The Rule Book of

Mayala Inninalang Aboriginal Corporation RNTBC

(ICN 9067)

This Rule Book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth)

The Rule Book of Mayala Inninalang Aboriginal Corporation RNTBC (ICN 9067).
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Preamble

Mayala Inninalang Aboriginal Corporation RNTBC (**the Corporation**) is the registered native title body corporate which holds the native title rights and interests of the Mayala native title holders (**Mayala People**) on trust as determined by the Federal Court of Australia in Wiggan on behalf of the Mayala People v State of Western Australia [2018] FCA 1485 and Davey on behalf of the Mayala #2 Native Title Claim Group v State of Western Australia [2019] FCA 1137 (**Mayala Determinations**).

Mayala Ambooriny is a term used to describe the Mayala People who hold traditional rights and interests within Mayala Booroo (country).

Mayala Booroo is made up of sea country, reefs, islands and coastal areas identified in the Mayala Determinations).

The Mayala Ambooriny are comprised of five **booroo** (clan estate groups), being:

- **Kudumili** family group representing the **Oolaarl** clan estate
- **Galawa** family group representing **Yaloon** clan estate
- **Ngalgarrgard** family group representing **Gararr** clan estate
- **Jabadayim**, including his adopted son, Jacob Sesar, representing **Inidin** clan estate
- **Ulgirr/Oolgir** representing **Oonggaliyan** clan estate

Mayala Ambooriny are the decision makers for Mayala Booroo. Traditional lore has kept Mayala Booroo and Mayala Ambooriny alive and strong since ***milonjoon*** (from long ago). Mayala People follow cultural governance structures and kinship systems. Decision making of Mayala People is often based on the five booroo. An individual's primary connection to Mayala Booroo is usually through the booroo of their father (***Gooloo***) and their father's father ***(Galoo***). A person can be connected to Mayala Booroo through their mother's father (**Nyami**), through their father's mother (***Goli***) and through their mother's mother (***Gamini***).

This Rule Book sets out how the Corporation will be governed in accordance with the Australian law system. The Corporation acknowledges the traditional lores and customs that govern the way in which Mayala Ambooriny make decisions for Mayala Booroo. Descent includes people descended by adoption as are recognised and accepted in accordance with traditional law and custom.

1. Name

The name of the corporation is Mayala Inninalang Aboriginal Corporation RNTBC.

2. Dictionary and Interpretation

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

3. Objectives

3.1 The objectives of the Corporation are to:

(a) be the Registered Native Title Body Corporate for the area subject to the Determinations of Native Title;

(b) perform the functions of a prescribed body corporate under sections 56 and 57 of the *Native Title Act*;

(c) hold the Native Title Rights and Interests in trust for the Common Law Holders;

(d) manage the Native Title Rights and Interests of the Common Law Holders;

(e) hold money (including payments received as compensation or otherwise related to the Native Title Rights and Interests) in trust;

(f) invest or otherwise apply money held in trust as directed by the Common Law Holders;

(g) consult with and obtain the consent of the Common Law Holders in accordance with regulation 8 of the PBC Regulations before making a Native Title Decision (see **Schedule 2**);

(h) operate and maintain a gift fund in accordance with the requirements of the *Income Tax Assessment Act 1997* (Cth);

(i) achieve relief from poverty, misfortune, disadvantage and suffering of the Common Law Holders; and

(j) perform any other function relating to the Native Title Rights and Interests as directed by the Common Law Holders.

3.2 Without limiting these functions, to perform its functions the Corporation may, on behalf of the Common Law Holders:

(a) consult other persons or bodies;

(b) enter into agreements;

(c) exercise procedural rights under the Native Title Act; and

(d) accept notices required by any law of the Commonwealth, a state or a territory to be given to the Common Law Holders.

4. Powers of the Corporation

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

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

4.3 Before making a Native Title Decision, the Corporation must consult with and obtain the consent of the Common Law Holders in accordance with the PBC Regulations and as outlined at **Schedule 2** to this Rule Book.

5. Members

Members on registration

5.1 A person only becomes a member when the Corporation is registered, as long as the registration complies with the CATSI Act.

5.2 The members' name, Nominated Apical Ancestor, and address must be entered on the register of members.

Members by application

5.3 Native Title Holders who are at least 18 years of age are eligible to be members of the Corporation.

5.4 A person becomes a member if:

(a) the person submits a written application to the Corporation in the form provided in **Schedule 3**;

(b) the person is eligible for membership in accordance with rule 5.3;

(c) the directors accept the application; and

(d) the member's name, Nominated Apical Ancestor, address and date they became a member is entered on the register of members.

5.5 The directors must accept an application for membership if the applicant:

(a) meets the eligibility requirements under rule 5.3; and

(b) applies in accordance with rule 5.4.

5.6 If the directors refuse to accept a membership application because the applicant does not meet the requirements under rule 5.5, they must inform the applicant of their decision and the reasons for it.

5.7 If the directors accept a membership application, the applicant's name, Nominated Apical Ancestor, address and date they became a member must be entered on the register of members within 14 days.

Members' rights

5.8 A member can:

(a) attend, speak, put forward resolutions and vote at general meetings;

(b) ask the directors to call a general meeting under rules 6.8 and 6.9;

(c) look at the minutes of members' meetings (AGMs and general meetings) free of charge; and

(d) look at the books of the Corporation if the directors have authorised it or the members pass a resolution approving it.

5.9 If a member believes that their rights set out under rule 5.8 have been breached or ignored by the directors, the member can use the dispute resolution process under rule 13.

Members' responsibilities

5.10 Each member must:

(a) comply with this Rule Book and the CATSI Act;

(b) notify the Corporation if they change their address;

(c) treat other members, staff, stakeholders and the directors with dignity and respect and not engage in personal attacks; and

(d) not behave in a way that significantly interferes with the operation of the Corporation.

Liability of members

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

How to stop being a member

5.12 A person stops being a member if:

(a) they resign in writing;

(b) they pass away; or

(c) their membership is cancelled by the Corporation,

and, the person's name, Nominated Apical Ancestor, address and date they stopped being a member is entered on the register of former members.

5.13 If a person ceases to be a member, the Corporation must enter their name, Nominated Apical Ancestor, address and the date they stopped being a member on the register of former members within 14 days.

Cancelling membership

5.14 Membership may be cancelled by special resolution in a general meeting if:

the Corporation has not been able to contact that member at their address entered on the register of members for a continuous period of 2 years before the meeting; and

(a) the Corporation has made 2 or more reasonable attempts to contact the member during that

(b) 2 year period but has not been able to; or

(c) the general meeting is satisfied that the member has misbehaved by acting in a manner that significantly interferes with the operation of the Corporation or of Corporation meetings.

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

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

If the member does not object, the directors must cancel the membership. If the member objects, the directors cannot cancel the membership, unless required to do so by law, and the member can only then be removed by resolution at a general meeting. The member must be given an opportunity to address the general meeting before the decision is made. If the membership is cancelled the directors must give the former member a copy of the resolution as soon as possible after it has been passed.

5.16 If the Corporation cancels a person's membership under rule 5.14 or 5.15, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.17 When a person's membership is cancelled, the Corporation must put their name, Nominated Apical Ancestor, address and the date they stopped being a member on the register of former members within 14 days.

Register of members and former members

5.18 The register must contain:

(a) the names, Nominated Apical Ancestors and addresses of all members

and former members;

(b) the date when each person's name was added to the register; and

(c) for former members, the date when a person stopped being a member.

5.19 The register of members and former members must be kept at the Corporation's document access address or registered office.

5.20 The register of members must be made available at AGM and the Corporation must ask each member to update their entry.

6. Members' meetings

Annual General Meetings

6.1 AGMs must be held before the end of November each year.

6.2 The Corporation may apply to the Registrar to extend the period within which it must hold an AGM, provided the application is made before the end of November.

6.3 If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

6.4 AGM business includes:

(a) checking and updating the register of members;

(b) confirming the minutes of the previous AGM;

(c) presenting reports: general, financial, directors';

(d) asking questions about how the Corporation is managed;

(e) appointing directors; and

(f) choosing an auditor and agreeing on the fee (if required).

General meetings

6.5 A general meeting must be held for a proper purpose and at a reasonable time and place.

6.6 General meetings business must include:

(a) confirming the minutes of the previous general meeting; and

(b) considering the business or resolutions in the notice of the meeting.

6.7 The directors can call a general meeting by passing a resolution pursuant to rules 7.46 to 7.47.

6.8 Members can ask the directors to call a general meeting:

Number of members of Corporation	**Number of members required to request a general meeting**

2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

6.9 A members' request under rule 6.8 must:

(a) be in writing;

(b) state any resolutions to be proposed at the meeting;

(c) be signed by the members making the request;

(d) nominate a member to be the contact member on

behalf of the members making the request; and

(e) be given to the Corporation.

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

Notice for members' meetings (general meetings and AGMs)

6.11 At least 21 days' notice must be given to each member, the directors, the contact person or secretary and the auditor (if the Corporation has one).

6.12 The notice must set out:

(a) the place, date and time for the meeting;
(b) the business of the meeting;
(c) if a special resolution is being proposed, the exact wording of it; and
(d) information about how members can appoint a proxy.

6.13 Notices can be given to members personally, by post, fax, email or social media.

6.14 A notice of a members' meeting sent by:

(a) post is taken to be given 5 days after it is posted;
(b) fax, email or social media, is taken to be given on the business day after it is sent.

Chairperson may postpone or cancel a members' meeting (general meeting or AGM)

6.15 The Chairperson elected in accordance with Rule 6.25 may postpone or cancel a general meeting or AGM for cultural reasons or other significant reasons.

6.16 Cultural reasons or other significant reasons include, but are not limited to:

(a) sorry business;
(b) venue is inaccessible due to weather; or
(c) the date of the meeting conflicts with a cultural event.

6.17 The Corporation must make reasonable efforts to provide notice of the cancellation or postponement of a general meeting or AGM to the following people:

(a) each member entitled to vote at the meeting;
(b) each director;
(c) the contact person or secretary; and
(d) the auditor of the Corporation (if any).

6.18 Notice of the cancellation or postponement of a general meeting or AGM must be provided to the members by any of the means identified in Rule 6.14.

Members' resolutions (general meetings and AGMs)

6.19 Members can propose a resolution by giving notice of it to the Corporation:

Number of members of Corporation	**Number of members required to propose a resolution**
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

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

6.21 The Corporation must give notice of the resolution to all people entitled to it in the same way that notice is given for members' meetings under rules 6.11 to 6.14. The Corporation does not have to give notice of a resolution if it is defamatory.

6.22 The Corporation must consider the resolution at the next members' meeting (general meeting or AGM) that is held more than 28 days after the notice from the members has been received.

Quorum at members' meetings (general meetings and AGMs)

6.23 Quorum for members' meetings (general meetings and AGMs) is 25 members, including at least 3 members representing each Apical Ancestor Group.

6.24 Quorum must be present at all times during the meeting.

Chairing members' meetings (general meetings and AGMs)

6.25 The Chairperson of the Corporation appointed pursuant to rule 7.11 will chair members' meetings. If the Chairperson is unavailable, the Vice Chairperson appointed pursuant to rule 7.11 will chair members' meetings. If the Chair and Vice Chair are both unavailable, the directors must elect someone to chair the meeting.

Using technology at members' meetings (general meetings and AGMs)

6.26 Members' meetings (general meetings and AGMs) can be held at more than one place using any technology that gives members a way of taking part in an appropriate way.

Decision-making at members' meetings (general meetings and AGMs)

6.27 A resolution at a members' meeting (general meeting or AGM) should,

if possible, be decided by consensus of members present at the meeting, with each member having 1 vote.

6.28 If consensus cannot be reached after reasonable effort has been made, the resolution will be decided by majority vote with each Apical Ancestor Group casting 1 vote, such that a total of 5 votes only are cast.

6.29 The chair tells the meeting whether any proxy votes have been received and what they are.

6.30 A challenge to a right to vote at a members' meeting (general meeting or AGM) may only be made at the meeting, and must be determined by the chair, whose decision is final.

6.31 The chair declares the results of the vote at the meeting.

Proxies at members' meetings (general meetings and AGMs)

6.32 Members can appoint another member as their proxy to attend members' meetings and vote for them, provided the proxy has the same Nominated Apical Ancestor as the appointing member.

6.33 A proxy appointment must contain the member's name, and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member appointing the proxy in the form set out in **Schedule 5**.

6.34 The Corporation must receive the proxy's appointment at least 48 hours before the members' meeting.

6.35 A person must not be a proxy for more than 1 member.

7. Directors

Number of directors

7.1 The Corporation is to have 10 directors. 2 directors will be appointed from each Apical Ancestor Group.

Eligibility of directors

7.2 A director must be a member of the Corporation.

7.3 A person is not eligible to become a director if the person has been disqualified from managing corporations under the CATSI Act.

Majority of director requirements

7.4 A majority of directors of the Corporation must not be employees of the Corporation.

7.5 The chief executive officer (**CEO**) may be a director of the Corporation but cannot chair directors' meetings.

How to become a director

7.6 The appointment of directors occurs at each AGM:

(a) First, members of each Apical Ancestor Group nominate a director from their own Apical Ancestor Group.

(b) Second, members of the Corporation appoint directors by resolution passed pursuant to rule 6.27.

7.7 Directors must give their consent in writing to act as a director, using the form at **Schedule 6**, before their appointment takes effect which includes:

(a) informing the Corporation of their director identification number, or if they do not already have a director identification number, applying for a director identification number as required by the CATSI Act, before their appointment takes effect.

7.8 The Corporation must send the Registrar the directors' personal details within 28 days after they are appointed. The Corporation can use the Registrar's *Notification of a change to corporation officers' details* form.

Directors' terms of appointment and rotation

7.9 Directors will be appointed on rotation for a 2 year term, so that the appointment of half of the directors expires each year. To implement the rotation system:

(a) the directors of the Corporation on registration will only hold office until the first AGM and will be eligible for re-appointment;

(b) at the first AGM of the Corporation;

i. half of the directors will be appointed for a term of 2 years; and

ii. the other half of the directors will be appointed for a term of 1 year; and

(c) at all subsequent AGMs, the appointment of directors will be for a term of 2 years.

7.10 If any of the directors' terms expire so that there are less than 10 directors at any time, those expiring terms are extended until the members appoint new directors or reappoint the existing directors by resolution at the next general meeting or AGM.

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

7.11 Office bearers are directors of the Corporation appointed by the directors at the first directors' meeting after each AGM.

How to fill casual vacancies

7.12 A casual director vacancy arises when a person stops being a director before their term of appointment expires and so the position of that director becomes vacant.

7.13 The directors can appoint a member of the Corporation to fill a casual director vacancy by passing a resolution at a directors' meeting, provided that person meets the eligibility requirements in rules 7.2 and 7.3 and has the same Nominated Apical Ancestor as the person who stopped being a director.

7.14 Directors may fill a casual director vacancy even if the number of directors is reduced to less than the number:

(a) specified by rule 7.1; or
(b) required for quorum pursuant to rule 7.44.

7.15 Directors must give their consent in writing to act as a director, using the form at **Schedule 6**, before their appointment takes effect.

7.16 The Corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

7.17 Directors appointed to fill casual vacancies only hold office until the next AGM at which directors are appointed.

Alternate directors

7.18 With the approval of the other directors, a director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period, provided the alternate director is a member of the Corporation and has the same Nominated Apical Ancestor as the appointing director.

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

7.20 The appointing director may terminate the alternate's appointment at any time.

7.21 An appointment of an alternate or its termination must be made in writing and a copy must be given to the Corporation.

How to stop being a director

7.22 A person stops being a director if:

(a) the director passes away;

(b) the director resigns in writing;

(c) the director's term of appointment expires;

(d) the director is removed as a director by the members or the other directors;

(e) the director is disqualified from managing corporations under the CATSI Act; or

(f) the director ceases to be a member, but was a member when they became a director.

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

Removal of director by members

7.24 The Corporation may, by resolution of the members in a general meeting or an AGM, remove a director from office as follows:

(a) a notice for a resolution to remove a director must be given to the Corporation at least 21 days before the general meeting or AGM is held;

(b) the Corporation must give the director concerned a copy of the notice as soon as possible; and

(c) the director can give the Corporation a written statement and speak at the meeting. Any written statement must be given to everyone entitled to notice of the meeting.

Removal of director by other directors

7.25 The only way the directors can remove a director from office is if they fail to attend 3 or more consecutive directors' meetings without a reasonable excuse.

7.26 Before removing a director under rule 7.25, the directors must give the director

concerned notice in writing stating that:

(a) the directors intend to remove the director concerned from office because he or she has failed to attend 3 or more consecutive directors' meetings without a reasonable excuse; and

(b) the director concerned has 14 days to object in writing to the removal.

7.27 If a director does not object, the directors must remove the director concerned by resolution and provide the person who has been removed with a copy of the resolution as soon as possible after the resolution has been passed.

7.28 If the director objects, the directors cannot remove the director. The director can only then be removed by resolution passed by members at a general meeting or an AGM.

Directors' and officers' duties and powers

7.29 Directors must comply with the duties imposed on directors under the CATSI Act and the general law, including:

(a) a duty of care and diligence;

(b) a duty of good faith and to act in the best interests of the Corporation;

(c) a duty to disclose conflict of interests;

(d) a duty not to improperly use position or information; and

(e) a duty to not trade while insolvent.

7.30 The business of the Corporation is to be managed by or under the direction of the directors. The directors may exercise all the powers of the Corporation except any powers that the CATSI Act or this Rule Book require the Corporation to exercise in a general meeting or an AGM.

Conflict of interest

7.31 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.

7.32 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.

7.33 A director who has a material personal interest must not:

(a) be present at a directors' meeting while the matter in question is being considered; or

(b) vote on the matter,

unless they have been granted approval by the other directors (those that do not have a conflict of interest) or the Registrar in writing.

Payments to directors

7.34 The directors may be paid such reasonable remuneration as determined by the Corporation by resolution in a members' meeting (general meeting or AGM).

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

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

Related party benefit

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

Delegation of directors' powers

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

(a) another director;
(b) a committee of directors; or
(c) an employee of the Corporation.

7.39 The delegate must exercise the powers delegated in accordance with any directions of the directors.

Directors' meetings

7.40 Directors must meet at least 4 times per calendar year.

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

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

7.43 Two or more directors can call a meeting by giving reasonable notice to all the other directors.

Quorum for directors' meetings

7.44 Quorum for a directors' meeting is a majority of directors. Quorum must be present at all times during the meeting.

Directors' resolutions

7.46 A resolution passed by the directors will, if possible, be decided by consensus of directors present at the meeting and entitled to vote. If consensus cannot be reached after a reasonable effort has been made, the matter will be decided by majority vote.

7.47 Directors can pass a resolution without a directors' meeting if a majority of directors sign a statement saying that they are in favour of it.

Execution of documents by directors

7.48 Documents (including deeds) may be executed by directors in accordance with the CATSI Act.

8. Contact person or secretary

8.1 The contact person is appointed by resolution of the directors.

8.2 The contact person must be at least 18 years old.

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

8.4 The contact person must pass on any correspondence received to at least 2 of the directors within 14 days, or otherwise pass it on in accordance with a process determined by the directors.

8.5 The contact person must give the Corporation their consent in writing to become a contact person before their appointment takes effect.

8.6 The Corporation must send the Registrar the contact person's details within 28 days after they are appointed.

9. Records

9.1 The Corporation must keep:

(a) minutes of meetings (minute book);

(b) the Rule Book (constitution);

(c) the register of members and former members;

(d) the names and addresses of directors, officers and the contact person; and

(e) financial records that correctly record and explain the Corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

9.2 These records must be kept at the Corporation's document access address.

9.3 The directors, or the Corporation by a resolution passed at a members' meeting (general meeting or AGM), may authorise a member to inspect the records of the Corporation.

10. Finances

10.1 The Corporation must follow these procedures:

(a) the Corporation must give receipts for all money it receives;

(b) all money of the Corporation must be deposited into a Corporation bank account;

(c) all accounts must be approved for payment at a directors' meeting or

in accordance with valid delegations;

(d) all cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least 2 people authorised by the directors; and

(e) all payments made out of the Corporation's bank account(s) must be supported by adequate documents which explain the nature and purpose of the payment.

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

11. Application of funds

11.1 The directors can only use the money and property of the Corporation to carry out its business.

11.2 The directors cannot directly or indirectly give any money or property of the Corporation to members of the Corporation. This rule does not stop the Corporation from making:

(a) a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided; or

(b) payment to a member in carrying out the Corporation's objectives.

12. Winding up

12.1 Subject to the requirements of Division 6 of Part 2 of the *Native Title Act*, the Corporation may be wound up by its members in accordance with the relevant sections of the CATSI Act and rules 12.2 to 12.6.

12.2 The Corporation may be dissolved by a special resolution of the members voting at a general meeting specially convened for the purpose and of which not less than 21 days' notice has been given.

12.3 The resolution of dissolution must specify a Prescribed Body Corporation (the **new PBC**) that will replace the Corporation for the purpose of carrying out the functions in relation to the Determination Area prescribed by the *Native Title Act* and the PBC Regulations.

12.4 If the Corporation is wound up, all debts, liabilities and costs of winding up must be paid first. If there are any assets left over, members of the Corporation can pass a special resolution distributing those surplus assets to the new PBC so long as the new PBC:

(a) has objects which are similar to the principal objects of the Corporation as set out in Rule 3;

(b) has a constitution which requires its income and property to be applied in promoting its objects;

(c) has a constitution which prohibits it from paying or distributing its income and property amongst its members;

(d) is a public benevolent institution for the purposes of any taxation law of the Commonwealth,

12.5 Surplus assets of the Corporation cannot be given to any member or any person to be held on trust for any member.

12.6 In the event that the new PBC does not meet the criteria in rule 12.4, surplus assets of the Corporation will be given or transferred to another Aboriginal institution or corporation in the Kimberley region which has been established for the benefit of the Native Title Holders and meets the criteria in rule 12.4.

12.7 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

(a) gifts of money or property for the principal purpose of the organisation;
(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
(c) money received by the organisation because of such gifts and contributions.

13. Dispute resolution for members

13.1 If a dispute arises, the parties must first try to resolve it themselves.

13.2 If the dispute is not resolved within 20 business days, any party may give a dispute notice to the other parties.

13.3 The dispute notice must be in writing, say what the dispute is about and be given to the contact person for the Corporation.

13.4 The directors or any of the dispute parties may ask the Registrar for assistance.

13.5 The directors must help the parties resolve the dispute. The directors may:

(a) directly assist the parties to resolve their dispute;
(b) refer the parties to senior people chosen to assist the parties to resolve their dispute;
(c) refer the parties to an independent person to mediate the dispute; or
(d) refer the dispute to the members to resolve at a general meeting.

14. Dispute resolution for non-members

14.1 The dispute resolution process set out at rule 13 also applies to disputes between the Corporation and a person who is or who claims to be a Common Law Holders, whether or not they are a member, but only if the dispute is in relation to:

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

14.2 Rule 13 does not apply to disputes between the Corporation and non-members except for in the specific circumstances set out in rule 14.1.

15. Changing the rule book

15.1 The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.

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

(a) Rule Book changes;

(b) special resolution; and

(c) minutes of the meeting.

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

Schedule 1 - Interpretation and Dictionary

Interpretation

In this Rule Book:

(a) words in the singular include the plural and vice versa;

(b) the words 'including', 'include' and 'includes' are to be read without limitation;

(c) a reference to legislation or regulation is to be read as a reference to that legislation or regulation as amended, re-enacted or replaced for the time being;

(d) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules;

(e) a word or expression defined in the CATSI Act and used, but not defined, in this Rule Book has the same meaning given to it in the CATSI Act; and

(f) inconsistency with the CATSI Act is to be resolved in favour of the CATSI Act.

Dictionary

Apical Ancestor means one of the following apical ancestors from which a Native Title Holder is a descendant:

1. Kudumili;
2. Galawa;
3. Ngalgarrgard;
4. Jabadayim, including his adopted son, Jacob Sesar; or
5. Ulgirr/Oolgir.

Apical Ancestor Group means a group of members who have the same Nominated Apical Ancestor.

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

Common Law Holders has the same meaning as in section 56(2) of the *Native Title Act,* and means the persons included in the Determinations of Native Title as the Native Title Holders.

Determinations of Native Title means the determination of the Federal Court of Australia in the proceeding known as Wiggan & Ors on behalf of the Mayala People v State of Western Australia & Ors (WAD6255/1998) (**Initial Determination**), as well as any subsequent determinations of native title made in favour of the same Native Title Holders and in relation to areas within the external boundary of the Initial Determination.

Determination Area means the land and waters the subject of the Determinations of Native Title and in relation to which the Corporation is registered on the National Native Title Register.

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

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

Native Title Decision has the same meaning as in regulations 3 of the PBC Regulations.

Native Title Holders means the persons identified in **Schedule 4** being the persons determined by the Federal Court as holding the common or group rights and interests comprising native title in the Determination Area.

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

Native Title Rights and Interests has the same meaning as in section 223 of the Native Title Act.

Nominated Apical Ancestor means the Apical Ancestor nominated by a member of the Corporation and recorded in the register of members in accordance with rule 5.4.

NTRB or **Native Title Representative Body** means a representative Aboriginal / Torres Strait Islander body that is recognised under section 203AD of the *Native Title Act.*

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

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

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

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

Schedule 2 - Native Title Decisions

This Schedule 2 sets out the consultation and consent requirements pursuant to rule 4.3 and regulations 8 and 9 of the PBC Regulations.

Native Title Decisions

Before making a Native Title Decision, the Corporation must consult with and obtain the consent of the Common Law Holders in accordance with regulation 8 of the PBC Regulations.

The Corporation may consult with and consider the views of the Native Title Representative Body for the area in relation to Native Title Decisions, and if the Corporation considers it to be appropriate and practicable, give notice of those views to the Common Law Holders.

Certificate in relation to Consultation and Consent

As soon as practicable after a Native Title Decision is made, the Corporation must prepare a certificate in accordance with regulation 9 of the PBC Regulations. A certificate prepared and signed in accordance with regulation 9 of the PBC Regulations is prima facie evidence that the Corporation has consulted and obtained consent as required by regulation 8 of the PBC Regulations.

Schedule 3 - Membership Application Form

I, …… (full name)

born on ……(date of birth) of ……(address)

…….. (email address) apply for membership of Mayala Inninalang Aboriginal Corporation RNTBC (ICN 9067) to be registered as a descendant from the following Apical Ancestor (**Nominated Apical Ancestor**) (select 1 only):

- ☐ Kudumili
- ☐ Galawa
- ☐ Ngalgarrgard
- ☐ Jabadayim, including his adopted son, Jacob Sesar
- ☐ Ulgirr / Oolgir

Please include any additional information about your connection (such as parents and grandparents):

……..

I am aware of the responsibilities as a member of the Corporation as per the Corporation's Rule Book and I agree to:

(a) comply with the Corporation's Rule Book and the CATSI Act;
(b) notify the Corporation if I change my address;
(c) treat other members, staff, stakeholders and the directors with dignity and respect and not engage in personal attacks; and
(d) not behave in a way that significantly interferes with the operation of the Corporation.

Signature of applicant …… Date ……

Mayala Inninalang Aboriginal Corporation RNTBC - office use only

Application tabled at directors' meeting held on …….

Directors confirmed applicant is eligible for membership in accordance with rule 5.3.

Yes / No

Reasons if application is refused (see rule 5.6):

Date entered on the Corporation's register of members (*must be within 14 days of acceptance (rule 5.7)*) ……

Schedule 4 - Native Title Holders

The Native Title Holders are those Aboriginal people who possess rights and interests in the Determination Area pursuant to their common body of traditional laws and customs.

Those people are the descendants (including such people descended by adoption as are recognised and accepted in accordance with traditional law and custom) of the following persons:

1. Kudumili
2. Galawa
3. Ngalgarrgard
4. Jabadayim, including his adopted son, Jacob Sesar
5. Ulgirr/Oolgir

Schedule 5 - Appointment of proxy form

Mayala Inninalang Aboriginal Corporation RNTBC (ICN

9067) Appointment of proxy

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 / / and at any adjournment of that meeting.

Signature of member appointing proxy ----------

Date ----------

NOTE: A proxy vote may be given under rules 6.34 to 6.37 (for more about proxies see section 201-90 of the CATSI Act)

Please return your completed form to the Corporation **at least 48 hours before the meeting**.

Schedule 6 - Consent to become a director form

Mayala Inninalang Aboriginal Corporation RNTBC (ICN 9067)

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)

I agree to act in the best interests of the Corporation and comply with the duties imposed on directors under the CATSI Act, the general law and the Corporation's Rule Book; and

My director identification number is:_____(director identification number) or

I have applied for a director identification 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; or
- have been disqualified under the *Corporations Act 2001* from managing corporations.

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.