

THE RULE BOOK OF

**Malgana Aboriginal Corporation
RNTBC**

ICN: 8935

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

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1. NAME OF THE CORPORATION

The name of the Corporation is **Malgana Aboriginal Corporation RNTBC**.

2. DEFINITIONS AND INTERPRETATION

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

3. OBJECTS

3.1 Objects of the Corporation

The Objects for which the Corporation is established are to:

- (a) provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, and disadvantage among the Malgana People and other Aboriginal people of the 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;
- (b) if the Corporation is appointed by the Common Law Holders as a Prescribed Body Corporate, the Corporation has the following further objects:
 - (i) to be and perform the functions of a Prescribed Body Corporate, for the purpose of being the subject of a determination under sections 56 and 57 of the Native Title Act;
 - (ii) to hold the Native Title Rights and Interests in trust for the Common Law Holders or act as agent or representative of the Common Law Holders in matters relating to the Native Title Rights and Interests;
 - (iii) to manage the Native Title Rights and Interests of the Common Law Holders;
 - (iv) to represent the interests of the Malgana People in matters relating to the Determination Area:
 - (A) as a Registered Native Title Body Corporate under the Native Title Act where there is an Approved Determination of Native Title; and
 - (B) as otherwise authorised by the Malgana People in accordance with an Approved Process;
- (c) to accept appointments made by the Malgana People in accordance with the Approved Process for the Corporation to act as agent of the Malgana People pursuant to and for the purposes of native title agreements, indigenous land use agreements and other contractual arrangements;
- (d) to develop and manage the delivery of programs, initiatives and other services for the benefit of the Malgana People and other Aboriginal people of the region;
- (e) to maintain, protect, promote and advance the law, culture, native title, traditions and customs of the Malgana People and other Aboriginal people of the region;
- (f) to promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the Malgana People and other Aboriginal people of the region;

- (g) to promote, develop, improve and advance the education, health and wellbeing of the Malgana People and other Aboriginal people of the region;
- (h) to acquire, hold title or other interest in, encumber, deal in, develop and manage land, buildings, plant, equipment and other assets for the benefit of Malgana People and other Aboriginal people of the region;
- (i) to provide economic, environmental, social, health, educational and cultural benefits to the Malgana People and other Aboriginal people of the region;
- (j) to seek funds by means of obtaining government grants, non-government grants, sponsorships, donations or engaging in any lawful activities or pursuits to fulfil the objectives;
- (k) to give effect to the principle of self-determination for Aboriginal people by promoting, supporting and sponsoring the endeavours of Aboriginal organisations, groups, enterprises and individuals (in particular for Members), towards social, cultural and economic development;
- (l) to operate and maintain a gift fund to be known as 'The Malgana Aboriginal Corporation RNTBC Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*;
- (m) to promote fair and just representation of the Malgana People in a manner that provides a fair and just representation of the Members;
- (n) to do all such things that may be incidental or necessary to attain all of the above Objectives; and
- (o) to generally act in the best interests of the Malgana People and other Aboriginal people of the region.

3.2 Application of funds to carry out Objects

- (a) Subject to the CATSI Act and the Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Objects.
- (b) Subject to the CATSI Act and the Rule Book, no portion of the funds and property of the Corporation may be paid or distributed to any Member.
- (c) Nothing in rule 3.2(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a Member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member as an employee);
 - (ii) reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods and services are to be provided);
 - (iii) reimbursement for reasonable and legitimate out of pocket expenses incurred by a Member on behalf of the Corporation (for example travelling expenses incurred in attending a Corporation organised event, such as a General Meeting); or
 - (iv) the application of funds or property of the Corporation in furtherance of the Objects to provide benefits to a Member in their capacity as a Malgana Person.

4. FUNCTIONS AND POWERS OF THE CORPORATION

4.1 Powers of the Corporation

- (a) Subject to the CATSI Act and the Rule Book, the Corporation has the power to do anything lawful to carry out the Objectives, except that the Corporation cannot charge application fees for membership or annual membership fees.

4.2 Functions and powers of the Corporation as a Prescribed Body Corporate and Registered Native Title Body Corporate

If the Corporation is appointed to be the Prescribed Body Corporate or Registered Native Title Body Corporate:

- (a) the Corporation has the functions and powers prescribed by the PBC Regulations from time to time for a PBC or a RNTBC that holds Native Title Rights and Interests on trust for the Common Law Holders of those Native Title Rights and Interests or as agent or representative of the Common Law Holders; and
- (b) the specific functions, powers and Native Title Decision Making Process outlined in Schedule 2 apply to the Corporation.

5. REGISTER OF MALGANA PEOPLE

5.1 Corporation to maintain a Register of Malgana People

- (a) The Corporation must establish, maintain and regularly update a register of all Aboriginal persons who are:
 - (i) 18 years of age or over; and
 - (ii) members of the Malgana People.
- (b) The register is to be known as the Register of Malgana People.
- (c) The Corporation must maintain the Register of Malgana People in electronic form, and may also maintain the Register of Malgana People in hard copy form.
- (d) The Register of Malgana People is to include the following details in respect of each person on the Register:
 - (i) the person's full name;
 - (ii) the person's date of birth (or if it is not known, a reasonable estimation of their year of birth); and
 - (iii) the person's address (if any) for receiving mail, which may be or include an email address.
- (e) For the avoidance of doubt, the Register of Malgana People is to be separate from the Register of Members of the Corporation.

5.2 Corporation may maintain a Register of Former Malgana People

- (a) The Corporation may maintain a Register of Former Malgana People which includes any information on a person previously detailed in the Register of Malgana People.

- (b) The Corporation may choose to maintain the Register of Former Malgana People in one document with the Register of Malgana People.

5.3 Process for updating the Register

- (a) Subject to that person not already being included on the Register of Malgana People, should the Corporation become aware that a person claims to be a member of the Malgana People then the Corporation must as soon as reasonably practicable consider the claim and decide whether to include the person on the Register of Malgana People (whether or not the person applies directly to the Corporation to be recognised as a Member of the Malgana People).
- (b) If a person ceases to be a Malgana Person (including because they are deceased) then the Corporation must as soon as reasonably practicable after becoming aware of this, remove the person from the Register of Malgana People.
- (c) For the purposes of rules 5.1(a), 5.2(a) and 5.3(a), whether a person is or continues to be included on the Register of Malgana People will be determined by the Directors applying the following criteria. If there is any inconsistency, a criterion higher in the list prevails over one that is lower in the list. The Corporation:
 - (i) must include a person on or remove a person from the current Register of Malgana People if a court of competent jurisdiction determines that the person is or is not (as the case may be) a Malgana Person;
 - (ii) must include a person on or remove a person from the current Register of Malgana People if the Common Law Holders of Native Title in respect of a Malgana Determination or the members of the Native Title Claim Group in respect of a Malgana Claim make a decision in accordance with an Approved Process that the person is or is not (as the case may be) a Malgana Person; and
 - (iii) may request and act upon the advice of:
 - (A) the Advisory Council; or
 - (B) the Native Title Representative Body for the Determination Area; or
 - (C) a lawyer and/or anthropologist engaged by the Corporation.

5.4 Corporation to keep records

The Corporation must keep a written record of:

- (a) all decisions made under rules 5.3(a) and 5.3(c)(ii), including the date of the decision;
- (b) the date a person is added to the Register of Malgana People and a short statement of the reason they were added (including, where applicable, by reference to the matters in rule 5.3(c)); and
- (c) all persons removed from the Register of Malgana People under rules 5.3(b) and 5.3(c), including the date they were removed and a short statement of the reason they were removed.

5.5 Register to be made available

- (a) The Corporation must as soon as reasonably practicable following receipt of a request to do so, allow any person who is on the Register of Malgana People or who has requested to be included on the Register of Malgana People to inspect it or provide them with a copy of the entry which relates to them (as the request may be) without charge.
- (b) Notwithstanding rule 5.4(a), the Corporation may withhold the information referred to in rule 5.1(d)(iii) from a person referred to in rule 5.4(a), other than from a person on the Register of Malgana People who requests access to information on the Register about him or her-self.
- (c) The Corporation may allow any other person to inspect, or provide any other person with a copy of the Register of Malgana People, subject to such terms and conditions as the Directors consider appropriate.

6. MEMBERSHIP OF THE CORPORATION

6.1 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.

6.2 Members by application after registration

6.2.1 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 to be a Member;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

6.2.2 Eligibility for membership (Who can apply to become a Member)

A person is eligible to apply for membership of the Corporation if the person:

- (a) is 18 years of age or over;
- (b) is a Malgana Person; and
- (c) is not otherwise disqualified from membership under this Rule Book.

6.2.3 Deciding Membership applications

- (a) The Directors will consider and decide membership applications in accordance with this clause 6.2.
- (b) In determining eligibility, the Directors must take into account and are bound by:
 - (i) the description of the Native Title Holders in any relevant Malgana Determination;

- (ii) any declaration or determination by a court of competent jurisdiction as to whether a person or class of persons is or is not a member of the Native Title Claim Group in respect of the Malgana Claim, or a Common Law Holder of Native Title in respect of a Malgana Determination.
- (c) The Directors may take into account any other information it considers to be relevant including:
 - (i) the advice or opinion of an anthropologist;
 - (ii) the advice of the Native Title Representative Body for the Malgana Determination;
 - (iii) the advice of the Advisory Council and/or the opinion of other relevant people.
- (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 consider or accept 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) The Directors must not accept an application for membership unless:
 - (i) The applicant applies for membership in the required manner; and
 - (ii) The applicant meets the eligibility for membership requirements of the corporation.
- (h) 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.
- (i) If an application for membership is rejected, the Corporation must notify the Applicant within 14 days of the decision and provide in writing:
 - (i) reasons for the rejection; and
 - (ii) a copy of rule 6.2.4 detailing the appeal process.
- (j) If an application for membership is rejected, the Corporation must notify the Applicant within 14 days of the decision and provide in writing:
 - (i) reasons for the rejection; and
 - (ii) a copy of rule 6.2.4 detailing the appeal process.

6.2.4 Appeal against refusal to accept application for membership

- (a) If an application for membership is rejected, the applicant is entitled to appeal the decision by using the procedure outlined in this rule.
- (b) The Applicant must write to the Corporation setting out the basis on which the Applicant is appealing the decision.
- (c) At the next meeting of the Directors following receipt of an appeal, the Directors must reconsider the original membership application in light of the reasons stated in the appeal and determine whether to accept or reject the appeal.

- (d) 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.
- (e) If the appeal is rejected, the Corporation must notify the Applicant and provide in writing reason(s) for the rejection within 14 days of the decision.
- (f) 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 the Rule Book.

6.2.5 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 General Meeting has not been held when the Directors consider the application,

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

6.3 Members rights and obligations

6.3.1 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);
 - (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 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.

6.3.2 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 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.

6.3.3 Liability of Members:

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

6.4 How a person stops being a Member

6.4.1 A person will stop being a Member if:

- (a) the person resigns as a Member in accordance with the procedure outlined in the Rule Book;
- (b) the person dies;
- (c) the person no longer satisfies the definition of a Malgana Person; or
- (d) the person's membership of the Corporation is cancelled in accordance with the procedure outlined in the Rule Book.

6.4.2 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.

6.5 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 which may be in the form prescribed by the Directors.

- (c) The Corporation must move the Member's name from the register of current Members of the Corporation to the Register of Former Members within 14 days after receiving the resignation notice.

6.6 Process for cancelling Membership

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

- (a) Subject to rule 6.6.4, 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 reasons specified in the notice;
 - (ii) the Member has 14 days to object to the cancellation of the membership; and
 - (iii) the objection must be in writing.
- (c) If the Member does not object, the Directors must cancel the membership.
- (d) If the Member does object:
 - (i) the Directors must not cancel the membership; and
 - (ii) only the Corporation by resolution in 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 soon as possible after it has been passed.

6.6.2 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 3 or more reasonable attempts (including by any known email address or text message to any known mobile number) to contact the Member during that 2 year period but has been unable to.
- (b) If the Corporation cancels the membership, the Directors must send that person a copy of the Resolution at their last known address, as soon as possible after the Resolution has been passed.

6.6.3 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 as soon as possible after it has been passed.

6.6.4 Cancelling Membership if a Member is not an Aboriginal or Torres Strait Islander person

- (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 is not an Aboriginal or Torres Strait Islander person.
- (b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the Resolution as soon as possible after it has been passed.

6.6.5 Amending Register of Members after a Membership is cancelled

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

6.7 Different classes of members

The Corporation does not have different classes of members.

6.8 Observers

- (a) The Corporation does not have observers, except in accordance with Rule 6.8(b).
- (b) The Corporation allows each Director the right to invite their Alternate Director to attend Directors Meetings to be observers, subject to Rule 6.8(c).
- (c) Alternate Directors may attend Directors Meetings as observers on the following conditions:
 - (i) The Alternate Director must be duly appointed in accordance with this Rule Book;
 - (ii) The Alternate Director has been invited to attend by its appointing Director;
 - (iii) An Alternate Director Observer does not have the right to vote;
 - (iv) An Alternate Director Observer must observe only, remain silent, and not be involved in discussions; and
 - (v) Alternate Director Observers must keep all Board Meeting information confidential and may need to sign a confidentiality form.

- (d) The Alternate Director will cease to be an Observer and must leave the Directors Meeting if any of the following occur:
 - (i) It breaches any condition in Rule 6.8(c);
 - (ii) The appointing Director asks the Alternate Director to leave the room; or
 - (iii) The majority of directors decide it.

7. REGISTERS OF MEMBERS AND FORMER MEMBERS

7.1 Corporation to maintain a Register of Members

The Corporation must set up and maintain a Register of Members at the Corporation's registered office or nominated document access address.

7.2 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 (if any) for receiving mail, which may be or include an email address;
- (c) the date on which the Member's name was entered on the Register of Members.

7.3 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 detailed in 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 with the Register of Members.

7.4 Inspection of Register of Members and Register of Former Members

7.4.1 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.

7.4.2 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.

7.5 Making Register of Members available at AGM

The Corporation must:

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

7.6 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.

8. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

8.1 AGMS

8.1.1 Holding AGMs

The Corporation must hold an AGM before the end of November each year at a reasonable time and within the Determination Area.

8.1.2 Extension of time for holding AGMs

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.

8.1.3 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 consideration of the reports under Chapter 7 of the CATSI Act that are required to be presented at the AGM;
- (c) the election of Directors;
- (d) the appointment and remuneration of the Auditor (if any);
- (e) checking of details on the Register of Members; and
- (f) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any).

8.2 General Meetings

8.2.1 Purpose of General meeting

A General Meeting must be held for a proper purpose.

8.2.2 Time and place of General meeting

A General Meeting must be held at a reasonable time and within the Determination Area.

8.2.3 Business of General meeting

The business at each General Meeting must include all matters set out in the notice of the General Meeting.

8.3 Calling General meetings

8.3.1 Director may call meetings

The majority of Directors can call a General Meeting of the Corporation.

8.3.2 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:

Number of Members in Corporation	Number of Members needed to ask for a General Meeting
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2 to 10 Members	= 1 Member
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11-20 Members	= 3 Members
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21-50 Members	= 5 Members
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51 Members or more	= 10 per cent of Members
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- (b) A request by Members to hold a General Meeting 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.

8.3.3 Directors may apply to deny a Member's request to call a General Meeting

- (a) If the Directors resolve that a request 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 ground on which the application is made; and
 - (iii) be made within 21 days after the request to hold a General Meeting was made.

- (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.

8.3.4 Timing for a requested General meeting

- (a) If the Directors agree to call a General Meeting, they must call the meeting within 21 days after the request was sent to them.
- (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 after being notified of the Registrar's decision.

8.4 Requirement for notice of General Meeting and AGM

8.4.1 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) may not call an AGM or General Meeting on shorter notice than 21 days if a Resolution is proposed to remove an Auditor or Director (or appoint a Director in place of a removed Director).
- (c) The Corporation may give notice of a General Meeting or AGM to a Member personally or by sending it by post, fax, email or other electronic means nominated by the Member.
- (d) A notice of meeting:
 - (i) sent by post is taken to be given 3 days after it is posted;
 - (i) sent by fax, email or electronic means is taken to be given on the business day after it is sent.

8.4.2 Requirement to give notice of General Meeting or AGM to Members

The Corporation must give written notice of a General Meeting or AGM to the following people:

- (a) each Member entitled to vote at the meeting;
- (b) each Director;
- (c) the Secretary or Contact Person; and
- (d) the Auditor (if any).

8.4.3 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;
- (iv) if a Member is entitled to appoint a Proxy, contain a statement setting out:
 - (A) that the Member has a right to appoint a Proxy; and
 - (B) whether or not the Proxy needs to be a Member of the Corporation.
- (b) The information included in a notice of a General Meeting or AGM must be worded and presented clearly and concisely.

8.5 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.

8.6 Members' Resolutions

8.6.1 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.

Number of members in corporation	Number of members needed to propose a resolution
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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.

8.6.2 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 notice of that Resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a General Meeting or AGM.

- (c) The Corporation does not have to give notice of a Resolution or consider the Resolution at a General Meeting or AGM if the Directors consider the Resolution is defamatory.

8.6.3 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 be:
 - (i) made by at least the specified number of Members provided in rule 8.6.1(a);
 - (ii) in writing;
 - (iii) signed by the Members making the request; and
 - (iv) given to the Corporation.
- (c) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting or AGM.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.

8.7 Quorum for General meeting or AGM

8.7.1 Quorum

- (a) The quorum for a meeting of the Corporation Members is 20 people that are able to vote at that meeting.
- (b) The quorum must be present at all times during the meeting.
- (c) In determining whether a quorum is present, individuals attending as a Member and a Proxy will be counted only once.

8.7.2 Adjourned meeting where no quorum

- (a) A meeting of the Corporation Members that does not have a quorum present within 2 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 all the Directors present at the meeting specify otherwise.
- (b) If no quorum is present at the commencement of the resumed meeting, then the quorum shall be those members present at the commencement time set for that meeting.

8.8 Chairing a General Meeting and AGM

- (a) The Directors may elect an individual 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 Deputy Chairperson; or
 - (ii) a Chairperson or Deputy Chairperson elected by the Directors 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.
- (d) The Chairperson may after first providing a warning, expel any Member or Director from the meeting if the Chairperson reasonably believes that the Member or Director's conduct is:
 - (i) inappropriate;
 - (ii) disrupting the meeting; and/or
 - (iii) in breach of the Code of Conduct for meetings.
- (e) The Chairperson must adjourn a General Meeting or AGM if the majority of Members present agree or direct that the Chairperson do so.

8.9 Using technology to hold a General Meeting or AGM

The Corporation may hold a General Meeting or AGM at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

8.10 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 as the Auditor's representative for the purpose of attending and speaking at any General Meeting or AGM.

8.11 Voting at General Meetings and AGMs

8.11.1 Consensus before vote

- (a) Where possible, the decisions or resolutions of the Members at a General Meeting or AGM will be made by Consensus and failing that will be put to a vote in accordance with this rule.

8.11.2 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.

8.11.3 Objections to person's right to vote

- (a) A challenge to a person's right to vote at a General Meeting or AGM:
 - (i) may only be made at the meeting; and
 - (i) must be determined by the Chairperson, whose decision is final.

8.11.4 How voting is carried out by show of hands

- (a) A Resolution put to 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 chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) The Chairperson declares the results of the vote, on a show of hands, or when a Poll is demanded.
- (d) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided the declaration reflects the show of hands received. Neither the Chairperson nor the minutes need to state the number or portion of votes recorded for or against.

8.11.5 How voting is carried out by 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 by a simple majority, as determined by the Chairperson.
- (c) At a General Meeting, a poll may be demanded on any resolution.
- (d) A demand for a poll may be withdrawn.

8.11.6 When Members can demand a Poll

- (a) a General Meeting or AGM, a Poll may be demanded by:
 - (i) at least 5 members entitled to vote on the resolution; or
 - (ii) members with at least 5% of the votes that may be cast on the resolution on a Poll; or
 - (iii) 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 where there is a deadlock.
- (c) A demand for a Poll may be withdrawn.

8.11.7 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

8.12 Proxies

8.12.1 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 a Proxy to attend and vote for them at the meeting.

8.12.2 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.
- (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 1 Member. However, a contravention of this rule does not affect the validity of the votes cast.

8.12.3 Appointing a Proxy

- (a) An appointment of a Proxy is valid if it is signed (or otherwise authenticated as prescribed by the Regulations) by the Member making the appointment and contains the following information:
 - (b) the Member's name and address;
 - (c) the Corporation's name;
 - (d) the Proxy's name or the name of the office held by the Proxy; and
 - (e) the meeting(s) at which the appointment may be used.
- (f) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (g) An appointment may specify the way the Proxy is to vote on a particular Resolution.
- (h) This rule does not affect how the person casts any votes they hold as a Member.
- (i) An appointment of a Proxy does not have to be witnessed.
- (j) A later appointment of a Proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

8.12.4 Receipt of Proxy documents

- (a) For an appointment of a Proxy for a meeting of Members to be effective, it must be received by the Corporation at least 48 hours before the meeting.
- (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.

8.13 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.

8.14 Questions at AGMs

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

8.15 Postponing a General Meeting or AGM

- (a) After notice has been given for a general meeting or AGM, the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so including but not limited to:
 - (i) the death of a Malgana or community person; or
 - (ii) a cyclone or flood or other natural disasters.
- (b) The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.
- (c) The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

8.16 Resolutions without a General Meeting

- (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. Each Member of a joint membership must sign.
- (b) Auditors cannot be removed by a resolution without a General Meeting.
- (c) Separate copies of a document under rule 8.16(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 8.16(a) is passed when the last Member signs.
- (e) The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:
 - (i) to give Members information or a document relating to the resolution by giving Members that information or document with the document to be signed;
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution by lodging a copy of the document to be signed by Members;
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution by lodging a copy of the information or documents referred to in rule 8.16(e)(i).

- (f) The passage of the resolution satisfies any requirement in the Act, or the Corporation's rules, that the resolution be passed at a General Meeting.
- (g) This rule does not affect any rule of law relating to the assent of Members not given at a General Meeting.

9. ADVISORY COUNCIL

The Directors may, by resolution at a Directors' meeting, establish an Advisory Council that:

- (a) is comprised of respected Malgana People who may make recommendations and provide guidance to the Directors and Corporation on matters including, but not limited to:
 - (i) Malgana language, culture, heritage and country;
 - (ii) Native Title; and
 - (iii) Dispute resolution including the identification of Malgana persons in membership disputes.

10. DIRECTORS OF THE CORPORATION

10.1 Number of Directors

- (a) The Corporation shall have a minimum of 3 Directors and a maximum of 12 Directors at any given time.
- (b) There is to be no more than 1 Director from any Immediate Family on the Board of Directors.

10.2 Eligibility to be a Director

10.2.1 Eligibility for appointment as a Director

- (a) A person is only eligible for appointment as a Director if he or she satisfies all of the following requirements:
 - (i) is a Member; and
 - (ii) has recently undertaken or agrees to undertake appropriate governance training;
 - (iii) agrees to uphold all legal duties;
 - (iv) agrees to uphold the Code of Conduct including but not limited to showing respect towards other Malgana people;
 - (v) agree to respect and take into consideration the advice of the Advisory Council.
- (b) Regardless of rule 10.2.1(a)(ii), all Directors must undertake ongoing and appropriate governance training.
- (c) A person is not eligible to become a Director if the person:
 - (i) has been disqualified from managing corporations unless they have obtained an exemption from the Registrar or court;
 - (ii) is unable to produce a National Police Clearance certificate showing no criminal convictions other than traffic convictions in the last five years; or

- (iii) has been convicted of a criminal offence in the last five years punishable by imprisonment; or
- (iv) is currently imprisoned.

10.2.2 Majority of Directors Requirement

- (a) A majority of the Directors of the Corporation must:
 - (i) be Members;
 - (ii) ordinarily reside in Australia; and
 - (iii) not be employees of the Corporation.
- (b) The Chief Executive Officer:
 - (i) may be a Director but cannot chair the Directors' meetings; and
 - (ii) counts as an employee for the purposes of rule 9.2.4(a)(iii).

10.3 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 form.

10.4 Appointment of Directors

10.4.1 Appointment of Directors at a General Meeting or AGM

The Members may appoint a person as a Director by a Resolution passed at a General Meeting or AGM.

10.4.2 Directors may appoint other Directors to make up a quorum at Directors Meetings

- (a) As long as the maximum number of Directors is not exceeded, the Directors of the Corporation may appoint a Member who would otherwise satisfy the eligibility requirements to be a Director as a Director to make up a quorum for a Director's meeting.
- (b) If a person is appointed under rule 10.4.2(a), 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.

10.5 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 rule 10.6; and
 - (iii) the date on which the Director retires or is removed or the office becomes vacant by virtue of such other rule of the Rule Book.
- (b) Subject to rule 10.5(e), a Director must not be appointed for more than 2 years.

- (c) The Directors must implement a rotational system for the appointment of Directors to ensure that not all of the Directors are being appointed at the same time.
- (d) A Director is eligible for reappointment.
- (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 and until new Directors are appointed.

10.6 Rotation of Directors

- (a) Directors will be elected on rotation for a two-year term, so that the appointment of half of the Directors expires each year.
- (b) To implement the rotational system:
 - (i) The initial Directors on registration of the Corporation will hold office as follows:
 - (A) half of the Directors will be appointed for a term of 2 years and will be eligible for reappointment; and
 - (B) the other Directors will be appointed for a term of 1 year and will be eligible for reappointment.
 - (ii) At subsequent AGMs of the Corporation, the appointment of the Directors at that AGM will be for two years.

10.7 Alternate Directors

- (a) With the other directors' 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 directors' meetings, the corporation must do so.
- (c) The appointing director may terminate the alternate's appointment at any time.
- (d) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

10.8 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.

10.9 Resignation of Director

A Director may resign as a Director by giving notice of resignation in writing to the Corporation.

10.10 Process for removing a Director

10.10.1 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.
- (e) The Corporation is to circulate the written statement given under rule 10.10.1(d)(i) to Members by:
 - (i) Sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) If there is no time to comply with rule 10.10.1(d)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 10.10.1(d)(i) does not have to be circulated to Members if it is defamatory.
- (g) If a person is appointed to replace a Director removed under this rule, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director,is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

10.10.2 **Removal by other Directors**

- (a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' meetings. The Directors may remove a Director by Resolution.
- (b) 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; and
 - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
- (c) If the Director concerned does not object within 14 days, the Directors must remove the Director concerned.
- (d) If the Director concerned does object within 14 days:
 - (i) the Directors cannot remove the Director concerned; and
 - (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.
- (e) 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.
- (f) 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,
- (g) is to retire is to be worked out as if the replacement Director had become a Director on the day when the replaced Director was last appointed a Director

10.11 **Remuneration**

- (a) The Directors, may be paid such reasonable remuneration as the Members in a General Meeting decide.
- (b) Rule 10.11(a) does not prevent:
 - (i) A Director who is also an employee of the Corporation from receiving remuneration in their capacity as an employee of the Corporation; or
 - (ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services provided that rule 12.3 has been complied with.
- (c) The Corporation may pay the travelling and other reasonable out of pocket expenses that a Director incurs in attending Directors' meetings or any meetings of committees of Directors in connection with Corporation business.

10.12 Replacing Directors in the event of a vacancy

If:

- (i) a Director nominated by the Members at an AGM ceases to be a Director under rule 10.9; and then:
- (ii) the resigning Director may nominate a person to be a replacement Director or;
- (iii) The Directors, acting in good faith, and taking into account a nomination in (ii) may, by Resolution, appoint a member to be Director until the next General Meeting.

Note: the Director may be reappointed at the next General Meeting.

11. GENERAL DUTIES AND CORPORATE GOVERNANCE

11.1 General Duties

- (a) The Directors, Secretary, other officers and employees must comply with the duties imposed on them by the CATSI Act and the general law. These include:
 - (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;
 - (vi) a duty to act in the best interests of the Corporation and its members as a whole.
- (b) Not limiting the duties imposed in rule 11.1(a), the Directors must take into consideration the advice of the Advisory Council.
- (c) The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

11.2 Code of Conduct

The Directors must, during the first year after incorporation, develop, maintain and enforce a Code of Conduct that must be complied with by all Directors, Members and employees of the Corporation.

11.3 Governance training

The Directors must ensure that all Directors undertake ongoing training on corporate governance and Director's duties and responsibilities, as determined by the Directors from time to time, and the Corporation will meet the expense of the training and otherwise provide full support and encouragement of the Director and his or her efforts in completing the training.

12. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

12.1 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.

12.2 Functions of Directors

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

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

12.3 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 Rule 12.3(b) says otherwise.
- (b) A Director does not need to give notice of an interest under rule 12.3(a) 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.
- (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; and
 - (ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.

- (d) The details referred to in rule 12.3(c)(i) must be recorded in the minutes of the Directors' meeting referred to in rule 12.3(c)(ii).
- (e) A contravention of this rule by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (f) However, a deliberate and dishonest contravention of this rule by a Director may give rise to criminal penalties.
- (g) If a Director is uncertain whether something is a Material Personal Interest that needs to be disclosed, they may consult with ORIC for advice.
- (h) A Director with a Material Personal Interest in any matter being discussed must absent themselves from the meeting during the discussion or resolution of that matter and the Director must leave the meeting while that discussion and resolution is taking place unless the other Directors resolve that the Director may be present for that discussion.

12.4 Delegation

- (a) The Directors may by resolution delegate any of their powers to:
 - (i) a committee of Directors;
 - (ii) a Director;
 - (iii) an employee of the Corporation; or
 - (iv) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors and provisions in the Rule Book.
- (c) The exercise of power by a delegate is as effective as if the Directors had exercised it.

12.5 Member approval needed for a 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 rule 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.

12.6 Signing cheques and other negotiable instruments

- (a) The Chairperson, or in their absence the Deputy Chairperson, and one other Director of the Corporation, may sign, draw, accept, endorse or otherwise execute a negotiable instrument (including but not limited to cheques, electronic funds transfer requests or promissory notes).
- (b) The Directors may determine that a negotiable instrument may be signed, drawn, accepted, or endorsed or otherwise in a different way to rule 12.6(a) (for example by any 2 other Directors).

13. DIRECTORS MEETINGS

13.1 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.

13.2 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) Two or more Directors may convene a meeting of the Directors provided reasonable notice is given.
- (c) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (d) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed Resolutions.
- (e) A Resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting, or in giving notice of any changes to the item, date or place of the Directors' meeting.

13.3 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.

13.4 Chairing Directors meetings

- (a) The Directors must elect a Director as Chairperson to chair each of their meetings. The Directors may determine the period for which that Director is to be the chair.
- (b) The Directors may also elect a Director as Deputy Chairperson to chair meetings where the Chairperson is not available or does not wish to act.
- (c) If the Directors have not been elected in accordance with rules 13.4(a) or 13.4(b) prior to the Directors meeting, or the elected Directors are not available or do not wish to act, the Directors must elect a Director present at the meeting to chair the meeting.

13.5 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.

13.6 Resolutions at Directors meetings

13.6.1 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.

13.6.2 Circulating resolutions of Directors

- (a) The Directors may pass a Resolution without a Directors' meeting being held if a majority of 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.

14. SECRETARY AND CONTACT PERSON

14.1 Requirements for Secretary or contact person

14.1.1 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; or
 - (ii) the leave of the court under the CATSI Act.

14.1.2 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.

14.2 How a Secretary or contact person is appointed after Registration

The Directors appoint a Secretary or contact person.

14.3 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.

14.4 Contact Person must pass on communications received

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

- (a) appointed with his or her consent as the Contact Person, or
- (b) determined to be the Contact Person,

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

14.5 Secretary must pass on communications received

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

14.6 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 Corporations constitution or the Act.
- (b) Rule 14.6(a) does not deal with the question whether an effective act by a Secretary:
 - (i) binds the Corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

15. EXECUTION OF DOCUMENTS AND THE COMMON SEAL

15.1 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.

15.2 Execution of documents

15.2.1 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.

15.2.2 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).

16. CHIEF EXECUTIVE OFFICER

The Directors shall appoint and remove the CEO of the Corporation by resolution on such terms and conditions (including remuneration) as the Directors determine.

17. FINANCES AND RECORD KEEPING

17.1 Minutes of meetings

17.1.1 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.
- (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,
 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.
 - (j) Rule Book and records about officers
- The Corporation must keep:
- (k) an up-to-date copy of the Rule Book (incorporating any valid amendments to the Rule Book over time);
 - (l) 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).

17.2 Financial records

17.2.1 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.

17.2.2 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.

17.3 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.

17.4 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.

17.5 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) This rule does not limit any right of access to Corporation Books that a person has apart from this rule.

17.6 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.

17.7 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.
- (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.

17.8 Access to governance material

17.8.1 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.

17.8.2 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.

17.8.3 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.

17.8.4 General provisions regarding access to rules

The Rule Book includes:

- (a) this Rule Book;
- (b) any replaceable rules that apply to the Corporation; and
- (c) any other material concerning the internal governance of the Corporation that is prescribed.

18. AUDIT

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

19. DISPUTE RESOLUTION PROCESS

19.1 Dispute

The Dispute Resolution Procedure in this rule applies to disputes in relation to the operation of the Corporation and between any of the Directors, Members, Common Law Holders or any one or more of them, but does not apply to a dispute between individual Malgana People ('Dispute').

19.2 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.

19.3 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.

19.4 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 ('Dispute Notice').
- (b) Except where the Dispute relates to a refusal by the Directors to accept a membership application, 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, and any party to the Dispute gives written notice to the Directors to take further action, then the Directors may:
 - (i) refer the matter to the Advisory Council; or
 - (ii) refer the matter to an independent person, experienced in resolving such disputes to mediate the dispute. The mediator shall provide a report to the Directors and disputing parties within 7 days of the completion of the mediation, setting out the outcomes of the mediation.
- (c) Except where the Dispute relates to a refusal by the Directors to accept a membership application, if the Dispute is not resolved within 30 days, or such further time agreed by the disputing parties, of the matter being referred to the Advisory Council or to an independent person, and any party to the Dispute gives written notice to the Directors to take further action, then the Directors must:
 - (i) refer the matter to a General Meeting for the Members to resolve; or
 - (ii) refer the matter to the Registrar for an opinion should the dispute or any part of the dispute relate to an issue arising out of the meaning of any provision of the CATSI Act or the Rule Book. The Registrar's opinion is not binding on the parties; or

- (iii) refer the matter to an independent person, experienced in arbitrating in such situations, to arbitrate the dispute. The arbitrator shall provide a report to the Directors and disputing parties within 7 days of the completion of the arbitration, setting out the outcomes which shall be binding on the disputing parties,
no later than 90 days, or such further time agreed by the disputing parties, after the Dispute Notice was given.
- (d) If the Dispute relates to a refusal by the Directors to accept a membership application, then the Directors must refer the matter to the Advisory Council within 30 days after the Dispute Notice is given.
- (e) If the Dispute relating to a refusal by the Directors to accept a membership application is not resolved within 30 days of the matter being referred to the Advisory Council, and if any party to the Dispute makes a written request to the Directors to do so, then the matter must be referred and notified as an agenda item for the Members to resolve at the next AGM or General Meeting, whichever occurs earlier, after the required notice for such a general meeting can be given. Even if no such written request is made to the Directors, they may in their absolute discretion, upon giving the required notice, add the matter to the agenda of the next said AGM or General Meeting.
- (f) The Directors must notify the parties to the Dispute of each step taken by the Directors within 21 days of each relevant step.

19.5 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.

20. 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.

21. GIFT FUND RULES

- (a) The Corporation may maintain for the main purposes of the Corporation a gift fund:
 - (i) to be named 'The Malgana Aboriginal Corporation RNTBC Gift Fund';
 - (ii) which must receive gifts of money or property for the purposes (objectives) of the Corporation;
 - (iii) which must have credited to it any money received by the corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that for the purposes (objectives) of the Corporation.
- (c) The Corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the Corporation.

- (d) Receipts issued for gifts to the gift fund must state:
 - (i) the full name of the corporation;
 - (ii) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation;
 - (iii) the fact that the receipt is for a gift.
- (e) As soon as:
 - (i) the gift fund is wound up; or
 - (ii) the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*,

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

22. WINDING UP

- (a) The winding up of the Corporation shall be in accordance with the CATSI Act.
- (b) If upon the winding up of the Corporation there remains, after satisfaction of all debts and liabilities, any property or monies, that property or monies shall not be paid to or distributed amongst the Members of the Corporation.
- (c) Subject to rule 22(b) and any direction provided by the Members by Special Resolution, any surplus property or monies shall be transferred or paid to another corporation, company, authority or institution which:
 - (i) is incorporated in Australia;
 - (ii) has similar objects and endorsements to the Corporation;
 - (iii) is not carried on for profit or gain of individual Members and whose objects prohibit distributions or payments of its income and property among its Members to an extent at least as great as is imposed on the Corporation under this Rule Book;
 - (iv) is approved by the Commissioner of Taxation as a public benevolent institution to which tax deductible gifts may be made under the *Income Tax Assessment Act 1997* as amended from time to time under any legislative provisions enacted in substitution for those provisions; and
- (d) If the endorsement of the Corporation as a deductible gift fund recipient is revoked, the following shall be transferred to another organisation with similar objectives and 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.

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 at a General Meeting or AGM 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 with ORIC under rule 23.2;
- (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.

SCHEDULE 1 – INTERPETATION AND DEFINITIONS

Interpretation

- (a) 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.
- (b) 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

Advisory Council	means any Advisory Council from time to time established under the provisions of the Rule Book.
AGM	means an annual meeting of the Members under the provisions of the Rule Book.
Applicant	means a person applying to be a Member.
Approved Determination of Native Title	has the meaning given to that phrase in the Native Title Act;
Approved Process	means: <ul style="list-style-type: none"> (a) in the case of a decision by the Native Title Claim Group of a Malgana Claim, a traditional decision making process, or if there is no such process, then an agreed and adopted decision making process, by which the members of the Native Title Claim Group make decisions in relation to the Malgana Claim; and in the absence of any traditional or agreed and adopted decision making process of that kind, means the decision making process by which the members of the Native Title Claim Group authorised the making of the Malgana Claim; and (b) in the case of a decision by the Common Law Holders of the native title in respect of a Malgana Determination, a traditional decision making process, or if there is no such process, then an agreed and adopted decision making process, by which the Common Law Holders make a Native Title Decision;
Auditor	means an auditor appointed under the provisions of the Rule Book.
Auditor's Annual Report	means an annual report prepared by the Auditor under the provisions of the Rule Book.
Books	Include a register, any record of information, financial reports or records, or documents of a Corporation however compiled, recorded or stored.
CATSI Act	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)</i> as amended from time to time and any regulations made under it.
CEO Eligibility Criteria	The CEO must demonstrate proven management capabilities and results and:

	<ul style="list-style-type: none"> (a) an understanding of and previous experience working with Indigenous communities; (b) previous management experience; (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; (d) acceptable police clearance certificate; and (e) effective strategies to promote training and development within the Malgana People to allow for and encourage capacity building and executive independence.
Chairperson	means a person elected as Chairperson of a General Meeting, AGM or Directors meeting in accordance with the provisions of the Rule Book.
Circulating Resolution	Means a resolution of the Directors passed according to provisions of the Rule Book.
Claimant Application	has the meaning given to that phrase in the Native Title Act.
Code of Conduct	means the list of rules of conduct prepared by Directors, from time to time.
Common Law Holders	has the meaning given to that phrase in the Native Title Act.
Consensus	means the general agreement among those present at a meeting held under this Rule Book as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon in accordance with Malgana law and custom, as determined by the Chairperson of the meeting. For the avoidance of doubt, a decision made by Consensus in accordance with law and custom, does not necessarily require that the decision be agreed unanimously.
Corporation	means Malgana Aboriginal Corporation RNTBC to which this Rule Book applies as registered with ORIC.
Deputy Chairperson	Means a person elected as Deputy Chairperson of a General Meeting, AGM or Directors meeting by the Directors of the Corporation
Determination Area	means: <ul style="list-style-type: none"> (a) the area of Native Title determined in a Malgana Determination; and (b) any other area where it may be determined by a court of competent jurisdiction that the Malgana People hold Native Title Rights and Interests.

Director	means a person appointed to perform the duties of a director of the Corporation.
Directors	means the Corporation's board of Directors.
Dispute	means a dispute in relation to the operation of the Corporation between any one of more of the persons or bodies of persons referred to in a paragraph below and any other person or body of persons referred to in another paragraph: (a) the Members, (b) the Directors, (c) the Common Law Holders, but to avoid doubt does not include a dispute between Members, or between the Directors or between the Common Law Holders.
Dispute Notice	has the meaning given to it under the Dispute Resolution provisions of the Rule Book.
Dispute Resolution Process	means the procedure outlined in the Rule Book for resolving a Dispute.
Financial Year	means the 12 month period ending on 30 June each year.
General Meeting	means a meeting of the Members under the provisions of the Rule Book.
Immediate Family	means a Member, and their spouse or de-facto partner, parents, siblings and children, but does not mean any other family members such as aunts or uncles or cousins or in-laws of the Member.
Malgana Claim	means: (a) the Claimant Applications lodged in the Federal Court and allocated numbers: (i) WAD6236/1998; (ii) WAD339/2018; and (iii) WAD402/2018, and (b) any other Claimant Application which: (i) is authorised by all or a substantial number of the persons who are, immediately before the filing of the claimant application, Malgana People; and (ii) is in addition to, substitution for or in replacement of the Claimant Applications referred to in paragraph (a) above.
Malgana Determination	means an Approved Determination of Native Title made pursuant to the Malgana Claim that native title exists in respect of some part of the area the subject of the Malgana Claim and is held by, amongst others, some or all members of the Native Title Claim Group in respect of the Malgana Claim.

Malgana People	<p>Means:</p> <p>1. those Aboriginal persons who:</p> <p>(a) are descended, from one or more of the following ancestors:</p> <p>(i) Julia Sappie O'Dene (also known as Julia Thompson);</p> <p>(ii) Hookey (also known as Angelick);</p> <p>(iii) Withia; or</p> <p>(iv) Nellie Peters;</p> <p>where descent can be by birth or adoption under traditional laws acknowledged and traditional customs observed by the Malgana People, and</p> <p>(b) identify themselves as Malgana and are accepted as Malgana by other Malgana People in accordance with the traditional laws acknowledged and the traditional customs observed by the Malgana People; and</p> <p>(c) have a connection with the land and waters in the Determination Area in accordance with the traditional laws acknowledged and the traditional customs observed by the Malgana People,</p> <p>2. any other person determined in a Malgana Determination to be a member of the Malgana People.</p> <p>and the term “Malgana Person” shall have the corresponding meaning.</p>
Material Personal Interest	<p>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.</p>
Member	<p>means a person whose name appears on the Register of Members.</p>
Native Title	<p>has the meaning given to that phrase in the Native Title Act.</p>
Native Title Act	<p>means the <i>Native Title Act 1993 (Cth)</i>.</p>
Native Title Claim Group	<p>has the meaning given to that phrase in the Native Title Act.</p>
Native Title Decision	<p>has the same meaning given to that phrase in regulation 3 of the</p>

	PBC Regulations.
Native Title Representative Body	has the meaning given to that phrase in the Native Title Act.
Native Title Rights and Interests	has the meaning given to that phrase in the Native Title Act.
Objectives	means the Objectives of the Corporation as laid out in the Rule Book.
ORIC	means the Office of the Registrar of Indigenous Corporations.
Poll	has the meaning in rule 8.11.5 of the Rule Book.
Proxy	means a Member who has been appointed to attend, speak or vote at a General Meeting or AGM on behalf of another Member in accordance with the provisions of the Rule Book.
Prescribed Body Corporate	has the meaning described in the PBC Regulations.
PBC Regulations	means the <i>Native Title (Prescribed Bodies Corporate) Regulations 1999 (Cth)</i> .
Register of Former Members	means the Register of Former Members kept in accordance with the provisions of the Rule Book.
Register of Malgana People	means the Register to be maintained in accordance with rule 5.
Register of Members	means the Register of Members kept in accordance with the provisions of the Rule Book.
Registrar	means the Registrar of ORIC from time to time.
Resolution	means a Resolution that must be passed by at least 51 per cent of the votes cast by the Members present.
Rule Book	means this Rule Book and any amendments or substitutions thereto.
Secretary	means a person elected or appointed from time to time to the role of Company Secretary under the provisions of the Rule Book.
Special Resolution	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.

SCHEDULE 2 – PBC AND RNTBC RULES

S2.1 Further functions of Corporation

S2.1.1 Subject to the provisions of the Native Title Act, the PBC Regulations and this Rule Book, the Corporation may:

- (i) manage Native Title Rights and Interests;
- (ii) consult with the Common Law Holders on matters relating to their Native Title Rights and Interests, in accordance with regulation 8 of the PBC Regulations before making a Native Title Decision;
- (iii) consult with a Native Title Representative Body, in accordance with regulation 8 of the PBC Regulations;
- (iv) receive funds on behalf of the Common Law Holders (including payments received as compensation or otherwise related to the Native Title Rights and Interests) and to hold such payments in trust for the Common Law Holders;
- (v) invest or otherwise apply money held in trust for the Common Law Holders;
- (vi) hold Native Title Rights and Interests in trust as directed by the Common Law Holders;
- (vii) enter into agreements as trustee or agent for the Common Law Holders;
- (viii) any other function in relation to the Native Title Rights and Interests as directed by the Common Law Holders.

S2.2 Native Title Decision Processes

- (a) Where Native Title Decisions are allowed by the PBC Regulations to be made by way of alternative consultation processes, then such decisions will be made in the way set out in item S2.3. The processes set out in item S2.3 shall constitute an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations or any other equivalent regulation. Native Title Decisions that are permitted to be dealt with under the alternative consultation processes shall be called **Alternative Consultation Process Decisions**.
- (b) For Native Title Decisions where alternative consultation processes are not permitted under the PBC Regulations, such as:
 - (i) a decision to enter into an Indigenous Land Use Agreement or an agreement under Subdivision P of Division 3 of Part 2 of the Native Title Act (**Right to Negotiate**); or
 - (ii) a decision to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become Members of the PBC;
 - (iii) or a decision to consent to one or more consultation processes in the PBC Rule Book,

then these Native Title Decisions must be made in accordance with item S2.4, unless the Malgana People have agreed and adopted different processes for making certain Native Title Decisions under item S2.5, in which case, those agreed and adopted processes shall apply.

- (c) Item S2.5 allows the Malgana People, where there is no particular process of decision-making that under traditional laws and customs that must be followed for the giving of consent to the proposed decision, to agree and adopt a process of decision-making for consultation and consent to some or all kinds of Native Title Decisions without needing a meeting for all the Common Law Holders.

S2.3 Alternative Consultation Processes

S2.3.1 Alternative Consultation Process Decisions will be made by the Directors who may consult the Malgana People or others if they consider it appropriate.

S2.4 Default Process for Consultation and Consents to Native Title Decisions that are not Alternative Consultation Process Decisions

S2.4.1 Where there is a particular process that under traditional laws and customs must be followed for the Common Law Holders to give consent to Native Title Decisions that are not Alternative Consultation Process Decisions, then that process under traditional laws and customs must be followed.

S2.4.2 Where there is no particular process of decision-making that under traditional laws and customs must be followed for the Common Law Holders to give consent to the proposed Native Title Decision and no other agreed or adopted process has been made under item S2.6, then the Malgana People agree and adopt the process set out in item S2.4.4 and S2.4.5 below as the process to consult and obtain the consent of the Malgana People to a Native Title Decision.

S2.4.3 The Directors shall have regard to the Register of Malgana People established and maintained under Rule 5 and use reasonable efforts to keep and update a record of addresses of Malgana People who are not Members.

S2.4.4 Notices and processes for meetings concerning Native Title Decisions shall be the same as for General Meetings and shall apply as if the meeting were a General Meeting, save that:

- (i) only 14 days' notice of the meeting shall be required;
- (ii) reasonable steps shall be taken to give notice of the meeting to as many Malgana People for the area to be affected by the Native Title Decision who are not Members, as practicable. Such reasonable steps may include, but are not limited to, sending information to people who are entered on the Register of Malgana People but are not Members, or by placing notices in public places in the Region or in newspapers with circulation in the Region;
- (iii) the quorum shall be 20 Malgana People on the Register of Malgana People;
- (iv) a decision to consent to a Native Title Decision is made by way of resolution passed by Consensus, and in the absence of Consensus, a resolution passed by more than 51% of the votes cast by the Malgana People present.

S2.4.5 The Directors must ensure that the members of the Malgana People at the meeting understand the purpose and nature of a proposed Native Title Decision and options available, including by consulting and considering the views of a Native Title Representative Body, and where it considers it to be appropriate and practicable, give notice of those views to the Malgana People.

S2.5 Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions

S2.5.1 Subject to item S2.2 and where permitted under the PBC Regulations or any other law, the Malgana People may decide at a meeting under item S2.4 to agree and adopt a process where consultation and consents to some or all kinds of Native Title Decisions that are not Alternative Consultation Process Decisions may be made by the Directors without further meetings, consultations and consents of the Malgana People.

S2.5.2 The Malgana People, using item S2.4 processes, may revoke any such agreed and adopted processes made under this item S2.6 from time to time and agree and adopt alternative processes under item S2.5.

S2.6 Evidence of Consultation and Consent

S2.6.1 The Directors are responsible for ensuring that all Native Title Decisions are certified in accordance with Regulation 9 of the PBC Regulations.