

THE RULEBOOK

Ngadjuri Adnyamathanha Wilyakali
Native Title Aboriginal Corporation
RNTBC

ICN: 8958

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

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PREAMBLE

We, the Ngadjuri People, the Adnyamathanha People and the Wilyakali People, wish:

- A. To establish Ngadjuri Adnyamathanha Wilyakali Native Title Aboriginal Corporation RNTBC primarily so that it may become the prescribed body corporate/registered native title body corporate in respect of the native title rights and interests which are to be determined by the Federal Court to exist in relation to the land within the external boundary of the combined areas of the Ngadjuri Nation Native Title Claim SAD 147/2010, the Adnyamathanha #1 Native Title Claim SAD 6001/1998 Areas "C" and "F" and the Wilyakali #2 Native Title Claim SAD 417/2015 (together referred to as the **NAW Native Title Holders**).
- B. For the Corporation to have responsibilities pursuant to this Rulebook in respect of all the land north of the Barrier Highway in South Australia which is:
 - (a) shown edged dark blue on the annexed map;
 - (b) for the purposes of this Rulebook, is divided into three parts:
 - (i) the western part (as shown coloured light blue on the map) in respect of which the Adnyamathanha People and the Ngadjuri People collectively hold native title and traditional rights and interests (**West area**);
 - (ii) the central part (as shown coloured red on the map) in respect of which the ANW Native Title Holders hold the native title and traditional rights and interests (**Central area**); and
 - (iii) the eastern part (as shown coloured green on the map) in respect of which the Adnyamathanha and the Wilyakali People collectively hold the native title and traditional rights and interests (**East area**); and
 - (c) Includes all those areas within the land in relation to which native title is to be determined by the Federal Court to exist.
- C. To join together through the Corporation to protect, and ensure the recognition by others of, our collective native title and traditional rights and interests over these areas of ancestral land;
- D. The Corporation shall act in the interests of the respective native title holders (as a whole) of the relevant areas referred to in paragraph B of the Preamble; and
- E. The intent of all parties who have agreed to the Consent Determination referred to in paragraph A of the Preamble is for the proponents of future acts or agreements in the determination area not to be disadvantaged in time, cost or any other way due to the fact that they have consented to a native title holding group consisting of three sub groups, rather than a single group and the members of the Corporation will act in accordance with that intent.

1. **NAME**

The name of the Corporation is Ngadjuri Adnyamathanha Wilyakali Native Title Aboriginal Corporation RNTBC.

2. **OBJECTIVES OF THE CORPORATION**

- 2.1 To be the registered native title body corporate for the purposes of the Native Title Act in relation to the native title rights and interests which exist over the land;
- 2.2 To perform the functions of a registered native title body corporate under the Native Title Act and the Regulations;
- 2.3 To provide the single body for other parties to consult and negotiate with for the purposes of future acts or agreements proposed in the area (including those to which the Right to Negotiate applies);
- 2.4 To take full responsibility for consulting with the affected native title holders with regard to any proposed acts or agreements as referred to in rule 2.3;
- 2.5 To advance and protect the cultural, heritage, social, political, economic and legal interests of the native title holders in relation to the land referred to in paragraph B of the Preamble, including by supporting the Related Corporations to achieve these objects;
- 2.6 In conjunction or by arrangement with one or more Related Corporations, to relieve the poverty, misfortune, disadvantage and suffering of native title holders; and
- 2.7 In conjunction or by arrangement with one or more Related Corporations, to take advantage of investment and commercial opportunities that arise or relate to the native title holders and to exploit those opportunities to generate assets and funds for charitable purposes and employment opportunities for the native title holders.

3. **GOVERNING PRINCIPLES**

- 3.1 With regard to any proposed:
 - 3.1.1 future act under the *Native Title Act 1993* (Cth); or
 - 3.1.2 agreement, proceeding or determination under Part 9B of the *Mining Act 1971* (SA); or
 - 3.1.3 agreement, proceeding or authorisation under or pursuant to the *Aboriginal Heritage Act 1988* (SA)("Third Party Dealing"),
the Corporation shall always act in the interests of the affected native title holders as a whole and ensure, insofar as possible, that the proponent of that Third Party Dealing does not incur delay or costs in excess of what would apply if the native title holders were a single group of native title holders.
- 3.2 There will be a review meeting held in Adelaide every two years between the members of the Corporation and representatives of the South Australian

Government, to review the relationship between the Corporation, the State and other third parties, if either the Corporation or the State requests such a meeting.

4. MEMBERS

4.1 Eligibility

Membership of the Corporation is open only to native title holders who are at least 18 years old.

Membership of the Corporation is open only to:

- i) native title holders
- ii) who are at least 18 years old; and
- iii) who have and maintain the support of the Related Corporation they represent.

4.2 First Members

4.2.1 Upon incorporation the members of the Corporation will be:

- (a) the eight Adnyamathanha nominees;
 - (b) the eight Ngadjuri nominees; and
 - (c) the eight Wilyakali nominees,
- listed in Schedule 2.

4.2.2 Each of

- (a) the first four Adnyamathanha nominees, Ngadjuri nominees and Wilyakali nominees listed in Schedule 2 (**three year term nominees**) will be members of the Corporation for a term expiring at the conclusion of the third annual general meeting (**AGM**) of the Corporation; and
- (b) the other Adnyamathanha nominees, Ngadjuri nominees and Wilyakali nominees listed in Schedule 2 will be members of the Corporation for a term expiring at the conclusion of the Corporation's second AGM,

but in either case any of them may be re-nominated for further two year terms in accordance with rule 4.3.

4.3 Subsequent Members

4.3.1 After the second AGM, the members of the Corporation will comprise:

- (a) the three year term nominees until the conclusion of the third AGM;
- (b) Adnyamathanha nominees, Ngadjuri nominees and Wilyakali nominees (as defined in rule 20), nominated in accordance with rule 4.3.2.

4.3.2 Subject to rules 4.2 and 4.7 and to this rule 4.3, the members of the Corporation will be up to twenty-four persons in total, comprising eight persons representing each Representational Group of which four may be

nominated each year by each of the Related Corporations to represent its respective Representational Group (whether the Adnyamathanha Representational Group, the Ngadjuri Representational Group or the Wilyakali Representational Group), as members of the Corporation on a rotational two-year basis.

- 4.3.3 The maximum number of members of the Corporation specified in rule 4.3.2 (including the maximum number of members representing each Representational Group) may be varied by a general meeting of members with the prior agreement of each of the Related Corporations.
- 4.3.4 Subject to rule 4.3.6(b) (and rule 4.2.2):
- (a) nomination of a native title holder to membership of the Corporation in accordance with rule 4.3.2 will be for a period of two years and a member is eligible for subsequent terms of membership;
 - (b) each period of two years (other than for the purposes of rule 4.2.2) shall commence at the conclusion of the relevant AGM following a member's nomination and expire at the conclusion of the second AGM after the commencement of that period of membership.
- 4.3.5 (a) The Corporation:
- (i) about six months prior to the end of each of the two year and three year periods referred to in rule 4.2.2; and
 - (ii) about six months prior to the end of every two year period referred to in rule 4.3.4

must facilitate the making of nominations of nominees for membership of the Corporation for the following two-year period in accordance with the requirements of rule 4.3.2.

- (b) For the purposes of paragraph (a), the Corporation must give notice in writing to each Related Corporation requesting its nomination of members of the Corporation and identifying the date by which such nominations are to be made.
 - (c) Each person nominated in writing by a Related Corporation is deemed to have applied for membership of the Corporation.
- 4.3.6 Subject to rule 4.3.7:
- (a) The directors must, prior to the end of the relevant expiring two year period, accept for membership those persons nominated in writing in accordance with rule 4.3.5, such acceptance to take effect from the first day of the new two year period.
 - (b) If a Related Corporation fails to nominate in writing at least two otherwise eligible persons to represent its Representational Group as members of the Corporation, then, to the extent of the insufficiency in the numbers nominated by that Related Corporation prior to the end of the relevant two year period, the then existing

directors may (despite rule 6.15.1(a) or 6.15.1(b)), either before or after the end of that two year period, extend the period of membership of any of the persons who were or remain nominees of that Related Corporation who were members immediately prior to the end of that two year period, but the extended period shall expire (and the membership of the relevant member cease) as soon as the Related Corporation has in writing nominated a person by way of replacement to be a member of the Corporation for the balance of the new two year period and such nominee has been accepted for membership by the directors.

- 4.3.7 A person cannot be a member of the Corporation if he or she, as an adult, has been convicted of an offence against a Commonwealth, State or Territory law and sentenced to imprisonment for:
- (a) three months or longer if the offence involved fraud or misappropriation of funds;
 - (b) one year or longer in the case of any other offence; unless
 - (c) at least five years have passed since the date of conviction and the person is not serving a term of imprisonment.

4.4 **Members' rights**

4.4.1 Subject to rule 4.4.2 a member may:

- (a) attend, speak and vote at general meetings; and
- (b) be made a director; and
- (c) look at the books and records of the Corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

4.4.2 However:

- (a) a Wilyakali nominee may not attend, speak or vote at any part of a general meeting during which a matter solely relating to the west area is under consideration without the leave of the Adnyamathanha nominees and of the Ngadjuri nominees present;
- (b) a Ngadjuri nominee may not attend, speak or vote at any part of a general meeting during which a matter solely relating to the east area is under consideration without the leave of the Adnyamathanha nominees and of the Wilyakali nominees present.

4.5 **Members' responsibilities**

4.5.1 A member must:

- (a) follow these Rules;
- (b) let the Corporation know if they change their address; and
- (c) treat other members with respect.

4.6 **Liability of members**

Members do not have to pay Corporation debts if the Corporation is wound up.

4.7 **How to stop being a member**

4.7.1 A person stops being a member if:

- (a) they resign in writing;
- (b) they die;
- (c) their membership is cancelled (see rule 4.8);
- (d) the Related Corporation which nominated that person gives notice in writing to the Corporation that he or she is no longer an Adnyamathanha nominee, Ngadjuri nominee or Wilyakali nominee (as the case may be); or
- (e) their term of membership expires in accordance with these Rules (subject to rule 4.3.6(b)) and they are not re-nominated for membership.

4.7.2 The Related Corporation which nominated the person who has stopped being a member must nominate an eligible person to represent its Representational Group as a member of the Corporation, replacing the former member for the balance of his or her two-year term (or, where relevant, three-year term).

4.7.3 The person's name and the date they stopped being a member shall be put on the register of former members.

4.8 **Cancelling membership**

4.8.1 If a member:

- (a) cannot be contacted for two years (see section 150 – 25 of the CATSI Act);
- (b) misbehaves (see section 150 – 35 of the CATSI Act); or
- (c) is not an Aboriginal or Torres Strait Islander person (see section 15-30 of the CATSI Act);

the member can only be removed (and their membership cancelled) by special resolution at a general meeting.

4.8.2 If a person is not eligible (or has ceased to be eligible) for membership for some other reason, the directors can cancel that person's membership by passing a resolution at a directors' meeting.

4.8.3 Before the directors' meeting referred to in rule 4.8.2, the directors must give the member and the Related Corporation which nominated that member notice in writing:

- (a) of intention to cancel his or her membership for the reasons specified in the notice; and

- (b) stating that the member and the Related Corporation which nominated the member have 14 days to object to the cancellation in writing given to the Corporation within the 14 day period.
 - 4.8.4 If the member and the Related Corporation do not so object, the directors may cancel the membership. However, if the member or the Related Corporation does so object, the directors can't cancel the membership. The member can only then be removed (and their membership cancelled) by special resolution at a general meeting.
 - 4.8.5 If a member is removed (and their membership cancelled) by special resolution in accordance with rule 4.8.1 or 4.8.4, as soon as practicable after the general meeting, the directors must give to the former member (or where paragraph (a) of rule 4.8.1 applies, send to his or her last known address), and to the Related Corporation which nominated the member, a copy of the special resolution passed.
 - 4.8.6 Where a person's membership has been cancelled, their name and the date of cancellation of their membership must be included in the register of former members.
- 4.9 **The register of members**
- 4.9.1 The register must 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.
 - 4.9.2 The register must be kept at the Corporation's document access address.
 - 4.9.3 The register must be available at the AGM.
 - 4.9.4 The register must be open for inspection by any person.

5. MEETINGS

5.1 AGM timing

Subject to section 201 – 155 of the Act, an AGM must be held before the end of November each year.

5.2 AGM business

5.2.1 AGMs are for:

- (a) confirming the minutes of the previous general meeting;
- (b) presenting reports: general, financial, directors’;
- (c) appointing directors (rule 6.1.4);
- (d) choosing an auditor (if required) and agreeing on the fee;
- (e) checking the register of members;
- (f) asking questions about how the Corporation is managed; and
- (g) other business.

5.3 General meetings

5.3.1 An Adnyamathanha director, a Ngadjuri director and a Wilyakali director can jointly call a general meeting.

5.3.2 Members can ask directors to call a general meeting.

Number of members	Number of members in Corporation needed to ask for a general meeting
2 to 10 members	= 1 member
11 to 29 members	= 3 members
30 to 50 members	= 5 members
51 members or more	= 10% of members

5.3.3 If the required number of members request in writing, the directors must call the general meeting within 21 days.

5.4 General meeting business

5.4.1 General meetings are for:

- (a) confirming the minutes of the previous general meeting;
- (b) everything set out in the notice of meeting; and
- (c) other business.

5.5 Notice for general meetings

5.5.1 At least 21 days’ notice in writing of the general meeting must be given.

5.5.2 Notice must be given to members, directors, officers, the contact person and the auditor, if the Corporation has one.

5.5.3 The notice must set out:

- (a) the place, date and time for the meeting;
- (b) the business of the meeting;
- (c) if a special resolution is being proposed, and what it is; and

(d) if a member can appoint another member as a proxy.

5.5.4 Notices can be given to members personally, sent by post to their address, or sent to them by text, fax or email.

5.5.5 A notice of meeting:

(a) sent by post is taken to be given five days after it is posted; and

(b) sent by text, fax or email is taken to be given on the business day after it is sent.

5.6 **Members' resolutions**

5.6.1 Members can propose a notice of a resolution and then give it to the Corporation.

5.6.2 The number of members in the Corporation needed to propose a resolution is as follows:

Number of members	Number of members in Corporation needed to ask for a general meeting
2 to 10 members	= 1 member
11 to 29 members	= 3 members
30 to 50 members	= 5 members
51 members or more	= 10% of members

5.6.3 The notice must set out the resolution in writing and must be signed by the members proposing it.

5.6.4 The Corporation must give notice of the resolution to all people entitled to be given notice (see rule 5.5.2).

5.6.5 The Corporation must consider the resolution at the next general meeting which is being held at least 28 days after the notice has been sent out.

5.7 **Quorum at general meetings**

5.7.1 A meeting may not commence or continue without a quorum. A quorum is 6 members.

5.7.2 The relevant required quorum from time to time as specified in rule 5.7.1 must be present during the whole meeting.

5.7.3 If there is no quorum after one hour, the directors present may adjourn the meeting to a time and place specified by them, or cancel it.

5.8 **Chairing general meetings**

5.8.1 Subject to rules 5.8.2 and 5.8.3, the three Chairpersons (see rule 6.2) will together chair all meetings at which they are present.

5.8.2 If a Chairperson is a member of a Representational Group the nominees of which are not included in the quorum required to consider the relevant

business of the meeting (or of that part of the meeting), then the other two Chairpersons will chair the meeting (or that part of the meeting).

- 5.8.3 Subject to rule 5.8.2, if a Chairperson is not present or does not wish to chair the meeting, the members present representing the Representational Group to which that Chairperson belongs may elect any such member present to chair the meeting (or part of the meeting) together with the other Chairperson(s).

5.9 Using technology

General meetings can be held at more than one place using any technology that gives members as a whole a reasonable opportunity to participate (see section 201-65 of the CATSI Act).

5.10 Voting

5.10.1 Except for special resolutions and/or subject to rule 4.4.2:

- (a) questions arising at any meeting of the Corporation must be decided by consensus of members present and entitled to vote in respect of such question, or, in the absence of consensus after reasonable effort has been made to reach consensus, by a majority of those votes;
- (b) where a vote is required, voting will be by show of hands unless the meeting otherwise decides, with each member present and entitled to vote on a matter having one vote; and
- (c) for a decision by majority vote to be binding, there must also be a majority vote in support:
 - (i) by the Adnyamathanha nominees present and entitled to vote;
 - (ii) by the Ngadjuri nominees present and entitled to vote; and/or
 - (iii) by the Wilyakali nominees present and entitled to vote;

5.10.2 The members chairing a meeting:

- (a) tell the meeting whether the Corporation has received any proxy votes and what they are;
- (b) each has a deliberative vote, but does not have a casting vote;
- (c) declare the results of the vote, on a show of hands, or when a poll is demanded.

5.11 Demanding a poll

5.11.1 Any member entitled to vote on the resolution can demand a poll.

5.11.2 A poll can be held before or after a show of hands vote.

5.11.3 Where a poll is demanded on the question of an adjournment, the poll must be taken immediately.

5.11.4 A poll demanded on other matters must be taken when and in the manner the Chairpersons direct.

5.12 Proxies

5.12.1 A member, to the extent entitled to attend and vote at a meeting, can appoint any person who is a native title holder from the same Representational Group as the member, as the member's proxy to attend and vote at that meeting in place of the member.

5.12.2 Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

5.12.3 A proxy appointment must contain the member's name and address, the Representational Group which he or she represents, the Corporation's name, the proxy's name, the meeting which the proxy is to attend, and it must be signed by the member.

5.12.4 The Corporation must receive the proxy's appointment at least 24 hours before the meeting.

5.12.5 A person must not be a proxy for more than three members.

6. DIRECTORS

6.1 Directors

6.1.1 Subject to rules 6.1.2 and 6.1.3 there shall be at least three but not more than twelve Directors.

First Directors

6.1.2 Upon incorporation of the Corporation, the directors will be:

- (a) the first four of the Adnyamathanha nominees listed in Schedule 2;
- (b) the first four of the Ngadjuri nominees listed in Schedule 2; and
- (c) the first four of the Wilyakali nominees listed in Schedule 2.

6.1.3 The term of the directors referred to in rule 6.1.2 shall be:

- (a) three years expiring at the conclusion of the third AGM of the Corporation, in the case of the first two of each of the Adnyamathanha nominees, the Ngadjuri nominees and the Wilyakali nominees listed in Schedule 2;
- (b) two years expiring at the conclusion of the second AGM of the Corporation, in the case of each of the other nominees referred to in rule 6.1.2.

Note: A director ceases to be a director if he or she is no longer a member (see rule 6.6.1(d)) and a director ceases to be a director if he or she ceases to be a director of the Related Corporation which nominated him or her (see rule 6.3.1(d)).

Subsequent AGM

6.1.4 At the second AGM of the Corporation and thereafter at each AGM, the members of the Corporation shall appoint:

- (a) from the Adnyamathanha nominees, two chosen to be Adnyamathanha directors by the Adnyamathanha Related Corporation;
- (b) from the Ngadjuri nominees, two chosen to be Ngadjuri directors by the Ngadjuri Related Corporation;
- (c) from the Wilyakali nominees, two chosen to be Wilyakali directors by the Wilyakali Related Corporation,

to be directors of the Corporation and those so appointed, together with the continuing Adnyamathanha directors, Ngadjuri directors and Wilyakali directors whose two-year (or three-year) term will not expire until the conclusion of the following AGM, shall constitute the directors of the Corporation (on the basis of rotational two-year terms, subject to paragraph (a) of rule 6.1.3).

6.1.5 The appointment of directors in accordance with rule 6.1.4 shall be for a term of two years commencing at the conclusion of the AGM at which their appointment is made and expiring at the conclusion of the second AGM following that AGM, and directors can be re-appointed.

6.2 Office bearers

6.2.1 At the first ever directors' meeting and at the first directors' meeting after each AGM, the Adnyamathanha directors, the Ngadjuri directors and the Wilyakali directors shall each elect a Chairperson from amongst themselves such that there will be one Adnyamathanha Chairperson, one Ngadjuri Chairperson and one Wilyakali Chairperson. Each Chairperson will be an office bearer.

6.2.2 Each Chairperson is eligible for re-election to that office.

6.2.3 In addition to chairing general meetings (in accordance with rule 5.8) and directors meetings (in accordance with rule 6.16) the Chairpersons shall

- (a) consult with and liaise with each other to promote the effective governance of the Corporation; and
- (b) as authorised by the directors, represent and promote the interests of the Corporation to others.

6.3 Director requirements

6.3.1 A director of the Corporation must:

- (a) be an individual who is Aboriginal or Torres Strait Islander persons;
- (b) usually reside in Australia;
- (c) be a member of the Corporation; and
- (d) be either a:

- i) director of the relevant Related Corporation which nominated him or her; or
- ii) during the period a Related Corporation is placed under Special Administration, a nominee chosen by the relevant Related Corporation
- iii) The chief executive officer may not be a director.

6.4 Director must consent to be a director

Directors must give the Corporation their consent in writing to be a director.

6.5 How to fill vacancies in directors

6.5.1 Any casual vacancy in the office of any office bearer position may be filled by the directors from amongst their number, so long as the composition of office bearers continues to substantially accord with rule 6.2.1. The director so chosen to fill such a casual vacancy will retain that office bearer position until the next election of office bearers, and will be eligible for re-election, if continuing to be a director.

6.5.2 Any casual vacancy amongst the directors may be filled from the members of the Corporation by those members who are nominees from the same Representational Group as the director whose vacancy is to be filled, so long as the composition of the directors continues to substantially accord with rule 6.1.2 or 6.1.4 (as the case may be).

6.5.3 The member so chosen to fill a casual vacancy amongst the directors will remain a director for the balance of the two-year (or, where relevant, three year) term of the person he or she replaces as director, and will be eligible for reappointment, if continuing to be a member.

6.6 A director ceasing in that role

6.6.1 A director ceases being a director if:

- (a) the director dies;
- (b) the director resigns in writing;
- (c) the director's term of appointment expires and he or she is not re-appointed as a director;
- (d) the director ceases to be a *member* of the Corporation in accordance with rule 4.3.7 or 4.7
- (e) the director is removed as a *director* by the members or the other directors in accordance with rule 6.7; or
- (f) the director is disqualified from managing a corporation under Part 6-5 of the CATSI Act.

6.7 Removal of a director

6.7.1 A director may be removed by the *members* by special resolution in general meeting:

- (a) A notice for a resolution to remove a director must be given to the Corporation at least 21 days before the meeting.
- (b) The Corporation must give the director concerned a copy of the notice as soon as possible.
- (c) The director can give the Corporation a written statement and speak at the meeting, and the director's statement must be given to everyone entitled to receive the notice of the meeting (see rule 5.5).

6.7.2 A director may be removed by other *directors*:

- (a) Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- (b) Directors must give the director a notice in writing of intention to remove him or her as a director and they must give the director 14 days to object in writing given to the Corporation.
- (c) If the director provides written objection to the notice, that director cannot then be removed by the other directors, but only at a general meeting by special resolution of members.

6.8 Duties of directors and members

6.8.1 Each member of the Corporation, including if acting in the capacity of an office bearer or director, must:

- (a) act in accordance with the Governing Principles in rule 3;
- (b) act as a representative of the Representational Group and Related Corporation to which they belong;
- (c) consider, and be guided by, acknowledged traditional law and observed traditional custom of the native title holders from that Representational Group;
- (d) consider and make decisions which align with the objectives in rule 2 and which do not offend against any of the governing principles in rule 3;
- (e) act honestly, diligently and with reasonable care;
- (f) not make improper use of information or opportunities received through that position; and

the directors of the Corporation shall manage and control the affairs of the Corporation in the interests of all relevant native title holders as a whole, in accordance with these Rules, the *Native Title Act*, the Regulations and the CATSI Act.

- 6.9 Conflict of interest (material personal interest)**
- 6.9.1 A director who has a material personal interest in a Corporation matter must tell the other directors at a directors' meeting as soon as possible.
- 6.9.2 The information given by the director must include details of what the interest is and how it relates to the Corporation. This must be recorded in the minutes of the meeting.
- 6.9.3 A director who has a material personal interest must not:
- (a) be present at the directors' meeting while the matter in question is being considered; nor
 - (b) vote on the matter in question;
- unless allowed to do so under the CATSI Act (see section 268 – 20).
- 6.9.4 As native title holders in relation to the whole or part of the determination area, directors do not need to give notice of any of the native title rights and interests held by them (see section 268-5).
- 6.10 Payment**
- 6.10.1 The directors may be paid remuneration for their work as directors, if the Corporation determines to do so by resolution in general meeting.
- 6.10.2 The Corporation may pay the directors' travelling and other expenses for attending meetings or to deal with other Corporation business.
- 6.11 Delegation**
- 6.11.1 Apart from any powers that must be exercised by the directors as outlined in these Rules or in the CATSI Act, directors may delegate, by passing a resolution, any of their powers to:
- (a) another director;
 - (b) a committee of directors; or
 - (c) an employee of the Corporation.
- 6.11.2 A delegate must exercise the powers delegated in accordance with any directions of the directors and provisions of this Rulebook.
- 6.11.3 The exercise of a power by a delegate is as effective as if the directors had exercised it.
- 6.12 Related party benefit**
- If the Corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in Part 6.6 of the CATSI Act.
- 6.13 Directors' meetings**
- 6.13.1 Directors must meet at least twice every year.
- 6.13.2 The directors will usually decide at a meeting when and where the next meeting will be.

6.13.3 Any three directors or two Chairpersons can jointly call a meeting by giving reasonable notice to all the other directors.

6.14 **Alternate directors**

6.14.1 Where one of the directors who is an Adnyamathanha director, a Ngadjuri director or a Wilyakali director is unavailable to attend a meeting of the directors, he or she may appoint an alternate from amongst those of the Adnyamathanha nominees, the Ngadjuri nominees or the Wilyakali nominees respectively who are not directors, to attend and exercise all of that director's powers at that meeting.

6.14.2 When an alternate exercises the absent director's powers, the exercise of the powers is just as effective as if the powers were exercised by that director.

6.15 **Quorum for directors' meetings**

6.15.1 Subject to rule 6.14, a majority of the relevant directors must be present at all times during the meeting. For the purpose of determining who the relevant directors are, the following applies:

- (a) for as long as the business being conducted at the meeting relates:
 - (i) solely to the *west* area, at least three directors who are Adnyamathanha nominees and at least three directors who are Ngadjuri nominees; or
 - (ii) solely to the *east* area, at least three directors who are Adnyamathanha nominees and at least three directors who are Wilyakali nominees; and
- (b) otherwise, at least two directors who are Adnyamathanha nominees, at least two directors who are Ngadjuri nominees and at least two directors who are Wilyakali nominees.

6.16 **Chairing directors' meetings**

6.16.1 Subject to rules 6.16.2 and 6.16.3, the three Chairpersons will together chair all directors' meetings at which they are present.

6.16.2 If a Chairperson is a director of a Representational Group which is not included in the quorum required to consider the relevant business of the meeting (or of that part of the meeting), then the other two Chairpersons chair the meeting (or that part of the meeting).

6.16.3 Subject to rule 6.16.2, if a Chairperson from a Representational Group is not present or does not wish to chair the meeting, the directors present representing the Representational Group to which that Chairperson belongs may elect any such director present to chair the meeting (or part of the meeting) together with the other Chairperson(s).

6.17 **Using technology**

Directors' meetings can be held at more than one place using any technology, consented to by all the directors (see section 212 – 10 of the CATSI Act).

6.18 Resolutions at directors' meetings

- 6.18.1 A resolution of directors must be passed by a majority of the votes of the relevant directors present and entitled to vote. Subject to rule 6.18.2, for a resolution of directors to be binding, it must also be passed by a majority of the votes of the directors present and entitled to vote:
- (a) who are Adnyamathanha directors;
 - (b) who are Ngadjuri directors; and
 - (c) who are Wilyakali directors.
- 6.18.2 For the purpose of determining who the relevant directors are under rule 6.18.1, where a resolution of directors relates solely to:
- (a) the *west* area, paragraph (c) of rule 6.18.1 does not apply; or
 - (b) the *east* area, paragraph (b) of rule 6.18.1 does not apply.
- 6.18.3 Each of the directors chairing a meeting has a deliberative vote, but does not have a casting vote.
- 6.18.4 A resolution can be passed without a directors' meeting if all the relevant directors sign a statement saying that they are in favour of it. For the purpose of determining who the relevant directors are under this rule 6.18.4; or:
- (a) if the resolution relates solely to the *west* area, all the Adnyamathanha directors entitled to vote and all the Ngadjuri directors entitled to vote must sign such a statement; or
 - (b) If the resolution relates solely to the *east* area, all the Adnyamathanha directors entitled to vote and all the Wilyakali directors entitled to vote must sign such a statement; or
 - (c) In any other case all the directors entitled to vote must sign such a statement.

6.19 Making public statements on behalf of the Corporation

No person may make any public statement on behalf of the Corporation unless authorised by the directors.

6.20 Execution of documents

- 6.20.1 The Corporation may have a common seal, which must be kept in the custody of a person nominated by the Corporation.
- 6.20.2 If the Corporation has a common seal, then the common seal;
- (a) must be in the form of a rubber stamp with the full name of the Corporation inscribed in legible characters; and
 - (b) must not be used or fixed to any document unless authorised by the directors at a directors' meeting or by the members at a general meeting.

- 6.20.3 However, the Corporation may also execute any document if the document is signed by at least three directors, in accordance with a resolution passed by the directors at a directors' meeting or by the members at a general meeting.
- 6.20.4 The witnessing or signing directors in accordance with rule 6.20.2 or 6.20.3, must include nominees from each of the Representational Groups comprising the native title holders for the relevant area, at least one of whom is one of the Chairpersons for the relevant area.

7. CONTACT PERSON

- 7.1 The contact person must:
 - 7.1.1 be at least 18 years old;
 - 7.1.2 be appointed by the directors, which directors shall also decide the contact person's pay and terms and conditions of employment, if any;
 - 7.1.3 pass on any correspondence received to at least one of the directors within 14 days; and
 - 7.1.4 give the Corporation their consent in writing to become a contact person.

8. RECORDS

- 8.1 The Corporation must keep:
 - 8.1.1 minutes of meetings (in writing or as an audio or video recording);
 - 8.1.2 the Rulebook (constitution);
 - 8.1.3 the register of members and former members;
 - 8.1.4 the names and addresses of directors, officers and the contact person; and
 - 8.1.5 financial records.
- 8.2 All records must be kept at the Corporation's document access address.

9. REPORTING

- 9.1 The Corporation:
 - 9.1.1 must prepare a general report; and
 - 9.1.2 may need to prepare a financial report and/or a directors' report; as required by section 327-1 of the CATSI Act.
- 9.2 The Corporation may need to have its financial report, if any, audited, under section 339-1 of the CATSI Act.

10. FINANCES

- 10.1 All money of the Corporation must be deposited into the Corporation's bank account.
- 10.2 The Corporation must give receipts for all money it receives.
- 10.3 All cheques, withdrawal forms and other banking documents must be signed by at least two directors.
- 10.4 Subject to rule 6.11 (delegation) and rule 6.12 (related party benefit), all accounts must be approved for payment at a directors' meeting.
- 10.5 The Corporation must inform the Corporation's bank in writing if and when there is any change to the names of those people who are authorised to operate the bank account.

11. APPLICATION OF FUNDS

- 11.1 The directors can use the money and property of the Corporation to carry out its business.
- 11.2 Subject to rules 11.3 and 11.4, the directors cannot give the money and property to members of the Corporation.
- 11.3 This rule 11 does not stop the Corporation from making reasonable payment:
 - 11.3.1 to a member in their capacity as an employee; or
 - 11.3.2 to a member under a contract for goods or services provided.
- 11.4 All funds or property of the Corporation received on trust or otherwise on terms that require it to be accounted for in a particular way shall be applied in accordance with the terms of that trust or those other terms as the case requires.

12. WINDING UP

- 12.1 Subject to the requirements of Division 6 of Part 2 of the *Native Title Act*, the Corporation may be wound up by its members in accordance with the relevant sections of the CATSI Act and this rule 12.
- 12.2 The Corporation may be dissolved by a resolution passed by a majority of at least three quarters of the members of the Corporation voting at a meeting specially convened for the purpose and of which not less than 21 days' notice has been given, including at least a majority vote in support:
 - 12.2.1 from the Adnyamathanha nominees present;
 - 12.2.2 from the Ngadjuri nominees present; and
 - 12.2.3 from the Wilyakali nominees present.

- 12.3 The resolution of dissolution must specify:
- 12.3.1 an Aboriginal corporation or fund, established for the benefit of the native title holders and meeting the requirements of subdivision 30-B of Part 2-5 of the *Income Tax Assessment Act 1997* (Cth), to which the property and funds of the Corporation must be transferred; and
 - 12.3.2 a prescribed body or bodies corporate the rules of which include rules in the form of rules 2, 3, 4, 16.1 and 16.3.that will replace the Corporation for purpose of carrying out the functions in relation to the determination area prescribed by the Native Title Act and the Regulations.
- 12.4 Subject to rule 12.3, if the property and funds of the Corporation include any property or funds held on trust, such property and funds shall be dealt with in any winding up of the Corporation, in accordance with the instructions of the beneficiaries of those trusts.

13. DISPUTE RESOLUTION

- 13.1 Disputes between the Corporation and a member or director or between the Corporation and a native title holder about a native title matter shall subject to the Regulations be settled in accordance with the traditional laws and customs of the native title holders.
- 13.2 Disputes between the Corporation and a member or director or between the Corporation and a native title holder about a matter arising from this Rulebook or from the CATSI Act shall be settled in accordance with this Rulebook and the CATSI Act.
- 13.3 Where the Corporation is satisfied that a dispute between the Corporation and a member or director or between the Corporation and a native title holder is not frivolous, unreasonable or vexatious, the Corporation must:
- 13.3.1 if the dispute is about a native title matter, convene a meeting of relevant native title holders to consider and endeavour to resolve the dispute; or
 - 13.3.2 otherwise, convene a meeting of members (at which, where the dispute is between the Corporation and a native title holder, that native title holder will also be invited to attend) to consider and endeavour to resolve the dispute.
- 13.4 Where a dispute relates to a native title matter, it is expected that, as far as practicable, all members and directors will:
- 13.4.1 participate in good faith in efforts to resolve the dispute; and
 - 13.4.2 attend meetings called for the purpose of resolving the dispute and it is envisaged that relevant Elders will also be included for this purpose.

- 13.5 In the event of a dispute between the Corporation and a member or director or between the Corporation and a native title holder not being resolved within 3 months from the commencement of the dispute, the Corporation may:
- 13.5.1 request the Representative Body to use its best endeavours to resolve the dispute by way of conciliation or mediation; or
 - 13.5.2 appoint an independent mediator to mediate in relation to the dispute.

14. FUNCTIONS

- 14.1 The Corporation has such functions as may be prescribed by the Regulations from time to time for a registered native title body corporate that does not hold native title rights and interests on trust for the common law holders of the rights and interests, which as at the date of incorporation of the Corporation are the following functions:
- 14.1.1 to be the agent prescribed body corporate for the native title rights and interests of the respective native title holders as a whole in their relevant area;
 - 14.1.2 to manage the native title of the native title holders, as authorised by them;
 - 14.1.3 to hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust for the relevant native title holders;
 - 14.1.4 to invest or otherwise apply any money held in trust as directed by the relevant native title holders;
 - 14.1.5 to consult with the native title holders in accordance with regulation 8 of the Regulations and rule 16.4.1; and
 - 14.1.6 to perform any other functions in relation to the native title rights and interests as directed by the native title holders.

15. POWERS

- 15.1 Subject to these Rules, the CATSI Act, the Native Title Act, and the Regulations, the Corporation has power to do all things necessary or convenient to be done to fulfil the objects of the Corporation.
- 15.2 Without limiting the generality of rule 15.1, for the purposes of fulfilling its objects the Corporation may:
- 15.2.1 consult other persons or bodies;
 - 15.2.2 enter into agreements;
 - 15.2.3 exercise procedural rights;
 - 15.2.4 accept notices required by any law of the Commonwealth, a State or a Territory to be given to the native title holders;
 - 15.2.5 appoint and remove or suspend contractors, employees and agents and to determine the powers, duties and payment of contractors, employees and agents; and

- 15.2.6 do all things incidental to or necessary for the furtherance of the carrying out of its objects.

16. PERFORMANCE OF FUNCTIONS AND EXERCISE OF POWERS

16.1 General

The Corporation shall not perform a function or exercise a power except to fulfil an object of the Corporation and in performing a function or exercising a power shall act:

- 16.1.1 so as to protect the interests of affected native title holders;
- 16.1.2 so as to minimise, and to the maximum extent practicable avoid, exposing native title holders to claims, actions or debts for which they may be personally liable; and
- 16.1.3 when making a native title decision, comply with rule 16.3 and act in accordance with a consent and direction of affected native title holders.

16.2 Notices

- 16.2.1 The Corporation, upon receipt of any notice required by any law of the Commonwealth, a State or a Territory, to be given to the native title holders, shall provide a copy to any Related Corporation representing a Representational Group with native title rights and interests in relation to an area likely to be affected by any proposal in such notice.

16.3 Native title decisions

- 16.3.1 The Corporation shall not make a native title decision unless the Corporation is satisfied that:
- (a) the identity of the affected native title holders has been ascertained;
 - (b) the affected native title holders understand the nature and purpose of the proposed native title decision, and the extent, if any, of any claims, actions or debts to which the affected native title holders may be liable as a result of the native title decision;
 - (c) the Representative Body for the affected area has been consulted and its views considered and, where the Corporation considers it to be appropriate and practicable, notice of those views has been given to the affected native title holders; and
 - (d) the affected native title holders as a group consent to the making of the proposed native title decision and have given a direction to the Corporation to make the native title decision.

16.4 Evidence of consultation and consent

- 16.4.1 The Corporation may only be taken to be satisfied that the affected native title holders have been consulted on and have consented to a proposed native title decision if it has obtained a document that:
- (a) includes the certification referred to in rule 16.4.2;
 - (b) as the case may require, complies with:

- (i) rule 16.4.3 (in a case where rule 16.4.2(a) applies because there has been consultation about the particular proposal); or
 - (ii) rule 16.4.4 (in a case where rule 16.4.2(b) applies because the particular proposal is of a kind covered by a decision of affected native title holders); and
 - (iii) is signed in accordance with rule 16.4.5.
- 16.4.2 A document includes the certification required by rule 16.4.1(a) if it certifies:
- (a) that the affected native title holders have been consulted about, and have consented to, the proposed decision; or
 - (b) that:
 - (i) the proposed decision is of a kind about which the affected native title holders have been consulted; and
 - (ii) the affected native title holders have decided that decisions of that kind can be made by the Corporation.
- 16.4.3 A document complies with this rule 16.4.3 (see rule 16.4.1(b)(i)) if it contains:
- (a) a description of the proposal that is the subject of the proposed native title decision;
 - (b) a description sufficient to enable the identification of the affected area;
 - (c) a map showing the location and extent of the affected area;
 - (d) sufficient information to enable the impacts of the proposed native title decision to be identified;
 - (e) sufficient information to enable the effect on the native title of the proposed native title decision to be identified;
 - (f) details of the extent, if any, of any claims, actions or debts to which any native title holder may be liable as a result of the proposed native title decision;
 - (g) a statement as to the identity of the affected native title holders;
 - (h) a statement setting out the involvement of affected native title holders in consideration of and decision making about the proposed native title decision;
 - (i) a statement as to whether the decision-making process that has been followed has been one as referred to in rule 16.4.6 or one as referred to in rule 16.4.7 and a description of the decision making process followed;
 - (j) a statement by each person who signs the document that he or she believes that the conditions referred to in rule 16.3 for the making of a native title decision have been met; and

- (k) the identity, qualifications and signature of the person who prepared the document.
- 16.4.4 A document complies with this rule 16.4.4 (see rule 16.4.1(b)(ii)) if it:
- (a) identifies the kind of decision involved in the making of the proposed native title decision; and
 - (b) identifies the decision of affected native title holders relied upon in order to certify in accordance with rule 16.4.2(b).
- 16.4.5 A document is signed in accordance with this rule 16.4.5 if:
- (a) it is executed by at least five members of the Corporation who are affected native title holders; or
 - (b) if there are fewer than five members of the Corporation who are affected native title holders, it is executed by:
 - (i) at least five members of the Corporation, including to the extent practicable each of the members of the Corporation who is an affected native title holder; and
 - (ii) at least five other affected native title holders, or if there are fewer than five, that fewer number.
- 16.4.6 If there is a particular process of decision-making that, under the traditional laws and customs of the affected native title holders, should be followed in relation to the giving of the consent to making a native title decision, the consent may be given in accordance with that process.
- 16.4.7 Otherwise, the consent must be given by the native title holders in accordance with the process of decision-making agreed to or adopted by them for the proposed native title decision, or for decisions of the same kind as that decision.
- 16.4.8 Rule 16.3.1(c) is taken to have been complied with if:
- (a) a document, signed by at least five members of the Corporation, certifies that:
 - (i) the Representative Body for the affected area has been consulted about the proposed decision; and
 - (ii) the views of the body have been considered in accordance with these Rules and the Regulations; and
 - (b) a document is signed by an authorised member of the Representative Body and certifies that the Representative Body has been consulted about the proposed native title decision by the Corporation.
- 16.4.9 An agreement that gives effect to a native title decision of the Corporation (other than an indigenous land use agreement of a kind described in section 24EB or 24EBA of the Native Title Act) has no effect if the Corporation has not complied with rules 16.1 to 16.4.8.

17. **OUTSOURCING**

17.1 Where under rule 16.3 the Corporation is required to meet certain requirements in relation to the performance of its functions and exercise of its powers and to obtain a document in relation to those matters under rule 16.4.1, the Corporation may request the assistance of or engage:

17.1.1 one or more of the Related Corporations, where that Related Corporation's members hold native title rights and interests in the affected area;

17.1.2 the Representative Body; or

17.1.3 an appropriately qualified consultant acceptable to affected native title holders,

to meet those requirements and prepare such a document.

17.2 Anything done by a Related Corporation, the Representative Body or a consultant under rule 17.1 shall be done in accordance with these Rules as if the Corporation was doing them, and the Corporation, where it is satisfied that they have been so done, may act on a report by a Related Corporation, the Representative Body or the consultant (as the case may be) as to the doing of those things as if the Corporation had done those things itself, and in particular, subject to obtaining a document as referred to in rule 16.4.1 (which document may also be prepared by a Related Corporation, the Representative Body or consultant under rule 17.1), may be satisfied on the basis of such a report as to the matters referred to in rule 16.3.

18. **CONFIDENTIAL INFORMATION**

18.1 Except as otherwise required by the Regulations or these Rules or with the consent of the affected native title holders, the Corporation and its directors and members shall keep confidential any information which may come into its or their possession in the course of the exercise of the powers and functions of the Corporation that is confidential:

18.1.1 according to the traditional laws acknowledged or the traditional customs observed by the native title holders who provided that information; and

18.1.2 is the subject of a request by a native title holder that it be kept confidential.

18.2 Except as otherwise required by the Regulations or these Rules, the Corporation and its directors and members shall keep confidential any other information which may come into its or their possession that is confidential, save that the Corporation, its directors and members may disclose such information to relevant Related Corporations and native title holders to the extent necessary so as to be able to properly consult them in relation to matters for their consideration and/or decision-making.

19. ALTERATIONS OF OBJECTS AND RULES

- 19.1 Subject to rule 19.2, the objects of the Corporation set out in rule 2, the definition of 'native title holders' in rule 20, rules 4.1, 4.7, 4.8, 16.1, 16.3, and 17.2, and this rule 19.1 must not be changed or amended in any way except:
- 19.1.1 as required so as to accord with the Regulations, the Native Title Act and/or the CATSI Act ; or
 - 19.1.2 with the consent of the native title holders given and evidenced in accordance with these Rules as if it were a native title decision in relation to which all native title holders were affected native title holders.
- 19.2 A proposed change to the objects of the Corporation or to any of these Rules may not be made unless it is consistent with the Native Title Act, and with the Corporation's continuing status as a registered native title body corporate under the *Native Title Act* and the Regulations.
- 19.3 Subject to rules 19.1 and 19.2 the Rules may be changed by a special resolution after the members of the Corporation present and voting at a meeting agree to proceed with the vote by reaching a consensus. Either with the consensus reached or, in the absence of consensus after reasonable effort has been made to reach consensus a special resolution can be passed:
- 19.3.1 by at least 75% of the votes cast by members present and entitled to vote on the resolution;
 - 19.3.2 including at least a majority vote in support:
 - (a) from the Adnyamathanha nominees present;
 - (b) from the Ngadjuri nominees present; and
 - (c) from the Wilyakali nominees present,
- provided that the proposed changes have been specified in the notice of the meeting.
- 19.4 A change will not take effect unless and until the Corporation lodges the documents specified in section 69-20 of the CATSI Act within 28 days of making the change and the Registrar registers the change.

20. DEFINITIONS

20.1 Definitions:

act has the meaning given by section 226 of the *Native Title Act*;

Adnyamathanha directors means those directors of the Corporation nominated by Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC and who are appointed as directors of the Corporation in accordance with these Rules;

Adnyamathanha nominees means those Adnyamathanha persons from time to time holding the current nominations of Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC to represent the Adnyamathanha native title holders as members of the Corporation and at the date of incorporation of the Corporation means the persons listed in Schedule 2 as Adnyamathanha nominees;

Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC means the corporation incorporated by that name or an Aboriginal corporation established to replace it, being a corporation established in relation to Adnyamathanha native title determined land and the Adnyamathanha #1 Native Title Claim SAD 6001/1998, the membership of which is open to all Adnyamathanha native title holders;

affect has the meaning given in section 227 of the *Native Title Act*;

affected area means the determination area, or any part or parts of the determination area, in respect of which native title will or may be affected by a proposal to make a native title decision;

affected native title holders means those native title holders whose native title rights and interests may be affected by a proposal for a native title decision and, unless otherwise determined by special resolution by members at a general meeting, includes where or to the extent that the native title decision relates to:

20.1.1 the **West** area or any part of it, the Adnyamathanha native title holders and the Ngadjuri native title holders;

20.1.2 the **Central** area or any part of it, the Adnyamathanha native title holders, the Ngadjuri native title holders and the Wilyakali native title holders; and

20.1.3 the **East** area or any part of it, the Adnyamathanha native title holders and the Wilyakali native title holders.

approved determination of native title has the meaning given in section 253 of the *Native Title Act*.

body corporate agreement means an indigenous land use agreement (body corporate agreement) under subdivision B of Division 3 of Part 2 of the *Native Title Act*;

CATSI Act means the *Corporations (Aboriginal Torres Strait Islander) Act 2006* (Cth);

central area, east area and west area have the meanings given to each expression in paragraph B of the Preamble;

determination area means the land and waters the subject of an approved determination of native title in relation to which the Corporation is registered on the National Native Title Register as the registered native title body corporate and, pending such a determination, means the land referred to in paragraph B of the Preamble;

Native Title Act means the *Native Title Act 1993* (Cth);

native title decision means a decision:

20.1.4 to surrender native title rights and interests in relation to a determination area or any part of a determination area; or

20.1.5 to do, or agree to the doing of, any other act that would affect the native title rights and interests of the native title holders,

and includes a decision refusing to make a proposed native title decision;

native title holders means native title holders identified in an approved determination of native title in respect of the determination area;

native title and **native title rights and interests** have the same meaning as in the *Native Title Act* and in relation to the determination area means those rights and interests determined in an approved determination of native title to be held by the native title holders;

Ngadjuri directors means those directors of the Corporation nominated by Ngadjuri Nation Aboriginal Corporation and who are appointed as directors of the Corporation in accordance with these Rules;

Ngadjuri Nation Aboriginal Corporation means the corporation incorporated by that name or an Aboriginal Corporation established to replace it, being a corporation established in relation to the Ngadjuri native title claims (including the Ngadjuri Nation Native Title Claim SAD 147/2010), the membership of which is open to all Ngadjuri native title holders;

Ngadjuri nominees means the Ngadjuri persons from time to time holding the then current nominations of Ngadjuri Nation Aboriginal Corporation to represent the Ngadjuri native title holders as members of the Corporation, and at the date of incorporation of the Corporation means the persons listed in Schedule 2 as Ngadjuri nominees;

registered native title body corporate has the same meaning as in the *Native Title Act*;

Regulations means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (as amended) made pursuant to the *Native Title Act*;

Related Corporation means Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC, Ngadjuri Nation Aboriginal Corporation or Wilyakali (Bimbowrie) Aboriginal Corporation (or more than one of them, as the case requires), and includes any Aboriginal corporation established to replace any of them;

Representative Body means South Australia Native Title Services Limited or such other body that is from time to time:

20.1.6 recognised as a representative body (under section 203AD of the Native Title Act) for the determination area; or

20.1.7 funded to perform functions of a representative body in accordance with section 203FE of the *Native Title Act* for the determination area;

Representational Group means the Adnyamathanha native title holders, Ngadjuri native title holders, or the Wilyakali native title holders;

Wilyakali directors means those directors of the Corporation nominated by Wilyakali (Bimbowrie) Aboriginal Corporation and who are appointed as directors of the Corporation in accordance with these Rules;

Wilyakali (Bimbowrie) Aboriginal Corporation means the corporation incorporated by that name or an Aboriginal corporation established to replace it, being a corporation established in relation to the Wilyakali #2 Native Title Claims SAD 417/2015, the membership of which is open to all Wilyakali native title holders;

Wilyakali nominees means the Wilyakali persons from time to time holding the then current nominations of Wilyakali (Bimbowrie) Aboriginal Corporation to represent the Wilyakali native title holders as members of the Corporation, and at the date of incorporation of the Corporation means the persons listed in Schedule 2 as Wilyakali nominees;

20.2 **In these Rules and unless the contrary intention appears:**

20.2.1 Subject to rule 20.1, terms and expressions used in these Rules have the same meanings as those ascribed to them by the CATSI Act;

20.2.2 a reference to any gender includes all genders;

20.2.3 the singular includes the plural and vice versa;

20.2.4 any inconsistency between these Rules and the CATSI Act arising from an inconsistency between the CATSI Act and the *Native Title Act* will be resolved in favour of the Native Title Act;

20.2.5 any other inconsistency between these Rules and the CATSI Act will be resolved in favour of the CATSI Act; and

20.2.6 a reference to an Act is to be read as a reference to that Act, any subordinate legislation under it, and that Act and subordinate legislation as amended, re-enacted or replaced from time to time.

SCHEDULE 1 – PROXY FORM

APPOINTMENT OF PROXY

Ngadjuri Adnyamathanha Wilyakali Native Title Aboriginal Corporation RNTBC (ICN 8958)

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

of _____
(address of member)

being a member of Ngadjuri Adnyamathanha Wilyakali Native Title Aboriginal Corporation RNTBC,
who is a representative of the Adnyamathanha*/Ngadjuri*/Wilyakali* Representational Group

hereby appoint _____
(Full name of proxy)

of _____
(address of proxy)

being a member of Ngadjuri Adnyamathanha Wilyakali (Native Title) 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 any adjournment of that meeting.

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

Signed: _____
(signature of member appointing proxy)

Date: _____
*Delete whichever are not applicable

NOTE: A person must not exercise proxies for more than three members. A proxy vote may not be
given to a person who is not a native title holder from the same Representational Group as the
member appointing that person as proxy.

SCHEDULE 2 – FIRST MEMBERS

Ngadjuri Nominees	Adnyamathanha Nominees	Wilyakali Nominees
1 Vincent Branson	1. Vivianne McKenzie	1 Maureen O'Donnell
2 Quentin Agius	2. Damian Coulthard	2 Elizabeth Hunter
3 Jeffrey Newchurch	3. Terrence Coulthard	3 Dulcie O'Donnell
4 Roslyn Weetra	4. Janet Coulthard	4 Lorna Mitchell
5 Robert Rigney	5. Glenise Coulthard	5 Richard Edge
6 Carlo Sansbury	6. Anthony Clark	6 Edna (Diane) Hunter
7 Lynette Newchurch	7. Anthony Brady	7 Anne Marie Harris
8 Emileena Rigney	8. Lavene Ngatokorua	8 Tina Crowe

ANNEXED MAP



