

RULE BOOK

YAMATJI MARLPA
ABORIGINAL CORPORATION

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1. Name

The name of the Corporation is Yamatji Marlpa Aboriginal Corporation. ("YMAC").

2. Interpretation

See Schedule 1 for the meanings of terms and phrases used in this Rule Book.

3. Objectives

The objectives of the Corporation are:

- (a) To perform the statutory functions of a Representative Body as defined by the Native Title Act (Cth) 1993 (NTA).
- (b) To take action in all ways to achieve Land Rights, involving the recognition and protection of native title (and including compensation for extinguishment of Native Title) and social justice for Aboriginals in the Yamatji and Pilbara Region of WA, including all of the traditional lands/homelands of the Yamatji and Pilbara People.
- (c) To take action in all ways to protect, sponsor, promote and to encourage, maintain and renew Aboriginal traditional culture in the Yamatji and Pilbara Region.
- (d) To take action in all ways to protect and maintain the natural and Aboriginal culture environment in the Yamatji Region and Pilbara Region, including the protection and maintenance of the land generally, areas of Aboriginal cultural significance and flora and fauna in the Yamatji Region and Pilbara Region.
- (e) To assist, encourage and co-ordinate the actions of all Aboriginals and Aboriginal groups, communities and organisations in the Yamatji Region and Pilbara Region in achieving these objectives.
- (f) To assist and encourage the actions of Aboriginals in other parts of Australia in their efforts to achieve land rights and social justice.
- (g) To deal with and negotiate with government departments, agencies and instrumentalities and the mining, tourist, fishing, development and other relevant industries in all matters concerning these objects.
- (h) To carry out research necessary for achieving these objectives.
- (i) To support the self-determination, social, economic and political development and self-management of its members.

- (j) To participate with other Aboriginal associations in the Yamatji Region and Pilbara Region in projects to their mutual benefit, including to acquire land for social, cultural and/or economic benefits for Yamatji People and Pilbara People.
- (k) To achieve and spend grants of money from the State and Commonwealth Governments and from any other sources.
- (l) To buy, sell and manage property, both personal and real.
- (m) To carry out all other acts necessary in achieving these objects.
- (n) To develop aims, goals and objectives for achieving these objects.
- (o) To develop an appropriate structure for the organisation for achieving these objects.
- (p) To incorporate propriety limited company/companies, to enter into partnerships or into any other arrangements for the sharing of benefits or for any other purpose which directly or indirectly calculated benefits the organization and its members.
- (q) To establish the Trust Funds for carrying out all or any objectives.
- (r) To donate monies.
- (s) To invest any monies, that the Corporation does not immediately require in such a manner as the Corporation may from time to time determine.

4. Powers of the Corporation

Subject to the Act and these rules, the Corporation has the power to do anything lawful to carry out the objectives, except the Corporation cannot charge application fees for membership or annual membership fees.

Its powers are also subject to the Native Title Act 2003 (Cth).

(Note - Rule 11.3 deals with powers of the directors.)

5. Members of the Corporation

5.1 Members by application

5.1.1 How to become a member

A person becomes a member if:

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

5.1.2 Eligibility for membership

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

- (a) at least 18 years of age and who is either a Yamatji person or a Pilbara person; and
- (b) willing to abide by the Rule Book and to act in the best interest of the Corporation.

5.1.3 Membership application

- (a) A person (the applicant) who wants to become a member must apply to the Corporation.
- (b) The application must be made in writing to the Corporation in the form prescribed by the directors from time to time for application to membership of the Yamatji class of members, or the Pilbara class of members, as the case may be.
- (c) Reapplication of Membership

For reapplication of membership by a removed member will be the normal process of Rule 5.1 with an undertaking of improved behaviour and the following disqualifying period from the date of notification applies:

- (i) Member removed under Rule 5.6.2 – 12 months.
- (ii) Member removed under Rule 5.6.1 for breach of Rule 5.3.2 and under Rule 5.6.3 – 24 months.

5.1.4 Deciding membership applications

- (a) The Regional Committee will consider membership applications at the first regional committee meeting after the applications are received.
- (b) Applications will be considered and decided in the order in which they are received by the Corporation. If the Regional Committee considers that it requires further information in order to properly assess the membership

application, the regional committee may request such information from the applicant. The regional committee may consult any person or body, which the regional committee considers to have expertise in relation to the membership application.

- (c) The Regional Committee will recommend to the directors to accept or decline the membership.
- (d) The directors will consider and decide the application for membership taking into account the recommendation of the Regional Committee at the first directors meeting after the receipt of the Regional Committee recommendation.
- (e) The directors must not accept an application for membership of the Corporation unless the applicant:
 - (i) applies according to rule 5.1.3
 - (ii) meets all the eligibility for membership requirements.
- (f) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- (g) However, they must notify the applicant in writing of the decision and the reasons for it.
- (h) Rule 18 shall apply where a dispute arises in relation to a decision about membership.

5.1.5 Entry on the register of members

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

Then the Corporation must not enter the person on the register of members until after the general meeting has been held.

5.2 Membership fees

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

5.3 Members rights and obligations

5.3.1 Members rights

- (a) Each member has rights under the Act and these rules including the rights set out below.

A member:

- (i) can attend, speak and vote at a general meeting of the Corporation and the general meeting for the class of which they are a member
 - (ii) can be elected or appointed as a director according to Rule 7 and Rule 9
 - (iii) cannot be removed as a member unless the directors and the Corporation have complied with rule 5.6
 - (iv) can put forward resolutions to be voted on at a general meeting of the Corporation in accordance with rule 8.6
 - (v) can access the following books and records of the Corporation:
 - (a) the register of members, under rule 6.5
 - (b) the minute books, under rule 15.9
 - (c) the Corporation's rule book under rule 15.10
 - (d) certain reports prepared by or for the directors and the Corporation, in accordance with the Act
 - (vi) can ask the directors to provide access to any other records or books of the Corporation in accordance with rule 15.10
 - (vii) can have any disputes with another member or with the directors dealt with under the process in rule 18.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.
- (c) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 18.

5.3.2 Members' responsibilities

Each member has the following responsibilities:

- (a) to comply with the Act and these rules
- (b) to notify the Corporation of any change in their 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.

5.3.3 Liability of members

- (a) The members are not liable to contribute to the property of the Corporation on winding up.
- (b) In accordance with the application for registration of the Corporation the members and former members are not to be liable to contribute towards the payment of the debts and liabilities of the Corporation, then they are not liable to contribute.

5.4 How a person stops being a member

5.4 1 A person will stop being a member if

- (a) the person resigns as a member (see rule 5.6)
- (b) the person dies
- (c) the person's membership of the Corporation is cancelled (see rules 5.6.1 to 5.6.4)

5.4 2 When a person ceases to be a member

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

5.5 Resignation of member

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

- (c) The Corporation must remove the member's name from the register of current members of the Corporation within 14 days after receiving the resignation notice.

5.6 Process for cancelling membership

5.6 1 Cancelling membership if member is not or ceases to be eligible

- (a) The directors may, by resolution, cancel the membership of a member who:
 - (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, and
 - (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 as set out in rule 5.6.1 (b) (iii):
 - (i) the directors must not cancel the membership
 - (ii) only the Corporation by resolution in general meeting 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) as soon as possible after it has been passed.

5.6 2 Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by special resolution in a general meeting if the Corporation :
 - (i) has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting and

- (ii) has made two or more reasonable attempts to contact the member during that 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.

5.6 3 Membership may be cancelled if a member misbehaves

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

5.6 4 Amending register of members after a membership is cancelled

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

5.7 Different classes of members

- (a) The Corporation has two different classes of members with equal rights:
 - (i) Yamatji; and
 - (ii) Pilbara.
- (b) A person shall choose to be either a Pilbara member or a Yamatji member, but may not be both.
- (c) Members seeking to change their Class of membership must apply to the Corporation in writing in such a form as may be prescribed by the Board from time to time. The process for deciding on the application for change in membership class shall be as per Rule 5.1.4.

5.8 Observers

The Corporation does not have observers.

6. Registers of members and former members

6.1 Corporation to maintain register of members

- (a) The Corporation must set up and maintain a register of members.
- (b) The register shall be divided into two sections, one for each class of member.

6.2 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) and address. The register may also contain any other name by which the member is or was known.
- (b) the date on which the member's name was entered on the register.

6.3 Corporation to maintain register of former members

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

6.4 Information on the register of former members

6.4.1 Information about individuals

The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:

- (a) the member's name (given and family name) and address.
- (b) the date on which the individual stopped being a member.

The register may also contain any other name by which the individual is or was known.

6.5 Location and inspection of registers of members and former members

6.5.1 Location of registers

The Corporation must keep the register of members and the register of former members at the Corporation's registered office if it is registered as a large Corporation.

6.5.2 Right to inspect registers

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

the Corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

- (a) A member may inspect the register without charge.
- (b) A person who is not a member may inspect the register only on payment of any fee required by the Corporation.

6.5.4 Right to get copies

The Corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:

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

6.6 Making register of members available to Annual Regional Meetings

The Corporation must:

- (a) make the register of members available for inspection (without charge) by members at the respective Annual Regional Meetings.
- (b) ask each member attending the Annual Regional Meeting to check and update their entry.

6.7 Provision of registers to Registrar

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

7 Regional Committees

7.1 Responsibilities of Regional Committees

- (a) Each Regional Committee will have responsibility on behalf of the class of members in its region, for:
 - (i) The appointment of directors of the Corporation from its members (pursuant to Rule 7.4.4 or 7.5.6); and
 - (ii) liaising with the directors of the Corporation regarding issues in its region;

- (b) A Regional Committee will have delegated responsibility, on behalf of the directors, for recommending applications for membership of the Corporation, pursuant to Rules 5.1.3 and 5.1.4.
- (c) assist Aboriginal people in their respective regions in achieving their native title aspirations; and
- (d) assist the respective regional people in protecting their cultural heritage.
- (e) to achieve the objectives of this constitution.
- (f) To assist in the exercise of the statutory body functions under the NTA in relation to the area in particular as set out in section 203B of the NTA, including :
 - (i) facilitation and assistance functions;
 - (ii) certification functions
 - (iii) dispute resolution functions
 - (iv) Notification functions
 - (v) Agreement making functions
 - (vi) Internal review functions and
 - (vii) Functions referred to in section 203BJ and other functions as are conferred on representative bodies under the NTA
- (g) Obligated to share information and report back to the Native Title claimants / Working groups who nominated them.
- (h) Attend Regional Committee Meetings

7.2 Duties of Regional Committees members

The general duties as per Rule 10.1 applies.

7.3 Responsibilities of Regional Committee Chairperson

The role of the Chairperson of each Regional Committee is to:

- (a) Preside at Regional Committee meetings and to conduct the meeting in accordance with Regional Committee rules, if any; and

- (b) Liaise with the directors and the Chief Executive Officer of the Corporation on matters affecting the operations of the Corporation in the region of the Regional Committee.

7.4 Yamatji Regional Committee

7.4.1 Eligibility and election of Membership for Regional Committee

- (a) The Yamatji Members will at the Annual Regional Meeting (ARM) of Yamatji members, elect a committee of a minimum of 9 and not more than 15 members (a "Regional Committee");
- (b) Any nominee for membership of the Yamatji Regional Committee must, prior to any voting on their appointment to those positions at the ARM of Yamatji Members, satisfy the following criteria:
 - (i) They are currently a Yamatji Member; and
 - (ii) That he or she has in the 12 month period immediately prior to the ARM of the Yamatji Members, they have been personally residing in:
 - (a) the Yamatji Region; or
 - (b) within a Fully Assisted Yamatji Claim Area; and
 - (iii) They are not ineligible to become a Yamatji Regional Committee member by virtue of Rule 7.7 hereon; and
- (c) For the purposes of the 12 month residency requirement under Rule 7.4.1 (b) (ii) :
 - (i) the period of residence need not be continuous and the person can have one or more short periods of absence but the total period of residence in the Yamatji Region must be for a substantial part defined as a total period of 11 months out of the 12 months of the previous year and
 - (ii) the person must do more than a show of a postal address in the Yamatji region or that they own a house or business in the Yamatji Region, or that they infrequently commute to the Yamatji Region from outside the region. They must be personally present and reside in the region for most of the year.

7.4.2 Removal of Committee Member

A member may be removed by a resolution passed by a majority of not less than three quarters (3/4) of the Regional Committee members present and eligible to vote at the Regional Committee meeting for breach of the rules.

7.4.3 Casual vacancy

If a casual vacancy exists the Regional Committee shall appoint to fill that casual vacancy for the remainder of the vacating Regional Committee member's term of membership, the Yamatji member who was the unelected nominee from the last Annual Regional Meeting who had the next highest number of votes, unless

- (i) there were no further unelected nominees; or
- (ii) there is less than 2 months to the next Annual Regional Meeting; or
- (iii) where there are more than one nominee with the same number of votes

Then the Regional Committee shall exercise its discretion in the application of this Rule, provided that there are no more than fifteen Regional Committee members.

7.4.4 Election of directors

- (a) Immediately after the closure of the Annual Regional Meeting, the Regional Committee shall meet and appoint :
 - (i) A person to act as Chairperson and a person to act as Deputy Chairperson; and
 - (ii) Four other people (to act as directors of the Corporation, if the term of the director is due for retirement.)
- (b) Voting on the appointment of the positions described in sub-clause 7.4.4 (a) shall not take place until the nominees demonstrate that they :
 - (i) Satisfy the eligibility criteria for appointment as a director of the Corporation under the Act and Rule 7.6
 - (ii) Four other people (to act as directors of the Corporation, if the term of the director is due for retirement.)
- (c) Voting on the appointment of the positions described in sub-clause 7.4.4 (a) shall not take place until the nominees demonstrate that they :
 - (i) Satisfy the eligibility criteria for appointment as a director of the Corporation under the Act and Rule 7.6

- (ii) Are not ineligible for appointment as a director of the Corporation; and
 - (iii) Signs any necessary consents to becoming a director of the Corporation.
- (b) A director who ceases to be a Regional Committee member or is otherwise ineligible to be a Regional Committee member under rule 7.7 will immediately cease to hold the position of a director of the Corporation.

7.5 Pilbara Regional Committee

7.5.1 Schedule of Claims

- (a) The Secretary shall keep and maintain the Pilbara schedule of claims listing the Native Title Claim Groups who are entitled to have a representative (“Claim Group Representative”) on the Pilbara Regional Committee.
- (b) Pursuant to Rule 7.5.1 (a) the Secretary shall amend the Pilbara schedule of claims from time to time.

7.5.2 Nomination and election of Membership for Regional Committee

- (a) The minimum number of members of the Pilbara Regional Committee will be nine (9) members and the maximum number of members will be the number of Pilbara Native Claim Groups listed under Rule 7.5.1 (a).
- (b) The applicants of each relevant native Title claim Group shall nominate one (1) member of the native Title Group for election as their Claim Group Representative on the Regional Committee at a working Group Meeting.
- (c) Once the person is nominated at a properly constituted working group meeting and consents in writing to being a member of the Pilbara Regional Committee, that person will be deemed elected to be a committee member and may only be refused election on the grounds provided by these rules.
- (d) The nominated person will be eligible to attend the Regional Committee meeting if the meeting falls after the expiry of the previous member’s two (2) year expiry date as a Regional Committee member or Director whichever the later.
- (e) Written notice of the nomination under Rule 7.5.2 (c) shall be provided to the Pilbara Regional Chairperson prior to the Annual Regional Meeting of the Pilbara Class of members, to be announced at the meeting for information purposes.

7.5.3 Addition or Removal of Native Title Claim Groups

- (a) Subject to Rule 7.5.3 (b) the Regional Committee may, from time to time, decide that an Additional Native Title Group shall have the right to appoint a Claim Group Representative.
- (b) The Regional Committee may only decide that an Additional Native Title Claim Group has the right of appointment of a claim group representative where the Additional Native Title Claim Group :
 - (i) is not a sub-group of any of the Native Title claim groups which are represented on the Pilbara Regional Committee, except where expert advice or a court determination is to the effect that the sub-group is the appropriate native title holding community;
 - (ii) meets the YMAC's criteria for being granted full assistance; and
 - (iii) has lodged and registered a Native Title Claim.
- (c) Each new Claim Group Representative on the Pilbara Regional Committee that is consequently appointed pursuant to Rule 7.5.3 (a) shall serve an initial term consisting of one year plus the remainder of the year in which they are appointed and thereafter be governed by Rule 7.6.
- (d) Where a Native Title Claim, entitled to a Claim Group Representative, combines their Native Title Claim with another Native Title Claim entitled to a Claim Group Representative, each Claim Group's Representatives shall remain on the Regional Committee until the next Annual Regional Meeting and the election of the next Pilbara Committee, at and following which the combined claim shall be entitled to only a single Claim Group Representative.
- (e) Where a Native Title Claim, ceases to meet the criteria for additional Claim Group Representatives, as set out in Rule 7.5.3(b), then the Regional Committee by resolution, of not less than three-quarter (3/4) majority , may resolve to remove the entitlement of the native Title Claim Group to a Claim Group Representative.

7.5.4 Removal of Committee Member

Where a Native Title Claim ceases to meet the criteria for additional Claim Group Representatives, as set out in Rule 7.5.3 or a member is in breach of the rules, then the Regional Committee by a resolution passed by a majority of not less than three quarters (3/4) may remove that member.

7.5.5 Casual vacancy

If a casual vacancy exists the Regional Committee shall use its best endeavours to:

- (a) Appoint a Pilbara member to fill that casual vacancy for the remainder of the vacant Regional Committee member's terms of membership; and
- (b) Obtain and follow instructions of the Applicants from the same Native Title group of the vacating Regional Committee member if the member is a Claim group representative.

7.5.6 Election of directors

- (a) At the first Regional Committee meeting following an Annual Regional Meeting, the Regional Committee shall meet and appoint :
 - (i) A person to act as Chairperson and a person to act as Deputy Chairperson; and
 - (ii) Four other people (to act as directors of the Corporation, if the term of the director is due for retirement.)
- (b) Voting on the appointment of the positions described in sub-clause 7.5.6(a) shall not take place until the nominees demonstrate that they :
 - (i) Satisfy the eligibility criteria for appointment as a director of the Corporation under the Act and Rule 7.6
 - (ii) Are not ineligible for appointment as a director of the Corporation; and
 - (iii) Signs any necessary consents to becoming a director of the Corporation.
- (c) A director who ceases to be a Regional Committee member or is otherwise ineligible to be a Regional Committee member will immediately cease to hold the position of a director of the Corporation.

7.6 Term of membership

Subject always to the eligibility clause and Clause 7.7, each committee member will be subject to re-election at the next nominated period and will be eligible for reappointment following expiry of their two year term as a Regional Committee member or director whichever is the later.

7.7 Ineligibility for membership of Yamatji and Pilbara Regional Committee

- (a) Rule 9.2.1 (b) applies
- (b) A person immediately ceases to be a member of a Regional Committee if he or she:
 - (i) becomes bankrupt or insolvent under administration;

- (ii) becomes incapable of holding office because of a civil penalty or other disqualification by a Court;
- (iii) resigns from office or from membership of the Corporation;
- (iv) is absent or fails to attend for the entirety of the meeting for three consecutive Regional Committee meetings without apology, and the Regional Committee passes an ordinary motion removing the Regional Committee member pursuant to this clause;
- (v) for a Yamatji Regional Committee Member - has not been residing in their region for a period of 12 months or more, taken at any time during their appointment (using the same interpretation of "residency" as in Rule 7.4.1 (c) for Yamatji Committee member
- (vi) for a Pilbara Regional Committee Member - ceases to be a member of a Native Title Claim Group as required by Rule 7.5.2 (b).

7.8 Regional Committee Meetings

7.8.1 Frequency of Regional Committee meeting

The Regional Committee will meet as often as the Regional Committee members consider necessary for the good functioning of the region but must meet at least once every six months.

7.8.2 Notice

Reasonable notice of each meeting of the Regional Committee shall be given to each Regional Committee member.

7.8.3 Minutes

Proper minutes of the proceedings of all Regional Committee meetings must be kept and given to the directors.

7.8.4 Use of Technology

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

7.8.5 Quorum

The quorum for a Regional Committee meeting shall be half plus one rounded down to the nearest number of the Regional Committee members holding office.

8 Annual Regional Meetings (ARMs) and general meetings

8.1 Annual Regional Meetings (ARMs)

8.1.1 Holding Annual Regional Meetings

The Corporation must hold an Annual Regional Meeting (“ARM”) of each class of member within 5 months after the end of its financial year.

8.1.2 Extension of time for holding ARMs

- (a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold ARMs, provided the application is made before the end of that period.
- (b) If the Registrar grants an extension, the Corporation must hold its ARM within the extended period specified by the Registrar.

8.1.3 Business of ARMs

The business of an ARM 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;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the Annual General Meeting;
- (c) the election of members of the Yamatji Regional Committees in accordance with Rule 7.4.1 or the announcement of the names of the Claim Group Representative who have been nominated to the Pilbara Regional Committee under Rule 7.5.2;
- (d) the “election of directors” refer only to the election of directors of the Corporation from the Regional Committee under Rule 7.4.4 or Rule 7.5.6
- (e) the appointment and remuneration of the auditor (if any);
- (f) checking of details on the register of members (see rule 6.6(b));
- (g) asking questions about management of the Corporation and asking questions of the Corporation’s auditor (see rule 8.1.4).

8.1.4 Questions and comments by members at Annual Regional Meetings (ARMs)

The chair of an ARM must give members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

8.1.5 Questions by members of auditors at ARM

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

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

8.2 General Meetings

8.2.1 Purpose of general meetings

A general meeting must be held for a proper purpose.

8.2.2 Time and place of general meeting

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

8.2.3 Business of general meeting

The business at each general meeting must include:

- (a) Confirmation of the minutes of the previous general meeting
- (b) All matters set out in the notice of the general meeting.

8.3 Calling General meetings

8.3.1 Directors may call meetings

The directors may 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 rule 8.3.2 :
 - (i) 5 members; or
 - (ii) 10% of the total number of members, whichever is the greater number
- (b) A request under rule 8.3.2(a) must:
 - (i) be in writing;

- (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) nominate a member to be the contact member on behalf of the members making the request; and
 - (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 8.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

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

- (a) If the directors resolve:
- (i) that a request under rule 8.3.2 is frivolous or unreasonable, or
 - (ii) that complying with a request under rule 8.3.2 would be contrary to the interests of the members as a whole.
- a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request.
- (b) An application must:
- (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The directors must, as soon as possible after making an application give the contact member (see 8.3.2(b) (iv)) notice that an application has been made.

8.3.4 Timing for a requested general meeting

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

the directors must call the meeting within 21 days after being notified of the Registrar's decision.

8.4 Requirement for notice of general meeting

8.4.1 Notice for general meeting

- (a) At least 21 days notice must be given of a general meeting.
- (b) The Corporation:
 - (i) may call an ARM on shorter notice, if all the members agree beforehand; or
 - (ii) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.
- (c) At least 21 days notice must be given of a general meeting at which a resolution will be moved to:
 - (i) remove a director;
 - (ii) appoint a director in place of a director removed; or
 - (iii) remove an auditor.

note Shorter notice cannot be given for these kinds of meetings.

8.4.2 Requirements to give notice of general meeting to members and officers

- (a) The Corporation must give written notice of a general meeting to the following people:
 - (i) each member entitled to vote at the meeting
 - (ii) each director
 - (iii) the secretary (if any)
- (b) The Corporation may give the notice of meeting to a member personally or by sending it by post, fax or other electronic means nominated by the member.
- (c) A notice of meeting:
 - (i) sent by post is taken to be received 3 days after it was posted;
 - (ii) sent by fax, or other electronic means, is taken to be received on the business day after it was sent.

8.4.3 Requirement to give notice of general meeting and other communications to auditor

The Corporation must give its auditor (if any):

- (a) notice of a general meeting in the same way that a member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a member is entitled to receive.

8.4.4 Contents of notice of general meeting

- (a) Notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this)
 - (ii) state the general nature of the meeting's business
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is
 - (iv) if a member is entitled to appoint a proxy, contain a statement setting out:
 - (a) that the member has a right to appoint a proxy;
 - (b) whether or not the proxy needs to be a member of the Corporation.
- (b) The information included in the notice of a general meeting must be worded and presented clearly and concisely.

8.5 Failure to give notice

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

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

8.6 Members resolutions

8.6.1 Notice of members' resolutions

- (a) If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the Corporation by at least the required number of members under rule 8.6.1(d).
- (b) A notice of members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution;
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) For the purpose of rule 8.6.1(a), the required number of members is the greater of:
 - (i) 5 members; or
 - (ii) 10 % of the total number of members.

8.6.2 Consideration of members' resolutions

- (a) If a Corporation has been given notice of a members' resolution it must be considered at the next general meeting 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.
- (c) The Corporation does not have to give notice of a resolution if it 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
 - (ii) any other matter that may be considered at that general meeting.
- (b) This request must be:
 - (i) made by at least the required number of members under rule 8.6.3(f);

- (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.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 8.6.3(a), the required number of members for the Corporation is the greater of:
- (i) 5 members; or
 - (ii) 10% of the total number of members.

8.7 Quorum for general meeting

8.7.1 Quorum

The quorum for a meeting of the Corporation's members is 20 members.

8.7.2 Quorum to be present

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:
 - (i) If a member has appointed more than 1 proxy or representative, only 1 of them will be counted; and
 - (ii) If an individual is attending both as a member and as a proxy counting that individual only once.

8.7.3 Adjourned meeting where no quorum

- (a) A meeting of the Corporation's members that does not have a quorum present within two (2) hours after the time for the meeting set out in the notice is

adjourned to the same time on the following day and to the same place, unless all the directors present at the meeting specify otherwise.

- (b) If no quorum is present at the resumed meeting at the time of commencement for the resumed meeting, the quorum shall be those members present at the commencement time set for that meeting.

8.8 Chairing general meetings

- (a) The respective Chairperson shall be the chairperson of the meetings but if he or she is not present or willing, then the deputy Chairperson will chair general meetings.
- (b) If a chair has not been elected or the chair is not available or does not want to chair the meeting, the directors must elect an individual present to chair it.
- (c) The members at a general meeting must elect a member present to chair the meeting (or part of it) if:
 - (i) The directors have not already elected a chair, or
 - (ii) A previously elected chair is not available, or does not want to chair the meeting.

8.9 Use of technology for general meetings

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

8.10 Auditor's right to be heard at general meetings

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

8.11 Voting at general meetings

8.11.1 Entitlement to vote

- (a) At a general meeting, each member has 1 vote, both on a show of hands and a poll.
- (b) The chair has a casting vote, and also, if he or she is a member, any vote he or she has as a member.

8.11.2 Objections to vote

A challenge to a right to vote at a general meeting:

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

8.11.3 How voting is carried out

- (a) A resolution put to the vote at a general meeting 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) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

8.11.4 Matters on which members can demand a poll

- (a) At a general meeting, a poll may be demanded on any resolution.
- (b) A demand for a poll may be withdrawn.

8.11.5 When members can demand a poll

- (a) At a general meeting, a poll may be demanded by:
 - (i) at least 5 members entitled to vote on the resolution
 - (ii) members within at least 5% of the votes that may be cast on the resolution on a poll, or
 - (iii) the chair.
- (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.

8.11.6 When and how polls must be taken

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

8.12 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.
- (b) The Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under rule 8.12(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 8.12(a) is passed when the last member signs.
- (e) The Corporation in passing a resolution under this rule without holding a meeting satisfies any requirements 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 8.12 (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.

8.13 Proxies

8.13.1 Who may appoint a proxy

- (a) A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting.
- (b) The person appointed must be a member of the class concerned for the meeting.
- (c) The appointment may specify the proportion or number of votes that the proxy may exercise if the person appointing the proxy has more than one vote.

8.13.2 Rights of proxies

- (a) Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) to speak at the meeting
 - (ii) to vote (but only to the extent allowed by the appointment)
 - (iii) join in a demand for a poll.
- (b) A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
- (c) A person must not exercise proxies for more than 3 members.

note However, a contravention of this rule 8.13.2(c) does not affect the validity of the votes cast.

8.13.3 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:
 - (i) the member's name and address;
 - (ii) the Corporation's name;
 - (iii) the proxy's name or the name of the office held by the proxy;
 - (iv) the meetings at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the Corporation.

- (c) An appointment may specify the way the proxy is to vote on a particular resolution, if it does:
 - (i) the proxy need not vote on a show of hands;
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (iii) if the proxy is the chair, the proxy must vote by poll, and must vote as directed;
 - (iv) if the proxy is not the chair, the proxy need not vote by poll;
 - (v) if a proxy is also a member, this rule 8.13.3(c) does not affect how the person casts any votes they hold as a member.
- (d) A person who contravenes this rule commits an offence under the Act, but only if they person's appointment as a proxy resulted from the Corporation sending to members:
 - (i) a list of persons willing to act as proxies, or
 - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (e) An appointment of a proxy does not have to be witnessed.
- (f) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

8.13.4 Receipt of proxy documents

- (a) For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the Corporation at least 48 hours before the meeting:
 - (i) the proxy's appointment
 - (ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
- (b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies may be reduced.

8.14 Adjourned Meetings

8.14.1 When resolution passed after the adjournment of meeting

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

8.14.2 Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

8.14.3 Re-notification of adjourned meeting

If a general meeting is adjourned for 30 days or more at least 21 days' notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the general meeting will be resumed.

8.15 Annual Regional Meetings (ARMs)

8.15.1 Additional Rules Applying

Rules 8.2 to Rules 8.14 applies to ARMs unless otherwise stated.

9 Directors of the Corporation

9.1 Numbers of Directors

9.1.1 Minimum number of directors

The Corporation must have at least 3 directors.

9.1.2 Maximum number of directors

The Corporation must not have more than 12 directors, of which 6 will be appointed under Rule 7.4.4 and 6 will be appointed under Rule 7.5.6.

9.2 Eligibility to be a director

9.2.1 Eligibility for appointment as a director

- (a) An individual is eligible for appointment as a director if they are elected from the Regional Committees pursuant to Rule 7.4.4 or Rule 7.5.6 who is a member, an Aboriginal and Torres Strait Islander person and at least 18 years of age.
- (b) An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6.5 of the Act may only be appointed as a director of the Corporation if the appointment is made:
 - (i) With permission granted by the Registrar, or
 - (ii) With leave granted by the court.

9.2.2 Majority of director requirements

- (a) A majority of the directors of the Corporation must be individuals who are Aboriginal and Torres Strait Islander persons.
- (b) A majority of the directors must ordinarily reside in Australia.
- (c) A majority of the directors must be members.
- (d) A majority of the directors must not be employees of the Corporation. Employees, including the CEO cannot be directors.

9.2.3 Consent to act as 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.

9.3 Term of appointment

- (a) Rule 7.6 applies.
- (b) Subject to rule 9.3(d) a director must not be appointed for more than 2 years or the period between 2 Annual Regional Meetings, whichever is the later.
- (c) A director is eligible for reappointment.
- (d) 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 that occurs after the last director's appointment has expired.

9.4 How a person ceases to be a director

9.4.1 A person ceases to be a director if:

- (a) the person dies;
- (b) the person resigns as a director as provided for in rule 9.5;
- (c) the term of the person's appointment as a director expires;
- (d) the person is removed as a director by the members as provided in rule 9.6.1;
- (e) the person is removed as a director by the other directors as provided for in rule 9.6.2;
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6.5 of the Act.

- (g) The person ceases to be a Regional Committee member.

9.5 Resignation of a director

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

9.6 Process for removing a director

9.6.1 Removal by the class of members

- (a) The Corporation may, by resolution in general meeting, remove a director from office despite anything in:
 - (i) the Corporation's constitution
 - (ii) an agreement between the Corporation and the director concerned, or
 - (iii) an agreement between any or all members of the Corporation and the director concerned.
- (b) A notice of intention to move a resolution to remove a director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- (d) The director concerned is entitled to put his or her case to members by:
 - (i) giving the Corporation a written statement for circulation to members (see rules 9.6.1 (e) and (f))
 - (ii) speaking to the motion at the meeting (whether or not the director concerned is a member)
- (e) The Corporation is to circulate the written statement given under rule 9.6.1(d)(i) to the members by:
 - (i) Sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) If there is not time to comply with rule 9.6.1(e)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.

- (f) The written statement given under rule 9.6.1(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.

9.6.2 Removal by other directors

- (a) The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Rule 9.6.2(a) operates despite anything in:
 - (i) the Corporation's constitution
 - (ii) an agreement between the Corporation and the director concerned, or
 - (iii) an agreement between any or all members and the Corporation and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
 - (i) stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings; and
 - (ii) Stating that the director concerned has 14 days to object in writing to the removal;
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
 - (i) the directors cannot remove the director concerned

- (ii) the Corporation, by resolution in general meeting, may remove the director in accordance with rule 9.6.1
- (f) If the director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which
 - (i) the replacement director or
 - (ii) any other director

is to retire is to be worked out as if the replacement director had become a director on the day when the replaced director was last appointed a director.

10 General Duties

10.1 General duties

- (a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These include:
 - (i) a duty of care and diligence
 - (ii) a duty of good faith
 - (iii) a duty of disclosure of material personal interests (see rule 11.4)
 - (iv) a duty not to improperly use position or information
 - (v) a duty to prevent insolvent trading.
- (b) The directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.
- (c) No directors may make any public statement on behalf of YMAC unless authorised by the directors.
- (d) The Chairperson and/or the Chief Executive Officer is authorised to make public statements subject to these statements not being detrimental to the Corporation and consistent with the Corporation's code of conduct.

11 Functions, Powers and duties of CEO, Chairperson and directors

11.1 Functions of Chief Executive Officer

- (a) The directors shall appoint a Chief Executive Officer who shall have the responsibility for the day-to-day running of YMAC including :
 - (i) Staff recruitment and management
 - (ii) Financial administration and
 - (iii) Internal practices, policies and procedures.
- (b) The functions of the Chief Executive Officer are to :
 - (i) Advise the directors in relation to the functions of the Corporation under the Act and other written law;
 - (ii) Ensure that advice and information is available to the directors so that informed decisions can be made;
 - (iii) Cause directors decisions to be implemented;
 - (iv) Liaise with the Chairperson on the Corporation's affairs and the performance of the Corporation's functions;
 - (v) Perform any other functions specified or delegated by or imposed by the Act or any other written law as a function to be performed by the CEO.
- (c) The Chief Executive Officer shall undertake these duties in consultation with the directors and Regional chairpersons.
- (d) Except as otherwise provided in the ACT, these Rules, or by law, the directors shall have the power to appoint and remove or suspend the Chief Executive officer.

11.2 Role of Chairperson

The role of the chairperson is to:

- (a) Preside at directors meetings in accordance with the meeting rules.
- (b) Liaise with the Chief Executive Officer on matters affecting the organisation and performance of the Corporation.
- (c) Provide leadership and guidance to the other directors.

11.3 Powers of directors

- (a) The business of the Corporation is to be managed by or under the direction of the directors.
- (b) The directors may exercise all the powers of the Corporation except any that the Act or the Corporation's constitution requires the Corporation to exercise in general meeting.
- (c) In exercising its powers and functions, the directors may consult any person or body, including the Regional Committees that the directors consider, on recommendation of the Chief Executive Officer, to have expertise in the matter under consideration.

11.4 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 11.4(b) says otherwise.
- (b) A director does not need to give notice of an interest under Rule 11.4(a) if:
 - (i) the interest:
 - (a) arises because the director is a member and is held in common with the other members
 - (b) arises in relation to the director's remuneration as a director
 - (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
 - (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 under Rule 11.4(a)
 - (b) if a person who was not a director when the notice under Rule 11.4(a) was given is appointed as a director, the notice is given to that person
 - (c) the nature or extent of the interest has not materially increased above that 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 rule 11.4(a) must:
- (i) give details of:
 - (a) the nature and extent of the interest
 - (b) the relation of the interest to the affairs of the Corporation
 - (ii) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter
 - (iii) The details must be recorded in the minutes of the meeting
- (d) A contravention of this rule 11.4 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

11.5 Remuneration

- (a) The directors may be paid remuneration, subject to funds being available for that purpose. The remuneration will not be more than the aggregate fixed sum determined by a general meeting.
- (b) Rule 11.5(a) does not prevent:
 - (i) a director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation, or
 - (ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 11.4 has been complied with.
- (c) The Corporation may pay the directors' travelling and other expenses that the directors incur:
 - (i) in attending directors' meetings or any meetings of committees of directors
 - (ii) in attending any general meetings of the Corporation
 - (iii) in connection with the Corporation's business.

11.6 Negotiable instruments

- (a) Any 2 directors (one Yamatji, one Pilbara) of the Corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

11.7 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;
 - (iv) a Regional Committee; or
 - (v) any other person.
- (b) A delegate must exercise the powers in accordance with any directions of the directors.
- (c) The exercise of a power by a delegate is as effective as if the directors had exercised it.

11.8 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) the Corporation or entity must:
 - (a) obtain the approval of the members in the way set out in Division 290 of the 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 Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract
 - (ii) the making of the benefit was approved in accordance with rule 11.8(a)(i)(A) 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 to be given within the 15 months.

12 Directors meetings

12.1 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 four months.

12.2 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) A directors' meeting may be called by:
 - (i) the two Co Chairpersons or
 - (ii) any seven (7) directors
- (c) The date, time and place for the directors' meeting must not unreasonably prevent a director attending or place an unreasonable burden on the Corporation resources
- (d) Minimum notice of ten (10) working days 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
 - (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 under rule 12.2(d) or in giving notice of any changes to the item, date or place of the directors' meeting.

12.3 Quorum at directors' meetings

- (a) The quorum for a directors' meeting shall be:
 - (i) at least two (2) directors from the Pilbara class of members;
 - (ii) at least two (2) directors from the Yamatji class of members; and
 - (iii) a minimum of seven (7) directors in total.
- (b) The quorum must be present at all times during the meeting.

12.4 Chairing directors' meetings

- (a) Unless otherwise decided, a directors' meeting will be chaired by one of the Co-Chairpersons and failing them one of the Deputy Co-Chairpersons.
- (b) The directors must elect a director present to chair a meeting, or part of it, if:
 - (i) a director has not already been elected to chair the meeting, or
 - (ii) a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

12.5 Use of technology

A directors' meeting may be called or held using any technology consented 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.

12.6 Resolutions at directors' meetings

12.6.1 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) The chair has a casting vote if necessary in addition to any vote they have as a director.

12.6.2 Circulation resolutions if the Corporation has more than 1 director

- (a) The directors may pass a resolution without directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document under rule 12.6.2(a) may be used for signing by the directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 12.6.2(a) is passed when the last director signs.

13 Secretary or contact person

13.1 Requirements for secretary or contact person

13.1.1 Who may be a secretary or contact person

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

13.1.2 Consent to act as secretary or contact person

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

13.2 How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

13.3 Terms and conditions of office for secretaries or contact person

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

13.4 Duties of secretaries or contact person

13.4.1 Secretary or contact person must pass on communications received

The person entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary or contact person of the Corporation appointed with his or her consent must:

- (a) pass on to at least one of the directors each communication received by that person for the Corporation within 14 days after receiving it;
- (b) maintain the register of members;
- (c) maintain a record of the names of the directors of the Corporation and the terms of their appointments;

- (d) maintain a record of the membership of the Regional Committees of the Corporation and the terms of their appointments;
- (e) act as the returning officer for all voting at meetings of the Corporation;
- (f) notify the Registrar of any alterations to these Rules pursuant to Rule 21; and
- (g) any other duties that may be required by the Act, the board of directors, or these Rules, from time to time.

13.4.2 Effectiveness of acts by secretaries

- (a) An act done by the secretary is effective even if their appointment is invalid because the Corporation or secretary did not comply with the Corporation's constitution or the Act .
- (b) Rule 13.4.2(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 other persons.

14 Execution of documents and the common seal of the Corporation

14.1 Corporation may have a 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
- (c) The Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words "duplicate seal" added.

14.2 Execution of documents

14.2.1 Agent exercising Corporation's power to make contracts etc.

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

14.2.2 Execution of documents (including deeds) by the Corporation

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

- (a) 2 directors (one from Pilbara and one from Yamatji)
- (b) a director and a secretary (if any), or
- (c) 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 (one from Pilbara and one from Yamatji)
 - (ii) a director and a secretary (if any), or
- (d) 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 rules 14.2.2(a) or 14.2.2(b).
- (e) this Rule 14.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

15 Finances and record keeping

15.1 Application of funds and property

- (a) Subject to the Act and Corporation's rule book, all funds or property of the Corporation not subject to any special trust, subject to any conditions imposed upon the grant of monies by funding entity or any other body, Corporation or government department can be used at the discretion of the directors to carry out the Corporation's objectives.
- (b) Subject to the Act and the Corporation's rule book, no portion of the funds and property of the Corporation may be paid or distributed directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Corporation.
- (c) Nothing in rule 15.1(b) is intended to prevent:
 - (i) the payment in good faith or 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), or

- (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 or services are to be provided).

15.2 Minutes of meetings

15.2.1 Obligation to keep minutes

- (a) The Corporation must keep minute books in which it records within 1 month:
 - (i) proceedings and resolutions of general meetings
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
 - (iii) resolutions passed by members without a meeting
 - (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 that meeting, the Corporation must ensure that, on the recording:
 - (i) each person attending the meeting states their name; and
 - (ii) if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
 - (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
 - (iii) signs those minutes within a reasonable time after the 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 or the meeting, or

- (ii) the chair of the next meeting,
signs a declaration under rule 15.2.1(f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 15.2.1(f) must:
 - (i) identify the audio, or audio-video, recording
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) The Corporation must keep its minute books at:
 - (i) its registered office if it is registered as a large Corporation; or
 - (ii) its document access address if it is registered as a small or medium Corporation.
- (i) A minute that is recorded and signed in accordance with this rule 15.2.1 is evidence of the proceedings, resolution or declaration to which it relates, unless the contrary is proved.

15.3 Constitution and records about officers, contact person etc

The Corporation must keep:

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

15.4 Financial records

15.4.1 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
- (b) would enable true and fair financial reports to be prepared and audited.

This obligation extends to transactions undertaken as trustee.

15.4.2 Period for which financial records must be retained

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

15.5 Physical format

If the records that the Corporation is required to keep under rules 15.3 and 15.4 are kept in electronic form:

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

15.6 Place where records are kept

If the Corporation is registered as a large Corporation, the records that the Corporation is required to keep under rules 15.3 and 15.4 must be kept at the Corporation's registered office.

15.7 Right of access to Corporation books by director or past director

- (a) A director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party
 - (ii) which that person proposes in good faith to bring, or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a director may inspect the books of the Corporation (including its financial records) for the purpose 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.
 - (iv) This right continues for 7 years after the person ceased to be a director.
- (c) A person authorized to inspect the books under this rule 15.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
 - (d) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 15.7.
 - (e) This rule 14.7 does not limit any right of access to the Corporation's books that a person has apart from this rule 15.7.

15.8 Access to financial records by directors

- (a) A director has a right of access to the records that the Corporation is required to keep under rule 15.3 or rule 15.4.
- (b) On application by a director, the court may authorize a person to inspect on the director's behalf the records that the Corporation is required to keep under rule 15.3 or rule 15.4 subject to any other orders the court considers appropriate.
- (c) A person authorized to inspect records under rule 15.8(b) may make copies of the records unless the court orders otherwise.

15.9 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) The Corporation must make minutes available free of charge.
- (c) A member may ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's member or an extract of the minutes or

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

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

- (d) 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.
- (e) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives payment or
 - (ii) within any longer period that the Registrar approves.
- (f) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

15.10 Access to governance material

15.10.1 Corporation to provide member with rules, if requested

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

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

15.10.2 Registered office

The Corporation must make available for inspection by members and officers at its registered office, its rule book. 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.

15.10.3 General provisions regarding access to rules

The rule book of the Corporation includes:

- (i) the Corporation's constitution
- (ii) any replaceable rules that apply to the Corporation
- (iii) any other material concerning the internal governance of the Corporation that is prescribed.

16 Auditor

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

17 Annual reporting

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

18 Dispute resolution process

18.1 Parties to dispute

This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the Corporation or how the Act or the Corporation's constitution applies, which arises between:

- (a) members
- (b) members and directors,
- (c) directors or
- (d) applicants for membership.

18.2 Informal negotiations

If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

18.3 Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 18.2 within 10 business days, any party to the dispute may give a dispute notice to the other parties.
- (b) A dispute notice must be in writing, and must say what the dispute is about.
- (c) A copy of the notice must be given to the Corporation.
- (d) The board of directors that receives a dispute notice must make a reasonable effort to help the parties resolve the dispute within 20 days after the Corporation receives the dispute notice and must in this regard:
 - (i) Invite the aggrieved person to attend a meeting with them at a time and place convenient to all parties;
 - (ii) Invite the aggrieved person to submit, before the meeting, such evidence with respect to the subject of the dispute, as the aggrieved person sees fit; and

- (iii) State that the aggrieved person may, in lieu of attending the meeting referred to in Rule 18.3 (d) (i), make written submissions to the board, prior to that meeting.

18.4 Decision at the Meeting

- (a) At the meeting referred to Rule 18.3 (d) (ii) the directors shall, on the basis of all the material before it, make a decision about the matter in question and shall pass a resolution setting out its decision and record that resolution in the minutes.
- (b) The directors shall, within seven (7) days of the decision made pursuant to Rule 18.4(a), forward to the aggrieved person a letter advising the applicant of its decision.
- (c) If the applicant wishes to review the decision, the aggrieved person may request that the dispute is resolved by the general meeting.

18.5 Seeking assistance from the Registrar

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to the dispute.

18.6 Referring dispute to general meeting

When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules.

19 Notices

19.1 General

- (a) Unless the Act or these rules otherwise require, notices must be given in writing (including by fax).
- (b) Notices of directors' meetings given under rule 12.2(b) can be given in writing by email, by telephone or orally, if all the directors agree to notice being given in that way.

19.2 How a notice to a member may be given

Unless the Act or these rules require otherwise, a notice or communication may be given:

- (a) personally
- (b) left at a member's address as recorded in the register of members
- (c) sent by pre-paid ordinary mail to the member's address as recorded in the register of members
- (d) sent by fax to the member's current fax number for notice (if the member has nominated one)
- (e) sent by email to the member's current email address (if the member has nominated one)
- (f) If a member's residential address is not a postal address, or if they do not have a residential address in the region, or have not supplied to YMAC an address, a notice advertised in a newspaper circulating in the neighbourhood of the regional offices, as applicable.

19.3 When notice taken as being given

Unless the Act or these rules require otherwise, a notice or communication:

- (a) is given by post, it is taken to have been given 3 days after posting
- (b) is given by fax, it is taken to have been given on the business day after it is sent
- (c) is given by advertisement, the date on which the advertisement appears.
- (d) is given:
 - (i) after 5:00 pm in the place of receipt or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or bank or public holiday in the place.

20 Winding up

20.1 Conditions for winding up

Rule book registered by the Delegate of the Registrar on 12 January 2015

YMAC may only be wound up if all of the obligations of YMAC, in relation to the exercise of its statutory functions under the NTA, and for the Yamatji Region and the Pilbara Region are met and are likely to continue to be met upon YMAC being wound up.

20.2 Resolution to distribute surplus assets

Subject to rule 20.3, where:

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

the members may pass a special resolution relating to the distribution of the surplus assets of the Corporation.

20.3 No distribution of surplus asset to members

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

20.4 Process for Voluntary Winding up

- (a) In the event of the Corporation being voluntarily wound up, the Corporation must distribute any surplus assets to an association, Corporation or fund established for the benefit of the Aboriginal People generally in Australia. Such association, Corporation or fund shall be one that meets the requirements of section 78(1)(a)(ii) of the Income Tax Assessment Act 1936 or as amended.
- (b) Any resolution for the voluntary winding up of the Corporation pursuant to section 526-20 of the Act must provide for the distribution of the surplus in the way described in sub-paragraph (a).
- (c) Within 3 weeks of the passing of any resolution for voluntary winding up, the secretary shall lodge notice of the resolution with the appropriate authorities, including those required under section 526-20 of the Act.

21 Amendment of the constitution

21.1 Corporation wants to change this constitution

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

- (a) the Corporation must pass a special resolution effecting the change

- (b) Rule 7.4 may only be altered if the General Meeting convened to consider the proposed alteration is held by the Yamatji class of members.
- (c) Rule 7.5 may only be altered if the General Meeting convened to consider the proposed alteration is held by the Pilbara class of members.
- (d) All other rules with the exception of Rule 7.4 and Rule 7.5 may only be amended if at least 20 from each class of members are present at the Special General Meeting which considers the proposed amendments.
- (e) if, under the Corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with
- (f) the Corporation must lodge certain documents under rule 21.2
- (g) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

21.2 Corporation to lodge copy of changes

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

21.3 Date of effect of change

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

◆ **SCHEDULE 1 – INTERPRETATION**

Dictionary

“Aboriginal person” means a person of the Aboriginal race of Australia.

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

“Annual Regional Meeting or ARM” means a general meeting held in accordance with rule 8.1.

“Applicant” means a person who is eligible to become a member of the Corporation and has applied to become a member according to rule 5.1.

“Application for membership form” means the form included in Schedule 2 – Application for membership form.

“Books” include a register, any record of information, financial reports or records, or documents of a Corporation however compiled, recorded or stored.

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

“Circulating resolution” means a resolution of the board of directors passed according to rule 12.6.2.

“Common seal” means the common seal of the Corporation referred to in rule 14.

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

“Contact person” means a person elected or appointed according to rule 13.

“Corporation” means the Corporation referred to at rule 1.

“Directors” means the people elected or appointed according to rule 7 to manage the affairs of the Corporation in accordance with the Act and these rules.

“Directors’ meeting” refers to meetings of the board of directors held according to rule 12.

“Directors’ minute book” means the books and records in which the minutes of all directors’ meetings (made under rule 15.2.1) and copies of any written resolutions passed without directors’ meeting (under rule 12.6.2) are kept.

“Dispute” has the meaning given in rule 18.

“Dispute resolution process” means the process set out in rule 18.

“Fully Assisted” means that YMAC has granted full assistance to the Native Title Claim Group in question pursuant to sections 202 (4) of the NTA and 203B of schedule 3 (Part 2 – later amendments) to the NTA.

“General meeting” refer to both special general meetings and Annual Regional Meetings of the members of the Corporation called and held according to rule 8.

“General meeting minute book” means the books and records in which the minutes of all general meetings (made under rule 15.2.1) and copies of any written resolutions passed without a general meeting (under rule 8.12) are kept.

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

“Material personal interest” has the meaning given to it in rule 11.4.

“Member” means a person whose name appears on the Register of members.

“Objectives” means the objectives set out in rule 3.

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

“Pilbara Member” means a Pilbara person who is entered on the register of members.

“Pilbara Person” means all Aboriginal People who now claim, hold or have held in the past, native title rights and/or interests within the Pilbara Region.

“Pilbara Region” means the area as determined by the minister responsible for the administration of the NTA as the “Pilbara Invitation Area” under Division 2 of Part 11 of the NTA, as amended from time to time, or such other region as may replace it.

“Poll” means voting at a general meeting by the members voting signing a paper headed “for” or “against” a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

“Proxy form” means the form included in Schedule 3 – Appointment of proxy.

“Proxy” means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 8.13.

“Regional Committee” means either of the two committees of members of the Corporation elected by the members of the Corporation at a general meeting of their class of members pursuant to Rule 7.4 or nominated by the claim group pursuant to Rule 7.5;

“Regional Chairperson” means the director who, from time to time, occupies the role of chairperson of a Regional Committee for a class of members of the Corporation, whether pursuant to rule 7.4.4 or rule 7.5.6 or otherwise;

“Register of members” means the register of members kept in accordance with rule 5.1.5.

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

“Replaceable rule” is a rule under the Act that can be either apply as is or changed.

“Rule book” means a document consisting of set laws under the CATSI Act, the Corporation’s constitution and any replaceable rules that apply to the Corporation.

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

“Set law” means provisions extracted from the Act.

“General Meeting” means a general meeting other than an Annual Regional Meeting.

“Special resolution” means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

“Surplus assets” has the meaning given in rule 20.

“Yamatji Member” means a Yamatji person who is entered on the register of members.

“Yamatji Person” means all Aboriginal People who now claim, hold or have held in the past, native title rights or interests within the Yamatji Region, and includes those Aboriginal People whose traditional lands/homelands are within the Yamatji Region and who are accepted as such by their local Yamatji community.

“Yamatji Region“ means the area as determined by the Minister with responsibility for the administration of the NTA as the “Geraldton Invitation Area” under Division 2 of Part 11 of the NTA as amended from time to time, or such other region as may replace it.

Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa
- (b) the words “including” , “include” and “included” are to be read without limitation
- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules
- (e) a word or expression defined in the Act as used, but not defined, in these rules has the same meaning given to it in the Act when it is used in these rules
- (f) any inconsistency with the Act is to be resolved in favor of the Act.

◆ **SCHEDULE 2 – APPLICATION FOR MEMBERSHIP FORM**

Membership No:
YAM PIL
.....
<i>Allocated following Board endorsement</i>

APPLICATION FOR MEMBERSHIP (as per rule 5.1)

ALL of the sections on this side of the form must be completed for your application to be processed.

Membership of the Corporation is open to Aboriginal people at least 18 years of age whose traditional country lies within either the Gascoyne, Murchison, Mid-West (Yamatji) or the Pilbara (Marlpa) regions, and who are accepted as such by their local Yamatji / Pilbara community.

Mr, Mrs, Ms, Miss, Dr Other	Surname:	First Given Name:
Residential Address:		
Suburb/Town:		Postcode:
Postal Address:		Postcode:
Home Phone No:		Mobile Phone No:
Email Address:		Class (please circle): Yamatji / Pilbara
Date of Birth:		Mother's Full Name (Maiden):
Father's Full Name:		Spouse's Full Name:
Maternal Grandmother's Full Name (Mother's Mother's Maiden name):		Paternal Grandmother's Full Name (Father's Mother's Maiden name):
Maternal Grandfather's Full Name (Mother's father):		Paternal Grandfather's Full Name (Father's father):
I am nominated by: (this person <u>must</u> be a current YMAC member – the same Class as the nominee)		
..... [Print Name]		Membership No:

I hereby apply to become a Member of Yamatji Marlpa Aboriginal Corporation (YMAC). I declare I am eligible for membership and agree that I will, in good faith and to the best of my abilities, obey and abide by the Rules and policies of YMAC, Code of Conduct for member will, at all times, act in the best interests of the organisation should my membership be accepted.

I acknowledge receipt of a copy of the rule Book and the Code of Conduct for members.

Signed **Date**.....

The member nominating the applicant and the person witnessing the application are required to be separate individuals.

Witness name..... **Signature**.....
 [Print name]

NOTE: Membership applications are initially considered at Regional Committee meetings normally held February, May, August and November each year and are then submitted for acceptance/endorsement at the subsequent Board of Directors' meeting.

CODE OF CONDUCT - MEMBERS

All members and staff have a right to safety, dignity and respect at all times even though native title process may involve strong emotions and difficult decisions.

The Code of conduct for members requires:

- compliance with the Act and the Rule Book
- notification to the Corporation of any change in address within 28 days
- compliance with all Code of Conduct adopted by the Corporation
- treating other members, directors and staff with respect and dignity
- in all circumstances refrain from the use of abusive, threatening or obscene language or language that may otherwise give offence to other members and staff
- to not behave in a way that significantly interferes with the operation of the Corporation and of Corporations meetings.
- attendance of the General meetings.
- not to use confidential information for their own personal advantage, to the advantage of family members or their native title claim group in any improper manner or to cause harm or detriment to any person, body or YMAC
- not to attend any meetings or to be in the office under the influence of alcohol or non-prescribed drugs
- not to use corporation resources (including the service of staff members) for private purposes

Non compliance of the Code of Conduct may result in the members being removed from meetings and / or barred from YMAC premises until there is an improvement in behaviour.

◆ **SCHEDULE 3 – PROXY FORM**

YAMATJI MARLPA ABORIGINAL CORPORATION

APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islanders) Act 2006

I, _____

(Full name of member)

of (address) _____

being a member of Yamatji / Pilbara class (delete as applicable) of

Yamatji Marlpa Aboriginal Corporation

hereby appoint:

the Chairman of the Meeting OR _____

(if you are not appointing the Chairman of the Meeting as your proxy please write the full name of the individual member you are appointing as your proxy)

of _____

(address of proxy) being a member of Yamatji Marlpa Aboriginal Corporation, as my proxy to vote for me on my behalf at the general meeting of the Corporation (annual general meetings or other general meeting, as the case may be) to be held on ____ day _____ 20** _____ and at any adjournment of that meeting.

(If a member wishes to specify the way the proxy is to vote on a particular resolution, please indicate overleaf.)

Signed: _____ (signature of member appointing proxy)

Date: _____ *

Note: a person must not exercise proxies for more than 3 members

Voting Directions to your proxy – please mark X to indicate your directions :

	For	Against	Abstain
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairperson of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

If you mark Abstain Box for a particular item, you are directing your proxy Not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf. That person must be a member of the same class as the appointing member of the corporation. Completion of a proxy form will not prevent the individual member from attending the meeting in person. Where a member completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the meeting.

HOW TO COMPLETE THIS PROXY FORM

1. Appointment of Proxy

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box. If the member you wish to appoint as your proxy is someone other than the Chairperson of the Meeting please write the full name of the member. If you leave this section blank, or named proxy does not attend the Meeting, the Chairperson will be your proxy.

2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. Lodgment of a Proxy

To be effective, a duly completed Proxy Form must be received by YMAC in person, by email or mail or fax, not less than 48 hours before the time for commencement of the meeting.

DOCUMENTS must be lodged:

Secretary
 Yamatji Marlpa Aboriginal Corporation
 Level 2, 16 St George's Terrace OR PO Box 3072, 249 Hay Street
 Perth WA 6000 East Perth WA 6892
 Telephone : 08 9268 7000 Fax : 08 9225 4633 Email : the secretary email