtain an Auditor's report from the Auditor.

### 23.3 **Directors' Report**

If required by Division 330 of the Act and of the Regulations, the Corporation must prepare a Directors' report for each relevant financial year.

### 23.4 **Attendance Report**

- (1) The Corporation may prepare an attendance report from time to time setting out details of the Members' attendance at General meetings of the Corporation and participation in any committees or working groups of the Corporation.
- (2) The Corporation may provide a copy of the attendance report to the trustee of any trust holding or administering funds on behalf of the Members or Common Law Holders (as appropriate), at any time or at the request of such trustee.

**Appendix - Form of appointment of proxy  
Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC**

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

\_\_\_\_\_ (address)

being a Member of Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC  
hereby appoint

\_\_\_\_\_ (full name of proxy) of

\_\_\_\_\_ (address)

being a Member of the above Aboriginal Corporation, as my proxy to vote for me on my  
behalf at the general meeting of the corporation (annual general meeting or other general  
meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and  
at the any adjournment of that meeting.

\_\_\_\_\_

Signature of Member appointing proxy

\_\_\_\_\_ (Date)

NOTES: (1) A PROXY VOTE MAY NOT BE GIVEN TO A PERSON WHO IS NOT A MEMBER OF  
THE CORPORATION.

(2) NO MEMBER MAY HOLD MORE THAN ONE PROXY



## Schedule 2 Dictionary

In these rules:

**"Aboriginal people"** means persons of the Aboriginal race of Australia;

**"Act"** means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 as amended;

**"Adnyamathanha"** means those Aboriginal people on whose behalf native title determination application SG6001/98 was made, being all those Aboriginal people then alive who were:

- (1) named in the "Adnyamathanha Genealogy" (comprising Attachment A(1) to the said application); and
- (2) the descendants, whether biological or adopted, of those so named (including in the case of those adopted, persons adopted pursuant to traditional laws and customs),

but, for the avoidance of doubt, not including the non-Adnyamathanha spouses whose names were set out in Attachment A(2) to the said application;

**"Adnyamathanha Genealogy"** means the Adnyamathanha Genealogy (September 1985) prepared by Christine Davis and Pearl McKenzie a copy of which comprises Attachment A(1) to native title determination application SG 6001/98;

**"Adnyamathanha Lands"** means all the land and waters described in the map annexed hereto as Schedule 1 and such other land and waters as the Adnyamathanha People, in accordance with Adnyamathanha Laws and Customs, are entitled to use or occupy irrespective of whether or not that use or occupation is qualified as to place, time, circumstance, purpose or permission;

**"Adnyamathanha Laws and Customs"** means the body of traditions, customs and beliefs of the Adnyamathanha and includes those traditions, observances, customs and beliefs as applied in relation to particular persons, sites, areas of land, things or relationships;

**"Adnyamathanha Native Title Rights"** means the native title rights and interests (as defined in section 223 of the Native Title Act) of the Adnyamathanha;

**"Adult"** means a person of and over the age of eighteen years;

**"Bullying, Harassment and Threatening Behaviour"** means the circumstances in which a worker is considered 'bullied at work' under section 789FD of the *Fair Work Act 2009* (Cth). It also includes intimidation under section 676 of the *Fair Work Act 2009* (Cth) and harassment and offensive behaviour as defined under the *Sex Discrimination Act 1984* (Cth) section 28A, the *Racial Discrimination Act 1975* (Cth) section 18C and the *Disability Discrimination Act 1992* (Cth) section 35.

**"Common Law Holders"** means, in accordance with section 56 of the Native Title Act, the persons included by the Federal Court as the native title holders in the approved determinations of native title in respect of the Adnyamathanha Lands or any part of them;

**"Core Groups"** means the Core Groups referred to in Schedule 3;

**"Council of Elders"** means the group of Elders described in Schedule 4;

**"Elders"** means those Adnyamathanha who:

- (1) are and continue to be eligible for membership of the Corporation under rule 5.1; and
- (2) are at least 50 years old;

**"FRAHCC"** means the Flinders Ranges Aboriginal Heritage Consultative Committee; **"Members"** means the members of the Corporation in accordance with rule 5;

**"giving a financial benefit"** takes on the meaning it is given by section 293-5 the *CATSI Act*.

- (1) It includes, but is not limited to, the following:
  - (a) giving a financial benefit indirectly, for example, through 1 or more interposed entities;
  - (b) giving a financial benefit by making an informal agreement, oral agreement or an agreement that has no binding force;
  - (c) giving a financial benefit that does not involve paying money (for example by conferring a financial advantage).

**"Named Applicants"** means those persons whose names appear in an entry on the Register of Native Title Claims as the applicant in relation to any of the Native Title Determination Applications;

**"Native Title Determination Applications"** means:

- (1) native title determination application SG6001/98; and
- (2) such other Adnyamathanha native title determination application (if any) as may be managed by the Corporation from time to time,

but so that, where an approved determination of native title is (or has been) made in relation to the whole or part of the area to which any such native title determination application relates ("Determination Area"), that native title determination application shall thereafter be treated as no longer relating to the Determination Area nor to areas excluded from the Determination Area by reason of the prior extinguishment of native title in relation to those areas;

**"Native Title Act"** means the Native Title Act 1993 (Cwth);

**"Native Title Agreement"** means any agreement relating to any part of the Adnyamathanha Lands entered into with a government or authority or with any developer, commercial organisation, partnership or business by the Corporation as the registered native title body corporate on behalf of the Common Law Holders or otherwise as a consequence of or in connection with an assertion of native title by the Adnyamathanha People;

**"PBC Regulations"** means the Native Title (Prescribed Body Corporate) Regulations 1999;

**"Registered Office"** means the registered office referred to in rule 10.6.

**"Related party"** means

- (1) Controlling entities, this means
  - (a) An entity that controls an Aboriginal and Torres Strait Islander corporation is a related party of the corporation;
- (2) Directors and their spouses, this includes
  - (a) directors of the corporation;
  - (b) directors (if any) of an entity that controls the corporation;
  - (c) if the corporation is controlled by an entity that is not a body corporate—each of the persons making up the controlling entity;

- (d) spouses of the persons referred to in paragraphs (a), (b) and (c).
- (3) Relatives of directors and spouses, this includes
  - (a) Parents;
  - (b) Children.
- (4) Entities control by other related parties, this means
  - (a) An entity controlled by a related party referred to in subsection (1), (2) or (3) is a **related party** of the Aboriginal and Torres Strait Islander corporation unless the entity is also controlled by the corporation.
- (5) Related party in the previous 6 months, this means
  - (a) An entity is a related party of an Aboriginal and Torres Strait Islander corporation at a particular time if the entity was a related party of the corporation of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.
- (6) Entity has reasonable grounds to believe it will become a related party in the future, this means
  - (a) An entity is a related party of an Aboriginal and Torres Strait Islander corporation at a particular time if the entity believes or has reasonable grounds to believe that it is likely to become a related party of the corporation of a kind referred to in subsection (1), (2), (3) or (4) at any time in the future.
- (7) Acting in concert with related party, this means
  - (a) An entity is a related party of an Aboriginal and Torres Strait Islander corporation if the entity acts in concert with a related party of the corporation on the understanding that the related party will receive a financial benefit if the corporation gives the entity a financial benefit.

**"Representative Body"** means South Australian Native Title Services Limited or such other body as may for the time being be the representative Aboriginal/Torres Strait Islander body (as defined in the Native Title Act) for the area which includes the Adnyamathanha Lands;

**"Rules"** means these rules as amended from time to time;

**"Special Resolution"** means a resolution passed at a duly convened meeting of Members and in respect of which not less than 75% of those Members who are present personally or by proxy at the meeting and who vote on the resolution, vote in favour of the resolution;

**"Vest Land"** means any land:

- (1) vested in;
- (2) granted or given to; or
- (3) purchased by,

the Corporation. Unless otherwise stated:

- (1) masculine words include the feminine;
- (2) words in the singular number include the plural and vice versa;



- (3) expressions used in these rules have the same meanings as those given in the Act or in the Native Title Act;
- (4) any inconsistency between these rules and the Act shall be resolved in favour of the Act; and
- (5) 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.

### **Schedule 3 Core Groups**

Flinders Ranges Aboriginal Heritage Consultative Committee

Adnyamathanha Land Council

Nepabunna Community Inc

Yura Language Consultative Group

Yalda Wangarr

Johnson/Johnson

N Guthalpa N Galpalura Yart-Tanga Inc

Viliwarinha Yura

Kalkapurannha Aboriginal Corporation

Iga Warta Homelands Aboriginal Corporation

Wartali-Owie Inc

Yadliauda Aboriginal Corporation

Kujani Association

Vatie Wata

Wirraa Waalpa

Vandapana Wida

Yudla Mudhuna

Thudapina

Milyarakana

Yumburra Watuna

Vinya

Udlu Walpurna

Clark Family (Bookaboy)

United Yuras

Nepawie

Corporation Wonika

Yuras Wurt-Awi

Yathapurranha

Adnya – Barngarla

## **Schedule 4**

### **Council of Elders**

This Schedule contains a proposal for the functions and composition of the Council of Elders.

#### **1) Functions**

- a) The functions of the Council of Elders shall include, but not be limited to:
  - i) making recommendations and providing guidance to the Corporation on matters including, but not limited to:
    - (1) Law and Custom;
    - (2) Native Title;
    - (3) Country;
    - (4) Heritage;
    - (5) Environmental issues;
    - (6) Language; and
    - (7) Identification of the Adnyamathanha People;
  - ii) developing policy in relation to the above matters;
  - iii) assisting the Directors to develop the priorities and vision of the Corporation; and
  - iv) advocating and promoting the maintenance of language and culture amongst the Adnyamathanha People.
- b) The Directors may refer any matters referred to in clause 1)a)i) to the Council of Elders for consideration and guidance.

#### **2) Composition**

- a) The Council of Elders comprises up to 6 senior Adnyamathanha People who are:
  - i) recognised by the Adnyamathanha People as holding traditional authority and knowledge regarding Law and Custom;
  - ii) recognised by the Adnyamathanha People as holding decision making authority on matters of Law and Custom; and
  - iii) at least 50 years of age.

- b) The Directors will determine, in consultation with the senior Adnyamathanha People, and having regard to Law and Custom:
  - i) the persons who comprise the Council of Elders from time to time;
  - ii) the number of persons sitting on the Council of Elders; and
  - iii) the term upon which a person will sit on the Council of Elders.

### **3) Removal from Council of Elders**

- b) A person ceases to be a member of the Council of Elders if:
  - i) the person dies;
  - ii) the person resigns by giving notice to the Council of Elders;
  - iii) the term of the person's appointment expires (which is two years);
  - iv) the person is removed by a majority vote of the Members at a General meeting;
  - v) the person is removed by the Council of Elders on the grounds that the person has failed to attend 3 meetings of the Council of Elders; or
  - vi) the person is no longer eligible to be on the Council of Elders.

### **4) Meetings of the Council of Elders**

#### **c) Frequency of meetings of the Council of Elders**

- i) The Council of Elders shall meet when it is requested to do so by the Corporation.
- ii) The Directors shall use reasonable endeavours to meet with the Council of Elders at least annually to brief the Council of Elders on the activities and issues involving the Corporation.

#### **d) Calling and giving notice of meetings of the Council of Elders**

- i) When the Directors call a meeting of the Council of Elders, it shall be called by giving reasonable notice individually to each member of the Council of Elders.
- ii) The notice must state:
  - (1) the date, time and place of the meeting;
  - (2) the general nature of the business to be conducted at the meeting; and
  - (3) any proposed resolutions.
- iii) The date, time and place for a meeting of the Council of Elders must not unreasonably prevent a member of the Council of Elders from attending.

#### **e) Facilitation of Meetings**

- i) The Corporation shall make its administrative employees available to facilitate meetings of the Council of Elders as reasonably required by the Council of Elders.
- ii) The Council of Elders may request the chair of the Directors to attend a meeting of the Council of Elders.

#### **f) Communicating Recommendations to the Directors**

- i) The Council of Elders must:
  - (1) record its decisions in writing and the chair must sign the decision; and
  - (2) provide the record of decisions to the Directors in writing within 7 days of the meeting.
- ii) The Corporation must provide administrative support in assisting the Council of Elders to report to the Directors.
- iii) The Directors will use reasonable endeavours to give effect to recommendations of the Council of Elders on matters of Law and Custom, to the extent that in doing so, the Directors and the Corporation will not be acting in breach of the *CATS/ Act*, the Native Title Act, the PBC Regulations or this rule book.

#### **5) Remuneration and Costs of Council of Elders**

- g) The Council of Elders may be paid such reasonable remuneration as the Adnyamathanha People in the General meeting decide.
- h) The Corporation will reimburse the Council of Elders for reasonable expenses associated with holding meetings related to the functions of the Council of Elders for up to 4 meetings per year, unless further meetings are approved by the Directors.

## **Schedule 5**

### **Youth Forum**

This Schedule contains a proposal for the functions and composition of the Youth Forum.

#### **1) Functions**

- a) The functions of the Youth Forum shall include, but not be limited to:
  - i) making recommendations and providing guidance to the Corporation on matters including, but not limited to:
    - (1) Youth employment;
    - (2) Youth education and training;
    - (3) Youth health and mental well-being, this includes, but is not limited to conversations around drug use, suicide, sexual health and pregnancy, nutrition, depression and managing stress and anxiety;
    - (4) The welfare of Adnyamathanha youth, this includes, but is not limited to youth detention and encounters with the criminal justice system;
    - (5) Youth financial assistance, housing affordability and security, including homelessness;
    - (6) Cultural matters;
    - (7) Social issues affecting youth, including, but not limited to discrimination, bullying, societal pressure and family violence; and
    - (8) Youth safety.
  - ii) developing policy in relation to the above matters;
  - iii) assisting the Directors to develop the priorities and vision of the Corporation; and
  - iv) advocating and promoting the maintenance of language and culture amongst the Adnyamathanha People.
- b) The Directors may refer any matters referred to in clause 1)a)i) to the Youth Forum for consideration and guidance.

#### **2) Composition**

- a) The Youth Forum comprises up to 6 members of Adnyamathanha youth who are between the ages of 18-25 years.
- b) The Directors will determine, in consultation with identified youth or the youth nominees, and having regard to Law and Custom:
  - i) the persons who comprise the Youth Forum from time to time;
  - ii) the number of persons sitting on the Youth Forum; and
  - iii) the term upon which a person will sit on the Youth Forum.

#### **3) Removal from Youth Forum**

- a) A person ceases to be a member of the Youth Forum if:

- i) the person dies;
- ii) the person resigns by giving notice to the Youth Forum;
- iii) the term of the person's appointment expires (which is two years);
- iv) the person is removed by a majority vote of the Members at a General meeting;
- v) the person is removed by the Youth Forum on the grounds that the person has failed to attend 3 meetings of the Youth Forum; or
- vi) the person is no longer eligible to be on the Youth Forum.

#### **4) Meetings of the Youth Forum**

##### **a) Frequency of meetings of the Youth Forum**

- i) The Youth Forum shall meet when it is requested to do so by the Corporation.
- ii) The Directors shall use reasonable endeavours to meet with the Youth Forum at least annually to brief the Youth Forum on the activities and issues involving the Corporation.

##### **b) Calling and giving notice of meetings of the Youth Forum**

- i) When the Directors call a meeting of the Youth Forum, it shall be called by giving reasonable notice individually to each member of the Youth Forum.
- ii) The notice must state:
  - (1) the date, time and place of the meeting;
  - (2) the general nature of the business to be conducted at the meeting; and
  - (3) any proposed resolutions.
- iii) The date, time and place for a meeting of the Youth Forum must not unreasonably prevent a member of the Youth Forum from attending.

##### **c) Facilitation of Meetings**

- i) The Corporation shall make its administrative employees available to facilitate meetings of the Youth Forum as reasonably required by the Youth Forum.
- ii) The Youth Forum may request the chair of the Directors to attend a meeting of the Youth Forum.

##### **d) Communicating Recommendations to the Directors**

- i) The Youth Forum must:
  - (1) record its decisions in writing and the chair must sign the decision; and
  - (2) provide the record of decisions to the Directors in writing within 7 days of the meeting.
- ii) The Corporation must provide administrative support in assisting the Youth Forum to report to the Directors.
- iii) The Directors will use reasonable endeavours to give effect to recommendations of the Youth Forum on matters that affect youth, to the extent that in doing so, the Directors and

the Corporation will not be acting in breach of the *CATS/ Act*, the Native Title Act, the PBC Regulations or this rule book.

**5) Remuneration and Costs of Youth Forum**

- a) The Youth Forum may be paid such reasonable remuneration as the Adnyamathanha People in the General meeting decide.
- b) The Corporation will reimburse the Youth Forum for reasonable expenses associated with holding meetings related to the functions of the Youth Forum for up to 4 meetings per year, unless further meetings are approved by the Directors.



## **Schedule 6**

### **ATLA Code of Conduct for Members when representing ATLA or at ATLA meetings**

#### **Members must:**

1. Abide by the philosophy of ATLA.
2. Observe all the rules of ATLA including those specified in the constitution and any others determined by the Board.
3. Respect the dignity and culture, values and beliefs of all individuals.
4. Represent ATLA in a positive way.
5. Not discuss confidential issues of ATLA with people outside the organisation, regard all information provided to them by others as confidential and never disclose personal information to other members where it is deemed unnecessary.
6. Not take illegal drugs or consume alcohol when working for ATLA or at meetings or on ATLA premises or at locations where ATLA Meetings are being held.
7. Not accept gifts or purchase any items contrary to normally acceptable behaviour.
8. Follow any grievance procedures set down by the Board to try to resolve any conflicts with other members of ATLA.
9. Not harass in any form other board members, staff or members of ATLA.
10. Not abuse, physically or verbally, consumers, other staff or members of ATLA.
11. Not alienate other board members, staff or community members from their families.
12. Treat all people, board members or members of the community with courtesy, respect and consideration, act on complaints and provide services to the best of their ability.

**Failure to abide by the above rules may lead to suspension or cancellation as a member from ATLA.**

## **Schedule 7**

### **ATLA Code of Conduct for Staff and Board Members**

*(from The Rule book of ATLA Aboriginal Corporation)*

This Code of Conduct provides a framework for appropriate behaviour for all staff of the Corporation, including the Secretary, General Manager and the board of directors. While it is not intended to cover all issues that may arise, this Code provides a framework within which staff can address ethical issues which may arise through the daily business of the Corporation.

This Code establishes a standard by which staff and management:

1. conduct themselves towards other staff or colleagues, staff representatives, government authorities and the general community;
2. perform their duties and obligations to the Corporation;
3. fulfil the functions and objectives of the Corporation; and
4. practice fairness and equity.

The Code is established on the organisational values of integrity, honesty, conscientiousness, compassion, courtesy, fairness, and respect.

The successful development of an ethical environment relies on individuals being responsible for their own professional behaviour within the provisions of this Code, policies of the Corporation, obligations of Federal and State legislation and relevant industrial instruments.

In this Code,

- 'Staff' includes all staff of the Corporation including the General Manager (including CEO), the Secretary and the board of directors.
- 'Conflicts of interest' are assessed in terms of the likelihood that staff possessing a particular interest could be influenced, or might appear to be influenced, in the performance of their duties.
- 'Public comment' includes public speaking engagements, comments on radio and television, expressing views in letters to the newspapers or in books, journals or notices, or where it might be expected that the publication or circulation of the comment will spread to the community at large.

### **Policy**

1. The Corporation expects staff to be diligent, impartial, courteous, conscientious and respectful in the performance of their duties and obligations to the Corporation and the community.
2. Staff should be guided by the Corporation's objectives when dealing with other staff and the community.
3. The board of directors and the General Manager are responsible for the implementation and the maintenance of this Code.

## **The Code**

### **Contents**

1. Responsibility of Staff
2. Personal and Professional Behaviour
3. Natural Justice, Fairness and Equity
4. Use of the Corporation's Facilities and Equipment
5. Privacy and Use of Personal and Official Information
6. Information Technology
7. Conflicts of Interest
8. Financial Interests
9. Resolution of Conflicts of Interest
10. Acceptance of Commissions, Gifts or Benefits
11. Influence to Secure Advantage
12. Public Comment and Use of Official Information
13. Personal Relationships Between Family Members
14. Staff Physical Presentation
15. Discrimination and harassment
16. Alcohol or Substance Abuse or Misuse
17. Outside Employment
18. Breaches of the Code of Conduct
19. Clarification of the Code

## **1. Responsibility of Board Members, Staff & Corporation Members**

- 1.1. All staff have a responsibility to comply with any relevant legislation, the Constitution, Corporation procedures and this Code, and perform their duties effectively.
- 1.2. All staff have a responsibility to obey lawful and reasonable directions. If a staff member has reason to question the lawfulness of a direction, they are to discuss the matter with the General Manager. The lawfulness of a resolution cannot be questioned under this section.
- 1.3. Staff are to implement in an impartial manner the policies, decisions and resolutions of the board of directors that are relevant to their work.

## **2. Personal and Professional Behaviour**

- 2.1. Staff must perform the duties associated with their position to the best of their ability diligently, impartially and conscientiously. In the performance of their duties, staff must:
  - 2.1.1. exercise proper courtesy, consideration, sensitivity, fairness and equity in their dealings with members, the community and fellow staff members;
  - 2.1.2. comply with legislative and industrial obligations and administrative policies;
  - 2.1.3. avoid harassing or intimidating behaviour towards any other person;
  - 2.1.4. take reasonable care to protect their own health and safety and physical and mental health and safety of others;
  - 2.1.5. fulfil their Equal Employment Opportunity and Occupational Safety & Health obligations;
  - 2.1.6. maintain adequate documents to support decisions made;
  - 2.1.7. treat all persons with courtesy and sensitivity to their rights and provide all necessary and appropriate assistance;
  - 2.1.8. strive to obtain value for Corporation money spent and avoid waste and extravagance in the use of Corporation resources;
  - 2.1.9. not take or seek to take improper advantage of any official information gained in the course of Corporation employment;
  - 2.1.10. act responsibly when becoming aware of any unethical behaviour or wrong doing by any employee. Such information must be forwarded to the General Manager;
  - 2.1.11. continuously improve work performance. All staff endeavour to actively pursue quality improvements; and

2.1.12. at all times portray a positive and professional image of the Corporation, its programs and services, including not using language which will offend other staff, members or visitors;

2.1.13. not make disparaging remarks about other staff members.

### **3. Natural Justice, Fairness and Equity**

3.1. The principles of natural justice must be observed at all times.

3.2. Staff who are required to investigate complaints against other staff, or issues affecting staff, are expected to act consistently, promptly, and fairly.

3.3. Decisions involving individuals must be made on the basis of factual information and must be made in accordance with established procedures.

3.4. When using any authorised powers, staff must ensure that they take all relevant factors into consideration and have regard to the particular merits of each case.

### **4. Use of the Corporation's Facilities and Equipment**

4.1. Unless permission has been granted by the General Manager, Corporation resources are not to be used for private purposes.

### **5. Privacy and Use of Personal and Official Information**

5.1. Staff have an obligation to ensure that confidential information (including personal and commercial information) is secured against loss, misuse or unauthorised access, modification or disclosure.

5.2. Staff have a duty to maintain the confidentiality, integrity and security of official information for which they are responsible.

### **6. Information Technology**

6.1. Staff must not access information which they are not authorised to access or use, and must not allow any other person access for any reason.

6.2. Staff must take all reasonable precautions, including password maintenance and file protection measures to prevent unauthorised access.

6.3. Staff have an obligation to maintain the security and confidentiality of the information systems over which they have responsibility or control and that are owned, leased or used under licence or by agreement by the Corporation.

## **7. Conflicts of Interest**

- 7.1. The onus is on the individual staff member to notify the General Manager or the board of directors if a potential or actual conflict of interest arises.
- 7.2. The Corporation expects staff to:
  - 7.2.1. declare any conflict of interest; and
  - 7.2.2. avoid any detrimental outcome as a result of a conflict of interest.
- 7.3. An employee of the Corporation must declare any conflict to a director or the General Manager. The employee must whatever action the director or General Manager decides is necessary to avoid or resolve the conflict of interest.
- 7.4. If the General Manager or a director has a direct or indirect personal or pecuniary interest in a matter in relation to which he or she is required or authorised to act in the course of official duties, he or she—
  - 7.4.1. must, as soon as reasonably practicable, disclose to the board of directors full and accurate details of the interest; and
  - 7.4.2. must not, unless the board of directors otherwise determines, act in relation to the matter.
- 7.5. If the General Manager is prohibited from acting in relation to a matter under clause 6.4, the board of directors must immediately appoint the Secretary to act in the position of General Manager:-
  - 7.5.1. in relation only to the matter to which the conflict relates; or
  - 7.5.2. if in the opinion of the board of directors the conflict is substantial but that clause 7.11 does not apply, to act for the duration of the conflict.
- 7.6. If the General Manager or a director makes a disclosure of interest and complies with the other requirements of clause 7.4 in respect of a proposed contract—
  - 7.6.1. the contract is not liable to be avoided by the board of directors; and
  - 7.6.2. the General Manager or the director is not liable to account to the board of directors for profits derived from the contract.
- 7.7. If the General Manager or a director fails to make a disclosure of interest in respect of a proposed contract, the contract is liable to be voided by the board of directors.

- 7.8. A contract may not be voided under clause 7.7 if a person has acquired an interest in property the subject of the contract in good faith for valuable consideration and without notice of the contravention.
- 7.9. If the General Manager or a director has or acquires a personal or pecuniary interest, or is or becomes the holder of an office, such that it is reasonably foreseeable that a conflict might arise with his or her official duties, the General Manager or the director must, as soon as reasonably practicable, disclose to the board of directors full and accurate details of the interest or office.
- 7.10. A disclosure under this section must be recorded in the minutes of the board of directors.
- 7.11. If, in the opinion of the board of directors, a particular interest or office of the General Manager or the director is of such significance that the holding of the interest or office is not consistent with the proper discharge of the official duties of the General Manager or the director, the board of directors may require the General Manager or the director either to divest himself or herself of the interest or office or to resign from the office of General Manager or director (and non-compliance with the requirement constitutes a failure to comply with a duty and may form the basis for termination).
- 7.12. The General Manager or director is exempt from this section in respect of an interest in a matter—
- 7.12.1. while he or she remains unaware that he or she has an interest in the matter, but in any proceedings against the General Manager or the director the burden will lie on the General Manager or director to prove that he or she was not, at the material time, aware of his or her interest; or
- 7.12.2. that is shared in common with Anangu generally, or a substantial section of Anangu.

## **8. Financial Interests**

- 8.1. Staff must avoid any financial involvement or undertaking that could directly or indirectly compromise or undermine the performance of their Corporation duties or the Corporation's objectives or activities.
- 8.2. Financial conflict of interest may arise where a staff member, who has a financial interest in a company, partnership or other business is in a position to influence contracts or transactions between the Corporation and that business.
- 8.3. This conflict may extend to any business undertaking in which staff and their immediate family or the staff member is acting in direct competition with the Corporation's activities or interests for personal gain.

## **9. Resolution of Conflicts of Interest**

- 9.1. To resolve or manage a conflict of interest which occurs or could occur, the following options, among others, may apply:-
- 9.1.1. the General Manager recording the details of the conflict and taking no further action in relation to the conflict because the potential for conflict is minimal or can be eliminated by disclosure or effective supervision;
  - 9.1.2. the General Manager removing the staff member from the particular activity or decision where the conflict arises and documenting this;
  - 9.1.3. the staff member transferring from the area of work or particular task where the conflict arises without disadvantage;
  - 9.1.4. the General Manager checking and endorsing (if appropriate) all departmental action with respect to the matter creating the conflict;
  - 9.1.5. the General Manager referring the decision to the board of directors;
  - 9.1.6. the staff member relinquishing the personal interest;
  - 9.1.7. the staff member restricting their personal interest so that it does not impinge on the workplace.

## **10. Acceptance of Commissions, Gifts or Benefits**

- 10.1. Staff must not accept a gift, secret commission or a benefit if the gift or the benefit could be seen as inducing the staff member to act to the detriment of the Corporation's interests.
- 10.2. As a general rule, no staff member must accept a gift or benefit if it could be seen by the public, knowing the full facts, as intended or likely to cause that person to:
- 10.2.1. perform their job in a particular way, which the person would not normally do, or
  - 10.2.2. deviate from the proper or usual course of duty.
- 10.3. Staff must not take advantage or seek to take advantage of their position in the Corporation to obtain a benefit, either for themselves or for someone else.
- 10.4. Staff may accept a personal gift of little value (\$100 or less) of a type generally used by the donor for promotional purposes, or moderate acts of hospitality, only if there is no additional cost to the Corporation.



## **11. Influence to Secure Advantage**

11.1. No staff member shall elicit the improper influence or interest of any person to obtain promotion, transfer or other advantage.

## **12. Public Comment and Use of Official Information**

12.1. Public comment by Corporation staff should not imply that the comment, although made in a private capacity, is in some way an official comment by the Corporation.

12.2. A staff member should disclose confidential or restricted information or documents acquired in the course of their employment only when required to do so by law, in the course of their duty, when called to give evidence in court, or when proper authority has been given. Approval to release confidential information must be sought from the General Manager and board of directors.

12.3. In circumstances where staff are requested to provide information they should provide it in a timely and accurate manner and which complies with the principles of Freedom of Information, confidentiality, and the rights of the individual.

12.4. Where staff are privy to information of a restricted nature which may compromise the position of the Corporation or infringe on the privacy of members of the Corporation the information should not be divulged.

## **13. Personal Relationships**

13.1. As a general principle, staff must endeavour to adhere to the following:

13.1.1. no staff member should participate in the procedures for selection, performance appraisal, termination or transfer of any person with whom they have, or have had, a close personal relationship; and

13.1.2. the existence of a close personal relationship with a staff member should not constitute a bar to the employment, promotion, granting of tenure or transfer of any individual.

## **14. Staff Physical Presentation**

14.1. In order to promote a positive image of the Corporation, and to ensure safe work practices, staff must:

14.1.1. Dress appropriately and responsibly for their duties with particular concern for safety

14.1.2. Dress and behave in a manner which demonstrates professionalism;

14.1.3. Maintain a high standard of personal hygiene.

## **15. Discrimination and harassment**

- 15.1. The General Manager must take appropriate steps to ensure that the workplace is free from all forms of harassment and unlawful discrimination and ensure that staff are informed of the principles of equal opportunity.
- 15.2. Staff must not harass or discriminate against any person on the grounds of race (including colour, ethnic background or national identity), sex, marital status, disability, sexual preference, age, political or religious conviction, transgender or carer's responsibilities.
- 15.3. Harassment or discrimination may constitute an offence under the Anti-Discrimination Act 1977.
- 15.4. If a staff member is abused or harassed, the staff member must report the circumstances to the General Manager.

## **16. Alcohol or Substance Abuse or Misuse**

- 16.1. The Corporation expects that staff will carry out their duties safely and refrain from any conduct including, alcohol or substance abuse or misuse.
- 16.2. Staff must not be under the influence of alcohol or other substances while they are at work.
- 16.3. Staff must ensure that the health and safety of other staff members and third parties is not endangered by such misuse.
- 16.4. Under no circumstances are staff to take or consume alcohol on the Lands.

## **17. Outside Employment**

- 17.1. The Corporation will not restrain the activities of staff outside working hours provided staff obligations to the Corporation are not undermined or compromised.

## **18. Breaches of the Code of Conduct**

- 18.1. Any complaint of a breach of this Code by an employee shall be referred to a director or the General Manager, and any complaint against a director or the General Manager shall be referred to the board of directors.
- 18.2. The director, the General Manager or the board of directors will arrange for an investigation of the breach to be conducted and if necessary, appoint suitably experienced and/or qualified external consultants to investigate the complaint.

18.3. Provided the complaint is not frivolous or vexatious, an investigation shall take place and be conducted promptly. The director, board of directors or the General Manager will respond to the complainant within 24 hours of receipt of the complaint.

18.4. All complaints will be treated as confidential.

18.5. The person the subject of the complaint is entitled to respond.

18.6. Following resolution of the complaint, follow up will be undertaken by the board of directors or the General Manager within two weeks and/or as appropriate thereafter.

18.7. Staff must be aware that the Corporation through the board of directors of the General Manager may apply sanctions if this Code of Conduct Policy is breached. Depending on the nature of the breach various sanctions may be applied:

18.7.1. counselling;

18.7.2. actions as prescribed under the various award provisions;

18.7.3. suspension; or

18.7.4. laying of criminal charges or civil action.

## 19. Clarification of the Code

19.1. Where there is doubt as to the application of the Code, or the appropriate course of action to be adopted, staff affected must discuss the matter with the General Manager or a director.

19.2. If there is any conflict between this Code and legislation, the provision of the legislation will prevail. If staff are in doubt about the interpretation of the Code then the matter must be discussed with a more senior staff member, or the General Manager.

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I have read the ATLA Code of Conduct for Staff and Board Members, and understand my responsibilities under the Code.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*A copy of the signed Code of Conduct is retained on the Employee's or Board Member's Personnel File.*

**Schedule 8  
Application for Membership Form**

**Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC  
ICN 3743**

**Membership Criteria**

A member must be:

- (1) at least 18 years of age;
  - (a) provide a copy of your birth certificate; or
  - (b) provide a copy of your drivers license; or
  - (c) provide alternative identification (as accepted by the Directors); and
- (2) a person who is Aboriginal, and identifies as, Adnyamathanha; and
- (3) one of the Common Law Holders.

I, ..... (first name of applicant)  
 ..... (last name of applicant)  
 of ..... (address of applicant)  
 .....  
 apply for membership of the corporation.

I declare that I am eligible for membership, will abide by the Rule Book, Code of Conduct (attached at Schedule 6 to the Rule Book) and act in the best interests of the Corporation.

I am:  Aboriginal  Torres Strait Islander  neither

Signature of applicant .....  
 Date .....

**Corporation use only**

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of members	Date:
Applicant notified of directors' decision	Date:

**Schedule 9  
Consent to be a Director Form**

**Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC  
ICN 3743**

**Consent to become a Director**

I, ..... (full name of person)  
..... (residential address,  
of ..... a postal address is  
..... not sufficient)

give consent to become a director of the corporation.

I confirm my date of birth is ..... (date of birth)

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

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

- a. 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
- b. have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- c. have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- d. am an undischarged bankrupt
- e. have signed a personal insolvency agreement and have not kept to the agreement
- f. have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person .....

Date .....

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

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

## Schedule 10 Confidentiality Deed for Directors

### CONFIDENTIALITY DEED

#### 1 Purpose

- 1.1 The purpose of this Deed is to ensure that there is clear communication of the fact and scope of your duty to protect and not disclose information provided to you from or on behalf of Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC (ICN 3743) (**ATLA**), whilst performing your role as a Directors for ATLA.
- 1.2 ATLA takes confidentiality obligations extremely seriously and any breach of confidentiality would be treated as a serious disciplinary matter or a serious breach of your service contract which may result in the termination of your engagement and/or other legal action being taken against you (if appropriate).

#### 2 Confidential Information

- 2.1 During the term of your engagement, ATLA may disclose Confidential Information to you.
- 2.2 Confidential Information means any trade secret, technical knowledge, concepts, ideas, designs, programs, processes, procedures, innovations, inventions, data bases, data surveys, customer lists or information, sales plans or marketing plans, research, software, documents, records or any other information concerning ATLA, its employees, contractors, customers or suppliers or ATLA's related bodies corporate or any of their employees, contractors, customers or suppliers and any other parties which ATLA is working with, of which you became aware during your engagement with ATLA (**Confidential Information**).

#### 3 Confidentiality Obligations

- 3.1 You must:
- (1) maintain the secrecy and confidentiality of Confidential Information; and
  - (2) take all steps reasonably necessary to safeguard Confidential Information from unauthorised access, use or disclosure.
- 3.2 You must not:
- (1) access, use, reproduce or disclose Confidential Information for any purpose other than for purposes connected with your engagement, nor assist or permit any other person to do so; or
  - (2) disclose Confidential Information to any person except:
    - (a) to any director, officer, employee, agent, contractor or professional advisor of ATLA on a need to know basis for purposes connected with your engagement;
    - (b) with ATLA's prior written consent;

- (c) if required by law, subject to you notifying ATLA prior to making the disclosure; or
- (d) if it is in the public domain (unless it is in the public domain because of an unauthorised disclosure of the Confidential Information by you).

#### **4 Privacy**

You must comply with all Privacy Laws in relation to Personal Information, whether or not you are bound by the Privacy Act 1988 (Cth).

#### **5 General**

5.1 Your obligations as set out in this undertaking:

- (1) survive the termination of your engagement with ATLA; and
- (2) are in addition to and not in substitution for any other obligations you have to ATLA in relation to Confidential Information (for example, obligations arising from the contract of employment or engagement between you and ATLA).

5.2 You acknowledge and agree that:

- (1) disclosure of Confidential Information may diminish the value of the Confidential Information and could materially harm ATLA; and
- (2) the remedy of damages may be inadequate to protect the interests of ATLA, and ATLA is entitled to seek and obtain injunctive relief, or any other remedy, in any Court.

I, [Name]: \_\_\_\_\_, [Title]: \_\_\_\_\_,  
have read and understood the above and agree to and will comply with the above obligations and acknowledgments.

Signature \_\_\_\_\_ Date \_\_\_\_\_