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# **The Rule book of Ngurra Kayanta Aboriginal Corporation RNTBC (ICN: 8571)**

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

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## **PREAMBLE**

### **A. The Ngurra Kayanta Aboriginal Corporation RNTBC:**

- a) is established to hold any Native Title Rights and Interests determined to exist in the Determination Area;
- b) will assist the Common Law Holders in protecting those 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 Ngurra Kayanta Aboriginal Corporation RNTBC 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) look after land, law and culture for current and future generations.

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## **1. NAME**

- 1.1 The name of the Corporation is Ngurra Kayanta Aboriginal Corporation RNTBC.

## **2. INTERPRETATION**

- 2.1 The dictionary of terms and phrases used in this Rule Book is contained at Schedule 1.

## **3. OBJECTIVES**

- 3.1 The objectives of the Corporation are to:
  - a) hold the Native Title 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;

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- d) maintain, protect, preserve, promote and support land, law and culture as practiced and observed in accordance with the 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) relieve the poverty, misfortune, disadvantage and suffering of the Common Law Holders;
  - g) 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;
  - h) negotiate, enter into and manage agreements in relation to native title matters on behalf of the Common Law Holders;
  - i) hold title to any Vested Land;
  - j) help build trust and friendship between the Common Law Holders Aboriginal and non-Aboriginal people; and
  - k) operate and maintain a gift fund to be known as 'The Ngurra Kayanta Aboriginal Corporation RNTBC Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3.2 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 OF THE CORPORATION**

4.1 Subject to the CATSI Act and these rules, the Corporation has the power to do anything lawful to carry out the objectives.

4.2 The Corporation cannot charge application fees for membership or annual membership fees.

4.3 Before making a native title decision the Corporation must consult with, and obtain the consent of, Common Law Holders in accordance with Regulation 8 of the PBC Regulations as outlined in Rule 9.1.

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## 5. MEMBERS 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.
- 5.2 Former Members of the Corporation are eligible for reappointment, provided they satisfy all other membership requirements.
- 5.3 A person only becomes a Member when the Corporation is registered in accordance with the Act and NTA and the person's name is entered on the Register of Members.

### *How to become a Member*

- 5.4 A person becomes a Member if the person:
- a) provides a written application in the form provided for in Schedule 3 to the directors of the Corporation;
  - b) the directors of the Corporation will consider and decide the membership application/s by resolution at the next directors' meeting; and
  - c) has their name, address, and the date they become a Member is put on the Register of the Members.

### *Deciding membership applications*

- 5.5 The Directors must consider and decide applications to be a Member in accordance with Rule 5.4(b) within a reasonable time frame.
- 5.6 The directors can only refuse to accept a membership application on the basis that the application has not been made in the proper form, or, that the proposed Member does not meet the criteria in Rule 5.1.
- 5.7 Where directors refuse to accept a membership application they shall inform the person of their reasons.

### *Entry on the Register of Members*

- 5.8 If the directors accept a membership application, the applicant's name must be entered on the Register of Members within fourteen (14) days.
- 5.9 The Corporation must not enter the person on the Register of Members until after the General Meeting or AGM has been held if:

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- 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.

***Members' rights***

5.10 A Member can:

- a) attend, speak and vote a General Meeting of the Corporation;
- b) stand for election, or be nominated, as a Director (see Rule 8.1(b));
- c) nominate a proxy to attend, speak and vote at General Meetings (see Rule 5.23);
- d) put forward resolutions at General Meetings of the Corporation in accordance with Rule 7.23;
- e) ask the directors to call a General Meeting of the Corporation in accordance with Rule 7.10;
- f) look at the books and records of the Corporation (if the directors have authorised them to do this, or if the Members have passed a resolution which lets them do this); and
- g) have any dispute with another Member dealt with under the process in Rule 14.2, including if the Member believes their rights have been breached or ignored by the Directors.

***Members' responsibilities***

5.11 A Member must:

- a) follow the Corporation rules;
- b) let the Corporation know if they change their address;
- c) treat other Members with respect in accordance with Ngurra Kayanta 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; and
- e) endeavour to attend General Meetings (including AGMs) or give their apologies.

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### ***Liability of Members***

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

### ***How to stop being a Member***

- 5.13 A person stops being a Member if:
- a) they resign in writing, by telephone or in person to the Corporation;
  - b) they pass away; or
  - c) their membership is cancelled by the Corporation in accordance with Rules 5.18 to 5.20.

### ***Cancelling Membership***

- 5.14 The Directors may, by resolution, cancel the membership of a Member if the Member:

- a) is not eligible for membership in accordance with Rule 5.1; or
- b) has ceased to be eligible for membership in accordance with Rule 5.1.

- 5.15 Before cancelling the membership, the Directors must give the Member notice in writing stating that they intend to cancel the membership for the reasons specified in the notice.

- 5.16 The Member then has fourteen (14) days to object in writing to the cancellation of their membership.

- 5.17 If the Member does object as per Rule 5.15, the Directors must not cancel the membership and the matter is referred to a General Meeting to be decided by Consensus.

- 5.18 If a membership is cancelled, the directors must give the person 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.

- 5.19 A membership of the Corporation may be cancelled by special resolution at a General Meeting if the Corporation:

- a) has not been able to contact that Member at their address entered on the Register of Members for a continuous period of two (2) years before the meeting; and
- b) has made two (2), or more, reasonable attempts to contact the Member during that two (2) year period.



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- 5.20 If the Corporation cancels the membership under Rule 5.19, the directors must send that person a copy of the resolution made pursuant this rule to their last known address as soon as practicable after the passing of the resolution.
- 5.21 The Corporation may cancel a 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 the Corporation meetings.
- 5.22 If the Corporation cancels a Member under Rule 5.21, the person must give the Member a copy of the resolution made pursuant this rule as soon as possible after the passing of that resolution.

***Proxies***

- 5.23 A Member may appoint a person as the member's proxy to attend and vote for the Member at a General Meeting or at the AGM if the proposed proxy meets the criteria outlined in Rule 5.24.
- 5.24 A proxy must be:
- a) a Member of the same family as the Member wishing to appoint them; and
  - b) a Common Law Holder.
- 5.25 A proxy is validly appointed by completing the form contained at Schedule 4 and by providing this to the Corporation before the meeting.

**6. REGISTERS OF MEMBERS AND FORMER MEMBERS**

- 6.1 The Corporation must set up and maintain a Register of Members and Register of Former Members.
- 6.2 The Register must contain:
- a) current Members' and former Members' names and addresses including names by which the Member is, or was, known (such as their Aboriginal name);
  - b) the date when the names were put on the register; and
  - c) for former Members, the date when they stopped being a Member.
- 6.3 Within fourteen (14) days of a person stopping to be a Member as per Rules 5.19 and 5.21, the Corporation must remove the Member's name from the Register of Members and their name, address and date when they stopped being a Member is to be entered on the Register of Former Members.

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- 6.4 The Registers must be kept at the Corporation's document access address.
- 6.5 The Registers must be available at the AGM and the Corporation must request each Member to check and update their details if required.
- 6.6 The Registers must be open for inspection upon request by any person, or person, having a right to inspect them.
- 6.7 Members of the Corporation may inspect the Registers without charge.
- 6.8 If the Registrar requests a copy of the Register of Members or Register of Former Members, it must be provided to the Registrar within fourteen (14) days or such longer period as the Registrar specifies.

## **7. GENERAL MEETINGS (INCLUDING AGMS)**

### ***AGM Timing***

- 7.1 AGMs must be held before the end of November each year.
- 7.2 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.

### ***AGM Business***

- 7.3 AGMS are for:
- a) confirming the minutes of the previous General Meeting;
  - b) presenting reports including the general, financial and directors' reports;
  - c) choosing an auditor (if required) and agreeing on the fee;
  - d) electing Directors;
  - e) checking the Register of Members; and
  - f) asking questions about how the Corporation is managed.

### ***General Meetings***

- 7.4 The Corporation must hold General Meetings for a proper purpose, as and when required.
- 7.5 A General Meeting must be held at a reasonable time and place.
- 7.6 The Members will decide at the General Meeting where the location of the next meeting will be.

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- 7.7 A General Meeting may be held at two or more venues using any technology that gives the Members as whole a reasonable opportunity to participate.

**General Meeting Business**

- 7.8 General Meetings are for:
- a) confirming the minutes of the previous General Meeting; and
  - b) completing the business specified in the notice of the meeting.

**Calling or Requesting General Meetings**

- 7.9 A Director can call a General Meeting.
- 7.10 A Member can request directors to call a General Meeting.
- 7.11 The Directors must call and arrange to hold a General Meeting upon request of at least the required number of Members below:

| <b>Number of Corporation Members</b> | <b>Number of Members required to request General Meeting</b> |
|--------------------------------------|--|
| 2-10 Members                         | 1 Member   |
| 11-20 Members                        | 3 Members  |
| 21-50 Members                        | 5 Members  |
| 51 or more Members                   | 10% of Members   |

- 7.12 A request made under Rule 7.10, must be given to the Corporation in writing and must:
- a) state any resolution proposed to be put to a General Meeting;
  - b) be signed by those Members requesting the directors to hold a General Meeting; and
  - c) nominate a Member to be the contact person on behalf of the Members making the request.
- 7.13 A Director, on behalf of all Directors of the Corporation, may apply to the Registrar for permission to deny a request made under Rule 7.10, if the Directors resolve:
- a) that the request is frivolous or unreasonable; or
  - b) that complying with the request would be contrary to the interests of the Members as a whole.

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- 7.14 An application to the Registrar made under Rule 7.13 must:
- a) be in writing;
  - b) set out the ground, or grounds, the application is being made; and
  - c) be made within 21 days after the request is made under Rule 7.10.
- 7.15 If the directors make an application under Rule 7.13, they must as soon as possible after making the application, give the contact person (see Rule 7.12(c)) notice that an application has been made.
- 7.16 If an application made under Rule 7.13 is refused by the Registrar, the directors must call the requested meeting within twenty-one (21) days of being informed of the Registrar's decision.

***Notice for General Meetings (and AGMs)***

- 7.17 The Corporation must give at least twenty-one (21) days' notice for general meetings or AGMs.
- 7.18 Notice must be given to Members, Directors, the Contact Person and the auditor (if applicable).
- 7.19 The notice must set out:
- a) the place, date and time for the meeting;
  - b) the business to be discussed at the meeting;
  - c) if a special resolution is being proposed, what it is; and
  - d) if a Member is entitled to appoint a proxy, a statement setting out that the Member is entitled to appoint a proxy.
- 7.20 Notices can be given to Members personally, by post to their address, sent by fax, sent by email or by placing the notice on community notice boards.
- 7.21 A notice of meeting:
- a) sent by post is taken to be given three (3) days after it is posted; or
  - b) sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- 7.22 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.

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**Members' resolutions**

- 7.23 A Member can propose a resolution be put to a General Meeting by giving notice of the proposed resolution to the Corporation.
- 7.24 The notice must set out the proposed resolution in writing and must be signed by the Member proposing it as well as the required number of Members below:

| <b>Number of Corporation members</b> | <b>Number of Members required to sign notice proposing a resolution be put at a General Meeting</b> |
|--------------------------------------|---|
| 2-10 Members                         | 1 Member  |
| 11-20 Members                        | 3 Members   |
| 21-50 Members                        | 5 Members   |
| 51 or more Members                   | 10% of Members  |

- 7.25 The Corporation must give notice of the resolution to all people entitled to receive it.
- 7.26 The Corporation must consider the resolution at the next General Meeting which is being held more than twenty-eight (28) days after the notice has been sent out.
- 7.27 Resolutions proposed to the Corporation by notice less than twenty-eight (28) days before the next General Meeting will not be considered at that General Meeting.

**Quorum for General Meeting (and AGMS)**

- 7.28 The quorum for a General Meeting is 20% of the Corporation's total number of Members.
- 7.29 The quorum must be present at all times. At any time after the start of a General Meeting there is not the required number of Members present for a quorum the meeting will be adjourned until a quorum is present.
- 7.30 If there is no quorum within two (2) hours after the time for the meeting set out in the notice, the meeting is adjourned until a later time and location as reasonably selected by the directors. If there is still no quorum, the meeting is cancelled.

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### ***Chairing General Meetings and AGMs***

- 7.31 Following the election of directors at the Annual General Meeting, the Members must elect one of those directors to chair the General Meetings of the Corporation for a period of twelve (12) months.
- 7.32 The chairperson elected under Rule 7.31 is to also act as the chairperson for directors' meetings of the Corporation under Rule 8.31.

### ***Decisions at General Meetings***

- 7.33 Decisions are to be made at General Meetings as follows:
- a) where the matter to be decided is a Native Title Decision, the process outlined in Rule 9.1(a) must be followed and the matter shall be decided by Consensus and in accordance with Traditional Laws and Custom;
  - b) where the matter to be decided is another Land Based Decision, it shall be decided by Consensus and in accordance with Traditional Laws and Custom; and
  - c) where the matter to be decided is an Administrative Decision, it shall be decided by Consensus.

### ***Questions and comments by Members at AGMs***

- 7.34 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.
- 7.35 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.

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## **8. DIRECTORS OF THE CORPORATION**

### ***Who can be a Director***

- 8.1 An individual is eligible for appointment as a Director if they are:
- a) at least 18 years of age; and
  - b) a Member; and
  - c) a Common Law Holder.
- 8.2 In addition to Rule 8.1, an individual is eligible for appointment as a Director if they are 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 s279-35 of the Act).

### ***Directors of the Corporation***

- 8.3 The Corporation must have fourteen (14) Directors, comprised of two (2) Directors who represent each of the following seven (7) Areas (and are shown on the map contained at Schedule 2):

- a) Jalyirr;
- b) Mulyawarkul;
- c) Yurrumarral;
- d) Kurtal;
- e) Lakes;
- f) Nyirla; and
- g) Winpipulpa,

with one (1) being a Senior Director and the one (1) being a General Director for each area.

### ***Becoming a Director***

- 8.4 The Members will appoint the Directors at the AGM by Consensus.
- 8.5 Before being appointed, a Director must complete the Consent to Act as a director Form contained at Schedule 5.

### ***Term of Appointment***

- 8.6 A Directors' appointment, including a Director identified in the application for registration as an initial Director, will end at the next AGM after their appointment.
- 8.7 Directors will be appointed on rotation for a two-year term, so that the appointment of some of the Directors expires each year.

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8.8 In order to implement the rotational system, at the first AGM of the Corporation:

- a) the seven (7) Senior Directors will be appointed for a term of two (2) years; and
- b) the seven (7) General Directors will be appointed for a term of one(1) year.

Subject to Rule 8.8, Directors appointed at subsequent AGMs of the Corporation will hold office for two (2) years.

8.9 A Director is eligible for reappointment.

***Alternate Directors***

8.10 The Directors may not appoint alternate directors.

***Resignation, retirement or removal of Directors***

8.11 A person ceases to be a Director if:

- a) the person:
  - (i) dies;
  - (ii) resigns as a Director in accordance with Rule 8.12;
  - (iii) is removed as a Director by the Members in accordance with Rules 8.13 to 8.17;
  - (iv) is removed as a Director by the other Directors in accordance with Rules 8.18 to 8.23;
  - (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 8.7.

***Director may resign***

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

***Removal by Members***

8.13 The Corporation may, by resolution in General Meeting, remove a Director from office.



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- 8.14 Notice of intention to move the resolution must be given to the Corporation at least twenty-one (21) days before the meeting is to be held.
- 8.15 The Corporation must give the Director a copy of the notice as soon as practicable after it is received.
- 8.16 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.
- 8.17 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*

- 8.18 The other Directors must not remove a Director from office other than in accordance with Rule 8.19.
- 8.19 If a Director fails without reasonable excuse to attend three (3) or more consecutive Directors' Meetings, the other Directors may remove the Director by resolution.
- 8.20 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 (3) or more consecutive Directors' meetings;
  - b) the Director concerned has fourteen (14) days to object; and
  - c) the objection must be in writing and given to the corporation within the period of fourteen (14) days from the day the notice is given.
- 8.21 If the Director does not object within fourteen (14) days from the day the notice is given, the Directors must remove the Director from the office.
- 8.22 If the Director does object within fourteen (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 the process in Rule 5.23.

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- 8.23 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.
- 8.24 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.

***Powers of Directors***

- 8.25 The business of the Corporation is to be managed by or under the direction of the Directors.
- 8.26 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.
- 8.27 The Directors may, by resolution, delegate any of their powers to a committee of Directors.
- 8.28 The committee must exercise the powers delegated in accordance with any directions of the Directors.
- 8.29 The exercise of the power by the committee is as effective as if the Directors had exercised it.

***Duties of directors***

- 8.30 The Directors must comply with the duties imposed on them by the Act and the general law. These Directors' duties include:
- a) a duty of care and diligence;
  - b) a duty to carry out their responsibilities in a timely manner;
  - c) a duty of good faith;
  - d) a duty to disclose a conflict of interest (see Rule 8.43);
  - e) a duty to not improperly use their position or information; and
  - f) a duty to not trade while insolvent.

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### ***Directors' meetings***

- 8.31 The Directors will meet at least once a year.
- 8.32 A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.
- 8.33 Directors' meetings can be called and held at more than one place using any technology, unless the directors give notice to withdraw their consent to this rule.
- 8.34 The Directors will decide at a meeting where the location of the next meeting will be.
- 8.35 At the first Directors' Meeting after the AGM, the Directors may select a Director to chair the Directors' Meetings for the forthcoming year.
- 8.36 The quorum for a Directors' meeting is a majority of the Directors. The quorum must be present at all times during the meeting.
- 8.37 A resolution of the Directors must be passed by Consensus of those Directors entitled to participate in decision-making on the resolution.
- 8.38 If the Directors consider they cannot make a decision in accordance with Rule 8.37, they may call a General Meeting and the General Meeting may pass a Resolution by Consensus to deal with the matter.
- 8.39 The Directors may pass a resolution without a Directors' meeting being held if all the directors sign a statement that they are in favour of the resolution set out in the document.

### ***Remuneration***

- 8.40 Directors are not to be paid remuneration.
- 8.41 Rule 8.40, does not prevent:
- a) a director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or
  - b) reasonable payments (having regard to market costs of obtaining similar goods and services) to the Director for goods or services, provided that Rule 8.43 has been complied with.
- 8.42 The Corporation may pay the Directors' travelling and other expenses that the Directors incur:
- a) in attending directors' meetings or any meetings of committees of directors;

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- b) in attending any General Meetings of the Corporation; or
  - c) in connection with the Corporation's business.

***Conflict of Interest***

- 8.43 A Director who has, or thinks they may have, a conflict of interest in a Corporation matter must tell the other Directors. This includes, but is not limited to, a material personal interest.
- 8.44 The Director must give details of what the interest is and how it relates to the Corporation at a Directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.
- 8.45 A Director who has a conflict of interest must not:
  - a) be present at a Directors' meeting while the matter in question is being considered; or
  - b) vote on the matter,unless they have been granted approval by:
  - c) the other Directors (those without a conflict of interest) considering the resolution; or
  - d) the Registrar in writing.

**9. DECISION-MAKING**

***Native Title Decisions***

- 9.1 Where a matter before the Directors is a Native Title Decision, the Directors shall:
  - a) consult with and obtain the consent of the Common Law Holders at a special General Meeting, in accordance with Rule 9.2 and the PBC Regulations;
  - b) ensure that the Common Law Holders understand the purpose and nature of the proposed decision by consulting, and considering the views of, the relevant native title representative body; and
  - c) where appropriate and practicable, give notice of the views of the native title representative body to the Common Law Holders.
- 9.2 In consulting, and obtaining the consent, of the Common Law Holders as outlined in Rule 9.1(a):

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- a) the Directors shall ensure that such consultation is made and consent is given in accordance with Traditional Law and Custom and, where appropriate by Consensus; and
  - b) where, after being consulted, the Common Law Holders do not give their consent to the proposed decision, then the matter is to be rejected by the Directors.

***Administrative Decisions***

- 9.3 Where a matter before the Directors is an Administrative Decision, the matter shall be decided by the Directors by Consensus.
- 9.4 If the decision cannot be achieved by Consensus, the matter shall be referred to a Special General Meeting where the matter shall be considered and decided by the Members by Consensus.

***Other Land-based Decisions***

- 9.5 Where a matter before the directors is an Other Land-based Decision, the matter shall be decided by the Directors in accordance with Traditional Law and Custom and, if appropriate, by Consensus.
- 9.6 If the decision cannot be achieved by Consensus, the matter shall be referred to a Special General Meeting where the matter shall be considered and decided by the Members by Consensus.

**10. CONTACT PERSON OR SECRETARY**

- 10.1 The Directors of the Corporation must appoint a contact person or secretary.
- 10.2 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.
- 10.3 Before being appointed, the contact person or secretary must give the Corporation a signed consent to act in that capacity. The Corporation must keep the consent.
- 10.4 The secretary or contact person holds office on the terms and conditions (if any), and remuneration (if any), that the Directors determine.
- 10.5 The secretary or contact person must pass on any communications it receives for the Corporation to at least one (1) of the Directors within fourteen (14) days after receiving the communication.

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10.6 The Corporation must send the Registrar the contact person's or secretary's details within twenty-eight (28) days after they are appointed.

## **11. RECORD KEEPING**

### ***Meeting Minutes***

11.1 The Corporation must prepare and keep the minutes of meetings (in writing or as an audio or video recording) including records of all resolutions passed at those meetings.

11.2 If the minutes of the meetings are kept in writing, the Corporation must ensure that the chair of the meeting signs those minutes within a reasonable time after the meeting.

11.3 If the minutes are kept by means of an audio or video recording, the Corporation must ensure that the chair of the meeting signs, within a reasonable time after the meeting, a declaration that identifies the audio or video recording and declares that the recording constitutes the minutes of the meeting.

11.4 These records must be kept at the Corporation's document access address.

11.5 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 at its document access address within seven (7) days of a Member's written request for inspection.

11.6 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.

The Corporation must send the copy within fourteen (14) days after the Member asks for it.

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### **Rule Book**

- 11.7 The Corporation must keep:
- a) an up-to-date copy of its Rule Book (incorporating any changes to the Rule Book); and
  - 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); and
    - (ii) the Corporation's registered office (if any); and
    - (iii) the Corporation's document access address (if any); and
    - (iv) such other matters about the Corporation as are set out in the Regulations.
- 11.8 The Corporation must:
- a) make the Rulebook available for inspection by Members, free of charge, at its document access address within seven (7) 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.

### **Financial Records**

- 11.9 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.
- 11.10 The financial records must be retained for seven (7) years after the transactions covered by the records are completed.
- 11.11 If the records that the Corporation is required to keep under Rule 11.9 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.

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11.12 The records that the Corporation is required to keep under Rule 11.9 must be kept at the document access address of the Corporation.

11.13 A Director has a right of access to the records that the Corporation is required to keep under Rule 11.9.

## **12. EXECUTION OF DOCUMENTS**

12.1 The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the corporation. The power may be exercised without using a common seal.

12.2 The Corporation may execute a document without using a common seal if the document is signed by:

- a) two Directors; or
- b) a Director and a corporation secretary (if any) of the Corporation.

12.3 If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- a) two Directors; or
- b) a Director and a corporation secretary of the Corporation.

12.4 The Corporation may execute a document as a deed if the document is expressed to be a deed and is executed in accordance with Rule 12.2 or 12.3.

12.5 Rules 12.2 to 12.4 do not limit the ways in which the Corporation may execute a document (including a deed).

## **13. RELATED PARTY BENEFIT**

13.1 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 fifteen (15) months after the approval is given; or



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- 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.

13.2 If:

- a) the giving of the benefit is required by a contract;
- b) the making of the contract was approved in accordance with Rule 13.1a)(i); and
- c) the contract was made:
  - (i) within fifteen (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 the fifteen (15) months.

#### **14. DISPUTE RESOLUTION**

14.1 If a dispute arises, the parties involved must first try to resolve it themselves on an informal basis in accordance with Traditional Law and Custom.

14.2 If the dispute is not resolved within ten (10) business days, any party may refer the matter 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.

14.3 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.

#### **15. NGURRA KAYANTA ABORIGINAL CORPORATION RNTBC GIFT FUND**

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

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

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- 15.2 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.
- 15.3 Receipts issues for gifts to the gift fund must state:
- a) the full name of the Corporation;
  - b) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation; and
  - c) the fact that the receipt is for a gift.
- 15.4 If the gift fund is wound up or the Corporation's endorsement as a deductible gift recipient is revoked under sections 426-55 of the *Taxation Administration Act 1953*, any surplus assets of the fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation.
- 15.5 The fund, authority or institution referred to in Rule 15.4, must also be able to receive tax deductible gifts under Division 30 of the *Income Tax Assessment Act 1997*.

## **16. WINDING UP**

- 16.1 The winding up of the Corporation must follow the processes outlined in the Act.
- 16.2 Where the Corporation is wound up and, after all debts and liabilities have been taken care of, surplus assets of the Corporation exist, the Common Law Holders must determine by special resolution how the surplus assets will be transferred or distributed.
- 16.3 Surplus assets of the Corporation must not be distributed to any Member or to any person to be held on trust for any Member.

## **17. CHANGING THE RULE BOOK**

- 17.1 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.
- 17.2 Within twenty-eight (28) days after the resolution is passed, the Corporation must provide the Registrar with:
- a) a copy of the Special Resolution; and
  - b) a copy of those parts of the minutes of the meeting at which the Special Resolution was passed that relate to the passing of the Special Resolution; and

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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.

17.3 The changes do not take effect until the new Rule Book is registered by the Registrar.

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## 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 Native Title Decisions or Other Land-based Decisions.

**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.

**AGM** means an annual General Meeting of the Corporation, as generally described in Rule 7.3.

**Books** has the meaning given to it in the Act.

**Common Law Holders** means the persons included in the Determination of native title as the native title holders, and until the Determination means the persons included in the Native Title Applications.

**Consensus** means a general agreement among the Members 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 Ngurra Kayanta Aboriginal Corporation RNTBC.

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

**Determination** means any determination by a court of competent jurisdiction of the Native Title Determination Applications.

**Determination Area** means the area subject to the Determination, as generally depicted in Schedule 2.

**General Director** means a Director who is not a Senior Director.

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

**Members** mean a person whose name appears on the Register of Members.

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

**Native Title Applications** mean the following Native Title Determination Applications:

- Helicopter Tjungarrayi & Ors on behalf of the Ngurra Kayanta Claim Group (WAD410/2012); and
- Bobby West & Anor on behalf of the Ngurra Kayanta Claim Group #2 (WAD326/2015).

**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.

**Ngurra Kayanta Land** means land the subject of the Determination and any Vested Land.

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

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

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

**Registers** mean the Register of Members and the Register of Former Members.

**Register of Former Members** means the register set up in accordance with Rule 6.1.

**Register of Members** means the register set up in accordance with Rule 6.1.

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

**Registrar** means the Registrar of the Aboriginal and Torres Strait Islander Corporations appointed under the Act.

**Regulations** mean the regulations relevant to the Act.

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

**Senior Director** means a Director with senior authority under Traditional Laws and Custom.

**Special General Meeting** means a General Meeting other than an AGM.

**Special Resolution** means a resolution:

- (a) of which notice as set out in Rule 7.19 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.

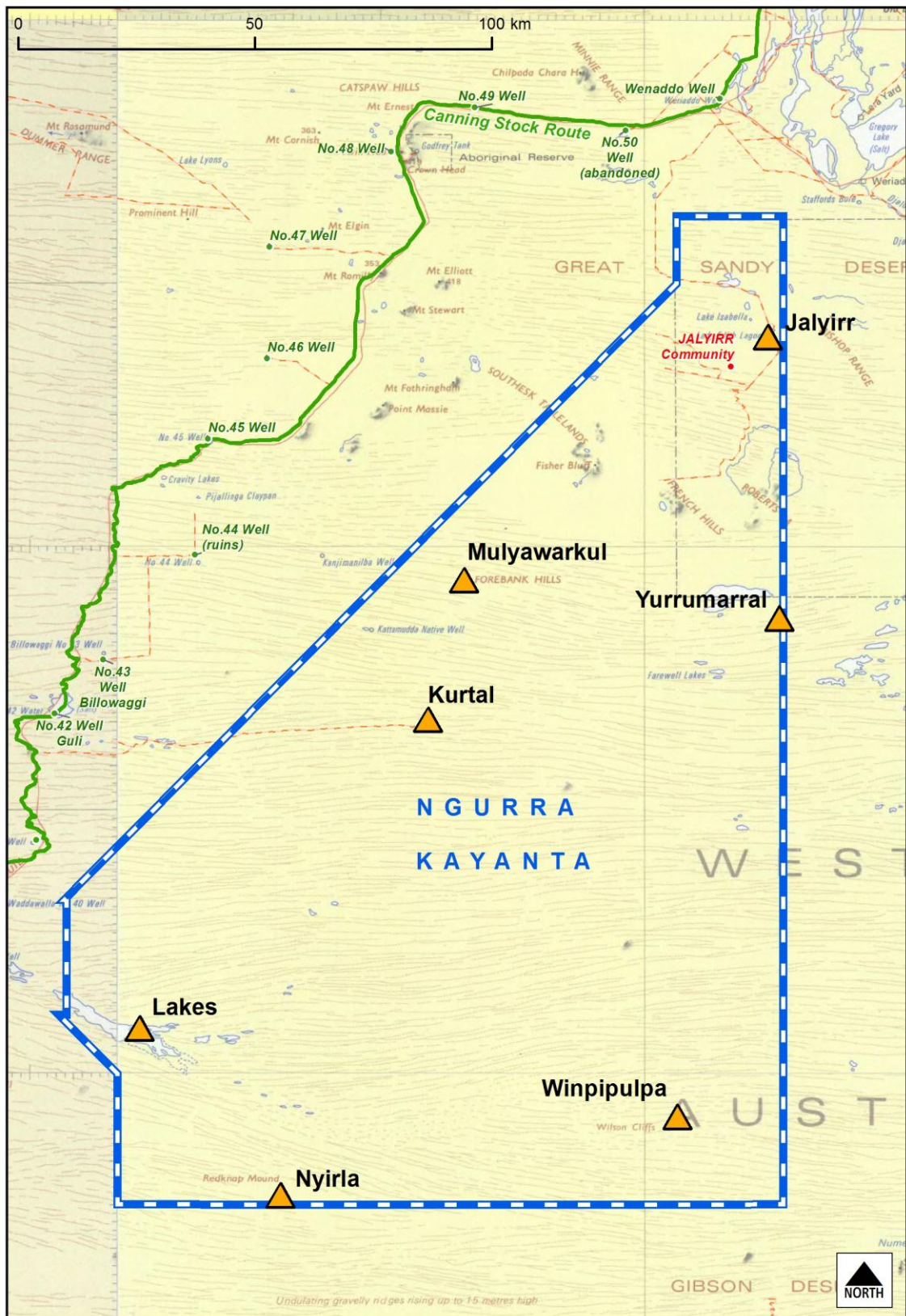
**Vested Land** means any land vested in, granted or given to, or purchased by the Corporation.

## 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 these Rules 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 – MAP OF DETERMINATION AREA  
(INCLUDING SEVEN AREAS FOR DIRECTOR NOMINATIONS)**



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**SCHEDULE 3 – APPLICATION TO BE A MEMBER FORM**

**Ngurra Kayanta Aboriginal Corporation RNTBC**

I,

.....  
(First name) (Surname) (Aboriginal name)

of .....  
(home address)

hereby apply for membership of Ngurra Kayanta Aboriginal Corporation RNTBC.

I declare that I am a Common Law Holder and that I am eligible for membership and will act in the best interests of the Corporation and comply with its Rule Book.

Signature: .....

Date: ...../...../.....

*(Note: Your membership application will not be approved if no home address is provided.)*

OPTIONAL INFORMATION

Date of birth: .....

Place of birth: .....

Mother's name: .....

Father's name: .....

Grandparents' names: (1).....  
(2) .....  
(3).....  
(4) .....

*(Note: The optional information may assist in your application but you do not need to provide it for your membership application to be approved.)*



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**SCHEDULE 4 – APPOINTMENT OF A PROXY FORM**

*(Note: This form should be completed and given to the Contact Person of Corporation before the Corporation’s meeting.)*

**Ngurra Kayanta Aboriginal Corporation RNTBC**

I, .....  
(First name) (Surname) (Aboriginal name)

of .....  
(home address)

confirm I am a Member of the Ngurra Kayanta Aboriginal Corporation RNTBC and hereby appoint the following person to attend and vote for me as my proxy:

.....  
(First name) (Surname) (Aboriginal name)

of .....  
(home address)

at the upcoming Ngurra Kayanta Aboriginal Corporation RNTBC meeting scheduled for:

...../...../..... at .....  
(Date) (Location)

By signing this form, I confirm that the proposed proxy complies with the requirements outlined in Rule 5.24.

Signature of Member: .....

Date: ...../...../.....

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## SCHEDULE 5 – CONSENT TO ACT AS A DIRECTOR FORM

(refer Rules 7.2-7.5 and s 246-10 CATSI Act)

### Ngurra Kayanta Aboriginal Corporation RNTBC

I,

.....  
(First name)

(Surname)

(Aboriginal name)

of .....

(home address)

give consent to become a director of the Ngurra Kayanta Aboriginal Corporation RNTBC as nominated at the annual general meeting of the Corporation.

I have been nominated as a (please tick):

Senior Director

General Director

To represent the following area (please tick):

Jalyirr

Mulyawarkul

Kurtal

Yurrumarra

Lakes

Winpupulpa

Nyirla

I acknowledge that under the CATSI Act a person is automatically disqualified from managing corporations if they:

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

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

Signature: .....

Date: ...../...../.....

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