

The Rule book of

North Queensland Land Council Native Title Representative Body Aboriginal Corporation

(ICN 1996)



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 North Queensland Land Council Native Title Representative Body Aboriginal Corporation.

2. Interpretation

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

3. Objectives

The Objectives of the Corporation are:

- a) To assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering, disadvantage and misfortune among Aboriginal people, through the process of supporting social and economic development.
- b) To carry out the functions, powers, responsibilities and rights of a Native Title Representative Body under the *Native Title Act 1993* (Cth)(**NTA**).
- c) To advocate for native title claimants and native title holders in protecting their interests.
- d) To operate and maintain a gift fund to be known as 'The North Queensland Land Council Native Title Representative Body Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.
- e) To advance the practice of, and respect for Aboriginal Law and Culture.
- f) To facilitate and strengthen the capacity of Traditional Owners in North Queensland to further their traditional Indigenous rights of ownership, occupation, use, enjoyment and control over their lands and waters.
- g) To facilitate and support the social, economic and self-determination of Traditional Owners in the North Queensland Land Council Region.

4. Powers of the Corporation

- a) The Corporation shall, subject to this Rule Book and the Act, have the power to do all such lawful things as may seem necessary to carry out the objectives of the Corporation.

5. Members

5.1 Who is eligible?

A Member must be a person who is:

- (a) at least 18 years old;
- (b) an Aboriginal person; and
- (c) a Traditional Owner from within the North Queensland Land Council Representative Body region.

5.2 How to become a Member

A person becomes a Member of the Corporation if:

- (a) the person is eligible under Rule 5.1;
- (b) the person applies in writing in the form set out at Schedule 5;
- (c) the Directors accept the person's application by resolution at a Directors' meeting; and
- (d) the person's name is entered on the Register of Members.

Note: The Membership eligibility requirements at 5.1 apply to applicants from the date this Rule Book is registered.

5.3 Deciding Membership applications

- (a) Membership applications are to be considered and decided upon by the Directors.
- (b) The Directors must consider applications in the order they are received by the Corporation and must decide upon any application for membership at the Directors' meeting that occurs immediately following receipt of the application.
- (c) The Directors must not accept a person's application for Membership unless the person:
 - (i) applies in writing in the form set out at Schedule 5; and
 - (ii) meets the eligibility requirement set out at Rule 5.1.
- (d) The Directors may refuse a Membership application, even if the person has applied in writing and complies with all the eligibility requirements.
- (e) The Directors must write to the person advising of the decision to refuse their Membership application and the reason why.

Where is the Membership Application form?

On page 53.

Directors consider all Membership applications. However, they cannot unreasonably deny your application for Membership. Directors must follow the process in 5.3

- (f) A person can write to the Directors seeking a review of a decision to refuse their Membership application in accordance with 5.3(e).
- (g) If the person's Membership application is refused twice by the Directors, the person can request the application is considered by the Members at a General Meeting. Rules 7.4 and 7.5 must be still be complied with.

5.4 Entry on the Register of Members

- (a) A person does not become a Member until their name is entered on the Register of Members.
- (b) A person's name, address and the date they were accepted as a Member must be entered onto the Register of Members, within 14 days after the Directors accepted the Membership application.
- (c) The Corporation however must not enter the person on the Register of Members until after the relevant General Meeting or annual General Meeting (**AGM**) has been held if:
 - i. A person applies for Membership after a notice for a General Meeting or AGM has been given; and
 - ii. the General Meeting or AGM has not been held when the Directors consider the persons application.

All current Members are listed on the Register of Members.

The list of Members is also available on the ORIC Website.

5.5 Membership Fees

- (a) The Members of the Corporation are not required to pay fees to join or for ongoing Membership of the Corporation.

You must not be charged a fee to become a Member or for any ongoing Membership of the NQLC.

5.6 Members' rights

- (a) Each Member of the Corporation has rights in accordance with the Act and this Rule Book as detailed below. A Member can:
 - (i) attend, speak and vote at General Meetings;
 - (ii) be made a Director (if the Member is eligible to be a Director—see Rule 8.2 on eligibility of Directors);
 - (iii) put forward resolutions at General Meetings, including under Rule 7.5 (Member's resolution);

- (iv) ask the Directors to call a General Meeting under Rule 7.3.5;
- (v) not be removed as a Member unless the Directors and the Corporation have complied with the Rules under 5.11.
- (vi) access and review the following documents of the Corporation free of charge:
 - A. Register of Members, under Rule 6.2.2;
 - B. minutes of General Meetings and AGMs under Rule 13.7;
 - C. the Corporations Rule book, under Rule 13.9; and
 - D. the financial report, general report and Directors reports prepared by or for the Directors and the Corporation in accordance with the Act.
- (vii) in accordance with Rule 13.8, can review other records or Books of the Corporation if the Members approve the request by a resolution at a General Meeting.
- (viii) raise a dispute in accordance with Rule 17.3.
- (ix) Members do not have a right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up; and
- (x) if a Member believes their rights have been breached by the Directors, the Member can utilise the dispute resolution process at Rule 17.

5.7 Members' responsibilities

- (a) Each Member has the following responsibilities:
 - (i) to follow the Corporations Rules and comply with the Act;
 - (ii) to treat other Members with respect;
 - (iii) to inform the Corporation of any change to their address and other relevant contact details within 28 days;
 - (iv) to comply with any code of conduct adopted by the Board;
 - (v) to attend General Meetings and AGMs or give their apologies if they are unable to do so; and

- (vi) should not behave in a way that significantly interferes with the operation of the Corporation, Corporation meetings, or in a way that brings the Corporation into disrepute.

5.8 Liability of Members

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

Members do not have to pay any of the Corporation's debts if it has no money to pay them itself.

5.9 How to stop being a Member

- (a) Subject to Rule 5.9(b), a person stops being a Member when the Member's name is removed from the Register of Members as a Member of the Corporation.
- (b) A person stops being a Member if:
 - (i) the person resigns in writing;
 - (ii) the person dies; or
 - (iii) their Membership is cancelled in accordance with Rule 5.11.
- (c) When a person stops being a Member the Corporation must put their name, address and the date they stopped being a Member on the Register of Former Members.

5.10 Resignation of a Member

- (a) A Member may resign in writing to the Corporation.
- (b) The Corporation must remove the Member's name from the Register of Members within 14 days after receiving the resignation notice.

If you do not want to be a Member anymore, you must write to the Corporation and let them know.

5.11 Process for cancelling Membership

5.11.1 Cancelling Membership if a Member is not, or ceases to be eligible

(a) The Directors may, by resolution, cancel the Membership of a Member if the Member:

- (i) is not eligible for Membership; or
- (ii) has ceased to be eligible for Membership.

(b) Before cancelling the Membership, the Directors must give the Member notice in writing stating that:

- (i) the Directors intend to cancel the Membership for the reasons specified in the notice;
- (ii) the Member has 28 days to object to the cancellation of the Membership; and
- (iii) the objection must be in writing.

(c) If the Member does not object within 28 days, the Directors must cancel the Membership.

(d) If the Member does object in accordance with Rule 5.11.1(b)(iii):

- (i) The Directors must not cancel the Membership; and
- (ii) only the Members by resolution at a General Meeting may cancel the Membership.

(e) If a Membership is cancelled in accordance with 5.11.1, the Directors must give the Member notice and a copy of the resolution at their last known address (either the resolution of the Directors or the resolution of the General Meeting) as soon as possible after it has been passed.

Your Membership can be cancelled if:

- You do not follow these rules
- You interfere with meetings
- You do something that damages the Corporation's reputation
 - You cannot be contacted for two years

Members have the right to object to the cancellation of their Membership.

5.11.2 Cancelling Membership if a Member cannot be contacted

(a) The Membership may be cancelled by Special Resolution in a General Meeting if the Corporation:

- (i) Has not been able to contact the Member at their address entered on the register of Members for a continuous period of two years and before the meeting; and
- (ii) Had made two or more attempts to contact the Member during that two-year period but has been unable to.

- (b) If the Corporation cancels the Membership, the Directors must send that person a copy of the Special Resolution at their last known address, as soon as possible after the resolution has been passed.

5.11.3 Cancelling Membership if a Member misbehaves

- (a) The Corporation may cancel a Membership by Special Resolution in a General Meeting if the General Meeting is satisfied that Member has behaved in a way that significantly interfered with the operation of the Corporation or that brings the Corporation into disrepute.
- (c) If the Corporation cancels the Membership, the Directors must send that person a copy of the Special Resolution at their last known address, as soon as possible after the resolution has been passed.

5.11.4 Amending the Register of Members after a Membership is cancelled

Within 14 days of a person's Membership being cancelled, the Corporation must remove their name from the Register of Members of the Corporation.

6. The register/s of Members and Former Members

6.1.1 Corporation to maintain a Register of Members and a Register of Former Members

- (a) The Corporation must set up and maintain a Register of Members and a Register of Former Members.
- (b) The Corporation may maintain the Register of Former Members in the same document as the Register of Members.
- (c) The Registers must be made available at the AGM.

6.1.2 Corporation to maintain a Register of Members

- (a) The Register of Members must contain the following information about individual Members:
 - (i) the Member's name (given and family name) and address; and
 - (ii) the date on which the Member's name was entered on the Register of Members.

6.1.3 Corporation to maintain a Register of Former Members

- (a) The Register of Former Members must contain the following information about each person who stopped being a Member within the last 7 years:
 - (i) the person's name (given and family) and last known address; and

(ii) the date on which the person stopped being a Member.

6.2 Location and inspection of Register of Members and Register of Former Members

6.2.1 Location of Registers

The Corporation must keep the Register of Members and the Register of Former Members at the Corporation's registered office.

6.2.2 Right to inspect Registers and Inspection Fees

- (a) The Register of Members and Register of Former Members must be available for inspection by any person, and any person has a right to inspect the registers, in accordance with the Act.
- (b) If the Register is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the register/s (unless the Corporation agree that the person can access the information by computer).
- (c) A Member may inspect the register/s without charge.

6.2.3 Right to obtain copies of the Register/s

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

- (a) asks for a copy; and
- (b) pays for any fee required by the Corporation.

6.3 Making Register/s of Members available at the Annual General Meeting

The Corporation must:

- (a) make the Register of Members available for inspection (without charge) at the AGM; and
- (b) ask that each Member attending the AGM check and update their details including their address.

6.4 Making Register/s of Members available to the Registrar

The Corporation must provide a copy of the Register of Members and/or Register of Former Members to the Registrar, within 14 days or such longer period that the Registrar specifies.

7. General Meetings and AGMs (Members' meetings)

7.1 *Timing of the AGM*

The Corporation must hold an AGM within 5 months after the end of the Financial Year.

7.1.1 *Seeking extension of time for holding AGMs*

- (a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM, before the end of the period required to hold an AGM, in accordance with Rule 7.1 and the Act.
- (b) If the Registrar grants an extension, the Corporation will hold its AGM within the extended period specified by the Registrar.

7.2 *AGM business*

The business of an AGM may include the following, even if not specifically referred to in the notice of the meeting:

- (a) checking the Register of Members (see Rule 6.3);
- (b) confirming the minutes of the previous AGM;
- (c) presenting of reports including general, financial and Directors as required under Chapter 7 of the Act which are required to be laid before the AGM;
- (d) asking questions about how the Corporation is managed and asking questions of the Corporation's auditor;
- (e) electing Directors (if required); and
- (f) the appointment and remuneration of an auditor (if required).

7.3 *General Meetings*

7.3.1 *Purpose of a General Meeting*

A General Meeting must be held for a proper purpose.

7.3.2 *Time and Place of General Meeting*

A General Meeting must be held at a reasonable time and place.

The AGM is a meeting of all Members held once every year.

The AGM must be held before the end of November.

A proper purpose means genuine Corporation business and not a frivolous request.

7.3.3 Business of General Meetings

Business of a General Meetings includes:

- (a) confirming the minutes of the previous General Meeting
- (b) considering the business or resolutions in the notice of meeting.

7.3.4 Directors may call General Meetings

The Directors can call a General Meeting or AGM by passing a resolution in a Directors' meeting or by circulating resolution passed by majority.

7.3.5 Members may ask Directors to call a General Meeting

(a) Subject to Rule 7.3.5(b), the Directors of the Corporation must call and arrange to hold a General Meeting on the request of at least 10% of the Members.

(b) The Members' request must:

- (i) be in writing
- (ii) be for a proper purpose
- (iii) state any resolutions to be proposed at the meeting
- (iv) be signed by the Members making the request
- (v) nominate a Member to be the contact Member on behalf of the Members making the request and
- (vi) be given to the Corporation.

Members can request the Directors call and hold a General Meeting if 10% of Members request them to do so.

(c) Within the 21 days of receiving the request the Directors must either call the meeting or apply to the Registrar to deny the request.

7.3.6 Directors agree to the request

If the Directors agree to the request, they must call the General Meeting within 21 days of receiving the Members' request.

7.3.7 Directors apply to the Registrar to deny the request

(a) If the Directors do not agree with the request and resolve that:

- (i) a request under Rule 7.3.5 is frivolous, unreasonable or not for a proper purpose; or
 - (ii) complying with the request under Rule 7.3.5 would be contrary to the interests of the Members as a whole.
- (b) a Director, on behalf of all the Directors, may apply to the Registrar for permission to deny the request to call a General Meeting.
- (c) The Directors' application to the Registrar to deny the Members' request must:
- (i) be in writing
 - (ii) set out the reasons why they wish to deny holding the meeting
 - (iii) be made within 21 days after the Members' request for a meeting was made.
- (d) The Directors must give notice to the contact Member (Rule 7.3.5(b)(v)) that they have applied to the Registrar to deny the request.

7.4 Notice for General Meetings and AGMs

7.4.1 Notice for General Meeting

At least 21 days' notice must be given of a General Meeting.

7.4.2 Requirement to give notice of General Meeting to Members and Officers

- (a) The Corporation must give written notice of a General Meeting, individually, to the following persons:
- (i) each Member;
 - (ii) each Director;
 - (iii) the Secretary; and
 - (iv) the auditor (if the Corporation has one).

Members must be given 21 days' notice of a General Meeting or an AGM.

(b) The Corporation may give notice of a General Meeting in one or more of the following ways:

- (i) personally;
- (ii) by sending it by post, fax or other electronic means nominated by the Member;
- (iii) by placing an advertisement in local and regional newspapers;
- (iv) by placing an advertisement with local and regional radio stations;
- (v) by placing an advertisement with **Broadcasting for Remote Aboriginal Communities Stations (BRACS)** wherever they exist within communities within the area of the Corporation.
- (vi) by placing in a prominent position of community organisations within the North Queensland Land Council region; or
- (vii) by publishing/placing on the North Queensland Land Council website or social media platforms.

It is important to update your contact details so the Directors can notify you of Meetings.

(c) The non-receipt of the notice by any individual Member shall not invalidate the General Meeting or any proceeding of the General Meeting.

7.4.3 Contents of notice of a General Meeting

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;
- (d) any technology to be used in the meeting (if required); and
- (e) that a Member cannot appoint a proxy, in accordance with Rule 7.14.

If an individual Member does not receive a notice, that does not mean the meeting has not been notified in accordance with the rule book.

7.5 Members' resolutions

7.5.1 Notice and Consideration of Member's resolutions

- (a) If a Member or Members wish to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation by at least 10% of the Members.
- (b) A notice of a Members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) must be signed by the Members proposing it.
- (c) The Corporation must give notice of the resolution to all Members in the way as prescribed in Rule 7.4.
- (d) The Corporation must consider the resolution at the next General Meeting which is being held more than 28 days after the notice from the Members has been given to the Corporation.
- (e) The Corporation must give all its Members notice of the resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a General Meeting.

7.6 Resolutions without a General Meeting

7.6.1 Circulating Resolutions

- (a) The Corporation may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) This Rule does not apply to a resolution to remove an auditor.
- (c) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last Member signs.
- (e) When the Corporation passes a resolution under this Rule without holding a meeting, it satisfied any requirements of the Act to:
 - (i) give Members information or a document relating to the resolution—by giving Members that information or document with the document to be signed; and

- (ii) lodge with the Registrar a copy of a notice of meeting to consider the resolution—by lodging a copy of the document to be signed by Members; and
 - (iii) lodge a copy of a document that accompanies a notice of meeting to consider the resolution—by lodging a copy of the information or documents referred to in paragraph (a).
- (f) The passage of the resolution satisfies any requirement in this Act, or the Corporation's Rule Book, that the resolution be passed at a General Meeting.

7.7 Quorum at General Meetings and AGMs

7.7.1 Quorum

The quorum for a meeting of the Corporation is 20 Members.

7.7.2 Quorum must be present

The quorum must be present at all times during the meeting.

7.7.3 Meeting adjourned where no quorum

- (a) A Corporation meeting that does not have a quorum present within 30 minutes after the start time of the meeting then:
 - (i) the meeting is adjourned to a time one hour after the advertised time in the notice.
 - (ii) the quorum for the adjourned meeting is equivalent to the number of Members then in attendance.

7.8 Adjourned General Meetings

- (a) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at an adjourned General Meeting, unless proper notice is given under Rule 7.4 of any new business to be discussed.

Only business which was notified is to be discussed at a General Meeting or AGM that has been adjourned.

7.9 Postponing a General Meeting or AGM

- (a) After notice has been given for a General Meeting or AGM the Directors can decide to postpone the meeting if:
 - (i) there are exceptional reasons for doing so, such as:

- (a) Sorry business – in accordance with cultural practices and traditions; or
 - (b) a natural disaster; or
 - (c) a global health emergency; or
 - (d) another extenuating circumstance.
- (b) The Directors postpone the meeting by passing a resolution in a Directors' meeting or via circulating resolution in accordance with Rule 10.6.2.
- (c) A postponed meeting must be held within 60 days of the date that the meeting was due to occur, unless the exceptional reasons as listed in Rule 7.9(a)(i) continue
- (d) The Directors must give reasonable notice of the postponement and give each Member individually a notice of the postponed meeting setting the new date, time and place.

7.10 Chairing General Meetings and AGMs

- (a) The Chairperson is elected in accordance with Rule 8.5.
- (b) If the Chairperson of the North Queensland Land Council is present, the Chair shall chair any General Meeting, unless the Chair declines to do so.
- (c) If the Chairperson is not present, or declines to Chair the meeting, the Deputy Chairperson is to chair the General Meeting, or part of it.
- (d) If a Chairperson and a Deputy Chairperson have not been elected, or both are not available, the Directors may elect a Director present to chair the General Meeting or part of it.

7.11 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.

7.12 Voting at General Meetings and AGMs

- (a) Each Member has one vote, on a show of hands unless a Poll is demanded.
- (b) The Chair does not have a casting vote.

7.12.1 Challenge to a right to vote

A challenge to a right to vote at a General Meeting:

- (a) may only be made during the meeting; and
- (b) the outcome is to be determined by the Chairperson; whose decision is final.

7.12.2 How voting is carried out

- (a) A resolution put to the vote at a General Meeting must be decided by majority on a show of hands, unless a poll is demanded under Rule 7.13.
- (b) The Chairperson declares the results of the vote, on a show of hands, or after a poll is counted.

7.13 Demanding a Poll

- (a) A poll is a formal count of votes.
- (b) At a General Meeting, a poll may be demanded in relation to any resolution.
- (c) A poll may be demanded by:
 - (i) at least 5 Members entitled to vote on the resolution; or
 - (ii) the Chairperson.
- (d) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) after, a vote decided by majority on a show of hands.

7.13.1 When and how polls must be taken

- (a) At a General Meeting, a Poll demanded must be taken when and in the manner as the Chairperson directs.

7.14 Proxies at General Meetings and AGMs

Proxies may not be appointed to attend or vote for Members at General Meetings.

7.15 Questions at AGMs

The Chair of an AGM must give Members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

Members are not allowed to appoint another person or

Members should ask questions at the AGM and must be given the opportunity to do so.

7.15.1 Questions of auditors by Members at the AGM

The Chair of the AGM must give Members reasonable opportunity to ask the auditor, or the auditor's representative, questions relevant to:

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

8. Directors

8.1 Number of Directors

[NOTE: Intended to provide Members two options for their consideration as below]

OPTION 1:

- (a) The Corporation must have at least **6** Directors and no more than **12** Directors.
- (b) It is intended, but not necessary that the Directors shall be comprised of the number of persons set out in Schedule 2.
- (c) Up to two independent or specialist non-Member Directors may be appointed, in accordance with Rule 8.6 for a term of up to two years. These positions are included in the number of Directors listed at 8.1(a).

The Board of Directors is made up of both member Directors as listed in Schedule 2 and two specialist non-member Directors can also be appointed in accordance with rule 8.6. The independent or specialist non-member Directors do not have voting rights.

OPTION 2:

- (a) The Corporation must have at least **7** Directors and no more than **14** Directors.

- (b) It is intended, but not necessary that the Directors shall be comprised of the number of persons set out in Schedule 2.
- (c) Up to two independent or specialist non-Member Directors may be appointed, in accordance with Rule 8.6 for a term of up to two years. These positions are included in the number of Directors listed at 8.1(a).

8.2 Eligibility to be a Director

8.2.1 Eligibility for appointment as a Director

- (a) An individual is eligible for appointment as a Director if the individual is:
 - (i) at least 18 years old;
 - (ii) a Member of the Corporation; and
 - (iii) whose principal place of residence is within a specific Ward, as listed at Schedule 2 and Schedule 4.
- (b) The Chief Executive Officer (CEO) of the Corporation is not eligible to be a Director. This does not preclude other employees of the Corporation being eligible to be a Director in accordance with rule 8.2.1.
- (c) A person is not eligible to become a Director if the person:
 - (i) is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act may only be appointed as a Director if the appointment is made:
 - (a) with permission granted by the Registrar; or
 - (b) with leave granted by the Court.
 - (ii) has been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months; or
 - (iii) if the Members determine the person is not fit a proper person.

8.2.2 Majority of Director Requirements

- (a) A majority of Directors must be Members.
- (b) A majority of Directors must be Aboriginal;

8.2.3 A majority of Directors must not be employees of the Corporation. Consent to act as a Director

Before a person may be appointed by the Corporation as a Director, that person must give the Corporation a signed consent in the form set out at Schedule 6.

8.3 How to become a Director by appointment

8.3.1 The Corporation may appoint a Director

- (a) The Corporation will appoint its Directors by resolution at an AGM in accordance with Rule 8.3.1.
- (b) A Director may only be appointed at an AGM according to the following process:
 - (i) The number of Directors' positions for each Ward are specified at Schedule 2;
 - (ii) Any Member whose principal place of residence falls within a Ward as outlined at Schedule 2 is entitled to nominate themselves or be nominated for appointment as a Director;
 - (iii) Members present at the AGM will either appoint Directors for each Ward by way of consensual appointment or by a vote;
 - (iv) If there is only one nominee for a Director in respect of any of the positions, then the nominee will be appointed unopposed; and
 - (v) The Chair will then confirm the appointment of Directors for recording in the minutes of the meeting.
- (c) If there are no nominations for a particular ward, in accordance with Rule 8.3.1(a)(i), then Rule 8.3.2 applies.
- (d) There is no specific quorum required of Members of a particular ward to vote for Directors positions. However, Rule 7.7 must be complied with.
- (e) The Corporation must notify the Registrar of the Director's appointment and personal details within 28 days after they are appointed.

8.3.2 Directors may appoint other Directors to make up a quorum and/or fill a vacancy

- (a) As long as the maximum number of Directors is not exceeded, the Directors' may appoint a person as a Director to make up a quorum or fill a vacancy as long as that person is a person who falls within the Membership criteria of the same Ward, which the Director is intending to replace/be appointed. Those person/s must be eligible to be appointed to be a Director under Rule 8.2. To make up a quorum the Directors do not need a quorum present to appoint a person under Rule 8.3.2(a). The directors must have a quorum present to fill a vacancy.

- (b) The term of an appointment made to fill a vacancy is for the balance of the term remaining on the vacant position.
- (c) If a person is appointed under Rule 8.3.2(a), the Corporation must confirm the appointment by resolution at the next AGM.
- (d) If the appointment is not confirmed, the person ceases to be a Director.

8.4 Directors' terms of appointment and rotation

- (a) The initial Directors (who hold office upon registration of this Rule book) shall hold office until the 2022 AGM.
- (b) A Director must not be appointed for more than four (4) years.
- (c) A Director may be eligible for reappointment.
- (d) If the terms of the appointment of all Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next AGM that occurs after the last Director's appoint has expired.
- (e) Directors will be elected on a rotation for a 4-year term as follows:
 - i. at the 2022 AGM of the Corporation, the appointment of half of the Directors will be a term of 4 years; and
 - ii. at the 2022 AGM of the Corporation, the appointment of half the Directors will be for a term of 2 years; and
 - iii. at every second AGM of the Corporation, the appointment of any Directors will be for a term of four years.
- (f) To determine the Directors who will hold office for the two years at the 2022 AGM in accordance with (e)i. above – Directors will draw out of a hat.
- (g) This rule does not apply to independent and/or specialist non-member Directors who are appointed under Rule 8.6.

8.5 Executive Committee and other subcommittees

The Board of Directors may elect a subcommittee.

8.5.1 Executive Committee

- (a) The Board of Directors' may elect a subcommittee to delegate its functions to.
- (b) This may include an Executive Committee.
- (c) The Executive Committee is comprised of four (4) Directors and will include:
 - (i) Chairperson;
 - (ii) Deputy Chairperson;
 - (iii) Correspondence Secretary; and
 - (iv) Treasurer.

The Executive Committee of Directors is to make sure Corporation business can continue if it is not possible to hold a full Board meeting.

- (d) The Directors may elect the Executive Committee by passing a resolution at a Directors meeting.
- (e) The Directors may determine the period for which Directors are to be elected in the positions listed at 8.5.1(c).
- (f) The purpose of the Executive Committee is to meet and make urgent decisions to:
 - (i) maintain the business of the Corporation between full board meetings;
 - (ii) maintain a close working relationship with the senior management staff.
 - (iii) facilitate Land Summits, in accordance with Schedule 7 of the Rule Book.
 - (iv) to meet with external stakeholders.
- (g) The Executive Committee may direct the Chief Executive Officer to instruct senior staff including Principal Legal Officer and any other staff as requested to attend Executive Committee meetings to keep the Directors' informed of the Corporation's performance and strategic affairs.
- (h) A quorum for an Executive Committee is four (4) Directors.
- (i) Any resolution passed by the Executive Committee must be recorded and endorsed at the next full board meeting to the Directors' at the next Directors Meeting.
- (j) The Directors may remove a Director from an Executive Committee position by passing a resolution at a Directors meeting, if the Directors determine the Director is not capable of acting in the position.

8.6 Independent or specialist non-Member Directors

- (a) The Directors of the Corporation may appoint a maximum of two independent or specialist non-Member Director for a term of up to two (2) years by passing a resolution in a Directors' meeting.
- (b) Independent or specialist non-Member Directors may be selected because they are independent and have skills in the following fields:
 - (i) financial management;
 - (ii) corporate governance;
 - (iii) accounting;
 - (iv) law; and/or
 - (v) a field relating to the Corporation's activities.
- (c) Before being appointed as an independent or specialist non-Member Director, the person must give the Corporation their written consent to become a Director.
- (d) Independent or special non-Member Directors do not have voting rights.
- (e) The Directors can remove the independent or specialist non-Member Director/s by passing a resolution at a Directors meeting.

8.7 How a person ceases to be a Director

- (a) A person stops being a Director if:
- (i) the Director resigns in writing to the Corporation by giving notice of resignation
 - (ii) the Director's term of appointment expires;
 - (iii) the Director is removed as a Director by the Members or the other Directors;
 - (iv) the Director is disqualified from managing a Corporation; or
 - (v) the Director ceases to be a Member but was a Member when they became a Director.
- (b) The Corporation must send the Registrar a notice within 28 days after a person stops being a Director.

8.8 Removal of a Director

8.8.1 Removal of a Director by Members

- (a) The Corporation may, by resolution in General Meeting, remove a Director from office.
- (b) Notice of intention to move the resolution must be given to the Corporation at least 21 days before the General Meeting is to be held. However, if the Corporation calls a General Meeting after the notice of intention is given under this Rule, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice of intention is given.
- (c) The Corporation must give the Director concerned a copy of the notice referred to in Rule 8.8.1(b) as soon as practicable after it is received.
- (d) A Director who is the subject of a notice is entitled to put his or her case to Members by:
- (i) giving the Corporation a written statement for circulation to Members; and/or
 - (ii) speaking to the motion at the meeting.
- (e) Any written statement provided in accordance with Rule 8.8.1(d) is to be circulated by the Corporation to Members by:
- (i) sending a copy to everyone to whom notice of the meeting is sent if there is time, or if it is practical to do so; or
 - (ii) if there is not time to comply with sub-paragraph (i), having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement does not have to be circulated to Members if it is defamatory.

8.8.2 Removal of a Director by Directors

- (a) Directors can only remove a Director if the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse.
- (b) Directors must give the concerned Director a notice in writing stating:
 - (i) They intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors meetings; and
 - (ii) the Director concerned has 14 days to object in writing to the removal.
- (c) If the Director objects within 14 days:
 - (i) The Directors cannot remove the Director; but
 - (ii) The Director can only then be removed at a General Meeting or AGM by resolution.
- (d) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.

9. Functions, powers and duties of Directors and Chief Executive Officer

9.1 Function/role of the Chief Executive Officer

- (a) The Directors shall appoint a suitably qualified Chief Executive Officer who shall be responsible for the day-to-day running of the Corporation, in a culturally appropriate manner, including:
 - (i) staff recruitment and management;
 - (ii) financial administration of the organisation;
 - (iii) implementing the policies and procedures as developed and approved by the Board;
 - (iv) report to the Board and the Executive Committee in relation to the performance of the Corporations functions;
 - (v) implement decisions of the Directors;
 - (vi) providing to the Directors the operational budget and any other financial instrument for their approval;
 - (vii) providing to the Directors the enterprise agreement for their approval; and
 - (viii) Anything further as lawfully directed by the Directors.
- (b) The Chief Executive Officer is employed under the direction of the Directors.

The CEO and Directors must have a shared understanding of the Corporations values and trust one another.

9.2 Powers of Directors

- (a) The business of the Corporation is to be managed in accordance with the Rules and approved strategic plan and directions of the Directors.
- (b) The operational business of the Corporation is to be managed by the Chief Executive Officer at the direction of the Directors.
- (c) The Directors may exercise all powers of the Corporation except any powers that these Rules or the Act requires the Corporation to exercise in a General Meeting.
- (d) The Directors have the power to develop policies and procedures of the Corporation and to direct the Chief Executive Officer to implement them.
- (e) The Directors have the power and must approve the operational budget of the Corporation, as provided by the Chief Executive Officer in accordance with Rule 9.1(vi).
- (f) The Directors have the power and must approve any other financial instruments of the Corporation, as provided by the Chief Executive Officer in accordance with Rule 9.1(vi).
- (g) The Directors have the power to approve any enterprise agreement relating to the terms and conditions of the employment of staff.
- (h) The Directors have the power to develop a delegation framework, to assist the Chief Executive Officer in running the Corporation and to ensure the Board is kept well informed of the Corporation's operation.
- (i) The Directors have the power to appoint, remove or suspend the Chief Executive Officer.

9.3 General Duties of Directors and Officers

The Directors and Officers must comply with the duties imposed on them by the Act. These include (but are not limited to) the following general duties:

- (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 a conflict of interest;
- (d) a duty not to improperly use position or information; and,
- (e) a duty to not trade while insolvent.

Directors must comply with their duties at all times.

9.4 Duty of Director and Officers to disclose material personal interests

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless Rule 9.4(b) says otherwise.

- (b) A Director does not need to give notice of an interest under Rule 9.4(a) if:
- (i) the interest:
 - (A) arises because the Director is a Member and is held in common with the other Members;
 - (B) arises in relation to the Director's remuneration as a Director;
 - (C) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members;
 - (ii) all the following conditions are satisfied:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs under Rule 9.4(a);
 - (B) if a person who was not a Director when the notice under Rule 9.4(a) was given is appointed as a Director, the notice is given to that person;
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - (D) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- (c) The notice required by Rule 9.4(a) must give details of:
- (i) the nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Corporation;
 - (iii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter; and,
 - (iv) have its details recorded in the minutes of the meeting.
- (d) A contravention of this Rule 9.4 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (e) Where a Director gives notice of a material interest, the other Directors shall determine whether it is appropriate for that Director to exercise any voting rights with respect to that interest or absent themselves from the meeting for the duration of the meeting on such interest.

9.5 **Payments to Directors**

- (a) The Directors may, subject to any restrictions imposed by any Funding Body, be paid remuneration, provided that the level of remuneration is agreed to by the Corporation by resolution at a General Meeting.
- (b) Rule 9.5 (a) does not prevent:
 - (i) a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or
 - (ii) reasonable payments to the Director for a contract for goods or services, provided that Rule 9.4 has been complied with.
- (c) The Corporation may pay the Directors' travelling and other expenses that Directors incur:
 - (i) in attending Directors Meetings or any meetings of committees of Directors;
 - (ii) in attending any General Meetings of the Corporation; and
 - (iii) in connection with the Corporation's business.

9.6 **Member approval needed for related party benefit**

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) the Corporation must:
 - (A) obtain the approval of the Members in the way set out in Division 290 of the Act; and
 - (B) give the benefit within 15 months after the approval, or
 - (C) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract;
 - (ii) the making of the contract was approved in accordance with Rule 9.6(i)(A) and
 - (iii) the contract was made:
 - (A) within 15 months after that approval, or
 - (B) before that approval, if the contract was conditional on the approval being obtained,

Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

9.7 Delegation of Directors' powers

- (a) The Board may by resolution delegate any of its powers to:
 - (i) The Executive Committee; or
 - (ii) a Director; or
 - (iii) an employee of the Corporation; or
 - (iv) any other person.
- (b) The delegate must exercise the powers delegated in accordance with any directions of the Board of Directors and these Rules.
- (c) Delegates must report to Directors on the exercise of their delegated power.

10. Directors' Meetings

10.1 Frequency of Directors' meetings

The Directors will meet as often as the Directors consider necessary, however must meet at least four times per year.

10.2 Calling and giving notice of Directors' meetings

- (a) A Directors meeting may be called by the Secretary, on instruction from one or more Directors giving reasonable notice individually to each of the Directors.
- (b) The notice of a Directors' meeting must state:
 - (i) the date, time and place of the meeting, and
 - (ii) the general nature of the business to be conducted at the meeting.

10.3 Quorum for Directors' meetings

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

10.4 Chairperson and chairing Directors' meetings

- (a) The Directors may elect a Chairperson and Deputy Chairperson in accordance with rule 8.5.1.
- (b) The Chairperson will chair Directors meetings. If the Chairperson is not available or declines to act, the Deputy Chairperson is to chair the meeting.

10.5 *Using technology*

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

10.6 *Resolutions by Directors*

10.6.1 *Passing resolutions at Directors meetings*

- (a) The Directors pass a resolution at a Directors' meeting by a majority of the votes.
- (b) Each Director has one vote.
- (c) The Chairperson of the meeting may exercise a casting vote (the Chairperson has the discretion to exercise the casting vote).

10.6.2 *Circulating resolutions*

- (a) The Directors may pass a resolution without a Directors' Meeting being held if notice of the resolution is provided to all the Directors and the majority of Directors entitled to vote on the resolution sign a statement saying they are in the favour of the resolution set out in the document.
- (b) Separate copies of the document under Rule 10.6.2(a) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under this Rule is passed when the majority is reached.

11. **Secretary**

11.1 *Who may be a Secretary*

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

The secretary must pass on correspondence the Corporation receives to Directors and provide the Registrar with relevant reporting documents each year.

11.2 Consent to act as a Secretary

- (a) The Corporation must receive a signed consent from a person to act as Secretary or contact person of the Corporation, before that person is appointed as Secretary or contact person of the Corporation.
- (b) The Corporation must keep each consent received under Rule 11.2(a).

11.3 How a Secretary is appointed

The Directors appoint a Secretary.

11.4 Terms and Conditions of office

A Secretary holds office on the terms and conditions (including any remuneration) that the Directors determine.

11.5 Duties of Secretary

11.5.1 Secretary must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Secretary, a person appointed with his or her consent to be the Secretary must pass on to at least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

11.5.2 Effectiveness of acts by Secretaries

- (a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with the Corporation's Rule Book or the Act.
- (b) Rule 11.5.2 (a) does not deal with the question whether an effective act by a Secretary:
 - (i) binds the Corporation in its dealings with other people or
 - (ii) makes the Corporation liable to another person.

12. Execution of document and the Common Seal of the Corporation

12.1 Corporation may have Common Seal

- (a) The Corporation may have a Common Seal.
- (b) If the Corporation does have a Common Seal:
 - (i) the Corporation must set out on it the Corporation's name and ICN; and
 - (ii) the Common Seal must be kept by a person nominated by the Directors.

- (c) The Corporation may have a duplicate Common Seal. The duplicate must be a copy of the Common Seal with the words 'duplicate seal' added.

12.2 Execution of documents

- (a) The Corporation may execute a document without using a Common Seal if the document is signed by:
- (i) 2 Directors; or
 - (ii) a Director and a Secretary (if any).
- (b) If the Corporation has a Common Seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
- (i) 2 Directors; or
 - (ii) a Director and a Secretary.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 12.2 (a) or (b).

13. Record keeping and Finances

13.1 Minutes of meetings

- (a) The Corporation must keep minute books in which it records within 1 month:
- (i) proceedings and resolutions of General Meetings; and
 - (ii) proceedings and resolutions of Directors' Meetings (including meetings of a committee of Directors); and
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting; and
- (b) The minutes of all meetings shall be kept in writing.
- (c) The Corporation must ensure that either the Chair of the relevant meeting, or the Chair of the next meeting, signs those minutes within a reasonable time after the first meeting.
- (d) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (e) The Corporation must keep the minute books at its Document Access Address.

Minutes of all meetings of the Corporation must be kept in writing to ensure there is an accurate record of all Corporation business.

13.2 Rule Book and records of Officers

The Corporation must keep:

- (a) an up to date copy of these Rules; and
- (b) written records relating to:
 - (i) the names and addresses of the Corporation's current Officers,
 - (ii) the Corporation's registered office (if any),
 - (iii) the Corporation's document access address (if any), and
 - (iv) such other matters about the Corporation as set out in the Act.

13.3 Financial records

- (a) The Directors must ensure that the Corporation keeps proper written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) would enable true and fair financial reports to be prepared and audited.
- (b) The Directors must ensure that the Corporation keeps the financial records for 7 years after the transactions covered by the records are completed.

13.4 Physical Format of records

If the records referred to in Rules 13.2 and 13.3 are kept in electronic form, the records must:

- (a) be kept so that they are convertible into hard copy; and
- (b) be made available in hard copy to a person who is entitled to inspect the documents in a reasonable time.

13.5 Place/s where records are kept

The records referred to in Rules 13.2 and 13.3 must be kept at the Corporation's Registered Office.

13.6 Directors right to access records

A Director has a right of access to the records that the Corporation is required to keep under Rules 13.2 and 13.3.

13.7 Members right to access minutes

- (a) The Corporation must make its minute books for its General Meetings, and for resolutions of Members passed without a meeting, available for inspection by Members, free of charge, at its Document Access Address. The minute books must be made available for inspection within 7 days of a Member's request for inspection.

Members have the right to access minutes from General Meetings.

- (b) A Member of the Corporation may ask the Corporation in writing for a copy of any document referred to in Rule 13.7(a).
- (c) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the Member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (d) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.
- (e) The amount of any payment the Corporation requires shall not exceed 50 cents per page.

13.8 Inspection of Books by Members

A Member may inspect the Books of the Corporation if a reasonable request is made to the Corporation and a decision to approve the inspection is made by the Members by majority vote at a General Meeting.

13.9 Access to governance material by Members

- (a) If a Member asks for a copy of the Rules, the Corporation must provide it:
 - (i) free of charge; and
 - (ii) within 7 days.

The rule book and other important Corporation documents are also available on the ORIC website.

14. Application of funds and property

- (a) Subject to the Act and the Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Objectives.
- (b) Subject to the Act and the Constitution, no portion of the funds and property of the Corporation may be paid or distributed to any Member.
- (c) Nothing in Rule 14(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a Member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member as an employee); or
 - (ii) reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

15. Auditor

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

16. Annual Reporting

In accordance with the Act, the Corporation is required to comply with annual reporting requirements.

17. Dispute resolution

17.1 General

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

- (a) Members;
- (b) Members and Directors; or
- (c) Directors.

17.2 Informal negotiations

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

17.3 Giving of dispute notice

- (a) If the dispute is not resolved in accordance with Rule 17.2 within 10 business days, any party to the dispute may give a dispute notice to the other parties.
- (b) A dispute notice must be in writing and must say what the dispute is about.
- (c) A copy of the notice must be given to the Corporation.

17.4 Seeking assistance from the Registrar

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

17.5 Referring dispute to the Directors

The Directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the Corporation receives the dispute notice.

17.6 Referring dispute to a General Meeting

- (a) If the Directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must refer the dispute to the Members to resolve at the next General Meeting.
- (b) When passing any resolution in relation to the dispute, the Members in the General Meeting are subject to these Rules and the Act.

18. Changing the Rule Book

18.1 Corporation wants to change this Rule Book For the Corporation to change its constitution, the following steps must be complied with:

- (a) the Corporation must pass a Special Resolution effecting the change; and
- (b) the Corporation must lodge certain documents under Rule 18.2.

18.2 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the special resolution is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the Special Resolution.
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution.
 - (iii) a Directors' statement signed by 2 Directors.
 - (iv) a copy of the Rule Book change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
 - (i) the documents referred to in Rule 18.2(a); and
 - (ii) proof that the extra requirement has been met within 28 days after it has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's constitution as it would be if the Registrar registered the change, it must do so.

The rule book can be changed as long as a special resolution is passed at a General Meeting, with 75% of those attending the meeting to agree.

19. Gift fund Rules

- (a) The Corporation shall maintain for the main purposes a gift fund:
 - (i) to be named 'The North Queensland Land Council Native Title Representative Body Aboriginal Corporation Gift Fund';

- (ii) which can receive gifts of money or property for the principal purpose of objective 3(a) of the Corporation, which is the principal purpose of the Corporation; and
 - (iii) Which can have credited to it any money received by the Corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that stated at 19(a)(ii).
- (c) The Corporation shall use gifts made to the gift fund and any money received because of them only for the principal purpose of the Corporation.
- (d) Receipts issued for gifts to the fit fund must state:
- (i) the full name of the Corporation;
 - (ii) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation; and
 - (iii) the fact that the receipt is for a gift.
- (e) As soon as:
- (i) the gift fund is wound up; or
 - (ii) the revocation of the Corporation's deductible gift recipient endorsement under Div. 30 of the *Income Tax Assessment Act 1997*;

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives, which is charitable at law, to the Corporation.

20. Winding up

The winding up of the Corporation will be in accordance with the Act.

20.1 Resolution to distribute surplus assets

Subject to Rules 19(e) and 20.2, if:

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

the Members may pass a Special Resolution relating to the distribution of the surplus assets of the Corporation.

20.2 No distribution of surplus assets to Members

The surplus assets must not be given to any Member or to any person to be held on trust for any Member and can only be given to a charitable organisation/s with similar charitable purposes.

DRAFT-YET TO BE ENDORSED

Schedule 1 – Interpretation

In these Rules –

"Aboriginal" means a person who is a Member of the Aboriginal race of Australia and Aboriginal person has a corresponding meaning.

"Aboriginal land" means and includes:

- (a) All land identified by Aboriginal people as being Aboriginal land;
- (b) Existing Aboriginal Reserves in the Area of the Corporation;
- (c) Land owned or leased by Aboriginal Communities or groups in the Area of the Corporation;
- (d) Any land occupied or used by or normally associated with or traditionally owned by Aboriginals or Aboriginal groups or communities;
- (e) All land held by the Crown in right of the Commonwealth or of the State of Queensland occupied or unoccupied or under lease to any parties whatsoever;
- (f) All freehold land whether occupied or not;
- (g) All things and/or resources under, in, on and above the surface of the land, including the sea or the seabed, water and airspace;
- (h) The Seas and seabed extending 200 miles from the low water mark on the coast.

"Aboriginal tradition" means the body of traditions, observances, customs and beliefs of Aboriginals or of a community or group of Aboriginals and includes those traditions, observances, customs and beliefs as applied in relation to particular persons, sites, areas of land, things or relationships;

"Act" means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*;

"Books" means the Register of Members and Register of Former Members, minutes of General

Meetings and Annual General Meetings, the Rule Book, the financial report, the General report, Directors report and the Auditors report.

"Correspondence Secretary" means a member of the Board appointed as Correspondence Secretary under Rule 8.5. The person appointed may or may not be the same person as the person appointed as "Secretary" appointed where the Corporation is classified as "Large" under the Act;

"Corporation" means the North Queensland Land Council Native Title Representative Body Aboriginal Corporation;

"Director" means a person appointed according to Rule 8, the Act and this Rule Book.

"Funding Body" means the Commonwealth Department which administers funding to Native Title Representative Bodies and Service Providers

"General Meeting" means a meeting of Members that are called and held according to 7.3.

"Members" means those persons whose name appears on the Register of Members as a current Member of the Corporation. Member has the corresponding meaning.

"Native Title Act" means the Commonwealth *Native Title Act 1993* as amended from time to time.

"North Queensland Land Council Region" refers to the region the NQLC as the Native Title Representative Body operates, as depicted in the map at Schedule 5.

"Registrar" means the person appointed by the Minister under the Act to be the Registrar of Aboriginal Corporations;

"Rule Book" means this document, consisting of set Laws under the Act, the Constitution and any Replaceable Rules that apply to the Corporation.

"Special Resolution" means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

"Traditional Owner" means an Aboriginal person who is a Member of a descent group within the North Queensland Land Council representative body area (this may include but is not limited to

those persons who are a Member of a Prescribed Body Corporate (PBC), a common law holder, a Member of a native title group determination or who are a native title claimant).

“Working Day” means a day that is not a Saturday or Sunday and is not a Public Holiday in the State of Queensland.

“Ward” means the areas listed at Schedule 2 and defined at Schedule 4.

“Ward Member” means a Member of the Corporation whose primary place of residence is within one of the Wards as listed at Schedule 2.

Interpretation

In this Rule book:

- (i) words in the singular include the plural and vice versa;
- (ii) the words 'including', 'include' and 'includes' are to be read without limitation;
- (iii) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (iv) headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
- (v) a word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book; and
- (vi) any inconsistency with the Act is to be resolved in favour of the Act.

Schedule 2 — Number of Directors making up the Board and Wards

The number of Directors to be elected from each Ward is shown by the following table at A. below.

NUMBER OF DIRECTORS MAKING UP THE BOARD**OPTION 1:**

1. The number of Directors to be elected from each Ward is shown by Table A below.

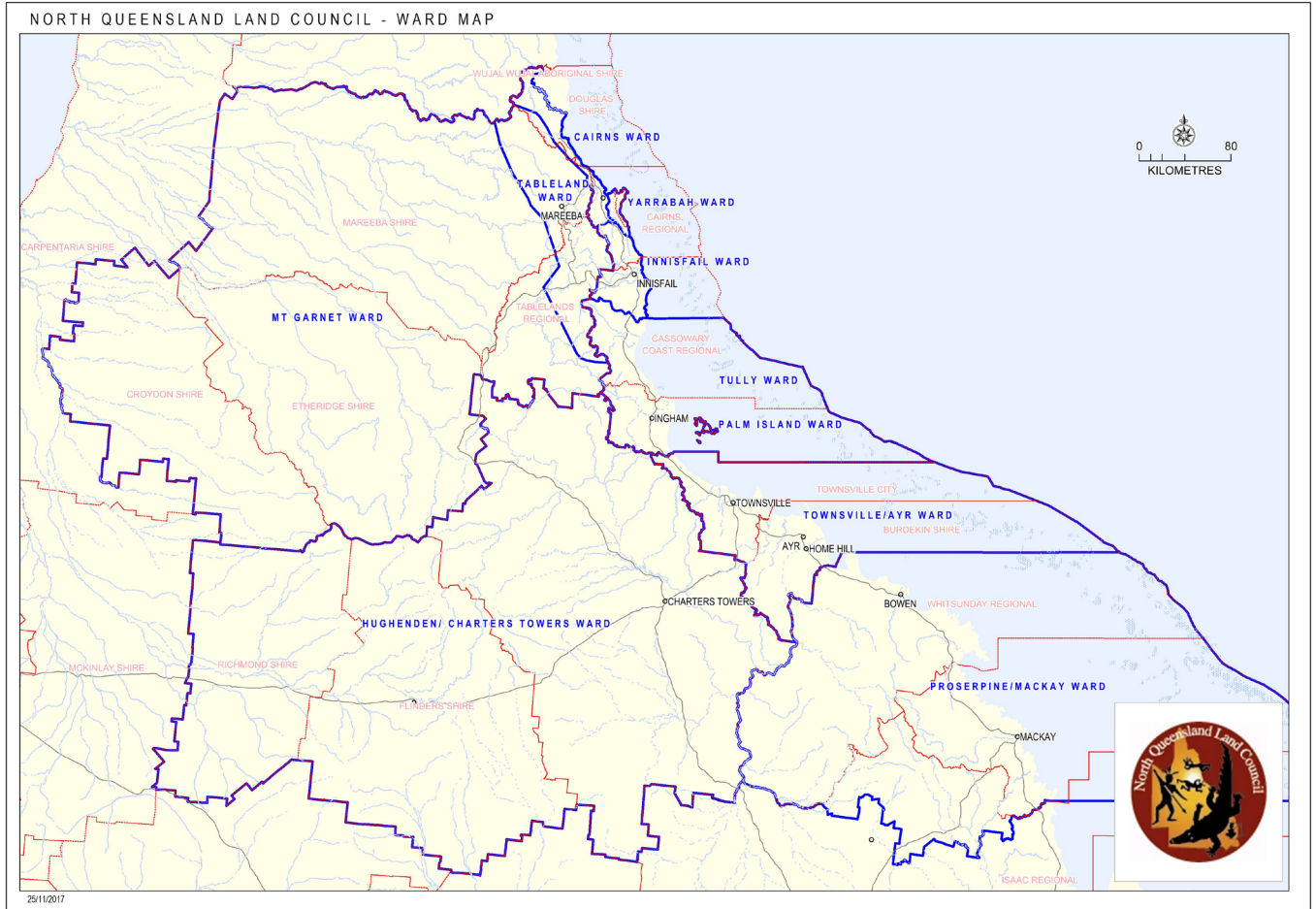
TABLE A

Cairns Ward	1
Yarrabah Ward	1
Innisfail Ward	1
Tableland Ward	1
Mount Garnet Ward	1
Hughenden/Charters Towers Ward	1
Proserpine/Mackay Ward	1
Townsville/Ayr Ward	1
Tully Ward	1
Palm Island Ward	1
	10

OR ALTERNATIVE RULE FOR CONSIDERATION OF THE MEMBERS**OPTION 2:****TABLE A**

Cairns Ward	2
Yarrabah Ward	1
Innisfail Ward	1
Tableland Ward	2
Mount Garnet Ward	1
Hughenden/Charters Towers Ward	1
Proserpine/Mackay Ward	1
Townsville/Ayr Ward	1
Tully Ward	1
Palm Island Ward	1
	12

Schedule 3 — Map of Wards



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Schedule 4 — Description of Wards

Cairns Ward, means:

The area delineated by a line commencing at a point on the Australian coastline being the intersection of the Australian coastline at Cairns Harbour with Trinity Inlet and then bounded upwards along Trinity Inlet, Smiths Creek, Redbank Creek and Simmonds Creek to the intersection of Simmonds Creek and the Packers Camp-Giangarra Road and then bounded southerly along that road to the intersection of the Packers Camp-Giangarra Road with Crossland Road and then bounded southerly along Crossland Road to its intersection with Highleigh Road and then bounded along Highleigh Road and also along a prolongation of Highleigh Road to its intersection with Rocky Creek and then bounded downwards in a southerly direction along Rocky Creek to its intersection with the Mulgrave River and then bounded downwards along that river in a south easterly direction to its intersection with the Behana Creek and then bounded in a south westerly direction upwards along that creek to the intersection of the Behana Creek and the Bruce Highway and including the township of Aloomba, Gordonvale and Kuranda and then bounded in a north westerly direction along the Bruce Highway to its intersection with the Mulgrave River and then bounded upwards along that river to its confluence with the Little Mulgrave River and then bounded up the Little Mulgrave River to its intersection with the Gillies Highway and then bounded upwards along the Gillies Highway generally south westerly along that road to its intersection with the western boundary of the 1996 Local Government Area of Cairns and then bounded on the west by the western boundary of the Local Government Area of Cairns (east of Lake Tinaroo) northerly to the southern outskirts of Kuranda being a point on the Local Government area boundary being the northern most corner of Lot 2 RP732710 having a latitude of $145^{\circ} 38'05''$ and longitude of $-16^{\circ} 51'10''$ and bounded thence on the south in a westerly direction by the northern boundary of Lot 2 RP732710 and State Forest SF 1776 to a point having latitude of $145^{\circ} 36'35''$ and longitude of $-16^{\circ} 51'02''$ and bounded thence in a northerly direction by a line to a point on the Barron River east of Myola having latitude of $145^{\circ} 36'47''$ and longitude $-16^{\circ} 48'08''$ and bounded thence in a northerly direction by the western and southern boundaries of the State Forest until the intersection of the State Forest boundary with the Myola/MacKenzie Pocket Road being a point of approximate latitude $145^{\circ} 36'48''$ and

longitude -16° 47'00" and bounded thence on the west in a northerly direction by the Kuranda Black Mountain Road to the intersection of that road with the Black Mountain/Julatten Road being a point of latitude 145° 30'51" and longitude -16° 40'45" and bounded thence in a north westerly direction by a line to the intersection of Black Mountain Road with the western boundary of State Forest 1229 being a point of approximate latitude 145° 26'35" and longitude -16° 36'37" and bounded thence in a north westerly direction by the western boundary of State Forest 1229 (west of Big Mowbray Falls) and bounded thence in a north westerly direction by the western boundary of State Forest 42 to the intersection of the boundary of State Forest 42 and the Mossman/Mt Molloy Road being a point approximate latitude 145° 22'54" and longitude -16° 32'20" and bounded thence in a north westerly direction by a line to a point of latitude 145° 12'26" and longitude -16° 17'49" and bounded thence in a westerly direction to a point being the intersection of the Douglas Shire Local Government Area, the Mareeba Shire Local Government Area and the Cook Shire Local Government Area being a point of approximate latitude 145° 00'50" and longitude -16° 13'27" and bounded thence in a northerly direction by the northern boundary of the Douglas Shire Local Government Area (including the township of Daintree) to a point on the Australian coastline at the mouth of the Daintree River and bounded thence on the east in a southerly direction by the Australian coastline to the point of commencement at Cairns Harbour.

Yarrabah Ward, means:

The area delineated by a line commencing at a point on the intersection of the mouth of the Mulgrave River with the Australian Coastline and thence upwards along that river to its confluence with Rocky Creek and then upwards along that creek to its intersection with a line being the prolongation of Highleigh Road and then westerly along that line and road to its intersection with Crossland Road and then northerly along that road to its intersection with the Packers Camp-Giangarra Road and then north easterly along that road to its intersection with Simmonds Creek and then downwards along that creek, Redbank Creek, Smiths Creek and Trinity Inlet and west of Lots 1, 2, 3 and 8 USL9879 to Trinity Inlet to its intersection with the Australian coastline at the mouth at Cairns Harbour and then easterly along the Australian coastline past Giangarra, and including Besse Point, Lyons Point, Koombal, False Cape, Yarrabah and then southwards along the Australian coastline along Wide Bay and Oombunghi Beach to the point of commencement.

Innisfail Ward, means:

The area delineated by a line commencing at a point being the intersection of the Australian coastline with the Johnstone Local Government area being a point in between Mission Beach and Wongaling Beach and thence bounded on the south by the boundary of the Johnstone Local Government area and thence bounded in a northerly direction by the western boundary of the Johnstone Local Government area and the Cairns City Council Local Government area until the intersection of the Cairns City Council boundary with the Gillies Highway and then downwards in a north easterly direction along the Gillies Highway to its intersection with the Little Mulgrave River and then downwards along the Little Mulgrave River to its confluence with the Mulgrave River and then downwards along the Mulgrave River to its intersection with the Bruce Highway and then in a south easterly direction along the Bruce Highway to its intersection with the Behana Creek and then downwards in a north easterly direction along that creek to its intersection with the Mulgrave River and then downwards in a south easterly direction to the intersection of the mouth of the Mulgrave River with the Australian coastline and then southwards along the Australian coastline to the point of commencement.

Tablelands Ward, means:

The area delineated by a line commencing at the intersection of the Douglas Shire Local Government Area, the Mareeba Shire Local Government Area and the Cook Shire Local Government Area being a point of approximate latitude $145^{\circ} 00'50''$ and longitude $-16^{\circ} 13'27''$ and bounded thence in a westerly direction by the northern boundary of Mareeba Shire Local Government Area to a point of latitude $144^{\circ} 50'17''$ and longitude $-16^{\circ} 21'58''$ and bounded thence on the west by a line to a point of latitude $145^{\circ} 03'26''$ and longitude $-16^{\circ} 50'27''$ and bounded in a south easterly direction to a point of latitude $145^{\circ} 09'20''$ and longitude $-17^{\circ} 00'57''$ and bounded thence in a south easterly direction by a line to the intersection of the Mulgrave River and the Mareeba/Dimbulah Road being a point of latitude $145^{\circ} 16'07''$ and longitude $-17^{\circ} 07'22''$ and bounded thence by a line to Blencoe Falls at latitude $145^{\circ} 32'20''$ and longitude $-18^{\circ} 13'32''$ and bounded

thence by a line to a point on the eastern boundary of Herberton Local Government Area and also on the boundary of National Park NPW 529 having latitude $145^{\circ} 47'41''$ and longitude $-18^{\circ} 13'29''$ and bounded thence in a northerly direction by the eastern boundary of Herberton Local Government Area, Eacham Shire Local Government Area, Atherton Shire Local Government Area and Mareeba Shire Local Government Area (all east of Ravenshoe, Malanda, Yungaburra and Lake Tinaroo).

To the southern outskirts of Kuranda being a point on the Local Government area boundary being the northern most corner of Lot 2 RP732710 having a latitude of $145^{\circ} 38'05''$ and longitude of $-16^{\circ} 51'10''$ and bounded thence on the south in a westerly direction by the northern boundary of Lot 2 RP732710 and State Forest SF 1776 to a point having latitude of $145^{\circ} 36'35''$ and longitude of $-16^{\circ} 51'02''$ and bounded thence in a northerly direction by a line to a point on the Barron River east of Myola having latitude of $145^{\circ} 36'47''$ and longitude $-16^{\circ} 48'08''$ and bounded thence in a northerly direction by the western and southern boundaries of the State Forest until the intersection of the State Forest boundary with the Myola/MacKenzie Pocket Road being a point of approximate latitude $145^{\circ} 36'48''$ and longitude $-16^{\circ} 47'00''$ and bounded thence on the west in a northerly direction by the Kuranda Black Mountain Road to the intersection of that road with the Black Mountain/Julatten Road being a point of latitude $145^{\circ} 30'51''$ and longitude $-16^{\circ} 40'45''$ and bounded thence in a north westerly direction by a line to the intersection of Black Mountain Road with the western boundary of State Forest 1229 being a point of approximate latitude $145^{\circ} 26'35''$ and longitude $-16^{\circ} 36'37''$ and bounded thence in a north westerly direction by the western boundary of State Forest 1229 (west of Big Mowbray Falls) and bounded thence in a north westerly direction by the western boundary of State Forest 42 to the intersection of the boundary of State Forest 42 and the Mossman/Mt Molloy Road being a point approximate latitude $145^{\circ} 22'54''$ and longitude $-16^{\circ} 32'20''$ and bounded thence in a north westerly direction by a line to a point of latitude $145^{\circ} 12'26''$ and longitude $-16^{\circ} 17'49''$ and bounded in a north westerly direction by a line back to the point of commencement.

Mount Garnet Ward means:

The area delineated by a line commencing at a point on the northern boundary of the

Mareeba Shire Local Government Area being a point of approximate latitude $145^{\circ} 00' 50''$ and longitude $-16^{\circ} 13' 27''$ and bounded thence in a westerly direction by the northern boundary of Mareeba Shire Local Government Area to a point of latitude $144^{\circ} 50' 17''$ and longitude $-16^{\circ} 21' 58''$ and bounded thence on the west by a line to a point of latitude $145^{\circ} 03' 26''$ and longitude $-16^{\circ} 50' 27''$ and bounded in a south easterly direction to a point of latitude $145^{\circ} 09' 20''$ and longitude $-17^{\circ} 00' 57''$ and bounded thence in a south easterly direction by a line to the intersection of the Mulgrave River and the Mareeba/Dimbulah Road being a point of latitude $145^{\circ} 16' 07''$ and longitude $-17^{\circ} 07' 22''$ and bounded thence by a line to Blencoe Falls at latitude $145^{\circ} 32' 20''$ and longitude $-18^{\circ} 13' 32''$ and bounded thence by a line to a point on the eastern boundary of Herberton Local Government Area and also on the boundary of National Park NPW 529 having latitude $145^{\circ} 47' 41''$ and longitude $-18^{\circ} 13' 29''$ bounded thence in a southerly direction by the eastern boundary of Herberton Shire Local Government Area and thence bounded in a westerly direction by the southern boundaries of Herberton Local Government Area, Etheridge Local Government Area and Croydon Local Government Area and thence bounded on the west by the western boundary of Croydon Local Government Area and thence bounded on the north west, west and north by the northern boundaries of Croydon Local Government Area and Mareeba Local Government Area to the point of commencement and containing the towns of Innot Hot Springs, Mt Garnet, Mt Surprise, Einasleigh, Forsyth, Georgetown, Croydon, Chillagoe, Dimbulah and Lemonside.

Hughenden/Charters Towers Ward, means:

All land contained within either the Richmond Shire Council Local Government Area, the Flinders Shire Council Local Government Area or the Charters Towers Regional Council Local Government Area.

Proserpine/Mackay Ward, means:

All the land contained within either the Whitsunday Regional Council Local Government Area, the Mackay Regional Council Local Government Area or the northern part of the Issac Regional Council Local Government Area, where the northern part of the Issac Regional Council Local Government Area is defined as all land within the Issac Regional

Council Local Government Area north of a line commencing at a point being the most western corner of Lot 10 on Plan DK138 being also the most western point of the dividing boundary between the former Nebo Shire Council Local Government Area and the former Belyando Shire Council Local Government Area having a Longitude of $147^{\circ} 32' 26''$ and Latitude of $-21^{\circ} 38' 48''$ and bounded thence on the south by the southern and eastern boundaries of the Parish of Gunn to the southern corner of Lot 3388 on Plan PH2112 having a Longitude of $147^{\circ} 51' 28''$ and Latitude of $-21^{\circ} 36' 07''$ and bounded thence on the southeastern boundary of the Parish of Gulum to the intersection of the eastern boundary of Lot 3388 on Plan PH2112 and the southern boundary of an unnamed road having a Longitude of $147^{\circ} 54' 28''$ and Latitude $-21^{\circ} 34' 46''$ and bounded thence on the south by the southern, western and southern boundaries of the Parish of Lenton to the intersection of the southern boundary of Lot 2 on Plan SP214117 with Red Hill Road being also the north-east corner of Lot 1 on Plan SP199175 having a Longitude of $148^{\circ} 01' 22''$ and Latitude of $-21^{\circ} 36' 46''$ and bounded thence on the west by the south-western boundary of the Parish of Burton and the western and southern boundaries of the Parish of Wallanbah to the most western corner of Lot 13 on Plan SP178466 having a Longitude of $148^{\circ} 07' 42''$ and Latitude of $-21^{\circ} 47' 58''$ and bounded thence by the northern boundary of Lot 13 on Plan SP178466 to the south-eastern corner of Lot 3 on Plan GV54 having a Longitude of $148^{\circ} 09' 02''$ and Latitude of $-21^{\circ} 47' 20''$ and bounded thence by a line to the north-western corner of Lot 4 on Plan CP903281 having a Longitude of $148^{\circ} 08' 37''$ and Latitude of $-21^{\circ} 50' 29''$ and bounded thence on the south by the northern boundary of Lot 4 on Plan CP903281 to a point having a Longitude of $148^{\circ} 12' 19''$ and Latitude of $-21^{\circ} 50' 57''$ and bounded thence on the west and south by the eastern and southern boundaries of Lot 4 on Plan CP903281 to the north-western corner of Lot 7 on Plan GV195 having a Longitude of $148^{\circ} 09' 29''$ and Latitude of $-21^{\circ} 57' 35''$ and bounded thence on the west by the western boundary of the Parish of Stalbridge to the north-western corner of Lot 7 on Plan CP906162 having a Longitude of $148^{\circ} 08' 27''$ and Latitude of $-22^{\circ} 05' 24''$ and bounded thence on the west by the western boundary of the Parish of Winchester to the south-western corner of Lot 7 on Plan CP906162 having a Longitude of $148^{\circ} 08' 21''$ and Latitude of $-22^{\circ} 06' 10''$ and bounded thence on the west, south and east by the western, southern and eastern boundaries of the Parish of Stalbridge to the north-eastern corner of Lot 6 on Plan GV318 having a Longitude of $148^{\circ} 16' 54''$ and Latitude of $-22^{\circ} 02' 32''$ and bounded thence on the south by the southern boundary of Lots 3,4 & 5 on

Plan RP866478 and the eastern boundary of Lot 5 on Plan RP866478 to the northeastern corner on Lot 5 on Plan RP866478 having a Longitude of $148^{\circ} 23' 28''$ and Latitude of $-22^{\circ} 00' 44''$ and bounded thence on the east by the western, north-western and north-eastern boundaries of Lot 20 on Plan KL168 to its intersection with the Fitzroy Developmental Road being a point of Longitude of $148^{\circ} 33' 16''$ and Latitude of $-21^{\circ} 57' 30''$ and bounded thence on the west by the eastern boundary of the Fitzroy Developmental Road and the western boundary of Lot 36 on Plan KL811178 to the north-western corner of Lot 3 on Plan KL162 having a point of Longitude of $148^{\circ} 33' 20''$ and Latitude of $-21^{\circ} 57' 49''$ and bounded thence on the south and east by the northern and western boundaries of Lot 3 on Plan KL162 to the intersection with Bee Creek being also the southern boundary of the Parish of Cockenzie having a Longitude of $148^{\circ} 38' 53''$ and Latitude of $-21^{\circ} 56' 34''$ and bounded thence on the west and south by the western and southern boundaries of the Parish of Cockenzie to a point in Funnel Creek having a Longitude of $148^{\circ} 50' 54''$ and Latitude of $-22^{\circ} 04' 25''$ and bounded thence on the east by the eastern boundary of Parish of Cockenzie to a point in Funnel Creek having a Longitude of $148^{\circ} 52' 29''$ and Latitude of $-21^{\circ} 51' 39''$ and bounded thence by a line to the northern most corner of Lot 1 on Plan WHS15 having a Longitude of $148^{\circ} 54' 36''$ and Latitude of $-21^{\circ} 51' 53''$ and bounded thence by the northern boundary of Lot 1 on Plan WHS15 to the north-eastern corner of Lot 1 on Plan WHS15 having a Longitude of $148^{\circ} 56' 32''$ and Latitude of $-21^{\circ} 52' 07''$ and bounded thence on the south by a series of lines through the following points within either lot 5 on Plan WHS567 or Lot 89 on Plan FTY1125: Longitude $148^{\circ} 56' 37''$ Latitude $-21^{\circ} 52' 07''$ Longitude $149^{\circ} 00' 00''$ Latitude $-21^{\circ} 52' 30''$ Longitude $149^{\circ} 00' 20''$ Latitude $-21^{\circ} 52' 32''$ Longitude $149^{\circ} 00' 23''$ Latitude $-21^{\circ} 52' 33''$ Longitude $149^{\circ} 02' 12''$ Latitude $-21^{\circ} 52' 45''$ Longitude $149^{\circ} 01' 57''$ Latitude $-21^{\circ} 54' 30''$ Longitude $149^{\circ} 02' 01''$ Latitude $-21^{\circ} 55' 19''$ Longitude $149^{\circ} 01' 48''$ Latitude $-21^{\circ} 55' 34''$ Longitude $149^{\circ} 02' 01''$ Latitude $-21^{\circ} 55' 41''$ Longitude $149^{\circ} 02' 10''$ Latitude $-21^{\circ} 55' 55''$ Longitude $149^{\circ} 02' 16''$ Latitude $-21^{\circ} 56' 18''$ Longitude $149^{\circ} 02' 42''$ Latitude $-21^{\circ} 56' 30''$ Longitude $149^{\circ} 02' 51''$ Latitude $-21^{\circ} 56' 27''$ Longitude $149^{\circ} 02' 56''$ Latitude $-21^{\circ} 56' 21''$ Longitude $149^{\circ} 02' 59''$ Latitude $-21^{\circ} 56' 05''$ Longitude $149^{\circ} 03' 06''$ Latitude $-21^{\circ} 55' 58''$ Longitude $149^{\circ} 03' 10''$ Latitude $-21^{\circ} 55' 49''$ Longitude $149^{\circ} 03' 15''$ Latitude $-21^{\circ} 55' 45''$ Longitude $149^{\circ} 03' 23''$ Latitude $-21^{\circ} 55' 45''$ Longitude $149^{\circ} 03' 28''$ Latitude $-21^{\circ} 55' 48''$ Longitude $149^{\circ} 03' 31''$ Latitude $-21^{\circ} 55' 53''$ Longitude $149^{\circ} 03' 38''$ Latitude $-21^{\circ} 55' 54''$ Longitude $149^{\circ} 03' 51''$ Latitude $-21^{\circ} 55' 46''$ Longitude $149^{\circ} 03' 56''$ Latitude $-21^{\circ} 55' 30''$ To the south-western corner of Lot 3

on Plan WHS389 having a Longitude of $149^{\circ} 04' 12''$ and Latitude of $-21^{\circ} 55' 20''$ and bounded thence on the south and east by the southern and eastern boundaries of Lot 3 on Plan WHS389 to the north-eastern corner of Lot 3 on Plan WHS389 having a Longitude of $149^{\circ} 07' 20''$ and Latitude of $-21^{\circ} 49' 54''$ and bounded thence on the east by the eastern side of the Parish of Tierawoomba to the north-eastern corner of Lot 1 on Plan WHS294 having a Longitude of $149^{\circ} 07' 01''$ and Latitude of $-21^{\circ} 44' 45''$ being also the southern boundary of the Mackay Regional Council Local Government Area.

Townsville/Ayr Ward, means:

All land contained within either the Burdekin Shire Council Local Government Area or the Townsville City Council Local Government Area.

Tully Ward, means:

All land contained within either the Hinchinbrook Shire Council Local Government Area or the southern portion of the Cassowary Coast Regional Council Local Government Area where the southern portion is described as all lands within the Cassowary Coast Regional Council Local Government Area located south of a line commencing at a point on the northern boundary of Lot 66 on plan NPW890 being the most western point of the dividing boundary between the former Cardwell Shire Council Local Government Area and the former Johnstone Shire Council Local Government Area having a Longitude of $145^{\circ}39' 5''$ and Latitude of $-17^{\circ}43'37''$ and bounded thence on the north by the northern boundary of the Parish of Bankton being also the northern boundary of Lot 66 on plan NPW890 to the northeastern corner of Lot 66 on plan NPW890 being a point of Longitude of $145^{\circ}59' 6''$ and Latitude of $-17^{\circ}51'5''$ being also a point situated on Old Tully Road and bounded thence on the north by part of the northern boundary of the Parish of Rockingham to the north-western corner of Lot 55 on Plan NPW896 being a point with a Longitude of $145^{\circ}59' 25''$ and Latitude of $-17^{\circ}50'58''$ and bounded thence by the common boundary between the Parish of Jordan and the Parish of Hull to the south-western corner of Lot 214 on Plan NR6779 being a point of Longitude of $145^{\circ}59' 40''$ and Latitude of $-17^{\circ}51'4''$ and bounded thence by a series of lines within Lot 55 on Plan NPW896 passing through the following points: Longitude $145^{\circ}59'40''$ Latitude -

17°51'06"Longitude 145°59'41"Latitude -17°51'08"Longitude 145°59'38"Latitude -
 17°51'15"Longitude 145°59'37"Latitude -17°51'19"Longitude 145°59'36"Latitude -
 17°51'22"Longitude 145°59'37"Latitude -17°51'24"Longitude 145°59'38"Latitude -
 17°51'26"Longitude 145°59'40"Latitude -17°51'28"Longitude 145°59'41"Latitude -
 17°51'29"Longitude 145°59'42"Latitude -17°51'30"Longitude 145°59'43"Latitude -
 17°51'31"Longitude 145°59'44"Latitude -17°51'35"Longitude 145°59'47"Latitude -
 17°51'43"Longitude 145°59'48"Latitude -17°51'44"Longitude 145°59'50"Latitude -
 17°51'46"Longitude 145°59'50"Latitude -17°51'47"Longitude 145°59'50"Latitude -
 17°51'50"Longitude 145°59'51"Latitude -17°51'52" to the northern corner of Lot 109 on
 Plan USL42304 and bounded thence on the north by the north-eastern boundary of Lot
 109 on Plan USL42304 and bounded thence on the north by the northern boundary of Lot
 121 on Plan CWL312 to a point on the northern boundary of Lot 6 on Plan RP909336
 being also the eastern corner of Mount Myrtle Road and the southern corner of Telegraph
 Road having a Longitude of 146°0' 28" and Latitude of -17°52'12" and bounded thence by
 the common boundary between the Parish of Rockingham and the Parish of Hull to the
 most northern corner of Lot 389 on Plan NR2654 having a Longitude of 146° 2' 59" and
 Latitude of -17° 52' 57" and bounded thence by a series of lines within Lot 173 on Plan
 NPW910 passing through the following points:Longitude 146°03'04"Latitude - 17°52'57"
 Longitude 146°03'07"Latitude -17°52'54" Longitude 146°03'10"Latitude - 17°52'53"
 Longitude 146°03'14"Latitude -17°52'54" Longitude 146°03'19"Latitude - 17°52'56"
 Longitude 146°03'32"Latitude -17°52'59" Longitude 146°03'38"Latitude - 17°52'59"
 Longitude 146°03'46"Latitude -17°53'00" Longitude 146°03'53"Latitude - 17°52'59"
 Longitude 146°04'01"Latitude -17°53'01" Longitude 146°04'06"Latitude - 17°53'04"
 Longitude 146°04'10"Latitude -17°53'08" Longitude 146°04'12"Latitude - 17°53'15"
 Longitude 146°04'15"Latitude -17°53'21" Longitude 146°04'17"Latitude - 17°53'22"
 Longitude 146°04'17"Latitude -17°53'24" Longitude 146°04'19"Latitude - 17°53'24"
 Longitude 146°04'21"Latitude -17°53'22" Longitude 146°04'20"Latitude - 17°53'16"
 Longitude 146°04'23"Latitude -17°53'15" Longitude 146°04'27"Latitude - 17°53'09"
 Longitude 146°04'33"Latitude -17°53'03" Longitude 146°04'35"Latitude - 17°53'00"
 Longitude 146°04'36"Latitude -17°52'57" Longitude 146°04'37"Latitude - 17°52'55"
 Longitude 146°04'39"Latitude -17°52'53" Longitude 146°04'42"Latitude - 17°52'53"
 Longitude 146°04'45"Latitude -17°52'52" Longitude 146°04'46"Latitude -

17°52'51" Longitude 146°04'47"Latitude -17°52'48" Longitude 146°04'47"Latitude -
 17°52'44" Longitude 146°04'49"Latitude -17°52'40" Longitude 146°04'47"Latitude -
 17°52'38" Longitude 146°04'42"Latitude -17°52'36" Longitude 146°04'43"Latitude -
 17°52'31" Longitude 146°04'41"Latitude -17°52'24" Longitude 146°04'35"Latitude -
 17°52'22" Longitude 146°04'32"Latitude -17°52'19" Longitude 146°04'29"Latitude -
 17°52'17" Longitude 146°04'28"Latitude -17°52'15" Longitude 146°04'28"Latitude -
 17°52'12" Longitude 146°04'27"Latitude -17°52'08" To a point of Longitude of 146° 04'
 51" and Latitude of -17° 52' 10" and bounded thence on the north by the northern and
 eastern boundaries of Lot 173 on Plan NPW910 to the south-western corner of Lot 2 on
 Plan RP732964 and bounded thence on the north, west and north by the northern, western
 and northern boundaries of the Parish of Rockingham to the north-eastern corner of Lot
 634 on Plan CWL3519 being a point on the esplanade at Wongaling Beach and Mission
 Beach and bounded thence on the north by a line to a point on the esplanade of Longitude
 of 146° 6' 13" and Latitude of -17° 52' 53" and bounded thence on the north by a line of
 Latitude -17° 52' 53" to it's intersection with the State of Queensland being a point at
 Longitude of -146°45' 32" and Latitude of -17° 52' 53".

Palm Island Ward means:

All land contained within the Palm Island Aboriginal Shire Council Local Government Area.

Notes on Boundary Descriptions

Heading Datum and Coordinate System

Boundaries of Local Government Areas are defined by cadastral information based on 2009 Digital Cadastral Database data (Geocentric Datum of Australia GDA94) used under licence from the State of Queensland (Department of Natural Resources & Water).

Where Local Government Boundaries are referred to they are the boundaries as they stand as at 5th March 2009

Schedule 5— Application for Membership Form

**North Queensland Land Council Native Title Representative Body
Aboriginal Corporation ICN 1996**

Application for Membership

First Name	
Surname/Family Name	
Postal Address	
Phone Number	
Email Address	
Native Title Claim or Native Title Determination Area or Traditional Owner group	
Ward Residency (if applicable)	

I hereby apply for Membership of the North Queensland Land Council Native Title Representative Body Aboriginal Corporation.

I declare that I am eligible for Membership.

I am: Aboriginal at least 18 years of age a Traditional Owner

Signature of applicant

.....

Date

.....

Corporation use only

Application received	Date:
Application tabled at Directors' meeting	Date:
Directors consider applicant is eligible for Membership	Yes / No
Directors approve the application	Yes / No
If approved, new Members' details added to Register of Members	Date:
Applicant notified of Directors' decision	Date:

Schedule 6—Consent to become a Director form

**North Queensland Land Council Native Title Representative Body
Aboriginal Corporation**

ICN 1996

Consent to become a Director

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 acknowledge I am automatically disqualified from managing Corporations if I:

- (f) 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
- (g) have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- (h) have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- (i) am an undischarged bankrupt

(j) have signed a personal insolvency agreement and have not kept to the agreement

(k) 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.

DRAFT-YET TO BE ENDORSED

Schedule 7— Land Summits

- (a) The purpose of the Land Summits is to meet with any key stakeholders within the region and the Executive Committee (and any other Member representatives the Directors decide) about matters not limited to but including the following:
- (i) Native title;
 - (ii) Governance;
 - (iii) Land management (E.g. National Parks)
 - (iv) Water, management (e.g. River and Sea management);
 - (v) Economic development;
 - (vi) Protection and management of Cultural Heritage;
 - (vii) Education, training and employment;
 - (viii) Justice issues;
 - (ix) Housing; or
 - (x) Health.
- (b) A Land Summit may be held with any relevant stakeholder including but not limited to the following:
- (i) Commonwealth Government departments;
 - (ii) State Government departments;
 - (iii) Local Government and Shire Councils;
 - (iv) Peak bodies (health, employment, education, justice etc); or
 - (v) Native title peak bodies.
- (c) The Corporation may hold two Land Summits each year.
- (d) The Executive Committee/representatives who attend a Land Summit must report back to the Members at the upcoming AGM regarding the issues discussed and any outcomes from the Land Summit.