

# **The Rule Book of Mitakoodi and Mayi People Native Title Aboriginal Corporation RNTBC (ICN: 10313)**

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

---

The Rule Book of Mitakoodi and Mayi People Native Title Aboriginal Corporation RNTBC (ICN: 10313)  
Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations  
on 24 December 2024.

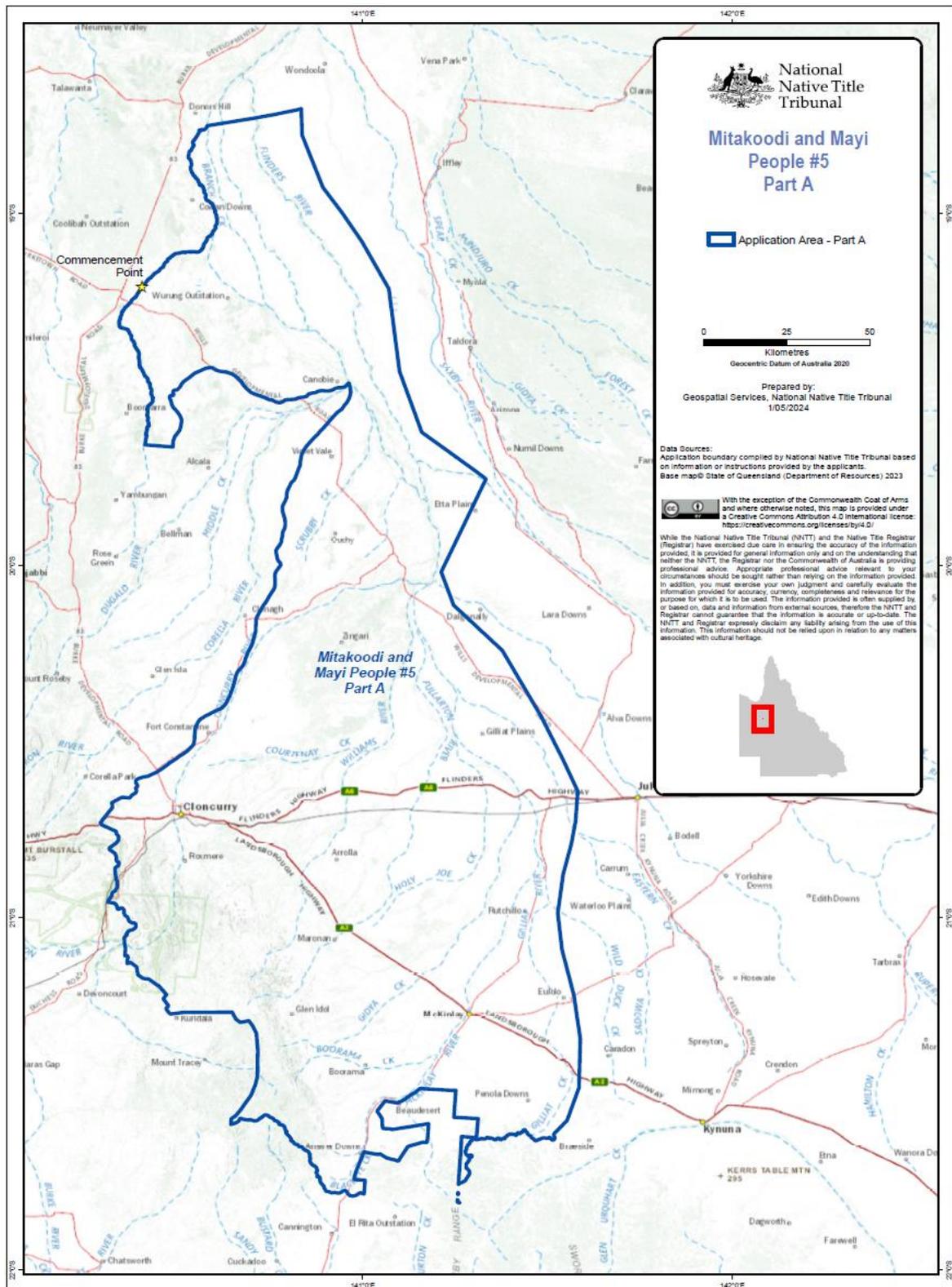
# Contents

Preamble .....	3
Diagram of Corporation structure .....	5
1. Name.....	6
2. Dictionry and Interpretation .....	6
3. Objectives .....	6
4. Powers of the Corporation.....	7
5. Native Title Decisions .....	8
6. Members.....	8
7. Register of Members and former Members .....	14
8. Members' meetings.....	15
9. Directors .....	20
10. Directors' duties and powers .....	25
11. Directors Meetings.....	28
12. Cultural Responsibilities Committee .....	29
13. Contact person or secretary.....	34
14. Execution of documents .....	35
15. Records.....	36
16. Finances.....	37
17. Auditor .....	37
18. Annual reporting .....	38
19. Dispute resolution process .....	38
20. Dispute resolution for non-members.....	39
21. Changing the Rule Book .....	39
22. Notices .....	40
23. Winding up.....	41
Schedule 1 – Interpretation and Dictionary .....	42
Schedule 2 – Membership Application Form .....	46

## Preamble

- A. The ancestors for the Mitakoodi and Mayi People Native Title Holders are Minnie, Thomas 'Tiger' Mitchell, Dinah, Topsy, Sophie and Billy Chisholm.
- B. The Mitakoodi and Mayi People are the traditional owners and Native Title Holders of country in north-west Queensland which includes most of the headwaters of the Cloncurry River and some of the Cloncurry River's major tributaries including the Gilliat River and its tributaries, the Williams and McKinlay Rivers, and Sandy Creek, and some of the upper reaches of the Flinders River.
- C. The Mitakoodi and Mayi People have fought hard for recognition of our native title and have set up this Corporation to protect our rights to country and to look after the interests of present and future Native Title Holders.
- D. Language identity remains integral to us and our connection to country.
- E. Mitakoodi and Mayi People have a strong sense of the presence of our ancestors in the country and have obtained our rights in and responsibilities for country from those ancestors.
- F. Mitakoodi and Mayi People have clear priorities for our culture and our country. Recognition and respect of our custodianship and connection to country; maintenance, protection and preservation of our culture and community; engagement in economic and other opportunities through effective partnerships and self-determination are key to our responsibilities as Mitakoodi and Mayi People both for our past and for our future.

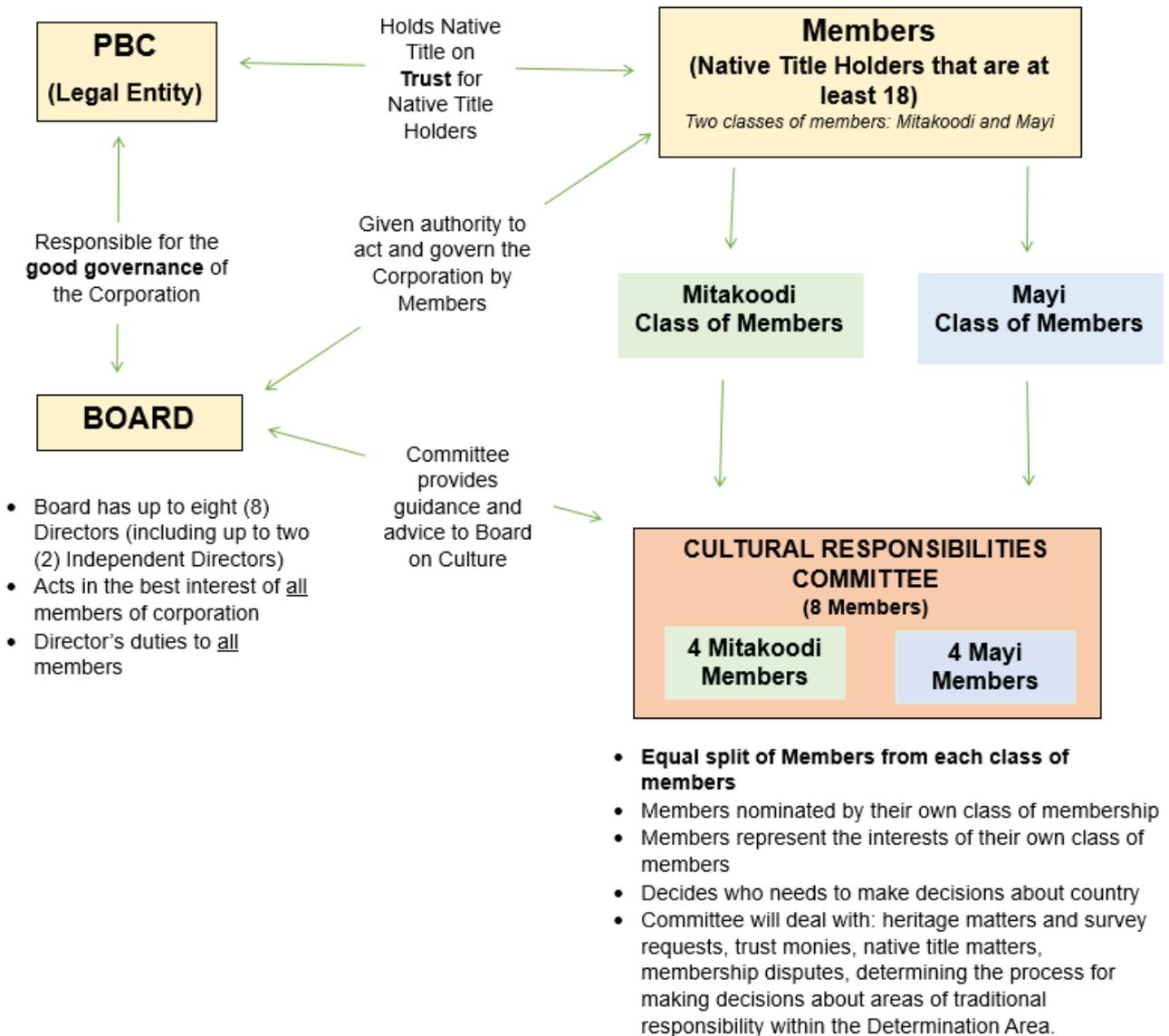
# Map of external boundary of the Mitakoodi and Mayi People #5 native title claim (Part A)



The Rule Book of Mitakoodi and Mayi People Native Title Aboriginal Corporation RNTBC (ICN: 10313) Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 24 December 2024.

# Diagram of Corporation structure

The below diagram is intended to assist Members to understand the structure of the Corporation and the relationship between Members, Native Title Holders, Directors, and the Cultural Responsibilities Committee.



## 1. Name

The name of the Corporation is Mitakoodi and Mayi People Native Title Aboriginal Corporation RNTBC (**the Corporation**).

## 2. Dictionary and Interpretation

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

## 3. Objectives

3.1 The objectives of the Corporation are to:

- (a) be a Registered Native Title Body Corporate (**RNTBC**) regarding land and waters for the purposes of the Native Title Act;
- (b) perform the functions of a prescribed body corporate under sections 56 and 57 of the Native Title Act;
- (c) hold the Native Title Rights and Interests on trust;
- (d) make a Compensation Application on behalf of the Native Title Holders;
- (e) maintain, protect, promote and advance the culture, heritage, native title, traditions and customs of the Native Title Holders including by making good decisions that provide for future generations;
- (f) hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the native title rights and interests, on trust, and to invest or otherwise apply any money as directed by the Native Title Holders;
- (g) consult with and obtain the consent of the Native Title Holders in accordance with the PBC Regulations before making a Native Title Decision;
- (h) protect the cultural heritage of the Native Title Holders including to be an Aboriginal Party for the purpose of the *Aboriginal Cultural Heritage Act 2003* (Qld);
- (i) to operate and maintain a gift fund in accordance with the requirements of the *Income Tax Assessment Act 1997* (Cth);

- (j) provide direct relief from poverty, sickness, suffering, misfortune, destitution or disadvantage of the Native Title Holders;
- (k) promote, develop, improve and advance the education, health and wellbeing of the Native Title Holders;
- (l) promote, develop, improve and advance the skills, capabilities, knowledge and commercial achievements of the Native Title Holders;
- (m) act in the best interests of the Native Title Holders;
- (n) apply for funds including Trust Funds to fulfill these objectives; and
- (o) perform any other function relating to the Native Title Rights and Interests as directed by the Native Title Holders.

3.2 Without limiting the above objectives, to perform its functions the Corporation may, on behalf of the Native Title Holders:

- (a) consult other persons or bodies;
- (b) enter into agreements including without limitation for the protection of heritage;
- (c) exercise procedural rights under the Native Title Act; and
- (d) accept notices required by any law of the Commonwealth, a State or a Territory to be given to the Native Title Holders.

#### **4. Powers of the Corporation**

4.1 The Corporation shall not exercise a power unless it is to carry out at least one of the objectives and shall not exercise a power that is contrary to any of the objectives.

4.2 Subject to the CATSI Act and this Rule Book, the Corporation has the power to do anything lawful to carry out its objectives.

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

## **5. Native Title Decisions**

- 5.1 Before making a Native Title Decision or Compensation Application, the Corporation must consult with and obtain the consent of the Native Title Holders in accordance with these Rules, the PBC Regulations and the Native Title Act.
- 5.2 As soon as practicable after a Native Title Decision is made, the Corporation must prepare a certificate in accordance with the requirements of the PBC Regulations.
- 5.3 The Corporation must maintain a central register of all Native Title Decisions made. The register should include the following information:
- (a) a brief description of the decision;
  - (b) the date of the decision;
  - (c) a description of the land to which the decision relates;
  - (d) a copy of the certificate referred to in Rule 5.2; and
  - (e) a copy of any agreement or ILUA entered into.

## **6. Members**

### **Classes of Membership**

- 6.1 The Corporation has two (2) Classes of Members:
- (a) Mitakoodi Members; and
  - (b) Mayi Members.
- 6.2 Members' names and their Class of Membership must be entered on the Register of Members.

### **Members by application after Registration**

#### *Eligibility for membership*

- 6.3 Native Title Holders who:
- (a) are at least 18 years of age; and

- (b) have not had their membership cancelled on the grounds of misbehaviour in the two (2) years prior to the date of their application for membership and where the Members have decided by resolution that they are satisfied that the person will have their interests indirectly represented within the Corporation during the two (2) year period immediately following the cancellation of that person's membership, are eligible to be Members of the Corporation.

*Power of general meeting to make decisions about representation of persons whose membership has been cancelled on grounds of misbehaviour*

- 6.4 If a general meeting passes a Special Resolution that a person's membership is to be cancelled on grounds of misbehaviour in accordance with rule 6.21(c), a general meeting may also pass a resolution deciding that the general meeting is satisfied that the person's interests as a Native Title Holder will be indirectly represented in the Corporation for a period of up to two (2) years following their removal as a Member.

*Becoming a Member of the Corporation*

- 6.5 A person becomes a Member after the Corporation has been registered if:
- (a) the person applies in writing to become a Member using the Application form set out at **Schedule 2**;
  - (b) the person is eligible for membership in accordance with rule 6.3;
  - (c) the Directors accept the application; and
  - (d) the person's name is entered on the Register of Members.

**Deciding Membership Applications**

- 6.6 Directors will consider and decide on all membership applications within a reasonable timeframe and in the order they are received.
- 6.7 The Directors must accept a membership application if the applicant:
- (a) meets the eligibility requirements under rule 6.3; and
  - (b) applies in accordance with rule 6.5(a);

- 6.8 The Directors must refer all membership applications, including those received since incorporation that have not been accepted, to the Cultural Responsibilities Committee once it is established. The Cultural Responsibilities Committee will provide consideration in accordance with rules 6.11 and 6.12.
- 6.9 In considering whether an applicant for membership meets the eligibility requirements the Directors:
- (a) may seek further information from the applicant if necessary to establish whether the applicant meets the eligibility requirements of rule 6.3;
  - (b) must consider (but are not bound by) any recommendation made by the Cultural Responsibilities Committee;
  - (c) may consider any resolutions passed by a general meeting pursuant to rule 6.4 with respect to the applicant for membership; and
  - (d) must take into account and be bound by the description of the Native Title Holders in the Determination of Native Title.
- 6.10 If an application for membership is rejected, the Directors must within 14 days of the decision notify the membership applicant and provide in writing:
- (a) reasons for the rejection; and
  - (b) a copy of the clause in this Rule Book detailing the Dispute Resolution process.

### **Consideration of Application by Cultural Responsibilities Committee**

- 6.11 The Cultural Responsibilities Committee must consider applications for membership at the next meeting of the Committee after the application is received as follows:
- (a) applications to the Mayi Class of Membership will be considered by the Mayi Members of the Committee; and
  - (b) applications to the Mitakoodi Class of Membership will be considered by the Mitakoodi Members of the Committee.
- 6.12 In considering the application for membership the relevant Members of the Committee:
- (a) may seek further information from the applicant if necessary to establish whether the applicant meets the eligibility requirements of rule 6.3;

- (b) may make a recommendation to the Directors as to whether the applicant meets the eligibility requirements of rule 6.3; and
- (c) must provide reasons in writing for their recommendation.

### **Entry on Register of Members**

6.13 Subject to rule 6.14, if the Directors accept a membership application in accordance with rule 6.7 the Directors must notify the applicant in writing and the applicant's name, address and date they became a Member must be entered on the Register of Members within 14 days.

However, if:

- (a) the applicant applies for membership after a notice has been given of the holding of a general meeting or AGM; and
- (b) the meeting has not been held when the Directors consider the application;

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

### **Members' rights**

6.14 A Member can:

- (a) attend, speak, put forward resolutions and vote at general meetings;
- (b) be elected or appointed as a Director, subject to meeting the eligibility requirements at Rules 9.4 to 9.7;
- (c) be elected or appointed to the Cultural Responsibilities Committee;
- (d) ask the Directors to call a general meeting under rules 8.10 and 8.11;
- (e) look at the minutes of general meetings free of charge;
- (f) ask to be given a copy of a financial report or a Directors report for a financial year in accordance with the CATSI Act;
- (g) have any disputes with other Members or Directors dealt with in accordance with rule 18.1; and

- (h) not be removed as a Member unless the Directors and the Corporation have complied with the procedure outlined in these Rules.

6.15 If a Member believes that their rights have been breached or ignored by the Directors, the Member can use the dispute resolution process under rule 18.1.

### **Members' responsibilities**

6.16 Each Member must:

- (a) comply with this Rule Book and the CATSI Act;
- (b) notify the Corporation within 28 days if they change their contact details;
- (c) treat other Members and the Directors with dignity and respect and not engage in personal attacks;
- (d) not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings; and
- (e) comply with any code of conduct adopted by the Corporation.

### **Liability of Members**

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

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

6.18 A person stops being a Member if:

- (a) they resign in writing;
- (b) they pass away; or
- (c) their membership is cancelled by the Corporation in accordance with the CATSI Act and rules 6.21 to 0.

6.19 A person's membership will cease when the person's name is entered on the Register of Former Members in accordance with rule 6.20.

6.20 If a person ceases to be a Member, the Corporation must enter their name, address and the date they stopped being a Member on the register of former Members within 14 days.

## Cancelling membership

6.21 A person's membership may be cancelled by Special Resolution in a general meeting if:

- (a) the Corporation has not been able to contact the Member at their address entered on the Register of Members for a continuous period of two (2) years prior to the meeting and the Corporation has made two (2) or more reasonable attempts to otherwise contact the Member during the two (2) year period but has been unable to; or
- (b) the general meeting is satisfied that the Member is not an Aboriginal or Torres Strait Islander person; or
- (c) the general meeting is satisfied that the Member has misbehaved by acting in a manner that significantly interferes with the operation of the Corporation or of Corporation meetings.

*Note: if a person's membership is cancelled pursuant to rule 6.22(c), a general meeting may also consider passing a resolution relating to whether that person's interests as a Native Title Holder will be indirectly represented in the Corporation for a period of up to two (2) years following their removal as a Member. See rule 6.3(b) and rule 6.4.*

6.22 If a Member is not eligible or becomes ineligible for membership, the Directors can cancel their membership by passing a resolution at a Directors' meeting. Before the Directors cancel a membership, Directors must give the Member notice in writing stating that:

- (a) the Directors intend to cancel the membership for the reasons set out in the notice; and
- (b) the Member has 14 days to object in writing to the cancellation of membership; and
- (c) any objection to the cancellation of membership must be in writing and given to the Corporation within 14 days from the day the notice was given.

6.23 If the Member does not object under rule 6.22, the Directors must cancel the membership.

- 6.24 If the Member objects in accordance with rule 6.22(c), the Directors cannot cancel the membership, unless required to do so by law, and the Member can only then be removed by resolution at a general meeting. The Member must be given an opportunity to address the general meeting before the decision is made.
- 6.25 If a person's membership is cancelled under rule 6.22, 6.23, or 6.25 the Directors must send that person a copy of the resolution at their last known address, as soon as practicable after the resolution has been passed.

## **7. Register of Members and former Members**

- 7.1 The Corporation must set up and maintain a Register of Members and a Register of Former Members.
- 7.2 The Corporation may choose to maintain the Register of Members and Register of Former Members in the same document.

The register must contain:

- (a) the names and addresses of all Members and former Members;
  - (b) the Class of Membership to which each Member belongs;
  - (c) the Apical Ancestor(s) from whom the Member is descended;
  - (d) the date when each person's name was added to the register; and
  - (e) for former Members, the date when a person stopped being a Member.
- 7.3 The Register of Members and Register of Former Members must be kept at the Corporation's document access address or registered office.
- 7.4 The Corporation must allow Members to inspect the register free of charge.
- 7.5 The Register of Members must be made available at each annual general meeting (**AGM**) and the Corporation must ask each Member attending the AGM to check and if necessary, update their entry.
- 7.6 If the Registrar requests a copy of either the Register of Members or the Register of Former Members, it must be provided within 14 days or such longer time as the Registrar specifies.

## **8. Members' meetings**

### **Annual General Meetings (AGMs)**

- 8.1 AGMs must be held before the end of November each year.
- 8.2 The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM, provided the application is made before the end of November.
- 8.3 If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.
- 8.4 AGM business includes:
- (a) checking and updating the Register of Members;
  - (b) confirming the minutes of the previous general meeting;
  - (c) presenting reports: general, financial, Directors';
  - (d) asking questions about how the Corporation is managed;
  - (e) electing Directors;
  - (f) choosing an auditor (if required) and agreeing on the fee; and
  - (g) appointment of Cultural Responsibilities Committee members.

### **General meetings**

- 8.5 The Corporation must hold its first general meeting within three (3) months after the Corporation is registered.
- 8.6 A general meeting must be held for a proper purpose and at a reasonable time and place.
- 8.7 General meetings business must include:
- (a) confirming the minutes of the previous general meeting; and
  - (b) considering the business or resolutions in the notice of the meeting.
- 8.8 The Directors can call a general meeting by passing a resolution.

8.9 The Cultural Responsibilities Committee can ask the Directors to call a general meeting by passing a resolution at a meeting of the Committee.

8.10 Members can ask the Directors to call a general meeting:

<b>Number of Members in Corporation</b>	<b>Number of Members required to request a general meeting</b>
2 to 10 Members	= 1 Member
11 to 20 Members	= 3 Members
21 to 50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

8.11 The Committee's request under rule 8.9 or the Members' request under rule 8.10 must:

- (a) be in writing;
- (b) state any resolutions to be proposed at the meeting;
- (c) be signed by a majority of members of the Cultural Responsibilities Committee or the Members making the request, either on one copy or on several identical copies;
- (d) nominate a Member to be the contact Member on behalf of the Members making the request; and
- (e) be given to the Corporation.

8.12 Within 21 days of receiving the Committee's request or the Members' request, the Directors must either call the general meeting or apply to the Registrar to deny the request in accordance with rule 8.13.

8.13 If the Directors resolve that a request to hold a general meeting is frivolous or unreasonable, or that it is not in the best interests of the Members as a whole, the Directors can apply to the Registrar for permission to refuse the request.

8.14 The Directors must as soon as possible after making an application to the Registrar under rule 8.13 notify the Committee or contact Member who made the request.

## **Notice for Members' meetings (general meetings and AGMs)**

- 8.15 At least 21 days' notice must be given of a General Meeting or AGM to each Member, the Directors, the contact person or secretary and the Auditor (if the Corporation has one).
- 8.16 The notice must set out:
- (a) the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business; and
  - (c) if a Special Resolution is to be proposed at the meeting, the intention to propose the resolution and what it is.
- 8.17 Notices can be given to Members personally, by post or by email.
- 8.18 Notice of a meeting:
- (a) sent by post is taken to be given seven (7) days after it is posted;
  - (b) sent by email, or by other electronic means, including an electronic means nominated by the member, is taken to be given on the business day after it is sent.
- 8.19 A general meeting, or any proceeding at a general meeting, will not be invalid just because:
- (a) the notice of the general meeting was accidentally not sent to a person; or
  - (b) a person has not received the notice.

## **Chairperson may postpone or cancel a general meeting or AGM**

- 8.20 The chairperson may postpone or cancel a general meeting or AGM for cultural reasons or other significant reasons.
- 8.21 A postponed meeting must be held within a reasonable time unless the business of the meeting is no longer required.

- 8.22 Where the postponement or cancellation of an AGM means that the AGM will not be held by the end of November, prior approval must be sought from the Registrar in accordance with the CATSI Act.
- 8.23 Cultural reasons or other significant reasons include, but are not limited to:
- (a) sorry business;
  - (b) venue is inaccessible due to weather; or
  - (c) the date of the meeting conflicts with a cultural event.
- 8.24 The Corporation must make reasonable efforts to provide notice of the cancellation or postponement of a general meeting or AGM to the following people:
- (a) each Member entitled to vote at the meeting;
  - (b) each Director;
  - (c) the contact officer; and
  - (d) the auditor of the Corporation (if any).
- 8.25 Notice of the cancellation or postponement of a general meeting or AGM must be provided to the Members in the same way a notice of a general meeting is given.

**Members' resolutions (general meetings and AGMs)**

- 8.26 The Cultural Responsibilities Committee can propose a resolution for a general meeting or an AGM.
- 8.27 Members can propose a resolution for a general meeting or an AGM if the required number of Members give notice of it to the Corporation.

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

- 8.28 The notice must set out the resolution in writing and must be signed (either on one document or on separate identical copies) by the Members proposing it.
- 8.29 The Corporation must give notice of the resolution to all people entitled to it in the same way that notice is given for a Members' meeting. The Corporation does not have to give notice of a resolution if it is defamatory.
- 8.30 The Corporation must consider the resolution at the next Members' meeting that is held more than 28 days after the notice from the Members has been received.

#### **Quorum at Members' meetings (general meetings and AGMs)**

- 8.31 The quorum for general meetings and AGMs is 10% of Members from each Class of Membership.
- 8.32 The quorum must be present at all times during the meeting.
- 8.33 If there is no quorum after thirty minutes of the time for the meeting to start, as set out in the meeting notice, the meeting is adjourned to a time that is one hour after the advertised commencement of the meeting (**Resumed Meeting**).
- 8.34 If no quorum is present at the Resumed Meeting then, if 10% of all Members are present, the meeting can proceed, otherwise the meeting is dissolved.
- 8.35 Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

#### **Chairing Members' meetings (general meetings and AGMs)**

- 8.36 The Directors can elect someone to chair the meeting. If they do not, the Members must elect someone.

#### **Using technology at Members' meetings (general meetings and AGMs)**

- 8.37 General meetings and AGMs may be held at more than one place using any technology that gives Members as a whole a reasonable opportunity to participate.

#### **Voting at Members' meetings (general meetings and AGMs)**

- 8.38 Each Member has one (1) vote.
- 8.39 The chairperson has one vote (if he or she is a Member). In the event of a deadlock, the proposed resolution is deemed to have been rejected.

8.40 A challenge to a right to vote at a general meeting can only be made at the meeting and must be determined by the chairperson, whose decision is final.

### **Decision-making at Members' meetings (general meetings and AGMs)**

8.41 Subject to rule 8.43, a resolution put to a vote at a general meeting or an AGM will be decided by a simple majority on a show of hands of Members, unless a poll is demanded, then Members present will be given the right to vote by poll.

8.42 At a general meeting, a poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

8.43 At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.

8.44 Members present at a general meeting or AGM may resolve to adopt a different decision-making process for that meeting, in which case that different decision-making process will apply.

8.45 The chairperson declares the results of the vote at the meeting and a declaration by the chairperson is conclusive evidence of the result.

### **Proxies at Members' meetings (general meetings and AGMs)**

8.46 Proxies may not be appointed to attend or vote for Members at Members' meetings.

## **9. Directors**

### **Number of Directors**

9.1 The Corporation will have at least three (3) Directors and at most eight (8) Directors.

9.2 The Corporation may have independent Directors who are not Members of the Corporation. The Corporation must have no more than two (2) Independent Directors.

9.3 The Corporation will not have alternate directors.

### **Eligibility of Directors**

9.4 A Director other than an Independent Director must be a Member of the Corporation.

9.5 A Director must have or have applied for a Director ID.

- 9.6 An Independent Director must satisfy the Independent Director Criteria at Rules 9.8 to 9.13.
- 9.7 A person is not eligible to become a Director if:
- (a) the person has been disqualified from managing Corporations under the CATSI Act;
  - (b) the person has been convicted of a serious indictable offence or an offence of dishonesty;
  - (c) the person is a member of the Cultural Responsibilities Committee; or
  - (d) the person is a full-time employee of the Corporation.

### **Independent Director Criteria**

- 9.8 Independent Directors may be selected for their skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.
- 9.9 Independent Directors may only be nominated by resolution of the Member Directors.
- 9.10 Potential Independent Directors must provide written evidence of their qualifications, skills and experience.
- 9.11 Independent Directors nominated by the Member Directors will be considered for appointment at a general meeting or AGM.
- 9.12 Independent Directors must give the Corporation their consent in writing to be a Director before their appointment is considered at a general meeting or AGM.
- 9.13 An Independent Director's term is for 12 months and they are eligible for reappointment.

### **How to become a Director**

- 9.14 The Members appoint Directors by resolution passed at a general meeting or an AGM.
- 9.15 Nominations for appointment as a Director must be received by the Corporation in advance of the meeting and be in writing.

- 9.16 A list of all nominations for appointment and any recommendations on suitable appointments will be prepared for a decision of members in a general meeting or AGM.
- 9.17 Directors must give their consent in writing to act as a Director, in the form prescribed by the Corporation from time to time, before their appointment takes effect.
- 9.18 The Corporation must send the Registrar the Directors' personal details within 28 days after they are appointed.

### **Directors' terms of appointment and rotation**

- 9.19 The Directors at the time of registration of the Rule Book shall be known as Registration Directors.
- 9.20 Directors, other than Independent Directors, will be appointed on rotation for a two (2) year term, so that the appointment of half of the Directors expires each year. To implement the rotation system:
- (a) the Registration Directors will only hold office until the first general meeting held after 30 November 2024. Irrespective of whether a general meeting was held in 2024, the Registration Directors must hold a general meeting with director elections on the agenda before 31 March 2025. The Registration Directors will be eligible for re-appointment at the general meeting.
  - (b) at the first AGM (or first general meeting held in 2025 as outlined in rule 9.20(a)) of the Corporation the Member Directors of the Corporation will be appointed as follows;
    - i. half (or in the case of an odd number, a bare majority) of the Member Directors will be appointed for a term of two (2) years or the second AGM whichever is first; and
    - ii. the other Member Directors will be appointed for a term of one (1) year or the first AGM, whichever is first; and
  - (c) at all subsequent AGMs, the appointment of Member Directors will be for a term of two (2) years.
- 9.21 Directors are eligible for re-appointment.

- 9.22 If any of the Directors' terms expire so that there are less than three (3) Directors at any time, those expiring terms are extended until the Members appoint new Directors or reappoint the existing Directors by resolution at the next general meeting or an AGM that occurs after the last Director's appointment has expired.

#### **How to become an officer bearer (for example, Chair, Vice-Chair or Treasurer)**

- 9.23 Office bearers are Directors of the Corporation appointed by the Directors at their first Directors' meeting after the AGM or the first general meeting held after 1 January 2025 (whichever is first).

#### **How to fill casual vacancies**

- 9.24 A casual Director vacancy arises where a person stops being a Director before their term of appointment expires and so the position of that Director becomes vacant.
- 9.25 The Directors can appoint a Member of the Corporation to fill a casual Director vacancy by passing a resolution at a Directors' meeting, provided that person meets the eligibility requirements in rules 9.4, 9.5 and 9.7.
- 9.26 Directors may fill a casual Director vacancy even if the number of Directors is reduced to less than the number specified by rule 9.1.
- 9.27 Before being appointed as a Director, the person must give the Corporation their consent in writing to act as a Director, in the form prescribed by the Corporation from time to time. The Corporation must notify the Registrar of the Director's appointment and personal details within 28 days after they are appointed.
- 9.28 Directors appointed to fill casual vacancies hold office until the next general meeting or AGM at which Directors are appointed.

## **How to stop being a Director**

9.29 A person stops being a Director if:

- (a) the Director passes away;
- (b) the Director resigns in writing;
- (c) the Director's term of appointment expires;
- (d) the Director is removed as a Director by the Members or the other Directors using the procedure outlined in this Rule Book; or
- (e) the Director is disqualified from managing Corporations under the CATSI Act.

9.30 The Corporation must send the Registrar a notice within 28 days after a person stops being a Director.

## **Removal of Director by Members**

9.31 The Corporation may, by resolution of the Members in a general meeting or an AGM, remove a Director from office as follows:

- (a) a notice for a resolution to remove a Director must be given to the Corporation at least 21 days before the general meeting or AGM is held;
- (b) the Corporation must give the Director concerned a copy of the notice as soon as possible; and
- (c) the Director can give the Corporation a written statement and speak at the meeting. Any written statement must be given to everyone entitled to notice of the meeting.

## **Removal of Director by other Directors**

- 9.32 The only ground on which the Directors may remove a Director from office is if they fail to attend three (3) or more consecutive Directors' meetings without a reasonable excuse.
- 9.33 Before removing a Director under rule 9.32, the Directors must give the Director concerned notice in writing stating that:
- (a) the Directors intend to remove the Director concerned from office because that Director has failed to attend three (3) or more consecutive Directors' meetings without a reasonable excuse; and
  - (b) the Director concerned has 14 days to object in writing to the removal.
- 9.34 If a Director does not object, the Directors must remove the Director concerned by resolution and provide the person who has been removed with a copy of the resolution as soon as possible after the resolution has been passed.
- 9.35 If the Director objects, the Directors cannot remove the Director. The Director can only then be removed by resolution passed at a general meeting or an AGM.

## **10. Directors' duties and powers**

### **General duties**

- 10.1 Directors must comply with the duties imposed on Directors under the CATSI Act and the general law, including:
- (a) a duty of care and diligence;
  - (b) a duty of good faith and to act in the best interests of all of the Members of the Corporation and for a proper purpose;
  - (c) a duty to disclose a conflict of interest;
  - (d) a duty not to improperly use position or information to gain advantage or to cause detriment to the Corporation; and
  - (e) a duty to not trade while insolvent.

## **Conflict of interest**

- 10.2 A Director who has, or thinks they may have, a conflict of interest in a Corporation matter must give notice to the other Directors, unless rules 10.3 or 10.4 say otherwise. This includes, but is not limited to, a material personal interest.
- 10.3 The Director does not need to give notice of an interest if the interest:
- (a) arises because the Director is a Member and is held in common with the other Members; or
  - (b) arises in relation to the Director's remuneration as a Director of the Corporation; or
  - (c) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members.
- 10.4 The Director does not need to give notice of an interest if all of the following conditions are satisfied:
- (a) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation; and
  - (b) if a person who was not a Director at the time when the notice under rule 10.2 was given is appointed—the notice is given to that person; and
  - (c) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
  - (d) the Director has given a standing notice of the nature and extent of the interest and the notice is still effective.
- 10.5 While the Corporation is a Registered Native Title Body Corporate, the Director does not need to give notice of a particular interest which they hold as a common law holder of the native title which is held on trust by the Corporation.
- 10.6 The Director must give details of what the interest is and how it relates to the Corporation. These details must be given at a Directors' meeting as soon as possible and must be recorded in the minutes of the meeting.

- 10.7 A Director who has a material personal interest in a matter must not:
- (a) be present at a Directors' meeting while the matter in question is being considered; or
  - (b) vote on the matter,
- unless they have been granted approval by resolution passed by the other Directors (who do not have a conflict of interest) or the Registrar.

### **Powers of Directors**

- 10.8 The business of the Corporation is to be managed by or under the direction of the Directors.
- 10.9 The Directors may exercise all of the powers of the Corporation except any that the CATSI Act or the Rule Book requires the Corporation to exercise in a general meeting or AGM.
- 10.10 Before exercising any power or making any decision in relation to the following the Directors must refer the matter to the Cultural Responsibilities Committee for advice:
- (a) Native Title Decisions;
  - (b) Future acts or other procedural rights under the NTA;
  - (c) Heritage Decisions;
  - (d) Trust Decisions; and
  - (e) Determining the process for making decisions about areas of traditional responsibility within the Determination Area.

### **Delegation of Directors' powers**

- 10.11 The Directors can pass a resolution to delegate any of their powers to:
- (a) another Director;
  - (b) a sub-committee of Directors;
  - (c) an employee of the Corporation;
  - (d) the Cultural Responsibilities Committee; or
  - (e) any other person.

10.12 The delegate must exercise the powers delegated in accordance with any directions of the Directors and the provisions of the Rule Book including those relating to Director's duties.

### **Payments to Directors**

10.13 Directors may be paid remuneration as determined by the Members by resolution at a general meeting.

10.14 Before a resolution to pay Directors' fees is put to a vote the chairperson must provide information to the meeting about the financial position of the Corporation and the impact of the proposed resolution on that financial position.

10.15 Directors may be paid if they are employed by the Corporation, or if they have a contract to provide goods or services to the Corporation (so long as the Director has exercised the duty to disclose a conflict as required by this Rule Book and the payment is fair and reasonable to the Corporation).

10.16 The Corporation may pay the Directors' reasonable travel and other expenses for attending Directors' meetings, general meetings or other meetings to do with Corporation business.

### **Related party benefit**

10.17 If the Corporation wants to give a financial benefit to a Director or other related party (including a spouse, child or parent of a Director) it must comply with Part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the Members.

## **11. Directors Meetings**

11.1 Directors must meet at least every three (3) months.

11.2 All Directors must be given reasonable notice of a Directors' meeting. The notice must state:

- (a) the date, time and place of the meeting;
- (b) the general nature of the business to be conducted at the meeting; and
- (c) any proposed resolutions.

- 11.3 The Directors will usually decide at a meeting when and where the next meeting will be.
- 11.4 One or more Directors can call a meeting by giving reasonable notice to all the other Directors.

### **Quorum for Directors' meetings**

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

### **Using technology**

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

### **Directors' resolutions**

- 11.7 A resolution of the Directors must be passed by a majority vote by Directors entitled to vote on the resolution.
- 11.8 Each Director has one (1) vote. Directors vote on a resolution by a show of hands unless a majority of Directors agree that a vote be conducted by poll.
- 11.9 Directors can pass a resolution without a Directors' meeting if all Directors sign a statement saying that they are in favour of the resolution set out in that statement. A resolution made under this rule is passed when the last Director signs. A resolution passed in this way outside of a meeting must be recorded in the Corporation's minute books.

## **12. Cultural Responsibilities Committee**

### **Establishment and Membership of Cultural Responsibilities Committee**

- 12.1 The Corporation must establish a Cultural Responsibilities Committee (**Committee**) by 31 January 2025.
- 12.2 Committee members must be Members of the Corporation.
- 12.3 Committee members must not be directors of the Corporation.

- 12.4 The Committee shall be made up of:
- (a) four (4) members nominated and elected by Members of the Mayi Membership Class at a general meeting or AGM; and
  - (b) four (4) members nominated and elected by Members of the Mitakoodi Membership Class at a general meeting or AGM.
- 12.5 Committee members must satisfy the Corporation's Committee member Eligibility Criteria as agreed by the Corporation from time to time.
- 12.6 Persons nominated to the Cultural Responsibilities Committee must accept their nomination before they are appointed to the Committee. Acceptance of the nomination can be done in writing or verbally in attendance at the meeting that they are appointed at.
- 12.7 Committee members can only be nominated by Members of the Membership Class who they are nominated to represent.
- 12.8 Except for appointments under rules 12.9 and 12.10, Committee appointments can only be made at a general meeting or AGM if the intention to do so has been notified on the meeting agenda.
- 12.9 If the first general meeting or AGM held by the Corporation did not include Committee appointments in the meeting notice, the Corporation may request each Membership Class to submit four nominations to the Board to allow the Committee to be established in accordance with rule 12.10.
- 12.10 Before appointing the Committee members under rule 12.9, the board must have the endorsement of a nominated director from the Mitakoodi Membership Class to confirm appointments for the Mitakoodi Membership Class and a director from the Mayi Membership Class to confirm appointments for the Mayi Membership Class.
- 12.11 The Committee members appointed using rules 12.9 and 12.10, must be endorsed at the first general meeting held in 2025 or they cease to be Committee members. Following this interim appointment, the Committee appointments will be set in accordance with rule 12.8.

12.12 Committee members will be appointed on rotation for a two (2) year term so that the appointment of half of the Committee members expires each year. To implement the rotation:

- (a) At the first general meeting or AGM of the Corporation held in 2025 (and must be before 31 March 2025):
  - i. two (2) members nominated by Members of the Mitakoodi Membership Class and two (2) members nominated by the Mayi Membership Class will be appointed for a term of two (2) years (or the second AGM, whichever is first); and
  - ii. two (2) members nominated by Members of the Mitakoodi Membership Class and two (2) members nominated by Members of the Mayi Membership Class will be appointed for a term of one (1) year (or the first AGM, whichever is first).
- (b) At all subsequent AGMs the appointment of Committee members will be for a term of two (2) years.

12.13 Committee members are eligible for re-appointment.

12.14 If any of the Committee members' terms expire prior to the next AGM, those expiring terms are extended until the next AGM after the expiration of their term.

### **How to fill casual vacancies**

12.15 A casual Committee member vacancy arises where a person ceases to be a Committee member before their term of appointment expires and so the position of that Committee member becomes vacant.

12.16 The remaining Committee members from the Membership Class in which the casual vacancy arises can fill the casual vacancy by appointing a casual Committee member from within their Membership Class, so long as that person satisfies the Committee member Eligibility Criteria.

12.17 The casual Committee member shall remain on the Committee only until such time as the next general meeting or AGM where Committee members are appointed.

## **Role, powers and functions of Cultural Responsibilities Committee**

12.18 The Cultural Responsibilities Committee may perform any role or function given to it under these Rules, or as agreed by the Members at a general meeting or AGM.

12.19 The Mayi nominated members of the Cultural Responsibilities Committee may call a meeting of the Mayi Membership Class to be held immediately prior to a general meeting or AGM.

12.20 The Mitakoodi nominated members of the Cultural Responsibilities Committee may call a meeting of the Mitakoodi Membership Class to be held immediately prior to a general meeting or AGM.

12.21 The Committee provides advice and guidance to the Directors on matters relating to:

- (a) Native Title Decisions;
- (b) Future acts or other procedural rights under the NTA;
- (c) Heritage Decisions;
- (d) Trust Decisions; and
- (e) Membership decisions and disputes.

12.22 It will be a function of the Committee that it guide the process for making decisions about areas of traditional responsibility within the Determination Area.

## **Meetings of the Cultural Responsibilities Committee**

12.23 The Committee must meet at least once every three (3) months.

12.24 All Committee members must be given reasonable notice of a Committee meeting. The notice must state:

- (a) the date, time and place of the meeting;
- (b) the general nature of the business to be conducted at the meeting; and
- (c) any proposed resolutions.

12.25 The Committee members will usually decide at a meeting when and where the next meeting will be.

12.26 The Directors can call a meeting of the Committee by giving reasonable notice to all members of the Committee.

### **Quorum for Committee meetings**

12.27 The quorum for a meeting of the Committee is two members from each Membership Class and the quorum must be present at all times during the meeting.

### **Using technology**

12.28 Meetings of the Committee can be held at more than one place using any technology that is reasonably available, as long as all Committee members agree to it.

### **Payment of Committee Members**

12.29 Committee members may be paid remuneration as determined by the Members of the Corporation by resolution at a general meeting.

12.30 Before a resolution to pay Committee members' fees is put to a vote the chairperson must provide information to the meeting about the financial position of the Corporation and the impact of the proposed resolution on that financial position.

### **Cultural Responsibilities Committee Administration**

12.31 The Committee may appoint a member or members of the Committee to be responsible for correspondence and other communications, notices and minute taking and shall notify the chairperson or the contact person or secretary for the Corporation of the members appointed. The Cultural Responsibilities Committee may also, with the approval of the Directors, obtain the assistance of the Corporation secretary, contact person, chairperson or other Corporation staff in these tasks.

### **Ceasing to be a Committee Member**

12.32 A person stops being a Committee member if:

- (a) the Committee member passes away;
- (b) the Committee member resigns in writing;
- (c) the Committee member's term of appointment expires; or
- (d) the Committee member is removed as a Committee member using the procedure outlined in this Rule Book.

### *Failure to attend meetings*

- 12.33 A Committee member may only be removed by the other Committee members of their Membership Class (the **Associated Committee Members**) if they fail to attend three (3) or more consecutive Committee meetings without a reasonable excuse.
- 12.34 Before removing a Committee member under rule 12.29, the Committee member concerned must be given a notice in writing stating that:
- (a) the Committee member has failed to attend three (3) or more consecutive Committee meetings without a reasonable excuse;
  - (b) the Associated Committee Members intend to remove the Committee member; and
  - (c) the Committee member concerned has 14 days to object in writing to the removal.
- 12.35 If the Committee member does not object, the Associated Committee Members may pass a resolution by consensus at the next Committee meeting removing the Committee member. The Committee member concerned must be notified of the outcome of the decision and provided with a copy of the resolution as soon as possible after the resolution has been considered.
- 12.36 If the Committee member objects, or the Associated Committee Members do not pass a resolution by consensus pursuant to rule 12.31, the Associated Committee Members may propose a resolution for consideration by the Membership Class which nominated and voted for that Committee member at a general meeting and must table a copy of the notice and objection for consideration at the same time as the proposed resolution. The Committee member concerned must be notified of the outcome of the decision and provided with a copy of the resolution as soon as possible after the resolution has been considered.

## **13. Contact person or secretary**

- 13.1 A contact person or secretary for the Corporation will be appointed by resolution of the Directors.
- 13.2 The contact person or secretary must be at least 18 years old.
- 13.3 The Directors decide the contact person or secretary's pay and terms and conditions of employment, if any.

- 13.4 The contact person or secretary must pass on any correspondence received to at least two (2) of the Directors within 14 days, or otherwise pass it on in accordance with a process determined by the Directors.
- 13.5 The contact person or secretary must give the Corporation their consent in writing to become a contact person or secretary before the appointment takes effect.
- 13.6 The Corporation must send the Registrar the contact person or secretary's details within 28 days after they are appointed.

## **14. Execution of documents**

- 14.1 The Corporation may have a common seal.
- 14.2 If the Corporation does have a common seal:
- (a) the Corporation must set out on it the Corporation's name and ICN;
  - (b) 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.
- 14.3 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.
- 14.4 The Corporation may execute a document without using a common seal if the document is signed by:
- (a) two (2) Directors of the Corporation; or
  - (b) a Director and a Corporation secretary (if any) of the Corporation;
- 14.5 If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
- (a) two (2) Directors of the Corporation; or
  - (b) a Director and a Corporation secretary of the Corporation;

14.6 The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 14.4 or 14.5.

14.7 Rule 14 does not limit the ways in which the Corporation may execute a document (including a deed).

## **15. Records**

15.1 The Corporation must keep at the Corporation's document access address or registered office (where relevant):

- (a) minutes and resolutions of general meetings and AGMs;
- (b) minutes and resolutions of Directors meetings;
- (c) minutes and resolutions of Cultural Responsibilities Committee meetings;
- (d) resolutions passed by the Directors without a meeting;
- (e) an up to date copy of the Rule Book (constitution);
- (f) the Register of Members and former Members; and
- (g) the names and addresses of Directors, officers and the contact person or secretary;
- (h) records of Native Title Decisions in accordance with Rule 5.3.

15.2 The Directors, or the Corporation by a resolution passed at a general meeting, may authorise a Member to inspect the records of the Corporation.

## **16. Finances**

- 16.1 Subject to the CATSI Act and these Rules, the money and property of the Corporation not subject to any special trust can be used by the Directors only to carry out the business of the Corporation.
- 16.2 Subject to the CATSI Act and the Rules, no portion of the funds and property of the Corporation may be paid or distributed to any Member of the Corporation.
- 16.3 Nothing in rule 16.2 is intended to prevent:
- (a) the payment in good faith of reasonable wages to a Member or Director who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member or Director as an employee); or
  - (b) reasonable payment in good faith to a Member or Director for a contract for goods or services provided by that Member or Director (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).
- 16.4 All funds or property of the Corporation received on trust or otherwise on terms that require it to be accounted for in a particular way shall be applied in accordance with the terms of that trust or other terms.
- 16.5 The Corporation must keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) would enable true and fair financial reports to be prepared and audited.
- 16.6 The financial records referred to in rule 16.5 must be retained for seven (7) years after the transactions covered by the records are completed.

## **17. Auditor**

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

## **18. Annual reporting**

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

## **19. Dispute resolution process**

- 19.1 The dispute resolution process sets out the steps which must be taken to try and resolve any disagreement or dispute about the affairs of the Corporation or how the CATSI Act or this Rule Book applies including disputes which arise between:

- (a) Members;
- (b) Members and Directors;
- (c) Members and the Cultural Responsibilities Committee;
- (d) Directors and the Cultural Responsibilities Committee; and
- (e) Directors.

- 19.2 If a dispute arises, the parties must first try to resolve it themselves on an informal basis, in good faith, having regard to the objects of the Corporation.

- 19.3 If the dispute is not resolved within 20 business days, any party may give a dispute notice to the Directors and any other party to the dispute. The notice must be in writing and say what the dispute is about.

- 19.4 The Directors or any of the dispute parties may ask the Registrar for assistance.

- 19.5 Subject to Rule 19.6, the Directors must help the parties resolve the dispute. The Directors may:

- (a) directly assist the parties to resolve their dispute;
- (b) refer the dispute to the Cultural Responsibilities Committee for advice;
- (c) seek assistance from the Registrar;
- (d) refer the parties to an independent person to mediate the dispute. The Directors must require a mediation report be provided to the Directors and the dispute parties within 14 days of the completion of the mediation, setting out the outcomes of the mediation.

19.6 If the dispute cannot be resolved by the Directors within two (2) months of it being referred to them or if the Directors are a dispute party, then the dispute must be referred to the next general meeting or AGM. When passing a resolution about a dispute, the Members in the general meeting or AGM are subject to the CATSI Act and these Rules.

## **20. Dispute resolution for non-members**

20.1 The dispute resolution process set out at rule 18.1 also applies to disputes between the Corporation and a person who is or who claims to be a Native Title Holder whether or not they are a Member, but only if the dispute is in relation to:

- (a) whether or not the person is a Native Title Holder; or
- (b) the Corporation's performance of its functions under Native Title Legislation.

## **21. Changing the Rule Book**

21.1 The Rule Book can be changed by the Members passing a Special Resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.

21.2 Within 28 days after the resolution is passed, the Corporation must send the Registrar copies of the:

- (a) Rule Book changes; and
- (b) the Special Resolution; and
- (c) minutes of the meeting.

21.3 The changes do not take effect until the new rule book is registered by the Registrar.

## **22. Notices**

### **General**

- 22.1 Unless the CATSI Act or these Rules otherwise require, notices must be given in writing.
- 22.2 Notices of Directors meetings or meetings of the Cultural Responsibilities Committee can be given in writing, by email, at a meeting of the Directors or Cultural Responsibilities Committee, by telephone or orally if all the Directors, and in the case of the Cultural Responsibilities Committee all Committee Members, agree to notice being given in that way.

### **How a notice to a Member may be given**

- 22.3 Unless the CATSI 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; or
  - (d) sent by email to the Member's current email address (if the Member has nominated one).

### **When notice is taken to be given**

- 22.4 Unless the CATSI Act or these Rules require otherwise, if a notice or communication:
- (a) is given by post, it is taken to have been given five (5) days after posting;
  - (b) is given by email, is taken to be given on the Business Day after it is sent;
  - (c) is given after 5:00pm in the place of receipt or on a weekend or public holiday, it taken to be given at 9:00am on the next business day.

## 23. Winding up

- 23.1 Subject to the requirements of Division 6 of Part 2 of the Native Title Act, the Corporation may be wound up by its Members in accordance with the relevant sections of the CATSI Act and this rule.
- 23.2 The Corporation may be dissolved by a Special Resolution of the Members voting at a general meeting specially convened for that purpose and of which not less than 21 days' notice has been given.
- 23.3 The resolution of dissolution must specify a Prescribed Body Corporate (the **new PBC**) that will replace the Corporation for the purpose of carrying out its functions as a RNTBC as prescribed by the Native Title Act and the PBC Regulations.
- 23.4 If the Corporation is wound up, all debts, liabilities and costs of winding up must be paid first. If there are any assets left over, Members of the Corporation can pass a Special Resolution distributing those surplus assets to the new PBC so long as the new PBC:
- (a) has objects which are similar to the principal objects of the Corporation as set out in rule 3;
  - (b) has a constitution which requires its income and property to be applied in promoting its objects;
  - (c) has a constitution which prohibits it from paying or distributing its income and property amongst its Members; and
  - (d) is a public benevolent institution for the purposes of any taxation law of the Commonwealth.
- 23.5 Surplus assets of the Corporation cannot be given to any Member or any person to be held on trust for any Member.

# Schedule 1 – Interpretation and Dictionary

## Interpretation

In this Rule Book:

- (a) words in the singular include the plural and vice versa;
- (b) the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
- (c) a reference to legislation or regulation, or to a provision thereof, is to be read as a reference to that legislation or regulation as amended, re-enacted or replaced for the time being, or to a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- (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 CATSI Act and used, but not defined, in this Rule Book has the same meaning given to it in the CATSI Act; and
- (f) inconsistency with the CATSI Act is to be resolved in favour of the CATSI Act.

## Dictionary

**AGM** means an annual general meeting of the Members under the provisions of the Rule Book.

**Apical Ancestor** means the following deceased Aboriginal People: Minnie; Thomas ‘Tiger’ Mitchell; Dinah; Topsy; Sophie and Billy Chisholm.

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

**CATSI Act** means the Corporations (*Aboriginal and Torres Strait Islander*) Act 2006 (Cth).

**Cultural Heritage** means an area or object that is of significance to the native title holders in accordance with their traditional law and customs.

**Committee member Eligibility Criteria** means the policy put in place by the Corporation from time to time which set outs the eligibility requirements for members of the Cultural Responsibilities Committee.

**Common Law Holders** has the same meaning as Native Title Holders.

**Compensation Application** means an application pursuant to sections 50(2) and 61 of the Native Title Act.

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

**Determination of Native Title** and **Determination** means a determination of native title made by the Federal Court in relation to the native title determination application Mitakoodi and Mayi People #5 QUD556/2015.

**Director** means a person appointed to perform the duties of a Director of the Corporation and includes both an Independent Director and a Member Director.

**Directors** means the Corporation's Board of Directors.

**Future act** has the meaning given to it in the Native Title Act.

**Heritage Decision** means any decision in relation to the management or protection of Cultural Heritage and includes decisions to enter into agreements or undertake any other measures for the protection of Cultural Heritage and decisions about the recording of Cultural Heritage information.

**Independent Director** means a non-Member Director appointed under rule 9.

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

**Membership Class** has the meaning given to it in rule 6.1.

**National Native Title Register** means the register established and maintained under part 8 of the Native Title Act.

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

**Native Title Decision** has the same meaning as in regulation 3 of the PBC Regulations, which at the time of incorporation means a decision:

- (a) to surrender native title rights and interests in relation to land or waters; or
- (b) to enter an indigenous land use agreement under Subdivision B, C or D of Division 3 of Part 2 of the NTA or an agreement under Subdivision P (right to negotiate) of that Division; or
- (c) to allow a person who is not a common law holder, or a class of persons who are not common law holders, to become Members; or
- (d) to include one or more consultation processes in this Rule Book; or
- (e) to do, or to agree to, any act that would otherwise affect the native title rights or interests of the common law holders (other than a decision to make a compensation application).

**Native Title Holders** means the persons determined by the Federal Court as holding the common or group rights and interests comprising native title in the Determination, being those Aboriginal people who:

- (a) principally identify as Mitakoodi and Mayi People and as belonging to the traditional country of their Mitakoodi and Mayi forebears;
- (b) are recognised by other Mitakoodi and Mayi People as the biological descendants of deceased Mitakoodi and Mayi People; and
- (c) are the descendants of the following deceased Aboriginal People: Minnie; Thomas 'Tiger' Mitchell; Dinah; Topsy; Sophie and Billy Chisholm.

**Native Title Legislation** has the same meaning as in section 700-1 of the CATSI Act.

**Native Title Rights and Interests** has the same meaning as in the Native Title Act.

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

**Prescribed Body Corporate** or **PBC** has the same meaning as in regulations 3 and 4 of the PBC Regulations.

**Register of Former Members** means the register of Former Members kept in accordance with this Rule Book.

**Register of Members** means the Register of Members kept in accordance with this Rule Book.

**Registered Native Title Body Corporate** or **RNTBC** has the same meaning as in section 253 of the Native Title Act.

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

**Rule Book** means these rules which govern the activities of the Corporation.

**Special Resolution** means a resolution described as such passed at a general meeting of the Members with a majority of three quarters (3/4) of the votes that are cast by the Members entitled to vote on the resolution present.

**Trust Decision** means any decision in relation to the establishment, termination or management of any Trust Funds established for the benefit of the Native Title Holders.

## Schedule 2 – Membership Application Form

### Mitakoodi and Mayi People Native Title Aboriginal Corporation RNTBC (ICN: 10313)

**Note: Eligibility for membership (see rule 6.3)**

To apply to be a Member of the Corporation you must be over the age of 18 and:

- (a) principally identify as a Mitakoodi and Mayi Person and as belonging to the traditional country of the Mitakoodi and Mayi forebears;
- (b) be recognised by other Mitakoodi and Mayi People as the biological descendant of deceased Mitakoodi and Mayi People; and
- (c) be descended from one of the following deceased Aboriginal People:
  - (i) Minnie;
  - (ii) Thomas ‘Tiger’ Mitchell;
  - (iii) Dinah;
  - (iv) Topsy;
  - (v) Sophie; and
  - (vi) Billy Chisholm.

Rule 6.3 also provides that a Native Title Holder who has been removed as a Member for misbehaviour in the last two (2) years may also not be eligible for membership for up to two (2) years, in some circumstances.

### **Personal Details**

<b>First name:</b>	
<b>Surname:</b>	
<b>Other known names:</b>	
<b>Date of birth:</b>	
<b>Postal address:</b>	
<b>Email:</b>	
<b>Telephone:</b>	

## **Membership Class**

Please tick the class of membership that you are applying for based on your principal identification (choose one only):

- Mitakoodi
- Mayi

## **Family Details**

Please tick the Apical Ancestor(s) who you descend from:

- Minnie
- Thomas 'Tiger' Mitchell
- Dinah
- Topsy
- Sophie
- Billy Chisholm

Please list your parents' names: \_\_\_\_\_

\_\_\_\_\_

Please list your grandparents' names from your Mitakoodi/Mayi side (if you know):

\_\_\_\_\_

\_\_\_\_\_

Please list your great-grandparents' names from your Mitakoodi/Mayi side (if you know):

\_\_\_\_\_

\_\_\_\_\_

## **Reference**

Please provide the name and contact details of a Mitakoodi or Mayi Elder or member of the Corporation who can be contacted by the Corporation to confirm your eligibility for membership:

<b>Name</b>	
<b>Contact details</b>	

## **Signature and declaration**

I hereby apply for membership of the Mitakoodi and Mayi People Native Title Aboriginal Corporation and declare that the information provided above is true and correct, and that I am eligible for membership:

**Signature of applicant**

.....

**Date**

.....

---

### **Corporation use only**

Application received	Date:
Application considered by Cultural Responsibilities Committee	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new member's details added to register of members	Date:
Applicant notified of directors' decision	Date: