

# The Rule Book of First People of the Millewa-Mallee Aboriginal Corporation (ICN 8264)



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

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## 1. Name

The name of the corporation is First People of the Millewa-Mallee Aboriginal Corporation.

## 2. Interpretation

Any undefined terms in this Rule Book have the same meaning as those terms in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

### 2.1 Dictionary

**Affected Native Title Holders** means the Native Title Holders whose native title rights and interests are affected by a proposed native title decision.

**Books** has the same meaning as that term in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

**Business days** means Monday, Tuesday, Wednesday, Thursday and Friday, and does not include any of these days when they are a public holiday.

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

**Certificate in relation to consultation and consent** means a certificate prepared in accordance with regulation 9 of the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (**PBC regulations**).

**Compensation application** means an application to the Federal Court for compensation under sections 50(2) and 61 of the *Native Title Act 1993* (**Native Title Act**).

**Corporation** means First People of the Millewa-Mallee Aboriginal Corporation.

**Determination** means a native title determination made by the Federal Court for the determination area.

**Determination area** means the area in which the Native Title Holders' native title rights and interests have been determined to exist.

**Director ID** means a director identification number provided under section 308-5 of the CATSI Act.

**Elders Council** means the Elders Council referred to in rule 9.

**Grantee party** means the person who has requested or applied for the doing of an act by the commonwealth, a state or a territory under section 29(2)(c) of the Native Title Act.

**High level decision** means a decision to:

- surrender native title rights and interests in relation to land or waters
- enter into an ILUA or a right to negotiate agreement
- allow a person who is not a Native Title Holder to be a member of the corporation, or
- adopt one or more processes for consulting Native Title Holders in the corporation's rule book.

**ILUA** means an Indigenous land use agreement in relation to the land or waters of all or part of a determination area.

**Language Groups** means the Latji Latji, Ngintait and Nyeri Nyeri groups.

**Low level decision** means a native title decision that is not a high-level decision.

**Member Director** means a director appointed under rule 7.5, who is a Native Title Holder for the determination area and a member of the corporation.

**Members** means those Native Title Holders whose names appear on the Register of Members.

**Native Title Act** means the *Native Title Act 1993*.

**Native title claim group** means the people listed in schedule 5.

**Native title decision** means a decision to

- surrender native title rights and interests in relation to land or waters
- enter into an ILUA or a right to negotiate agreement
- allow a person who is not a Native Title Holder to be a member of the corporation
- adopt one or more alternative consultation processes in the registered native title body corporate's rule book, or
- do, or agree to, any other act that would affect the native title rights or interests of the Native Title Holders (other than a decision to make a compensation application).

**Native Title Holders** means the persons determined by the Federal Court of Australia as the Native Title Holders for the determination area, set out at Schedule 5.

**Native title representative body (NTRB)/native title service provider (NTSP)** means a native title representative body or a native title service provider appointed to perform the functions of a native title representative body under the Native Title Act.

**Prescribed body corporate (PBC)** means a corporation that is registered under the CATSI Act for the purpose of being the subject of a determination of the Federal Court under section 56 or section 57 of the Native Title Act.

**Procedural rights** means a right under the Native Title Act in relation to an act, which is:

- a right to be notified of the act
- a right to object to the act or
- any other right that is available as part of the procedures that are to be followed when it is proposed to do the act.

**Registered native title body corporate (RNTBC)** means a prescribed body corporate that has been registered with the National Native Title Tribunal in relation to a determination.

**Register of Members** is a Register of members and former members established in accordance with rule 5.

**Registrar** means the Registrar of Aboriginal and Torres Strait Islander Corporations.

**Right-to-negotiate agreement** means an agreement made under section 31 of the Native Title Act in relation to the land or water subject to the whole or part of a determination area.

**Schedule** means a schedule to this constitution unless otherwise identified.

**Special Resolution** means a resolution passed at a general meeting, where the resolution was stated in the notice of the meeting and was passed by at least 75% of the votes cast by members entitled to vote on the resolution.

**Specified person** means:

- if the compensation application relates to an entire determination area, all of the Native Title Holders included in a determination about which a compensation application is made, or
- if the compensation application relates to the native title rights and interests of certain classes of Native Title Holders identified in a determination, only those classes of Native Title Holders.

**Standing instructions decision** means a native title decision that is:

- a low level decision; or
- a decision to enter an ILUA under Subdivision B, C or D of Division 3 of Part 2 of the Native Title Act so something can be done by or for the corporation, or
- a decision to form an agreement under Subdivision P of Division 3 of the Native Title Act if the corporation is the only Grantee Party.

### **3. Objectives**

The objectives of the corporation are to foster unity and assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering, and misfortune, among the Native Title Holders through the process of supporting their cultural, social, political, economic and legal interests. The business and governance of the corporation is guided and informed by the culture and customs of the Native Title Holders.

The corporation will seek to achieve its objectives through activities such as:

- recognising the Native Title Holders as the traditional owners of the determination area
- protecting, preserving and celebrating the traditions, laws, languages, special knowledge, culture and customs of the Native Title Holders
- ensuring that local areas of importance to the Native Title Holders are respected and that the history of those areas is preserved and promoted
- providing services and facilities to support culture, education, training, employment, health care, transport, communication and land maintenance
- acquiring land and water through native title claims, purchases and other such activities
- holding, maintaining and using land vested in or transferred to it through other land rights regimes
- seeking investment and commercial opportunities
- before determination, carrying out the functions of a prescribed body corporate
- becoming a registered native title body corporate to act as agent for the common law holders in relation to the determination(s).

### **4. Powers of the corporation**

Subject to these rules, the CATSI Act, Native Title Act and their regulations, the corporation has the power to do all things lawful to carry out its objectives.

### **5. Members**

#### **5.1 Membership model**

The corporation will have a direct representation membership model. Every individual person who meets the eligibility criteria can apply and become a Member.

## 5.2 Membership eligibility

Before the determination is made, a person is eligible to be a Member of the corporation if the person is:

- at least 18 years old, and
- a member of the native title claim group (see schedule 5)

After the determination is made, a person is eligible to be a Member of the corporation if the person is:

- at least 18 years old, and
- a Native Title Holder.

## 5.3 How to become a member

A person applies in writing using the application for membership form at schedule 1 of this rule book.

A person must be eligible under **rule 5.2**.

The directors must consider all applications for membership within a reasonable period after they are received.

The directors must, by resolution at a directors' meeting, accept a membership application if the applicant:

- applies for membership in the required manner, and
- meets the eligibility for membership requirements under **rule 5.2**.

If the directors accept the application, the corporation must enter the person on the Register of Members. This must be done within 14 days of the directors accepting the application. The person does not become a Member until the corporation enters the person on the Register of Members.

If the directors do not accept the application, the corporation must notify the applicant in writing of the decision and the reasons for it. This must be done within 14 days of the directors' decision.

If a person applies for membership after a notice has been given for the holding of a general meeting, including an AGM, and the meeting has not been held at the time the directors consider the person's application for membership, the corporation must wait until after the general meeting has been held before adding the person to the Register of Members.

## **5.4 Members' rights**

A Member can:

- attend, speak and vote at general meetings
- be made a director (if the Member is eligible to become a director—see **rule 7.3** on eligibility of directors)
- put forward resolutions at general meetings, including under **rule 6.6**
- ask the directors to call a general meeting under **rule 6.3**
- look at the Register of Members free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy free of charge
- raise a dispute and have a dispute dealt with using **rule 21**
- look at the books of the corporation if the directors have authorised it or the Members pass a resolution at a members' meeting.

## **5.5 Members' responsibilities**

A Member must:

- follow the corporation's rules
- let the corporation know within 28 days if they change their address or other contact details
- treat other Members and Native Title Holders with respect
- comply with any code of conduct or policy adopted by the corporation, including any traditional law and custom of the Native Title Holders described in that document
- not behave in a way that significantly interferes with the operation of the corporation or its meetings
- make their best efforts to attend general meetings (including AGMs) (or give their apologies) and actively participate in the governance and business of the corporation.

## **5.6 Members not to make public comment**

No Member may make any public statement on behalf of the corporation except in accordance with any policy or procedures approved by the directors.

## **5.7 No membership fee**

The Members are not required to pay fees to join or for ongoing membership of the corporation.

## **5.8 Liability of members**

The Members do not have to pay the corporation's debts if the corporation is wound up.



## 5.9 How to stop being a member

A person may stop being a Member because:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with **rule 5.10** or **5.11**.

Within 14 days of one of these things happening, the corporation must:

- remove the person's name and address from the Register of Members
- put the person's name, address and the date they stopped being a Member on the register of former members.

The person stops being a Member when their name is removed from the Register of Members as a current member of the corporation.

## 5.10 Cancelling membership

A person's membership can be cancelled by Members passing a Special Resolution at a general meeting if the Member:

- cannot be contacted for 2 years; or
- is not an Aboriginal or Torres Strait Islander person; or
- misbehaves (has behaved in a manner that significantly interfered with the operation of the corporation or of corporation meetings).

The directors must give the member notice of the cancellation of membership at the member's last known postal and email address as soon as possible after the resolution is passed.

## 5.11 Directors limited right to cancel membership

If a Member is not, or stops being, eligible for membership as set out in **rule 5.2**, the Member's membership can be cancelled by the directors passing a resolution at a directors' meeting.

To do this, the directors must:

- write to the Member to tell them:
  - the directors are going to cancel their membership
  - they have 14 days to object to the planned cancellation
  - if the Member objects, they must write to the corporation to say so
- allow the Member 14 days to object in writing to the intended cancellation.

**If the Member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting. Then they must give the former Member a copy of the resolution.

**If the Member objects**, the directors cannot cancel the membership. The membership can only be cancelled by Members passing a resolution at a general meeting.

Before the directors try to remove a Member under this rule, they must take reasonable steps to make sure the Member is not, or has stopped being, eligible under **rule 5.2**.

## **5.12 The register of members and former members**

The register) must contain:

- the names and addresses of Members and former members
- the date when each person's name was added to the register
- for former members, the date when the person stopped being a Member.

The Register of Members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The Register of Members must be made available at the AGM.

## **6. General meetings and AGMs (members' meetings)**

### **6.1 AGM timing**

An AGM must be held before the end of November each year unless the Registrar provides an exemption from holding the meeting or extends the period within which the corporation is required to hold it.

### **6.2 AGM business**

AGM business includes:

- checking the Register of Members
- consideration of the reports that under chapter 7 of the CATSI Act are required to be laid before the AGM
- confirming the minutes of the previous general meeting
- asking questions about how the corporation is managed
- electing directors (if required)
- choosing an auditor (if required) and agreeing on their fee
- providing members with the agenda/s of any additional directors' meeting/s and giving them a reasonable opportunity to ask questions about the reasons for the additional directors' meeting/s in accordance with **rule 7.17**

- providing members with a reasonable opportunity to ask the auditor, or the auditor's representative questions relevant to:
  - (a) the conduct of the audit
  - (b) the preparation and content of the auditor's report
  - (c) the accounting policies adopted by the corporation in the preparation of the financial statements
  - (d) the independence of the auditor in relation to the conduct of the audit.

### 6.3 Calling general meetings

The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by a circulating resolution.

The required number of Members can request the directors to call a general meeting.

<b>Number of Members in corporation</b>	<b>Number of Members required to ask for a general meeting</b>
2 to 10 members	= 1 member
11 to 29 members	= 3 members
30 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The Members' request must:

- be in writing
- state any resolutions to be proposed at the meeting—see **rule 6.6**
- be signed by the Members making the request
- nominate a Member to be the contact Member on behalf of the Members making the request
- be given to the corporation.

Within 21 days of receiving the request, the directors must either call the meeting or apply to the Registrar to deny the request.

#### 6.3.1 Directors agree to the request

If the directors agree to the Members' request, they must call the general meeting within 21 days of receiving it.

### **6.3.2 Directors apply to the Registrar to deny the request**

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the Members as a whole,

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

The directors' application to the Registrar to deny the Members' request must:

- be in writing
- set out the reasons why the directors have decided that:
  - the request is frivolous or unreasonable, or
  - complying with the request would be contrary to the interests of the Members as a whole
- be made within 21 days after the Members' request for a meeting was made.

The directors must give notice to the contact Member that they have applied to the Registrar to deny the request.

## **6.4 General meeting business**

General meeting business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of the meeting.

## **6.5 Notice for general meetings and AGMs**

At least 21 days' notice must be given.

The notice must be given to:

- each Member individually
- the directors
- the contact person or secretary
- the auditor (if the corporation has one).

The notice for each general meeting must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a Special Resolution is being proposed, the exact wording of it
- if technology may be used to attend the meeting from other places
- if a Member may appoint a proxy.

Notices must be given to each Member individually. This can be done by sending by post to their address, email or social media. In addition to individual notice a corporation can also give notice in a manner that follows Aboriginal or Torres Strait Islander custom.

A notice of meeting:

- sent by post is taken to be given 3 days after it is posted
- sent by electronic means is taken to be given on the Business Day after it is sent.

## **6.6 Members' resolutions**

The required number of Members can propose a resolution by giving 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 29 members	= 3 members
30 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The notice must set out the resolution in writing and must be signed by the Members proposing it.

The corporation must give notice of the resolution to all people entitled to it in the same way as **rule 6.5**.

The corporation must consider the resolution at the next general meeting that is being held more than 28 days after the notice from the Members has been given to the corporation.

## **6.7 Quorum at general meetings and AGMs**

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
2 to 29 members	= 2 members
30 to 99 members	= 10 per cent of members
100 members or more	= 10 members

The quorum must be present during the whole meeting.

If there is no quorum after one hour from the time the meeting was scheduled to start, the meeting is adjourned until the next week at the same time and at the same place, unless the directors specify otherwise.

If the meeting is adjourned, the directors must take reasonable steps to inform Members of the adjournment and details of the adjourned meeting.

If there is still no quorum at the adjourned meeting, the meeting is cancelled.

### **6.7.1 How to count the quorum**

To work out if there is a quorum:

- count each Member present at the meeting (if a Member also holds a proxy, that Member is only counted once)
- if a Member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them
- if a Member has appointed one or more proxies and the Member is also present at the meeting, do not count the Member's proxy holders.

### **6.8 Postponing a general meeting or AGM**

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so.

The exceptional reasons which allow directors to postpone a general meeting or AGM include:

- The death of a Native Title Holder
- A natural disaster
- A public health emergency

The directors may postpone the meeting by passing a resolution in a directors' meeting.

A postponed meeting must be held within 60 days of the date that the meeting was due to occur, unless the reason for the postponement is likely to affect the postponed meeting, in which case the postponed meeting must be held within a reasonable period after the date the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each Member a notice of the postponed meeting setting the new date, time and place.

### **6.9 Chairing general meetings and AGMs**

The chairperson (if there is one) of the corporation will chair general meetings. If the chairperson is not available or there isn't one, the Members must elect someone to chair the meeting.

### **6.10 Using technology at general meetings and AGMs**

General meetings and AGMs can be held at more than one place using any technology that gives Members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

## **6.11 Voting at general meetings and AGMs**

Each Member has one vote.

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

A resolution is decided by majority on a show of hands unless a poll is demanded under **rule 6.12**. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

The chairperson declares the results of the vote, on a show of hands or when a poll is demanded.

## **6.12 Demanding a formal count (i.e. a poll)**

Either the chairperson or any Member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by a majority on a show of hands.

A poll demanded on any matter must be taken immediately. A poll will be taken by allowing all Members to cast a confidential vote.

## **6.13 Proxies at general meetings and AGMs**

Members can appoint another Member as their proxy to attend a meeting and vote for them using a proxy appointment form at Schedule 4—Appointment of a proxy.

A proxy appointment form must contain the Member's name and address, the corporation's name, the proxy's name, the meeting that the proxy is to attend, and the Member's signature.

A person appointed by a Member as their attorney under a power of attorney may not give a proxy to another Member or person to attend meetings and vote for them.

The corporation must receive a completed appointment proxy form before the meeting commences for the proxy to be able to attend the meeting and vote.

A person must not be a proxy for more than two Members.

## **6.14 Other people at general meetings and AGMs**

The Members voting as a group may allow any person (excluding a person with power of attorney) other than a corporation director, Member, proxy or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

## **6.15 Auditor's right to be heard at a general meeting**

If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.

The auditor is entitled to be heard at the meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.

The auditor is entitled to be heard even if:

- the auditor retires at the meeting, or
- that meeting passes a resolution to remove the auditor from office.

The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

## **7. Directors**

### **7.1 Role of directors**

- (a) The board of directors is responsible for the overall governance and strategic direction of the corporation on behalf of all members. It provides overall superintendence of the Corporation (not its day-to-day management), overseeing both performance and compliance in accordance with the corporation's purpose and objectives.
- (b) The relationship between a director and the corporation is fiduciary in nature. That is, a director undertakes to act in the interests of the corporation and not in his or her own interests.
- (c) The directors may exercise all the powers of the corporation except any that the Act or this rule book requires the corporation to exercise in a general meeting.
- (d) The directors are expected to be of, and maintain, good standing in the community and uphold cultural, workplace, and community safety and the values of the Native Title Holders.

### **7.2 Number of directors and composition of board**

The number of directors of the corporation is up to 8. This number includes up to 6 Member Directors and up to 2 independent, specialist non-member directors.

The board will have up to 2 Member Directors from each of the 3 Language Groups (Latji Latji, Ngintait and Nyeri Nyeri). A Language Group must have two Member Directors unless the Language Group decides they only want one director position appointed.



### 7.3 Eligibility of directors

A director must:

- be at least 18 years old
- be a member of the corporation, unless appointed under **rule 7.8**
- have a Director ID or have applied for a Director ID and give the corporation their Director ID as soon as they have received it
- have completed a 'Consent to become a Director form' (at schedule 2)
- have skills relevant to the governance, business or activities of the corporation, such as law, accounting, cultural knowledge and lore or business administration, and
- have completed governance training either prior to their appointment or as soon as possible following their appointment and within a period of 12 months following their appointment

A person is not eligible to become a director if the person:

- is disqualified under the CATSI Act from managing corporations. Disqualification happens when a person:
  - has been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
  - has been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
  - has been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
  - is an undischarged bankrupt
  - has signed a personal insolvency agreement and has not kept to the agreement
  - has been otherwise disqualified under the CATSI Act or the *Corporations Act 2001* from managing corporations.
- is an employee of the corporation (this does not apply to a person who is engaged by the corporation for cultural heritage work)
- is a member of the Elders Council.

### 7.4 Majority of director requirements

A majority of directors must:

- be individuals who are Native Title Holders
- be members of the corporation
- usually reside in Australia.

## 7.5 How to become a director (Member Director)

To be eligible for election, a member must:

- either complete a 'Nomination to serve as a director form' (provided at schedule 3) and give the form to the Corporation before the AGM or general meeting or advise the members at the meeting of their nomination to serve as a director before the director appointment agenda item. Directors who nominate on the day of the AGM or general meeting will be expected to provide the same amount of information to the meeting as required in the 'Nomination to serve as a director form'.
- complete a 'Consent to become a director' form (provided at schedule 2) and give the form to the Corporation prior to the director appointment agenda item at the AGM or general meeting.
- have a Director ID or have applied for a Director ID before the AGM or general meeting.

The corporation must appoint Member Directors at a general meeting or AGM in the following way:

- The corporation presents nominations to members.
- Each of the Language Groups may nominate 2 members who are recorded on the Register of Members as belonging to their Language Group as Member Directors by holding a vote
- The Members must pass a resolution to appoint the Member Directors once the above steps have been complied with.
- If there is a casual vacancy in a directorship the process to fill it is at **rule 7.9**.

## 7.6 Appointing alternate directors

Subject to rule 7.2 and 7.3, with the other directors' approval, a director (appointing director) may appoint an alternate director to exercise some or all of the appointing director's powers for a specified period instead of the appointing director. If the appointing director is a Member Director, the alternate director must be from the same Language Group as the appointing director.

If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.

The appointing director may terminate the alternate director's appointment at any time by giving the alternate director notice in writing.

To remain an alternate director for more than two consecutive directors' meetings, a person must have skills relevant to the governance, business or activities of the corporation, such as law, accounting, cultural knowledge and lore or business administration.

If a person remains an alternate director after two consecutive directors' meetings, they must complete governance training as soon as possible and within a period of 12 months following their appointment, if they remain an alternate director for that period.

A person must give the corporation their consent in writing to become an alternate director (at schedule 2A).

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

Directors who have undertaken the required governance training (and other than those appointed under rule 7.8 or rule 7.9) are appointed for a term of 2 years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected for a maximum of one additional consecutive term. Directors who have not undertaken governance training at the time of appointment may only serve a 12 month term. They are eligible for reappointment if they have undertaken governance training.

For directors appointed at the AGM there is a rotation system, so that half the directors must retire at each AGM. They are eligible to be re-elected.

To implement the rotation system:

Half of the directors of the corporation at the time these rules are approved will only hold office until the next AGM and must retire. They are eligible to be re-elected.

The directors will agree on which directors retire at the AGM. If the directors cannot agree, they must decide by vote or poll of the directors.

At every subsequent AGM those directors that did not retire at the previous AGM must retire.

Newly elected directors have a term of two years, which ends at the second AGM after they take office. If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.

The AGM minutes must record the term of each director appointed.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the Members appoint new directors or reappoint the existing directors by resolution at a general meeting.

## **7.8 Appointing independent, specialist non-member directors**

Independent, specialist non-member directors will be selected because they are independent and have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities. At least one of the independent, specialist non-member directors must have a qualification in financial management or accounting.

The directors may appoint independent, specialist non-member directors by passing a resolution in a directors' meeting.

Before being appointed as an independent, specialist non-member director, the person must give the corporation their written consent to become a director and their Director ID.

Independent, specialist non-member directors can be appointed for a term of up to two years and they can be reappointed.

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

A casual vacancy arises when a person stops being a director before their term of appointment expires (see **rule 7.10**) and so the position of that director is vacant.

The directors can appoint a person as a director to fill a casual vacancy by passing a resolution at a director's meeting.

To be appointed, the person must meet the director eligibility criteria in **rule 7.3** and the corporation must check they will not breach the requirements of **rule 7.4**. If the person who stops being a director is a Member Director, the director who fills the casual vacancy must be from the same Language Group as the Member Director they are replacing.

A person's appointment as director to fill a casual vacancy must be confirmed by Members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

If the person's appointment as director is confirmed at a general meeting, the term of the appointment is for the balance of the term remaining on the vacant position.

## **7.10 How to stop being a director**

A person stops being a director if:

- they pass away
- they resign in writing
- the term of their appointment expires
- they are removed as a director by the Members or the other directors
- they are disqualified from managing a corporation
- they cease to be a Member because they resigned as a member or were removed as a member by members under rule 5.10 or 5.11..

## **7.11 How to remove a director**

By the other directors:

- Directors can only remove a director if the director fails to attend 3 or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director concerned a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by the Members passing a resolution.

By resolution of the Members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the Members can request a meeting, per **rule 6.3**, for the purpose of removing a director.)
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see **rule 6.5**).

## **7.12 Notifying the Registrar of director changes**

Whenever a person becomes or stops being a director (Member or independent) or alternate director, the corporation must notify the Registrar within 28 days.

## **7.13 Duties of directors and officers**

Directors of the corporation must uphold the following duties of directors set by the CATSI Act:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the corporation
- a duty not to improperly use position or information
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to trade while insolvent.

Officers of the corporation must uphold the duties of care and diligence, good faith, and not to improperly use their position or information.

A director or officer must act in good faith when doing anything to ensure the corporation complies with its native title legislation obligations.

## **7.14 Conflict of interest (kinship and other interests)**

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors.

This includes, but is not limited to, a material personal interest or other personal benefit (e.g. direct benefit from the outcome of a resolution) such as:

- business opportunity(s)
- transfer of interests in land
- providing goods or services to the corporation or others for money or other benefit
- receiving goods, services or benefits from the corporation or any other party on request of the corporation.

If a director of the corporation has a material personal interest that is the same as the native title holders, they are not required to give notice of that particular material interest to the other directors.

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.

A director who has a conflict of interest must not:

- be present at the directors' meeting while the matter in question is being considered, or
- vote on the matter

unless they have been granted approval by:

- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

### **7.15 Payments to directors**

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

### **7.16 Delegation of directors' powers**

The directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation, or
- any other person.

The delegation must be in writing and specify the delegation period and the delegated powers.

The delegate must follow the directions of the directors when using the delegated powers. Delegates must report to directors on the exercise of their delegated power.

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

### **7.17 Calling and giving notice of directors' meetings**

Directors must meet every 3 months.

Directors should not meet more than every three months unless there is corporation business to which they must attend.

If directors meet more than every three months (additional directors' meetings), they must present the agenda/s of the additional directors' meeting/s to the members at the AGM and provide members with a reasonable opportunity to ask questions about the reasons for the additional directors' meeting/s.

All directors must be given reasonable notice of a director's meeting.

The directors will usually decide at a meeting when and where the next meeting will be.

A director can call a directors' meeting by giving reasonable notice to all the other directors.

### **7.18 Quorum for directors' meetings**

A majority of directors must be present at all times during the meeting.

Subject to rules 7.2 and 7.3, the directors may appoint a person as a director to make up a quorum for a directors' meeting.

### **7.19 Chairing directors' meetings**

The directors must elect a director present to chair a meeting, or part of it, if:

- a director has not already been elected to chair the meeting, or
- a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting.

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

### **7.20 Using technology for directors' meetings**

Directors' meetings can be held at more than one place using any technology, if all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.

## **7.21 Resolutions by directors**

Directors pass a resolution at a directors' meeting by a majority of votes.

- Each director (including independent, specialist non-member directors) has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting by all directors signing a statement saying that they are in favour of it. The resolution is passed when the last person signs it.

Resolutions by directors about native title decisions can only be made after the corporation has consulted with and obtained the consent of Affected Native Title Holders in accordance with the *Native Title (Prescribed Bodies Corporate) Regulations 1999*.

## **7.22 Sub-committees of directors**

The directors may at any time appoint a sub-committee of directors and determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the directors, a sub-committee:

- has a quorum of 3 for its meetings, unless the sub-committee resolves that a larger number shall be the quorum
- must appoint one of its members to be responsible for calling sub-committee meetings and inform the directors of the name of the responsible person.

## **8. Advisory committees**

The directors may appoint advisory committees to provide the corporation with advice and assistance.

The membership of an advisory committee may include directors, Members, Native Title Holders representing specific sub-groups and/or other persons with relevant expertise or experience.

## **9. Elders Council**

The role of the Elders Council is to consult with and provide advice to the directors on cultural matters, and resolve disputes as required. The Elders Council is an advisory committee.

The Elders Council shall have a maximum of 12 members. The Elders Council shall have an equal number of members from each of the Language Groups.

To be appointed to the Elders Council, elders:

- must be members of the corporation; and
- must not be directors of the corporation;

The Elders Council will meet as required.

The quorum for the Elders Council is a majority of members.



## **9.1 Elders Council Membership**

The corporation must appoint elders to the Elders Council at a general meeting or AGM in the following way:

- The corporation presents nominations from elders who nominate to become members of the Elders Council.
- Each of the Language Groups appoint an equal number of elders who are recorded on the Register of Members as belonging to their Language Group by holding a vote.

## **10. Contact person or secretary**

The contact person/secretary must be at least 18 years old.

The directors appoint a contact person/secretary.

Before being appointed, the contact person/secretary must give the corporation their consent in writing to become a contact person/secretary.

The directors decide the contact person's/secretary's pay and terms and conditions of employment, if any.

The contact person/secretary must pass on any correspondence received to at least one of the directors within 14 days.

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

## **11. Native title functions**

As an RNTBC under the Native Title Act, the corporation's functions include to:

- invest or hold in trust, money connected with the native title rights and interests (including payments received as compensation or otherwise related to the native title rights and interests)
- invest or otherwise apply money held in trust as directed by the Native Title Holders consult with, and obtain the consent of, the Native Title Holders before making a native title decision
- perform any other function relating to the native title rights and interests as directed by the Native Title Holders.

Without limiting these functions, to perform its functions the corporation may, on behalf of the Native Title Holders:

- consult other persons or bodies
- enter into agreements
- exercise procedural rights
- accept notices to be given to the Native Title Holders as required by any law of the commonwealth, a state or a territory.
- act as agent of the Native Title Holders in respect of matters relating to the native title
- manage the native title rights and interests as authorised by the Native Title Holders.

## **12. Making a native title decision**

The corporation must consult the Affected Native Title Holders before it makes a native title decision.

The corporation must not make a native title decision unless the Affected Native Title Holders have given their consent to the native title decision.

The corporation must comply with any conditions or directions that the Affected Native Title Holders impose upon their consent to a native title decision.

When the Affected Native Title Holders are consulted about a native title decision, the corporation must ensure that the Affected Native Title Holders use a process of decision-making that they agree to or adopt for the consultation or for the same kind of consultation.

## **13. Standing instructions decision**

The corporation will make a standing instructions decision if the Affected Native Title Holders have approved the corporation making decisions of that kind without the need to consult them and obtain their consent.

The corporation will make a standing instructions decision in accordance with any conditions that the Affected Native Title Holders impose on decisions of that kind.

The corporation will comply with the Affected Native Title Holders' wishes if the Native Title Holders decide to:

- change or withdraw their approval of a standing instructions decision or a class of standing instructions decisions, or
- impose, change or withdraw any conditions that apply to the making of a standing instructions decision or a class of standing instructions decisions.

## **14. Making a native title compensation application**

The corporation must consult and obtain the consent of Specified Persons before it makes a compensation application.

When consulting Specified Persons about a compensation application, the corporation must ensure that the Specified Persons agree to adopt a decision-making process and follow that process to make their decision.

## **15. Records of consultation and consent**

The corporation must make and keep records for all:

- consultations with Affected Native Title Holders about a native title decision, including a record of the process that Affected Native Title Holders used to give their consent
- conditions imposed by Affected Native Title Holders when they gave their consent to a native title decision
- variations, revocations of conditions imposed by Affected Native Title Holders after they gave their consent to a native title decision
- any other directions given by Affected Native Title Holders in relation to a native title decision
- consultations with Specified Persons about a compensation application, including a record of the process that Specified Persons used to give their consent
- any other directions given by Specified Persons in relation to a compensation application

As soon as practicable after the corporation has made a native title decision or a compensation application, the corporation must prepare a certificate in relation to consultation and consent.

The corporation will provide a copy of the certificate in relation to consultation and consent to a person who asks for it if the person:

- is an Affected Native Title Holder, or
- has a substantial interest in the decision.

## **16. Records about the corporation and finances**

The corporation must keep:

- minutes of meetings (in writing or as an audio or video recording)
- a rule book (constitution)
- a Register/s of Members
- the names and addresses of directors, officers and the contact person/secretary
- financial records that:
  - correctly record and explain its transactions, financial position and performance
  - would enable true and fair financial reports to be prepared and audited
- financial records for any trust.

These records must be kept at the corporation's document access address or (if it is a large corporation) at its registered office.

## **17. Finances**

The corporation must follow these procedures:

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents, including in relation to property transactions, must be signed by at least 2 people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).
- The financial records must be retained by the corporation for 7 years after the transactions covered by the records are completed.

## **18. Trust account**

The corporation may maintain a separate trust account to hold on trust any money they may receive for native title compensation or other reasons on behalf of the Native Title Holders.

## **19. Application of funds**

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives and functions.

The directors cannot directly or indirectly give or loan any money or property of the corporation to Members, directors or any other persons unless it is to:

- a subsidiary controlled by the corporation, or
- a trust in which the corporation is a beneficiary and the trustee is a subsidiary of, or controlled by, the corporation.

This rule does not stop the corporation from making reasonable payment to a Member, director or other person in their capacity as an employee or under a contract for goods or services provided in carrying out the corporation's objectives.

All payments or transfers of funds under this rule must be in accordance with procedures set out under **rule 17**.

## **20. Giving benefits to a related party**

If the corporation wants to give a financial or other personal benefit to a related party of the corporation (including a director or people related to directors such as a husband, wife, partner, child or parent), it must comply with part 6.6 of the CATSI Act and, where required follow the procedure to get the approval of the Members.

A 'benefit' includes, but is not limited to:

- money
- business opportunity(s)
- transfer of interests in land
- providing any other goods or services to the corporation or others for money or other benefit, or
- being given any other goods or services by the corporation or any other party on request of the corporation.

## **21. Dispute resolution**

### **21.1 Resolving internal corporation disputes**

If a dispute arises between a Member or director and:

- one or more Members
- one or more directors, or
- the corporation

about a matter other than native title described in **rule 21.2**, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice. This may include third party assistance or mediation.

If the directors cannot resolve the dispute, it must be referred to the Elders Council for resolution within 20 business days.

If the Elders Council cannot resolve the dispute, it must be put to the Members to resolve it at a general meeting.

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI 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. The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance to resolve the matter.

### **21.2 Resolving native title disputes**

If a dispute arises between the corporation and a person who is or who claims to be a Native Title Holder, whether or not the person is a Member of the corporation, and the dispute is about:

- whether a person is or is not a Native Title Holder
- the corporation's performance of its functions under the native title legislation
- other matters directly related to the determination

the corporation must ensure that the parties first try to resolve the dispute between themselves.

The parties must try to resolve the dispute between them in good faith.

The parties may seek the opinion of the native title representative body for the area that the native title rights and interests relate to.

If the dispute is not resolved within 10 business days, the corporation must take reasonable steps to ensure any party who claims a dispute has arisen gives notice of the dispute to the other party (or parties).

The dispute notice must:

- be in writing,
- say what the dispute is about, and
- contain all of the information requested in the form at schedule 6.

Within 10 business days of receiving the dispute notice, the other party or parties to the dispute must provide a dispute notice reply to the party who gave the dispute notice.

The dispute notice reply must contain the information requested in the form at schedule 6A.

The corporation must take reasonable steps to ensure that parties agree to the matters in the dispute notice and dispute notice reply.

The parties must refer the dispute to the Elders Council.

If the parties cannot resolve the dispute by taking the previous steps, the parties will:

- ask the native title representative body to:
  - appoint an expert / appoint a panel of experts on the subject of the dispute
  - set the location
  - set the date, and
  - decide any other details of the meeting
- present information about the dispute to the expert or the panel of experts, and
- accept and comply with the decision of the expert or panel of experts under this rule.

If the parties cannot resolve the dispute by taking the previous steps, the parties will:

- ask the National Native Title Tribunal to:
  - appoint a mediator(s)
  - set the location
  - set the date, and
  - decide other details of the mediation
- accept and comply with the decision of the National Native Title Tribunal under this rule.

### **21.3 Dispute resolution costs**

Within 15 Business Days after a dispute notice is issued, the parties will agree on the total cost/budget for the dispute resolution process and who will pay for the costs of the dispute resolution process.

## **22. Confidentiality requirement**

In the course of the corporation performing its functions or exercising its powers, Members and directors may have access to confidential or sensitive information. Examples include information that:

- is confidential according to the traditional laws or the customs of the Native Title Holders
- a common law holder has requested be kept confidential (and disclosure of that information is neither authorised by other Native Title Holders nor required by law)
- may affect trading or procurement.

A person handling such confidential information must protect and maintain its confidentiality.

## **23. Winding up**

### **23.1 Members' resolution required**

If the corporation is solvent and not subject to any legal proceedings or regulatory action by the Registrar, the Members may pass a Special Resolution for the corporation to be wound up voluntarily.

### **23.2 Surplus assets of the corporation**

Where:

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

the liquidator can decide how the surplus assets of the corporation are to be distributed if the Members have not already decided.

If the Members want to decide how the surplus assets are to be distributed, they must pass a Special Resolution at or before the time of the winding up.

The surplus assets must not be given to any Member or to any person to be held in trust for any Member and can only be given to a charitable organisation/s with similar charitable purposes or to another prescribed body corporate that will carry out the native title objects and functions under the determination.



## **24. Changing this rule book**

### **24.1 Consistency with other frameworks**

The corporation must ensure that the rule book is consistent with a determination and with the requirements of the CATSI Act, the Native Title Act and the relevant regulations.

### **24.2 Changes to certain rules**

Changing the rule that sets out a process for decision-making is a native title decision. To change the process under rule 12, the corporation must follow the processes under:

- **rule 12**, and
- **rule 24.3**.

The corporation must not make changes to **rule 14** unless the corporation has consulted and obtained consent from the Native Title Holders.

The corporation must ensure that the Native Title Holders consent to proposed changes to **rule 14** according to the decision-making process that the common law holders agree to use and adopt for giving their consent.

### **24.3 Members' resolution required**

The rule book may be changed by the Members passing a Special Resolution at a general meeting or AGM.

The proposed changes must be set out in the notice of the meeting.

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

- proposed rule book changes
- Special Resolution
- minutes of the meeting.

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

## **25. Chief Executive Officer**

The board of directors, by resolution, shall appoint a Chief Executive Officer.

### **25.1 Functions of Chief Executive Officer**

- (a) The Chief Executive Officer is primarily and directly responsible to the directors for the general and overall management of the corporation.
- (b) The Chief Executive Officer is generally responsible for the efficient and effective operation of the Corporation's organisation and for ensuring the implementation, without undue delay, of decisions of the Corporation.
- (c) The Chief Executive Officer has the following particular functions:
  - (i) the day-to-day management of the Corporation's affairs,
  - (ii) the exercise of such of the functions of the Corporation as are delegated by the Corporation to the Chief Executive Officer,
  - (iii) the appointment of members of staff in accordance with the staff organisation structure and resources approved by the Corporation,
  - (iv) the direction and dismissal of members of staff,
  - (v) reporting to the directors of the implementation of the strategic plan and budget.
- (d) The Chief Executive Officer has such other functions as may be conferred or imposed on the Chief Executive Officer by the Corporation.

### **25.2 Attendance of Chief Executive Officer at meetings**

- (a) Subject to subsection (b), the Chief Executive Officer is entitled to attend, but not to vote at, a meeting of the Corporation.
- (b) The Corporation may, by resolution, exclude the Chief Executive Officer from a meeting, or part of a meeting, of the Corporation.

*[Note: The Corporation may resolve to exclude the Chief Executive Officer from a meeting, or part of a meeting, that deals with a matter relating to the standard of performance of the Chief Executive Officer or the terms of the employment of the Chief Executive Officer.]*

## **25.3 Filling of vacancy in position of Chief Executive Officer**

- (a) If a vacancy occurs in the position of Chief Executive Officer, the Corporation must appoint a person to the vacant position or appoint a person to act in the vacant position as soon as possible.
- (b) A vacancy occurs in the position of Chief Executive Officer if the Chief Executive Officer:
  - (i) dies, or
  - (ii) completes the term of his or her contract and is not re-appointed, or
  - (iii) resigns from the position, or
  - (iv) becomes a mentally incapacitated person and is removed from the position by the Corporation because of that mental incapacity, or
  - (v) is convicted in Australia of an offence that is punishable by imprisonment for 12 months or more, or
  - (vi) is removed from the position for breach under the terms of the Chief Executive Officer's contract with the Corporation.

## **26. Information meetings and newsletters**

### **26.1 Information meetings**

- (a) To ensure that Members are provided with regular and timely information on the operations of the Corporation (including matters discussed by the Directors that are not subject to confidentiality restrictions), the Chief Executive Officer and Chairperson will conduct information meetings for members at least once every 6 months.
- (b) Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings. No fees or reimbursements are to be paid to members who attend the information meetings.
- (c) At least 14 days' notice is to be given for an information meeting.
- (d) The notice must:
  - (i) set out the place, date and time for the meeting;
  - (ii) any technology to be used in the meeting and how members can attend using such technology.

- (e) Notice of information meetings is to be given to members:
  - (i) personally
  - (ii) by sending it by post to their address,
  - (iii) sent by email or
  - (iv) sent by SMS.
- (f) The notice of an information meeting is also to be placed on the corporation's website.

## **26.2 Newsletters**

- (a) The corporation will also issue a newsletter to members at least once every 6 months.
- (b) Newsletters are to be sent to members:
  - (i) personally
  - (ii) by post to their address,
  - (iii) by email, or
  - (iv) by SMS.

## Schedule 1—Application for membership form

### First People of the Millewa-Mallee Aboriginal Corporation ICN 8264.

To: The directors of First People of the Millewa-Mallee Aboriginal Corporation. I apply to be a member of the corporation.

Name:

.....

Residential address:

.....

Email:

.....

I am over the age of 18: Yes ☐ No ☐

I am a member of the Latji Latji language group: Yes ☐ No ☐

I am a member of the Ngintait language group: Yes ☐ No ☐

I am a member of the Nyeri Nyeri language group: Yes ☐ No ☐

I am a descendant of John and Nelly Perry: Yes ☐ No ☐

I am a descendant of the Mother of Sarah Mayne: Yes ☐ No ☐

I declare that I am eligible for membership.

A Member who can confirm that I am a Native Title Holder is:.....

I agree to follow the rules of the corporation and consent to be a Member.

On the next page there is a family tree information form. Please complete this to the best of your knowledge.

Signature of applicant

.....

Date

.....

#### Corporation use only

Application received	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 members' details added to Register of Members	Date:
Applicant notified of directors' decision	Date:

Please complete this form to the best of your knowledge. Write below the full names of all family members that you are aware of, including nicknames and names from previous marriages, etc.

Father's side		Mother's side	
Father's father's father's father's father's father [Your great great great great grandfather]	Father's mother's mother's mother's mother's mother [Your great great great great grandmother]	Mother's father's father's father's father's father [Your great great great great grandfather]	Mother's mother's mother's mother's mother's mother [Your great great great great grandmother]
Father's father's father's father's father [Your great great great grandfather]	Father's mother's mother's mother's mother's mother [Your great great great grandmother]	Mother's father's father's father's father's father [Your great great great great grandfather]	Mother's mother's mother's mother's mother's mother [Your great great great grandmother]
Father's father's father's father [Your great great grandfather]	Father's mother's mother's mother's mother [Your great great grandmother]	Mother's father's father's father's father [Your great great grandfather]	Mother's mother's mother's mother's mother [Your great great grandmother]
Father's father's father [Your great grandfather]	Father's mother's mother's mother [Your great grandmother]	Mother's father's father's father [Your great grandfather]	Mother's mother's mother's mother [Your great grandmother]
Father's father [Your grandfather]	Father's mother [Your grandmother]	Mother's father [Your grandfather]	Mother's mother [Your grandmother]
Father:		Mother:	

The information you provide on this page may be shared with First Nations Legal & Research Services (First Nations) at the discretion of the FPMMAC Board. It will be treated as confidential by both First Nations and FPMMAC.

## Schedule 2—Consent to become a director form

### First People of the Millewa-Mallee Aboriginal Corporation ICN 8264

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (residential address,  
a postal address is  
not sufficient)

give consent to become a director of the corporation.

I confirm my date of  
birth is \_\_\_\_\_ (date of birth)

and my place of  
birth was \_\_\_\_\_ (place of birth)

my Director ID is \_\_\_\_\_ (director ID number)

I acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person \_\_\_\_\_

Date \_\_\_\_\_

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

## Schedule 2A —Consent to become an alternate director form

First People of the Millewa-Mallee Aboriginal Corporation

ICN 8264

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (residential address, a postal  
address is not sufficient)

give consent to become an alternate director of the corporation.

I confirm my date  
of birth is \_\_\_\_\_ (date of birth)

and my place of  
birth was \_\_\_\_\_ (place of birth)

my Director ID is \_\_\_\_\_ (director ID number)

I acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person \_\_\_\_\_

Date \_\_\_\_\_

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.



## Schedule 3—Nomination to serve as a director form

### First People of the Millewa-Mallee Aboriginal Corporation ICN 8264

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (residential address, a postal  
address is not sufficient)

nominate and give my consent to become a director of the corporation.

I am a member of the Latji Latji language group: Yes ☐ No ☐

I am a member of the Ngintait language group: Yes ☐ No ☐

I am a member of the Nyeri Nyeri language group: Yes ☐ No ☐

My skills and experience relevant to the role as director of the corporation are:

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My vision for the corporation is:

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I am currently a director of the following entities and currently hold the following roles:

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Additional information that will be relevant to Members/Native Title Holders in their decision making:

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Signature of person  
nominating for  
position of director

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Date

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## Schedule 4—Appointment of a proxy form

### First People of the Millewa-Mallee Aboriginal Corporation ICN 8264

I, \_\_\_\_\_ (full name of member)

of \_\_\_\_\_ (address of member)

am a Member of the corporation.

I appoint \_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation  
(annual general meeting or other general meeting, as the case may be) to be held on  
/ / (insert date of meeting) and at any adjournment of that meeting.

Instructions to the  
proxy holder  
(optional): \_\_\_\_\_

Signature of Member  
appointing proxy \_\_\_\_\_

Date \_\_\_\_\_

NOTE: A proxy vote may be given to the people listed at rule 6.13.  
(For more about proxies see rule 6.13 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

## Schedule 5—Native title claim group

Application for determination of native title: First Peoples of the Millewa-Mallee Claim (VID 630 of 2015).

The Native Title Holders are those living Aboriginal people who satisfy all three of the following criteria:

- a) are descended (including by adoption in accordance with traditional law and customs) from one or more of the following identified ancestors:
  - i. John Perry;
  - ii. Nelly Perry;
  - iii. the mother of Sarah Mayne; and
- b) identify themselves as having rights and interests in the Determination Area under the traditional laws and customs applicable to the Determination Area, as:
  - i. Ngintait, Latji Latji or Nyeri Nyeri; and/or
  - ii. a member of the native title holding group; and
- c) are recognised by the Native Title Holders as having rights and interests in the Determination Area under the traditional laws and customs applicable to the Determination Area, as:
  - i. Ngintait, Latji Latji or Nyeri Nyeri; and/or
  - ii. a member of the native title holding group.

## Schedule 6 —Notice of native title dispute

**First People of the Millewa-Mallee Aboriginal Corporation ICN 8264**

Date of this notice .....

Name of determination or  
determination area .....

### Who is giving notice of dispute

Name of person/party  
giving notice of dispute .....

I am / am not (cross out whichever does not apply) a Native Title Holder for  
the Determination or Determination Area.

I am / am not (cross out whichever does not apply) a Member of the corporation.

### What the dispute is about

*Tick all that apply*

I am a Native Title Holder and the corporation will not:

- ☐ recognise me as a Native Title Holders
- ☐ accept my application for membership

The corporation did not perform its native title functions properly because it did not:

- ☐ consult me about a native title decision that affects my native title rights  
and interests
- ☐ get consent to make a native title decision that affects my rights and interests
- ☐ consult me about a decision to apply for compensation for a native title decision that  
affects my native title rights and interests
- ☐ get consent to make a decision related to a compensation application regarding my  
native title rights and interests
- ☐ do something else it is required to do under the Native Title Act or the CATSI Act

Provide some details about the problem:

*[for example, provide details about a meeting, a native title decision or a compensation decision that relates to the problem, say what the problem is in your own words]*

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## Proposed next step

My/our preferred process to resolve the dispute is:

<b>Process:</b>	mediation / Elders Council referral / meeting	(select your preferred process)
<b>Name of facilitator:</b>		(for example, the Elders Council, the native title representative body, the National Native Title Tribunal, a lawyer, an anthropologist, a senior common law holder, a professional mediator)
<b>Date and time of activity</b>		
<b>Location</b>		
<b>Proposed fee for facilitator:</b>		
<b>Who is to pay?</b>		

I/We agree to participate in the process and accept the outcome of that process.

.....	.....
[Signature]	[Name]
.....	.....
[Signature]	[Name]

## Schedule 6A—Reply to notice of dispute

First People of the Millewa-Mallee Aboriginal Corporation ICN 8264

Date of this reply .....

### Responding to notice of dispute

Date of the dispute notice .....

Name of person/party who  
gave notice of dispute .....

Name of determination or  
determination area .....

### Responding party

Name of responding  
person/party .....

I am / am not (cross out whichever does not apply) a Native Title Holder for  
the determination or determination area.

I am / am not (cross out whichever does not apply) a Member of the corporation.

### Response to proposed process

I/We have reviewed the proposed process from the party who gave dispute and say below  
whether we agree or disagree with their proposal:

**Proposed process (by  
the person/party who gave  
notice)**

***If you disagree, please  
indicate what you propose  
instead***

**Process:** ..... *Agree/disagree* .....

**Name of  
facilitator:** ..... *Agree/disagree* .....

**Date and time of  
activity:** ..... *Agree/disagree* .....

**Location:** ..... *Agree/disagree* .....

**Proposed fee for  
facilitator:** ..... *Agree/disagree* .....

**Who is to pay?** ..... *Agree/disagree* .....

I/We agree to participate in the process and accept the outcome of that process.

[Signature] ..... [Name] .....

[Signature] ..... [Name] .....

[Signature] ..... [Name] .....