

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



FIRST PEOPLE
OF THE MILLEWA-MALLEE
ABORIGINAL CORPORATION

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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 RNTBC.

2. Interpretation

Any undefined terms in this Rule Book have the same meaning as those terms in the CATSI Act.

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 CATSI Act.

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* (Cth).

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* (Cth) (**PBC regulations**).

Compensation application means an application to the Federal Court for compensation under sections 50(2) and 61 of the 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

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- 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 who have been admitted as members in accordance with this rule book and whose names appear on the Register of Members.

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

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 5A.

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

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- 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 rule book 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.

Traditional Owner Corporation means one of the following bodies:

- a registered native title body corporate under the *Native Title Act* 1993 (Cth)
- a traditional owner group entity as defined in section 3 of the *Traditional Owner Settlement Act* 2010 (Vic) which has entered into a recognition and settlement agreement under the *Traditional Owner Settlement Act* 2010 (Vic)
- any other corporation which the Board deems, in its sole and absolute discretion, a Traditional Owner Corporation for the purposes of Rule 7.3. The Board is not required to give any reason for its decision to deem a corporation a Traditional Owner Corporation.

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

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- 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
- treat employees of the corporation 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 a continuous period of 2 years at the address for the Member on the Register of Members, and the corporation has made 2 or more reasonable attempts to otherwise contact the Member during that 2 year period but has been unable to,; 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 for the reasons specified in the notice
 - they have 14 days to object to the planned cancellation
 - if the Member objects, they must write to the corporation to say so

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- the objection must be given to the corporation within the period of 14 days from the day the notice is given
- 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**.

If membership is cancelled under this rule, the directors must give the Member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as practicable after the resolution is passed.

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

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- 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.

Number of Members in corporation

Number of Members required to ask for a general meeting

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.

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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 and an intention to propose the resolution as a Special Resolution
- 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.

Number of Members in corporation

Number of Members required to propose a resolution

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

Number of Members in corporation	Number of Members to make a quorum
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 at least 24 hours 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

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(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

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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 director (or equivalent) of another Traditional Owner Corporation
- owes money to the Corporation
- has commenced legal action against the Corporation other than legal action regarding protecting the interests of the person initiating the proceedings, whether as a member of the corporation or otherwise'
- is a member of the Elders Council
- were a director of the corporation for more than one (1) month at any time from 17 December 2023 to 17 December 2024, and remained a director as at 17 December 2024. These people are not eligible to be appointed as a director until the 2028 Annual General Meeting.

Before commencing as a director, a person must:

- provide a signed consent to act.
- provide a Director Identification Number or evidence of having applied for a Director Identification Number. The director must give the corporation their Director Identification Number as soon as they have it.

A director is required to:

- i. have a current National Police Certificate or within two (2) months of appointment, obtain a National Police Certificate (and provide it to the Corporation).
- ii. within two months of appointment, obtain a Working With Children check (and provide it to the Corporation);
- iii. within one (1) month of appointment, sign the Directors Confidentiality agreement.

- iv. within one (1) month of appointment, sign the Director Code of Conduct

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.

At the end of the special administration that commenced on 17 December 2024, the special administrators will appoint the Member directors, following calling for nominations (using the Nomination to serve as a director form' (provided at schedule 3).

Following the end of the special administration that commenced on 17 December 2024, 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.

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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.

An Independent, specialist non-Member director must meet the eligibility criteria set out in Rule 7.3.

At the end of the special administration that commenced on 17 December 2024, the special administrators will appoint up to two independent, specialist non-Member directors.

Following the end of the special administration that commenced on 17 December 2024, 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
- in the case of a Member Director, 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**).

Note – if a director does not meet the additional requirements outlined in 7.3(i-iv) the directors may issue a notice for Members to consider removing the director in accordance with this rule 7.11.

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

The directors may be paid a salary or sitting fees for their work as directors. The rate of payment is to be decided by Members at an AGM or general meeting provided it is disclosed in the notice of meeting.

The above rule does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to a director for a contract for goods or services, provided that rules 7.14 and 20 have been complied with.

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, powers and term 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.

The directors will determine the responsibilities, powers and term of any advisory committee.

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 is not able to give directions to the directors or bind the corporation.

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 by the Board, which will also determine whether any fees to be paid, on the advice of the Chief Executive Officer.

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

The Elders Council are not to instruct or discipline employees of the corporation they interact with. Any issues that a member of the Elders Council may have with an employee are to be referred to the Chief Executive Officer.

Language groups may review their Elder nominees annually at the AGM.

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.

17.1 Financial Reporting

- The corporation must comply with the annual reporting requirements set out in the CATSI Act.
- The Directors Report that is prepared for annual reporting must include the following information (in addition to such information as required under the CATSI Act and /or accounting standards).
 - (i) The following information regarding the directors who held office during the financial year:
 - The number of Board meetings held during the financial year
 - Details, by director, of the number of Board meetings the director attended;
 - Details, by director, of the remuneration and allowances paid to the director during the financial year.
 - (ii) The following information regarding information meetings and newsletters

held/issued during the financial year:

- The number of information meetings held, their date and their location;
- The number of newsletter issued and their date of issue.

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. Member approval needed to related party benefit

20.1 Subject to the exceptions outlined in the CATSI Act and rule 20.11, member approval must be obtained in accordance with this rule before the corporation, or an entity the corporation controls, to gives a financial benefit to a related party of the corporation.

20.2. A related party of the corporation is defined in the CATSI Act as including:

- (a) an entity that controls the corporation;
- (b) a director of the corporation;
- (c) a director of an entity that controls the corporation;

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- (d) if the corporation is controlled by an entity that is not a body corporate, each of the persons making up the controlling entity;
- (e) a spouse, including de facto spouses, of all of the people referred to in rules 20.2(b)-(d);
- (f) a parent or child of all people referred to in rules 20.2(b)-(e);
- (g) an entity controlled by a related party referred to in rules 20.2(a)-(f);
- (h) an entity that was a related party of the corporation as defined in rules 20.2(a)-(g) at any time within the previous 6 months;
- (i) an entity that believes, or has reasonable grounds to believe, it is likely to become a related party of the corporation as defined in rules 20.2(a)-(g) at any time in the future; or
- (j) an entity that works together with a related party of the corporation as defined in rules 20.2(a)-(g), on the understanding that if the corporation gives the entity a financial benefit the related party will get one too.

20.3 A financial benefit broadly refers to an advantage, profit, or gain of economic value to a related party of a corporation.

Giving a financial benefit includes (but is not limited to):

- indirect transactions (for example financial benefit paid through another entity)
- informal agreements
- giving a financial advantage that does not include the payment of money.

A benefit may be a financial benefit even if adequate consideration is given for it.

Refer to schedule 7 for examples of a financial benefit.

20.4 Subject to rule 20.11, the corporation must obtain member approval to give a financial benefit to a related party within 15 months of giving the benefit, by members passing a resolution at a general meeting.

20.5 A person who is a related party and who would receive a financial benefit from a resolution passed under this rule, or an associate of such a person, must not vote on such a resolution unless permitted to do so under section 290-35 of the CATSI Act.

20.6 Before seeking approval of the members at a general meeting to give a related party a financial benefit, the corporation must follow the steps outlined in rules 20.7 and 20.8.

20.7 Provide the Registrar with the documents outlined in rule 20.7(a) and (b) at least 14 days before the notice for the general meeting is sent, unless the Registrar approves a shorter period in writing. The documents must include:

- (a) a copy of the proposed notice of general meeting setting out the text of the proposed resolution;
- (b) a proposed explanatory statement (as described in rule 20.8); and
- (c) any other documents that will be sent to members or are relevant to the resolution.

- 20.8 The explanatory statement to members must be in writing and must outline:
- (a) who will receive the financial benefit;
 - (b) the nature of the financial benefit, including the amount of the benefit;;
 - (c) the matters set out in section 290-10(c) and (d) of the CATSI Act in relation to each director;
 - (d) any other information that could reasonably support the members to make a decision about giving the financial benefit and that is known to the corporation or any directors.
- 20.9 The notice for the general meeting must:
- (a) be materially the same as the notice and other documents lodged with the Registrar in accordance with rule 20.7;
 - (b) be accompanied by an explanatory statement that is materially the same as the explanatory statement lodged with the Registrar in accordance with rule 20.7;
 - (c) include any comments given by the Registrar (if any) on the documents lodged in accordance with rule 20.7;
 - (d) not include any other documents.
- 20.10 If a resolution approving the giving of a financial benefit to a related party is approved, the corporation must lodge with the Registrar a notice setting out the text of the resolution within 28 days after it is passed.
- 20.11 Member approval to give a financial benefit to a related party of the corporation is not needed in the circumstances set out in Division 287 of Part 6-6 of the CATSI Act, including if:
- (a) the related party is an employee of the corporation and the benefit is reasonable remuneration to the employee, provided the remuneration is reasonable in the corporation's circumstance and the related party's circumstance (including the responsibilities of the employment, experience and length of service);
 - (b) the related party is a director or officer of the corporation and the benefit is remuneration to the director or officer, provided the remuneration is permitted in the corporation's rule book, is reasonable in the corporation's circumstances and the related party's circumstances (including the responsibilities of office, experience and length of service);
 - (c) the financial benefit is the reimbursement of expenses incurred by a related party in performing duties as an officer or employee, and the expenses incurred are reasonable;
 - (d) the financial benefit is given to or received from a closely-held subsidiary within the meaning of section 287-5 of the CATSI Act;
 - (e) the financial benefit is given to the related party in their capacity as a member of the corporation and giving the benefit does not discriminate unfairly against other members of the corporation;

- (f) the financial benefit is given to the related party to comply with a Native Title legislation obligation;
- (g) the financial benefit is ordered to be given by a court; or
- (h) the Registrar has granted an exemption under section 310-5 of the CATSI Act which does not require member approval of a financial benefit to a related party, provided all conditions included in the exemption determination have been met.

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

Subject to rule 23.2, 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 Additional steps for a PBC

Where the corporation is a PBC, subject to the proper vesting of any Native Title Rights and Interests held by the corporation in accordance with the Native Title Act, the winding up of the corporation shall be in accordance with the CATSI Act, the Native Title Act and the PBC Regulations.

23.3 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

Following undertaking proper process, the board of directors, by resolution, shall appoint or dismiss 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.
- (e) The directors shall take all steps necessary to ensure that there are clear separation of powers between the directors and the Chief Executive Officer.

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.

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- (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 RNTBC ICN 8264.

To: The directors of First People of the Millewa-Mallee Aboriginal Corporation RNTBC. 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

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If approved, new members' details added to Register of Members	Date:
Applicant notified of directors' decision	Date:

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

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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.

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Schedule 2—Consent to become a director form

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

SECTION A – PERSONAL DETAILS

I, _____ (full name of person)

of _____ (residential address,
a postal address is
not sufficient)

Phone _____

Email _____

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)

SECTION B – LANGUAGE GROUP

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 ☐

SECTION C – DISCLOSURE OF INTERESTS

I also set out the following as standing notice to the Directors of the Corporation under section 268-1 and 268-10 of the Act regarding directors duty to disclose material personal interests that might conflict with the interests of the Corporation):

1. I have the following interests in contracts or proposed contracts with the Corporation:

2. I declare I have the following associations with other corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):

3. Office held whereby duties or interests might be created in conflict with my duties as a Director of the corporation:

4. Any other material personal interest which relates to the affairs of the corporation:

PART D – ACKNOWLEDGEMENTS AND SIGNATURE

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 RNTBC ICN 8264

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 _____

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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.

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Schedule 3—Nomination to serve as a director form

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

I, _____ (full name of person)

of _____ (residential address, a postal
address is not sufficient)

Phone _____

Email _____

Director
Identification
Number _____

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:

My vision for the corporation is:

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

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

Signature of person
nominating for
position of director

Date

Schedule 4—Appointment of a proxy form

First People of the Millewa-Mallee Aboriginal Corporation RNTBC 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 5A – Native Title Determination

Refer to determination outlined in VID 630 of 2015.

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Schedule 6 —Notice of native title dispute

First People of the Millewa-Mallee Aboriginal Corporation RNTBC 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

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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]

Proposed next step

My/our preferred process to resolve the dispute is:

Process: mediation / Elders Council referral / meeting (select your preferred process)

Name of facilitator:

(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)

Date and time of activity

Location

Proposed fee for facilitator:

Who is to pay?

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 RNTBC 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)	<i>If you disagree, please indicate what you propose instead</i>
Process:	 <i>Agree/disagree</i>	
Name of facilitator:	 <i>Agree/disagree</i>	
Date and time of activity:	 <i>Agree/disagree</i>	
Location:	 <i>Agree/disagree</i>	
Proposed fee for facilitator:	 <i>Agree/disagree</i>	
Who is to pay?	 <i>Agree/disagree</i>	

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

.....	
[Signature]	[Name]

.....	
[Signature]	[Name]

.....	
[Signature]	[Name]

Schedule 7 – Examples of Financial benefit

A financial benefit is an advantage, profit, reward or gain that has a monetary value. It could include getting money, goods, services, discounts, business contracts, jobs or loans. A financial benefit may be a benefit that does not involve paying money.

Some examples of a corporation giving a financial benefit are:

- giving a director goods, such as money, a car, fuel or food
- giving a director or a director's family a corporation house
- buying a building from, or selling a building to, an organisation that controls the corporation
- loaning money to a director or a director's parent
- loaning money to a director's daughter or son
- supplying services to an entity controlled by a director
- giving a contract to provide professional advice, such as financial management, or services, such as repairing houses, to an organisation that is controlled by one of the directors
- giving a job to the spouse of a director
- not requiring payment of a debt owed to the corporation by an organisation that one of the directors controls.

Section 293–5 of the CATSI Act has other examples