

# The Rule Book of the North Queensland Land Council Aboriginal Corporation (ICN: 1996)



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

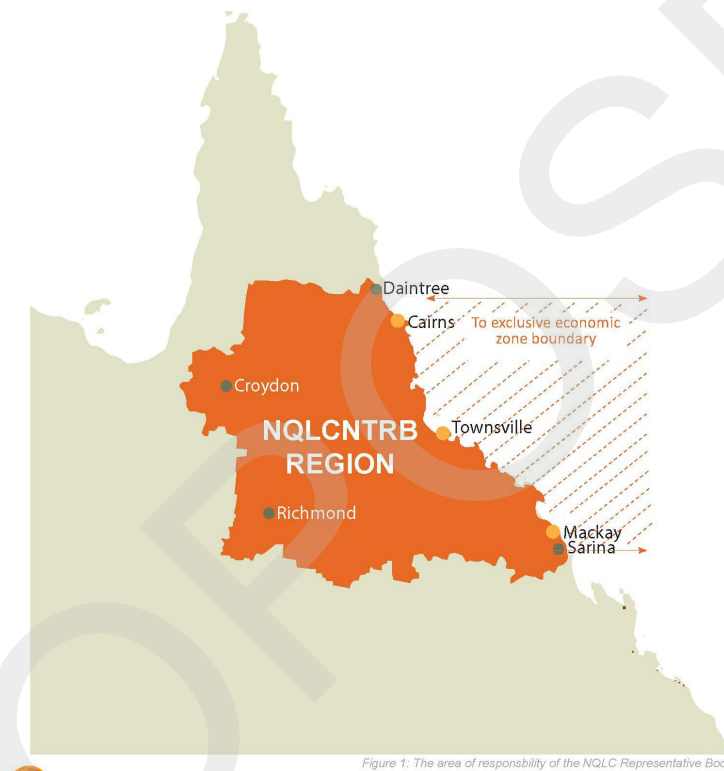
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## 1. Preamble

The North Queensland Land Council (NQLC), originally established in 1994, is recognised as a native title representative body (NTRB) under section 203AD of the *Native Title Act 1993*. The region it represents covers approximately 943,300 km<sup>2</sup> of lands and waters, with approximately 411,164 km<sup>2</sup> of this being land.

NQLC's region is as diverse in its landscapes as it is in its culture, covering the marine environment of the Great Barrier Reef, to seven bioregions on land. These bioregions include the Central Queensland Coast, Brigalow Belt, Wet Tropics of the coastal and upland areas, Einasleigh Uplands and Desert Uplands, Mitchell Grass Downs and the Savannah Gulf Plains.



NQLC is an organisation recognised by the National Indigenous Australians Agency (NIAA), to assist Aboriginal people with all aspects of their native title claims. We represent native title holders and claimants in native title related proceedings including, native title claims, appearing in court on behalf of native title claimants, responding to 'future act' applications (for example, proposed mining on native title land or land subject to a registered native title claim), and negotiations for Indigenous Land Use Agreements.

## 2. Name

The name of the Corporation is the North Queensland Land Council Aboriginal Corporation (**NQLC**).

## 3. Our vision

Our business is advocacy and support of People, Culture and Country.

Rule book of North Queensland Land Council Aboriginal Corporation (ICN: 1996)

#### 4. Our mission

In our business we will empower native title common law holders to secure their cultural rights and interests in caring for and developing People, Culture and Country, including freshwaters and salt waters.

Through self-determination, promote economic and social advocacy.

#### 5. Our values

The values of the Corporation are:

- (a) Cultural respect and sensitivity for the Traditional Lore and customs of traditional custodians and common law holders.
- (b) A quality assured professional service.
- (c) To be fair, transparent, accountable, responsible and just.
- (d) Demonstrate leadership and excellence in corporate governance.
- (e) Honesty, professionalism and accountability to traditional custodians and common law holders in the delivery of our services.
- (f) Effective distribution of resources to achieve native title and other outcomes.
- (g) Maximum participation of, and collaboration with traditional custodians and common law holders, and other stakeholders in native title processes.
- (h) Responsive to the changing operating environment of NTRBs.

#### 6. Interpretation

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

#### 7. Objects

##### 7.1 General objects

The objects of the Corporation are:

- (a) To carry out the functions, powers, responsibilities, and rights of a legal entity under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)* and as an NTRB under the *Native Title Act 1993 (Cth)*.
- (b) To advance the practices of, and respect for Traditional Lore/law and custom, Aboriginal knowledge systems including lore, cultural governance, and decision-making, including custodial responsibilities of Country.
- (c) To advance opportunities from native title rights and interests, including cultural, social and economic development.
- (d) To relieve the disadvantage suffered by Aboriginal persons, including by:
  - (i) advancing their cultural, social, and economic wellbeing, including

- (ii) protecting, preserving, and advancing their Traditional Lore and customs, languages, special knowledges, and cultures.
- (e) To relieve poverty, sickness, destitution, serious economic disadvantage, distress, suffering and misfortune of Aboriginal people, communities and groups within North Queensland.
- (f) To operate and maintain a gift fund to be known as 'The North Queensland Land Council Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

## **7.2 Ancillary objects**

Do such other things as are required to improve the conditions of Aboriginal people in the community in relation to any of the objects in clause 7.1.

## **8. Powers of the Corporation**

The Corporation shall, subject to this Rule Book, the policies of the Corporation, the CATSI Act and the NTA, have the power to do all such lawful things as may seem necessary to carry out the Objectives of the Corporation.

## **9. Members**

### **9.1 Who is eligible?**

A Member must be a person who:

- (a) is at least eighteen (18) years old;
- (b) is an Aboriginal person; and
- (c) is a Traditional Custodian whose Country is within the NQLC Region
- (d) has a primary place of residence within the NQLC Region.

### **9.2 How to become a Member**

A person becomes a Member of the Corporation if:

- (a) the person is eligible under Rule 9.1;
- (b) the person applies in writing in the form set out at Schedule 3—Application for Membership form;
- (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 Rule 9.1 apply to applicants from the date this Rule Book is registered.

### **9.3 Deciding membership applications**

- (a) Membership applications are to be considered and decided 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 3—Application for Membership form; and
  - (ii) meets the eligibility requirements set out at Rule 9.1.
- (d) If a person meets the eligibility requirements set out in Rule 9.1, the Directors must not unreasonably refuse the membership application.
- (e) The Directors must write to a person advising of a decision to refuse their membership application and the reason why.
- (f) A person can write to the Directors seeking a review of a decision to refuse their membership application in accordance with Rule 9.3(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 11.4 and 11.5 must still be complied with.

#### **9.4 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 fourteen (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 of a General Meeting or AGM has been given; and
  - (ii) the General Meeting or AGM has not been held when the Directors consider the person's application.

#### **9.5 Membership fees**

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

#### **9.6 Members' rights**

Each Member of the Corporation has rights in accordance with the CATSI Act and this Rule Book as detailed below. A Member can:

- (a) Attend, speak and vote at General Meetings.
- (b) Be made a Director (if the Member is eligible to be a Director—see Rule 12.5 on eligibility of Directors).

- (c) Put forward resolutions at General Meetings, including under Rule 11.10 (Members' resolution).
- (d) Ask the Directors to call a General Meeting under Rule 11.7.1.
- (e) Not be removed as a Member unless the Directors and the Corporation have complied with Rule 9.11.
- (f) Access and review the following documents of the Corporation free of charge:
  - (i) the Register of Members and Register of Former Members, under Rule 10.4.2;
  - (ii) the minutes of General Meetings and AGMs under Rule 15.7;
  - (iii) the Corporation's Rule Book, under Rule 15.8; and
  - (iv) under Rule 17.9, the Financial, General and Directors' reports prepared by or for the Directors and the Corporation in accordance with the CATSI Act.
- (g) In accordance with Rule 15.9, can review other records or Books of the Corporation if the Members approve the request by a resolution at a General Meeting.
- (h) Raise a dispute in accordance with Rule 19.3.
- (i) 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.
- (j) If a Member believes their rights have been breached by the Directors, the Member can utilise the dispute resolution process at Rule 19.

### **9.7 Members' responsibilities**

Each Member has the following responsibilities:

- (a) To follow the Rule Book and comply with the CATSI Act.
- (b) To treat other Members with respect.
- (c) To inform the Corporation of any change to their address and other relevant contact details within twenty-eight (28) days.
- (d) To comply with any code of conduct adopted by the Directors.
- (e) To attend General Meetings and AGMs or give their apologies if they are unable to do so.
- (f) To 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.

### **9.8 Liability of Members**

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

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

- (a) Subject to Rule 9.9(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 9.11.
- (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.

### **9.10 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 fourteen (14) days after receiving the resignation notice.

### **9.11 Process for cancelling membership**

#### **9.11.1 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 fourteen (14) days to object to the cancellation of their membership; and
  - (iii) the objection must be in writing.
- (c) If the Member does not object within fourteen (14) days, the Directors must cancel the membership.
- (d) If the Member does object in accordance with Rule 9.11.1(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 Rule 9.11.1, 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.

#### **9.11.2 *Cancelling membership if a Member cannot be contacted***

- (a) A Member's membership may be cancelled by Special Resolution in a General Meeting of the Corporation if the Corporation:
  - (i) has not been able to contact the Member for a continuous period of two years before the General Meeting; and
  - (ii) has 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.

#### **9.11.3 *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 the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings, or brings the Corporation into disrepute.
- (b) The Member whose membership is to be cancelled can speak to the General Meeting in their defence or at the very least, have their objection to their membership cancellation read out to the General Meeting.
- (c) If a membership is cancelled in accordance with Rule 9.11.3, the Directors must give the Member notice and a copy of the resolution at their last known address as soon as possible after it has been passed.

#### **9.11.4 *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.

### **10. The Register/s of Members and Former Members**

#### **10.1 *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.

#### **10.2 *Corporation to maintain a Register of Members***

The Register of Members must contain the following information about individual Members:

- (a) The Member's name (given and family name) and address.
- (b) The date on which the Member's name was entered on the Register of Members.

### **10.3 Corporation to maintain a Register of Former Members**

The Register of Former Members must contain the following information about each person who stopped being a Member within the last seven (7) years:

- (a) The person's name (given and family) and last known address; and
- (b) The date on which the person stopped being a member.

### **10.4 Location and inspection of Register of Members and Register of Former Members**

#### **10.4.1 Location of Registers**

The Corporation must keep the Register of Members and the Register of Former Members at the Corporation's Registered Office.

#### **10.4.2 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 CATSI 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 agrees that the person can access the information by computer).
- (c) A Member may inspect the Register/s without charge.

#### **10.4.3 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 (seven) 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.

#### **10.4.4 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 to check and update their details including their address.

#### **10.4.5 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 fourteen (14) days or such longer period that the Registrar specifies.

## **11. General Meetings and AGMs (Members' meetings)**

### **11.1 Timing of the AGM**

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

### **11.2 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 11.1 and the CATSI Act.
- (b) If the Registrar grants an extension, the Corporation will hold its AGM within the extended period specified by the Registrar.

### **11.3 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 10.2).
- (b) Confirming the minutes of the previous AGM.
- (c) Presenting of reports including general, financial and Directors' as required under Chapter 7 of the CATSI 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).
- (f) The appointment and remuneration of an auditor (if required).

### **11.4 Purpose of General Meetings**

A General Meeting must be held for a proper purpose.

### **11.5 Time and place of General Meeting**

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

A General Meeting including an AGM can be held at two (2) or more places using any technology that gives Members a reasonable opportunity to participate. The type of technology to be used must be set out in the notice of meeting in accordance with Rule 11.8.

### **11.6 Business of General Meetings**

Business of a General Meeting includes:

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

### **11.7 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.

*11.7.1 Members may ask Directors to call a General Meeting*

- (a) Subject to Rule 11.7.1(b), the Directors of the Corporation must call and arrange to hold a General Meeting on the request of at least ten (10) per cent 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.
- (c) Within the twenty-one (21) days of receiving the request the Directors must either call the meeting or apply to the Registrar to deny the request.

*11.7.2 Directors agree to the request*

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

*11.7.3 Directors apply to the Registrar to deny the request*

- (a) If the Directors do not agree with the request and resolve that:
  - (vii) a request under Rule 11.7.1 is frivolous, unreasonable, or not for a proper purpose; or
  - (viii) complying with the request under Rule 11.7.1 would be contrary to the interests of the Members as a whole;then a Director, on behalf of all the Directors, may apply to the Registrar for permission to deny the request to call a General Meeting.
- (b) 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; and
  - (iii) be made within twenty-one (21) days after the Members' request for a meeting was made.
- (c) The Directors must give notice to the contact Member (Rule 11.7.1(b)(v)) that they have applied to the Registrar to deny the request.

## **11.8 Notice for General Meetings and AGMs**

### **11.8.1 Notice for General Meeting**

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

### **11.8.2 Requirement to give notice of General Meeting to Members and Officers**

- (a) The Corporation must give written notice of a General Meeting to the following persons:
  - (i) each Member;
  - (ii) each Director;
  - (iii) the Secretary; and
  - (iv) the auditor (if the Corporation has one).
- (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 in a prominent position at community organisations within the NQLC Region; or
  - (vi) by publishing/placing on the NQLC website or social media platforms.
- (c) The non-receipt of the notice by any individual Member shall not invalidate the General Meeting or any proceeding of the General Meeting.

## **11.9 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).
- (e) That a member cannot appoint a proxy, in accordance with Rule 11.21.

## **11.10 Members' resolutions**

### **11.10.1 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 ten (10) per cent 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 11.8.
- (d) The Corporation must consider the resolution at the next General Meeting which is being held more than twenty-eight (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.

### **11.11 Quorum at General Meetings and AGMs**

#### **11.11.1 Quorum**

The quorum for a meeting of the Corporation is ten (10) Members.

#### **11.11.2 Quorum must be present**

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

#### **11.11.3 Meeting adjourned where no quorum**

If a Corporation meeting does not have a quorum present within 30 minutes after the start time of the meeting, then:

- (a) The meeting is adjourned to a time one (1) hour after the advertised time in the notice.
- (b) The quorum for the adjourned meeting is equivalent to the number of members then in attendance, providing there are at least two (2) members in attendance.
- (c) Where still no quorum is present one (1) hour after the advertised time in the notice, the meeting is adjourned until the next week at the same time of the same day, and at the same place, unless the Directors specify otherwise.

### **11.12 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 11.8 of any new business to be discussed.

### **11.13 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 12.20.2.
  - (c) A postponed meeting must be held within sixty (60) days of the date that the meeting was due to occur unless the exceptional reasons as listed in Rule 11.13(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.

#### **11.14 Chairing General Meetings and AGMs**

- (a) If the Chairperson of the Corporation is present, the Chairperson shall chair any General Meeting, unless the Chairperson declines to do so.
- (b) 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.
- (c) 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.

#### **11.15 Using technology at General Meetings and AGMs**

General meetings and AGMs may, where the technology is available, 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.

#### **11.16 Voting at General Meetings and AGMs**

- (a) Each Member has one vote, on a show of hands (or technological equivalent) unless a poll is demanded.
- (b) The chairperson of the meeting does not have a casting vote.

#### **11.17 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.
- (b) The outcome is to be determined by the chairperson of the meeting, whose decision is final.

### **11.18 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 (or technological equivalent) unless a poll is demanded under Rule 11.19.
- (b) The chairperson of the meeting declares the results of the vote, on a show of hands (or technological equivalent), or after a poll is counted.

### **11.19 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 five (5) Members entitled to vote on the resolution; or
  - (ii) the chairperson of the meeting.
- (d) A poll may be demanded:
  - (i) before a vote is taken; or
  - (ii) before the voting results on a show of hands (or technological equivalent) are declared; or
  - (iii) after, a vote decided by majority on a show of hands (or technological equivalent).

### **11.20 When and how polls must be taken**

At a General Meeting, a poll demanded must be taken when and in the manner as the chairperson of the meeting directs.

### **11.21 Proxies at General Meetings and AGMs**

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

### **11.22 Questions at AGMs**

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

### **11.23 Questions of auditors by Members at the AGM**

The chairperson 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 and practices adopted by the corporation in the preparation of the financial statements.
- (d) The independence of the auditor in relation to the conduct of the audit.



### **11.24 Minutes of General Meetings**

The Corporation shall take written minutes of General Meetings and if approved by resolution at a General Meeting, record a General Meeting by electronic means.

## **12. Directors**

### **12.1 Role of the Directors**

The directors oversee the running of the Corporation on behalf of all members and make decisions about the affairs of the Corporation. The directors manage, or set the direction for managing, the business of the Corporation. The directors may exercise all the powers of the Corporation except any that the CATSI Act or this Rule Book requires the Corporation to exercise in a general meeting.

### **12.2 Number of Directors** **Revert back to 10 wards and 12 directors**

The number of directors of the Corporation shall be up to 15 directors, including 12 Member Directors from the Wards in the following table, one Independent Director and two RNTBC Nominated Directors.

<b>Ward</b>	<b>Number of directors</b>
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

### **12.3 Majority of directors**

A majority of Directors must be:

- (e) Members of the Corporation
- (f) usually reside in Australia.

### **12.4 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 4—Consent to become a Director form

## **12.5 Eligibility to be a Director**

### **12.5.1 Ineligibility to be a Director**

A person is ineligible to be appointed or remain as a Member Director, Independent Director or RNTBC Nominated Director if the person:

- (a) is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act, unless the appointment is made or continued:
  - (i) with permission granted by the Registrar; or
  - (ii) with leave granted by the Court;
- (b) has been, or is, convicted of a criminal offence in the last five (5) years and been sentenced to imprisonment for more than twelve (12) months;
- (c) owes more than \$2,500 to the corporation;
- (d) if the Members determine by resolution the person is not a fit and proper person;
- (e) is an employee (including the Chief Executive Officer) of the corporation;
- (f) not at least eighteen (18) years of age;
- (g) does not have a Director ID;
- (h) does not sign a Director's confidentiality deed and Director's code of conduct within one month of appointment.

### **12.5.2 Eligibility for appointment as a Member Director**

An individual is eligible for appointment as a Member Director if the individual:

- (a) is a member of the Corporation.
- (b) has a primary place of residence within the NQLC Region.
- (c) has nominated in writing to be a Member Director setting out their details, eligibility for election as a Member Director, experience and qualifications and lodged the nomination with the corporation at least seven (7) days before the relevant General Meeting or AGM.

## **12.6 How to become a Member Director by appointment**

### **12.6.1 Appointing a Member Director**

- (a) The Corporation can appoint up to 12 Member Directors.
- (b) Elections shall be held at every third AGM commencing for the purpose of electing Directors from those Wards.
- (c) The number of Directors that may be elected from each Ward and the location of the Ward is set out in Schedule 2.
- (d) The elections shall be held at meetings called for that purpose, called Ward Meetings.
- (e) The Ward Meetings shall be held at such time or times and as shall be determined by the Directors but shall be timed at least two (2) weeks

before the AGM and so allow the Ward Meetings to be concluded prior to the AGM.

#### **12.6.2 Notice—Ward Meetings**

- (a) Twenty-one (21) days' notice of a Ward Meeting shall be given to each of the Members of the Corporation eligible to vote in the Ward to which that notice relates.
- (b) The notice may be given in the same manner as for the giving of notices for General Meetings.
- (c) The notice may be combined with notices for an AGM or General Meeting.

#### **12.6.3 Quorum—Ward Meetings**

- (a) A quorum of eligible Ward Members at a Ward Meeting will be twenty (20) Eligible Ward Members or 20% of the total Eligible Ward Members for that Ward, whichever is the lesser.
- (b) Where a quorum is not obtained thirty (30) minutes after the designated time set for a Ward Meeting, the meeting shall be adjourned to a time one (1) hour after the advertised commencement of the meeting. The quorum for this adjourned meeting shall be a number equivalent to the number of Eligible Ward Members then in attendance, providing that there are at least two (2) Eligible Ward Members in attendance.
- (c) If no quorum is obtained after one (1) hour's adjournment, then the Ward Meeting is cancelled, and no Ward Member is elected for that year unless the Directors appoint a Director from that Ward as a vacancy.

#### **12.6.4 Business—Ward Meetings**

- (a) The business of the Ward Meeting shall be:
  - (i) to elect those Directors from that Ward in accordance with these rules; and
  - (ii) such other business as the Directors shall decide.
- (b) A Member Director elected at a General Meeting or AGM takes office at the conclusion of the meeting following their election.
- (c) A person can only be appointed as a Member Director if they meet the requirements of Rule 12.5.
- (d) Voting for the appointment of Member Directors will be show of hands, unless a Poll is demanded as provided for at Rule 11.19.

### **12.7 How to become an Independent Director**

- (a) The Directors may by resolution appoint up to one (1) Independent Director.
- (b) A person is eligible for appointment as an Independent Director if they:
  - (i) are not ineligible to be appointed or remain as a Director under Rule 12.5.1;

- (ii) are not a Member of the Corporation or have any financial or familial interests in it;
  - (iii) have a primary place of residence within the NQLC Region;
  - (iv) are not a director of an RNTBC within the NQLC Region;
  - (v) are independent and have demonstrated skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities.
- (c) The directors may by resolution terminate the appointment of an Independent Director.

#### **12.8 How to become an RNTBC Director**

- (a) The Directors may by resolution appoint up to two (2) RNTBC Directors—one for the RNTBCs in the region in the NQLC Region north of Cardwell (northern region) and one for RNTBCs in the region in the NQLC Region from and including Cardwell and south (southern region).
- (b) A person is eligible for appointment as an Independent Director if they:
  - (i) are not ineligible to be appointed or remain as a Director under Rule 12.5.1;
  - (ii) are a Member of the Corporation;
  - (iii) have a primary place of residence within the NQLC Region;
  - (iv) are a director of an RNTBC within the NQLC Region;
  - (v) have been nominated or elected by the RNTBCs in their respective region within the NQLC Region.

#### **12.9 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 member as a Director to:
  - (i) make up a quorum, after three attempts to convene a quorate meeting, or
  - (ii) fill a vacancy, or
  - (iii) appoint up to the maximum number of Member Directors, Independent Directors or RNTBC Directors,
 but the member appointed must meet the eligibility requirements for the respective type of Director.
- (b) To make up a quorum the Directors do not need a quorum present to appoint a person under Rule 12.9(a), but all other Directors that have been elected must be present for the appointment.
- (c) The term of an appointment made to fill a vacancy is for the balance of the term remaining on the vacant position.

- (d) If a person is appointed under Rule 12.9(a) is a Member Director, the Members must confirm the appointment by resolution at the next General Meeting or AGM. If the appointment is not confirmed, the person ceases to be a Member Director.

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

### **12.10.1 Term of appointment**

- (a) The initial Member Directors (who hold office upon registration of this Rule Book) shall hold office until the next following AGM.
- (b) Subject to Rule 12.10(a):
  - (i) a Member Director is appointed for three (3) years;
  - (ii) an Independent Director is appointed for a term of up to three (3) years as determined by the Directors;
  - (iii) an RNTBC Director is appointed for a term of up to three (3) years as determined by the Directors.
- (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 appointment has expired.

## **12.11 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 Member Director or RNTBC 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 twenty-eight (28) days after a person stops being a Director.

## **12.12 Removal of a Director**

### **12.12.1 Removal of a Director by Members**

- (a) The Corporation may, by resolution in a General Meeting, remove a Director from office.
- (b) Notice of intention to move the resolution must be given to the Corporation at least twenty-one (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 twenty-one (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 12.12.1(b) as soon as practicable after it is received.
- (d) A Director who is the subject of a notice is entitled to put their case to Members by:
  - (i) giving the Corporation a written statement for circulation to Members; and/or
  - (ii) speaking to the resolution at the meeting.
- (e) Any written statement provided in accordance with Rule 12.12.1(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, and 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.

#### *12.12.2 Removal of a Member or RNTBC Director by Directors*

- (a) Directors can only remove a Member Director or RNTBC Director if the Director fails to attend three (3) 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 three (3) or more consecutive Directors' meetings; and
  - (ii) the Director concerned has fourteen (14) days to object in writing to the removal.
- (c) If the Director objects within fourteen (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 does not object, the Directors must remove the Director concerned.
- (e) 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.

#### *12.12.3 Removal of an Independent Director by Directors*

Directors can remove an Independent Director at any time by a resolution of Directors.

### **12.13 Duties, functions and powers of Directors and Chief Executive Officer**

#### **12.13.1 General duties of Directors and other Officers**

The Directors and other Officers must comply with the duties imposed on them by the CATSI Act and common law. 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.
- (e) A duty to not trade while insolvent.

#### **12.13.2 Powers of Directors**

- (a) The Directors may exercise all powers of the Corporation except any powers that the Rule Book or the CATSI Act requires the Corporation to exercise in a General Meeting.
- (b) The business of the Corporation is to be managed in accordance with the Rule Book and approved strategic plan and directions of the Directors.
- (c) The operational business of the Corporation is to be managed by the Chief Executive Officer (CEO) at the direction of the Directors.
- (d) The Directors have the power to develop policies and procedures of the Corporation and to direct the CEO to implement them.
- (e) The Directors have the power and must approve the operational budget of the Corporation, as provided by the CEO in accordance with Rule 12.15(a)(vi).
- (f) The Directors have the power and must approve any other financial instruments of the Corporation, as provided by the CEO in accordance with Rule 12.15(a)(vi).
- (g) The Directors have the power and must approve any enterprise agreement relating to the terms and conditions of the employment of staff, as provided by the CEO in accordance with Rule 12.15(a)(vii).
- (h) The Directors have the power to develop a delegation framework, to assist the CEO in running the Corporation and to ensure the Directors are kept well informed of the Corporation's operations.
- (i) The Directors have the power to appoint, remove or suspend the CEO, subject to any contractual or legislative obligation.
- (j) The Directors have the power to appoint or remove the Secretary (Rule 13.3).

#### **12.13.3 Function/role of the Chairperson and chairing Directors' meetings**

- (a) The Directors may elect a Chairperson and a Deputy Chairperson.
- (b) The role of the Chairperson is to provide leadership to the Directors by:

- (i) ensuring the Directors operate as an inclusive, well-functioning team, fostering an ethical Director culture, and initiating periodic evaluations of Director performance;
- (ii) establishing the agenda for Directors' meetings and General Meetings in consultation with the CEO;
- (iii) chairing Directors' meetings and ensuring that time is allocated effectively, that all Directors present are given the opportunity to contribute effectively, and that the Directors come to clear decisions on agenda items;
- (iv) chairing General Meetings of the Corporation and be the Directors' spokesperson at those meetings;
- (v) being the major point of contact between the Directors and the CEO;
- (vi) being the major point of contact between the Directors and the Secretary;
- (vii) chairing the selection and performance evaluation process of the CEO;
- (viii) reviewing draft minutes and signing the minutes of Directors' meeting and General Meetings; and
- (ix) approving expenditure in accordance with the financial delegation.

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

- (a) The Board may by resolution delegate any of its powers to:
  - (i) a Director; or
  - (ii) a subcommittee including an Executive Committee; 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 Directors and these Rules.
- (c) Delegates must report to the next Directors' meeting on the exercise of their delegated power.

#### *12.13.5 Function/role of sub-committees including an Executive Committee*

- (a) The Directors may appoint sub-committees to delegate its functions to, including an Executive Committee, an audit and risk committee and a nominations committee.
- (b) Every sub-committee should have a terms of reference, including delegated powers, approved by the Directors.
- (c) Minutes of every sub-committee meeting including proposed resolutions must be reported to and endorsed at the next Directors' meeting. If any resolution proposed by a sub-committee is not endorsed by the Directors'



meeting, then that sub-committee resolution has no valid effect going forward from the date of the Directors' decision but is valid up until that time.

#### **12.14 Executive Committee**

- (a) If appointed, the Executive Committee will be comprised of up to four (4) Directors and will include:
  - (i) Chairperson;
  - (ii) the Deputy Chairperson;
  - (iii) Secretary; and
  - (iv) Treasurer.
- (b) The Directors may appoint the Executive Committee by passing a resolution at a Directors' meeting.
- (c) The Directors may determine the period for which Directors are to be the elected in the positions listed at Rule 12.14(a).
- (d) Subject to any other delegated powers decided by resolution at a Directors' meeting, the main purpose and delegated powers of the Executive Committee is to meet and make urgent decisions:
  - (i) to maintain the business of the Corporation between Directors' meetings; and
  - (ii) to meet with external stakeholders.
- (e) The Executive Committee may direct the CEO to instruct senior staff including the 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.
- (f) A quorum for an Executive Committee meeting is the majority. The Chairperson may appoint other directors to make a quorum.
- (g) 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.

#### **12.15 Function/role of the Chief Executive Officer**

- (a) The Directors shall appoint a suitably qualified CEO 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 Directors;

- (iv) report to the Directors, the Chairperson and the Executive Committee (if appointed), in relation to the performance of the Corporation's 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 CEO is employed under the direction of the Directors.

**12.16 Duty of Directors 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 12.16(b) says otherwise.
- (b) A Director does not need to give notice of an interest under Rule 12.16(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; and
  - (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 12.16(a);
    - B. if a person who was not a Director when the notice under Rule 12.16(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 12.16(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 12.16 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.

#### **12.17 Payments to Directors**

- (a) The Directors may, subject to any restrictions imposed by any Funding Body and the financial position of the Corporation, be paid remuneration, provided that the level of remuneration is agreed to by the Members by resolution at a General Meeting.
- (b) Rule 12.17(a) does not prevent reasonable payments to the Director for a contract for goods or services, provided that Rule 12.16 has been complied with.
- (c) The Corporation may pay the Directors reasonable 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.

#### **12.18 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, the Corporation must:
  - (i) obtain the approval of the Members in the way set out in Division 290 of the CATSI Act; and
  - (ii) give the benefit within fifteen (15) months after the approval, or
  - (iii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the CATSI Act.
- (b) The Corporation, or an entity that it controls, can give a financial benefit to a related party of the Corporation if:

- (i) the giving of the benefit is required by a contract;
- (ii) the making of the contract was approved in accordance with Rule 12.18(a)(i) and
- (iii) the contract was made:
  - A. within fifteen (15) months after that approval, or
  - B. before that approval if the contract was conditional on the approval being obtained.
- (c) Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the fifteen (15) months.

## **12.19 Directors' Meetings**

### *12.19.1 Frequency of Directors' meetings*

The Directors will meet as often as the Directors consider necessary.

### *12.19.2 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.

### *12.19.3 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.

### *12.19.4 Chairing Directors' meetings*

The Chairperson will chair Directors' meetings. If the Chairperson is not available or declines to act, a Deputy Chairperson is to chair the meeting.

### *12.19.5 Using technology*

Directors' meetings can be held at more than one (1) place and/or with the use of any technology, where available, as long as all Directors agree to it. The type of technology to be used must be set out in the notice for a Directors' meeting.

## **12.20 Resolutions by Directors**

### *12.20.1 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 (1) vote.
- (c) The chairperson of the meeting may exercise a casting vote (the chairperson has the discretion to exercise the casting vote).

### *12.20.2 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 12.20.2(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.

## **13. Secretary**

### **13.1 Who may be a Secretary**

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

### **13.2 Consent to act as a Secretary**

- (a) The Corporation must receive a signed consent from a person to act as Secretary of the Corporation before that person is appointed as Secretary of the Corporation.
- (b) The Corporation must keep each consent received under Rule 13.2(a).

### **13.3 How a Secretary is appointed**

The Directors appoint a Secretary by resolution.

### **13.4 Terms and conditions of office**

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

### **13.5 Duties of Secretary**

#### *13.5.1 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 their consent to be the Secretary must pass on to the Executive Committee each communication received by that person for the Corporation within fourteen (14) days after receiving it.

### **13.6 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 CATSI Act.

- (b) Rule 13.6(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.

#### **14. Execution of document**

- (a) The Corporation may execute a document without using a Common Seal if the document is signed by:
  - (i) two (2) Directors; or
  - (ii) a Director and a Secretary (if any).
- (b) 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 14(a).

#### **15. Record keeping and finances**

##### **15.1 Minutes of meetings**

- (a) The Corporation must keep minute books in which it records, within one (1) month of the meeting:
  - (i) proceedings and resolutions of General Meetings;
  - (ii) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
  - (iii) resolutions passed by Members without a meeting; and
  - (iv) resolutions passed by Directors without a meeting.
- (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 Registered Office.

##### **15.2 Rule Book and records of Officers**

The Corporation must keep:

- (a) An up-to-date copy of these Rules.
- (b) Written records relating to:
  - (i) the names and addresses of the Corporation's current Officers;
  - (ii) the Corporation's Registered Office or the Corporation's document access address (if any); and

- (iii) such other matters about the Corporation as set out in the CATSI Act.

### **15.3 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 seven (7) years after the transactions covered by the records are completed.

### **15.4 Physical format of records**

If the records referred to in Rules 15.2 and 15.3 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.

### **15.5 Place/s where records are kept**

The records referred to in Rules 15.2 and 15.3 must be kept at the Corporation's Registered Office.

### **15.6 Director's right to access records**

A Director has a right of access to the records that the Corporation is required to keep under Rules 15.2 and 15.3.

### **15.7 Member's 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 Registered Office. The minute books must be made available for inspection within seven (7) days of a Member's request for inspection.
- (b) A Member of the Corporation may ask the Corporation in writing for a copy of any document referred to in Rule 15.7(a).
- (c) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:
  - (i) within fourteen (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 fourteen (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 fifty (50) cents per page.

#### **15.8 Access to Rule Book by Members**

If a Member asks for a copy of the Rule Book, the Corporation must provide it:

- (a) Free of charge; and
- (b) Within seven (7) days.

#### **15.9 Inspection of Books by Members**

Subject to Rules 15.7 and 15.8, 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 Directors by resolution.

### **16. Application of funds and property**

- (a) Subject to the CATSI Act and the Rule Book, all funds or property of the Corporation not subject to any special trust of funding agreement can be used at the discretion of the Directors to carry out the Objectives.
- (b) Subject to the CATSI 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 16(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).

### **17. Auditor**

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

### **18. Annual reporting**

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



## **19. Dispute resolution**

### **19.1 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 CATSI Act or the Rule Book applies, which arises between:

- (a) Members;
- (b) Members and Directors;
- (c) Directors
- (d) Traditional Custodians or common law holders.

### **19.2 Informal negotiations**

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

### **19.3 Giving of dispute notice**

- (a) If the dispute is not resolved in accordance with Rule 19.2 within ten (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.

### **19.4 Seeking assistance**

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the CATSI Act or the Corporation's Rule Book the Directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion is not binding on the parties to a dispute.
- (c) If a dispute or any part of a dispute relates to a native title matter the Directors or any party to the dispute may seek mediation or dispute resolution assistance from the National Native Title Tribunal.

### **19.5 Referring dispute to the Directors**

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

### **19.6 Referring dispute to a General Meeting**

- (a) If the Directors cannot resolve the dispute within twenty (20) business days after receiving the dispute notice, it may 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 the Rule Book and the CATSI Act.

## **20. Changing the Rule Book**

### **20.1 Corporation wants to change this Rule Book**

For the Corporation to change its Rule Book, 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 20.2.

### **20.2 Corporation to lodge copy of changes**

- (a) If there are no extra requirements, within twenty-eight (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 two (2) Directors; and
  - (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 20.2(a); and
  - (ii) proof that the extra requirement has been met within twenty-eight (28) days after it has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rule Book as it would be if the Registrar registered the change, it must do so.

## **21. Gift fund**

### **21.1 Gift fund establishment**

The corporation shall maintain for the main purpose of the corporation a gift fund:

- (a) to be named 'The North Queensland Land Council Aboriginal Corporation Gift Fund'
- (b) which must receive gifts of money or property for the purposes of the objectives of the corporation
- (c) which must have credited to it any money received by the corporation because of those gifts.

### **21.2 Gift fund monies**

The gift fund cannot receive any money or property other than that stated at 21.1(b).

### **21.3 Use of gift fund monies**

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.

### **21.4 Gift fund receipts**

Receipts issued for gifts to the gift fund must state:

- (a) the full name of the corporation
- (b) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
- (c) the fact that the receipt is for a gift.

## **22. Winding up**

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

### **22.1 Resolution to distribute surplus assets**

Subject to Rule 22.2, if the Corporation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

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

### **22.2 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.

## 23. Schedule 1—Definitions and interpretation

In this Rule Book:

- (a) Words in the singular include the plural and vice versa.
- (b) The words 'including', 'include' and 'includes' are to be read without limitation.
- (c) A reference to legislation 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.
- (d) Headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book.
- (e) 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.
- (f) Any inconsistency with the Act is to be resolved in favour of the Act.

**“Aboriginal person”** means a person who is a member of the Aboriginal race of Australia and **“Aboriginal people”, “Aboriginal groups”** and or **“Aboriginal communities”** has corresponding meaning.

**“Aboriginal land”** means and includes:

- (a) All land identified by Aboriginal people as being Aboriginal land.
- (b) Existing Aboriginal reserves in the North Queensland Land Council Region.
- (c) Land owned or leased by Aboriginal groups or communities in the North Queensland Land Council Region.
- (d) Any land occupied or used by or normally associated with or traditionally owned by Aboriginal persons 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 two hundred (200) miles from the low water mark on the coast.

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

**“the Act”** means the CATSI Act.

**"Directors"** means those Directors elected in accordance with Rule 12.6 of this Rule Book.

**"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, the Directors' report and the Auditor's report.

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

**"Chairperson"** means the person elected as chairperson of the NQLC in accordance with Rule 13.3 of this Rule Book.

**"Corporation" and or "NQLC"** means the North Queensland Land Council Aboriginal Corporation.

**"Deputy Chairperson"** means a person elected as deputy chairperson of NQLC in accordance with Rule 12.13.3 of this Rule Book.

**"Director"** means a person appointed according to Rules 12.6, 12.7 or 12.8 of this Rule Book.

**"Executive Committee"** means a subcommittee appointed in accordance with Rule 12.14.

**"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 Rule 11.

**"Independent Director"** means a Director appointed by the Directors under Rule 12.7 and is not a Member of the corporation and independent of the corporation.

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

**"Member Director"** means a director appointed under Rule 12.6.1 by the Members of the Corporation.

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

**"NTRB"** has the same meaning as defined in the NTA.

**"North Queensland Land Council Region" or "NQLC Region"** refers to the region the NQLC as the operates, as depicted in the map at Schedule 2—Map of NQLC Region.

**"Officer"** means an officer of the Corporation as defined in the CATSI Act.

**"Registered Office"** has the same meaning as in the CATSI Act.

**"Register of Former Members"** means a register of former Members.

**"Register of Members"** means a register of current Members.

**"Registrar"** means the person appointed by the Minister under the CATSI Act to be the Registrar of Aboriginal and Torres Strait Islander Corporations.

**"Replaceable Rules"** has the same meaning as in the CATSI Act.

**“Returning Officer”** means the person nominated for the Chief Executive Officer to coordinate the tallying and election process at a Ward election.

**“RNTBC”** means registered native title body corporate and has the same meaning as in the NTA.

**“RNTBC Nominated Director”** means a Director appointed under Rule 12.8.

**“Rule Book”** means this document, consisting of set laws and meanings under the CATSI Act, NTA 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 and actually voting.

**“Traditional Lore”** means customary law and Aboriginal tradition.

**“Traditional Custodian”** means an Aboriginal person who is a member of a descent group within the North Queensland Land Council Region. This may include but is not limited to those persons who are a member of a Prescribed Body Corporate or RNTBC, a common law holder, a member of a native title group determination or is a native title claimant. Where there has been a negative determination of native title, the term “Traditional Custodian” includes members of the descent group of the native title claim group for that negative determination.

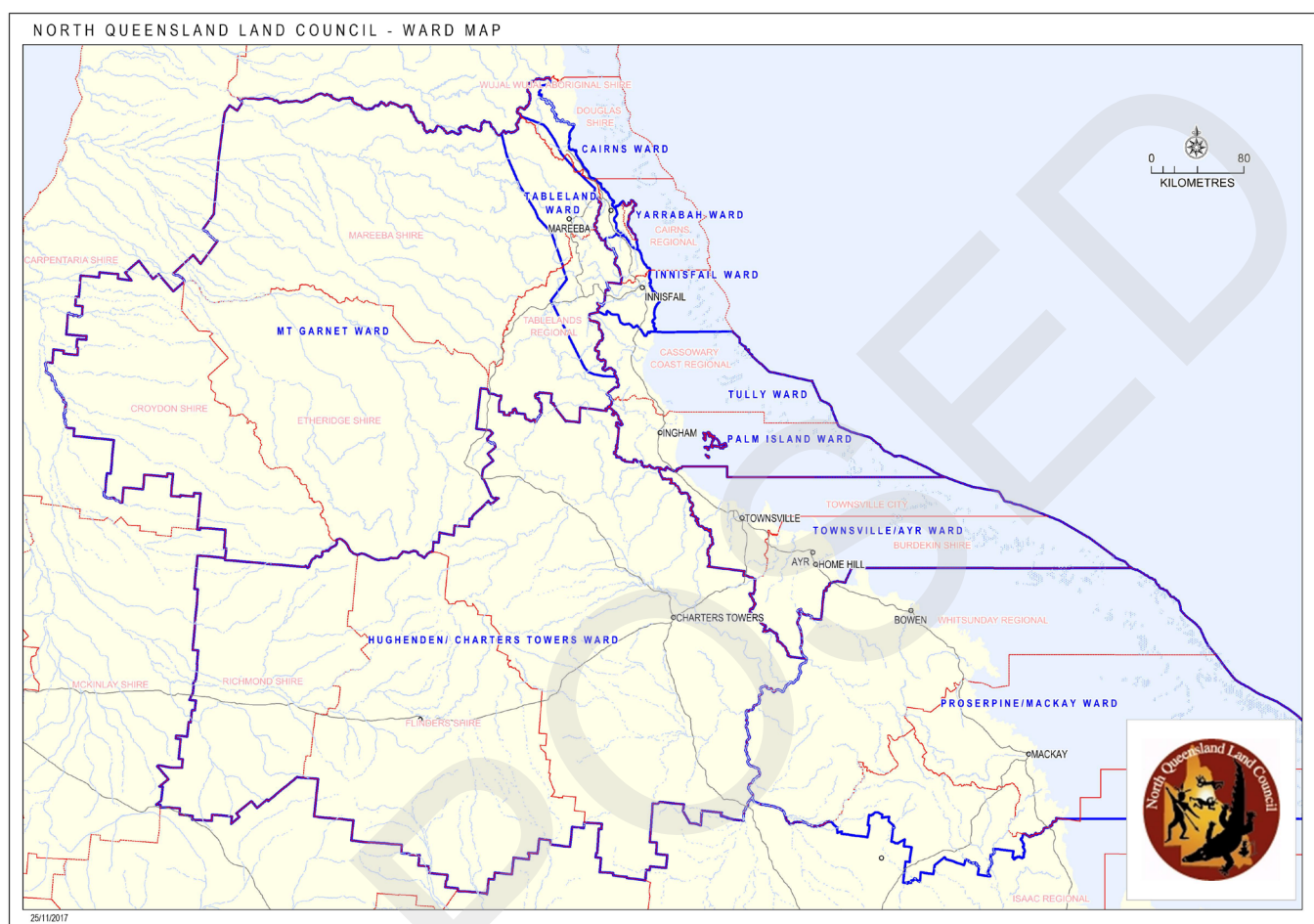
**“Working Day”** means a day that is not a Saturday or Sunday and is not a Public Holiday in the State of Queensland.

**“Ward”** means the areas listed at Schedule 2 and the number of Directors from each Ward is set out in the following table.

<b>Ward</b>	<b>Number of directors</b>
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

**“Ward Member”** means a Member of the Corporation whose primary place of residence is within one of the Wards.

## 24. Schedule 2—Map of NQLC Region





**25. Schedule 3—Application for Membership form****North Queensland Land Council Aboriginal Corporation ICN: 1996**

<b>First Name</b>	
<b>Surname/Family Name</b>	
<b>Primary Place of Residence Address</b>	
<b>Phone Number</b>	
<b>Email Address</b>	
<b>Native Title Claim or Native Title Determination Area or Traditional Custodian group</b>	

I hereby apply for Membership of the North Queensland Land Council Aboriginal Corporation.

I declare that I am:

- ☐ am eligible for membership
- ☐ am an Aboriginal person
- ☐ am at least eighteen (18) years of age
- ☐ am a Traditional Custodian from within the NQLC Region
- ☐ have a primary place of residence within the NQLC Region.

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:

**26. Schedule 4—Consent to become a Director form****North Queensland Land Council Aboriginal Corporation ICN: 1996****Consent to become a Director**

I, \_\_\_\_\_ (full name of person)  
 \_\_\_\_\_ (primary residential  
 address, a postal address  
 is not sufficient)  
 of \_\_\_\_\_

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:

- (a) 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;
- (b) Have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three (3) months;
- (c) Have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than twelve (12) months;
- (d) Am an undischarged bankrupt;
- (e) Have signed a personal insolvency agreement and have not kept to the agreement;
- (f) 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.