



**THE RULES AND OBJECTS OF  
PARNA NGURURRPA  
(ABORIGINAL CORPORATION)  
RNTBC**



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## 1. Name

The name of the corporation is Parna Ngururrpa (Aboriginal Corporation) RNTBC.



### What is the name of this corporation?

The corporation is called *Parna Ngururrpa* and it is named after the native title claim.

## 2. Interpretation

See Schedule 1 – Dictionary and interpretation for the meanings of terms and phrases used in these rules.



### How can I find out the meaning of words I don't understand in these Rules?

The Schedule 1 – Dictionary and interpretation at the end of these Rules will tell you what certain words and phrases in the Rules mean.

## 3. Objectives

- 3.1.1 In recognition of the social and economic situation that the majority of Aboriginal people in Australia are living in, subject to sub-rule 3.1.2, the objects for which the corporation is established are to provide direct relief from poverty, sickness, suffering, misfortune, destitution and helplessness among Aboriginal people, and in particular the traditional owners, by:
- (a) becoming a prescribed body corporate, for the purpose of being the subject of a native title determination under sections 56 and 57 of the Native Title Act;
  - (b) becoming a registered native title body corporate and carry out its functions;
  - (c) holding and managing Ngururrpa land on behalf of the traditional owners;
  - (d) protecting, preserving and advancing the traditions, laws, languages, culture and customs of Aboriginal people and in

### Why was Parna Ngururrpa set up?

The main job of Parna Ngururrpa is to look after native title in this area:





particular the traditional owners;

- (e) representing the traditional owners in all matters related to the ownership, use, occupation of and access to Ngururrpa land;
- (f) taking action in all ways to achieve social justice for Aboriginal people and in particular the traditional owners;
- (g) advancing and promoting the well being of Aboriginal people and in particular the traditional owners;
- (h) providing environmental, social, economic and cultural benefits to Aboriginal people and in particular the traditional owners;
- (i) supporting and providing education, training and employment for Aboriginal people, and in particular the traditional owners;
- (j) on behalf of the traditional owners, holding, investing and spending money received from the Commonwealth, the states and from other sources; and
- (k) carrying out the terms of any Agreement.

3.1.2 In carrying out its objects, the Corporation shall ensure no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to any Member, except for the payment in good faith of reasonable and proper remuneration to any Member, officer, servant, agent or employees of the Corporation for, or in return for, services actually rendered to the Corporation.

Parna Ngururrpa also has the job of helping *traditional owners* in need, like those who are poor, sick or elderly.



**Can Parna Ngururrpa pay its members?**



*Members can be paid for working for Parna Ngururrpa. Members can also receive money from Parna Ngururrpa if the payment would meet any of the objects in rule 3.1.1.*

## 4. Powers of the corporation

4.1.1 The corporation shall advance its objects by the following means:

- (a) The corporation shall, subject to the provisions of the Vesting Act and these rules, have power to do all such lawful things as seen by the directors as necessary or desirable, to carry out the objects of the corporation.
- (b) The corporation shall, before carrying out, or authorising, any proposal relating to the management, use or control of any portion of Ngururrpa land, have regard to the interests of and consult with the traditional owners having a particular interest in that portion of the land, or otherwise affected



by the proposal, and shall not carry out the proposal, or authorise or permit it to be carried out, unless satisfied that those traditional owners:

- (i) understand the nature and purpose of the proposal;
- (ii) have the opportunity to express their views to the corporation; and
- (iii) consent to the proposal (see rules 12.2 and 12.3).

- 4.1.2 The corporation shall only exercise its powers in relation to the management, use and control of Ngururrpa land in accordance with the traditional laws and customs of the traditional owners (see rules 12.2 and 12.3).

### What can Parna Ngururrpa do?

These Rules set out what Parna Ngururrpa can and can't do:

Parna Ngururrpa can't do anything illegal.

Parna Ngururrpa must only do those things that help it achieve its *objects* (see rule 3).

Decisions of Parna Ngururrpa must be made thinking about all of the members and *traditional owners*.

Decisions about *Ngururrpa land* have to be made at a big meeting in accordance with *traditional laws and customs* (see rules 12.2 and 12.3).

## 5. Membership of the corporation

### 5.1 Members on registration

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

### 5.2 Members by application

#### 5.2.1 How to become a member after registration

A person becomes a member if:

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

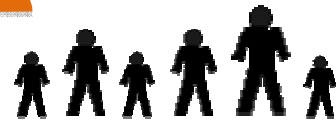
#### 5.2.2 Who can apply to become a member?

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

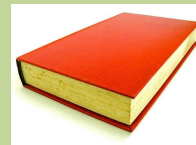
- (a) at least 18 years of age; and
- (b) a traditional owner.

#### 5.2.3 Membership Application (see Annexure 1 – Application for membership form)

- (a) A person (the applicant) who wants to become a member must apply to the corporation.



### How can I find out if I am a member of Parna Ngururrpa?



All members are listed on the *Register of Members* which records the names, addresses and the dates the members joined.

### How do I become a member?



You can apply to become a member to the *directors* in writing, on the phone or in person (see Annexure 1 – Application for membership form).

- (b) The application may be in writing, by telephone or in person.
- 5.2.4 Deciding membership applications
- (a) The directors will consider and decide membership applications.
- (b) Applications will be considered in the order in which they are received by the corporation.
- (c) The directors must not accept an application for membership of the corporation unless the applicant:
- applies according to rule 5.2.3; and
  - meets all the eligibility for membership requirements.
- (d) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- (e) However, they must notify the applicant in writing, by telephone or in person of the decision and the reasons for it.

5.2.5 Entry on the register of members

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

5.3 Membership fees

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

5.4 Members rights and obligations

- (a) Each member has rights under the Act and these rules including the rights set out below. A member:
- can attend, speak and, depending on the member's level of rights under traditional laws and customs, participate and be involved in decision-making at general meetings of the corporation;

**Who can apply to become a member of Parna Ngururrpa?**



You must be a *traditional owner* and over the age of 18.

**Do I have to pay to become a member of Parna Ngururrpa?**



No, membership is free.

**What are the rights of members?**

Attend and speak at big meetings.

- (ii) can be appointed as a director;
- (iii) cannot be removed as a member unless the directors and the corporation have complied with rule 5.7;
- (iv) can put forward resolutions to be considered at a general meeting of the corporation in accordance with rule 7.6;
- (v) can ask the directors to call a general meeting of the corporation in accordance with rule 7.3.2;
- (vi) can access the following books and records of the corporation:
  - (A) the register of members, under rule 6.5;
  - (B) the minute books, under rule 16.8;
  - (C) the corporation's rule book, under rule 16.10;
  - (D) certain reports prepared by or for the directors and the corporation, in accordance with the Act;
- (vii) can ask the directors to provide access to any other records or books of the corporation in accordance with rule 16.9; and
- (viii) can have disputes with another member or with the directors dealt with under the process in rule 19.

(b) Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.

(c) If a member believes their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 19.

#### 5.4.2 Members' responsibilities

Each member has the following responsibilities

- (a) to comply with the Act and these rules;
- (b) to comply with any code of conduct adopted by the corporation;
- (c) to treat other members and the directors with respect and dignity; and
- (d) to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

#### 5.4.3 Liability of members

- (a) The members are not liable to contribute

Depending on the *member's* rights under *traditional laws and customs*, participate and make decisions at big meetings.

Be appointed as a *director*.

Ask for a big meeting to be held.

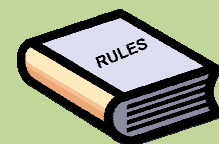
Have a dispute heard.

Access the books of the corporation.



#### What are the responsibilities of *members*?

To follow these Rules.



Treat other *members* and *directors* with respect.

Follow good meeting rules.

to the property of the corporation on winding up.

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

### Will I have to help out Parna Ngururrpa if it gets into money trouble?



No, you will not have to pay any of Parna Ngururrpa's debts if it has no money to pay them itself.

## 5.5 How a person stops being a member

5.5.1 A person will stop being a member if:

- (a) the person resigns as a member (see rule 5.6);
- (b) the person dies; or
- (c) the person's membership of the corporation is cancelled (see rule 5.7).

5.5.2 When a person ceases to be a member

A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

### When does a person stop being a member?

You stop being a *member* if you resign or if your membership is cancelled.

## 5.6 Resignation of Members

- (a) A member may resign by giving a resignation notice to the corporation.
- (b) A resignation notice may be in writing, by telephone or in person.
- (c) The corporation must remove the member's name from the register of current members of the corporation within 14 days after receiving the resignation notice.

## 5.7 Process for cancelling membership

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

- (a) A member shall not be expelled from the corporation except in accordance with this rule 5.7.
- (b) The directors may commence the process to expel a member on the grounds that the person:
  - (i) is not eligible for membership; or
  - (ii) has ceased to be eligible for membership;

### How do I resign from being a member?



You tell the *directors* in writing, by telephone or in person that you have resigned. They will then remove your name from the *register of members*.

### Can my membership be cancelled?

Yes, if you do not follow these *rules*, your responsibilities, if you



- (iii) his or her conduct is detrimental to the interests of the corporation; or
  - (iv) his or her conduct is in breach of the rules.
- (c) Before cancelling the membership, the directors must give the member notice in writing stating that:
- (i) the directors intend to cancel the membership for the reasons specified in the notice;
  - (ii) the member has 14 days to object to the cancellation of the membership; and
  - (iii) the objection may be in writing, by telephone or in person.
- (d) If the member does not object, the directors must cancel the membership.
- (e) If the member does object as set out in rule 5.7(c)(iii):
- (i) the directors must not cancel the membership;
  - (ii) only the corporation by resolution in general meeting may cancel the membership.
- (f) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

**5.7.2 Membership may be cancelled if member cannot be contacted**

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

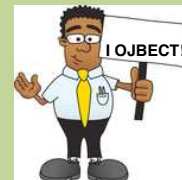
**5.7.3 Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person**

continuously interfere with meetings or if you can't be contacted for two years.

**CANCELLED**

**Can I object to my membership being cancelled?**

Yes, you can object and then only the *members* can cancel your membership at a big meeting.



- (a) If rule 5.2.2 includes an eligibility requirement that an individual be an Aboriginal and Torres Strait Islander person, membership may be cancelled if the member is not an Aboriginal and Torres Strait Islander person.
- (b) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal and Torres Strait Islander person.
- (c) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

**5.7.4 Membership may be cancelled if a member misbehaves**

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

**5.7.5 Amending register of members after a membership is cancelled**

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

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## **6. Register of members and former members**

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### **6.1 Corporation to maintain register of members**

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

### **6.2 Information on the register of members**

#### **6.2.1 Information about individuals**

- (a) The register of members must contain the following information about individual members:

**Do records have to be kept about the members?**

- (i) the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known; and
- (ii) the date on which the member's name was entered on the register.

### 6.3 Corporation to maintain register of former members

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

### 6.4 Information on the register of former members

#### 6.4.1 Information about individuals

- (a) The register of former members must contain the following information about individual who stopped being a member within the last 7 years :
  - (i) the member's name (given and family name) and address (the register may also contain any other name by which the member is or was known); and
  - (ii) the date on which the individual stopped being a member.

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

#### 6.5.1 Location of registers

The corporation must keep a register of members and the register of former members at:

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

#### 6.5.2 Right to inspect registers

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



Yes, Parna Ngururpa must keep a book called the *register of members* of all current and former *members*.

#### Where is the *Register of Members* kept and can I see it?



The *register of members* is kept at the Parna Ngururpa's address and any person can see the *register of members* if they want to.

#### Who can see the *Register of Members*?

Anyone is allowed to access the *register of members*.

#### Do I have to pay to see the *Register of Members*?

- access the information by computer).
- 6.5.3 Inspection fees
- (a) A member may inspect the registers without charge.
  - (b) A person who is not a member may inspect the registers only on payment of any fee required by the corporation.
- 6.5.4 Right to get copies
- The corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:
- (a) asks for a copy; and
  - (b) pays any fee (up to the prescribed amount) required by the corporation.
- 6.6 **Making register of members available at AGM**
- The corporation must:
- (a) make the register of members available for inspection (without charge) by members at the AGM; and
  - (b) ask each member attending the AGM to check and update their entry.

No, only non-members have to pay to see the *register of members*.



### When is the *Register of Members* updated?

The *register of members* must be updated at every *Annual General Meeting*.

## 6.7 Provision of registers to Registrar

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

## 7. Annual General Meetings (AGMs) and General Meetings

### 7.1 AGMs

#### 7.1.1 Holding AGMs

The corporation must hold an AGM within 5 months after the end of its financial year.

#### 7.1.2 Extension of time for holding AGMs

- (a) 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 that period.
- (b) If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.



**What is an Annual General Meeting and when should it be held?**

### 7.1.3 Business of AGM

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

- (a) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM;
- (b) the appointment of directors;
- (c) the appointment and remuneration of the auditor (if any);
- (d) checking of details on the register of members (see rule 6.6(b)); and
- (e) asking questions about management of the corporation and asking questions of the corporation's auditor (if any) (see rule 7.13).

## 7.2 General meetings

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

### 7.2.1 Purpose of general meeting

A general meeting must be held for a proper purpose.

### 7.2.2 Time and place of general meeting

A general meeting must be held at a reasonable time and place.

### 7.2.3 Business of general meeting

The business at each general meeting must include all matters set out in the notice of the general meeting.

## 7.3 Calling general meetings

### 7.3.1 Director may call meetings

A director may call a general meeting of the corporation.

### 7.3.2 Members may ask directors to call general meetings

- (a) The directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under this rule 7.3.2:
  - (i) the number of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 5 members; or
  - (ii) the percentage of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 10% of the members.



An AGM is a big meeting of all the *members* held once a year. It must be held each year before the end of November.

### What happens at the AGM?

Appoint new *directors*.

Check the details on the *register of members*.

Appoint the expert accountant (called the *auditor*) to review the money books for next year.

Ask questions about the management of Parna Ngururrpa.



### When does Parna Ngururrpa have to hold its first big meeting?

Parna Ngururrpa must have a big meeting within 3 months from when it starts.

### Can Parna Ngururrpa hold other big meetings (called *General Meetings*) during the year?

Yes, Parna Ngururrpa can hold other *general meetings* in addition to the *annual general meeting* to discuss Parna Ngururrpa business.

### How is a big meeting organised?

A *director* may call a meeting or



- (b) A request under rule 7.3.2(a) must:
- (i) be in writing;
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) nominate a member to be the contact member on behalf of the members making the request; and
  - (v) be given to the corporation.
- (c) Separate copies of a document setting out a request under rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

### 7.3.3 Directors may apply to deny a members' request to call a general meeting

- (a) If the directors resolve:
- (i) that a request under rule 7.3.2 is frivolous or unreasonable; or
  - (ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the members as a whole,

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

- (b) An application must:
- (i) be in writing;
  - (ii) set out the ground on which the application is made; and
  - (iii) be made within 21 days after the request was made.
- (c) The directors must, as soon as possible after making an application, give the contact member (see rule 7.3.2(b)(iv)) notice that an application has been made.

### 7.3.4 Timing for a requested general meeting

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

## 7.4 Requirement for notice of general meeting

*members* can ask the *directors* to call a meeting if there is a good reason to do so.

### How can a *member* request a big meeting to be held?

There must be the greatest of 5 *members* or 10% of members who want a big meeting held and they must ask the *directors* in writing to organise one.



### Can the *directors* refuse to hold a big meeting even if the *members* want one?



Yes, but the *directors* must get permission from the *Registrar* to do so.

- 7.4.1 Notice for general meeting
- (a) At least 14 days notice must be given of a general meeting.
  - (b) The corporation:
    - (i) may call an AGM on shorter notice, if all the members agree beforehand; or
    - (ii) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.
  - (c) At least 21 days notice must be given of a general meeting at which a resolution will be moved to:
    - (i) remove a director;
    - (ii) appoint a director in place of a director removed; or
    - (iii) remove an auditor.Shorter notice cannot be given for these kinds of meetings.

**How do I find out that a big meeting is planned?**



The *directors* must tell all *members* in person, by phone, email, post, fax or by community notice boards, at least 14 days before the meeting where and when it will be, and what will be talked about.

- 7.4.2 Requirement to give notice of general meeting to members and officers
- (a) The corporation must give written notice of a general meeting to the following people:
    - (i) each member entitled to participate and be involved in decision-making at the meeting; and
    - (ii) each director.
  - (b) The corporation may give the notice of meetings to a member personally or by sending it by post, fax, other electronic means or by placing the notice on community notice boards.
  - (c) A notice of meeting:
    - (i) sent by post is taken to be received 3 days after it is posted; and
    - (ii) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.
- 7.4.3 Requirement to give notice of general meeting and other communications to auditor
- The corporation must give its auditor (if any):
- (a) notice of a general meeting in the same way that a member is entitled to receive notice; and
  - (b) any other communications relating to the general meeting that a member is entitled to receive.
- 7.4.4 Contents of notice of general meeting
- (a) A notice of a general meeting must:
    - (i) set out the place, date and time for

the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);

- (ii) state the general nature of the meeting's business;
- (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is;
- (iv) if a member is entitled to appoint a proxy, contain a statement setting out:
  - (A) that the member has a right to appoint a proxy; and
  - (B) whether or not the proxy needs to be a member of the corporation.

- (b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

## 7.5 Failure to give notice

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

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

## 7.6 Members' resolutions

- 7.6.1 If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the corporation by the greater of 5 members or 10% of the corporation's members.

- 7.6.2 The notice must be in writing and must be signed by the members proposing it.

- 7.6.3 The corporation must give notice of the proposed resolution to all members and directors entitled to receive it.

- 7.6.4 The corporation must consider the resolution at the next meeting.

## 7.7 Quorum for general meeting

- 7.7.1 Quorum

The quorum for a general meeting is 12 members with at least 1 member being present from each language group.

- 7.7.2 Quorum to be present

- (a) The quorum must be present at all times during the meeting.

**What happens if I don't get the notice? Can the meeting still go ahead?**



Yes, if you accidentally do not get notice of the meeting, it may still go ahead and proper decisions can still be made.

**How can I get something on the agenda of a big meeting?**

A suggestion for a meeting must be given to Parna Ngururrpa by at least the greater of 5 members or 10% of members.

It must be in writing and be signed.



**How many *members* should attend a big meeting for it to be a proper meeting?**

(b) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:

- (i) if a member has appointed more than 1 proxy, only 1 of them will be counted; and
- (ii) if an individual is attending both as a member and as a proxy, counting that individual only once.

#### 7.7.3 Adjourned meeting where no quorum

A meeting of the corporation's members that does not have a quorum present within 2 hours after the time for the meeting set out in the notice is to be adjourned to time specified by the directors.

### 7.8 Chairing general meeting

- (a) The directors may elect an individual to chair general meetings.
- (b) The members at a general meeting may elect a member present to chair the meeting (or part of it) if:
  - (i) the directors have not already elected a chair; or
  - (ii) a previously elected chair is not available, or does not want to chair the meeting.
- (c) The chair must adjourn a general meeting if the majority of members present agree or direct that the chair do so.

### 7.9 Use of technology for general meeting

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

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

- (a) If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
- (b) The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.

There must be at least 12 *members* with at least 1 from each *language group* at a big meeting who must stay for the whole meeting.



**What happens if there are not enough *members* at the meeting?**



If there are not enough *members* at the meeting, it is put off for another date.

**Who runs the big meetings?**

The *directors* must choose someone (called the *Chair*) to run big meetings and keep everyone in line and on track.



**Can a meeting be by telephone?**

Yes, a meeting can be held by telephone or video-link if everyone has access to it.



**Who else can speak at general meetings?**

- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at that meeting; or
  - (ii) that meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.



The person appointed as the corporation's expert accountant (called an *auditor*) to keep an eye on the money books, can attend and speak at general meetings.

## 7.11 Decision-making at general meetings

Decisions are to be made at general meetings as follows:

- (a) where the matter to be decided is a 'native title decision', it shall be decided by consensus and in accordance with traditional laws and customs (see rule 12.2);
- (b) where the matter to be decided is an 'other land based decision', it shall be decided by consensus and in accordance with traditional laws and customs (see rule 12.3); and
- (c) where the matter to be decided is an 'administrative matter', it shall be decided by consensus (see rule 12.1).

### How are decisions at big meetings made?

Decisions are made by *consensus* at big meetings in accordance with *traditional laws and customs*. See rule 12.

## 7.12 Proxies

### 7.12.1 Who may appoint a proxy

- (a) A member who is entitled to attend, participate and be involved in decision-making at a general meeting may appoint a person as proxy to attend, participate and be involved in decision-making for them at the meeting.

### 7.12.2 Rights of proxies

- (a) Subject to this rule, a proxy appointed to attend, participate and be involved in decision-making for a member has the same rights as the member:
  - (i) to speak at the meeting; and
  - (ii) participate and be involved in decision-making (but only to the extent allowed by the appointment).
- (b) A proxy's authority to speak and participate and be involved in decision-making for a member at a meeting is suspended if the member is present at the meeting.
- (c) A person must not exercise proxies for more than 1 member. However a contravention of this rule 7.12.2(c) does not affect the validity of the votes cast.

### If I can't attend a meeting, can I get someone to take my place?

Yes, *members* can get someone else called a *proxy* to go to a meeting for them if they fill in a *proxy* form (see Annexure 2 – Appointment of proxy form).





7.12.3 Appointing a proxy (see Annexure 2 – Appointment of proxy form)

- (a) An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the Regulations, by the member making the appointment and contains the following information:
  - (i) the member's name and address;
  - (ii) the corporation's name;
  - (iii) the proxy's name or the name of the office held by the proxy; and
  - (iv) the meetings at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the corporation.
- (c) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the corporation sending to members:
  - (i) a list of persons willing to act as proxies; or
  - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (d) An appointment of a proxy does not have to be witnessed.
- (e) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.12.4 Receipt of proxy documents

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

## 7.13 Questions at AGMs

7.13.1 Questions and comments by members on corporation management at AGM

The chair of an AGM must give members a

**Is the appointment of my proxy a one off or can they attend all meetings on my behalf?**

You can choose whether the appointment is for one meeting only or for a number of meetings.

**What are the rights of my proxy?**

Your proxy will have the same rights as you do – if you have the right to participate and be involved in decision-making, in accordance with traditional laws and customs, then so will your proxy.

reasonable opportunity to ask questions about or make comments on the management of the corporation.

#### 7.13.2 Questions by members of auditors at AGM

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

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

#### Can I ask questions at big meetings?

At the big meetings you are allowed to ask questions about the running of Parna Ngururra.



### 7.14 Adjourned meetings

#### 7.14.1 When resolution passed after adjournment of meeting

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

#### 7.14.2 Business at adjourned meetings

In addition to the unfinished business from the adjourned meeting, new business can also be transacted at a general meeting resumed after an adjournment.

#### 7.14.3 Re-notification of adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 14 days notice must be given to the members and directors of the day, time and place of when the general meeting will be resumed.

## 8. Directors of the Corporation



### 8.1 Numbers of directors

#### 8.1.1 Minimum number of directors

The corporation must have at least 4 directors.

#### 8.1.2 Directors from each of the four language groups

- (a) The board of directors shall be comprised of (in equal numbers) at least:
  - (i) one person chosen from each of the four language groups up to a maximum of three from each language group:

#### How many *directors* does Parna Ngururra need to have?




There must be at least 4 *directors*.  
There cannot be more than 12 *directors*.



- (A) Ngarti;
    - (B) Kukatja;
    - (C) Walmatjeri; and
    - (D) Wangkatjungka.
  - (b) Where the board of directors is made up of three persons from each language group, at least one from each language group must be female.
- 8.1.3 Maximum number of directors
- The corporation must not have more than 12 directors.
- 8.2 Eligibility to be a director**
- 8.2.1 Eligibility for appointment as director
- (a) An individual is eligible for appointment as a director if they are an individual who is:
    - (i) at least 18 years of age;
    - (ii) a member; and
    - (iii) a traditional owner.
  - (b) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act may only be appointed as a director of the corporation if the appointment is made:
    - (i) with permission granted by the Registrar; or
    - (ii) with leave granted by the court.
- 8.2.2 Majority of director requirements
- (a) A majority of the directors must ordinarily reside in Australia.
  - (b) A majority of the directors must not be employees of the corporation.
  - (c) The chief executive officer:
    - (i) may be a director but cannot chair the director's meetings; and
    - (ii) counts as an employee for the purposes of rule 8.2.2(b).
- 8.2.3 Consent to act as director
- (a) Before a person may be appointed as director, that person must give the corporation a signed consent to act as a director of the corporation.
  - (b) The corporation must keep the consent.
- 8.3 Directors on registration**
- (a) A person becomes a director, secretary or contact person of the corporation on registration of the corporation if the person is specified in the application for registration and they have given their

### How are the *directors* chosen?

A maximum of three *directors* can be chosen from each of the four *language groups*:

- Ngarti 
- Kukatja 
- Walmatjeri 
- Wangkatjungka 

At least one *director* from each *language group* must be female where there are three from each *language group*.

### Who can be a director?

*Directors* must:

- be at least 18 years of age
- be a *member*
- be a *traditional owner*
- not have gone to gaol (for more than 3 months for an offence involving dishonesty) or have been bankrupt



### What if I am chosen to be a *director* and I don't want to be?



You must sign a form agreeing to be a *director*.

### How is the first board of *directors* chosen?

The first board of *directors* has

consent (the initial directors).

- (b) The details of these members are set out in Schedule 1 – Initial directors

## 8.4 Becoming a director by appointment

### 8.4.1 The corporation may appoint a director

The corporation shall appoint its directors by consensus at annual general meetings.

### 8.4.2 Directors may appoint other directors to make up a quorum

- (a) As long as the maximum number of directors is not exceeded, the directors of the corporation may appoint a person as a director to make up a quorum.
- (b) If the total number of directors does not make up a quorum, a person can be appointed under rule 8.4.2(a) to make up a quorum for a directors' meeting as long as that person is from the same language group as director being replaced.
- (c) If a person is appointed under rule 8.4.2(a), the corporation must confirm the appointment by resolution at the corporation's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the corporation at the end of the annual general meeting.

## 8.5 Term of appointment

- (a) The initial directors shall hold office until the annual general meeting in 2010.
- (b) Subject to rule 8.5(d), a director must not be appointed for more than 1 year.
- (c) A director is eligible for reappointment.
- (d) If the terms of the appointment of all the directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired.

## 8.6 Alternate directors

The directors may not appoint alternate directors.

## 8.7 How a person ceases to be a director

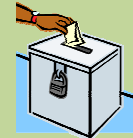
### 8.7.1 A person ceases to be a director if:

- (a) the person dies;
- (b) the person resigns as a director as provided for in rule 8.8;

already been chosen by the *traditional owners* at a big meeting and their names are written in Schedule 1 – Initial directors.

### How are future *directors* chosen?

The *directors* are chosen by the *members* at an *annual general meeting* by *consensus* of those *members* present.



### How are replacement *directors* chosen?

When a *director* leaves during his or her term, then the person chosen to replace them must be from the same *language group*.

### How long are *directors* appointed for?

*Directors* are appointed for one year from one *annual general meeting* to the next.

### Can a person be a director for more than one year in a row?

Yes, if you think a *director* is doing a good job, he or she can be re-appointed as a *director* for subsequent years.



### When does a person stop being a *director*?

You stop being a *director* if:

- (c) the term of the person's appointment as a director expires;
- (d) the person is removed as a director by the members as provided for in rule 8.9.1;
- (e) the person is removed as a director by the other directors as provided for in rule 8.9.2; or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

## 8.8 Resignation of director

- (a) A director may resign as a director by giving notice of resignation to the corporation.
- (b) A notice of resignation can be in writing, by telephone or in person.

## 8.9 Process for removing a director

### 8.9.1 Removal by members

- (a) The corporation may, by resolution in general meeting, remove a director from office despite anything in:
  - (i) the corporation's constitution;
  - (ii) an agreement between the corporation and the director concerned; or
  - (iii) an agreement between any or all members of the corporation and the director concerned.
- (b) A notice of intention to move a resolution to remove a director must be given to the corporation at least 21 days before the meeting is to be held. However, if the corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- (d) The director concerned is entitled to put his or her case to members by:
  - (i) giving the corporation a written statement for circulation to members (see rules 8.9.1(e) and (f)); and
  - (ii) speaking to the motion at the meeting (whether or not the director concerned is a member).
- (e) The corporation is to circulate the written

- you die
- you resign in writing
- your appointment expires
- the other *directors* or the *members* remove you
- you become disqualified from being a director (that is you must not be convicted of an offence involving dishonesty and imprisoned for more than 3 months or go bankrupt)



### What happens if a *director* is not doing a good job?



The *members* can remove a *director* by *consensus* at a big meeting.

The other *directors* can also remove a *director* if they don't show up to three meetings in a row.



statement given under rule 8.9.1(d)(i) to members by:

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

#### 8.9.2 Removal by other directors

- (a) The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Rule 8.9.2(a) operates despite anything in:
- (i) the corporation's constitution;
  - (ii) an agreement between the corporation and the director concerned; or
  - (iii) an agreement between any or all members and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
- (i) stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings; and
  - (ii) stating that the director concerned has 14 days to object in writing to the removal.
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:

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

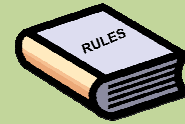
## 9. General Duties



### 9.1 General duties

- (a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:
- (i) a duty of care and diligence;
  - (ii) a duty of good faith;
  - (iii) a duty of disclosure of material personal interests (see rule 10.2);
  - (iv) a duty not to improperly use position or information; and
  - (v) a duty to prevent insolvent trading.
- (b) A director is not in breach of his or her general duties if he or she does (or refrains from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the corporation complies with a native title legislation obligation.
- (c) In the event of a conflict between:
- (i) the duty of a director to ensure that the corporation complies with its native title legislation obligations; and
  - (ii) the duty of the director to prevent insolvent trading by the corporation,
- it is the duty of a director to prevent insolvent trading that prevails and the director is released from the duty to ensure that the corporation complies with its native title obligations, to the extent of the conflict.
- (d) Except as provided in rule 9.1(e), the directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.
- (e) A director is not liable for debts and other obligations incurred by the corporation as trustee merely because of doing (or refraining from doing) a particular act if the director acts:
- (i) in good faith; and
  - (ii) with the belief that doing (or refraining from doing) the act is necessary to ensure that the corporation complies with a native title legislation obligation.

#### What must *directors* do?



Follow these *rules* and the law.

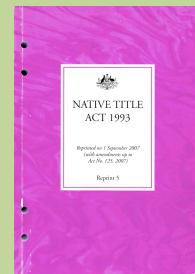
Act in the best interests of all the *members* and not themselves.

Tell the other *directors* if they or their family will benefit from the outcome of a decision (see rule 10.2).

Keep Parna Ngururrrpa business confidential.

Tell the truth about how much money Parna Ngururrrpa has.

#### What if I am a *director* and I have obligations under the Native Title Act?



There are some situations where you will not be in breach of your duties as a director if you are making a decision which needs to be made to look after your native title.

But you must always tell the truth about Parna Ngururrrpa's money situation.

## 10. Functions, powers and duties of directors



### 10.1 Powers of directors

- (a) The business of the corporation is to be managed by or under the direction of the directors.
- (b) The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in the general meeting (see rule 12).

### 10.2 Duty of director to disclose material personal interests

- 10.2.1 A director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless rule 10.2.2 says otherwise.
- 10.2.2 A director does not need to give notice of an interest under rule 10.2.1 if:
  - (a) the interest:
    - (i) arises because the director is a member and is held in common with the other members;
    - (ii) arises in relation to the director's remuneration as a director;
    - (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;
  - (b) and all of 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 10.2.1;
    - (ii) if a person who was not a director when the notice under rule 10.2.1 was given is appointed as a director, the notice is given to that person;
    - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
    - (iv) the director has given a standing notice of the nature and extent of the interest and that notice is still effective.

#### What decisions can the *directors* make?



The *directors* can only make administrative decisions (see rule 12). The *directors* do not have any power to make decisions relating to land or native title. These decisions must be made by everyone at a big meeting. The *directors* must also only make decisions that are within the law.

#### What happens if I'm a *director* and Parna Ngururrpa is considering a decision which might benefit me or my family?



If a *director* or his or her family will benefit from the outcome of a decision the *director* must tell the other *directors*.

You do not need to disclose an interest that relates to your native title rights.

- 10.2.3 The notice required by rule 10.2.1 must:
- (a) give details of:
    - (i) the nature and extent of the interest; and
    - (ii) the relation of the interest to the affairs of the corporation; and
  - (b) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.
  - (c) The details must be recorded in the minutes of the meeting.
- 10.2.4 A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

### 10.3 Remuneration

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

#### Can I get paid to be a director?

Directors do not get paid but can have their travel costs covered if the *members* agree.



### 10.4 Delegation

- (a) The directors may by resolution delegate any of their powers to:
  - (i) a committee of directors;
  - (ii) a director;
  - (iii) an employee of the corporation; or
  - (iv) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the directors.
- (c) The exercise of a power by a delegate is

as effective as if the directors had exercised it.

**10.5 Member approval needed for related party benefit**

10.5.1 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, or

(b) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.

10.5.2 If:

- (a) the giving of the benefit is required by a contract;
- (b) the making of the contract was approved in accordance with rule 10.5.1(a)(i); 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 the 15 months.



## 11. Directors' meetings



### 11.1 Frequency of directors meetings

The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but must meet at least once a year.

### 11.2 Calling and giving notice of directors' meetings

A directors' meeting may be called by a director giving reasonable notice individually to every other director.

### 11.3 Quorum at directors' meetings

The quorum for a directors' meeting is a majority of the directors, with at least 1 director present from each language group. The quorum must be present at all times during the meeting.

### 11.4 Chairing directors' meetings

- (a) The directors may elect a director to chair their meetings. The directors may determine the period for which that director is to be the chair.
- (b) The directors must elect a director present to chair a meeting, or part of it, if:
  - (i) a director has not already been elected to chair the meeting; or
  - (ii) a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

### 11.5 Use of technology

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

### 11.6 Decisions at directors' meetings

#### 11.6.1 Decision making

Decisions at directors' meetings are to be made by consensus or, if consensus cannot be reached after a reasonable effort has been made, by referring the matter to a special general meeting (see also rule 12.1).

#### 11.6.2 Circulating resolutions if the corporation has more than 1 director

The directors may pass a resolution without a

#### How often do *directors* have to have meetings and how many *directors* have to be present?

The *directors* must meet at least once a year.

There must be a majority of the *directors* at each meeting with at least 1 person from each language group.

The *directors* must choose a chair for each meeting.



#### Who runs the *directors*' meetings?

The *directors* must choose someone (called the *Chair*) to run *directors*' meetings and keep everyone in line and on track.



#### Do *directors*' meetings have to be held in person or can they be over the phone?

A meeting may be held by telephone or video link if all the *directors* agree.



directors' meeting being held if all the directors sign a statement that they are in favour of the resolution set out in the document.

### How do *directors* make decisions at directors' meetings?



The *directors* make decisions at directors' meetings by *consensus* (that is, either all agreeing to the matter or no one objecting to the matter).



## 12. Decision making process

### 12.1 The process for making 'administrative decisions' (see Schedule 5 – The process for making 'administrative decisions')

- 12.1.1 Where a matter before the directors is an 'administrative decision', the matter shall be decided by the directors by consensus.
- 12.1.2 Where the decision under sub-rule 12.1.1 cannot be achieved by consensus, the matter shall be referred by the directors for consideration by the members at a special general meeting who shall decide the matter by consensus.

### Who 'makes administrative decisions' and how are they made?



*Directors make administrative decisions by consensus at directors' meetings. If they cannot decide, the decision will be made by consensus at a big meeting (see Schedule 5 – The process for making 'administrative decisions')*

### 12.2 The process for making 'native title decisions' (see Schedule 3 – The process for making 'native title decisions')

- 12.2.1 Where a matter before the directors is a native title decision the directors shall:
- (a) consult with the relevant native title representative body on the proposed decision and seek their views; and
  - (b) call a special general meeting ensuring that traditional owners affected by the decision are present at the meeting, understand the purpose and nature of the proposed decision and by consensus, and in accordance with traditional laws and customs, give their consent to the proposed decision.
- 12.2.2 In the event that the traditional owners whose land is affected are not present at the meeting outlined in sub-rule 12.2.1(b), the directors shall call a further general meeting ensuring that traditional owners affected by the decision are present at the meeting, understand the purpose and nature of the proposed decision and by consensus, and in accordance with traditional laws and customs, give their consent to the proposed decision.
- 12.2.3 If a decision cannot be reached by the process outlined in either sub-rule 12.2.1(b) and 12.2.2, the directors shall, in accordance with traditional laws and customs, refer the decision to another group who will make the decision by consensus and in accordance with traditional laws and customs.

### Who makes 'native title decisions' and how are they made?



*Native title decisions are made by the members by consensus at a big meeting in accordance with traditional laws and customs after consultation and the consent of the traditional owners (see Schedule 3 – The process for making 'native title decisions')*

**12.3 The process for making ‘other land based decisions’ (see Schedule 4 – The process for making ‘other land based decisions’)**

12.3.1 Unless otherwise provided for in these rules, where a matter before the directors is an ‘other land based decision’, the matter shall be decided as follows:

- (a) the members shall make rules about decisions of this type at a special general meeting; and
- (b) the directors shall follow these rules and make ‘other land based decisions’ by consensus and in accordance with these rules.

12.3.2 Where the decision under sub-rule 12.3.1 cannot be achieved by consensus, the following process shall apply:

- (a) the matter shall be referred by the directors for consideration by the members at a special general meeting; and
- (b) the matter shall be decided by the members by consensus and in accordance with traditional laws and customs.

**Who makes ‘other land based decisions’ and how are they made?**



A big meeting makes the rules about other *land based decisions* and the *directors* must follow those rules (see Schedule 4 – The process for making ‘other land based decisions’).

## 13. Secretary and contact person



### 13.1 Requirements for secretary or contact person

#### 13.1.1 Who may be a secretary or contact person

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

#### 13.1.2 Consent to act as secretary or contact person

- (a) The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation.
- (b) The corporation must keep each consent received under rule 13.1.2(a).

### 13.2 Becoming a secretary or a contact person on registration

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

#### What is the difference between a secretary and a contact person?



If Parna Ngururrpa is a large corporation, then it must have a *secretary*. If it is a small or medium corporation, then it must have a *contact person*.

#### Who can be the secretary or the contact person of Parna Ngururrpa?



The *secretary* or the *contact person*:

- must be at least 18 years old and not be disqualified (ie not have been bankrupt or imprisoned for more than 3 months where offence involved dishonesty)
- does not have to be a *member* of Parna Ngururrpa
- must agree to being the secretary or the contact person in writing

- her consent;
- (iii) before registration, the Registrar becomes aware of that fact; and
- (iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the contact person for the corporation on registration,

the applicant becomes the contact person for the corporation on registration.

### 13.3 How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

### 13.4 Terms and conditions of office

#### 13.4.1 Terms and conditions of office for secretaries

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

#### 13.4.2 Terms and conditions of contact person's appointment

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

### 13.5 Duties of secretary and contact person

#### 13.5.1 Contact person must pass on communications received

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

(a) appointed with his or her consent as the contact person; or

(b) determined to be the contact person, must pass on to a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

#### 13.5.2 Secretary must pass on communications received

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

#### 13.5.3 Effectiveness of acts by secretaries

(a) An act done by the secretary is effective even if their appointment is invalid

#### How does a person become the *secretary* or the *contact person*?

The *directors* appoint a *secretary* if Parna Ngururrpa is a large corporation and appoint a *contact person* if Parna Ngururrpa is a small or medium corporation.

#### Can the *secretary* or the *contact person* be paid for their work?



The *directors* decide whether the *secretary* or the *contact person* are paid.

#### What is the job of the *secretary*?



The *secretary* must pass on any letters Parna Ngururrpa receives to the *directors* as soon as possible and also must provide the *Registrar* with important documents every year.



because the corporation or secretary did not comply with the corporation's constitution or the Act.

- (b) Rule 13.5.3(a) does not deal with the question whether an effective act by a secretary:
  - (i) binds the corporation in its dealings with other people; or
  - (ii) makes the corporation liable to another person.

### What is the job of the *contact person*?



The contact person is like a mailbox and must pass on any letters Parna Ngururpa receives to the *directors* as soon as possible.



## 14. Execution of document and the common seal of the corporation

### 14.1 Corporation may have common seal

- (a) The corporation may have a common seal.
- (b) If the corporation does have a common seal the corporation must set out on it the corporation's name and ICN.
- (c) The corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

### 14.2 Execution of documents

#### 14.2.1 Agent exercising corporation's power to make contracts etc.

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.

#### 14.2.2 Execution of documents (including deeds) by the corporation

- (a) The corporation may execute a document without using a common seal if the document is signed by:
  - (i) 2 directors; or
  - (ii) a director and a secretary (if any).
- (b) The corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 14.2.2(a).
- (c) This rule 14.2.2 does not limit the ways in which the corporation may execute a document (including a deed).



### How does Parna Ngururpa make agreements?

Parna Ngururpa can choose to have a seal to make agreements official.



If there is no common seal, agreement must be signed by 2 *directors*, or one *director* and the secretary.

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## 15. Finances

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### 15.1 Application of funds and property

- (a) Subject to the Act and the corporation's constitution, all funds or property of the corporation up to the value of \$20,000, and not subject to any special trust, can be used at the discretion of the directors in a single transaction to carry out the corporation's objectives.
- (b) All funds and property of the corporation over the value of \$20,000 shall be applied only on the approval of the members in a general meeting.
- (c) Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.

### 15.2 Banking

- (a) All money of the corporation shall be deposited into the corporation's bank account as soon as possible following its receipt.
- (b) All cheques, withdrawal forms or electronic transfers shall be authorised by at least 2 directors or by at least 2 other persons to whom the directors have delegated this responsibility.



#### What can Parna Ngururrpa spend its money on?

Money must be used only for those things that Parna Ngururrpa is set up to do (see rule 3).

#### Who is authorised to spend Parna Ngururrpa's money?

The *directors* can spend money up to \$20,000 and anything more than that must have the approval of the *members* at a general meeting.

#### What does Parna Ngururrpa have to do when it receives money?



Parna Ngururrpa must give out a receipt and the money must be put into the bank as soon as possible.

#### As a member, can I receive money from Parna Ngururrpa?



There is a general rule that *members* cannot receive money from corporations just because of their membership. However, if you fall within the objects described in rule 3, you may qualify to receive money.

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## 16. Record keeping

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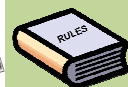
## 16.1 Minutes of meetings

### 16.1.1 Obligation to keep minutes

- (a) The corporation must keep minute books in which it records within 1 month:
  - (i) proceedings and resolutions of general meetings;
  - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
  - (iii) resolutions passed by members without a meeting; and
  - (iv) resolutions passed by directors without a meeting.
- (b) The minutes of the meeting may be kept:
  - (i) in writing; or
  - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the corporation must ensure that, on the recording:
  - (i) each person attending the meeting states their name; and
  - (ii) if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- (d) If the minutes of the meeting are kept in writing, the corporation must ensure that either:
  - (i) the chair of the meeting; or
  - (ii) the chair of the next meeting;
  - (iii) signs those minutes within a reasonable time after the meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the corporation must ensure that either:
  - (i) the chair of the meeting; or
  - (ii) the chair of the next meeting;
  - (iii) signs a declaration under rule 16.1.1(f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 16.1.1(f) must:
  - (i) identify the audio, or audio-visual, recording;
  - (ii) if the recording is not a recording of the whole of the meeting, identify the



#### What records does Parna Ngururrpa need to keep?



Parna Ngururrpa must keep safe the minutes of its meetings, its *rules*, its *money books* and its *register of members*.

#### Does a record need to be kept of Parna Ngururrpa meetings?



Yes, minutes of big meetings and *directors'* meetings must be kept and signed by the *chair*.

- part of the meeting that is recorded;  
and
- (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) The corporation must keep its minute books at:
  - (i) its registered office if it is registered as a large corporation; or
  - (ii) its document access address if it is registered as a small or medium corporation.
- (i) A minute that is recorded and signed in accordance with this rule 16.1.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## 16.2 Constitution and records about officers, contact person, etc.

The corporation must keep:

- (a) an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution)
- (b) written records relating to:
  - (i) the names and addresses of the corporation's current officers and secretary or contact person (as the case may be);
  - (ii) the corporation's registered office (if any); and
  - (iii) the corporation's document access address (if any).

## 16.3 Financial records

### 16.3.1 Obligation to keep financial records

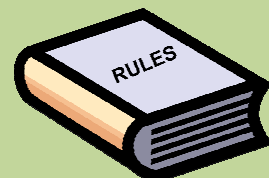
The corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial reports to be prepared and audited.

This obligation extends to transactions undertaken as trustee.

### 16.3.2 Period for which financial records must be

**How can I find out who are the officers of Parna Ngururrpa?**



An up-to-date copy of the *rules* and the contact details of current *directors* and the *secretary* or *contact person*, must be kept at the corporation's address.

**Who looks after the money books and where are they located?**

retained

The financial records must be retained for 7 years after the transactions covered by the records are completed.

#### **16.4 Physical format**

If the records that the corporation is required to keep under rules 16.3 are kept in electronic form:

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

#### **16.5 Places where records are kept**

If the corporation is registered as:

- (a) a large corporation, the records that the corporation is required to keep under rules 16.2 and 16.3 must be kept at the corporation's registered office; or
- (b) a small or medium corporation, the records that the corporation is required to keep under rules 16.2 and 16.3 must be kept at the corporation's document access address.

#### **16.6 Right of access to corporation books by director or past director**

- (a) A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
  - (i) to which that person is a party;
  - (ii) which that person proposes in good faith to bring; or
  - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
  - (i) to which that person is a party;
  - (ii) which that person proposes in good faith to bring; or
  - (iii) which that person has reason to believe will be brought against him or her.
- (c) This right continues for 7 years after the person ceased to be a director.



Parna Ngururpa must keep good records of the money it receives and the money it spends for 7 years. These are called *financial records*. The *financial records* must be kept at Parna Ngururpa's address.

- (d) A person authorised to inspect books under this rule 16.6 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (e) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 16.6.
- (f) This rule 16.6 does not limit any right of access to corporation books that a person has apart from this rule 16.6.

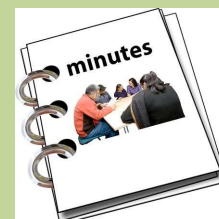
## **16.7 Access to financial records by directors**

- (a) A director has a right of access to the records that the corporation is required to keep under rule 16.2 or rule 16.3.
- (b) On application by a director, the court may authorise a person to inspect on the director's behalf the records that the corporation is required to keep under rule 16.2 or rule 16.3 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 16.7(b) may make copies of the records unless the court orders otherwise.

## **16.8 Members' access to minutes**

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

**Can I see a copy of the minutes of meetings?**



**Yes, you may look at the minutes of the corporation for free.**



of the minutes; or

- (ii) any minutes of a resolution passed by members without a meeting.

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

- (e) If the corporation does not require the member to pay for the copy, the corporation must send it:
  - (i) within 14 days after the member asks for it; or
  - (ii) within any longer period that the Registrar approves.
- (f) If the corporation requires payment for the copy, the corporation must send it:
  - (i) within 14 days after the corporation receives the payment; or
  - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the corporation requires cannot exceed 50 cents per page.

## 16.9 Inspection of books by members

A member may inspect the books of the corporation if a reasonable request is made to the corporation and a decision to approve the inspection is made by the members by consensus at a general meeting.

## 16.10 Access to governance material

### 16.10.1 Corporation to provide member with rules, if requested.

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

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

### 16.10.2 Registered office

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

### 16.10.3 Document access address

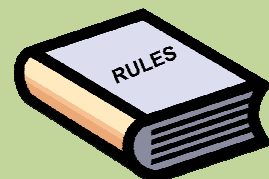
- (a) If the corporation is registered as a small or medium corporation, the corporation

### Can I see Parna Ngururrpa's books?



Yes, if the *members* agree for you to inspect the *books* (which includes all Parna Ngururrpa's records).

### Can I get a copy of these Rules?



Yes, you can get a copy for free by asking the *directors*.

must make available for inspection by members and officers at its document access address, its rule book.

- (b) This rule book must be made available for inspection within 7 days of a member's or officer's written request for inspection.

#### 16.10.4 General provisions regarding access to rules

- (a) The rule book of the corporation includes:
- (i) the corporation's constitution;
  - (ii) any replaceable rules that apply to the corporation; and
  - (iii) any other material concerning the internal governance of the corporation that is prescribed.

### 17. Auditor

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



#### Who checks Parna Ngururrpa's money books?

Parna Ngururrpa must have its money books looked at by an expert accountant, called an auditor, every year.

### 18. Annual reporting

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



#### Does Parna Ngururrpa need to tell anyone about what it does each year?

Yes, Parna Ngururrpa must write to the *Registrar* every year with details of the past year's activities

### 19. Dispute resolution process

- (a) Any dispute that arises between the corporation, members, traditional owners or directors, that cannot be resolved by the directors by consensus in a directors' meeting, shall be referred to a general meeting for resolution by the members by



#### What happens if I disagree with

consensus.

- (b) If the general meeting cannot resolve a matter referred to it, the Registrar may be asked to arbitrate by any of the parties in the dispute.

### something Parna Ngururpa does?

Any matter between you and Parna Ngururpa that cannot be resolved by the *directors* will be decided at a big meeting.

If it still cannot be decided, the Registrar may be asked to step in.

## 20. Winding up

### 20.1 Resolution to distribute surplus assets

Subject to rule 20.2, where:

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

those surplus assets shall be given or transferred to the registered native title body corporate, with the same or similar charitable objects, appointed by the traditional owners to replace this corporation as holder on trust of the traditional owners' native title rights and interests, provided that the registered native title body corporate to which surplus assets will be transferred is eligible for endorsement by the Commissioner as a public benevolent institution.

### 20.2 No distribution of surplus asset to members

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



### What happens if Parna Ngururpa gets into money troubles?

If Parna Ngururpa gets into money troubles it will have to close down.

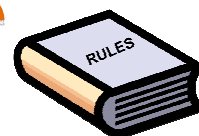
Any money left over must go to the corporation given the job to look after the *traditional owners'* native title rights and interests.

## 21. Amendment of the constitution

### 21.1 Corporation wants to change the constitution

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

- (a) the corporation must pass a special resolution effecting the change;  
(b) the corporation must lodge certain documents under rule 21.2; and  
(c) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.



### Can the Rules be changed?

A special resolution (that means that 75% of members must agree) must be passed at a big meeting to change the *rules*. The *Registrar* must approve the changes.

## **21.2 Corporation to lodge copy of changes**

- (a) If there is no extra requirement, within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:
  - (i) a copy of the special resolution;
  - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution;
  - (iii) a directors' statement signed by 2 directors to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution; and
  - (iv) a copy of the constitutional change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the corporation must lodge:
  - (i) the documents referred to in rule 21.2(a); and
  - (ii) proof that the extra requirement has been met,within 28 days after it has been met.
- (c) If the Registrar directs the corporation to lodge a consolidated copy of the corporation's constitution as it would be if the Registrar registered the change, it must do so.

## **21.3 Date of effect of change**

A constitutional change under this rule 21 takes effect on the day the change is registered.

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## Schedule 1 – Dictionary and interpretation

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### 1. Dictionary

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

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

**Administrative decision** means those matters that do not involve ‘native title decisions’ or ‘other land based decisions’.

**Agreement** means any agreement with:

1. any state of Australia;
2. the Commonwealth of Australia;
3. any local government;
4. any corporate or non corporate entity; or
5. any legal or natural person.

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

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

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

**Common seal** means the common seal of the corporation referred to in **rule 14.1**.

**Consensus** means 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;

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

**Contact person** means a person appointed according to **rule 13**.

**Corporation** means the corporation referred to at **rule 1**.

**Determination area** means any area where it may be determined by a court of competent jurisdiction that the traditional owners hold native title rights and interests.

**Director** means a person appointed according to **rule 8** to manage the affairs of the corporation in accordance with the Act and these rules.

**Directors’ meetings** refers to the meetings of the directors held according to **rule 11**.

**Dispute** has the meaning given in **rule 19**.

**Dispute resolution process** means the process set out in **rule 19**.

**Financial records (money books)** includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, documents of prime entry and working documents and other documents needed to explain the financial reports.

**General meeting (big meeting)** refers to both special general meetings and annual general meetings of the

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members of the corporation called and held according to **rule 7**.

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

**Language group** means the traditional owner members of one of the four languages spoken by the traditional owners being Ngarti, Kukatja, Walmatjeri and Wangkatjunga.

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

**Minute book** means the books and records in which the minutes of all general meetings and directors' meetings and copies of any written resolutions passed without a general meeting or directors' meeting are kept in accordance with **rule 16.1.1**.

**Native Title Act** means the *Native Title Act 1993* (Cth) and any amendments thereto;

**Native title decision** means the same as in regulation 8 of the PBC Regulations and that is:

1. to surrender native title rights and interests in relation to land or waters; or
2. to do, or agree to do, any other act that would affect the native title rights or interests of the common law holders.

**Native title representative body** means a representative Aboriginal/Torres Strait Islander Body for the determination area, determined in accordance with section 202(1) of the Native Title Act.

**Ngururrpa land** means:

1. all the land vested from time to time in the corporation; and
2. any land for which the corporation has been determined to be, or becomes determined as, the prescribed body corporate under section 56 of the Native Title Act.

**Objects** means the objects set out in **rule 3**.

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

**Other land based decisions** means decisions that involve access on or to Ngururrpa land by third parties which does not invoke the future act processes of the Native Title Act.

**PBC Regulations** means the Native Title (Prescribed Body Corporate) Regulations SR 1999 No, 151 and any amendments thereto;

**Prescribed body corporate** has the same meaning as in the Native Title Act;

**Proxy form** means the form annexed at in Annexure 2 – Appointment of proxy form.

**Proxy** means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to **rule 7.12**.

**Registered native title body corporate or RNTBC** means a prescribed body corporate whose name and address are registered on the National Native Title Register under the *Native Title Act 1993*.

**Register of members** means the register of members kept pursuant to rule 6.

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

**Rules** means the rules of this corporation.

**Secretary** means a person elected or appointed according to **rule 13**.

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

**Special resolution** means a resolution that has at least 75% support for it by those members entitled to

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participate and be involved in decisions-making.

**Surplus assets** has the meaning given in **rule 20.1(b)**.

**Traditional owner** is defined in Schedule 2 – Traditional owners.

**Traditional laws and customs** means the body of traditions, laws, customs and beliefs recognised and held in common by the traditional owners, and includes those traditions, laws, customs and beliefs exercised in relation to particular areas of land and waters, traditionally accessed resources and persons.

**Vesting Act** means the act or Acts of the Western Australian Parliament that vests any of the Ngururrpa land in the Association.

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## 2. Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa;
  - (b) the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
  - (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 these rules;
  - (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 these rules; and
  - (f) any inconsistency with the Act is to be resolved in favour of the Act.
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## **Schedule 1 – Initial directors**

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The initial directors will consist of the following members from their respective language groups:

### **Kukatja**

1. Mark Moohra
2. Michael Galova
3. Bai Bai Sunfly

### **Ngarti**

4. Patrick Bradshaw
5. Ray Menmuir
6. Lorna Yoomarie

### **Walmatjeri**

7. Tommy May
8. Butcher Wise

### **Wangkatjungka**

9. Nora Tjukatja
10. Walter Rose
11. Jane Bieundurry

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## Schedule 2 – Traditional owners

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The traditional owners are those Aboriginal people who hold in common the body of traditional laws and customs governing the determination area:

(a) who are all those persons descended from the following people:

Tjilmatjanu  
Nyiipikarri  
Mini  
Yulungka  
Larki  
Alice Bradshaw  
Nyukuni  
Muka Muka  
Anna Wankriya  
Nguri  
Katangiinyi  
Tjulin  
Tjikali  
Langanyiitu  
Kirrikangu  
Tjinatjungku  
Tjitjanu  
Kawitja  
Pantatji  
Pikangatju  
Winmaru  
Tjinatjaparra  
Intulurra  
Wayula  
Wallapayi  
Kumaniya  
Wanaru  
Tjitjirri  
Nyutinka  
Lirrawurru  
Yalingari  
Watakanu  
Malungka  
Marukuru  
Wipulyulyu  
Pamputa  
Panalpa  
Tjilpirri  
Yanulpa  
Ilyunguna  
Walpurru  
Tjilkali

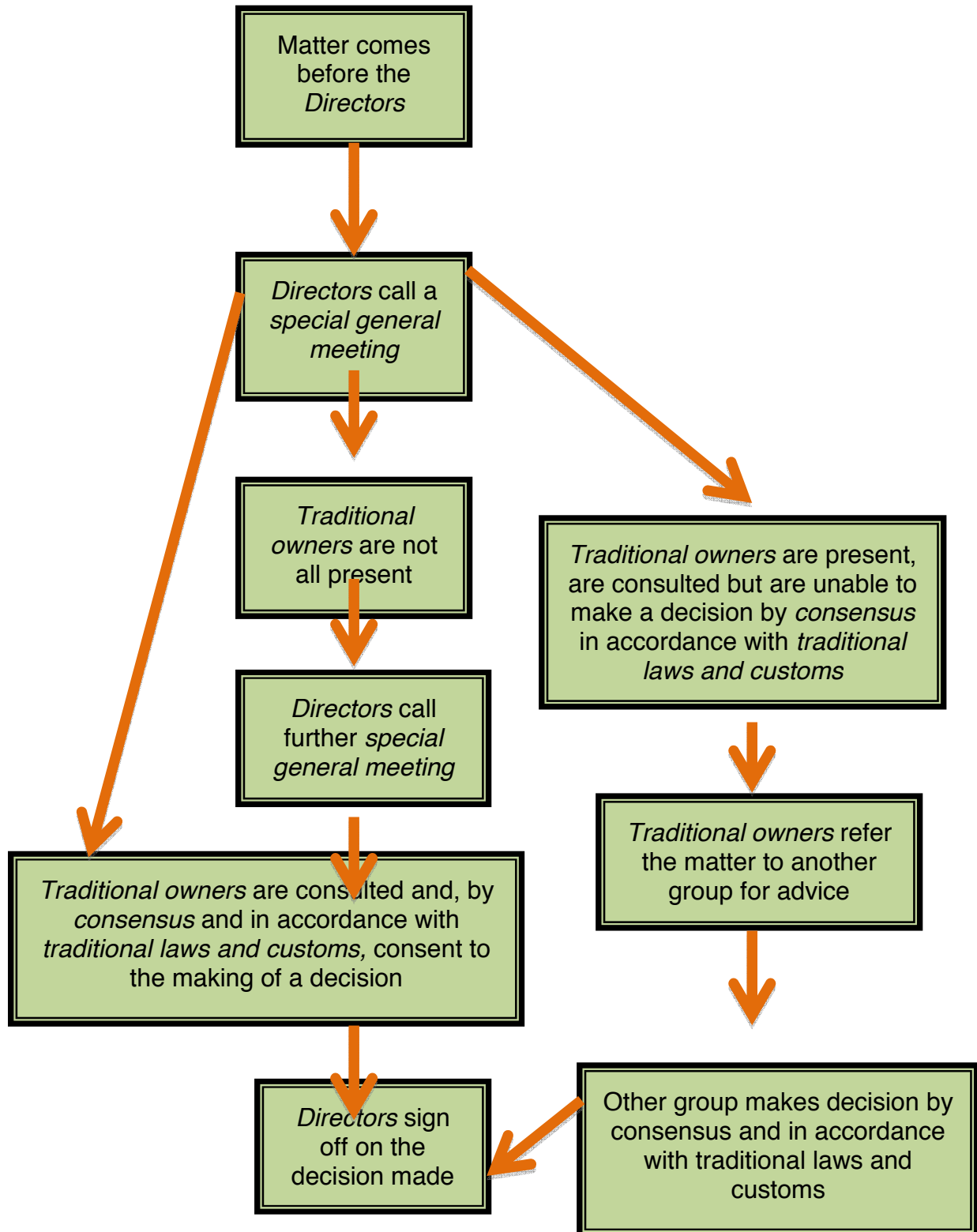
Tjukun  
Kutukutu  
Wandamaru  
Panyirr  
Tjukul  
Piki Piki  
Ikikati  
Tjanutji  
Tjaparli  
Tatatja  
Yukula  
Pinyarrpa  
Kutitji  
Tjarrpayi; or

- (b) who are adopted, or are descended from persons adopted, by a member of the group of traditional owners under their traditional laws and customs and who are accepted by the traditional owners.

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### Schedule 3 – The process for making ‘native title decisions’

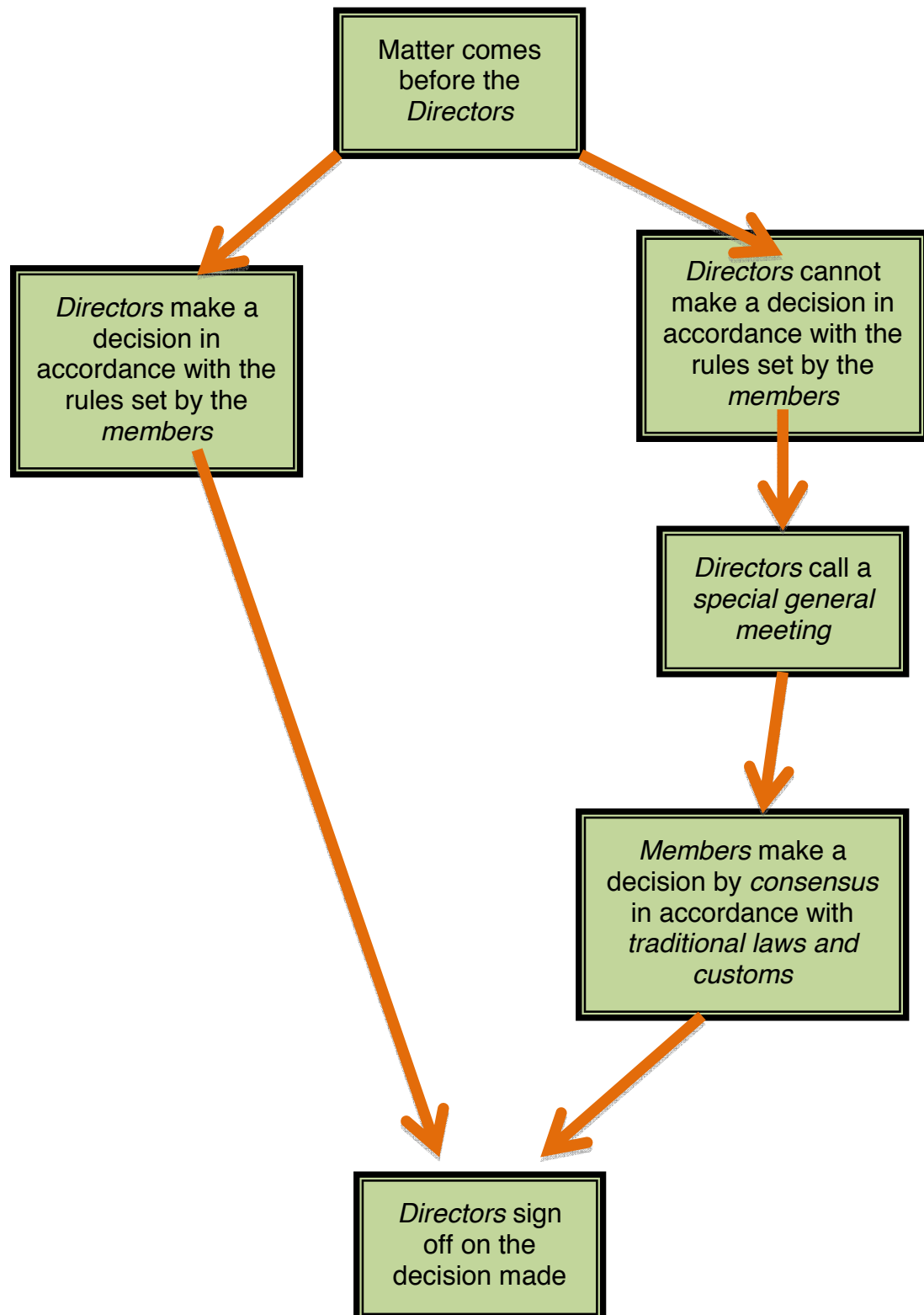
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## Schedule 4 – The process for making ‘other land based decisions’

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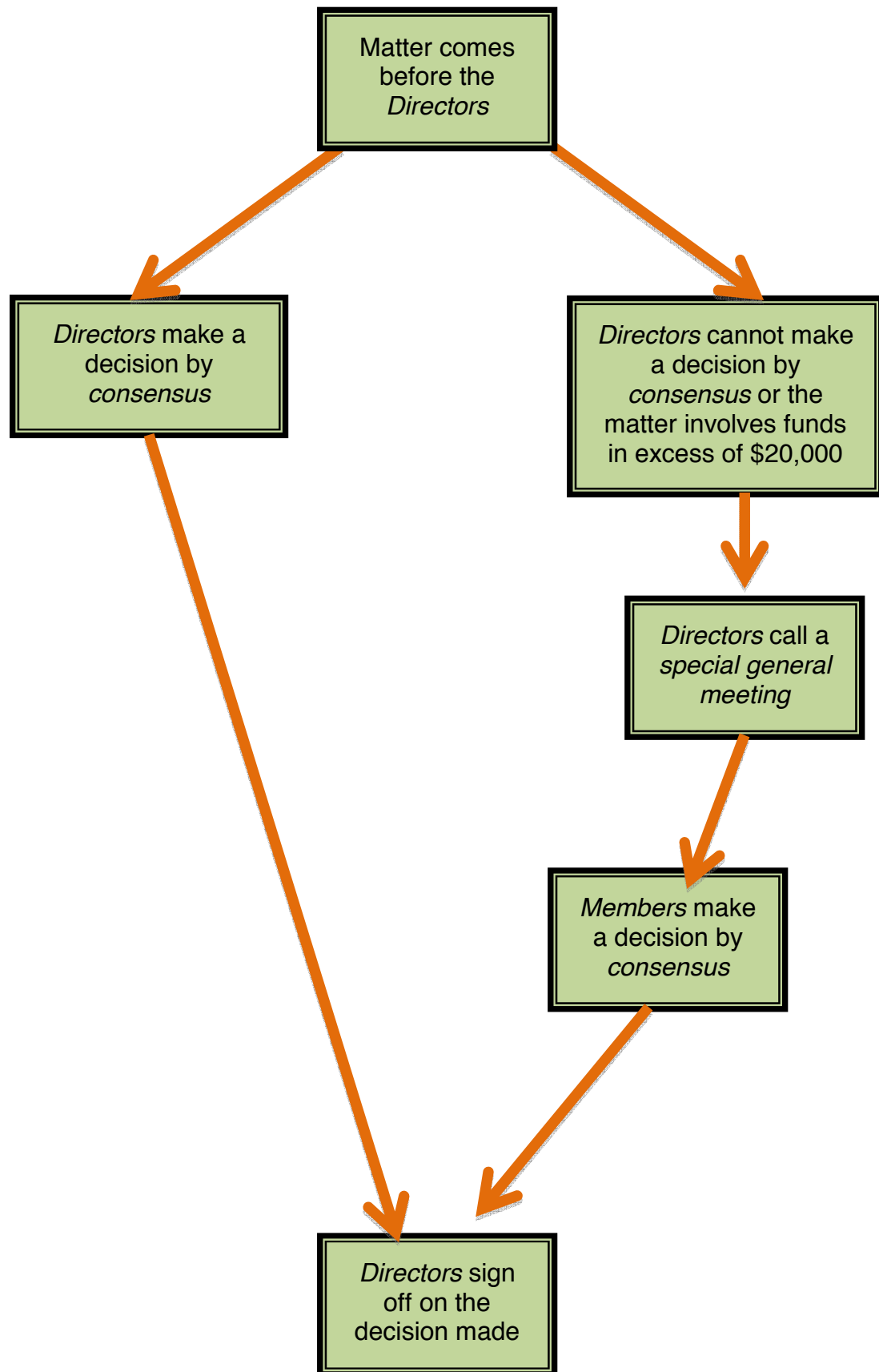




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**Schedule 5 – The process for making ‘administrative decisions’**

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**Annexure 1 – Application for membership form**

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**APPLICATION FOR MEMBERSHIP FORM****PARNA NGURURRPA (ABORIGINAL CORPORATION)  
RNTBC**

I,

(insert name)

of

(insert address)

hereby apply for membership of  
Parna Ngururrpa (Aboriginal Corporation) RNTBC

Signature

Date

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**Annexure 2 – Appointment of proxy form**

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**APPOINTMENT OF PROXY FORM****PARNA NGURURRPA (ABORIGINAL CORPORATION)  
RNTBC**

I,  (insert name)

of  (insert address)

being a member of Parna Ngururpa (Aboriginal Corporation) RNTBC

hereby appoint  (insert full name of proxy)

of  (insert address of proxy)

being a member of Parna Ngururpa (Aboriginal Corporation) RNTBC, as my proxy to vote for me on my behalf at the general meeting of the corporation to be held on

Date  and at any adjournment of that meeting

Signature

Date