

**THE RULE BOOK OF
MARPUTU ABORIGINAL CORPORATION
(ICN 8085)**

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PREAMBLE

- A. The Marputu Aboriginal Corporation:
- (a) is established to hold in trust the Native Title Rights and Interests determined to exist in the Determination Area;
 - (b) will assist the Common Law Holders in protecting those Native Title Rights and Interests; and
 - (c) will be guided by the aspirations that the Common Law Holders have for their land, law and culture.
- B. The Common Law Holders intend to use the Marputu Aboriginal Corporation to:
- (a) assist with relieving the poverty, misfortune, disadvantage and suffering of the Common Law Holders;
 - (b) assist in maintaining Traditional Law and Custom in the Determination Area; and
 - (c) to look after land, law and culture for current and future generations.

1. NAME

- 1.1 The name of the Corporation is Marputu Aboriginal Corporation.

2. INTERPRETATION

- 2.1 See Schedule 1 – ‘Dictionary and Interpretation’ for the meanings of terms and phrases used in this Rule Book.

3. OBJECTIVES

- 3.1 The objectives of the Corporation are to:
- (a) hold the Native Title Rights and Interests in trust for the Common Law Holders;
 - (b) be the Registered Native Title Body Corporate in relation to the Determination Area for the purposes of sections 56 and 57 of the NTA;
 - (c) perform the functions of a Registered Native Title Body Corporate that holds Native Title Rights and Interests in trust for the Common Law Holders;
 - (d) maintain, protect, preserve, promote and support land, law and culture as practiced and observed in accordance with Traditional Law and Custom;
 - (e) identify and support any Common Law Holder whose Native Title Rights and Interests have been or may be Affected;

- (f) negotiate, enter into and manage agreements in relation to native title matters on behalf of the Common Law Holders;
- (g) relieve the poverty, misfortune, disadvantage and suffering of the Common Law Holders;
- (h) advance the cultural, social, political, economic and legal interests of the Common Law Holders, including by assisting them to establish legal entities to achieve these objects;
- (i) on behalf of the Common Law Holders, invest and spend money received from the Commonwealth, the State of Western Australia and from other sources;
- (j) hold title to any Vested Land;
- (k) help build trust and friendship between the Common Law Holders, Aboriginal and non-Aboriginal people; and
- (l) operate and maintain a gift fund to be known as 'Marputu Aboriginal Corporation Gift Fund RNTBC' in accordance with the requirements of the *Income Tax Assessment Act 1997* (Cth).

3.2 In carrying out the objects set out in Rule 3.1, the Corporation shall ensure that no portion of the funds or property of the Corporation are paid or applied directly or indirectly by way of:

- (a) dividends;
- (b) bonus; or
- (c) otherwise by way of profit to any Member or Common Law Holder,

except for the payment in good faith of reasonable and proper remuneration to any Member, Officer, servant, agent or employee of the Corporation, for, or in return for, services actually rendered to the Corporation.

3.3 Without limiting the generality of the objects referred to in Rule 3.1, the Corporation intends to advance those objects at Rules 3.1(a) – (d) once it becomes a Registered Native Title Body Corporate.

4. POWERS AND FUNCTIONS OF THE CORPORATION

4.1 The Corporation shall, subject to the Act, the Regulations, the PBC Regulations and this Rule Book, have the power to do all such lawful things necessary or desirable for the purpose of achieving the objects of the Corporation.

4.2 Without limiting Rule 4.1, in order to perform its functions, the Corporation may, on behalf of the Common Law Holders and in accordance with these Rules:

- (a) consult other persons or bodies;
- (b) enter into agreements;

- (c) exercise procedural rights under the NTA or otherwise;
- (d) accept notices required by any law of the Commonwealth or the State of Western Australia to be given to the Common Law Holders; and
- (e) appoint and remove or suspend contractors, employees and agents and determine the powers, duties and payments of contractors, employees or agents.

4.3 Before making a Native Title Decision, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with the PBC Regulations as outlined in Rule 12.3.

5. MEMBERSHIP OF THE CORPORATION

Who can become a Member?

5.1 A person is eligible to be a Member if that person:

- (a) is at least 18 years of age; and
- (b) is a Common Law Holder.

Membership on registration

5.2 A person becomes a Member upon registration if the Corporation is registered in accordance with the Act and the NTA and the person's name is entered on the Register of Members.

Membership by application

5.3 A person becomes a Member if:

- (a) the person completes the Application for Membership form contained in Schedule 3 (as amended from time to time);
- (b) the person is eligible to be a Member (see Rule 5.1);
- (c) the Directors accept the application to be a Member (see Rules 5.4 – 5.9); and
- (d) the person's name, contact details and the date they became a Member are entered on the Register of Members (see Rule 5.10).

Deciding membership applications

5.4 The Directors must consider and decide applications to be a Member.

5.5 Applications must be considered and decided in the order in which the Corporation receives them.

- 5.6 The Directors must not accept an application to be a Member of the Corporation unless the applicant:
- (a) applies according to Rule 5.3(a); and
 - (b) meets all the eligibility requirements to be a Member.
- 5.7 The Directors may delay the acceptance or otherwise of an application to be a Member if the Directors consider they require further information from the applicant or advice from the Members or Common Law Holders as to whether the applicant meets all the eligibility requirements to be a Member.
- 5.8 The Directors may refuse to accept an application to be a Member if the applicant has:
- (a) not applied in accordance with Rule 5.3;
 - (b) not met all the eligibility requirements to be a Member in Rule 5.1; or
 - (c) previously had their Membership cancelled under Rule 5.22.
- 5.9 Where Directors refuse to accept an application to be a Member, they must notify the applicant in writing of the decision and the reasons for it.

Entry on the Register of Members

- 5.10 If the Directors accept an application to be a Member, then subject to Rule 5.11, the applicant's name, contact details and the date on which they became a Member must be entered on the Register of Members within 14 days.
- 5.11 If:
- (a) the applicant applies to be a Member after a notice has been given for the holding of a General Meeting; and
 - (b) the General 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.

Membership fees

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

Members' rights

- 5.13 In addition to rights under the Act, Members:
- (a) can attend, speak at and participate in and be involved with decision-making at a General Meeting;
 - (b) can be elected or appointed as a Director (see Rule 9.2(b));

- (c) cannot be removed as a Member unless the Directors and the Corporation have complied with Rules 5.22 – 5.31;
 - (d) can put forward resolutions to be considered at a General Meeting in accordance with Rules 8.28 – 8.30;
 - (e) ask the Directors to call a General Meeting in accordance with Rules 8.11 - 8.14;
 - (f) can access the following books and records of the Corporation:
 - (i) the Register of Members (see Rule 7.12);
 - (ii) the minute books (see Rule 14.8);
 - (iii) the Corporation's Rule Book (see Rule 15.8);
 - (iv) certain reports prepared by or for the Directors and the Corporation, in accordance with the Act;
 - (g) can look at any other records or books of the Corporation if:
 - (i) the Directors; or
 - (ii) the Members at a General Meeting,authorise them to do so (see Rule 15.9); and
 - (h) can have any dispute with another Member, the Directors, the Corporation or Common Law Holders dealt with under the dispute resolution process in Rule 17.
- 5.14 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.

Members' responsibilities

- 5.15 Each Member must:
- (a) comply with the Act and this Rule Book;
 - (b) let the Corporation know if they change their address;
 - (c) treat other Members with respect in accordance with Traditional Law and Custom;
 - (d) behave in a way that does not significantly interfere with the operation of the Corporation or of the meetings of the Corporation;
 - (e) endeavour to attend General Meetings (including AGMs) or give their apologies; and
 - (f) consider, be guided by and, where possible, comply with Traditional Law and Custom.

Liability of Members

- 5.16 Members do not have to pay Corporation debts if the Corporation is wound up.
- 5.17 Members and former Members are not liable to contribute towards the payment of the debts and liabilities of the Corporation.

How a person stops being a Member

- 5.18 A person will stop being a Member if the person:
- (a) resigns as a Member (see Rule 5.20);
 - (b) passes away; or
 - (c) has their membership cancelled (see Rule 5.22).
- 5.19 The Member ceases to be a Member when the Member's name is removed from the Register of Members as a current member of the Corporation.

Resignation of Members

- 5.20 A Member may resign by giving notice to the Corporation in writing, by telephone or in person.
- 5.21 Within 14 days after receiving the notice, the Corporation must remove the Member's name from the Register of Members.

Membership may be cancelled

- 5.22 A membership may be cancelled if a Member:
- (a) is not eligible (or has ceased to be eligible) to be a Member (see Rules 5.1 and 5.23 – 5.26);
 - (b) is un-contactable (see Rules 5.27 – 5.28); or
 - (c) has misbehaved (see Rules 5.29 – 5.30).

If the Member is ineligible

- 5.23 The Directors may by resolution cancel a membership if the Member does not meet the eligibility requirements in Rule 5.1. Before cancelling the membership, the Directors must give the Member notice in writing stating that the:
- (a) Directors intend to cancel the membership for the reasons specified in the notice; and
 - (b) Member has 14 days to object in writing, by telephone or in person to the cancellation of the membership.

- 5.24 If the Member does not object, the Directors must cancel the membership.
- 5.25 If the Member does object:
- (a) the Directors must not cancel the membership; and
 - (b) the Directors may refer the matter of whether the membership should be cancelled to a General Meeting.
- 5.26 If the membership is cancelled, the Directors must provide the Member with a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting) as soon as practicable after the resolution has been passed.

If the Member is un-contactable

- 5.27 A membership may be cancelled by Special Resolution at a General Meeting if the Corporation:
- (a) has not been able to contact the Member at their address as entered on the Register of Members for a continuous period of two years before the General Meeting; and
 - (b) has made two or more reasonable attempts to contact the Member in another way during that two year period but has been unable to.
- 5.28 If the Corporation cancels the membership under Rule 5.27, the Directors must send the Member a copy of the resolution at their last known address as soon as practicable after the resolution has been passed.

If the Member misbehaves

- 5.29 A membership may be cancelled by Special Resolution at 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.
- 5.30 If the Corporation cancels the membership under Rule 5.29, the Directors must send the Member a copy of the resolution at their last known address, as soon as practicable after the resolution has been passed.

Amending Register of Members after a membership is cancelled

- 5.31 Within 14 days of a membership being cancelled, the Corporation must remove the Member's name from the Register of Members, and place it on the Register of Former Members.

6. OBSERVERS

- 6.1 The Corporation does not have Observers.

7. REGISTERS OF MEMBERS AND FORMER MEMBERS

Register of Members

- 7.1 The Corporation must set up and maintain a Register of Members.
- 7.2 The Register of Members must contain:
- (a) the Member's given and family name;
 - (b) the Member's address;
 - (c) the date on which the Member's name was entered on the Register of Members.
- 7.3 The Register of Members may also contain any other name by which the Member is or was known, such as their Aboriginal name.
- 7.4 If the Corporation is informed by a Member of any corrections that need to be made to the Member's entry – including at the AGM – the Corporation must update the Register of Members within 14 days of that advice.

Register of Former Members

- 7.5 The Corporation must set up and maintain a Register of Former Members.
- 7.6 The Register of Former Members must contain the following information about each individual who stopped being a Member of the Corporation within the last seven years:
- (a) the Member's given and family name;
 - (b) the Member's address when they ceased to be a Member;
 - (c) the date on which the Member's name was entered on the Register of Members;
 - (d) the date on which the individual stopped being a Member; and
 - (e) whether the Member stopped being a Member due to Rule 5.18(a), 5.18(b) or 5.18(c).
- 7.7 The Register of Former Members may also contain any other name by which the Member is or was known, such as their Aboriginal name.
- 7.8 The Corporation may maintain the Register of Former Members in one document with the Register of Members.

Location of Registers

- 7.9 The Corporation must keep the Registers at its:
- (a) registered office, if it is registered as a large corporation; or
 - (b) document access address, if it is registered as a small or medium corporation.

Inspection and copies of Registers

- 7.10 The Registers must be open for inspection by any person, and any person has a right to inspect the Registers.
- 7.11 If the Registers are kept on a computer, the Corporation must allow the person to inspect a hard copy of the Registers (unless the person and the Corporation agree that the person may access the Registers by computer).
- 7.12 A Member may inspect the Registers without charge.
- 7.13 A person who is not a Member or a Former Member may inspect the Registers only on payment of any fee required by the Corporation.
- 7.14 The Corporation must give a person a copy of the Registers (or a part of either Register) within seven days (or such longer period as the Registrar may allow) if the person:
- (a) asks for the copy; and
 - (b) pays any fee required by the Corporation.

Making the Register of Members available at AGM

- 7.15 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:
 - (i) check the entry for that Member in the Register of Members; and
 - (ii) inform the Corporation of any corrections that need to be made to that entry.

8. GENERAL MEETINGS, INCLUDING AGMS

Timing of AGMs

- 8.1 The Corporation must hold an AGM before the end of November each year.
- 8.2 The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM, provided the application is made before the end of November that year.

Business of AGMs

- 8.3 The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
- (a) confirming the minutes from the previous General Meeting;
 - (b) considering reports that, under Chapter 7 of the Act, are required to be presented at the AGM;
 - (c) electing Directors;
 - (d) choosing an auditor (if any) and agreeing on a fee;
 - (e) checking the Register of Members; and
 - (f) asking questions:
 - (i) about the management of the Corporation (see Rule 8.4); and
 - (ii) of the Corporation's auditor (if any) (see Rule 8.5).

Questions and comments by Members at AGM

- 8.4 The chair of an AGM must allow a reasonable opportunity for the Members as a whole at the AGM to ask questions about or make comments on the management of the Corporation.
- 8.5 If the Corporation's auditor or the auditor's representative is at an AGM, the chair of the AGM must allow a reasonable opportunity for the Members as a whole at the AGM to ask the auditor or the auditor's representative questions relevant to the:
- (a) conduct of the audit; and
 - (b) preparation and content of the auditor's report; and
 - (c) accounting policies adopted by the Corporation in relation to the preparation of the financial statements; and
 - (d) independence of the auditor in relation to the conduct of the audit.

General Meetings

- 8.6 A General Meeting must be held:
- (a) for a proper purpose; and
 - (b) at a reasonable time and place.
- 8.7 The location of each General Meeting will be decided by the Members at the previous General Meeting.
- 8.8 The Corporation may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

- 8.9 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.

Calling or Requesting General Meetings

By the Directors

- 8.10 The Directors can pass a resolution to call a General Meeting.

By Members

- 8.11 A Member can request the Directors to call a General Meeting

- 8.12 The Directors must call and arrange to hold a General Meeting on the request of the required number of Members below:

- (a) where the Corporation has between 2 and 10 Members – at least 1 Member;
- (b) where the Corporation has between 11 and 20 Members – at least 3 Members; and
- (c) where the Corporation has more than 20 Members – the greater of 5 members or 10% of the Members.

- 8.13 A request under Rule 8.12 must:

- (a) be in writing; and
- (b) state any resolution to be proposed at the meeting; and
- (c) be signed by the Members making the request; and
- (d) nominate a Member (the ***nominated member***) to be the point of contact on behalf of the Members making the request; and
- (e) be given to the Corporation.

- 8.14 Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

- 8.15 If the Directors resolve:

- (a) that a request under Rule 8.12 is frivolous or unreasonable; or
- (b) that complying with the request would be contrary to the interests of the Members as a whole,

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

- 8.16 The application to the Registrar must:
- (a) be in writing;
 - (b) set out the ground on which the application is made; and
 - (c) be made within 21 days after the request is made.
- 8.17 The Directors must, as soon as practicable after making the application to the Registrar, give the nominated member notice that an application has been made.
- 8.18 If a Director has not applied to the Registrar for permission to deny the request, the Directors must call the meeting within 21 days after the request is made.
- 8.19 If a Director has applied to the Registrar for permission to deny the request, and the Registrar's decision is that the ground for the application is not made out, the Directors must call the meeting within 21 days after being notified of the Registrar's decision.

Notice for General Meetings

- 8.20 Subject to Rule 8.22, at least 21 days' notice must be given of a General Meeting.
- 8.21 At least 21 days' notice must be given of a General Meeting at which a resolution will be moved to:
- (a) remove a Director under Rule 9.15; or
 - (b) appoint a Director in place of a Director removed under Rule 9.15; or
 - (c) remove an auditor.
- 8.22 The Corporation may call:
- (a) an AGM on shorter notice if all Members agree beforehand; and
 - (b) any other General Meeting on shorter notice if at least 95% of the Members agree beforehand.

The Corporation cannot call an AGM or other General Meeting on shorter notice if it is a meeting of the kind referred to in Rule 8.21.

- 8.23 The Corporation must give written notice of a General Meeting to the following persons:
- (a) each Member;
 - (b) each Director;
 - (c) the Secretary or Contact Person; and

- 8.24 The Corporation may give the notice of the General Meeting to a Member:
- (a) personally; or
 - (b) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member; or
 - (d) by sending it to the Member by other electronic means (if any) nominated by the Member; or
 - (e) by placing the notice on community notice boards.
- 8.25 A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- 8.26 A notice of a General Meeting must set out:
- (a) the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (b) the business to be discussed at the meeting; and
 - (c) if a Special Resolution is being proposed, the intention to propose a Special Resolution and what the resolution is.
- 8.27 A General Meeting, or any proceeding at a General Meeting, will not be invalid just because:
- (a) notice of the General Meeting has accidentally not been given; or
 - (b) a person has not received notice of the meeting.

Members' resolutions at a General Meeting

- 8.28 Notice of a resolution that Members propose to move at a General Meeting may be given to the Corporation by:
- (a) where the Corporation has between 2 and 10 Members – at least 1 Member;
 - (b) where the Corporation has between 11 and 20 Members – at least 3 Members; and
 - (c) where the Corporation has more than 20 Members – the greater of 5 members or 10% of the members.

- 8.29 The notice must:
- (a) be in writing; and
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the Members proposing to move the resolution.
- 8.30 Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- 8.31 If the Corporation has been given notice of a resolution under Rule 8.28, the resolution is to be considered at the next General Meeting that occurs more than 28 days after the notice is given.
- 8.32 The Corporation:
- (a) must give all its Members notice of the resolution at the same time as, or as soon as practicable afterwards, and in the same way as, it gives notice of a General Meeting;
 - (b) is responsible for the cost of giving Members notice of the resolution; and
 - (c) need not give notice of the resolution if it is defamatory.

Members' statements prior to a General Meeting

- 8.33 Members may request the Corporation to give to all its Members a statement provided by the Members making the request about:
- (a) a resolution that is proposed to be moved at a General Meeting; or
 - (b) any other matter that may be properly considered at a General Meeting.
- 8.34 The request must be made by:
- (a) where the Corporation has between 2 and 10 Members – at least 1 Member;
 - (b) where the Corporation has between 11 and 20 Members – at least 3 Members; and
 - (c) where the Corporation has more than 20 Members – the greater of 5 members or 10% of the members.
- 8.35 The request must:
- (a) be in writing; and
 - (b) be signed by the members making the request; and
 - (c) be given to the Corporation.
- 8.36 Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

- 8.37 The Corporation:
- (a) must distribute to all its Members a copy of the statement at the same time as, or as soon as practicable afterwards, and in the same way as, it gives notice of a General Meeting;
 - (b) is responsible for the cost of making the distribution; and
 - (c) need not comply with the request if the statement is defamatory.

Quorum for General Meeting

- 8.38 The quorum for a General Meeting of the Corporation is 15 Members.
- 8.39 The quorum must be present at all times during the General Meeting.

Adjourned meeting

- 8.40 If a General Meeting does not have a quorum within 2 hours after the time set out in the notice of meeting, it is adjourned to a date and time determined by the Members present (unless the Directors resolve otherwise).

- 8.41 New business, other than matters:

- (a) the subject of Rule 8.21; or
- (b) that require a Special Resolution,

may be dealt with at a General Meeting resumed after an adjournment.

- 8.42 A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

Cancelling General Meetings

- 8.43 The Directors may decide on a process by which General Meetings may be cancelled or postponed.
- 8.44 When making a decision to cancel or postpone a General Meeting, the Directors must act in the best interests of the Members and the Common Law Holders.

Chairing General Meetings

- 8.45 At each AGM, the Members will nominate a Director to be the 'chair' of the Corporation for a period of 1 year. It will be their role to chair the General Meetings and the Directors' Meetings.
- 8.46 At each AGM, the Members will also nominate a Director to be the 'vice chair' of the Corporation for a period of 1 year. It will be their role to chair any General Meetings and/or Directors' Meetings that the elected chair is unable to attend.
- 8.47 If neither the chair nor vice chair are able to attend a specific General Meeting, the Members present will nominate a 'replacement chair' for the purposes of that General Meeting, only.

Auditor's rights

- 8.48 The Corporation must give its auditor (if any):
- (a) notice of a General Meeting in the same way that a Member of the Corporation is entitled to receive notice; and
 - (b) any other communications relating to the General Meeting that a Member of the Corporation is entitled to receive.
- 8.49 If the Corporation has an auditor, the auditor is entitled to:
- (a) attend any General Meeting of the Corporation.
 - (b) be heard at the meeting on any part of the business of the meeting that concerns the auditor in the auditor's capacity as auditor, even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- 8.50 The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any General Meeting.

Proxies

- 8.51 A Member may not appoint another person to act as their proxy at a General Meeting.

Decisions at General Meetings

- 8.52 Decisions are to be made at General Meetings as follows:
- (a) where a matter to be decided is a Native Title Decision, the process outlined in Rules 12.3 – 12.4 must be followed and the matter shall be decided in accordance with Traditional Law and Custom, and where appropriate, by Consensus (see Rule 12.2);
 - (b) where the matter to be decided is an Other Land-based Decision, it shall be decided in accordance with Traditional Law and Custom, and where appropriate, by Consensus (see Rule 12.7); and
 - (c) where the matter to be decided is an Administrative Decision, it shall be decided by Consensus (see Rule 12.9).

9. DIRECTORS

Directors of the Corporation

9.1 The Corporation must have 8 Directors, including at least:

- (a) 2 females – one old and one young; and
- (b) 2 males – one old and one young.

9.2 An individual is eligible for appointment as a Director if they are:

- (a) at least 18 years of age;
- (b) a Member; and
- (c) not disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act (unless the individual has obtained permission under s279-30 or leave under s27935 of the Act); and

Becoming a Director on Appointment

9.3 The Members will appoint the Directors at the AGM by Consensus.

9.4 Provided the Corporation does not exceed the maximum number of Directors, the Members may appoint a Director at a General Meeting by Consensus.

9.5 Before being appointed, a Director must complete the Consent to Act as a Director form contained at Schedule 4 (as amended from time to time).

Term of Appointment

9.6 Directors will be appointed on rotation for a two-year term, so that the appointment of half the Directors expires each year.

9.7 In order to implement the rotational system, at the first AGM of the Corporation following the registration of this Rule Book:

- (a) 4 Directors will be appointed for a term of 2 years; and
- (b) 4 Directors will be appointed for a term of 1 year.

9.8 Subject to Rule 9.7, Directors appointed at subsequent AGMs of the Corporation will hold office for 2 years.

9.9 A Director is eligible for reappointment.

Alternate Directors

9.10 The Members will nominate 2 Members, 1 male and 1 female, at each AGM to act as Alternate Directors' for the upcoming financial year.

- 9.11 The role of an Alternate Director is to:
- (a) attend Directors' Meetings; and
 - (b) exercise all powers afforded to a Director of the Corporation,
- in circumstances where one or more of the Directors are unable to attend a Directors' Meeting.
- 9.12 The powers assumed by an Alternate Director pursuant to Rule 9.11 will commence at the start of the Directors' Meeting, and will conclude at the end of the Directors' Meeting.

Resignation, retirement or removal of Directors

- 9.13 A person ceases to be a Director if:
- (a) the person:
 - (i) dies;
 - (ii) resigns as a Director in accordance with Rule 9.14;
 - (iii) is removed as a Director by the Members in accordance with Rules 9.15 – 9.20;
 - (iv) is removed as a Director by the other Directors in accordance with Rules 9.21 – 9.27;
 - (v) becomes disqualified from managing corporations under Part 6-5 of the Act; or
 - (b) the term of the person's appointment as Director expires in accordance with Rule 9.6 – 9.7.

Director may resign

- 9.14 A Director may resign as a Director by giving written notice of resignation to the Corporation.

Removal by Members

- 9.15 The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
- (a) this Rule Book;
 - (b) an agreement between the Corporation and the Director; or
 - (c) an agreement between any or all of the Members and the Director.
- 9.16 Notice of intention to move the resolution must be given to the Corporation at least 21 days before the meeting is to be held.

- 9.17 The Corporation must give the Director a copy of the notice as soon as practicable after it is received.
- 9.18 The Director is entitled to put his or her case to the Members by:
- (a) giving the Corporation a written statement for circulation to the Members; and
 - (b) speaking to the motion at the meeting.
- 9.19 The written statement:
- (a) is to be circulated by the Corporation to the Members by:
 - (i) if there is time to do so, sending a copy to everyone to whom notice of the meeting is sent; and
 - (ii) if there is not time to do so, having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is decided;
 - (b) does not have to be circulated to Members if it is defamatory.
- 9.20 If a replacement Director is appointed following the removal of a Director under this Rule, the term for the replacement Director expires at the same time as the term of the replaced Director.

Removal by other Directors

- 9.21 The other Directors must not remove a Director from office other than in accordance with Rule 9.22.
- 9.22 If a Director fails without reasonable excuse to attend three or more consecutive Directors' Meetings, the other Directors may remove the Director by resolution, despite anything in:
- (a) this Rule Book; or
 - (b) an agreement between the Corporation and the Director; or
 - (c) an agreement between any or all of the Members and the Director.
- 9.23 Before removing the Director, the Directors must give the Director concerned notice in writing, stating that:
- (a) the Directors intend to remove the Director concerned from office because he or she has failed without reasonable excuse to attend three or more consecutive Directors' Meetings; and
 - (b) the Director concerned has 14 days to object to the removal; and
 - (c) the objection must be in writing and given to the Corporation within the period of 14 days from the day the notice is given.

- 9.24 If the Director does not object within 14 days from the day the notice is given, the Directors must remove the Director from the office.
- 9.25 If the Director does object within 14 days from the day the notice is given:
- (a) the Directors cannot remove the Director from office; and
 - (b) the Directors may refer the matter to a General Meeting, to be resolved in accordance with Rules 9.15 – 9.19.
- 9.26 If the Director concerned is removed from office, the Corporation must give him or her a copy of the resolution as soon as practicable after the applicable resolution has been passed.
- 9.27 If a replacement Director is appointed following the removal of a Director under this Rule, the term for the replacement Director expires at the same time as the term of the replaced Director.

Change of Directors' details

- 9.28 The Corporation must lodge with the Registrar a notice of the personal details of a Director within 28 days after he or she is appointed.
- 9.29 The Corporation must lodge with the Registrar notice of any change in the personal details of a Director within 28 days after the change.
- 9.30 If a person stops being a Director, the Corporation must lodge with the Registrar notice of the fact within 28 days.

10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

Powers of Directors

- 10.1 The business of the Corporation is to be managed by or under the direction of the Directors.
- 10.2 The Directors may exercise all powers of the Corporation except any powers that the Act or Rule Book requires the Corporation to exercise in General Meeting.
- 10.3 The Directors may, by resolution, delegate any of their powers to a committee of Directors.
- 10.4 The committee must exercise the powers delegated in accordance with any directions of the Directors.
- 10.5 The exercise of the power by the committee is as effective as if the Directors had exercised it.
- 10.6 Any two Directors may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.
- 10.7 The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

General duties of Directors

10.8 Each Director must exercise his or her powers and discharge his or her duties in accordance with Division 265 of the Act.

Duty to disclose material personal interest

10.9 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.

10.10 A Director does not need to give notice of an interest under Rule 10.9 if:

- (a) the interest:
 - (i) arises because the Director is a Member and is held in common with the other Members; or
 - (ii) arises in relation to the Director's remuneration as a Director;
 - (iii) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or
 - (iv) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Corporation; or
 - (v) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in Rule 10.10(a)(iv);
 - (vi) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Corporation (but only if the contract does not make the Corporation or related body corporate the insurer); or
 - (vii) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate; or
- (b) all the following conditions are satisfied:
 - (i) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under Rule 10.9; and
 - (ii) if a person who was not a Director at the time when the notice under Rule 10.9 was given is appointed as a Director – the notice is given to that person; and
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or

- (c) the Director has given a standing notice of the nature and extent of the interest under Rule 10.13 and the notice is still effective in relation to that interest; or
- (d) the Director's interest is a particular interest as one of the Common Law Holders of the native title which the Corporation holds in trust.

10.11 The notice must:

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

The details must be recorded in the minutes of the meeting.

10.12 A contravention of Rule 10.9 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Standing notice

10.13 A Director may give the other Directors standing notice of the nature and extent of the interest in the matter. The notice may be given at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given.

10.14 The notice must:

- (a) give details of the nature and extent of the interest; and
- (b) be given:
 - (i) at a Directors' Meeting (either orally or in writing); or
 - (ii) to the other Directors individually in writing.

10.15 The standing notice is given under Rule 10.14(b)(ii) when it has been given to every Director and takes effect as soon as it is given.

10.16 The standing notice must be tabled at the next Directors' Meeting after it is given, and the Director must ensure that the nature and extent of the interest disclosed in the standing notice is recorded in the minutes of the meeting at which the standing notice is given or tabled.

10.17 The standing notice ceases to have effect if a person who was not a Director at the time when the notice was given is appointed as a Director, and commences to have effect again if it is given to that person, including by someone other than the Director to whose interests it relates.

- 10.18 The standing notice ceases to have effect in relation to a particular interest if the nature or extent of the interest materially increases above that disclosed in the notice.

Restrictions on decision-making and being present

- 10.19 A Director who has a material personal interest in a matter that is being considered at a Directors' Meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) participate in decision-making on the matter.

- 10.20 The Director may be present and / or participate in decision-making if Directors who do not have a material personal interest in the matter have passed a resolution that:

- (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Corporation; and
- (b) states that those Directors are satisfied that the interest should not disqualify the Director from being present and / or participating in decision-making.

Remuneration

- 10.21 The Members may decide that the Directors may be paid remuneration for their attendance at Directors' Meetings, subject to the availability of funds.

- 10.22 Rule **Error! Reference source not found.** does not prevent a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation.

- 10.23 The Corporation may pay the Directors' travelling and other expenses that the Directors incur in:

- (a) attending Directors' Meetings or meetings of committees of Directors;
- (b) attending any General Meetings of the Corporation; or
- (c) connection with the Corporation's business.

11. DIRECTORS' MEETINGS

Number of Directors' Meetings

- 11.1 The Directors will meet at least once a year.

Calling Directors' Meeting

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

Technology at Directors' Meetings

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

Chairing Directors' Meetings

- 11.4 The rules regarding the chairing of Directors' Meetings are outlined in Rules 8.45 to 8.46.
- 11.5 If neither the chair nor vice chair, elected pursuant to Rules 8.45 – 8.46, are able to attend a Directors' Meeting, the Directors present will nominate a 'replacement chair' for the purposes of that Directors' Meeting, only.

Quorum at Directors' Meetings

- 11.6 The quorum for a Directors' Meeting is a majority of the Directors. The quorum must be present at all times during the meeting.
- 11.7 The Directors cannot appoint a Member as a Director to make up a quorum for a Directors' Meeting.
- 11.8 If there are not enough Directors to form quorum because one or more of the Directors present has a material personal interest (see Rule 10.19) then one or more of the Directors (including those who have a material personal interest in that matter) may call a General Meeting and the General Meeting may pass a resolution by Consensus to deal with the matter.

Decision-making at Directors' Meetings

- 11.9 Decisions are to be made at Directors' Meetings as follows:
- (a) where a matter before the Directors is a Native Title Decision of the nature described in Rule 12.5, it must be made by consensus;
 - (b) where a matter before the Directors is an Other Land-based Decision, in accordance with Rules 12.6 – 12.7; and
 - (c) where a matter before the Directors is an Administrative Decision, in accordance with Rules 12.8 – 12.9).

Resolutions without meetings

- 11.10 A resolution may be passed by the Directors without a Directors' Meeting being held if all the Directors entitled to participate in decision-making about the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 11.11 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 11.12 Passing of a resolution under Rule 11.10 must be recorded in the Corporation's minute books (see Rule 14.1(d)).

12. DECISION-MAKING

12.1 If the Corporation is required to make a decision that is:

- (a) a Native Title Decision, it must make that decision in accordance with Rules 12.2 – 12.5;
- (b) an Other Land-Based Decision that is not a Native Title Decision, it must make that decision in accordance with Rules 12.6 – 12.7;
- (c) an Administrative Decision, it must make that decision in accordance with Rules 12.8 – 12.9.

Native Title Decisions

12.2 Subject to the alternate procedure in Rule 12.5, where a matter before the Corporation is a Native Title Decision, the matter shall be decided by the Members at a General Meeting in accordance with Traditional Law and Custom, and where appropriate, by Consensus.

12.3 Before a resolution under Rule 12.2 is made, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with Rule 12.4.

12.4 The Corporation must ensure that:

- (a) the Common Law Holders understand the purpose and nature of a proposed Native Title Decision by:
 - (i) consulting, and considering the views of, a representative body for the area that the native title rights and interests relate; and
 - (ii) if the Corporation considers it to be appropriate and practicable, giving notice of those views to the Common Law Holders, and
- (b) the consent of the Common Law Holders is given in accordance with Traditional Law and Custom.

12.5 Where:

- (a) an exploration licence(s) pursuant to section 57 of the *Mining Act 1978* (WA); or
- (b) a prospecting licence(s) pursuant to section 40 of the *Mining Act 1978* (WA) (collectively, the **licences**),

has been notified pursuant to section 29 of the *Native Title Act*, then the Directors may:

- (c) make a decision, by way of Consensus, involving the grant of the licences;
- (d) make a decision, by way of Consensus, to enter into an agreement relating to the grant of the licences (which must be made by consensus), except if the agreement is an agreement made under Part 2 Division 3, Subdivision P of the *Native Title Act*; and

- (e) do all other things reasonable necessary to facilitate the grant of the licences.

(Note: this Rule 12.5 is contemplated for use pursuant to regulation 8A of the PBC Regulations.)

Other Land-based Decisions

- 12.6 Where a matter before the Corporation is an Other Land-based Decision, the matter may be decided by the Directors by Consensus.
- 12.7 If the Directors cannot pass the resolution by Consensus, one or more of the Directors may call a General Meeting and the General Meeting may pass a resolution in accordance with Traditional Law and Custom, and where appropriate, by Consensus, to deal with the matter.

Administrative decisions

- 12.8 Where a matter before the Corporation is an Administrative Decision, the matter may be decided by the Directors by Consensus.
- 12.9 If the Directors cannot pass the resolution by Consensus, one or more of the Directors may call a General Meeting and the General Meeting may pass a Resolution by Consensus to deal with the matter.

13. CONTACT PERSON OR SECRETARY

- 13.1 The Corporation's secretary or contact person is to be appointed by the Directors.
- 13.2 The Corporation's contact person or secretary must:
 - (a) be at least 18 years of age; and
 - (b) not be disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the Act.
- 13.3 Before being appointed, the contact person or secretary must give the Corporation a signed consent. The Corporation must keep the consent.
- 13.4 The secretary or contact person holds office on the terms and conditions (if any), and remuneration (if any) that the Directors determine.
- 13.5 The secretary or contact person must pass any communications it receives for the Corporation on to at least one of the Directors within 14 days after receiving the communication.

Notification to Registrar

- 13.6 The Corporation must lodge with the Registrar a notice of the personal details of a secretary or contact person within 28 days after he or she is appointed.
- 13.7 The Corporation must lodge with the Registrar notice of any change in the personal details of a secretary or contact person within 28 days after the change.

- 13.8 If a person stops being a secretary or contact person, the Corporation must lodge with the Registrar notice of the fact within 28 days.

14. MEETING MINUTES

Obligation to keep minutes

- 14.1 The Corporation must keep minute books in which it records within one month:

- (a) proceedings and resolutions of General Meetings;
- (b) proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors);
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by Directors without a meeting.

Format of minutes

- 14.2 The minutes of the whole, or a part, of the meeting may be kept:

- (a) in writing; or
- (b) by means of an audio, or audio-visual, recording.

- 14.3 If the minutes of the whole, or a part, of the meeting are kept by means of an audio or audio-visual recording of the meeting, the Corporation must ensure that on the recording each person attending the meeting states his or her name.

- 14.4 If the minutes of the whole, or a part, of the meeting are kept in writing, the Corporation must ensure that either:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting;

signs those minutes within a reasonable time after the meeting.

- 14.5 If the minutes of the whole, or a part, of the meeting are kept by means of an audio or audio-visual recording, the Corporation must ensure that either:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting;

signs, within a reasonable time after the meeting, a declaration that:

- (c) identifies the audio or audio-visual recording;
- (d) if the recording is not a recording of the whole of the meeting – identifies the part of the meeting that is recorded; and
- (e) declares that the recording constitutes the minutes of the meeting or that part of the meeting.

- 14.6 The Corporation must ensure that the minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable amount of time after the resolution is passed.

Location of minutes

- 14.7 The Corporation must keep its minute books at its:
- (a) registered office if it is registered as a large corporation; or
 - (b) document access address if it is registered as a small or medium corporation.

Members' access to General Meeting minutes and resolutions

- 14.8 The Corporation must make available for inspection by Members, free of charge, the minutes for the meetings of the Members and for resolutions of Members passed without meetings:
- (a) if it is registered as a large corporation, at its registered office each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm; and
 - (b) if it is registered as a small or medium corporation, at its document access address within seven days of a Member's written request for inspection.
- 14.9 A Member may ask the Corporation in writing for a copy of:
- (a) any minutes of a meeting of the Members or an extract of the minutes; or
 - (b) any minutes of a resolution passed by Members without a meeting.
- 14.10 The Corporation must send a copy of the material requested in Rule 14.9:
- (a) within 14 days after the Member asks for it; or
 - (b) within any longer period that the Registrar approves.

15. OTHER RECORDS

Rule Book

- 15.1 The Corporation must keep an up-to-date copy of its Rule Book (incorporating changes to the Rule Book).

Records about Officers

- 15.2 The Corporation must keep written records relating to:
- (a) the names and addresses of the Corporation's current officers and secretary or contact person (as the case may be);
 - (b) the Corporation's registered office (if any);
 - (c) the Corporation's document access address (if any); and
 - (d) such other matters about the Corporation as are set out in the Regulations.

Financial records

- 15.3 The Corporation must keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) would enable true and fair financial reports to be prepared and audited.

The obligation to keep financial records of transactions extends to transactions undertaken as trustee.

- 15.4 The financial records must be retained for seven years after the transactions covered by the records are completed.

Location and format

- 15.5 If the records that the Corporation is required to keep under Rules 15.1, 15.2 or 15.3 are kept in electronic form, the records must be convertible into hard copy. Hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

- 15.6 The records that the Corporation is required to keep under Rules 15.1, 15.2 or 15.3 must be kept at the:
- (a) registered office if the Corporation is registered as a large corporation; or
 - (b) document access address if the Corporation is registered as a small or medium corporation.

Directors' right of access

- 15.7 A Director has a right of access to the records that the Corporation is required to keep under Rules 15.1, 15.2 and 15.3.

Members' right of access

Rule Book

- 15.8 The Corporation must:
- (a) make the Rule Book available for inspection by Members, free of charge:
 - (i) if it is registered as a large corporation, at its registered office each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm; and
 - (ii) if it is registered as a small or medium corporation, at its document access address within seven days of a Member's written request for inspection; and
 - (b) provide a copy of the Rule Book to any Member who requests it, within seven days and free of charge.

All other records/books

- 15.9 The Directors, or the Members by a resolution passed at a General Meeting, may authorise a Member to inspect the books of the Corporation.

16. RELATED PARTY BENEFIT

- 16.1 For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:

- (a) the Corporation or entity must:
 - (i) obtain the approval of the Members in the way set out in Division 290 of the Act; and
 - (ii) give the benefit within 15 months after the approval is given; or
- (b) the giving of the benefit must fall within one of the exceptions to the requirement for Member approval set out in Division 287 of the Act.

- 16.2 If:

- (a) the giving of the benefit is required by a contract; and
- (b) the making of the contract was approved in accordance with Rule 16.1(a)(i) as a financial benefit given to a related party; and
- (c) the contract was made:
 - (i) within 15 months after that approval, or
 - (ii) before that approval, if the contract was conditional on the approval being obtained,

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

17. DISPUTE RESOLUTION

- 17.1 If a disagreement or dispute about the affairs of the Corporation, its internal operation, or how the Act or this Rule Book apply arises between any of the:

- (a) Members; or
- (b) Directors; or
- (c) Corporation; or
- (d) Common Law Holders,

it must be resolved as far as is possible in accordance with Traditional Law and Custom, and in accordance with Rules 17.2 – 17.4.

- 17.2 The parties to a dispute must attempt to resolve it themselves on an informal basis.

17.3 If the parties cannot resolve the dispute between themselves, it must be referred to a Directors' Meeting and the Directors must make a reasonable effort to resolve the dispute by Consensus, taking into account Traditional Law and Custom.

17.4 If the Directors cannot resolve the dispute, it must be referred to a General Meeting and the Members must resolve the dispute in accordance with Traditional Law and Custom and, where appropriate, by Consensus.

18. MARPUTU ABORIGINAL CORPORATION RNTBC GIFT FUND

18.1 The Corporation shall maintain for the main purposes of the Corporation, a gift fund:

- (a) to be named 'Marputu Aboriginal Corporation RNTBC Gift Fund';
- (b) which must only receive gifts of money or property for the purposes (objectives) of the Corporation; and
- (c) which must have credited to it any money received by the Corporation because of those gifts.

18.2 The Corporation shall use gifts made to the gift fund, and any money received because of them, only for the purposes (objectives) of the Corporation.

18.3 Receipts issued for gifts to the gift fund must state:

- (a) the full name of the Corporation;
- (b) the Australian Business Number (if any) and the Indigenous Corporation Number (ICN) of the Corporation; and
- (c) the fact that the receipt is for a gift.

18.4 If the gift fund is wound up or the Corporation's endorsement as a deductible gift recipient is revoked, any surplus assets of the fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation.

18.5 The fund, authority or institution referred to in Rule 18.4 must also be able to receive tax deductible gifts under Division 30 of the *Income Tax Assessment Act 1997* (Cth).

19. WINDING UP

19.1 Where:

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

the Common Law Holders must determine by Consensus how the surplus assets will be transferred or distributed.

19.2 Surplus assets of the Corporation must not be distributed to any Member or to any person to be held on trust for any Member.

20. CHANGING THE RULE BOOK

- 20.1 The Rule Book can be changed by passing a Special Resolution at a General Meeting. The proposed changes must be set out in the notice of the General Meeting.
- 20.2 Within 28 days after the resolution is passed, the Corporation must provide the Registrar with:
- (a) a copy of the Special Resolution;
 - (b) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;
 - (c) a Directors' statement, signed by two Directors, to the effect that the Special Resolution was passed in accordance with the Rule Book and the Act; and
 - (d) a copy of the change to the Rule Book.
- 20.3 The changes do not take effect until the new Rule Book is registered by the Registrar.

SCHEDULE 1 – DICTIONARY AND INTERPRETATION

1. DICTIONARY

In this Rule Book, the following words have the following meaning:

Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

Administrative Decision means decisions that are not:

- (a) Native Title Decisions;
- (b) Other Land-based Decisions;
- (c) decisions about changes to the Rule Book; or
- (d) decisions otherwise required by the Act or the Rule Book to be made by the Members.

Affect means, in respect of Native Title Rights and Interests, extinguish Native Title Rights and Interests or otherwise be wholly or partially inconsistent with the continued existence, enjoyment or exercise of Native Title Rights and Interests.

books has the meaning given to it in the Act.

Common Law Holders means those persons recognised in Schedule 2 of the Determination as the native title holders for the Determination Area. This description has been replicated at Schedule 2 of the Rule Book.

Consensus means a general agreement among those persons present as to a particular matter whereby differing points of view, if any, have been considered and reconciled, and any decision is generally agreed upon. For the avoidance of doubt, a decision made by consensus does not necessarily require that the decision be agreed upon unanimously.

Corporation means Marputu Aboriginal Corporation.

Director means a person appointed as a Director of the Corporation in accordance with the Rule Book.

Determination means:

- (a) the orders and determination of native title made by Justice Barker of the Federal Court of Australia in *Atkins on behalf of the Gingirana People v State of Western Australia* [2017] FCA 1465 on 7 December 2017.

Determination Area means the area the subject of the Determination.

Gingirana Land means the Determination Area and any Vested Land.

General Meeting means a meeting of the Members of the Corporation, and includes an AGM.

Indigenous Land Use Agreement means the same as in Subdivision B, C and D of Division 3 of Part 2 of the NTA.

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

Native Title has the meaning given to it by the NTA.

Native Title Decision means a decision to:

- (a) surrender native title rights and interests in relation to land or waters; or
- (b) do, or agree to do, any other act that would Affect the native title rights and interests of the Common Law Holders,

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

Native Title Rights and Interests has the meaning given to it by the NTA.

Negotiable Instrument has the meaning given to it in the Act.

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

Officer has the meaning given to it in the Act.

Other Land-based Decision means a decision about land and waters, including Gingirana Land, that is not a Native Title Decision.

PBC Regulations means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

Registers means the Register of Members and the Register of Former Members.

Register of Former Members means the register of former members set up in accordance with Rule 7.5.

Register of Members means the register of members set up in accordance with Rule 7.1.

Registered Native Title Body Corporate has the meaning given to it by the NTA.

Registrar has the meaning given to it in the Act.

Regulations means the regulations relevant to the Act.

Rule Book means this document as amended from time to time.

Special Resolution means a resolution:

- (a) of which notice as set out in Rule 8.26(c) has been given; and
- (b) that has been passed by at least 75% of the Members who are entitled to participate in decision-making on the resolution.

Traditional Law and Custom means the traditional laws acknowledged and the traditional customs observed by the Common Law Holders as members of the Western Desert Cultural Bloc.

Vested Land means any land vested in, granted or given to, or purchased by the Corporation.

2. INTERPRETATION

In this Rule Book:

- (a) words in the singular include the plural and vice versa;
- (b) 'including' means 'including but not limited to';
- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
- (e) a word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book; and
- (f) any inconsistency the Act is to be resolved in favour of the Act.

SCHEDULE 2 – COMMON LAW HOLDERS

Description of Common Law Holders

1. The Common Law Holders are those persons who hold in common the body of traditional law and culture governing the area the subject of the Determination and who, as at the date of the Determination:
 - (a) are descended from the following people, and who, in terms of traditional law and custom, are associated with the Determination Area:
 - (i) siblings, *Yanangara*/Stumpy Atkins, *Parnapuru*/Bluey Atkins and *Parnapuru*/Billy Atkins;
 - (ii) Minmi/Minnie Clancy;
 - (iii) siblings, *Ninkungka*/Annie Leake and *Jiriji*/Wallaby Wallace;
 - (iv) siblings, Molly Long and *Midjibunku*/Sandy Clause;
 - (v) Polly Wongi Telfer;
 - (vi) siblings, Jeanie and Mimi;
 - (vii) siblings, *Jilawarra*/Rosie Green, *Ngunyupunku*/Minnie and *Yanyun*/Bob Barber; and
 - (viii) Timmy Patterson; or
 - (b) have a personal connection to the Determination Area through their own birth and/or the birth of their ancestors on the Determination Area or possession of traditional cultural knowledge of the Determination Area, by which they claim the rights and interests and that claim is recognised by the wider group of native title holders according to their traditional decision making processes. Persons in this category include:
 - (i) Mara Kuju (Norman Thomson);
 - (ii) Stan Hill; and
 - (iii) Lindsay Crusoe.

**SCHEDULE 3 - TEMPLATE APPLICATION TO BE A MEMBER FORM
MARPUTU ABORIGINAL CORPORATION RNTBC**

NAME: _____

HOME ADDRESS: _____

POSTAL ADDRESS: _____

PHONE NUMBER: _____

DATE OF BIRTH: _____

PLACE OF BIRTH: _____

I hereby apply for membership of Marputu Aboriginal Corporation RNTBC and declare that I am:

- (a) at least 18 years old; and
- (b) a Common Law Holder (see Attachment A)

and that I will act in the best interests of the Corporation and comply with its Rule Book.

SIGNATURE: _____

DATE: _____

OPTIONAL INFORMATION

Mother's Name: _____

Father's Name: _____

Grandparents' Names: _____

'Attachment A'

1. The Common Law Holders are those persons who hold in common the body of traditional law and culture governing the area the subject of the Determination and who, as at the date of the Determination:
 - (a) are descended from the following people, and who, in terms of traditional law and custom, are associated with the Determination Area:
 - (i) siblings, *Yanangara*/Stumpy Atkins, *Parnapuru*/Bluey Atkins and *Parnapuru*/Billy Atkins;
 - (ii) Minmi/Minnie Clancy;
 - (iii) siblings, *Ninkungka*/Annie Leake and *Jiriji*/Wallaby Wallace;
 - (iv) siblings, Molly Long and *Midjibunku*/Sandy Clause;
 - (v) Polly Wongi Telfer;
 - (vi) siblings, Jeanie and Mimi;
 - (vii) siblings, *Jilawarra*/Rosie Green, *Ngunyupunku*/Minnie and *Yanyun*/Bob Barber; and
 - (viii) Timmy Patterson; or
 - (b) have a personal connection to the Determination Area through their own birth and/or the birth of their ancestors on the Determination Area or possession of traditional cultural knowledge of the Determination Area, by which they claim the rights and interests and that claim is recognised by the wider group of native title holders according to their traditional decision making processes. Persons in this category include:
 - (i) Mara Kuju (Norman Thomson);
 - (ii) Stan Hill; and
 - (iii) Lindsay Crusoe.

SCHEDULE 4 - TEMPLATE CONSENT TO ACT AS A DIRECTOR FORM

MARPUTU ABORIGINAL CORPORATION RNTBC

NAME: _____

HOME ADDRESS: _____

POSTAL ADDRESS: _____

PHONE NUMBER: _____

DATE OF BIRTH: _____

PLACE OF BIRTH: _____

I hereby consent to serve as a Director of the Marputu Aboriginal Corporation RNTBC.

I do not know of any reason that would disqualify me from acting as a Director and confirm that I:

- (a) **have not** been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months;
- (b) **have not** been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- (c) **have not** been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- (d) **am not** an undischarged bankrupt;
- (e) **have not** signed a personal insolvency agreement and have not kept to the agreement; and
- (f) **have not** been disqualified under the *Corporations Act 2001* from managing corporations,

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

SIGNATURE: _____

DATE: _____