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**The Rule Book of  
YUGUNGA-NYA NATIVE TITLE ABORIGINAL  
CORPORATION RNTBC  
ICN 9509**

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## 1. NAME AND NATURE OF THE CORPORATION

- (a) The name of the Corporation is **Yugunga-Nya Native Title Aboriginal Corporation RNTBC**
- (b) The Corporation is an Aboriginal Corporation registered with ORIC under the CATSI Act.
- (c) The Rule Book does not contain all of the rules and laws which apply to the Corporation. The Corporation is also bound by commercial contracts, general law and legislation; including but not limited to the CATSI Act, the *Corporations (Aboriginal and Torres Strait Islander) Regulations 2017*, the *Corporations Act 2001* (Cth), the *Criminal Code 1995* (Cth) and the *Native Title Act 1993* (Cth).

## 2. DEFINITIONS AND INTERPRETATION

The definitions and interpretation provisions of the Rule Book are contained in Schedule 1 – Interpretation and Definitions.

## 3. OBJECTIVES OF THE CORPORATION

- (a) The Objectives of the Corporation are to:
  - (i) provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, and disadvantage to the YN People and other Aboriginal people living in the Gascoyne Murchison region through the development of direct services supporting but not limited to; education and training, health and aged care, lore and culture and employment opportunities;
  - (ii) maintain, protect, promote and advance the lore, culture, native title, traditions and customs of the YN People and other Aboriginal people living in the Gascoyne Murchison region;
  - (iii) promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the YN People and other Aboriginal people living in the Gascoyne Murchison region to generate assets and funds for benevolent purposes and advance employment opportunities;
  - (iv) promote, develop, improve and advance the education, health and wellbeing of the YN People and other Aboriginal people living in the Gascoyne Murchison region;
  - (v) act in the best interests of the YN People and other Aboriginal people living in the Gascoyne Murchison region for future economic benefit;
  - (vi) hold title to any Vested Land;
  - (vii) make all reasonable attempts to apply for Charitable Trust funds to fulfil these objectives.
  - (viii) To operate and maintain a Gift Fund to be known as the “YN Gift Fund” in accordance with the requirements of the *Income Tax Assessment Act (1997)*.

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- (b) If the Corporation is appointed by the Common Law Holders as a Prescribed Body Corporate, further objectives of the Corporation are to:
    - (i) be and perform the functions of a Prescribed Body Corporate;
    - (ii) to hold Native Title for the benefit of the YN People and to manage the Native Title rights and interests of the YN People;
    - (iii) implement that YN People's obligations under any native title agreement entered into for and on behalf of the YN People and/or Common Law Holders.

## **4. POWERS OF THE CORPORATION**

### **4.1 Powers of the Corporation**

Subject to the CATSI Act and the Rule Book, the Corporation has the power to do anything lawful to carry out the Objectives, including but not limited to:

- (a) raise funds by way of public appeal, grants, bequests, gifts or otherwise for the purpose of the Corporation in such terms and in such a manner as the Corporation considers appropriate;
- (b) manage and account for the funds of the Corporation, and invest any funds not immediately required for the purpose of the Corporation;
- (c) purchase, hire, lease or otherwise acquire, hold or deal with real or personal property for the purpose of the Corporation;
- (d) deal with any property not immediately required for the purpose of the Corporation;
- (e) borrow money upon such terms and conditions as required for the purpose of the Corporation;
- (f) enter into any agreements or contracts for the purpose of the Corporation;
- (g) take and defend any legal proceedings or other proceedings, including proceedings relating to native title, land or heritage issues and interests for the purpose of the Corporation;
- (h) receive and spend any grant or donated funds from the Commonwealth, State or local governments, or from any other source (including the Trust) for the purpose of the Corporation;
- (i) engage in economic enterprise or economic activity, including holding an interest in, guaranteeing, or being a member of other incorporated entities and commercial ventures for the purpose of the Corporation;
- (j) appoint and remove employees and Service Providers, and determine the powers, duties and payment of same for the purpose of the Corporation; and
- (k) to do all such other things as are incidental or conducive to the attainment of the Objectives and the exercise of the powers of the Corporation.



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## **4.2 Limitation of Powers**

- (a) The Corporation shall not exercise a power unless it is to carry out at least one of the Objectives, and shall not exercise a power that is contrary to any of the Objectives.
- (b) In carrying out its Objectives, the Corporation shall ensure that no portion of its funds or property are paid directly or indirectly by way of dividends, bonus or otherwise to any Member; except for the payment in good faith of reasonable and proper remuneration for, or in return for, services actually rendered to the Corporation by that Member.
- (c) Any appointment of a Service Provider must comply with the provisions of Schedule 2 – Appointment of Service Provider.
- (d) The Corporation cannot charge application fees for membership or membership fees of any kind.
- (e) The assets and income of the Corporation shall be applied solely in furtherance of its Objectives and no portion shall be distributed directly or indirectly to the Members of the Corporation except as bona fide compensation for services rendered or expenses incurred on behalf of the Corporation in accordance with the Rule Book.

## **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 CATSI Act.
- (b) Members' names must be entered on the Register of Members.

### **5.2 Members by application after registration**

#### **5.2.1 How to become a Member after registration**

A person becomes a Member after the Corporation has been registered if:

- (a) the person applies in writing to the Corporation to become a Member, using the form prescribed by the Directors;
- (b) the person is eligible for Membership under rule 5.2.2; and
- (c) the Directors accept the person's application; and
- (d) the person's name, address and date they become a Member is recorded on the Register of Members.

#### **5.2.2 Eligibility for membership (Who can apply to become a Member)**

- (a) A person is eligible to apply for membership of the Corporation if the person:
  - (i) is 18 years of age or over; and
  - (ii) is a member of the YN People (as defined).

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### 5.2.3 Deciding Membership applications

- (a) The Directors will consider and decide membership applications.
- (b) To determine whether an application for membership of the Corporation meets the eligibility criteria under rule 5.2.2(a)(ii), the Directors must take the following matters into consideration:
  - (i) whether the applicant is described in the Determination as a Common Law Holder of native title;
  - (ii) whether the applicant is a person or a class of persons identified as a Common Law Holder of native title in the Determination by a declaration or determination of any court of competent jurisdiction; and
  - (iii) whether the applicant is identified as a beneficiary of the Charitable Trust in the trust deed.
- (c) In the event that the Directors are unable to decide whether an application for membership of the Corporation meets the eligibility criteria under rule 5.2.2(a)(ii), the Directors must consult with the Elders' Council (if any) when considering and deciding membership applications and may take into account any other information they consider relevant, including the advice or opinion of a suitability qualified anthropologist.
- (d) At the next meeting of the Directors following receipt of an application for membership that complies with the Rule Book, the Directors must consider the application and determine whether to accept or reject the application.
- (e) The Directors must not accept or consider a membership application that is not compliant with the Rule Book.
- (f) Membership applications will be considered and decided in the order in which they are received by the Corporation.
- (g) If an application for membership is accepted, the Corporation must notify the Applicant in writing and add the Applicant's name to the Register of Members within 14 days of the decision.
- (h) If an application for membership is rejected, the Corporation must notify the Applicant and provide in writing:
  - (A) reason(s) for the rejection; and
  - (B) a copy of rule 5.2.4 below that details the appeal process;within 14 days of the decision.

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#### **5.2.4 Appeal against refusal to accept application for membership**

If an application for membership is rejected, the applicant is entitled to appeal the rejection by using the procedure outlined in this rule.

- (a) The applicant must write to the Corporation setting out the basis on which the applicant feels that the rejection was incorrect or unreasonable.
- (b) At the next meeting of the Directors following receipt of an appeal, the Directors must reconsider the original membership application in light of the reason(s) stated in the appeal and determine whether to accept or reject the appeal.
- (c) If an appeal is accepted, the Corporation must notify the applicant in writing and add the applicant's name to the Register of Members within 14 days of the decision.
- (d) If the appeal is rejected, the Corporation must notify the applicant and provide in writing reason(s) for the further rejection within 14 days of the decision.
- (e) If the applicant's appeal is rejected and the applicant wishes to pursue the application for membership, the applicant must do so in accordance with the Dispute Resolution Procedure outlined in rule 20 of the Rule Book.

#### **5.2.5 Entry on the Register of Members**

- (a) If a membership application is accepted, the applicant's name must be entered on the Register of Members within 14 days.
- (b) However, if:
  - (i) the applicant applies for membership after a notice has been given for the holding of a General Meeting or AGM; and
  - (ii) the meeting has not been held when the Directors consider the application;

then the Corporation must not enter the person on the Register of Members until after the General Meeting or AGM has been held.

### **5.3 Members rights and obligations**

#### **5.3.1 Members rights**

- (a) Each Member has rights under the CATSI Act and the Rule Book including the rights set out below. A Member:
  - (i) can attend, speak and vote at a General Meeting or AGM of the Corporation;
  - (ii) can be elected or appointed as a Director (subject to legal eligibility);

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- (iii) cannot be removed as a Member unless the Directors and the Corporation have complied with the procedure outlined in the Rule Book;
  - (iv) can put forward Resolutions to be voted on at a General Meeting or AGM of the Corporation in accordance with the procedure outlined in the Rule Book;
  - (v) can ask the Directors to call a General Meeting in accordance with the procedure outlined in the Rule Book;
  - (vi) can access the following books and records of the Corporation:
    - (A) the Register of Members in accordance with the procedure outlined in the Rule Book;
    - (B) the minute books in accordance with the procedure outlined in the Rule Book;
    - (C) the Rule Book; and
    - (D) certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act.
  - (vii) can ask the Directors to provide access to any other records or Books of the Corporation in accordance the Rule Book; and
  - (viii) can have any appropriate dispute with another Member or with the Directors dealt with under the Dispute Resolution Process outlined in rule 20 of the Rule Book.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.
  - (c) If a Member believes that their rights have been breached or ignored by the Corporation, the Member can use the Dispute Resolution Process outlined in item 20 to address their concerns.

### **5.3.2 Members' responsibilities**

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and the Rule Book;
- (b) to notify the Corporation of any change of address within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other Members, the Elders' Council (if any), and the Directors with respect and dignity;
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;
- (f) not to make improper use of information or opportunities received because of their position as Members or Directors; and
- (g) not to make any public statement on behalf of the Corporation unless authorised by the Directors.

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### **5.3.3 Liability of Members**

The Members are not liable to contribute to the property of the Corporation on winding up.

## **5.4 How a person stops being a Member**

### **5.4.1 A person will stop being a Member if:**

- (a) the person resigns as a Member in accordance with the procedure outlined in rule 5.5;
- (b) the person dies;
- (c) the person's membership of the Corporation is cancelled in accordance with the procedure outlined in rule 5.6.

### **5.4.2 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.

## **5.5 Resignation of a Member**

- (a) A Member may resign by giving a resignation notice to the Corporation;
- (b) A resignation notice must be in writing using the form prescribed by the Directors.
- (c) The Corporation must move the Member's name from the Register of Members of the Corporation to the Register of Former Members within 14 days after receiving the resignation notice.

## **5.6 Process for cancelling Membership**

### **5.6.1 Cancelling membership if member is not or ceases to be eligible**

- (a) The Directors may, by Resolution, cancel the membership of a Member if the Member:
  - (i) is not eligible for membership; or
  - (ii) has ceased to be eligible for membership.
- (b) Before cancelling the membership, the Directors must give the Member notice in writing stating that:
  - (i) the Directors intend to cancel the membership for the reason(s) specified in the notice;
  - (ii) the Member has 14 days from the date of the notice to object to the cancellation of the membership; and
  - (iii) the objection must be in writing.
- (c) If the Member does not object within 14 days, the Directors must cancel the membership.

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- (d) If the Member does object pursuant to rule 5.6.1(b)(ii) and (iii):
    - (i) the Directors must not cancel the membership; and
    - (ii) only the Corporation, by Resolution at a General Meeting or AGM, may cancel the membership.
  - (e) If a membership is cancelled, the Directors must give the Member a copy of the Resolution (being either the resolution of the Directors or the Resolution of the General Meeting or AGM as the case may be) as soon as possible after it has been passed.

#### **5.6.2 Cancelling Membership if Member cannot be contacted**

- (a) The membership of a Member 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 2 years before the meeting; and
  - (ii) has made two or more reasonable attempts to contact the Member during that 2 year period but has not been able 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.

#### **5.6.3 Cancelling Membership if a Member misbehaves**

- (a) The Corporation may cancel the membership of a Member by Special Resolution in a General Meeting or AGM if the General Meeting or AGM is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the Resolution referred to in sub-rule 5.6.3(a) as soon as possible after it has been passed.

#### **5.6.4 Amending Register of Members after a Membership is cancelled**

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

#### **5.6.5 Different classes of Members**

The Corporation does not have different classes of Members.

#### **5.6.6 Observers**

The Corporation does not have observers.

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

### **6.1 Corporation to maintain a Register of Members**

The Corporation must set up and maintain a Register of Members.

### **6.2 Corporation to maintain a Register of Former Members**

- (a) The Corporation must set up and maintain a Register of Former Members which includes any information on a person previously entered on the Register of Members and the date when the person ceased to be a Member.
- (b) The Corporation may choose to maintain the Register of Former Members in one document along with the Register of Members.

### **6.3 Location and inspection of Register of Members and Register of Former Members**

The Corporation must keep the Register of Members and the Register of Former Members at:

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

### **6.4 Information on the Register of Members**

The Register of Members must contain the following information about individual Members:

- (a) the Member's name (given and family name.) The Register of Members may also contain any other name by which the Member is or was known;
- (b) the Member's address;
- (c) the date on which the Member's name was entered on the Register of Members; and
- (d) the Member's date of birth if the Member provides this information.

### **6.5 Inspection of Register of Members and Register of Former Members**

#### **6.5.1 Right to inspect Registers**

- (a) The Register of Members and Register of Former Members must be available for inspection by any person, and any person has a right to inspect the Registers.
- (b) If the Register is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the Register (unless the person and the Corporation agree that the person can access the information by computer).

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### **6.5.2 Inspection fees**

- (a) A Member may inspect either the Register of Members or Register of Former Members without charge.
- (b) A person who is not a Member may inspect either the Register of Members or Register of Former Members only on payment of any fee required by the Corporation.

### **6.5.3 Right to get copies**

The Corporation must give a person or Member a copy of either the Register of Members or Register of Former Members (or part of either register) within 7 days if the person or Member:

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

## **6.6 Making Register of Members available at AGM**

The Corporation must:

- (a) make the Register of Members available for inspection (without charge) by Members at the AGM;
- (b) ask each Member attending the AGM to check and update their entry.

## **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 each 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.



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### 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) confirmation of the minutes of the previous General Meeting or AGM, except at the first AGM;
- (b) the presentation and consideration of reports under Chapter 7 of the CATSI Act;
- (c) the election of Directors;
- (d) the appointment and remuneration of the Auditor (if any);
- (e) checking of details on the Register of Members; and
- (f) asking questions about the management of the Corporation and asking questions of the Corporation's Auditor (if any).

## 7.2 General Meetings

### 7.2.1 Purpose of General meeting

A General Meeting must be held for a proper purpose.

### 7.2.2 Time and place of General meeting

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

### 7.2.3 Business of General meeting

The business at each General Meeting must include 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:

<b>Number of Members in corporation</b>	<b>Number of Members needed to ask for a General Meeting</b>
2 to 10 Members	= 1 Member
11-20 Members	= 3 Members
21-50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

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- (b) A request under rule 7.3.2(a) must:
    - (i) be in writing;
    - (ii) state any Resolution to be proposed at the General Meeting;
    - (iii) be signed by the Members making the request, either on one document or on separate identical copies;
    - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
    - (v) be given to the Corporation at its registered address.

### **7.3.3 Directors may apply to deny a Member's request to call a General Meeting**

- (a) If the Directors resolve that a request under rule 7.3.2 to hold a General Meeting is frivolous or unreasonable, or that it is not in the best interests of the Members as a whole, the Directors can apply to the Registrar for permission to refuse the request.
- (b) An application to the Registrar under this rule must:
  - (i) be in writing;
  - (ii) set out the grounds on which the application is made; and
  - (iii) be made within 21 days after the request to hold a General Meeting was received.
- (c) The Directors must, as soon as possible after making an application to the Registrar under this rule, give the contact Member of the Members requesting a General Meeting notice that an application to the Registrar has been made.

### **7.3.4 Timing for a requested General meeting**

- (a) If the Directors agree to call a General Meeting, they must call the meeting within 21 days of the request being received.
- (b) If the Directors have applied to the Registrar for permission to refuse to call a General Meeting, and the Registrar has refused permission, then the Directors must call a General Meeting within 21 days of receiving of the Registrar's decision.

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## **7.4 Requirement for notice of General Meeting and AGM**

### **7.4.1 Notice for General Meetings and AGMs**

- (a) At least 21 days' notice must be given of a General Meeting or AGM.
- (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 per cent of the Members agree beforehand.
  - (iii) At least 21 days' notice must be given of a General Meeting at which a resolution will be moved to remove a Director
  - (iv) appoint a Director in place of a Director removed or
  - (v) remove an Auditor

### **7.4.2 Requirement to give notice of General Meeting or AGM**

- (a) The Corporation must give written notice of a General Meeting or AGM to the following people:
  - (i) each Member entitled to vote at the meeting;
  - (ii) each Director;
  - (iii) the Auditor (if any); and
  - (iv) the Trust.
- (b) The Corporation may give the notice of meeting referred to in rule 7.4.2(a) to a member personally or by sending it by post, facsimile or other electronic means nominated by the Member.
- (c) A notice of meeting:
  - (i) sent by post is taken to be received 3 days after it is posted
  - (ii) sent by facsimile, 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;
- (b) any other communications relating to the general meeting that a Member is entitled to receive.

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#### 7.4.4 Contents of notice of General Meeting or AGM

- (a) A notice of a General Meeting or AGM must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
  - (ii) state the general nature of the meeting's business;
  - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and
  - (iv) if a Member is entitled to appoint a Proxy, contain a statement to this effect.
- (b) The information included in a notice of a General Meeting or AGM must be worded and presented in a clear and concise manner.

#### 7.5 Failure to give notice

A General Meeting or AGM will not be invalid just because the notice of the meeting was accidentally not sent to a person or a person has not received the notice.

#### 7.6 Members' Resolutions

##### 7.6.1 Notice of Members' Resolutions

- (a) Members can propose a Resolution for a General Meeting or AGM if a minimum number of Members give notice of it to the Corporation.

<b>Number of members in corporation</b>	<b>Number of members needed to propose a resolution</b>
2 to 10 Members	= 1 Member
11-20 Members	= 3 Members
21-50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

- (b) The notice must set out the Resolution in writing and must be signed by the Members proposing it (signed either on one document or on separate identical copies)
- (c) The Corporation must give notice of the Resolution to all people entitled to it
- (d) The Corporation must consider the Resolution at the next General Meeting or AGM held more than 28 days after the Notice has been sent out.

## 7.6.2 Consideration of Members' resolutions

- (a) If the Corporation has been given notice of a Member's Resolution it must be considered at the next General Meeting or AGM that occurs more than 28 days after the notice is given.
- (b) The Corporation must give all its Members, the Trust and the Auditor (if any) notice of a Member's Resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a General Meeting or AGM.
- (c) The Corporation does not have to give notice of a Member's Resolution or consider a Member's Resolution at a General Meeting or AGM if the Directors consider the Resolution is defamatory.

## 7.6.3 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its Members a statement about:
  - (i) a Resolution that is proposed to be moved at the General Meeting or AGM; or
  - (ii) any other matter that may be considered at that General Meeting or AGM.
- (b) This request to give the Members a statement must follow the same procedures as a request to propose a Resolution as outlined in rule 7.6.1.
- (c) Separate copies of a document setting out the request for a statement may be used for signing by Members if the wording of the request is identical in each copy.
- (d) After receiving a request for a statement, the Corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting or AGM.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3(a), the required number of members for the Corporation is:

<b>Number of Corporation Members</b>	<b>Number of members needed to ask for statements to be Distributed</b>
2 to 10 Members	= 1 Member
11-20 Members	= 3 Members
21-50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

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## 7.7 Quorum for General meeting or AGM

### 7.7.1 Quorum

The quorum for a meeting of the Corporation Members is:

<b>Number Corporation Members</b>	<b>Number of Members to make a quorum</b>
20 or less Members	= 2 Members
21-50 Members	= 5 Members
51-100 Members	= 15 Members
101-200 Members	= 30 Members
201 Members or more	= 40 Members

### 7.7.2 Quorum to be present

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:
  - (i) if a member has appointed more than 1 proxy, 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) A meeting of the Corporation Members that does not have a quorum present within 3 hours after the time for the meeting set out in the notice is adjourned to the same time on the next day, and to the same place, unless the Chairperson specifies a different time or place no later than 30 days after the date of the original meeting.
- (b) If the Chairperson specifies a date more than 21 days after the date of the original meeting, then new notices must be sent out.
- (c) If no quorum is present at the resumed meeting within 3 hours after the time for the resumed meeting, the meeting is dissolved.

## 7.8 Chairing a General Meeting and AGM

- (a) The Directors may elect an individual Member to chair a General Meeting or AGM.
- (b) The Members at a General Meeting or AGM must elect a Member to chair the meeting (or part of it) if:
  - (i) the Directors have not already elected a Chairperson; or
  - (ii) a previously elected Chairperson is not available or does not want to chair the meeting.
- (c) The ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the meeting is final.

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- (d) The Chairperson may expel any Member or Director from the meeting if the Chairperson reasonably believes that the Member or Director's conduct is in breach of the Meeting Code of Conduct.
  - (e) The Chairperson must adjourn a General Meeting or AGM if the majority of Members present agree or direct that the Chairperson do so.

## **7.9 Use of technology at a General Meeting or AGM**

The Corporation may hold a General Meeting or AGM 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 Meeting or AGM**

- (a) The Auditor (if any) is entitled to attend any General Meeting or AGM of the Corporation.
- (b) The Auditor is entitled to be heard at a General Meeting or AGM on any part of the business of that meeting that concerns the Auditor in their professional capacity.
- (c) The Auditor is entitled to be heard even if:
  - (i) the Auditor retires at that meeting; or
  - (ii) that meeting passes a Resolution to remove the Auditor from office.
- (d) The Auditor may authorise a person in writing to act as the Auditor's representative for the purpose of attending and speaking at any General Meeting or AGM.

## **7.11 Voting at General Meetings and AGMs**

### **7.11.1 Entitlement to vote**

- (a) At a General Meeting or AGM, each Member has one vote, whether by a show of hands or a Poll.
- (b) The Chairperson has the deciding vote in the event of a deadlock.

### **7.11.2 Objections to a person's right to vote**

A challenge to a person's right to vote at a General Meeting or AGM:

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

### **7.11.3 How voting is carried out by show of hands**

- (a) A Resolution put to the vote at a General Meeting or AGM must be decided by simple majority on a show of hands unless a Poll is demanded.
- (b) Before a vote is taken the Chairperson must inform the meeting whether any Proxy votes have been received and how the Proxy votes are to be cast.

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- (c) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the Proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded for or against.

#### **7.11.4 How voting is carried out by a Poll**

- (a) A Poll is a secret ballot as opposed to a show of hands and is conducted by Members signing a paper headed “for” or “against” a Resolution as the case may be.
- (b) A Poll is decided on a simple majority, as determined by the Chairperson.

#### **7.11.5 When Members can demand a Poll**

- (a) At a General Meeting or AGM, a Poll may be demanded by:
  - (i) at least 5 Members entitled to vote on the Resolution; or
  - (ii) the Chairperson.
- (b) The Poll may be demanded:
  - (i) before a vote is taken;
  - (ii) before the voting results on a show of hands are declared; or
  - (iii) immediately after the voting results on a show of hands are declared.

#### **7.11.6 When and how Polls must be taken**

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

#### **7.11.7 Resolutions without a General Meeting or AGM**

- (a) The Corporation may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) Auditors cannot be removed by a resolution without a General Meeting or AGM.
- (c) Separate copies of a document under rule 7.11.7(a) may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under rule 7.11.7(a) is passed when the last Member signs.
- (e) The Corporation, in passing a resolution under this rule without holding a meeting, satisfies relevant requirements of the Act:



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- (i) to give Members information or a document relating to the resolution- by giving members that information or document to be signed by Members
  - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution- by lodging a copy of the information or documents referred to in rule 7.11(e)(i).
- (f) The passage of the resolution satisfies any requirement of the Act, or the Corporation's rules, that the resolution be passed at a General Meeting or AGM.
- (g) This rule does not affect any rule or law relating to the assent of Members not given at a General Meeting or AGM.

## **7.12 Proxies**

### **7.12.1 Who may appoint a Proxy**

A Member who is entitled to attend and cast a vote at a General Meeting or AGM may appoint a Member as Proxy to attend and vote for them at the meeting.

### **7.12.2 Rights of Proxies**

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

### **7.12.3 Appointing a Proxy**

- (a) An appointment of a Proxy is valid if it is signed (or otherwise authenticated as prescribed by the Directors) 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 meeting(s) 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.

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- (c) An appointment may specify the way the Proxy is to vote on a particular Resolution. If it does:
    - (i) the Proxy need not vote on a show of hands;
    - (ii) if the Proxy has 2 or more appointments that specify different ways to vote on the Resolution, the Proxy must not vote on a show of hands;
    - (iii) if the Proxy is the Chair, the Proxy must vote by Poll, and must vote as directed;
    - (iv) if the Proxy is not the Chair, the Proxy need not vote by Poll;
    - (v) if a Proxy is also a Member, this rule does not affect how the person casts any votes they hold as a Member.
  - (d)
    - (i) 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: 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.
  - (e) An appointment of a Proxy does not have to be witnessed.
  - (f) 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 at least 48 hours before the meeting:
  - (i) the Proxy's appointment;
  - (ii) if the appointment is signed by the appointer's attorney, their authority or a certified copy of the authority.
- (b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing Proxies may be reduced by a Resolution of the Directors.

### **7.13 Questions at AGMS**

#### **7.13.1 Questions and comments by Members on Corporation management at AGM**

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

#### **7.13.2 Questions and comments by the Trust on Corporation management at AGM**

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

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### **7.13.3 Questions by Members of Auditors at AGM**

If the Corporation's Auditor or the Auditor's representative is at an AGM, the Chairperson of the meeting must give Members and a representative of the Trust a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

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

### **7.13.4 Adjourned Meetings**

- (a) A Resolution passed at a General Meeting or AGM resumed after an adjournment is passed on the day it was actually passed.
- (b) Only unfinished business from the agenda of the original meeting is to be transacted at a General Meeting or AGM resumed after an adjournment.
- (c) If a General Meeting or AGM is adjourned for 30 days or more, at least 21 days' notice must be given to the Members, Directors and Auditor (if any) specifying the time and place of when the meeting will be resumed.

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

### **8.1 Number of Directors**

- (a) The Corporation must have no more than ten (10) Directors in total, including Independent Directors.
- (b) At no time can there be:
  - (i) less than six (6) Directors including one (1) Independent Director (if any);
  - (ii) more than ten (10) Member Directors; and
  - (iii) more than two (2) Independent Directors.
- (c) In the event that there are no suitable candidate representatives from one (1) or more of the three (3) apical ancestors as required by rule 8.4.2 (c), a maximum of four (4) candidates can only be appointed as Member Directors from each individual apical ancestor.

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## **8.2 Eligibility to be a Director**

### **8.2.1 Eligibility for appointment as a Director**

- (a) A person is only eligible for appointment as a Member Director if they satisfy the Member Director Criteria.
- (b) A person is only eligible for appointment as an Independent Director if they satisfy the Independent Director Criteria.
- (c) A person nominated as a Director must supply a National Police Clearance prior to consideration of acceptance as a Director.
- (d) A Person must be a registered Member of the Corporation to be eligible to become a Member Director.
- (e) A person nominated as a Director must provide a negative Alcohol and other Drug test to the Corporation before they can be appointed as a Director.

### **8.2.2 Majority of Director requirements**

- (a) A majority of Directors must ordinarily reside in Australia.
- (b) A majority of the Directors must be Members.
- (c) A majority of the Directors must not be employees of the Corporation.
- (d) The Chief Executive Officer:
  - (i) may be a Director but cannot chair the Director's meetings; and
  - (ii) is an employee for the purposes of rule 8.2.2(c).

### **8.2.3 Consent to act as a Director**

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

## **8.3 Directors on registration**

A person becomes a Director of the Corporation on registration of the Corporation if the person is specified as a Director in the application for registration and they have given their consent to act as a Director.

## **8.4 Appointment of Directors**

### **8.4.1 Nomination of Directors**

- (a) Member Directors can only be nominated by a Member or Member Director, and nominations must be in writing to the Corporation at least 30 days prior to the date of the AGM or General Meeting.
- (b) Independent Directors can only be nominated by Resolution of the Directors.
- (c) Potential candidates for nomination as Directors must provide written statement outlining their responses against the criteria adopted by the Corporation to determine their suitability and may participate in interviews conducted by the Corporation and will be subject to a National Police Clearance certificate.

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#### **8.4.2 Appointment of Directors at a General Meeting or AGM**

- (a) The Corporation may appoint a person as a Director by a Resolution passed at a General Meeting or AGM.
- (b) Candidates are evaluated using criteria adopted by the Corporation to determine their suitability based on the information supplied by the candidates and information obtained from other sources.
- (c) In appointing a Director the Members must have regard to the current composition of the Directors and must ensure, if suitable candidates are available, that at least one (but no more than two) directors are and continue to be representative of the families of the 3 apical ancestors identified in the Connection Report.
- (d) In appointment a Director the Members must have regard to the current composition of the Directors and must ensure that at least one Director is and continues to be a member of a Local Implementation Committee.

#### **8.4.3 Directors may appoint other Directors to make up a quorum at Directors Meetings**

- (a) If the total number of Directors does not make up a quorum, a person can be appointed as a Director under this rule to make up a quorum for a Directors' meeting.
- (b) If a person is appointed under this rule, the Corporation must confirm the appointment by Resolution at the Corporation's next General Meeting or AGM. If the appointment is not confirmed, the person ceases to be a Director at the end of the General Meeting or AGM.

#### **8.5 Term of appointment**

- (a) Subject to the Rule Book, each Director may hold office until the earlier of:
  - (i) the expiry of a period of 2 years;
  - (ii) the expiry of such earlier term of appointment determined by the Directors in the Resolution appointing that Director in order to give effect to the rotational system implemented in accordance with sub-rule (c) of this rule; and
  - (iii) the date on which the Director retires or is removed or the office becomes vacant by operation of such other rule of the Rule Book.
- (b) Subject to rule 8.5(d), a Director must not be appointed for more than 2 years.
- (c) Directors are appointed at the AGM on rotation for a term of two years, so that half the directors' appointments expire each year. They are eligible to be re-elected.

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To implement the rotation system:

- The directors of the corporation at the time these rules were approved will only hold office until the next AGM and will be eligible to be re-elected.
  - At the next AGM half of the directors (including the chairperson if you have one) will be appointed for a term of two (2) years. The other directors will be appointed for a term of one (1) year. The AGM minutes must record the term of each director appointed.
- (d) Subject to rule 8.4.2 (c), a Director is eligible for reappointment for no more than three (3) consecutive terms.
- (e) If the terms of 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 or AGM that occurs after the last Director's appointment has expired.

### **8.6 Alternate Directors**

- (a) With the other Director's approval, a Director (Appointing Director) may appoint an alternate to exercise some or all of the Director's powers for a specified period.
- (b) If the Appointing Director asks the Corporation to give the alternate Director notice of Director's meetings, the Corporation must do so.
- (c) The Appointing Director may terminate the alternate Director's appointment at any time.
- (d) An appointment of an alternate Director or its termination must be in writing and a copy must be given to the Corporation.

### **8.7 How a person ceases to be a Director**

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director using the procedure outlined in the Rule Book;
- (c) the term of the person's appointment as a Director expires;
- (d) the person is removed as a Director by the Members using the procedure outlined in the Rule Book;
- (e) the person is removed as a Director by the other Directors using the procedure outlined in the Rule Book, or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act.

### **8.8 Resignation of Director**

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

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## 8.9 Process for removing a Director

### 8.9.1 Removal by Members

- (a) The Corporation may, by Resolution in a General Meeting or AGM, remove a Director from office despite anything in:
- (i) The Rule Book;
  - (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 the Members by:
- (i) giving the Corporation a written statement for circulation to Members using the procedure outlined in the Rule Book; or
  - (ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (e) 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.
- (f) The written statement given under this rule 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 as Director.

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## 8.9.2 Removal by other Directors

- (a) The only grounds 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) This rule operates despite anything in:
  - (i) The Rule Book; or
  - (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 failed without reasonable excuse to attend 3 or more consecutive Directors' meetings
  - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
- (d) If the Director concerned does not object within 14 day, the Directors must remove the Director concerned.
- (e) If the Director concerned does object within 14 days:
  - (i) the Directors cannot remove the Director concerned
  - (ii) the Corporation, by Resolution in a General Meeting or AGM, may remove the Director in accordance with the procedure outlined in the Rule Book.
- (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.



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## **9. GENERAL DUTIES AND CORPORATE GOVERNANCE TRAINING**

### **9.1 General duties**

- (a) The Directors, Secretary, other officers and employees of the Corporation must comply with the duties imposed on them by the CATSI 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;
  - (iv) a duty not to improperly use position or information;
  - (v) a duty to prevent insolvent trading.
- (b) The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

### **9.2 Code of Conduct and Governance Training**

- (a) The Directors must, during the first year after incorporation, develop a Code of Conduct that must be complied with by all Directors and employees of the Corporation.
- (b) The Directors must ensure that each Member Director undertakes ongoing corporate governance and director duties and responsibilities training, and begins such training within 6 months of that Member Director's appointment.
- (c) The Directors may require any Independent Directors to undertake appropriate cross-cultural training.

## **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 of the powers of the Corporation except any that the CATSI Act or the Rule Book requires the Corporation to exercise in a General meeting or AGM.
- (c) The Directors may choose to consult with the Elders' Council in the performance of any of the Directors' duties, but are not bound by the recommendations of the Elders' Council unless the Rule Book specifies otherwise.

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## 10.2 Functions of Directors

The functions of the Directors shall include, but are not limited to:

- (a) managing the Corporation for the benefit of the YN People and in accordance with any relevant legislation, the Participation Agreement and the Rule Book; and
- (b) overseeing and taking responsibility for the administration and staffing of the Corporation.

## 10.3 Duty of Director to disclose Material Personal Interests

- (a) A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless one of the exceptions listed below applies.
- (b) A Director does not need to give notice of an interest under this rule if:
  - (i) the interest:
    - (A) arises because the Director is a Member and is held in common with the other Members; or
    - (B) arises in relation to the Director's remuneration as a Director; or
    - (C) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or
  - (ii) all the following conditions are satisfied:
    - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation; and
    - (B) if any Director had not yet been appointed when the notice was given, that Director has now received a copy of the notice; and
    - (C) the nature or extent of the interest has not materially increased above what was disclosed in the notice; or
  - (iii) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

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- (c) The notice required by this rule must:
    - (i) give details of:
      - (A) the nature and extent of the interest; and
      - (B) the relation of the interest to the affairs of the Corporation;
    - (ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.
    - (iii) The details must be recorded in the minutes of the meeting.
  - (d) A contravention of this rule by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
  - (e) However, a deliberate and dishonest contravention of this rule by a Director may give rise to criminal penalties.
  - (f) If a Director is uncertain whether something is a Material Personal Interest that needs to be disclosed, they may consult with ORIC for advice.
  - (g) This rule does not apply to the Corporation if the Corporation has only 1 Director.

#### **10.4 Remuneration**

- (a) The Directors may be paid such reasonable remuneration as the Members in a General meeting or AGM decide.
- (b) The Corporation may pay the Directors' travelling and other reasonable out of pocket expenses that the Directors incur as a result of their responsibilities as a Director, including:
  - (i) attendance at Directors' meetings or any meetings of committees of Directors
  - (ii) attendance at any General Meeting or AGM of the Corporation
  - (iii) in connection with the Corporation's business.
- (c) The Corporation may pay Directors a sitting fee for attending any committee meetings where the other YN Committee members who are not KMAC Directors are paid a sitting fee.

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## 10.5 Delegation

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Corporation for such purpose and with such powers, authority, discretions, time and conditions, as it considers appropriate.
- (b) 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;
  - (iv) a sub-committee of Directors and/or Members; or
  - (v) any other person.
- (c) A delegate must exercise the powers delegated in accordance with any directions of the Directors and provisions of the Rule Book.
- (d) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

## 10.6 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
  - (i) the Corporation or entity must:
    - (A) obtain the approval of the Members in the way set out in Division 290 of the CATSI Act, and
    - (B) give the benefit within 15 months after the approval, or
  - (ii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the CATSI Act.
- (b) If:
  - (i) the giving of the benefit is required by a contract;
  - (ii) the making of the contract was approved in accordance with this rule; and
  - (iii) the contract was made:
    - (A) within 15 months after that approval; or
    - (B) before that approval, if the contract was conditional on the approval being obtained,

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

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## **11. DIRECTORS MEETINGS**

### **11.1 Frequency of Directors meetings**

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

### **11.2 Calling and giving notice of Directors meetings**

- (a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.
- (b) 5 or more Directors may convene a meeting of the Directors whenever they think fit.
- (c) A Secretary must, on the request of 5 or more Directors, convene a meeting of the Directors.
- (d) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (e) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
  - (i) the date, time and place of the meeting;
  - (ii) the general nature of the business to be conducted at the meeting; and
  - (iii) any proposed Resolutions.
- (f) A Resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting, or in giving notice of any changes to the item, date or place of the Directors' meeting.

### **11.3 Quorum at Directors meetings**

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

### **11.4 Chairing Directors meetings**

- (a) The Directors must elect a Director to chair each of their meetings. The Directors may determine the period for which that Director is to be the chair.
- (b) If a Director has not been elected prior to the Directors meeting, or the elected Director is not available or does not wish to act, the Directors must elect a Director present at the meeting to chair 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.

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## **11.6 Resolutions at Directors meetings**

### **11.6.1 Passing of Directors resolutions**

- (a) A Resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the Resolution.
- (b) In the event of a deadlock, the Chair has the casting vote.

### **11.6.2 Circulating resolutions of Directors**

- (a) The Directors may pass a Resolution without a Directors' meeting being held if all the Directors entitled to vote on the Resolution sign a statement that they are in favour of the Resolution set out in the document.
- (b) Separate copies of a document under this rule may be used for signing by Directors if the wording of the Resolution and statement is identical in each copy.
- (c) A Resolution under this rule is passed when the last Director signs.

## **12. SECRETARY AND CONTACT PERSON**

### **12.1 Requirements for Secretary or Contact Person**

#### **12.1.1 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 CATSI Act may only be appointed as a Secretary if the appointment is made with:
  - (i) the Registrar's permission under section 279-30(7) of the Act; or
  - (ii) the leave of the court under section 279--35 of the Act.

#### **12.1.2 Consent to act as Secretary or Contact Person**

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

### **12.2 Becoming a Secretary or 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.

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- (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,
    - (iii) 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; and
    - (ii) that person is specified without their 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,
    - (v) the applicant becomes the Contact Person for the Corporation on registration.

### **12.3 How a Secretary or contact person is appointed after Registration**

The Directors appoint a Secretary or Contact Person.

### **12.4 Terms and conditions of office**

- (a) A Secretary holds office on the terms and conditions (including remuneration) that the Directors determine.
- (b) A Contact Person's appointment is subject to the terms and conditions (including remuneration) that the Directors determine.

### **12.5 Duties of Secretary and Contact Person**

#### **12.5.1 Secretary or Contact Person must pass on communications received**

A person appointed with their consent to be the Secretary or Contact Person and registered with ORIC as such, must pass on a communication received for the Corporation to all Directors within 14 days of receiving it.

#### **12.5.2 Effectiveness of acts by Secretaries**

- (a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Rule Book or the CATSI Act.
- (b) This rule does not deal with the question of 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.

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## **13. EXECUTION OF DOCUMENTS AND THE COMMON SEAL**

### **13.1 Corporation may have common seal**

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

### **13.2 Execution of documents**

#### **13.2.1 Agent exercising Corporation's power to make contracts 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.

#### **13.2.2 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.
- (b) If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
  - (i) 2 Directors; or
  - (ii) a Director and a Secretary.
- (c) 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 this rule.
- (d) This rule does not limit the ways in which the Corporation may execute a document (including a deed).



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## **14. CHIEF EXECUTIVE OFFICER**

### **14.1 Appointment**

- (a) The Directors shall appoint and remove the CEO of the Corporation by Resolution on such terms and conditions (including remuneration) as the Directors determine.
- (b) The CEO shall not be eligible to be a Director of the Corporation during the term of his or her appointment as CEO.
- (c) Eligibility for appointment as the CEO will be based on merit and not on any affiliations.
- (d) The CEO must satisfy the CEO Eligibility Criteria.
- (e) A CEO currently employed by the Trust will be taken to have satisfied the CEO Eligibility Criteria if the intention is for the Corporation and the Trust to share a CEO.

### **14.2 Functions**

- (a) The CEO will be responsible for the day-to-day management, administration and legal compliance of the Corporation in accordance with the Strategic Plan, the Annual Plan, and the Rule Book and otherwise at the specific direction of the Directors.
- (b) The CEO must keep the Directors informed at a level of detail as specified by the Directors and provide all information to the Directors as is requested from time to time.
- (c) The CEO must deliver a written report to the Directors and the Elders' Council (if any) on a monthly basis regarding the following matters:
  - (i) the activities of the CEO and Corporation;
  - (ii) specific projects that have been undertaken by the Corporation in the previous month;
  - (iii) the financial position of the Corporation; and
  - (iv) any other matters as determined by the Directors from time to time.

## **15. ELDERS' COUNCIL**

- (a) The Corporation may establish or disband an Elders' Council by a Special Resolution at a General Meeting or AGM.
- (b) The membership and function of the Elders' Council is to be determined by The Directors from time to time.

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## 16. ANNUAL PLAN

### 16.1 Requirement for Annual Plan

- (a) Prior to 30 June in any year, the Directors must formulate an Annual Plan for the next Financial Year in consultation with the Elders' Council and in accordance with the provisions of this rule.
- (b) The Directors and CEO (if any) will carry out the Corporation's activities during the Financial Year in accordance with the Annual Plan.
- (c) The Corporation must make the Annual Plan available to any Member who requests a copy.
- (d) The Corporation must make the Annual Plan available to the Trust.
- (e) The Annual Plan will outline the proposed activities of the Corporation for the next Financial Year having regard to:
  - (i) the anticipated budgets of the Corporation;
  - (ii) the anticipated Corporation income and expenditure;
  - (iii) any proposed priorities and programs of the Corporation;
  - (iv) the Annual Plan Report, accounts and financial position of the Corporation from the previous Financial Year;
  - (v) the composition of the Directors, proposed governance training and meeting schedule;
  - (vi) the proposed meeting and consultation schedule for the Members and Elders' Council (if any); and
  - (vii) the objectives of the Corporation.

### 16.2 Reviewing the Annual Plan

- (a) Within 2 months after the end of a Financial Year, the Directors will conduct a review of the Corporation's activities for that Financial Year and compile an Annual Plan Report.
- (b) The Annual Plan Report will include:
  - (i) a review of the quarterly reports prepared by the CEO (if any);
  - (ii) a summary of the Corporation's activities for the previous Financial Year;
  - (iii) the financial position of the Corporation;
  - (iv) details of the expenses for the previous Financial Year and the projects and programs to which the expenses relate;
  - (v) how the objectives of the Corporation were advanced; and
  - (vi) an evaluation of how successfully the Corporation fulfilled the goals established in the Annual Plan.

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- (c) A copy of the Annual Plan Report must be provided to the Elders Council (if any), the Trust and the Members prior to the AGM of the Corporation.

## **17. STRATEGIC PLAN**

Every 3 years at the beginning of the relevant Financial Year, the Directors must formulate a Strategic Plan in consultation with the Elders' Council (if any) and in accordance with the provisions of this rule.

### **17.1 Purpose of the Strategic Plan**

The purpose of the Strategic Plan is to:

- (a) set out the long term objectives of the Corporation and to facilitate advancement of the Corporation and the objectives;
- (b) provide recommendations for the better administration of the Corporation having regard to the review of the previous Strategic Plan; and
- (c) where appropriate, provide recommendations regarding amendments to the Rule Book which the Directors may consider appropriate having regard to the review of the Strategic Plan.

### **17.2 Amending the Strategic Plan**

The Directors may amend the Strategic Plan during the Financial Years to which the Strategic Plan relates.

### **17.3 Implementation of the Strategic Plan**

The Directors and CEO (if any) will operate the Corporation in accordance with the Strategic Plan as far as reasonably possible.

### **17.4 Publication of the Strategic Plan**

A copy of the Strategic Plan must be provided to the Elders' Council (if any), the Trust and the Members prior to the AGM of the Corporation.

## **18. FINANCES AND RECORD KEEPING.**

### **18.1 Minutes of meetings**

#### **18.1.1 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 and AGMs;
  - (ii) proceedings and Resolutions of Directors' meetings;
  - (iii) Resolutions passed by Members without a meeting;
  - (iv) Resolutions passed by Directors without a meeting.

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- (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 Member for whom the person is acting as Proxy.
  - (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
    - (i) the Chair of the meeting; or
    - (ii) the Chair of the next meeting,signs those minutes within a reasonable time after the first meeting.
  - (e) If the minutes of the meeting are kept by means of an audio, or audio visual recording, the Corporation must ensure that either:
    - (i) the Chair of the meeting; or
    - (ii) the Chair of the next meeting,
    - (iii) signs a declaration within a reasonable time after the first meeting.
  - (f) The declaration under this rule must:
    - (i) identify the audio, or audio-visual recording;
    - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; 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) Minutes that are recorded and signed in accordance with this rule are evidence of the proceeding, Resolution or declaration to which they relate, unless the contrary is proved.

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## **18.2 Rule Book and records about officers etc**

The Corporation must keep:

- (a) an up-to-date copy of the Rule Book (incorporating any valid amendments to the Rule Book over time);
- (b) written records relating to:
  - (i) the names and addresses to the Corporation's current officers and Secretary; and
  - (ii) the Corporation's Registered Office (if any); or
  - (iii) the Corporation's document access address (if any).

## **18.3 Financial records**

### **18.3.1 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.

### **18.3.2 Period for which financial records must be retained**

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

## **18.4 Physical format**

If the records that the Corporation is required to keep under this rule 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.

## **18.5 Place where records are kept**

If the Corporation is registered as:

- (a) a large Corporation, the records that the Corporation is required to keep 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 must be kept at the Corporation's document access address.

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## **18.6 Right of access to Corporation books by Director or past Director**

- (a) A Director (or a person who has acted as a Director within the last 7 years) 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 authorised to inspect Books under this rule for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.
- (c) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule.
- (d) This rule does not limit any right of access to Corporation Books that a person has apart from this rule.

## **18.7 Access to financial records by Directors**

- (a) A Director has a right of access to the records that the Corporation is required to keep.
- (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 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under this rule may make copies of the records unless the court orders otherwise.

## **18.8 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 its Books available for inspection 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 of the minutes; or
  - (ii) any minutes of a Resolution passed by Members without a meeting.

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- (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.

## **18.9 Access to governance material**

### **18.9.1 Corporation to provide Member with rules, if requested.**

If a Member asks for a copy of the Rule Book, the Corporation must provide it within 7 days and free of charge.

### **18.9.2 Registered Office**

If the Corporation is registered as a large corporation, the Corporation must make the Rule Book available for inspection by Members and officers at its Registered Office. 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.

### **18.9.3 Document access address**

If the Corporation is registered as a small or medium corporation, the Corporation must make the Rule Book available for inspection by Members and officers at its document access address. The Rule Book must be made available for inspection within 7 days of a Member's or officer's written request for inspection.

### **18.9.4 General provisions regarding access to rules**

- (a) The Rule Book includes:
  - (i) The Rule Book;
  - (ii) any replaceable rules that apply to the Corporation; and
  - (iii) any other material concerning the internal governance of the Corporation that is prescribed.

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## 19. AUDITOR

The Corporation must appoint an Auditor.

### 19.1 Auditor's Annual Report

- (a) Within 6 months after the end of each Financial Year the Auditor must audit the financial statements maintained by the Corporation.
- (b) Within 3 months after the publication of the Annual Report for a Financial Year, or within 6 months after the end of a Financial Year, whichever is the earlier, the Auditor must audit the Corporation in order to:
  - (i) produce a report known as the 'Auditor's Annual Report' that must:
    - (A) audit whether the Corporation has been properly administered in accordance with any applicable laws, regulatory requirements and accounting standards;
    - (B) include the Audited Financial Statements; and
    - (C) include an audit of the Annual Report for the relevant Financial Year.
- (c) The Corporation must provide to the Auditor all records, accounts and other documents (including financial records) required by the Auditor to comply with this rule.

### 19.2 Qualifications

- (a) The Auditor must be a person who, or in the case of a firm, of whom at least one partner:
  - (i) is a registered company auditor who has been registered with the Australian Securities and Investment Commission as a company auditor for no less than 3 years; and
  - (ii) has successfully completed the Certified Practising Accountants Program of Certified Practising Accountants Australia, or the Chartered Accountants Program of the Institute of Chartered Accountants in Australia.
- (b) The Auditor or, in the case of a firm, all persons who carry out the audit must be Independent.

### 19.3 Selection Procedure for Contract

- (a) An Auditor that is currently engaged by the Trust to audit the Trust will be treated as pre-approved for use as the Corporation Auditor and the selection procedure does not need to apply.
- (b) If the Trust has not engaged an Auditor, or if the Corporation does not wish to use the same Auditor as the Trust, then the Auditor is a Service Provider and must comply with the Selection Procedure outlined in Schedule 2 – Appointment of a Service Provider.
- (c) Regardless of the above, the Auditor must execute a Service Contract which must include the relevant provisions outlined in Schedule 2 – Appointment of a Service Provider.



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#### **19.4 Publication of Auditor's Annual Report**

As soon as practical after the Auditor's Annual Report is finalised, the Corporation will make the Auditor's Annual Report available for viewing by the Members and the Trust.

### **20. DISPUTE RESOLUTION PROCESS**

#### **20.1 Dispute**

The Dispute Resolution Procedure in this rule applies to disputes in relation to:

- (a) the operation of the Corporation and between any of the Directors, Service Providers, Members, Elders' Council, the Charitable Trust or any one or more of them; or
- (b) a person who is or who claims to be a Common Law Holder of native title (whether or not the person is a Member) in relation to:
  - (i) whether or not the person is indeed a Common Law Holder of native title; or
  - (ii) the Corporation's performance of its functions under the *Native Title Act 1993* (Cth) and subordinate legislation.

#### **20.2 Corporation Operations to Continue**

Despite the existence of a Dispute, the Corporation must continue to operate and any person with powers and functions under the Rule Book must, to the extent possible, continue to fulfil those obligations.

#### **20.3 Informal Dispute Resolution**

If a Dispute arises, the parties to the Dispute must try to resolve it themselves on an informal basis, in good faith, having regard to the spirit and intent of the Corporation.

#### **20.4 Formal Dispute Resolution**

- (a) If the Dispute cannot be resolved informally, any party to the Dispute may give the Directors written notice identifying the particulars of the Dispute Notice ('Dispute Notice').
- (b) If the Directors are unable to resolve the Dispute to the mutual satisfaction of the parties within 30 days after the Dispute Notice is given, or if the Dispute relates to a refusal by the Directors to accept a Membership application, then the Directors or either party to the Dispute may refer the matter to the Elders' Council.
- (c) If the Dispute is not resolved within 30 days of the matter being referred to the Elders' Council then at the request of either party the matter must be referred to a General Meeting for the Members to resolve no later than 90 days after the Dispute Notice was served.

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## 20.5 Legal Proceedings

No party is entitled to commence or maintain legal proceedings relating to any Dispute until the processes outlined in the Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent relief.

## 21. CONFIDENTIAL INFORMATION

Except as otherwise required by the Rule Book, the Corporation and its Members shall keep confidential any information which may come into their possession in the course of the exercise of the powers of the Corporation that is confidential according to the law and custom of the YN People.

## 22. WINDING UP

- (a) The Corporation may be wound up by a Special Resolution passed at a General Meeting convened for that purpose.
- (b) The Secretary or contact person shall, within 3 weeks after the passing of the Special Resolution, lodge the appropriate documents with ORIC.
- (c) In the event of the Corporation being dissolved or wound up, the amount that remains after such dissolution or winding up and the satisfaction of all debts and liabilities shall be transferred to a YN organisation with similar purposes and which has rules prohibiting the distribution of assets and income to its members, or in the absence of such a YN organisation, to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.
- (d) If the endorsement of the Corporation as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus of;
  - (i) Gifts of money or property for the principle purpose of the corporation;
  - (ii) Contributions made in relation to an eligible fundraising event held for the principle purposes of the corporation; and
  - (iii) Money received by the corporation because of such gifts and contributions.

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## **23. AMENDMENT OF THE RULE BOOK**

### **23.1 Corporation wants to change the Rule Book**

For the Corporation to change the Rule Book, the following steps must be complied with:

- (a) the Corporation must pass a Special Resolution effecting the change;
- (b) if, under the Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with;
- (c) the Corporation must lodge certain documents under rule 23.2 with ORIC;
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

### **23.2 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 CATSI Act and the Rule Book; and
  - (iv) a copy of the Rule Book 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 above; 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 Rule Book as it would be if the Registrar registered the change, it must do so.

### **23.3 Date of effect of change**

A change to the Rule Book under this rule takes effect on the day the change is registered.

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## 24 Sub-Committees

- (a) The Directors or the Members at a General Meeting may form sub-committees for the purpose of carrying out any of the objectives of the Corporation.
- (b) Sub-committees must:
  - (i) (i) be fully accountable and report to the Directors and must have no powers beyond those of the Directors;
  - (ii) (ii) be subject to the rules of the Constitution, conduct meetings and otherwise deal with business in a manner and form determined by the sub-committee and as directed by the Directors;
  - (iii) include a Director on the committee; and
  - (iv) a person nominated as a member of a sub-committee must provide a negative Alcohol and other Drug test to the Corporation prior to consideration of acceptance as a subcommittee member.
- (c) The Corporation may pay sub-committee members a sitting fee and reasonable expenses for attending a sub-committee meeting.

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## SCHEDULE 1 – INTERPETATION AND DEFINITIONS

### Interpretation

- (d) In the Rule Book:
  - (i) words in the singular include the plural and vice versa;
  - (ii) any gender includes the other genders;
  - (iii) the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
  - (iv) a reference to:
    - (A) 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;
    - (B) writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
    - (C) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
  - (v) headings and notes are used for convenience only and are not intended to affect the interpretation of the Rule Book;
  - (vi) a word or expression defined in the CATSI Act and used, but not defined, in these rules has the same meaning given to it in the CATSI Act when used in the Rule Book;
  - (vii) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
  - (viii) where time is to be calculated be reference to a day or event, that day or the day of the event is excluded.
- (e) The Replaceable Rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with the Rule Book, the Native Title Act and the PBC Regulations.

## Definitions

<b>AGM</b>	means an annual meeting of the Members under the provisions of the Rule Book.
<b>Annual Plan</b>	means a plan for the activities of the Corporation during a Financial Year prepared in accordance with the provisions of the Rule Book.
<b>Annual Plan Report</b>	means a report on the Annual Plan prepared by the Directors under the provisions of the Rule Book.
<b>Applicant</b>	means a person applying to be a Member.
<b>Approved Determination of Native Title</b>	has the meaning given to it in the <i>Native Title Act 1993</i> (Cth).
<b>Auditor</b>	means an auditor appointed under the provisions of the Rule Book.
<b>Auditor's Annual Report</b>	means an annual report prepared by the Auditor under the provisions of the Rule Book.
<b>Books</b>	means the minute books of the Corporation for any General Meeting or AGM, but does not include Directors meetings or financial records.
<b>CATSI Act</b>	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth) as amended from time to time and any regulations made under it.
<b>CEO Eligibility Criteria</b>	The CEO must demonstrate proven management capabilities and results and: <ul style="list-style-type: none"> <li>(a) an understanding of and previous experience working with Indigenous communities;</li> <li>(b) previous management experience;</li> <li>(c) tertiary education in a relevant field, with a minimum university degree of 3 years or a similar level of experience in lieu of such degree;</li> <li>(d) acceptable police clearance certificate; and</li> <li>(e) effective strategies to promote training and development within the YN People to allow for and encourage capacity building and executive independence.</li> </ul>
<b>Chairperson</b>	means a person elected as Chairperson of a General Meeting, AGM or Directors meeting in accordance with the provisions of the Rule Book.
<b>Charitable Trust</b>	means the Amended and Restated Yugunga-Nya People's Trust Deed
<b>Code of Conduct</b>	means the list of rules of conduct prepared under the provisions of the Rule Book.
<b>Common Law Holders</b>	has the meaning given to it in the <i>Native Title Act 1993</i> (Cth).

<b>Connection Report</b>	means the Connection Report prepared in connection with the Native Title Claim
<b>Corporation</b>	means the Aboriginal Corporation registered with ORIC to which the Rule Book applies.
<b>Director</b>	means a person appointed to perform the duties of a director of the Corporation, and includes both an Independent Director and a Member Director.
<b>Directors</b>	means the Corporation's board of Directors.
<b>Dispute</b>	means a dispute in relation to; <ul style="list-style-type: none"> <li>(a) the operation of the Corporation and between any of the Directors, Service Providers, Members, Elders' Council, the Charitable Trust or any one or more of them; or</li> <li>(b) a person who is or who claims to be a Common Law Holder of native Title (whether or not the person is a Member) in relation to: <ul style="list-style-type: none"> <li>(i) whether or not the person is indeed a Common Law Holder of native title; or</li> <li>(ii) the Corporation's performance of its functions under the <i>Native Title Act 1993</i> (Cth) and subordinate legislation.</li> </ul> </li> </ul>
<b>Dispute Notice</b>	has the meaning given to it under the Dispute Resolution provisions of the Rule Book.
<b>Dispute Resolution Process</b>	means the procedure outlined in the Rule Book for resolving a Dispute.
<b>Financial Year</b>	means the 12 month period ending on 30 June each year.
<b>General Meeting</b>	means a meeting of the Members under the provisions of the Rule Book.

<p><b>Independent</b></p>	<p>means that the person, and any person who is a relative of that first person, so far as the first person is, or ought to be, reasonably aware:</p> <ul style="list-style-type: none"> <li>(a) is not and has not been a member of the YN People;</li> <li>(b) is not and has not been a relative or spouse of a member of the YN People;</li> <li>(c) does not have a membership interest (in accordance with section 960-135 of the Tax Law) in a related entity;</li> <li>(d) is not and has not within a period of 3 years prior to their appointment as a Director been: <ul style="list-style-type: none"> <li>i. an employee of, officer of, consultant to, advisor to, auditor of or other service provider to the YN People or a related entity;</li> <li>ii. an employee or officer of a related entity, a partner in a partnership, or a direct or indirect associate of a related entity or partnership, which is, or has been within that 3 year time period, consultant to, advisor to, auditor of or other service provider to the YN People or a related entity.</li> </ul> </li> <li>(e) has no material contractual relationship with a related entity or the YN People, other than as a Director;</li> <li>(f) has not served as a Director for a period which could, or could be perceived to, materially interfere with the person's ability to impartially and objectively discharge their duties as a Director; and</li> <li>(g) has no material interest in, business affiliation with or other relationship with any Member or related entity which would hinder the person in the impartial and objective discharge of their duties.</li> </ul>
<p><b>Independent Director</b></p>	<p>means a person appointed to perform the duties of a Director of the Corporation and is Independent.</p>
<p><b>Independent Director Criteria</b></p>	<p>a person satisfies the Independent Director Criteria if:</p> <ul style="list-style-type: none"> <li>(a) they satisfy the following: <ul style="list-style-type: none"> <li>i. Board Experience: demonstrates at least 3 years recent experience as a director of an Australian company governed by the Corporations Act and can demonstrate a preparedness to question, challenge and critique and a willingness to understand and to commit to the highest standards of governance;</li> <li>ii. Board Education: has, or within the first year of the Independent Director's term will have, completed a director's course approved by the Australian Institute of Directors or a suitable successor to the Australian Institute of Company Directors;</li> </ul> </li> </ul>



	<ul style="list-style-type: none"> <li>iii. Financial Literacy: is 'financially literate'</li> <li>iv. Leadership Experience: possesses leadership experience, and shall possess qualities reflecting a proven record of accomplishment and ability to work with others;</li> <li>v. Absence of Conflicting Commitments: does not have commitments that would conflict with the commitments of a Director of the Corporation;</li> <li>vi. Reputation and Integrity: is of high repute and recognised integrity and: <ul style="list-style-type: none"> <li>1. is not a person who is not permitted by the Corporations Act (or an order made under the Corporations Act) to be a directors;</li> <li>2. has not been disqualified (either automatically or by Court order) from managing a corporation under: <ul style="list-style-type: none"> <li>a. Part 2D.6 of the Corporations Act, without permission or leave to manage a company being granted; or</li> <li>b. Part 6-5 of the CATSI Act , without permission or leave to manage a company being granted; and</li> </ul> </li> <li>3. has not been disqualified (either automatically or by Court Order) from managing corporations, or from doing anything else contemplated by the role of the Independent Director, under any other applicable law;</li> <li>4. is not a person who has been convicted of an offence against or arising out <ul style="list-style-type: none"> <li>(b) they are Independent.</li> </ul> </li> </ul> </li> </ul>
<b>Local Implementation Committee</b>	means the Local Implementation Committee (or other similar advisory or decision-making committee comprising of representatives of the YN People and proponents) established under native title agreements or indigenous land use agreements pursuant to the <i>Native Title Act 1993</i> (Cth)
<b>Material Personal Interest</b>	means any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that Director when casting their vote at Directors meetings, General Meetings or AGMs; subject to the exclusions detailed in the Rule Book.
<b>Member</b>	means a person whose name appears on the Register of Members.
<b>Member Director</b>	means a Member appointed to perform the duties of a Director of the Corporation.
<b>Member Director Criteria</b>	<ul style="list-style-type: none"> <li>(a) A person satisfies the Member Director Criteria if the Member is able to demonstrate the following qualifications: <ul style="list-style-type: none"> <li>i. financial literacy;</li> <li>ii. leadership experience;</li> <li>iii. experience with directorships and boards;</li> </ul> </li> </ul>

- iv. commitment to uphold all the legal duties, responsibilities and obligations of a Director;
- v. absence of conflicting commitments;
- vi. standing and respect within the YN People; and
- vii. reputation and integrity is of high repute and recognised integrity and:
  - 1. is not a person who is not permitted by the Corporations Act (or an order made under the Corporations Act) to be a director;
  - 2. has not been disqualified (either automatically or by a Court order) from managing a corporation under:
    - i. Part 2D.6 of the Corporations Act, without permission or leave to manage a company being granted; or
    - ii. Part 6-5 of the CATSI Act , without permission or leave to manage a company being granted; and
    - iii.. has not been disqualified (either automatically or by Court order) from managing corporations, or from doing anything else contemplated by the role of Member Director, under any other applicable law;
  - 3. is not a person who has been convicted of an offence against or arising out of a law of the Commonwealth, a State, a Territory or a foreign country, being an offence in respect of dishonest conduct (including fraud), other than where:
    - a. 20 years has passed from the time of conviction; or
    - b. 10 years has passed from the time of conviction and:
      - i. the conduct resulted in a term of actual imprisonment of less than 3 months; or
      - ii. the conduct resulted in a fine of less than \$5,000.

- (b) If a Member who is eligible to be appointed Member Director is not able to demonstrate every qualification but expresses a willingness to learn and attain that qualification, the Members in their discretion may accept the person's nomination for Director subject to the following conditions:
  - a. the person must undertake appropriate training to attain that qualification and the Corporation will meet the expense of the training and otherwise provide full support and encouragement of the person and his or her efforts to achieve the requisite qualifications;
  - b. the person may act as Director for 12 months while undertaking the training; and
  - c. the Members may terminate the appointment after 12 months if the Members determine that satisfactory

	<p>progress was not made by the person towards achieving the requisite qualifications.</p> <p>(c) If a nominee for Member Director is not willing or able to learn or attain the qualifications in accordance with (b) above, the Members in their discretion may accept the person's nomination for Director if there remain, at all times, at least 2 Member Directors that satisfy (a) above.</p> <p>Regardless of the above, all Member Directors must undertake ongoing and appropriate governance training under the provisions of the Rule Book.</p>
<b>Native Title</b>	has the meaning given to that phrase in the <i>Native Title Act 1993</i> (Cth)
<b>Native Title Claim</b>	means the Native Title claim (including as amended from time to time) lodged with the Federal Court and allocated number/s WC1999/046 WAD 29 of 2019, and any application made in addition to, substitution for or in replacement of (either or both/all of) the original application (including as amended from time to time.)
<b>Native Title Claim Group</b>	has the meaning given to that phrase in the <i>Native Title Act 1993</i> (Cth)
<b>Objectives</b>	means the Objectives of the Corporation as laid out in the Rule Book.
<b>ORIC</b>	means the Officer of the Registrar of Indigenous Corporations.
<b>Poll</b>	has the meaning in rule 7.11.4 of the Rule Book.
<b>Prescribed Body Corporate</b>	has the meaning described in the PBC Regulations.
<b>Proxy</b>	means a person who has been appointed to attend, speak and vote at a General Meeting or AGM on behalf of a Member according to the provisions of the Rule Book.
<b>Register of Former Members</b>	means the Register of Former Members kept in accordance with the provisions of the Rule Book.
<b>Register of Members</b>	means the Register of Members kept in accordance with the provisions of the Rule Book
<b>Registrar</b>	means the Registrar of ORIC from time to time.
<b>Elders' Council</b>	means any Elders' Council from time to time established under the provisions of the Rule Book.
<b>Resolution</b>	means a Resolution that must be passed by at least 51 per cent of the votes cast by the Members present or voting by Proxy.
<b>Rule Book</b>	means this Rule Book and any amendments or substitutions thereto.
<b>Secretary</b>	means a person elected or appointed from time to time to the role of Company Secretary under the provisions of the Rule Book.

<b>Service Provider</b>	means any external consultant or expert that may assist the Corporation with the management and administration of the Corporation, including providers of the following services: investment advisor, executive office, Director, Auditor, heritage, and any other service provider specified by the Corporation.
<b>Special Resolution</b>	means a Resolution that must be passed by at least 75 per cent of the votes cast by the Members present or voting by Proxy.
<b>Strategic Plan</b>	means a 3 year strategic plan for the activities of the Corporation prepared in accordance with the provisions of the Rule Book.
<b>Vested Land</b>	means any land: <ul style="list-style-type: none"> <li>(a) vested in;</li> <li>(b) granted or given to; or</li> <li>(c) purchased by;</li> </ul> the Corporation.
<b>YN People</b>	Those Aboriginal people who: <ul style="list-style-type: none"> <li>(a) Under the traditional laws and customs of the Western Desert, have a spiritual connection to the claim area and the Tjukurpa associated with it on the basis of one or more of the following: <ul style="list-style-type: none"> <li>(i) the claim area is his or her country of birth (also reckoned by the area where his or her mother lived during the pregnancy); or</li> <li>(ii) he or she has traditional geographical and religious knowledge of the claim area through a long-term association with the area; or</li> <li>(iii) he or she has an affiliation to the claim area through a parent or grandparent with a connection to the claim area as specified in sub-paragraphs (i) or (ii) above;</li> </ul> </li> <li>(b) who are recognised under the traditional laws and customs by the other native title holders as having rights in the claim area.</li> </ul> <p>This currently includes:</p> <ul style="list-style-type: none"> <li>(a) the descendants of Annie Wilba, Dolly Ward and Jimmy Wheelbarrow; and</li> <li>(b) the following siblings set (where living) and their descendants: Bert Dorrizi, Olive Fraser (nee Dorizzi), Frank Dorizzi, Kevin Dorizzi, Quilla Dorizzi, Shirley Thorn (nee Dorizzi), Celia Martin (nee Dorizzi), Valerie Dorizzi, Ernest Dorrizi, Patricia Dorizzi and Richard Dorizzi.</li> </ul>

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## **SCHEDULE 2 – APPOINTMENT OF A SERVICE PROVIDER**

### **S2.1 INITIAL SERVICE PROVIDER APPOINTMENTS**

- (a) In order for the Directors to commence the operations of the Corporation, the Directors will need to appoint initial Service Providers, and to ensure that the commencement of operations of the Corporation is not unnecessarily delayed, these appointments must take place on or shortly after the establishment of the Corporation.
- (b) For practical purposes where appointing an initial Service Provider, item S2. 3 of this Schedule 2 shall not apply, provided that any such appointment is limited to a term of 12 months from the date of establishment of the Corporation (and the Service Provider shall be eligible for reappointment).

### **S2.2 URGENT OR EMERGENCY APPOINTMENTS**

- (a) In order to ensure that the Corporation can operate and the Directors can comply with the requirements of the Rule Book it may be necessary from time to time to make urgent or emergency appointments of Service Providers.
- (b) In the case of urgent or emergency appointments of a Service Provider, the Directors must comply with S2.3 and S2.4 of this Schedule 2 only to the extent reasonably practical in the circumstances, having regard to the nature and duration of the appointment provided that any such appointment is limited to a term of 12 months.

### **S2.3 EXPRESSIONS OF INTEREST**

- (a) Before appointing a Service Provider, the Directors must call for expressions of interest from potential Service Providers ('Candidates').
- (b) Having regard to the nature of the service required, the Directors may advertise for expressions of interest by:
  - i. advertising in local newspapers;
  - ii. advertising on a website;
  - iii. targeted requests in writing to at least 3 Candidates; or
  - iv. all or some of the above.
- (c) The advertisement will:
  - i. describe the nature of the services required by the Corporation;
  - ii. prescribe the time limits within which a Candidate must respond to the advertisement, which must be at least 14 days;
  - iii. request that the Candidate provide a written summary of their skills and experience to enable the Directors to evaluate the Candidate's qualifications including:

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1. the Candidate's rates of pay and any other expenses that the Corporation is likely to incur;
  2. capacity available to perform the services;
  3. details or recommendations for the performance of the service; and
  4. any other details that illustrate that the Candidate will act in good faith and in the best interests of the Corporation and the Members.
- (d) If appropriate, the Directors will request the Candidate to provide proof of:
- i. current membership of relevant industry regulatory bodies; and
  - ii. current insurance policies.

#### **S2.4 SELECTION PROCEDURE**

- (a) The Directors may only consider applications from Candidates that comply with any:
- i. qualification requirements stated in the Rule Book; and
  - ii. requirements stated in any advertisement for expressions of interest.
- (b) The Directors must consider the application having regard to the reputation, experience and skills of the Candidate and the value and other contributions that the Candidate could potentially make to the Corporation and the Members.
- (c) In selecting the Service Provider, the Directors must assess the merits of the Candidate versus the cost of the Candidate, having regard to the responsibilities of the Service Provider, the expectations of the Directors and the current level of expertise of the Directors and other Service Providers of the Corporation.
- (d) If the Candidate has an interest in the Corporation or is otherwise related to the Members, the Directors must seek the consent of the Elders' Council prior to accepting the Candidate as a Service Provider.

#### **S2.5 CONTRACT FOR SERVICES**

Upon selecting a Candidate to be the Service Provider of the Corporation, the Corporation and the Service Provider must execute a written contract for services ('Service Contract') which includes the following:

- (a) the services to be provided ('Service') that include the functions relevant to the Service Provider as set out in the Rule Book;
- (b) the agreed remuneration of the Service Provider, in clear and unambiguous terms;
- (c) the duration of the Service Contract is not to exceed 3 years;
- (d) a transparent mechanism for accountability of the Service Provider including a regular review of the cost and outcomes of the Service Provider;

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- (e) that the Service Provider agrees to keep confidential all confidential information relating to the Corporation and the Members;
  - (f) that the Service Provider agrees to make available to the Directors any materials, advice or reports provided or prepared by the Service Provider for use by the Directors, provided the use is in accordance with the purpose for which the materials, advice or reports were provided;
  - (g) that, for the duration of the Service Contract, the Service Provider maintains their qualifications, and relevant registrations and insurances;
  - (h) any request for the reimbursement of costs and expenses must be calculated on a cost recovery basis reflecting the actual, bona fide, arms length cost incurred by the Service Provider in supplying the Services provided that such costs or expenses are reasonable in the circumstances;
  - (i) the Directors' rights to terminate the services of the Service Provider at any time and for any reason on not more than 30 days' notice;
  - (j) that the Service Provider is required to provide culturally appropriate and regular reporting and information and attend Directors' Meetings if requested by the Directors; and
  - (k) the Service Provider agrees that all information provided to them regarding the affairs of the Corporation will be kept confidential and will not be disclosed to any third party without prior written consent of the Directors except where the Service Provider is legally required to disclose the information.

## **S2.6 REVIEW**

- (a) Each year, the Directors must conduct a review, in a manner determined by the Directors as appropriate in the circumstances, of the Service Provider;
- (b) The aim of the review is to ensure that the costs of the Service Provider are reasonable considering:
- (c) Factors taken into account in the review will include style, resources, organisational strength, performance relative to the objectives, and any other factors considered relevant to the Service Providers continuing ability to meet the Corporation's objectives.