



The rule book of Gunaikurnai Land & Waters Aboriginal Corporation RNTBC (ICN 4768)

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 Gunaikurnai Land & Waters Aboriginal Corporation RNTBC.

2. Objectives

The principal objective for which the corporation is established is to relieve poverty, sickness, destitution, helplessness, distress, suffering and misfortune amongst the Gunaikurnai people, recognising that such poverty, sickness, destitution, helplessness, distress, suffering and misfortune result from the Gunaikurnai people having been progressively dispossessed of their lands and/or waters, without compensation, as a consequence of which they have become socially and economically disempowered.

The corporation also has the objectives to:

- be a prescribed body corporate and be the subject of a determination under section 56 of the *Native Title Act*
- be an approved native title body corporate and perform the functions of an approved native title body corporate under the *Native Title Act*
- be a Registered Aboriginal Party and perform the functions of a Registered Aboriginal Party under the *Aboriginal Heritage Act 2006 (Vic)*
- operate and maintain a gift fund to be known as “The Gunaikurnai Land and Waters Aboriginal Corporation Gift Fund” in accordance with the requirements of the Australian Taxation Office.



Without limiting the generality of the objectives referred to in this rule, the corporation can advance those objects by doing any, or all, of the following:

- undertake activities to assist the Gunaikurnai in overcoming poverty, sickness, suffering, distress, misfortune, destitution or helplessness which has resulted from the Gunaikurnai people having been progressively dispossessed of their lands and/or waters
- hold and manage in trust the native title rights and interests of the Gunaikurnai people
- hold property and money (including payments received as compensation or otherwise related to the native title rights and interests) in trust for the Gunaikurnai people
- invest or otherwise apply money held in trust as directed by the Gunaikurnai people
- consult with and obtain the consent of the Gunaikurnai people when making a decision that would surrender, or otherwise affect the native title rights and interests of the Gunaikurnai people
- perform any other function relating to the native title rights and interests as directed by the Gunaikurnai people
- promote, protect and manage the cultural heritage of the Gunaikurnai people;
- perform any other function conferred upon the corporation by a law of the Commonwealth or the State of Victoria
- anything incidental to and necessary or convenient for the carrying out of any of the objects.

Note: If you want to change the objectives, the corporation will need to comply with rule 13.

3. Members

3.1 *Who is eligible?*

A person who is eligible to apply for membership must be an individual who is:

- at least 18 years of age
- a Gunaikurnai person
- who can demonstrate descent from one of the identified apical ancestors set out in Schedule 3.

3.2 How to become a member

A person applies in writing, nominating the identified apical ancestor with whom they identify for the purpose of these rules and indicating whether they identify as an elder.

A person needs to be eligible under rule 3.1.

The directors accept the application by resolution at a directors' meeting.

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

The person's name, address and date they became a member is put on the register of members.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation 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:

- a person applies for membership after a notice has been given for a general meeting or AGM; and
- the general meeting or AGM has not been held when the directors consider the person's application.

Note: An application for membership form is at Schedule 2 of this rule book.

3.3 Members' rights

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director-see rule 6.3 on eligibility of directors)
- put forward resolutions at general meetings under rule 4.6
- ask the directors to call a general meeting under rule 4.3
- look at the members' register free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 12



- look at the financial records of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

3.4 Members' responsibilities

A member must:

- follow the CATSI Act and corporation's rules
- let the corporation know if they change their address
- treat other members with respect and dignity.
- comply with any code of conduct adopted by the corporation
- to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

Members should also attend general meetings (including AGMs) or give their apologies.

3.5 No membership fee

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

3.6 Liability of members

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

3.7 How to stop being a member

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with rules 3.8 or 3.9.

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.



3.8 Cancellling membership

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- can't be contacted for two (2) years
- misbehaves
- is not a Gunaikurnai person.

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

3.9 Directors' limited right to cancel membership

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out under rule 3.1.

To do this, the directors must:

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

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

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



3.10 The register/s of members and former members

The register/s must contain:

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

The register/s of members and former members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of members must be made available at the AGM.

4. General meetings and AGMs (members' meetings)

4.1 AGM timing

An AGM must be held before the end of November each year.

4.2 AGM business

AGM business includes:

- checking the register of members
- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- asking questions about how the corporation is managed
- electing directors (if required)
- choosing an auditor (if required) and agreeing on the fee.

4.3 *Calling general meetings*

A general meeting must be held at a reasonable time and place.

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

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

Number of members in corporation	Number of members required to request a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

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

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.

Directors apply to the Registrar to deny the request

If the directors resolve that:

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

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



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

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

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

4.4 General meeting business

General meetings business includes:

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

4.5 Notice for general meetings and AGMs

At least 21 days' notice must be given to:

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

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- if a member can appoint a proxy.

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

A notice of meeting:

- sent by post is taken to be given three (3) days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.



The corporation may call:

- an AGM on shorter notice, if all the members agree beforehand
- any other general meeting on shorter notice, if at least 95% of the members agree beforehand.

At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:

- remove a director;
- appoint a director in place of a director remove; or
- remove an auditor.

Shorter notice cannot be given for these kinds of meetings.

4.6 *Members' resolutions*

The required number of members can propose a resolution by giving notice of it to the corporation.

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

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

The corporation must give notice of the resolution to all members in the same way as rule 4.5.

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.



4.7 Quorum at general meetings and AGMs

A quorum shall be 30 members of the corporation.

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

How to count the quorum

To work out if there is a quorum count each member present at the meeting.

4.8 Chairing general meetings and AGMs

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 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.

4.10 Voting at general meetings and AGMs

Each member has one vote.

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11.

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



4.11 Demanding a formal count (i.e. a poll)

A poll may be demanded by:

- at least five (5) members entitled to vote on the resolution or
- the chair.

A poll is a formal count of votes.

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

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

4.12 Proxies at general meetings and AGMs

Proxies may not be appointed to attend or vote for members at general meetings.

4.13 Other people at general meetings and AGMs

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member, whether personally or through a proxy.

The chairperson may allow any person (excluding an attorney) other than a corporation director, member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

4.14 Changing the place of a general meeting

If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.

4.15 Postponing a general meeting or AGM

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

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.



5. The Elders' Council

5.1 Elders' Council: number, composition and eligibility

The Elders' Council shall have a maximum of 50 members.

There will be no more than two (2) representatives for each identified apical ancestor on the Elders' Council.

Only elders who are members of the corporation are eligible to be appointed to the Elders' Council.

5.2 Appointment of Elders' Council

At an AGM:

- on the morning of each AGM at which nominations are due, the descendants of each identified apical ancestor shall meet and nominate up to two (2) elders to be members of the Elders' Council
- only descendants of that identified apical ancestor who are members of the corporation may nominate the members to the Elders' Council for that identified apical ancestor
- all nominees to the Elders' Council must be present at the AGM
- in the event that the descendants of an identified apical ancestor do not nominate any representatives, the members present at the AGM may appoint an Elder to the Elders' Council from that identified apical ancestor.

Between AGMs, the Elders' Council may appoint an elder to the Elders' Council, if the elder is seeking to represent an identified apical ancestor who is not represented on the Elders' Council.

5.3 Meetings of the Elders' Council

In addition to the AGM the Elders' Council shall meet a minimum of once each year and as required for the purposes of Rule 8.

Decisions by the Elders' Council shall be made in accordance with a decision making process agreed to by Elders' Council Members.

Quorum for an Elders Council meeting outside of an AGM will be a majority of its membership.

5.4 Role of the Elders' Council

The role of the Elders Council is to consult with and provide advice to the directors on cultural matters as required.



6. Directors

Subject to rules 6.10 and 6.11 half of the directors (excluding the independent non-member directors) appointed in May 2017 shall hold office until the AGM for the year ended 30 June 2018 is held and the other half will hold office until the AGM for the year ended 30 June 2019. Thereafter the provisions in rule 6.7 shall apply.

6.1 Role of directors

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. 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.

6.2 Number of directors

The number of directors of the corporation is at least six (6). This number includes up to two (2) independent or specialist non-member directors. There will not be more than 10 directors in total.

The number of directors of the corporation is decided at the general meeting.

No more than three (3) directors can be descendants of the same identified apical ancestor at any one time.

6.3 Eligibility of directors

A director (other than a director appointed under rule 4.7) must:

- be a Gunaikurnai person of at least 18 years of age; and
- be a member of the corporation; and
- be present at the general meeting; and
- have submitted an expression of interest to be a director to the corporation 14 days prior to the date of the general meeting; and
- have provided a national police check clear of adverse findings no more than three (3) months old.

Employees, including the chief executive officer (CEO), may NOT be a director.



An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act may only be appointed as a director of the corporation if the appointment is made:

- with permission granted by the Registrar, or
- with leave granted by the court.

Individuals who were directors or purported directors at any point in the two (2) years prior to the appointment of the special administrator of the corporation on 7 November 2016, are not eligible to be directors of the corporation until after the corporation's 2019 AGM.

6.4 Majorities of director requirements

A majority of directors of the corporation must:

- usually reside in Australia
- be members of the corporation
- not be employees of the corporation.

6.5 How to become a director

The corporation can appoint a director by the members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 6.8).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.

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

6.6 Directors' terms of appointment and rotation

Directors (other than those appointed under rule 6.7) are appointed for two (2) years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

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



6.7 *Rotation of Directors*

Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year.

To implement the rotational system:

- half of the directors of the corporation will only hold office until the AGM for the year ended 30 June 2018 and must retire. They are eligible to be re-elected
- the directors will agree on which directors retire at the AGM. If the directors cannot agree, they must decide by lot conducted by the directors
- at every subsequent AGM those directors that did not retire at the previous AGM must retire. They are eligible to be re-elected
- newly elected directors have a term of two (2) years, which ends at the second AGM after they take office. If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term
- the AGM minutes must record the term of each director appointed.

6.8 *Independent or specialist non-member directors*

Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

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

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

Independent or specialist non-member directors can be appointed for a term of one (1) year, and they can be reappointed.

6.9 How to fill casual vacancies

The directors can appoint a person as a director to fill a casual vacancy.

A casual vacancy is where a person stops being a director before their term of appointment expires and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 6.3 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

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

6.10 How to stop being a director

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors
- the director is disqualified from managing a corporation
- the director ceases to be a member, but was a member when they became a director.

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

6.11 How to remove a director

By resolution of the members in a general meeting:

A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (see rule 4.3) for the purpose of removing a director.)

The corporation must give the director concerned a copy of the notice as soon as possible.



The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the other directors:

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

6.12 Directors' and officers' duties

The duties are:

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

6.13 Conflict of interest

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

The director must give details of what the interest is and how it relates to the corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

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



6.14 Payments to directors

The corporation may pay directors a reasonable sitting fee for performing their roles as directors.

For the purposes of this rule “reasonable sitting fee” means reasonable having regard to the circumstances of the corporation as well as the role and responsibilities of the director as a director.

Payments may also include:

- reasonable payments to the director for a contract for goods or services, provided that rule 6.15 has been complied with,
- reasonable payments to cover personal travelling expenses incurred by a director, if travel is necessary to attend a director’s meeting or for other official purposes of the corporation; or
- re-imbusement of other reasonable out-of-pocket expenses incurred in performing their role as a director.

For the purposes of this rule:

- “reasonable wages” means reasonable having regard to the circumstances of the corporation as well as the qualifications, role and responsibilities of the director as an employee
- “reasonable payments” means reasonable having regard to the market costs of obtaining similar goods or services
- “reasonable payments to cover personal travelling expenses” means reasonable having regard to the circumstances of the corporation, and the costs of basic economy-class travel, accommodation and food in the relevant areas where the travel occurs,
- “reasonable out-of-pocket expenses” means reasonable having regard to the circumstances of the corporation as well as the role and responsibilities of the director as a director.

6.15 Related party benefit

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

6.16 Delegation of directors' powers

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

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

The delegate must follow the directions of the directors when using the delegated powers.

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

Delegates must report to directors on the exercise of their delegated power.

6.17 Calling and giving notice of directors' meetings

Directors must meet at least every three (3) months.

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

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

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

6.18 Quorum for directors' meetings

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

6.19 Chairing directors' meetings

There must be a chair elected for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting.

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

6.20 Using technology

Directors' meetings can be held at more than one (1) 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.

6.21 Resolutions by directors

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

Each director (including independent or specialist non-member directors) has one vote.

The chairperson of the meeting also has a casting vote (if required).

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

6.22 Minutes of directors' meetings

The directors must take minutes of each directors' meeting. They must record the proceedings and resolutions of the meeting and must include any resolutions distributed out of session.

The minutes may be taken in writing or by audio or video recording provided each person at the meeting identifies themselves on the recording.

The directors must appoint a person to take the minutes of directors' meetings. This person does not have to be a director or a member of the corporation. They can be appointed to keep minutes of a single meeting, or on an ongoing basis. If a person is appointed on an ongoing basis but is not present at a particular meeting, the directors must appoint someone else to take the minutes.

A copy of the minutes of each directors' meeting (or a declaration stating a recording to be the minutes) must be signed by the chair of the meeting or the chair of the next meeting, within a reasonable time after the first meeting.

Minutes of each directors' meeting (redacted at the discretion of the directors for legal, security or confidentiality reasons) may be made available to members of the Elders' Council.

6.23 Attendance at directors' meetings by members of Elders' Council

The directors must meet with the Elders' Council at least twice in each financial year to provide the Elders' Council with an update on the achievement of the strategic goals of the corporation and receive feedback from the Elders' Council generally on the performance of the corporation.



7. Contact person or secretary

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

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

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

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

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

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

8. Native title decisions

8.1 Consultation and consent (PBC Regulations 8 (b)(c)(d))

Consultation and consent of the common law holders as required under Regulation 8(b)(c) and (d) of the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth) shall be appropriately obtained by the directors for the following kinds of decision:

- a decision to enter an Indigenous Land Use Agreement under Subdivision B, C or D of Division 3 of Part 2 of the *Native Title Act 1993*
- a decision to enter an agreement under Subdivision P of Division 3 of Part 2 of the *Native Title Act 1993*
- a decision to consent to one or more consultation processes in the rule book of the Gunaikurnai Land & Waters Aboriginal Corporation RNTBC
- any kind of native title decision as defined under Regulation 3 of the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth) which is a kind that has not been authorised by the common law holders to be made by the directors of the Gunaikurnai Land & Waters Aboriginal Corporation RNTBC.



In obtaining consent for the decisions listed in rule 8.1, the directors shall consult with and seek the consent of the common law holders about proposed decisions of the kinds listed in rule 8.1.

The directors shall agree by majority vote that the consultation and consent requirements for decisions listed in rule 8.1 have been met.

Evidence of consultation and consent for the kinds of decision listed in rule 8.1, will be in the form required under Regulation 9 of the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth), and shall be signed by no less than five (5) members of the board of directors or, if they deem appropriate, any other native title holder they have identified as having a particular interest in the area affected by the native title decision.

8.2 Standing authorisation (PBC Regulation 8(a))

The common law native title holders have been consulted and have consented to the directors making decisions of the following kind:

- a decision about whether to comment and whether to oppose, agree to or seek conditions (including reaching agreement where that agreement is not an Indigenous Land Use Agreement) in relation to the doing of a proposed future act under the following sections of that Native Title Act; 24KA, 24MD, 24NA, 24GB, 24GD, 24GE, 24HA, 24ID, 24JAA, 24JB
- in the context of an Arbitral Body Determination under Subdivision P of the *Native Title Act 1993* (Cth), a decision to expressly support that a future act can be done.

9. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

10. Finances

The corporation must keep written financial records that:

- correctly record and explain its transactions, financial position and performance
- would enable true and fair financial reports to be prepared and audited.

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

The corporation must give receipts for all money it receives.

All money of the corporation must be deposited into a corporation bank account.

All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.

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

All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.

The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

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

11. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 2).

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

- a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- payment to a member in carrying out the corporation's objectives.

12. Dispute resolution

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

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

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

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

Seeking assistance from the Registrar

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

The Registrar's opinion will not be binding on the parties to a dispute.

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

For more information on members' rights see rule 3.3.

13. Changing the rule book

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

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

- rule book changes
- special resolution
- minutes of the meeting.

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



14. Gift fund rules

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

- to be named “The Gunaikurnai Land and Waters Aboriginal Corporation Gift Fund”
- which must receive gifts of money or property for the purposes (objectives) of the corporation
- which must have credited to it any money received by the corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.

The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.

Receipts issued for gifts to the gift fund must state:

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

As soon as:

- the gift fund is wound up, or
- the corporation’s endorsement as a deductible gift recipient is revoked under section 426--55 of the *Taxation Administration Act 1953*

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

15. Winding up

Surplus assets of the corporation

Where:

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

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

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.

Surplus assets of gift funds

If the Australian Taxation Office allows the corporation to give tax deductible receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.



Schedule 1 - Interpretation

Dictionary

"**Act**" means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.

"**Annual general meeting or AGM**" means a general meeting held in accordance with rule 4.

"**Applicant**" means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 3.2.

"**Application for membership form**" means the form included in Schedule 2 - application for membership form which may be amended by directors from time to time.

"**Board of directors**" means the people elected or appointed according to rule 6 to manage the affairs of the corporation in accordance with the CATSI Act and these rules.

"**Board of directors' minute book**" means the books and records in which the minutes of all directors' meetings (made under rule 6.22) and copies of any written resolutions passed without a directors' meeting (under rule 6.21) are kept.

"**Books**" include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

"**Business day**" means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

"**Circulating resolution**" means a resolution of the directors passed according to rule 6.21.

"**Constitution**" means the set of special rules that govern the activities of a particular corporation or its members. The constitution includes corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added, and set laws that have been changed.

"**Contact person**" means a person appointed according to rule 7.

"**Corporation**" means the corporation referred to at rule 1.

"**Director**" means a person who holds office as a member of the board of directors of the corporation according to rule 6.

"**Directors' meeting**" refers to meetings of the board of directors held according to rule 12.

"**Dispute**" has the meaning given in rule 12.



"Dispute Resolution Process" means the process set out in rule 12.

"Elder" means a Gunaikurnai who is at least 60 years of age and who is recognized by their family group as descended from an apical ancestor as a trusted, respected, knowledgeable and authoritative Elder in accordance with the traditional law and custom of the Gunaikurnai people.

"Elders' Council" means the council elected or appointed in accordance with rule 5.

"General meeting" refers to both special general meetings and a AGMs of the members of the corporation called and held according to rule 4.

"General meeting minute book" means the books and records in which the minutes of all general meetings (made under rule 4.6) and copies of any written resolutions passed without a general meeting (under rule 4.6) are kept.

"Gunaikurnai foundation" means the charitable trust established by the Gunaikurnai people on 6 March 2006, or any successor at law.

"Gunaikurnai people" means the descendants of the apical ancestors referred to in Schedule 3. In the event that a determination of native title is made by the Federal Court, the Gunaikurnai people means those people as determined by the Federal Court to be the native title holders.

"Gunaikurnai region" means all of the land and waters which fall within the boundary depicted on the map in Schedule 4.

"Identified apical ancestors" means those apical ancestors or ancestor pairs set out in Schedule 3 and such other apical ancestors or ancestor pairs as are determined by the corporation from time to time in accordance with these rules, or as otherwise determined by the Federal Court to be the apical ancestors of the native title holders.

"Indigenous Corporation Number" or **"ICN"** means that number given by the Registrar to the corporation on registration.

"Material Personal Interest" has the meaning given to it in rule 6.13.

"Member" means a person whose name appears on the register of members.

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

"Native Title Decision" has the meaning given in the *Native Title Regulations*.

"Native Title Holders" means the persons determined by the Federal Court as holding the common or group rights comprising native title in the determination area.

"Native Title and Native Title Rights and Interests" has the same meaning as in the *Native Title Act 1993 (Cth)*.



"Native Title Regulations" means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

"Objectives" means the objectives set out in rule 2.

"Officer" is a director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the corporation or a person who makes decisions that affect a substantial part of the business of the corporation; or could significantly affect the corporation's financial standing.

"Poll" means voting at a general meeting by the members voting signing a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

"Registered Native Title Body Corporate" or "RNTBC" means a prescribed body corporate whose name and address are approved on the National Native Title Register under the *Native Title Act 1993*.

"Register of members" means the register of members kept according to rule 3.10.

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

"Replaceable rule" is a rule under the CATSI Act that can be either apply as is or changed.

"Rule book" means a document consisting of set laws under the CATSI Act, the corporation's constitution and any replaceable rules that apply to the corporation.

"Secretary" means a person elected or appointed according to rule 7.

"Set Law" means provisions extracted from the CATSI Act.

"Special General Meeting" or "SGM" means a general meeting other than an AGM.

"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.

"Surplus Assets" has the meaning given in rule 15.



Interpretation

In these rules:

- words in the singular include the plural and vice versa
- the words 'including', 'include' and 'includes' are to be read without limitation
- 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
- headings and notes are used for convenience only and are not intended to affect the interpretation of these rules
- a word or expression defined in the CATSI Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules
- any inconsistency with the CATSI Act is to be resolved in favour of the CATSI Act.



Schedule 2—Application for membership form

GUNAIKURNAI LAND & WATERS ABORIGINAL CORPORATION RNTBC

I,
 (First or given name) (Surname)

of (address)

(.....)
 Phone: Mobile:

.....
 E-mail: Date of Birth

hereby apply for membership of the Gunaikurnai Land & Waters Aboriginal Corporation RNTBC, and authorise the corporation to verify the genealogy presented and to keep secure and confidential my genealogical information.

Signature: Date:

If you are an **Elder**, please tick box and provide 2 supporting signatures from your family.

Signature in support of you as an Elder:

Signature in support of you as an Elder:

Please indicate your apical ancestor(s) by ticking the appropriate box:

- | | | | |
|--------------------------|---|--------------------------|--|
| <input type="checkbox"/> | 1. Charles Boldin/Bolden & Emily Clarke | <input type="checkbox"/> | 14. King Tom Kee-lum-bedine & Mary War-gyle |
| <input type="checkbox"/> | 2. Jemmy Bull and Mary | <input type="checkbox"/> | 15. Old Ngary & Mary Woon-grook |
| <input type="checkbox"/> | 3. Tommy Bumberrah | <input type="checkbox"/> | 16. James Scott |
| <input type="checkbox"/> | 4. Bungil Narran | <input type="checkbox"/> | 17. George Thomas |
| <input type="checkbox"/> | 5. Bungil Wrekallak | <input type="checkbox"/> | 18. Timothy Bungil Barlijan & Patty Tu-duk |
| <input type="checkbox"/> | 6. Bungil Tay-a-bung | <input type="checkbox"/> | 19. Charlotte Mercawan |
| <input type="checkbox"/> | 7. Jack Chase & Kitty | <input type="checkbox"/> | 20. Yallung/Tharnaberrang Kitty & Wookalnom /Dukalunern Mary |



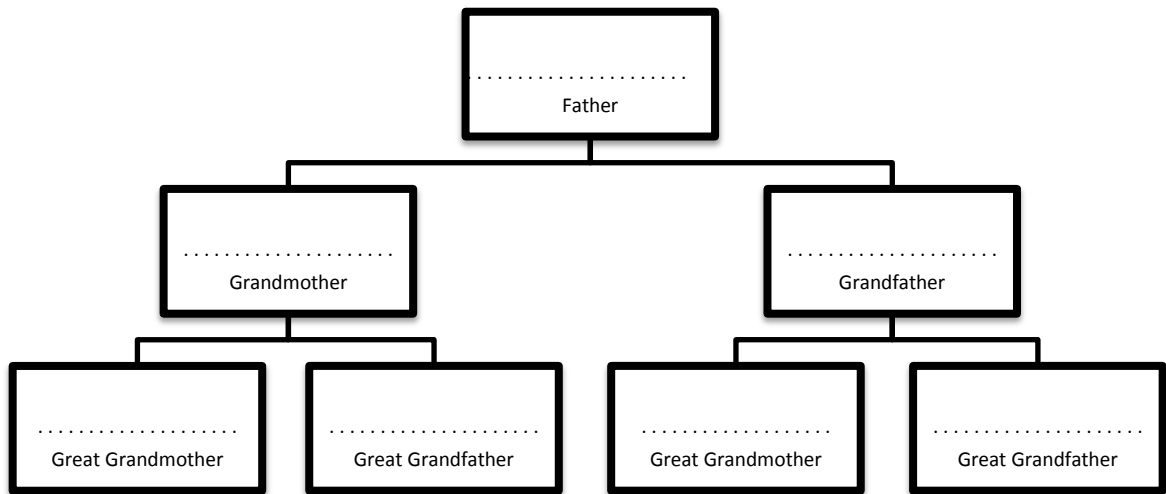
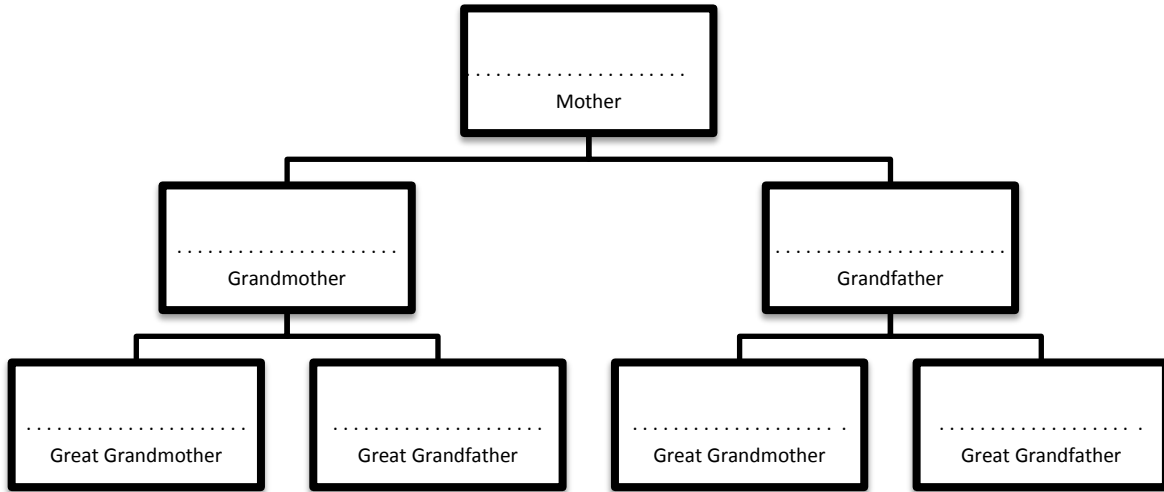
<input type="checkbox"/>	8. Dan Bun-gyl Tambo & Kitty Wangung	<input type="checkbox"/>	21. Wood-a-turn
<input type="checkbox"/>	9. Old Darby Tar-loomba & Mary Tur-un-gook	<input type="checkbox"/>	22. Merriguin Lucy Goold
<input type="checkbox"/>	10. Charles Rivers & Kitty	<input type="checkbox"/>	23. William McDougall
<input type="checkbox"/>	11. Charles Hammond & Annabella/Hannah McLeod	<input type="checkbox"/>	24. Edward 'Neddy' O'Rourke
<input type="checkbox"/>	12. Jimmy	<input type="checkbox"/>	25. John Wilson and Polly
<input type="checkbox"/>	13. Billy Login/Logan & Mary		

My identified apical ancestor for the purpose of the rules of the corporation is (please choose <u>one</u> of your ancestors):	
--	--

Please indicate your clan group by ticking the relevant box:

<input type="checkbox"/>	Brabiraloong
<input type="checkbox"/>	Bratowaloong
<input type="checkbox"/>	Brayukaloong
<input type="checkbox"/>	Tatungaloong
<input type="checkbox"/>	Krowatungaloong

FAMILY TREE INFORMATION:



Accepted/Not accepted

Signature of chairperson:

Date:

Schedule 3— List of identified apical ancestors

1. Charles Boldin/Bolden & Emily Clarke

Both probably born c 1820

Strathfieldsaye, Lake Wellington, Sale, Ramahyuck

2. Jemmy Bull and Mary

Both born c 1800

Lakes Entrance, Swan Reach, Bruthen, Mitchell River, Snowy River County, Lake Bunga, Cunninghame

3. Tommy Bumberrah

Both born c 1840

Bruthen, Swan Reach, Mitchell River, Lake King, Lake Tyers, Port Albert

4. Bungil Narran

Born before 1840

Boney Point, Sale, Traralgon

5. Bungil Wrekallak

Born before 1820

Bruthen, Swan Reach, Mitchell River, Orbost, Bairnsdale

6. Bungil Tay-a-bung

Born before 1810

Bruthen, Swan Reach, Mitchell River, Nicholson River, Tambo River, Lake Tyers, Lakes Entrance, Snowy River

7. Jack Chase & Kitty

Born c 1830

Lake Tyers, La Trobe, Rosedale, Sale, Lake Reeves, Swan Reach, Mitchell River, Bruthen, Baul Baul (Meeting), Russiaville, Lakes Entrance, Bushy Park

8. Dan Bun-gyl Tambo & Kitty Wangung

Born c 1820 Newmeralla

Bruthen, Swan Reach, Tambo, Buchan, Snowy River, Newmerella, Boul Boul, Shaving Point near Metung on Lake Wellington

9. Old Darby Tar-loomba & Mary Tur-un-gook

Born c 1830



Tarra district, Warrigal, Port Albert, Alberton, Tarraville – Yarram, Alberton

10. Charles Rivers & Kitty

Born before 1830

Baul Baul Island (Meeting), Macalister, Bushy Park, Mitchell River, Swan Reach, Tambo, Buchan, Lake Tyers, Bruthen

11. Charles Hammond & Annabella / Hannah McLeod

Born c 1850

Snowy River, Tambo, Buchan, Swan Reach, Mitchell River

12. Jimmy

Born before 1840

Bruthen, Snowy River

13. Billy Login/Logan & Mary

Born before 1870

La Trobe River, Rosedale, Sale, Lake River

14. King Tom Kee-lum-bedine & Mary War-gyle

Born c 1810

Snowy River mouth, Tambo, Buchan, Orbost

15. Old Ngary & Mary Woon-grook

Born c 1810

La Trobe, Rosedale, Bushy Park, Stratford down to Lake Victoria, Bruthen, Sale

16. James Scott

Born c 1830

Sale, Ramahyuck, Cunningham

17. George Thomas

Born c 1860

Buchan, Snowy River, Lake Tyers, Tambo River, Bunga, Metung, Lake King

18. Timothy Bungil Barlijan & Patty Tu-duk

Born before 1830

Buchan, Snowy River, Snowy River mouth

19. Charlotte Mercawan

Born c 1820

Bushy Park, Yarram, Sale, Port Albert



20. Yallung/Tharnaberrang Kitty & Wookalnom /Dukalunern Mary

Born c 1840

Lakes Entrance, Swan Reach, Mitchell River

21. Wood-a-turn

Born c 1810

Swan Reach, Mitchell River, Bruthen, Lakes Entrance, Lake Tyers, Snowy River

22. Merriguin Lucy Goold

Born c 1830

Sale, King Lake, Bruthen, Swan Reach, Mitchell River, Bairnsdale, Lindenow, Shaving Point, Bairnsdale

23. William McDougall

Born c 1840

Swan Reach, Mitchell River

24. Edward 'Neddy' O'Rourke

Born c 1850

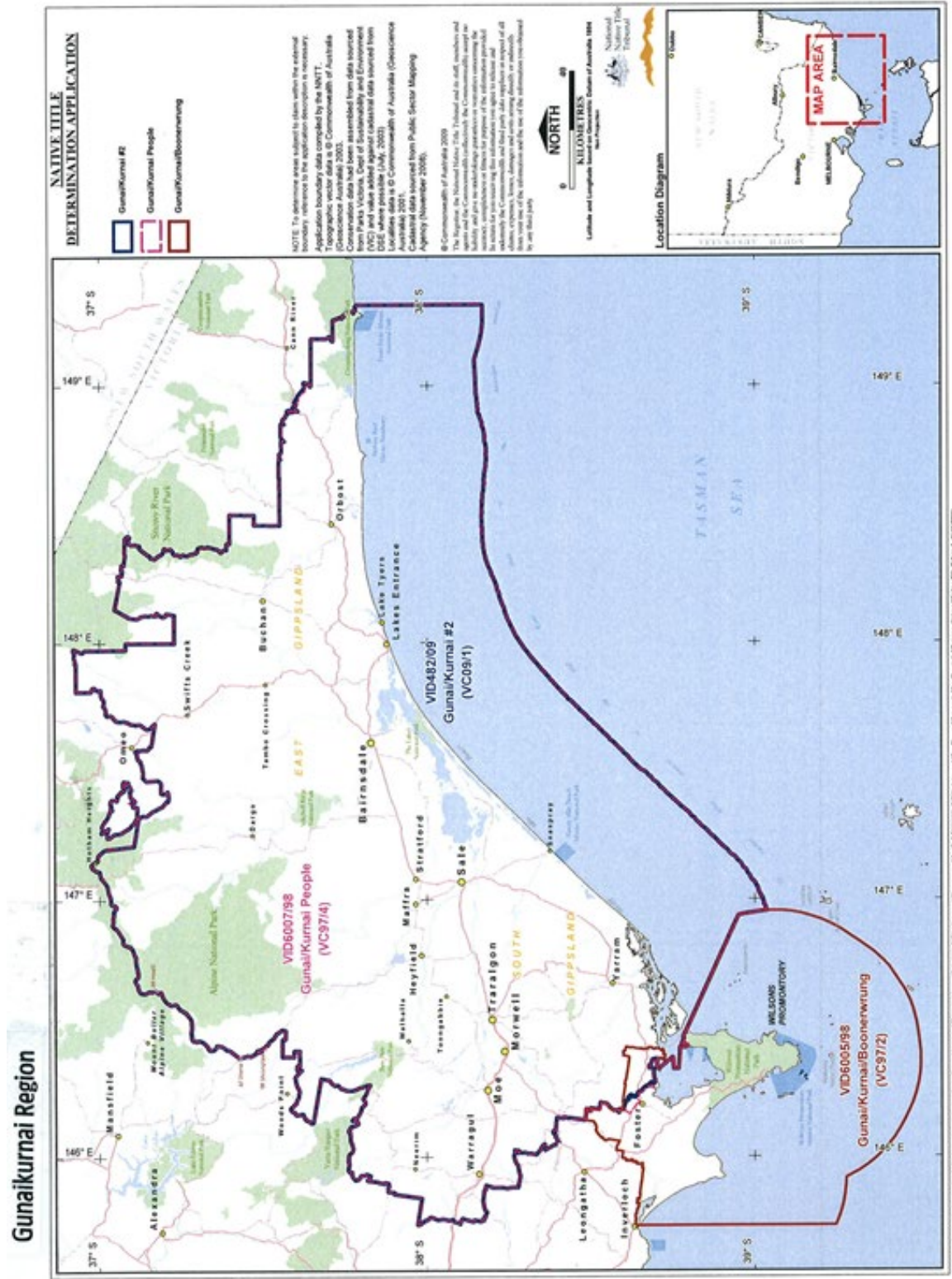
Lake Tyers, Lakes Entrance

25 John Wilson and Polly

Born c 1840

Lake Wellington, Bushy Park, Sale.

Schedule 4 – Map of the Gunaikurnai region





Schedule 5 – Consent to become a director

Gunaikurnai Land & Waters Aboriginal Corporation RNTBC ICN 4768

I, _____ (first and last name of person)

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

give consent to become a director of the Gunaikurnai Land & Waters Aboriginal Corporation RNTBC ICN 4768.

I confirm my date of birth is _____ (date of birth)

and my place of birth was _____ (place of birth)

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

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

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

Signature of person

Date

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.