



Dja Dja Wurrung Clans
Aboriginal Corporation

The rule book of Dja Dja Wurrung Clans Aboriginal Corporation

ICN: 4421

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1. Name

The name of the Corporation is Dja Dja Wurrung Clans Aboriginal Corporation.

2. Dictionary and interpretation

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

3. Objectives

- 3.1 The principal object for which the Corporation is established is to relieve poverty, sickness, suffering, distress, misfortune, destitution and helplessness amongst the Dja Dja Wurrung People.
- 3.2 The Corporation will advance the principal object by doing any or all of the following:
- (a) promoting the health and wellbeing of the Dja Dja Wurrung People;
 - (b) protecting and promoting the laws, culture, property rights, and human rights of the Dja Dja Wurrung People;
 - (c) promoting and protecting Aboriginal Cultural Heritage and acting as agent or representative for the Dja Dja Wurrung People in respect of matters relating to Aboriginal Cultural Heritage;
 - (d) taking steps to achieve the repatriation of Aboriginal Cultural Heritage;
 - (e) advancing the inherent and human rights of the Dja Dja Wurrung People;
 - (f) promoting the protection of the environment of Dja Dja Wurrung Country;
 - (g) promoting and negotiating agreements about respect of Dja Dja Wurrung Country including land management, environmental planning and protection, Aboriginal cultural heritage, access to natural resources, employment and training, education, health, housing and welfare;
 - (h) advising and lobbying local, State and Federal governments in relation to the principal objects;
 - (i) confirming and recording the laws, customs, language and culture of the Dja Dja Wurrung People;
 - (j) organising, participating in, and conducting conferences, seminars, workshops, training courses, meetings and forums, and to publish any material, in relation to the Corporation's objects;

- (k) becoming a registered native title body corporate if necessary and to carry out the functions of a body corporate within the meaning of the Native Title Act;
- (l) managing the native title rights and interests and the customary law interests of the Dja Dja Wurrung People and Aboriginal cultural heritage, as provided for in this rule book or under relevant legislation;
- (m) holding and investing property and money (including payments received as compensation or otherwise related to the native title rights and interests) in trust for the Dja Dja Wurrung People;
- (n) providing land management, environmental protection, and cultural protection services to the public;
- (o) acting as agent or representative for the Dja Dja Wurrung People in relation to any other matter
- (p) promoting the process of reconciliation;
- (q) making any gift of property, whether subject to any special trust or not, for any one or more of the Corporation's objects;
- (r) seeking funding, raising or borrowing money upon such terms, and in such manner, as it thinks fit, in order to pursue the objects of the Corporation;
- (s) operating and maintaining a gift fund to be known as the Dja Dja Wurrung Clans Aboriginal Corporation Gift Fund in accordance with the requirements of the *Income Tax Assessment Act 1997* (Cth);
- (t) performing any other function conferred upon the Corporation by a law of the Commonwealth or the State of Victoria; and
- (u) doing anything incidental to and necessary or convenient for the carrying out of the principal objects.

4. Powers of the Corporation

Subject to the Act and this rule book, the Corporation has the power to do anything lawful to carry out the objectives, except the Corporation cannot charge application fees for membership or annual membership fees.¹

¹ Note: rule 10.1 deals with powers of the directors

5. Membership of the Corporation

5.1. Members on registration

- (a) A person only becomes a member when the Corporation is registered, as long as the registration complies with the Act.
- (b) Members' names must be entered on the register of members.

5.2. Members by application

5.2.1. How to become a member after registration

A person becomes a member if:

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

5.2.2. Register of Members

The register of members must also record:

- (a) the family group or groups that each member is a member of (which can be more than one); and
- (b) the family group that the member has nominated as the family group for which they wish to vote for a director (which can be only one family group).

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

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

- (a) at least 18 years of age; and
- (b) a Dja Dja Wurrung Person.

5.2.4. Membership application

- (a) A person (the applicant) who wants to become a member must apply to the Corporation.
- (b) The application must be in writing.
- (c) The application must address the eligibility criteria.

5.2.5. Deciding membership applications

- (a) The directors will consider and decide membership applications.
- (b) Applications will be considered and decided in the order in which they are received by the Corporation.
- (c) The directors must not accept an application for membership of the Corporation unless the applicant:
 - (i) applies according to rule 5.2.4; and
 - (ii) meets all the eligibility for membership requirements.
- (d) The directors can refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- (e) If the directors refuse to accept a membership application under rule 5.2.5(d), they must notify the applicant in writing of the decision and the reasons for it.

5.2.6. Entry on the Register of Members

- (a) Subject to paragraph (b) of this rule 5.2.6, if the directors accept a membership application, the applicant's name must be entered on the register of members within 14 days.
- (b) If:
 - (i) the applicant applies for membership after a notice has been given for the holding of a general meeting; and
 - (ii) the meeting has not been held when the directors consider the application,then the Corporation must not enter the person on the register of members until after the general meeting has been held.

5.2.7. Amendments to the Register of Members

- (a) A member can apply to amend that member's entry on the register of members.
- (b) Subject to rule 5.2.7(c), if the directors accept an amendment to the member's entry on the register of members, the amendment must be entered on the register of members within 14 days.
- (c) If:
 - (i) the applicant applies for an amendment to the member's entry on the register of members after a notice has been given for the holding of a general meeting; and

- (ii) the meeting has not been held when the directors consider the application for amendment,

then the Corporation must not amend the member's entry on the register of members until after the general meeting has been held.

5.3. Membership fees

The Corporation must not impose fees for membership of the Corporation.

5.4. Members' rights and obligations

5.4.1. Members' rights

- (a) Each member has rights under the Act and these rules, including the rights set out below. A member:
 - (i) can attend, speak and vote at a general meeting of the Corporation;
 - (ii) can be elected or appointed as a director;
 - (iii) cannot be removed as a member unless the directors and the Corporation have complied with rule 5.7;
 - (iv) can put forward resolutions to be voted on at a general meeting of the Corporation in accordance with rule 7.6;
 - (v) can ask the directors to call a general meeting of the Corporation in accordance with rule 7.3.2;
 - (vi) can access the following books and records of the Corporation:
 - (A) the register of members, under rule 6.5;
 - (B) the minute books, under rule 14.9;
 - (C) the Corporation's rule book, under rule 14.11;
 - (D) certain reports prepared by or for the directors and the Corporation, in accordance with the Act;
 - (vii) can ask the directors to provide access to any other records or books of the Corporation in accordance with rule 14.10;
 - (viii) can have any disputes with another member or with the directors dealt with under the process in rule 17.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.

- (c) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 17.

5.4.2. Members' responsibilities

Each member has the following responsibilities:

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

5.4.3. Liability of members

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

5.5. How a person stops being a member

- (a) A person will stop being a member if:
 - (i) the person resigns as a member (see rule 5.6);
 - (ii) the person dies;
 - (iii) the person's membership of the Corporation is cancelled (see rules 5.7.1 to 5.7.4).
- (b) A person ceases to be a member when the member's name is removed from the register of members as a current member of the Corporation.

5.6. Resignation of member

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

5.7. Process for cancelling membership

5.7.1. Cancelling membership if member is not or ceases to be eligible

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

5.7.2. Membership can be cancelled if member cannot be contacted

- (a) The membership can be cancelled by special resolution in a general meeting if the Corporation:
 - (i) has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting; and
 - (ii) has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.
- (b) If the Corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.7.3. Membership can be cancelled if a member is not an Aboriginal and Torres Strait Islander person

- (a) If rule 5.2.3 includes an eligibility requirement that an individual be an Aboriginal and Torres Strait Islander person, membership can be cancelled if a member is not an Aboriginal and Torres Strait Islander person.
- (b) The Corporation, by special resolution in a general meeting, can cancel the member's membership if the general meeting is satisfied that the member is not an Aboriginal or Torres Strait Islander person.
- (c) If the Corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.7.4. Membership can be cancelled if a member misbehaves

- (a) The Corporation can cancel the membership by special resolution in a general meeting if the general meeting is satisfied that the member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) If the Corporation cancels a membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.7.5. Amending register of members after a membership is cancelled

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

5.8. Different classes of members

The Corporation does not have different classes of members.

5.9. Observers and guests

5.9.1. Observers

- (a) Subject to this rule, observers are able to attend general meetings, special general meetings and annual general meetings of the Corporation.
- (b) Before an observer is able to attend a meeting of the Corporation, the observer must:
 - (i) apply in writing to the Corporation at least 5 days before the proposed meeting. The application can be in accordance with the attached application form at Schedule 4 to this rule book or include the same information as Schedule 4. The Corporation can agree to shorten the time in which to make the application;
 - (ii) be accepted by the Corporation to attend the proposed meeting. Acceptance can be by the directors or by the majority of members in attendance at the meeting;
 - (iii) accept and abide by the code of conduct of the Corporation. This includes accepting rulings of the Chairperson of that meeting.
- (c) Observers do not have the right to speak at meetings unless permission is granted by the chairperson of the meeting.
- (d) Observers do not have the right to vote at meetings.
- (e) Permission for observers to attend a meeting only relate to that meeting or any adjournment of that meeting. A fresh application must be made for new meetings.
- (f) The chairperson of the meeting or the majority of members in attendance at that meeting can cancel a person's right to attend and observe the meeting at any time.

5.9.2. Guests

- (a) The directors of the Corporation are able to invite guests including experts, legal and other advisors to attend any or all of general meetings, special general meetings and annual general meetings of the Corporation or part of those meetings.
- (b) Guests can be invited to speak and present material at meetings.
- (c) Guests do not have the right to vote at meetings.

- (d) Guests must accept and abide by the code of conduct of the Corporation. This includes accepting rulings of the chairperson of that meeting.
- (e) Invitations for guests to attend a meeting only relate to that meeting or any adjournment of that meeting.
- (f) The chairperson of the meeting or the majority of members in attendance at that meeting can cancel a person's right to attend a meeting at any time.

6. Registers of members and former members

6.1. Corporation to maintain register of members

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

6.2. Information on the register of members

- (a) The register of members must contain the following information about individual members:
 - (i) the member's name (given and family name) and address. The register can also contain any other name by which the member is or was known; and
 - (ii) the date on which the member's name was entered on the register.
- (b) If known, the register of members should also include:
 - (i) the family group or groups in which each member is a member of (which can be more than one); and
 - (ii) the family group that the member has nominated as the family group for which they wish to vote for a director (which can be only one family group).

6.3. Corporation to maintain register of former members

- (a) The Corporation must set up and maintain a register of former members.
- (b) The Corporation can maintain the register of former members in one document with the register of members.

6.4. Information on the register of former members

- (a) The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:
 - (i) the member's name (given and family name) and address; and
 - (ii) the date on which the individual stopped being a member.

- (b) The register can also contain any other name by which the individual is or was known.

6.5. Location and inspection of registers of members and former members

6.5.1. Location of registers

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

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

6.5.2. Right to inspect registers

- (a) The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.
- (b) If a register is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the Corporation agree that the person can access the information by computer).

6.5.3. Inspection fees

- (a) A member is entitled to inspect the registers without charge.
- (b) A person who is not a member is entitled to inspect the registers only on payment of any fee required by the Corporation.

6.5.4. Right to get copies

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

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

6.6. Making register of members available at AGM

The Corporation must:

- (a) make the register of members available for inspection (without charge) by members at the AGM; and
- (b) ask each member attending the AGM to check and update their entry on the register of members.

6.7. Provision of registers to Registrar

If the Registrar requests a copy of the register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

7. Annual general meetings (AGMs) and general meetings

7.1. AGMs

7.1.1. Holding AGMs

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

7.1.2. Extension of time for holding AGMs

- (a) The Corporation can apply to the Registrar to extend the period within which the Corporation must hold an AGM, provided the application is made before the end of that period.
- (b) If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

7.1.3. Business of AGM

The business of an AGM can include any of the following, even if not referred to in the notice of meeting:

- (a) confirmation of the minutes of the previous general meeting, except at the first AGM;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (c) the election of directors;
- (d) the appointment and remuneration of the auditor (if any);
- (e) checking of details on the register of members (see rule 6.6(b));
- (f) asking questions about management of the Corporation and asking questions of the Corporation's auditor (if any) (see rule 7.15).

7.2. General meetings

The Corporation must hold its first general meeting within 3 months after the Corporation is registered.

7.2.1. Purpose of general meeting

A general meeting must be held for a proper purpose.

7.2.2. Time and place of general meeting

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

7.2.3. Business of general meeting

The business at each general meeting must include:

- (a) confirmation of the minutes of the previous general meeting; and
- (b) all matters set out in the notice of the general meeting.

7.3. Calling general meetings

7.3.1. Director can call meetings

A director can call a general meeting of the Corporation.

7.3.2. Members may ask directors to call general meetings

- (a) The directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under this rule.

Numbers of members of the Corporation	Number of members needed to ask for a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 percent of members

- (b) A request under rule 7.3.2(a) must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;

- (iii) be signed by the members making the request;
 - (iv) nominate a member to be the contact member on behalf of the members making the request; and
 - (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 7.3.2(a) can be used for signing by members if the wording of the request is identical in each copy.

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

- (a) If the directors resolve:
- (i) that a request under 7.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under 7.3.2 would be contrary to the interests of the members as a whole,
- a director, on behalf of all of the directors, can apply to the Registrar for permission to deny the request.
- (b) An application must:
- (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The directors must, as soon as possible after making an application, give the contact member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4. Timing for a requested general meeting

- (a) The directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
- (i) a director has applied to deny a request, and
 - (ii) the Registrar refuses that request,
- the directors must call the meeting within 21 days after being notified of the Registrar's decision.

7.4. Requirement for notice of general meeting and AGM

7.4.1. Notice for general meeting and AGM

- (a) At least 21 days' notice must be given of a general meeting.
- (b) The Corporation:
 - (i) can call an AGM on shorter notice, if all the members agree beforehand;
 - (ii) can call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.
- (c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:
 - (i) remove a director;
 - (ii) appoint a director in place of a director removed; or
 - (iii) remove an auditor.
- (d) Shorter notice cannot be given for the meetings referred to in rule 7.4.1(c).

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

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

7.4.3. Requirement to give notice of general meeting and other communications to auditor

The Corporation must give its auditor (if any):

- (a) notice of a general meeting in the same way that a member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a member is entitled to receive.

7.4.4. Contents of notice of general meeting

- (a) A notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting's business;
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and
 - (iv) if a member is entitled to appoint a proxy, contain a statement setting out:
 - (A) that the member has a right to appoint a proxy;
 - (B) whether or not the proxy needs to be a member of the Corporation.
- (b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

7.5. Failure to give notice

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

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

7.6. Members' resolutions

7.6.1. Notice of members' resolutions

- (a) If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the Corporation by at least the required number of members under rule 7.6.1(d).

- (b) A notice of a members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice can be used for signing by members if the wording of the notice is identical in each copy.
- (d) Members can propose a resolution by giving notice of it to the Corporation. The minimum number of members required to propose a resolution is as follows:

Numbers of members of the Corporation	Number of members needed to propose a resolution
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 percent of members

- (e) The notice must set out the resolution in writing and must be signed by the members proposing it.
- (f) The Corporation must give notice of the resolution to all people entitled to it.
- (g) The Corporation must consider the resolution at the next general meeting held more than 28 days after the notice has been sent out.

7.6.2. Consideration of members' resolutions

- (a) If the Corporation has been given notice of a members' resolution, it must be considered at the next general meeting that occurs more than 28 days after the notice is given.
- (b) The Corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
- (c) The Corporation does not have to give notice of a resolution if it is defamatory.

7.6.3. Members' statements to be distributed

- (a) Members can ask the Corporation to give all its members a statement about:
 - (i) a resolution that is proposed to be moved at the general meeting; or
 - (ii) any other matter that might be considered at that general meeting.

- (b) This request must be:
- (i) made by at least the required number of members under rule 7.6.3(f);
 - (ii) in writing;
 - (iii) signed by the members making the request; and
 - (iv) given to the Corporation.
- (c) Separate copies of a document setting out the request can be used for signing by members if the wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3, the required number of members for the Corporation is:

Numbers of Corporation members	Number of members needed to ask for statements to be distributed
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 percent of members

7.7. Quorum for general meeting

7.7.1. Quorum

The Quorum for a general meeting and an AGM is as follows:

Numbers of members in Corporation	Number of members to make quorum
30 or less members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

7.7.2. Quorum to be present

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

7.7.3. Adjourned meeting where no quorum

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

7.8. Chairing general meetings and AGM

- (a) The chairperson of the Corporation will ordinarily chair general meetings and AGMs or, where the chairperson of the Corporation is not available or does not want to chair a particular general meeting or AGM, the deputy chairperson will chair the meeting.
- (b) If a chair has not been elected or the chairperson and deputy chairperson are not available or do not want to chair a general meeting or AGM, the directors must elect an individual present to chair it.
- (c) The members at a general meeting must elect a member present to chair the meeting (or part of it) if:
 - (i) the directors have not already elected a chair; or
 - (ii) a previously elected chair is not available, or does not want to chair the meeting.
- (d) The chair must adjourn a general meeting if the majority of members present agree or direct the chair to do so.
- (e) The chair controls the conduct of a general meeting which includes:
 - (i) following any code of conduct of the Corporation for meetings;

- (ii) suspending those present from attending the meeting if their conduct is contrary to any code of conduct of the Corporation for meetings or contrary to the good conduct of the meeting. Such suspension can be for a temporary period or for the entire meeting;
- (iii) temporarily adjourning the meeting for breaches of any code of conduct of the Corporation for meetings.

7.9. Use of technology for general meeting

The Corporation can hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

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

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

7.11. Voting at general meetings

7.11.1. Entitlement to vote

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

7.11.2. Objections to right to vote

A challenge to a right to vote at a general meeting:

- (a) can only be made at the meeting; and
- (b) must be determined by the chair, whose decision is final.

7.11.3. How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) Before a vote is taken, the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

7.11.4. Matters on which members can demand a poll

- (a) At a general meeting, a poll can be demanded on any resolution.
- (b) A demand for a poll can be withdrawn.

7.11.5. When members can demand a poll

- (a) At a general meeting, a poll can be demanded by:
 - (i) at least 5 members entitled to vote on the resolution;
 - (ii) members with at least 5% of the votes that are able to be cast on the resolution on a poll; or
 - (iii) the chair.
- (b) The poll can be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

7.11.6. When and how polls must be taken

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

7.12. Resolutions without a general meeting

- (a) The Corporation can pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it. Each member of a joint membership must sign.
- (b) Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under rule 7.12(a) can be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under rule 7.12(a) is passed when the last member signs.
- (e) The Corporation in passing a resolution under this rule 7.12 without holding a meeting satisfies any requirement in the Act:
 - (i) to give members information or a document relating to the resolution – by giving members that information or document with the document to be signed;
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution – by lodging a copy of the document to be signed by members;
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution – by lodging a copy of the information or documents referred to in rule 7.12(e)(i).
- (f) The passage of the resolution satisfies any requirement in the Act, or the Corporation's rules, that the resolution be passed at a general meeting.
- (g) This rule 7.12 does not affect any rule of law relating to the assent of members not given at a general meeting.

7.13. Resolutions if Corporation has only 1 member

If the Corporation has only 1 member, the Corporation can pass a resolution by the member recording it and signing the record.

7.14. Proxies

7.14.1. Who can appoint a proxy

- (a) A member who is entitled to attend and cast a vote at a general meeting can appoint another member as proxy to attend and vote for them at the meeting.
- (b) The proxy must be from the same family group as the member appointing the proxy as recorded on the register of members.

- (c) If the proxy is voting for a director or alternate director, the proxy must be recorded on the register of members as having voting rights in the same family group as the member appointing the proxy.
- (d) The appointment can specify the proportion or number of votes that the proxy can exercise if the person appointing the proxy has more than one vote.

7.14.2. Rights of proxies

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

7.14.3. Appointing a proxy

- (a) An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the regulations, by the member making the appointment and contains the following information:
 - (i) the member's name and address;
 - (ii) the Corporation's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment can be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (c) An appointment can specify the way the proxy is to vote on a particular resolution. If it does:
 - (i) the proxy need not vote on a show of hands;
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;

- (iii) if the proxy is the chair, the proxy must vote by poll, and must vote as directed;
- (iv) if the proxy is not the chair, the proxy need not vote by poll.
- (d) If a proxy is also a member, rule 7.14.3(c) does not affect how the person casts any votes they hold as a member.
- (e) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the Corporation sending to members:
 - (i) a list of persons willing to act as proxies; or
 - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (f) An appointment of a proxy does not have to be witnessed.
- (g) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.14.4. Receipt of proxy documents

- (a) For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the Corporation at least 48 hours before the meeting:
 - (i) the proxy's appointment; and
 - (ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
- (b) If a meeting has been adjourned, an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies can be reduced.

7.15. Questions at AGMs

7.15.1. Questions and comments on Corporation management at AGM

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

7.15.2. Questions by members of auditors at AGM

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

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

7.16. Adjourned meetings

7.16.1. When resolution passed after adjournment of meeting

A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.²

7.16.2. Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.³

7.16.3. Re-notification of adjourned meeting

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

8. Directors of the Corporation

8.1. Numbers of directors

8.1.1. Minimum number of directors

If the Corporation has:

- (a) 1 member, the Corporation must have at least 1 director;
- (b) 2 members, the Corporation must have at least 2 directors;

² Note: this means that new business cannot be added

³ Note: this means that new business cannot be added

- (c) more than 2 members, the Corporation must have at least 3 directors.

8.1.2. Maximum number of directors

The Corporation must not have more than 18 directors.

8.2. Eligibility to be a director

8.2.1. Eligibility for appointment as a director

- (a) Subject to rule 8.2.3, an individual is eligible for appointment as a director if they are an individual who is:
 - (i) a member of the Corporation;
 - (ii) nominated by a family group in accordance with these rules;
 - (iii) recorded on the register of members as a member of the nominating family group referred to in sub-paragraph (ii).

8.2.2. Appointment of directors

- (a) Each family group can elect one director.
- (b) Only members who are recorded on the register of members as belonging to a particular family group and having voting entitlements for that family group are able to vote for the director for that family group.
- (c) Members are only able to vote for a director from one family group.
- (d) In the notice of an annual general meeting where directors are required to be elected, the Corporation will invite members to nominate a member from their family group to be a director.
- (e) A member can only nominate another member as director for a particular family group if the nominating member:
 - (i) is recorded in the register of members as belonging to that family group; and
 - (ii) has formally registered with the Corporation that family group as the family group for which they wish to vote for a director (where the member has more than one family group).
- (f) All nominations must:
 - (i) be in writing;
 - (ii) have the name of the nominee clearly printed;

- (iii) identify the family group of which the nominee and the nominating member are members; and
 - (iv) be signed by both the nominee and the nominating member.
- (g) The Corporation will keep all signed nominations as evidence that the nominee consents to being a director.
- (h) At the annual general meeting, the meeting will nominate a returning officer who will conduct the process for determining the appointment of director for each family group. The returning officer can be the chair of the meeting or any other person in attendance at the meeting and need not be a member of the Corporation.
- (i) Where one valid nomination for director of a particular family group is received, the nomination will be read out by the returning officer and that person will be deemed to be elected as director.
- (j) Where more than one valid nomination for director for a family group is received, the returning officer will:
 - (i) prepare a ballot in respect of those nominees; and
 - (ii) conduct an election by secret ballot by those members recorded on the register of members as having an entitlement to vote for directors for that family group to determine the director for that family group.
- (k) If no nominations are received for a director for a particular family group, then the position for that family group will remain unfilled until that position is filled in accordance with this rule book.
- (l) An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act can only be appointed as a director of the Corporation if the appointment is made:
 - (i) with permission granted by the Registrar; or
 - (ii) with leave granted by the court.

8.2.3. Specialist directors

- (a) As long as the maximum number of directors specified under rule 8.1.2 is not exceeded, the directors appointed under rule 8.2.2 can appoint directors who have specialised skills, qualifications and experience in a particular area of expertise relevant to the Corporation's objectives and activities (specialist directors).
- (b) Specialist directors are not required to be members of the Corporation.

- (c) Specialist directors are bound by the rules and obligations of directors under these rules and the Act.
- (d) Specialist directors:
 - (i) are appointed for the term specified in writing by the directors appointed under rule 8.2.2; and
 - (ii) cannot be appointed for a term that exceeds two years, but can be reappointed upon expiry of a term of appointment.
- (e) Specialist directors are able to attend board meetings and general meetings, but do not have the right to vote at such meetings.

8.2.4. Majority of director requirements

- (a) A majority of the directors of the Corporation must be individuals who are Aboriginal and Torres Strait Islander persons.
- (b) A majority of the directors must ordinarily reside in Australia.
- (c) Directors can be employees of the Corporation only if they are employed on a casual basis, which means the employee:
 - (i) has no guaranteed hours of work;
 - (ii) usually works irregular hours;
 - (iii) is not entitled to sick leave or annual leave; and
 - (iv) can terminate their employment without notice, unless notice is required by a registered agreement, award or employment contract.
- (d) The chief executive officer or executive officer cannot be a director and cannot chair directors' meetings.

8.2.5. Consent to act as director

- (a) Before a person can be appointed as a director, that person must give the Corporation a signed consent to act as a director of the Corporation.
- (b) The Corporation must keep the consent.

8.3. Directors on registration

A person becomes a director, secretary or contact person of the Corporation on registration of the Corporation if the person is specified in the application for incorporation and they have given their consent.

8.4. Becoming a director by appointment

8.4.1. Appointment of director to make up a quorum

- (a) As long as the maximum number of directors is not exceeded, the directors of the Corporation can appoint a person as a director to make up a quorum.
- (b) If the total number of directors does not make up a quorum, a person can be appointed under rule 8.4.1(a) to make up a quorum for a directors' meeting.
- (c) If a person is appointed under rule 8.4.1(a), the Corporation must confirm the appointment by resolution at the Corporation's next AGM. If the appointment is not confirmed, the person ceases to be a director of the Corporation at the end of the AGM.

8.4.2. Casual vacancy

- (a) In addition to the Corporation appointing a director under rules 8.2 and 8.4.1, the board of directors can appoint a person as a director where a casual vacancy exists.
- (b) Where the board of directors proposes to appoint a person as a director under paragraph (a) of this rule 8.4.2, they must do so only on the recommendation of a family group for which there is a vacancy on the board of directors.
- (c) If a person is appointed under rule 8.4.2(a), the Corporation must confirm the appointment by resolution at the Corporation's next AGM. If the appointment is not confirmed, the person ceases to be a director of the Corporation at the end of the AGM.

8.5. Term of appointment

- (a) If the application for registration of the Corporation identifies a director who is to be appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the Corporation's registration.
- (b) Subject to rules 8.5(c) and (d), a director must not be appointed for more than 2 years.
- (c) A director is eligible for reappointment.
- (d) If the terms of appointment of all of the directors of the Corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired.

8.6 Alternate directors

- (a) An individual is eligible for nomination as an alternate director if they are an individual who is:
 - (i) a member of the Corporation;
 - (ii) nominated by a family group in accordance with these rules;
 - (iii) recorded on the register of members as a member of the nominating family group referred to in rule 8.6(a)(ii).
- (b) Each family group is entitled to elect one member as alternate director.
- (c) Election of alternate directors will be in accordance with the procedure in rule 8.2.2, as if the reference to ‘directors’ were to ‘alternate directors’.
- (d) A director is able to appoint the alternate director elected by their family group to exercise some or all of the director’s powers for a specified period. Where no period is specified, the appointment will continue until terminated by the director.
- (e) The director is not able to appoint a member who has not been elected by their family group as alternate director to exercise any of the director’s powers under rule 8.6(d).
- (f) For the purpose of rule 8.1.2, alternate directors will not be counted towards the total number of directors (unless and until they are appointed as a director).
- (g) The director is entitled to terminate the alternate director’s appointment as director at any time.
- (h) The appointment of an alternate director by a director (including the scope of the alternate director’s powers) or its termination must be in writing. A copy of the appointment or termination must be given to the Corporation.
- (i) The Corporation will keep a register of alternate directors.
- (j) Alternate directors appointed as directors are subject to the same legal obligations as directors for the period of their appointment.
- (k) Members nominated as alternate directors are entitled to attend directors’ meetings with the director from their Family Group but they are not permitted to vote.
- (l) Specialist directors are not entitled to appoint an alternate.

8.7 How a person ceases to be a director

A person ceases to be a director if:

- (a) the person dies;
- (b) the person resigns as a director as provided for in rule 8.8;
- (c) the term of the person's appointment as a director expires;
- (d) the person is removed as a director by the members as provided for in rule 8.9.1;
- (e) the person is removed as a director by the other directors as provided for in rule 8.10; or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act.

8.8 Resignation of director

- (a) A director can resign as a director by giving notice of resignation in writing to the Corporation.
- (b) A notice of resignation must be in writing.

8.9 Process for removing a director

8.9.1 Removal by members

- (a) The Corporation can, by resolution in general meeting, remove a director from office despite anything in:
 - (i) the Corporation's constitution;
 - (ii) an agreement between the Corporation and the director concerned; or
 - (iii) an agreement between any or all members of the Corporation and the director concerned.
- (b) A notice of intention to move a resolution to remove a director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting can pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- (d) The director concerned is entitled to put his or her case to members:

- (i) giving the Corporation a written statement for circulation to members (see rules 8.9.1(e) and (f)); and
 - (ii) speaking to the motion at the meeting (whether or not the director concerned is a member).
- (e) The Corporation is to circulate the written statement given under rule 8.9.1(d)(i) to members by:
- (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 8.9.1(e)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 8.9.1(d)(i) does not have to be circulated to members if it is defamatory.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
- (i) the replacement director; or
 - (ii) any other director,
- is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

8.10 Removal by other directors

- (a) The only ground on which the directors can remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors can remove a director by resolution.
- (b) Rule 8.10(a) operates despite anything in:
 - (i) the Corporation's constitution;
 - (ii) an agreement between the Corporation and the director concerned; or
 - (iii) an agreement between any or all members and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
 - (i) stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings; and

- (ii) stating that the director concerned has 14 days to object in writing to the removal.
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
 - (i) the directors cannot remove the director concerned;
 - (ii) the Corporation, by resolution in general meeting, can remove the director in accordance with rule 8.9.1.
- (f) If the director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) the replacement director; or
 - (ii) any other director,
 is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed a director.

9. General duties

- (a) The directors (including specialist directors), secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These include, for example:
 - (i) a duty of care and diligence;
 - (ii) a duty of good faith;
 - (iii) a duty of disclosure of material personal interests (see rule 10.2);
 - (iv) a duty not to improperly use position or information;
 - (v) a duty to prevent insolvent trading.
- (b) The directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

10. Functions, powers and duties of directors

10.1. Powers of directors

- (a) The business of the Corporation is to be managed by or under the direction of the directors.
- (b) The directors can exercise all the powers of the Corporation except any that the Act or the Corporation's constitution requires the Corporation to exercise in general meeting.
- (c) The directors will take into account the views of the family group if that family group's rights or interests are affected by any proposed decision of the Corporation.

10.2. Duty of director to disclose material personal interests

- (a) A director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other directors notice of the interest unless rule 10.2(b) says otherwise.
- (b) A director does not need to give notice of an interest under rule 10.2(a) if:
 - (i) the interest:
 - (A) arises because the director is a member and is held in common with the other members;
 - (B) arises in relation to the director's remuneration as a director;
 - (C) relates to a contract the Corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Corporation if it is not approved by the members;
 - (ii) all the following conditions are satisfied:
 - (A) the director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 10.2(a);
 - (B) if a person who was not a director when the notice under rule 10.2(a) was given is appointed as a director, the notice is given to that person;
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - (iii) the director has given a standing notice of the nature and extent of the interest and that notice is still effective.

- (c) The notice required by rule 10.2(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest;
 - (B) the relation of the interest to the affairs of the Corporation;
 - (ii) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.
- (d) The details must be recorded in the minutes of the meeting.
- (e) A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (f) This rule 10.2 does not apply to the Corporation if the Corporation has only 1 director.

10.3 Remuneration

- (a) The directors are not to be paid remuneration.
- (b) Rule 10.3(a) does not prevent:
 - (i) a director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or
 - (ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 10.2 has been complied with.
- (c) The Corporation can pay the directors' travelling and other expenses that the directors incur:
 - (i) in attending directors' meetings or any meetings of committees of directors;
 - (ii) in attending any general meetings of the Corporation;
 - (iii) in connection with the Corporation's business.

10.4 Negotiable instruments

- (a) Any 2 directors of the Corporation, or the director if the Corporation has only 1 director, can sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The directors are able to determine that a negotiable instrument can be signed, drawn, accepted, endorsed or otherwise executed in a different way.

10.5 Delegation

- (a) The directors can by resolution delegate any of their powers to:
 - (i) a committee of directors;
 - (ii) a director;
 - (iii) an employee of the Corporation; or
 - (iv) any other person.
- (b) Delegations should be recorded in writing and kept by the Corporation.
- (c) A delegate must exercise the powers delegated in accordance with any directions of the directors including the duty to report back to the directors.
- (d) The exercise of a power by a delegate is as effective as if the directors had exercised it.

10.6 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) the Corporation or entity must:
 - (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
 - (ii) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract;
 - (ii) the making of the contract was approved in accordance with rule 10.6(a)(i)(A); and
 - (iii) the contract was made:
 - (A) within 15 months after that approval; or
 - (B) before that approval, if the contract was conditional on the approval being obtained,

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

11. Directors' meetings

11.1. Frequency of directors meetings

The directors will meet as often as the directors consider necessary for the good functioning of the Corporation, but must meet at least once every 4 months.

11.2. Calling and giving notice of directors' meetings

- (a) The directors will normally determine the date, time and place of each board of directors' meeting at the previous meeting.
- (b) A directors' meeting can be called by a director giving reasonable notice individually to every other director.
- (c) The date, time and place for a directors' meeting must not unreasonably prevent a director attending.
- (d) Reasonable notice of each directors' meeting must be given to each director. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (e) A resolution passed at a directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the directors' meeting under rule 11.2(d) or in giving notice of any changes to the item, date or place of the directors' meeting.

11.3 Quorum at directors' meetings

The quorum for a directors' meeting is a majority of the directors, and the quorum must be present at all times during the meeting.

11.4 The chairperson and chairing directors' meetings

- (a) At the first meeting of the directors after each annual general meeting of the Corporation at which a majority of the directors were appointed, the directors will elect one director as chairperson and another director as deputy chairperson.
- (b) Subject to these rules, the chairperson and deputy chairperson will remain in their positions until the next election of chairperson and deputy chairperson following the relevant annual general meeting. The chairperson and deputy chairperson will be eligible for re-election.

- (c) The chairperson and deputy chairperson (as applicable) will cease to hold their position if the individual filling the position is:
 - (i) removed from office by a resolution passed by 75% of the directors at a directors' meeting;
 - (ii) ceases to be a director; or
 - (iii) ceases to be a member of the Corporation.
- (d) The role of the chairperson is to:
 - (i) chair directors' meetings, AGMs, general meetings, and other meetings of the Corporation;
 - (ii) meet with any or all of the deputy chairperson, executive officer and other employees of the Corporation between directors' meetings to ensure good governance of the Corporation;
 - (iii) be the contact person of the Corporation for other directors, with respect to Corporation business between directors' meetings.
- (e) The role of the deputy chairperson is to fulfil any of the chairperson's roles where the chairperson is not willing or able to fulfil those roles.
- (f) If the deputy chairperson is not available, or declines to act, for a meeting or any part of a meeting, the directors can elect another director present to chair a meeting, or part of it.

11.5 Use of technology

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

11.6 Resolutions at directors' meetings

11.6.1 Passing of directors' resolutions

- (a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- (b) The chair has a casting vote if necessary in addition to any vote he or she has as a director.

11.6.2 Circulating resolutions if the Corporation has more than 1 director

- (a) The directors can 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 rule 11.6.2(a) can be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 11.6.2(a) is passed when the last director signs.

11.6.3 Resolutions and declarations of 1 director Corporation

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

12. Secretary and contact person

12.1 Requirements for secretary or contact person

12.1.1 Who can be a secretary or contact person

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

12.1.2 Consent to act as secretary or contact person

- (a) The Corporation must receive a signed consent from a person to act as secretary or contact person of the Corporation before that person is appointed as secretary or contact person of the Corporation.
- (b) The Corporation must keep each consent received under rule 12.1.2(a).

12.2 Becoming a secretary or a contact person on registration

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

12.3 How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

12.4 Terms and conditions of office

12.4.1 Terms and conditions of office for secretaries

A secretary holds office on the terms and conditions (including remuneration) that the directors determine.

12.4.2 Terms and conditions of contact person's appointment

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

12.5 Duties of secretary and contact person

12.5.1 Contact person must pass on communications received

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

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

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

12.5.2 Secretary must pass on communications received

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

12.5.3 Effectiveness of acts by secretaries

- (a) An act done by the secretary is effective even if their appointment is invalid because the Corporation or secretary did not comply with the Corporation's constitution or the Act.
- (b) Rule (a) does not deal with the question whether an effective act by a secretary:
 - (i) binds the Corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

13. Execution of document and the common seal of the Corporation

13.1 Corporation can have common seal

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

13.2 Execution of documents

13.2.1 Agent exercising Corporation's power to make contracts

- (a) The Corporation's power to make, vary, ratify or discharge a contract can be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation.
- (b) The power referred to in rule 13.2.1(a) can be exercised without using a common seal.

13.2.2 Execution of documents (including deeds) by the Corporation

- (a) The Corporation is able to execute a document without using a common seal if the document is signed by:
 - (i) 2 directors;
 - (ii) a director and a secretary (if any); or
 - (iii) if the Corporation has only 1 director, that director.
- (b) If the Corporation has a common seal, the Corporation is able to execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 directors;
 - (ii) a director and a secretary; or
 - (iii) if the Corporation has only 1 director, that director.
- (c) The Corporation can execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 13.2.2(a) or (b).
- (d) This rule 13.2.2 does not limit the ways in which the Corporation can execute a document (including a deed).

14. Finances and record keeping

14.1 Application of funds and property

- (a) Subject to the Act and the Corporation's constitution, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the directors to carry out the Corporation's objectives.
- (b) Subject to the Act and the Corporation's constitution, no portion of the funds and property of the Corporation can be paid or distributed to any member of the Corporation.

- (c) Nothing in rule 14.1(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the member as an employee); or
 - (ii) reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

14.2 Minutes of meetings

14.2.1 Obligation to keep minutes

- (a) The Corporation must keep minute books in which it records within 1 month:
 - (i) proceedings and resolutions of general meetings;
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
 - (iii) resolutions passed by members without a meeting;
 - (iv) resolutions passed by directors without a meeting;
 - (v) if the Corporation has only 1 director, the making of declarations by the director.
- (b) The minutes of the meeting can be kept:
 - (i) in writing; or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the Corporation must ensure that, on the recording:
 - (i) each person attending the meeting states their name; and
 - (ii) if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting,signs those minutes within a reasonable time after the first meeting.

- (e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the Corporation must ensure that either:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting;signs a declaration under rule 14.2.1(f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 14.2.1(f) must:
 - (i) identify the audio, or audio-visual, recording;
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded;
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) If the Corporation has only 1 director, that director must sign the minutes of the making of a declaration by that director within a reasonable time after the declaration is made.
- (i) The Corporation must keep its minute books at:
 - (i) its registered office if it is registered as a large Corporation; or
 - (ii) its document access address if it is registered as a small or medium Corporation.
- (j) A minute that is recorded and signed in accordance with this rule 14.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

14.3 Constitution and records

The Corporation must keep:

- (a) an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution);

- (b) written records relating to:
 - (i) the names and addresses of the Corporation's current officers and secretary or contact person (as the case may be);
 - (ii) the Corporation's registered office (if any); and
 - (iii) the Corporation's document access address (if any).

14.4 Financial records

14.4.1 Obligation to keep financial records

- (a) The Corporation must keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) would enable true and fair financial reports to be prepared and audited.
- (b) The obligation in rule 14.4.1(a) extends to transactions undertaken as trustee.

14.4.2 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.

14.5 Physical format

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

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

14.6 Place where records are kept

If the Corporation is registered as:

- (a) a large corporation, the records that the Corporation is required to keep under rules 14.3 and 14.4 must be kept at the Corporation's registered office; or
- (b) a small or medium corporation, the records that the Corporation is required to keep under rules 14.3 and 14.4 must be kept at the Corporation's document access address.

14.7 Right of access to Corporation books by director or past director

- (a) A director is entitled to inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a director is entitled to inspect the books of the Corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (c) The right in rule 14.7(b) continues for 7 years after the person ceases to be a director.
- (d) A person authorised to inspect books under this rule 14.7 for the purposes of a legal proceeding can make copies of the books for the purposes of those proceedings.
- (e) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.7.
- (f) This rule 14.7 does not limit any right of access to Corporation books that a person has apart from this rule 14.7.

14.8 Access to financial records by directors

- (a) A director has a right of access to the records that the Corporation is required to keep under rule 14.3 or rule 14.4.
- (b) On application by a director, the court can authorise a person to inspect on the director's behalf the records that the Corporation is required to keep under rule 14.3 or rule 14.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 14.8(a) is entitled to make copies of the records unless the court orders otherwise.

14.9 Members' access to minutes

- (a) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10am to 12noon and from at least 2pm to 4pm.
- (b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within 7 days of a member's written request for inspection.
- (c) The Corporation must make minutes available free of charge.
- (d) A member can ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by members without a meeting.
- (e) If the Corporation does not require the member to pay for the copy under rule 14.9(d), the Corporation must send the copy:
 - (i) within 14 days after the member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (f) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

14.10 Inspection of books by members

The directors, or the Corporation by a resolution passed at a general meeting, can authorise a member to inspect the books of the Corporation.

14.11 Access to governance material

14.11.1 Corporation to provide member with rules, if requested

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

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

14.11.2 Registered office

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

14.11.3 Document access address

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

14.11.4 General provisions regarding access to rules

The rule book of the Corporation includes:

- (i) the Corporation's constitution;
- (ii) any replaceable rules that apply to the Corporation;
- (iii) any other material concerning the internal governance of the Corporation that is described.

15. Auditor

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

16. Annual reporting

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

17. Dispute resolution process

17.1. Overview

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

- (a) members;
- (b) members and directors; or
- (c) directors.

17.2. Informal negotiations

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

17.3. Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 17.2 within 10 business days, any party to the dispute can give a dispute notice to the other parties.
- (b) A dispute notice must be in writing, and must say what the dispute is about.
- (c) A copy of the notice must be given to the Corporation.

17.4. Seeking assistance from the Registrar

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the Corporation's rule book, the directors or any party to the dispute can seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.

17.5. Referring dispute to the directors

The directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the Corporation receives the dispute notice.

17.6. Referring dispute to a general meeting

- (a) If the directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the Corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the Corporation receives a dispute notice.
- (b) When passing any resolution about a dispute, the members in the general meeting are subject to the Act and the rule book.

18. Notices

18.1. General

- (a) Unless the Act or the rule book otherwise require, notices must be given in writing (including by fax).
- (b) Notices of directors' meetings given under rule 11.2(b) can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.

18.2. How a notice to a member can be given

Unless the Act or these rules require otherwise, a notice or communication to a member can be given:

- (a) personally;
- (b) left at a member's address as recorded in the register of members;
- (c) sent by pre-paid ordinary mail to the member's address as recorded in the register of members;
- (d) sent by fax to the member's current fax number for notices (if the member has nominated one);
- (e) sent by email to the member's current email address (if the member has nominated one).

18.3. When notice taken as being given

Unless the Act or this rule book require otherwise:

- (a) if a notice or communication is given by post, it is taken to have been given 3 days after posting;
- (b) if a notice or communication is given electronically (including by fax or email), it is taken to have been given at 9am on the next business day.

19. Winding up

19.1. Resolution to distribute surplus assets

Subject to rule 19.2, where:

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

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

19.2. No distribution of surplus asset to members

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

19.3. Distribution of surplus assets to a similar Corporation

If any surplus remains following the winding up of the Corporation, the surplus will be given or transferred to another Aboriginal association, institution or corporation in Australia which:

- (a) has objects which are similar to the objectives of the Corporation as set out in this rule book;
- (b) has a constitution which requires its income and property to be applied in promoting its objects;
- (c) has a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed in the Corporation by these rules; and
- (d) meets the requirements of Item 4.1 in the table in section 30-45(1) of the *Income Tax Assessment Act 1997* (Cth).

20. Amendment of the constitution

20.1. Corporation wants to change the constitution

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

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

20.2. Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the special resolution is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the special resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution;
 - (iii) a directors' statement signed by:
 - (A) 2 directors; or
 - (B) if there is only 1 director, that director,to the effect that the special resolution was passed in accordance with the Act and the Corporation's constitution; and
 - (iv) a copy of the constitutional change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
 - (i) the documents referred to in rule 20.2(a);
 - (ii) proof that the extra requirement has been met,within 28 days after the extra requirement has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's constitution as it would be if the Registrar registered the change, it must do so.

20.3. Date of effect of change

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

21. The Dja Dja Wurrung Clans Aboriginal Corporation Gift Fund

- (a) The Corporation can maintain for the main purpose of the Corporation a gift fund to be named, “The Dja Dja Wurrung Clans Aboriginal Corporation Gift Fund”, which can:
 - (i) receive gifts of money or property for the purposes of achieving the objectives of the Corporation;
 - (ii) have credited to it any money received by the Corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that stated at rule 21(a)(i).
- (c) The Corporation will use gifts made to the gift fund and any money received because of them only for the principal objective of the Corporation.
- (d) Receipts issued for gifts to the gift fund must state:
 - (i) the full name of the Corporation;
 - (ii) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation;
 - (iii) the fact that the receipt is for a gift.
- (e) As soon as:
 - (i) the gift fund is wound up; or
 - (ii) the Corporation’s endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953* (Cth),any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997* (Cth).

22. Executive Officer

- (a) The corporation can employ an Executive Officer who has overall management responsibility for the Corporation.
- (b) The Executive Officer will be primarily and directly responsible to the directors for the general and overall management of the Corporation.

Special Rules for COVID-19

General

- Special rule 1. *Special rule* means this rule and the following numbered rules marked with the words ‘Special rule’ which have been added to this rule book by the Registrar of Aboriginal and Torres Strait Islander Corporations under section 69-35(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).
- Special rule 2. The special rules apply for the purpose of enabling the directors of the corporation, acting in good faith and in the best interests of the corporation, to respond appropriately to risks associated with the spread of COVID-19.
- Special rule 3. The special rules apply despite any other rule in this rule book.
- Special rule 4. The special rules will operate until 30 November 2020.

Postponement and cancellation of meetings

- Special rule 5. A majority of directors may postpone or cancel a general meeting which has been called.
- Special rule 6. A majority of directors may postpone or cancel a directors’ meeting which has been called or is otherwise required to be held by this rule book.

Circulating resolutions

- Special rule 7. This rule does not apply to special resolutions and resolutions to remove directors.

The members may pass a resolution without a general meeting being held if:

- (a) at least 21 days’ notice of the proposed resolution has been given by the corporation to all members in writing, either electronically or in hard copy, and
- (b) within 28 days of the notice being given to members, a majority of the members entitled to vote on the resolution approve the resolution in writing, either electronically or in hard copy, in a form that enables the members’ identity to be reasonably verified.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 28 days of notice being given to the members.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of the members who approved the resolution, and the minutes must be kept, either electronically or in hard copy, with the corporation's minute books in accordance with section 220-5 of the CATSI Act.

Special rule 8. The directors may pass a resolution without a directors' meeting being held if:

- (a) at least 7 days' notice of the proposed resolution has been given to all directors in writing, either electronically or in hard copy, and
- (b) 75% of the directors are in favour of the resolution, and
- (c) within 14 days of notice being given to directors, each director who is in favour of the resolution records his or her agreement to the resolution in writing, either electronically or in hard copy.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 14 days of notice being given to the directors.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of each director who agreed to the resolution, and the minutes must be kept, either electronically or in hard copy, with the corporation's minute books in accordance with section 220-5 of the CATSI Act.

Virtual meeting forums

Special rule 9. Instead of being held at a physical place, a **general meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that gives members as a whole a reasonable opportunity to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

Special rule 10. Notice of a general meeting may be given by electronic means, including by publishing the notice online and sending a link to members and other persons entitled to attend the meeting.

Special rule 11. If at least 21 days' notice has been given of a general meeting, the corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.

Special rule 12. Instead of being held at a physical place, a **directors' meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that allows all the directors to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

Voting at meetings

Special rule 13. If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows the members to clearly indicate whether they are for or against the resolution.

Schedule 1. Dictionary and Interpretation

1. Dictionary

In this rule book, the following terms have the definitions indicated:

Aboriginal Cultural Heritage has the same meaning as the *Aboriginal Heritage Act 2006* (Vic).

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

Aboriginal and Torres Strait Islander person means the following:

- (a) an Aboriginal person;
- (b) a Torres Strait Islander;
- (c) an Aboriginal and Torres Strait Islander person;
- (d) a Torres Strait Islander and Aboriginal person;
- (e) an Aboriginal and Torres Strait Islander corporation;
- (f) a body corporate prescribed by name in the regulations made under the Act
- (g) a body corporate in which a controlling interest is held by any, or all, of the following persons:
 - (i) Aboriginal persons;
 - (ii) Torres Strait Islanders;
 - (iii) Aboriginal and Torres Strait Islander persons;
 - (iv) Torres Strait Islander and Aboriginal persons.

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

Alternate director means a person elected as alternate director pursuant to **rule 8.6**.

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

Applicant means a person who is eligible to become a member of the Corporation and has applied to become a member in accordance with **rule 5.2**.

Board of directors means the people elected or appointed according to **rule 8** to manage the affairs of the Corporation in accordance with the Act and this rule book.

Board of directors' minute book means the books and records in which the minutes of all directors' meetings (made under **rule 14.2.1**) and copies of any written resolutions passed without a directors' meeting (under **rule 11.6.2**) are kept.

Books include a register, any record of information, financial reports or records, or documents of the **Corporation** however compiled, recorded or stored.

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

Circulating resolution means a resolution of the board of directors passed according to **rule 11.6.2**.

Common seal means the common seal of the Corporation referred to in **rule 13**.

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

Contact person means a person elected or appointed according to **rule 12**.

Corporation means the Dja Dja Wurrung Clans Aboriginal Corporation.

Customary law interests means the rights and interests of the Dja Dja Wurrung People in Dja Dja Wurrung Country including but not limited to:

- (a) rights to give and deny permission to access the land and waters in Dja Dja Wurrung Country;
- (b) rights to give and deny permission to take and/or use the natural and living resources of Dja Dja Wurrung Country;
- (c) rights to protect sites of significance and other Aboriginal cultural heritage in Dja Dja Wurrung Country;
- (d) rights to occupy, use and enjoy the land and waters in Dja Dja Wurrung Country; and
- (e) rights to give and deny permission to use Aboriginal cultural heritage and cultural knowledge relating to Dja Dja Wurrung Country.

Director means a person who holds office as a member of the board of directors of the Corporation in accordance with **rule 8**.

Directors' meeting refers to meetings of the board of directors held in accordance with **rule 11**.

Dispute has the meaning given in **rule 17**.

Dispute resolution process means the process set out in **rule 17**.

Dja Dja Wurrung Person is defined in Schedule 3.

Family groups means the descendants of each of the ancestors identified in item 2 of Schedule 3 and **family group** means the descendants of one of them.

General meeting refers to both special general meetings and annual general meetings of the members of the Corporation called and held in accordance with **rule 7**.

General meeting minute book means the books and records in which the minutes of all general meetings (made under **rule 14.2.1**) and copies of any written resolutions passed without a general meeting (under **rule 7.12**) are kept.

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

Material personal interest has the meaning given to it in **rule 10.2**.

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

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

Native title rights and interests has the meaning given to that term in the Native Title Act.

Objectives means the objectives set out in **rule 3**.

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

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

Proxy form means the form included in Schedule 2—Appointment of proxy.

Proxy means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to **rule 7.14**.

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

Register of members means the register of members kept according to **rule 5.2.6**.

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

Replaceable rule is a rule under the Act that can be either apply as is or changed.

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

Secretary means a person elected or appointed according to **rule 12**.

Set law means provisions extracted from the **Act**.

Special general meeting or SGM means a general meeting other than an annual general meeting.

Special resolution means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Specialist directors are directors appointed pursuant to **rule 8.2.3**.

Surplus assets has the meaning given in **rule 19**.

Torres Strait Islander means a descendant of an indigenous inhabitant of the Torres Strait Islands.

2. Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes other genders;
- (c) the words 'including', 'include' and 'includes' are to be read without limitation;
- (d) a reference to:
 - (i) legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
 - (ii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
 - (iii) a rule or schedule is a reference to a rule or scheduled, as the case may be, of this document;
- (e) headings, notes and footnotes are used for convenience only and are not intended to affect the interpretation of these rules;
- (f) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules;
- (g) any inconsistency with the Act is to be resolved in favour of the Act.

Schedule 2. Proxy form

APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islander) Act 2006

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

Of _____
(address of member)

Being a member of the Dja Dja Wurrung Clans Aboriginal Corporation

Hereby appoint: _____
(full name of proxy)

Of: _____
(address of member)

being a member of the Dja Dja Wurrung Clans 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: _____

NOTE: A person must not exercise proxies for more than 3 members. A proxy vote may not be given to a person who is not a member of the Corporation.

Schedule 3. Definition of Dja Dja Wurrung Person

1. **Dja Dja Wurrung Person** means a person from the traditional owner group that consists of Aboriginal persons (Dja Dja Wurrung traditional owners) who:
 - (a) are descended by birth or cultural adoption through either parent from Aboriginal ancestors identified as being associated with Dja Dja Wurrung country during the mid-nineteenth century by birth, place of burial and/or other connection, such as living on Dja Dja Wurrung country; and
 - (b) have activated inherited rights as traditional owners through:
 - (i) self-identifying as a Dja Dja Wurrung person by asserting to be a Dja Dja Wurrung person; and
 - (ii) having an active association with Dja Dja Wurrung country, at minimum demonstrated by showing interest in Dja Dja Wurrung business and country; and
 - (c) being recognised and accepted by other Dja Dja Wurrung traditional owners:
 - (i) as a member of the Dja Dja Wurrung; or
 - (ii) through demonstrating how a person satisfies paragraphs (a) and (b).
2. The identified Aboriginal ancestors referred to in item 1(a) of this Schedule 3 are:
 - (a) **Leonard Kerr** (born circa 1854 at Mount Hope, or Loddon Victoria. Parents recorded as Curr and Peggie on marriage certificate. Married Bella Gorrie at Coranderrk in 1875 and later Margaret Briggs in 1883);
 - (b) **Emma Curr** (born circa 1853 at Kelly's station, Bendigo Creek or Terrick Terrick, Victoria, died April 1886 at Barham Station, NSW. Married Alick Campbell in 1873 at Coranderrk);
 - (c) **David Harrison** (born circa 1800, died at St. Arnaud, Victoria April 27 1861, Married Mary) and his son Captain Harrison (born 1839 at Carr's Plain or 1838 in Donald. Married Sarah Ross/Rosson and later Margaret Green in 1883 at Ebenezer. Died 1908 at Coranderrk);
 - (d) **Finemore Jackson** (born circa 1868/1869 at Mount Hope, Victoria. Married Gertrude Vincent November 1895 at Moama while resident at Cummeragunja);
 - (e) **King Girribong** (associated with the Boort area in the mid-1840s. Married Matty), his son Logan, who may also have been known as Lerimburneen (King Billy - Logan) (born circa 1835 at the Loddon or Murray Plains, died 1865 at the Loddon River. Married Ginny in 1855 at Loddon or Murray Plains, Belay and Kitty), Logan's sons Robert Nicholls (born circa 1849 or 1854 at West Charlton

or Nicholls Station, Victoria, died 1929), and Walpanumin (Jacky Logan) (born circa 1846 at the Richardson River or East Charlton, Victoria);

- (f) **Gilpoon-Mouning**, and her daughter **Caroline Malcolm** (born 1846 at Menzies Station Loddon, died 1889. May have been recorded in the Mt Franklinford 1863 census as residing at Bullock Creek. A Coranderrk burial registry lists Caroline's tribe as being from the Loddon);
- (g) **Mary Jane**, and her son **Henry Harmony Nelson** (born 1855 at Majorca/Loddon, died circa 1919 at Tocumwal NSW. Married Margaret Stone (alias McDonald) in 1880 at Coranderrk. Spent some time with his family at Framlingham in 1884 to 1891);
- (h) **Nelson Trobullock** and **Nora Wan-nanee**, and their son **John Terrick** (born, circa 1835 o 1843 at Terrick Terrick in the Mount Hope district, died 1922. Described as belonging to the Bendigo tribe. Lived for some time at Coranderrk Station);
- (i) **Jamie Warbot** ("Pretty Boy") and **Katie**, and their son **John Charles** (born, circa 1852 at Bacchus Marsh, or Avoca, died 1884. Married Eliza Briggs in 1875 at Coranderrk. Spent much of his life at Coranderrk. John Charles is recorded as having been the half-brother of Thomas Dunolly);
- (j) **Thomas Dunolly** (born circa 1854 at Dunolly, Victoria, died 1923. Parents were Willie and Betsy. Recorded in a census at Mr Franklinford Station in 1863. Lived in Coranderrk Station circa 1867. Married Jessie Hamilton in 1876 at Coranderrk and later married Jemima Wandin in 1910 at Coranderrk. Recorded as being a member of the Mt Franklin tribe or Monulgundeech tribe in 1863);
- (k) **Tommy Avoca / Deardjoo Warramin** (born Mt Franklin circa 1834. Recorded as "the old Jajowrong Tommy Avoca (Deardjoo Warramin, c. 1834-1894)". At the Coranderrk inquiry stated that he "came from Mount Franklin");
- (l) **Alfred Davis** (Alfred told the Coranderrk inquiry in November 1881 that he was born "on the Loddon");
- (m) **Tommy Farmer/ Birn Burman** (born Loddon, Castlemaine circa 1834. Marriage certificate states that he was "head of the Loddon, Castlemaine district");
- (n) **Samuel Kinnear / Mapooungun** (Recorded as "of the Yurra Yurra (Charlton-Avoca) tribe");
- (o) **William Parker** (At the Coranderrk Inquiry in 1881 stated that he was born at Jim Crow);

- (p) **Catherine (Kate/Kitty) Robinson** (possibly known as Kitty, born at Bridge Water circa 1826, died 1886 at Swan Hill. A Catherine Robinson was recorded in a list of burials at the Coranderrk Cemetery dated 1876-1943);
- (q) **Martin Simpson** (the Albury Border Post noted in October 1887 that Martin Simpson was “a native of Jim Crow and belonged to the Gejoworrung tribe”. At the Coranderrk inquiry in 1881 stated that he was born at Jim Crow but did not know his age); and
- (r) **Charlotte Williams** (according to marriage certificate, born at Franklin, Talbot circa 1851).

Schedule 4. Application to be an observer

In accordance with rule 5.9, an observer should provide the information in this form at least 5 days before a meeting which the Observer wishes to attend.

Dja Dja Wurrung Clans Aboriginal Corporation

Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, _____
(First name) (Other names)

(Surname)

Of: _____
(Address)

Hereby apply to be an observer for the following meeting:

_____ on: _____
Date

I agree to abide by the code of conduct of the Corporation and other directions of the chair of the meeting and the Corporation.

NOMINATION.

Applications to attend a meeting as an observer should be nominated by a member of the Corporation.

Nominated by: _____
Please print name

Signed by nominator : _____ Date: _____