

The Rule Book of Gunditj Mirring Traditional Owners Aboriginal Corporation (ICN 4672)



This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

The Rule book of Gunditj Mirring Traditional Owners Aboriginal Corporation RNTBC (ICN: 4672)
Registered by a delegate of the Registrar on 20 April 2023.

THE RULES OF GUNDITJ MIRRORING TRADITIONAL OWNERS
ABORIGINAL CORPORATION RNTBC – ICN: 4672

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1. Name

- a) The name of the corporation is GUNDITJ MIRRORING TRADITIONAL OWNERS ABORIGINAL CORPORATION RNTBC.
- b) The Rule Book does not contain all the rules and laws which apply to the corporation. The corporation is also bound by commercial contracts, general law and legislation; including but not limited to the CATSI Act, the *Criminal Code* 1995 (Cth) and the Native Title Act.

2. Dictionary and Interpretation

2.1. Dictionary

In these Rules:

“Annual General Meeting or AGM” means a general meeting held in accordance with Rule 7.

“Application for membership form” means the form included in SCHEDULE B – Application for Membership, which may be amended by directors from time to time.

“Board of directors” means the people elected or appointed according to Rule 9.9 or 9.11 to manage the affairs of the corporation in accordance with the CATSI Act and these Rules.

“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 Saturday, Sunday or bank or public holiday in the place concerned.

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

“Circulating resolution” means a resolution of the directors passed according to Rule 10.6.2.

“Common law holders” has the same meaning as in s. 56(2) of the Native Title Act, and means the persons stated in the determination of native title to be the native title holders.

“Contact person” means the person appointed by the corporation to be the contact person according to Rule 11.1.3 and as defined by the CATSI Act.

“Corporation” means the corporation referred to by Rule 1.

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“Director” means a person who holds office as a member of the board of directors of the corporation according to Rule 9.

“Directors’ meeting” refers to meetings of the board of directors held according to Rule 10.

“Dispute” means a dispute in relation to the operation of the corporation between any one or more of the persons or bodies of persons as follows:

- The members.
- The directors.

To avoid any doubt, a dispute not relating to the operation of the corporation that arises between individual members and/or individual directors is not considered a dispute under the provisions of this Rule Book.

“Dispute Resolution Process” means the process set out in Rule 16.

“Elder” means a Gunditjmara person who is recognised by their family group as descended from an apical ancestor as a trusted, respected, knowledgeable and authoritative Elder in accordance with the traditional lore (law) and custom of the Gunditjmara people.

“Elders’ Council” means the council elected or appointed in accordance with Rule 8.

“General meeting” means a meeting of the members under the provisions of the Rule Book and called and held in accordance with Rule 7.2.

“Gunditjmara or Gunditjmara people” means those descendants of the following persons who identify as Gunditjmara: Jenny Green (Alberts), Timothy James Arden, Barbara Winter, Mary (mother of James Egan), Billy Gorrie, Mary (wife of Billy Gorrie), William King, Hannah (wife of William King), James Lancaster, Susannah McDonald (Lovett), James McKinnon and Mary, Eliza Mitchell (Saunders), John Henry Rose, Lucy Sutton, James Sutton and Mary, Louisa (mother of Agnes and Alex Taylor) and Andrew Winter.

“Gunditjmara land and waters” means all the land and waters referred to in Orders 1 and 2 of the Consent Determination of 30 March 2007 relating to the Gunditjmara Native Title Determination Application VID6004/98 and Gunditjmara Native Title Determination Application VID655/2006, being the land and waters of the areas described in Schedules 2 and 3 of the Consent Determination Area Table, and being certain lands and waters within the location described in Schedule C and as generally shown on the map in Schedule D.

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“Gunditjmara lore (law) and custom” means the rules, principles and customs acknowledged and observed by the Gunditjmara.

“Gunditjmara 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.

“Identified Apical Ancestor” means those apical ancestors listed in the definition of Gunditjmara people and set out in SCHEDULE A.

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

“Land and waters” respectively have the same meanings as in the Native Title Act.

“Material Personal Interest” means any direct or indirect benefit that a director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that director when casting their vote at a directors’ meeting, AGM or general meeting; subject to the exclusions detailed in the Rule Book.

“Member” means a person whose name appears on the Register of Members.

“Minute book” means the books and records which the minutes of all general meetings and directors’ meetings and copies of any written resolutions passed without a general meeting or directors’ meeting are kept (made under Rule 13.2).

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

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

“Native title decision” has the same meaning as in regulation 8(1) of the PBC Regulations and means a decision:

- to surrender native title rights and interests in relation to land or waters; or
- to do, or agree to do, any other act that would affect the native title rights or interests of the common law holders.

“Native title legislation obligations” means the following obligations imposed by the Native Title Act and the PBC Regulations on a registered native title body corporate:

- An obligation to consult with the common law holders of native title.

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- An obligation to act in accordance with the directions of the common law holders of native title.
- An obligation to act only with the consent of the common law holders of native title.
- An obligation to take any other action in relation to the common law holders of native title.

“Native title rights and interests” has the same meaning as in s. 223 of the Native Title Act.

“Native Title Representative Body (NTRB)” means a representative Aboriginal / Torres Strait Islander body that is recognised under s. 203AD of the Native Title Act.

“Objectives” means the objectives set out in Rule 3.1.

“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.

“PBC Regulations” means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

“Poll” means voting at a general meeting by the members entitled to vote 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.

“Register of Members” means the Register of Members kept according to Rule 6.1.

“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 either apply as is or be changed.

“Rule Book” means this Rule Book and any amendments or substitutions thereto.

“Secretary” means a person elected or appointed according to Rule 11.1.3.

“Set Law” means provisions extracted from the CATSI Act.

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“Special General Meeting” or **“SGM”** means a general meeting other than an AGM.

“Special resolution” means a resolution:

- of which notice of a general meeting has been given setting out an intention to propose that special resolution and stating the resolution; and
- that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

“Surplus assets” means assets of the corporation less any liabilities.

2.2. Interpretation

In these Rules:

- Words in the singular include the plural and vice versa.
- Where the word “he” appears in the Rules, it can also mean “she”.
- The words ‘including’ 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 CATSI Act when used in these Rules.
- Any inconsistency with the CATSI Act is to be resolved in favour of the CATSI Act.

3. Objectives

3.1. Objectives of the Corporation

The objectives of the corporation are:

- a) To relieve poverty, sickness, suffering, distress, misfortune, destitution and helplessness amongst the Gunditjmarra, recognising that such poverty, sickness, suffering, distress, misfortune, destitution and helplessness result from

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Gunditjmara 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.

- b) To ensure that the responsibilities and duties which arise under Gunditjmara lore (law), custom and beliefs are carried out in relation to:
 - i. The protection of, and caring for, country.
 - ii. The protection and continuation of Gunditjmara lore (law) and custom.
- c) To promote, protect and manage Aboriginal Cultural Heritage.
- d) Be a Registered Aboriginal Party and perform the functions of a Registered Aboriginal Party under the *Aboriginal Heritage Act 2006* (Vic).
- e) Operate and maintain a gift fund to be known as “The Gunditj Mirring Traditional Owners Aboriginal Corporation Gift Fund” in accordance with the requirements of the Australian Taxation Office.
- f) As the corporation is appointed by the common law holders as a Prescribed Body Corporate, the corporation has the following additional objectives and functions:
 - i. Be the subject of a determination under s. 56 or s. 57 of the Native Title Act.
 - ii. Carry out the functions of a Prescribed Body Corporate.
 - iii. Become a Registered Native Title Body Corporate and carry out its functions.
 - iv. Hold the native title rights and interests in trust for the common law holders (when the PBC is a trustee).
 - v. Manage the native title rights and interests of the common law holders (when the PBC is a trustee).
 - vi. Act as agent or representative of the common law holders in matters relating to the native title rights and interests (when the PBC is an agent or representative).
 - vii. Manage the rights and interests of the common law holders as authorised by the common law holders (when the PBC is an agent or representative).
 - viii. To hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust.
 - ix. To invest or otherwise apply money held in trust as directed by the common law holders.

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- x. To hold land in its own right.
 - xi. To consult with and obtain the consent of common law holders in accordance with regulation 8 of the PBC Regulations before making a native title decision.
 - xii. To perform any other function relating to the native title rights and interest as directed by the common law holders.
- g) Without limiting the functions above, to perform its function the corporation may, on behalf of the common law holders:
- i. Consult other persons or bodies.
 - ii. Enter into agreements.
 - iii. Exercise procedural rights – Native Title Act s. 253.
 - iv. Accept notices required by any law of the Commonwealth, a state or territory to be given to the common law holders.

3.2. Application of Funds to Carry Out Objectives

The assets and income of the corporation shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the members of the corporation except as bona fide compensation for services rendered or expenses incurred on behalf of the corporation.

Nothing in this Rule is intended to prevent the application of funds or property of the corporation in furtherance of the objectives to provide benefits to a member in their capacity as a Gunditjmarra person.

4. Powers of the Corporation

- a) The corporation shall, subject to the provisions of the CATSI Act, have power to do all such lawful things as may seem to the corporation necessary to carry out the objectives of the corporation.
- b) The corporation cannot charge application fees for membership or annual membership fees.
- c) The corporation must consult with, and obtain the consent of, the common law holders before making a native title decision in the following manner:
 - i. The corporation must ensure that the common law holders understand the purpose and nature of a proposed native title decision and have:

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- a) given their consent in accordance with a particular process of decision-making that must be followed under their traditional lores (laws) and customs; or
- b) if there is no particular process of decision-making that must be followed under their traditional lores (laws) and customs, have given their consent in accordance with the process of decision-making agreed to, or adopted by them, for the proposed native title decision, or for decisions of the same kind.
- d) The corporation must consult and consider the views of the NTRB for the area, and if the corporation considers it to be appropriate and practical, give notice of those views to the common law holders.
- e) If the corporation acts as trustee for, or agent or representative of, more than one group of common law holders, it must consult with, and obtain the consent of, only those groups of common law holders whose native title rights and interests would be affected by the proposed native title decision.
- f) The common law holders are taken to have been consulted and to have consented to a proposed native title decision if a document (prepared and signed in accordance with regulation 9 of the PBC Regulations) certifies that they have been consulted and have consented in the required manner.

5. Members

5.1. Who is Eligible to Become a Member?

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

- a) at least 18 years of age; and
- b) a Gunditjmarra Native Title Holder.

5.2. How to Become a Member

A person becomes a Member after the corporation has been registered if:

- a) the person applies in writing to the corporation to become a member, using the form prescribed by the directors;
- b) the person is eligible for membership under Rule 5.1;
- c) the directors accept the application by resolution at a directors' meeting; and
- d) the person's name, address, date they became a member and their identified

Apical Ancestors is entered on the Register of Members.

5.3. Deciding Membership Applications

- a) The directors will consider and decide membership applications.
- b) Membership applications must be considered within a reasonable period after they are received.
- c) If an application for membership is accepted, the corporation must notify the applicant in writing and add the applicant's name to the Register of Members within 14 days of the decision.
- d) The directors may refuse to accept a membership application if the applicant has not applied in the required manner or they do not meet the eligibility requirements.
- e) If a person is not accepted for membership the directors must notify the person of the decision in writing and the reasons for it.

5.4. Entry on the Register of Members

- a) A person does not become a member until their name is entered on the corporation's Register of Members.
- b) A member must be entered on the Register of Members within 14 days after the directors accept the membership application.
- c) However, if:
 - i. the applicant applies for membership after a notice has been given for the holding of a general meeting; and
 - ii. the meeting has not been held when the directors consider the application,then the corporation must not enter the person on the Register of Members until after the general meeting has been held.

Note: An application for membership form is at Schedule B of this Rule Book.

5.5. Members' Rights

Each member has rights under the CATSI Act and the Rule Book. A member:

- a) Can attend, speak and vote at a general meeting of the corporation.

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- b) Can be elected or appointed as a director (if eligible to be a director – see Rule 9.6 on eligibility of directors).
- c) Cannot be removed as a member unless the directors and the corporation have complied with Rule 5.11.
- d) Can put forward resolutions to be voted on at a general meeting of the corporation, in accordance with Rule 7.5.
- e) Can ask the directors to call a general meeting of the corporation under Rule 7.3.2.
- f) Can access the following books and records of the corporation free of charge:
 - i. The Register of Members, under Rule 6.3.2.
 - ii. The minutes of general meetings and annual general meetings, under Rule 13.8.
 - iii. The corporation's Rule Book under Rule 13.9.1.
 - iv. Certain reports prepared by or for the directors and the corporation, in accordance with the CATSI Act.
- g) Can have any disputes with another member or with the directors dealt with under the process in Rule 16.
- h) Members do not have the 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.
- i) If a member believes that their rights have been breached or ignored by the directors, the member may use the dispute resolution process in Rule 16.

5.6. Members' Responsibilities

Each member has the following responsibilities:

- a) To comply with the CATSI Act and these Rules.
- b) To notify the corporation of any change in their address within 28 days.
- c) To comply with any code of conduct adopted by the corporation.
- d) To treat other members and the directors with respect and dignity.
- e) To not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

5.7. No Membership Fee

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

5.8. Liability of Members

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

5.9. How a Person Stops Being a Member

A person will stop being a member if:

- a) The person resigns in writing.
- b) The person dies.
- c) The person's membership of the corporation is cancelled in accordance with Rule 5.11.

5.10. When a Person Ceases to be a Member

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 within 14 days.

5.11. Cancelling a Membership

5.11.1. Cancellation of Membership by Directors

- a) The directors may, by resolution, cancel the membership of another 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 14 days to object to the cancellation of the membership; and

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- iii. the objection must be in writing.
- c) **If the member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting.
- d) **If the member does object** as set out in Rule 5.11.1(b)iii.:
 - i. the directors must not cancel the membership; and
 - ii. only the corporation by resolution in general meeting may cancel the membership.
- e) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

5.11.2. Cancellation of Membership if Member Cannot be Contacted

- a) A person's membership may be cancelled by special resolution in general meeting if the corporation:
 - i. has not been able to contact that member at their address entered on the Register of Members for a continuous period of two years before the meeting; and
 - ii. has made two or more reasonable attempts to contact the member during that two year period and has been unable to.
- b) If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.11.3. Cancellation of Membership if a Member Misbehaves

- a) The corporation may cancel the membership of a member 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.
- b) If the corporation cancels a person's membership under this Rule, the directors must give that person a copy of the resolution as soon as possible after it has been passed.

5.11.4. Amending Register of Members After a Membership is Cancelled

Within 14 days of a member's membership being cancelled, the corporation must

remove their name from the Register of Members of the corporation and place their name on the Register of Former Members.

6. Register of Members and Former Members

6.1. Corporation to Maintain a Register of Members

- a) The corporation must set up and maintain a Register of Members.
- b) The Register of Members must contain the following information:
 - i. the member's name (given and family name). The register may also contain any other name by which the member is or was known;
 - ii. the member's address;
 - iii. the date on which the member's name was entered on the register; and
 - iv. the Apical Ancestor that the member was able to demonstrate they are a descendant of.

6.2. Corporation to Maintain a Register of Former Members

- a) The corporation must set up and maintain a Register of Former Members.
- b) The corporation may maintain the Register of Former Members in one document with the Register of Members.
- c) The Register of Former Members must contain the following information:
 - i. The member's name (given and family name). The register may also contain any other name by which the individual is or was known.
 - ii. The member's address.
 - iii. The date on which the individual stopped being a member.

6.3. Location and Inspection of Register of Members and Register of Former Members

6.3.1. Location of Registers

The corporation must keep the Register of Members and the Register of Former Members at:

- a) the corporation's Document Access Address (DAA) if it is registered as a small or

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medium corporation; or

- b) the corporation's Registered Office Address (ROA) if it is registered as a large corporation.

6.3.2. Right to Inspect Registers

- a) The corporation must make the Register of Members and the Register of Former Members available for inspection by members or former members without charge.
- b) If the Register(s) are 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 and the person agree that the person can access the information by computer).

6.3.3. Right to Get Copies

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

- a) asks for the copy; and
- b) pays any fee (up to the prescribed amount) required by the corporation.

6.3.4. Making the Register of Members Available at AGM

The corporation must:

- a) make the Register of Members available for inspection (without charge) by members at the AGM; and
- b) ask each member attending the AGM to check and update their entry.

6.3.5. Provision of Registers to Registrar

If the Registrar requests a copy of the Register of Members or the Register of Former Members, it must be provided within 14 days or such longer period as the Registrar specifies.

7. Annual General Meetings (AGMs) and General Meetings

7.1. Annual General Meetings (AGMs)

7.1.1. Holding Annual General Meetings (AGMs)

The corporation must hold an Annual General Meeting (AGM) within 5 months after the end of its financial year.

7.1.2. Extension of Time for Holdings AGMs

The corporation may apply to the Registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period.

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

7.1.3. Business of AGM

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

- a) Checking the Register of Members (see Rule 6.3.4(b)).
- b) Confirming the minutes of the previous general meeting.
- c) Presenting and considering reports that are required to be presented at the AGM under Chapter 7 of the CATSI Act.
- d) The appointment and remuneration of the auditor (if any).
- e) The election of directors (if required).
- f) Asking questions about the management of the corporation and asking questions of the corporation's auditor (if any).

7.2. General Meetings

7.2.1. Number of General Meetings

The corporation shall hold at least 2 general meetings each year (including the AGM).

7.2.2. Business of General Meetings

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The business at each general meeting must include:

- a) Confirmation of the minutes of the previous general meeting.
- b) All matters set out in the notice of the general meeting.

7.3. Calling of General Meetings

7.3.1. Director May Call General Meeting

A director may call a general meeting of the corporation.

7.3.2. Members May Ask Directors to Call General Meetings

- i. be in writing;
- ii. state any resolutions to be proposed at the meeting;
- iii. be signed by the members making the request;
- iv. nominate a member to be the contact member on behalf of the members making the request; and
- v. be given to the corporation.

c) for apply Directors May Apply to Registrar to Deny Request

- a) A director, on behalf of all directors, may apply to the Registrar for permission to deny the to call a general meeting if:
 - i. the resolve that a request under Rule 7.3.2 is frivolous or unreasonable; or
 - ii. that with a request under Rule 7.3.2 would be contrary to the interests the members as a whole.
- b) The directors' application to the Registrar to deny the members' request must:
 - i. be writing;
 - ii. set reasons why they wish to deny holding the meeting; and
 - iii. be within 21 days after the members' request for a meeting was made.
- c) The directors must give notice to the contact member that they have applied to the to deny the request as soon as possible.

7.3.4. Timing of a Requested General Meeting

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- a) If the directors agree to the members' request, they must call the meeting within 21 days after the request was sent to them.
- b) If the directors have applied to the Registrar to deny the request and the Registrar refuses the request, the directors must call the meeting within 21 days after being notified of the Registrar's decision.

7.4. Notice for General Meetings (Including AGMs)

7.4.1. Notice for General Meetings

- a) At least 21 days' notice must be given of a general meeting.
- b) The corporation:
 - i. May call an AGM on shorter notice, if all the members agree beforehand.
 - ii. May call any other general meeting on shorter notice, if at least 95 per cent of the members agree beforehand.
- c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:
 - i. remove a director;
 - ii. appoint a director in place of a removed director; or
 - iii. remove an auditor.

7.4.2. Requirement to Give Notice of General Meeting to Members, Officers and Observers

- a) Notice must be given to:
 - i. each member entitled to vote at the meeting;
 - ii. each director;
 - iii. the contact person or secretary; and
 - iv. the auditor (if the corporation has one).
- b) The corporation may give the notice of meeting to a member personally or by sending it by post to their address, by fax, by email or via social media. In addition to individual notice, a corporation can also give notice in a manner which follows Gunditjmara lore (law) and custom.

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- c) A notice of meeting:
 - i. Sent by post is taken to be received 3 days after it is posted.
 - ii. Sent by fax, or other electronic means, is taken to be received on the business day after it is sent.
- d) A general meeting, or any proceeding at a general meeting, will not be invalid just because:
 - i. the notice of the general meeting has accidentally not been sent; or
 - ii. a person has not received the notice.

7.4.3. Contents of Notice of General Meeting

A notice of a general meeting must:

- a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to do this);
- b) state the general nature of the meeting's business;
- c) if a special resolution is to be proposed at the meeting, set out its exact wording; and
- d) if a member can appoint a proxy, contain a statement to this effect.

7.5. Members' Resolutions

7.5.1. Notice of Members' 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 the requested number of members under Rule 7.5.1(d).
- b) A notice of a members' resolution must:
 - i. be in writing;
 - ii. set out the wording of the proposed resolution; and
 - iii. be signed by all members proposing to move the resolution.
- c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

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- d) Members can propose a resolution by giving notice of it to the corporation:

Number of Members in Corporation	Minimum Number of Members Needed 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

7.5.2. Consideration of Members' Resolutions

- a) If the corporation has been given notice of a members' resolution, it must be considered at the next general meeting that occurs more than 28 days after the notice is given.
- b) The corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
- c) The corporation does not have to give notice of a resolution if it is defamatory.

7.5.3. Members' Statements to be Distributed

- a) Members may ask the corporation to give all its members a statement about:
- i. a resolution that is proposed to be moved at the general meeting; or
 - ii. any other matter that may be considered at that general meeting.
- b) The request must be:
- i. made by at least the required number of members under Rule 7.5.3(f);
 - ii. in writing;
 - iii. signed by the members making the request; and
 - iv. given to the corporation.
- c) Separate copies of a document setting out the request may be used for signing by members if the wording on the request is identical in each copy.
- d) After receiving a request, the corporation must distribute a copy of the statement

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to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.

- e) The corporation does not have to comply with a request to distribute a statement if it is defamatory.
- f) For the purposes of Rule 7.5.3(a), the required number of members for the corporation is:

Number of Members in Corporation	Minimum Number of Members Needed to Ask for Statements to be Distributed
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

7.6. Quorum for General Meeting

7.6.1. Quorum

A quorum shall be 15 members of the corporation and must include at least one descendant from at least five of the fourteen Apical Ancestors as identified and listed on Schedule A.

7.6.2. Quorum to be Present

- a) The quorum must be present at all times during the meeting.
- b) In determining whether a quorum is present, if an individual is attending both as a member and as a proxy, that individual will be counted once only.

7.6.3. Adjourned Meeting Where No Quorum

- a) If there is no quorum after one hour, the meeting is adjourned until a day and time the directors specify.
- b) If no quorum is present at the resumed meeting within one hour, the meeting is cancelled.

7.7. Chairing General Meetings

- a) The directors may elect an individual to chair general meetings.
- b) If a chair has not been elected or the chair is not available or does not want to chair the meeting, the directors must elect an individual present to chair the meeting.
- c) The members at a general meeting must elect a member present to chair the meeting (or part of it) if:
 - i. the directors have not already elected a chair; or
 - ii. a previously elected chair is not available or does not want to chair the meeting.
- d) The chair must adjourn a general meeting if the majority of members present agree or direct the chair to do so.

7.8. Using Technology at AGMs and General Meetings

- a) The corporation may hold a general meeting at two or more venues using any technology that gives the members as a whole reasonable opportunity to participate.
- b) The type of technology to be used must be set out in the notice of meeting.

7.9. Auditor's Right to Heard at General Meetings

- a) If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
- b) The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- c) The auditor is entitled to be heard even if:
 - i. the auditor retires at that meeting; or
 - ii. that meeting passes a resolution to remove the auditor from office.
- d) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

7.10. Voting at General Meetings

7.10.1. Entitlement to Vote

- a) Each member has one vote.
- b) The chairperson has one vote (if he or she is a member) plus a casting vote.

7.10.2. Objections to Right to Vote

A challenge to a right to vote at a general meeting:

- a) may only be made at the meeting; and
- b) must be determined by the chair, whose decision is final.

7.10.3. How Voting is Carried out

- a) A resolution at a general meeting of the corporation shall be decided by a majority of at least 75% of the votes of those present at the meeting.
- b) Voting shall be by show of hands unless a poll is demanded.
- c) Before a vote is taken, the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- d) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

7.10.4. When Members Can Demand a Poll

- a) At a general meeting, a poll may be demanded by:
 - i. at least 5 members entitled to vote on the resolution;
 - ii. members with at least 5 per cent of the votes that may be cast on the resolution on a poll; or
 - iii. the chair.
- b) The poll may be demanded:
 - i. before a vote is taken;
 - ii. before the voting results on a show of hands are declared; or

- iii. immediately after the voting on a show of hands are declared.
- c) A demand for a poll may be withdrawn.

7.10.5. When and How Polls Must be Taken

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

7.11. Proxies at AGMs and General Meetings

7.11.1. Who May Appoint a Proxy

A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting.

7.11.2. Rights of Proxies

- a) Subject to this Rule, a proxy appointed to attend and vote for a member has the same rights as the member:
 - i. to speak at the meeting;
 - ii. to vote (but only to the extent allowed by the appointment); and
 - iii. join in a demand for a poll.
- b) A proxy's authority to speak and vote for a member at a general meeting is suspended if the member is present at the meeting.
- c) A person must not exercise proxies for more than 3 members. However a contravention of this Rule does not affect the validity of the votes cast.

7.11.3. How to Appoint a Proxy

- a) An appointment of a proxy is valid if it is signed (or otherwise authenticated as prescribed by the Regulations) by the member making the appointment and contains the following information:
 - i. the member's name and address;
 - ii. the corporation's name;
 - iii. the proxy's name or the name of the office held by the proxy; and
 - iv. the meeting(s) at which the appointment may be used.

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- a) An updated appointment is taken to have been dated on the day it is given to the corporation.
- b) An appointment may specify the way the proxy is to vote on a particular resolution.
- c) This Rule does not affect how the person casts any votes they hold as a member.
- d) An appointment of a proxy does not need to be witnessed.
- e) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- f) The notice appointing the proxy shall be in the form set out in Schedule E.

7.11.4. Receipt of Proxy Documents

- a) Notice from a member appointing a proxy must be received by the corporation at least 48 hours before the meeting in respect of which the proxy is appointed.
- b) If a meeting has been adjourned, an appointment and any authority received by the corporation at least 48 hours beforehand is still valid when the meeting resumes.

7.12. Other People at AGMs and General Meetings

- a) A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend AGMs or general meetings or vote for the member, whether personally or through a proxy.
- b) The chairperson may allow any person (excluding an attorney) other than a corporation director, member, proxy, or auditor to attend AGMs and general meetings, but the person cannot propose or vote on resolutions.

7.13. 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.

7.14. Postponing AGM or General Meeting

- a) After notice has been given for an AGM or general meeting, 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).

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- b) To postpone a meeting, the directors must pass a resolution in a directors' meeting.
- c) A postponed meeting must be held within 30 days of the date that the meeting was due to occur.
- 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.

8. Elders' Council

8.1. Role of Elders' Council

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

8.2. Elders' Council Eligibility

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

8.3. Appointment of Elders' Council

- a) Elders may nominate themselves at any time to the Elders' Council by notifying the corporation in writing.
- b) The corporation shall maintain a list of Elders who are on the Elders' Council.

8.4. Meetings of Elders' Council

The Elders' Council can meet as and when required. Meetings may coincide with other scheduled meetings of the corporation.

9. Directors

9.1. Incoming Directors

- a) Notwithstanding any other provision of these Rules, the incoming directors, who are appointed and assume their roles as directors in January 2018, shall hold office until the AGM for the year ending 30 June 2018 is held and new directors are appointed.
- b) There shall be no casual vacancies whilst the incoming directors hold office, unless any incoming director resigns.

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9.2. General Duties of Directors

- a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the CATSI Act and the general law. These may include, for example:
 - i. A duty of care and diligence.
 - ii. A duty of good faith.
 - iii. A duty of disclosure of material personal interests (see Rule 9.4).
 - iv. A duty not to improperly use position or information.
 - v. A duty to prevent insolvent trading.
- b) The directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.

9.3. Functions, Powers and Duties of Directors

- a) The directors oversee the running of the corporation on behalf of all members. They make strategic decisions about the affairs of the corporation.
- b) The directors set the direction for managing the business of the corporation.
- c) The directors may exercise all the powers of the corporation except for any that the CATSI Act or this Rule Book requires the corporation to exercise in a general meeting.
- d) A director is not in breach of his or her general duties if he or she does (or refrains from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure the corporation complies with a native title legislation obligation.
- e) If in the event of a conflict between:
 - i. A duty of a director to ensure the corporation complies with its native title legislation obligations; and
 - ii. the duty of a director to prevent insolvent trading by the corporation,it is the duty of a director to prevent insolvent trading that prevails and the director is released from duty to ensure the corporation complies with its native title legislation obligations to the extent of the conflict.

9.4. Duty of Directors to Disclose Material Personal Interests

- a) A director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless Rule 9.4(b) says otherwise.
- b) A director does not need to give notice of an interest under Rule 9.4(a) if:
 - i. the interest:
 - a. arises because the director is a member and is held in common with the other members;
 - b. arises in relation to the director's remuneration as a director; or
 - c. relates to a contract the corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the corporation if it is not approved by the members.
 - ii. all the following conditions are satisfied:
 - a. the director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under Rule 9.4(a);
 - b. if a person who was not a director when the notice under Rule 9.4(a) was given is appointed as a director, the notice is given to that person; and
 - c. the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - iii. the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- c) The notice required by Rule 9.4(a) must:
 - i. give details of:
 - a. the nature and extent of the interest; and
 - b. the relation of the interest to the affairs of the corporation.
 - ii. be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter; and
 - iii. the details must be recorded in the minutes of the meeting.
- d) A contravention of this Rule 9.4 by a director does not affect the validity of any

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act, transaction, agreement, instrument, resolution or other thing.

- e) However a deliberate and dishonest contravention of this Rule by a director may give rise to criminal penalties.
- f) If a director is uncertain whether something is a material personal interest that needs to be disclosed, they may consult with the Registrar for advice.
- g) Unless the director has been granted approval by the other directors passing a resolution or by the Registrar in writing, a director who has declared a material personal interest must not:
 - i. be present at a directors' meeting while the matter in question is being considered; or
 - ii. vote on the matter.

9.5. Number and Composition of Directors

- a) The corporation must have a minimum of 8 directors, but no more than 14 including non- member directors (if any).
- b) The members shall decide on the number of member directors at a general meeting prior to any ballot. Where a majority resolution cannot be passed, there shall be 8 member directors.
- c) The directors shall determine the need (if any) to appoint independent or specialist non- member directors. There shall be no more than 2 non-member directors.
- d) To the extent that it is reasonably practicable:
 - i. A minimum of 50% of directors must reside within the boundaries of the Gunditjmara land and waters.
 - ii. A minimum of 25% of directors must be male and a minimum of 25% of directors must be female.
 - iii. At least 65% of directors shall be descendants from different apical ancestors. To clarify this:

Number of Directors	Minimum Number of Apical Ancestors to be Represented on Board
8 directors	5 Apical Ancestors
9 directors	6 Apical Ancestors

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10 directors	7 Apical Ancestors
11 directors	7 Apical Ancestors
12 directors	8 Apical Ancestors
13 directors	8 Apical Ancestors
14 directors	9 Apical Ancestors

9.6. Eligibility for Appointment as Member Director

- a) A person is only eligible for appointment as a member director if he or she satisfies all of the following requirements:
- b) is at least 18 years of age;
- c) is a Member; and
- d) is not a full time employee of the corporation (members employed casually are eligible to nominate).
- e) A member 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:
- f) with permission granted by the Registrar; or
- g) with leave granted by the court.
- h) A member who has been convicted of an indictable offence in the last 5 years is not eligible to be a director.

9.7. Eligibility for Appointment as Non-Member Director

- a) A person is only eligible for appointment as a non-member director if he or she satisfies all of the following requirements:
 - i. is at least 18 years of age; and
 - ii. is an Australian resident.
- c) A person 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:
 - i. with permission granted by the Registrar; or

- ii. with leave granted by the court.
- d) A person who has been convicted of an indictable offence in the last 5 years is not eligible to be a director.

9.8. Majority of Director Requirements

- a) A majority of directors of the corporation must not be employees of the corporation.
- b) The Chief Executive Officer (CEO) may not be a director of the corporation.

9.9. Appointment of Member Directors

9.9.1. Appointment of Member Directors at an AGM or General Meeting

The members may appoint a person as a member director by resolution passed at an AGM or general meeting.

9.9.2. Process for Nomination and Election of Member Directors

The election of directors at an AGM shall be conducted by a professional returning officer service company.

9.10. Directors' Terms of Appointment and Rotation

- a) Directors will be elected on rotation for a two year term, so that the appointment of half the directors expires each year.
- b) Directors may hold office for a maximum of two consecutive terms. Following at least one term of being a non-director, a person may re-nominate.
- c) If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.

9.11. Independent or Specialist Non-Member Directors

- a) There is no requirement to appoint independent or specialist non-member directors.
- b) The directors however may appoint up to 2 independent or specialist non-member directors by passing a resolution in a directors' meeting as long as the total number of directors does not exceed 14.
- c) 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.

- d) Before any appointment is made, the directors must conduct a proper merit selection process to select the independent or specialist non-member director(s).
- e) Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director.

9.12. How to Fill Casual Vacancies

- a) The directors can appoint a person as a director to fill a casual vacancy.
- b) A casual vacancy is where a person stops being a director before their term of appointment expires (see Rule 9.13).
- c) The person must meet the director eligibility criteria in Rule 9.6 or Rule 9.7, as well as any criteria that applies to the particular vacancy per Rule 9.5.
- d) The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

9.13. How a Person Ceases Being a Director

9.13.1. How a Person Ceased Being a Director

- a) A person stops being a director if:
 - i. the person dies;
 - ii. the person resigns as a director in writing (as provided for in Rule 9.13.2);
 - iii. the term of the person's appointment as a director expires;
 - iv. the person accepts a position as a full time employee of the corporation;
 - v. the person is convicted of a criminal offence and is sentenced to imprisonment for more than 12 months;
 - vi. the person is removed as a director by the members (as provided for in Rule 9.13.3);
 - vii. the person is removed as a director by the other directors (as provided for in Rule 9.13.4);
 - viii. the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the CATSI Act; or

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- ix. the person ceases to be a member, but was a member when they became a director.
- b) The corporation must send the Registrar a notice within 28 days after a person stops being a director.

9.13.2. Resignation of a Director

- a) A director may resign as a director by giving notice of the resignation to the corporation.
- e) The notice of resignation must be in writing.

9.13.3. Process for Removing a Director – Removal by Members

- a) The corporation may, by resolution in a general meeting, remove a director from office despite anything in:
 - i. the Rule Book.
 - ii. an agreement between the corporation and the director concerned; or
 - iii. an agreement between any or all members of the corporation and the director concerned.
- b) A notice of intention to move a resolution to remove a director must be given to the corporation at least 21 days before the meeting is to be held. However, if the corporation calls a meeting after the notice of the intention is given, the meeting may pass a resolution even though the meeting is held less than 21 days after the notice is given.
- c) The corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- d) The director concerned is entitled to put his or her case to members by:
 - i. Giving the corporation a written statement for circulation to members (see Rules 9.13.3(e) and (f)).
 - ii. Speaking to the motion at the meeting (whether or not the director concerned is a member).
- e) The corporation is to circulate the written statement given under Rule 9.13.3(d)(i) to its members by:
 - i. sending a copy to everyone to whom the notice of the meeting is sent if there is time to do so, or

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- ii. if there is not time to comply with Rule 9.13.3(e)(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 given under Rule 9.13.3(d)(i) does not have to be circulated to members if it is defamatory.
- g) If a person is appointed to replace a director removed under this Rule, the time at which:
 - i. the replacement director, or
 - ii. any other director,is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

9.13.4. Process for Removing a Director – Removal by Other Directors

- a) The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend three or more consecutive directors' meetings. The directors may remove a director by resolution.
- b) Rule 9.13.4(a) operates despite anything in:
 - i. the Rule Book;
 - ii. an agreement between the corporation and the director concerned; or
 - iii. an agreement between any or all members and the director concerned.
- c) Before removing the director concerned, the directors must give the director concerned notice in writing:
 - i. Stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend three or more consecutive directors' meeting.
 - ii. Stating that the director concerned has 14 days to object in writing to the removal.
- d) If the director concerned does not object, the directors must remove the director concerned.
- e) If the director concerned does object:
 - i. The directors cannot remove the director concerned.

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- ii. The corporation, by resolution in general meeting, may remove the director in accordance with Rule 9.13.3.
- f) 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.
- g) If a person is appointed to replace a director removed under this Rule, the time at which:
 - i. the replacement director; or
 - ii. any other director

is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed a director.

9.14. Director Renumeration

- a) Directors are not to be paid remuneration.
- b) Rule 9.14(a) does not prevent:
 - i. a director who is an employee of the corporation from receiving remuneration as an employee of the corporation; or
 - ii. reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that Rule 9.4 has been complied with.
- c) The corporation may pay the directors' travelling and other expenses that the directors' incur:
 - i. In attending directors' meetings or any meetings of committees of directors.
 - ii. In connection with the corporation's business.

9.15. Delegation

- a) The directors may, by resolution, delegate any of their powers to:
 - i. a committee of directors.
 - ii. a director.
 - iii. an employee of the corporation; or
 - iv. any other person.

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- b) A delegate must exercise the powers delegated in accordance with any directions of the directors.
- c) The exercise of a power by a delegate is as effective as if the directors had exercised it.

9.16. Related Party Benefits

- a) For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation:
 - i. the corporation or entity must:
 - a. obtain the approval of the members in the way set out in Division 290 of the CATSI Act; and
 - b. give the benefit within 15 months after the approval, or
 - ii. the giving of the benefit must fall within an exception to the requirement for the member approval set out in Division 287 of the CATSI Act.
- b) If:
 - i. the giving of the benefit is required by a contract;
 - ii. the making of the contract was approved in accordance with Rule 9.16(a)(i)a. and
 - iii. the contract was made:
 - a. within 15 months after that approval; or
 - b. before that approval, if the contract was conditional on the approval being obtained,

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

10. Directors' Meetings

10.1. Frequency of Directors' Meetings

The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but must meet at least once every three months.

10.2. Calling and Giving Notice of Directors' Meetings

- a) All directors must be given reasonable notice of a directors' meeting.
- b) The directors will normally determine the date, time and place for each directors' meetings at the previous meeting.
- c) A director can call a directors' meeting by giving reasonable notice individually to every other director.
- d) The date, time and place for a directors' meeting must not unreasonably prevent a director attending.
- e) The notice 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.
- f) A resolution passed at a directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the directors' meeting under the above requirements of Rule 10.2(e) or in giving notice of any changes to the item, date or place of the directors' meeting.

10.3. Quorum for Directors' Meetings

- a) The quorum for a directors' meeting is a majority of the directors.
- b) The quorum must be present at all times during the meeting.

10.4. Chairing Directors' Meetings

- a) The directors may elect a director to chair their meetings. The directors may determine the period for which that director is to be the chair.
- b) The directors must elect a director present to chair a meeting, or part of it, if:
 - i. a director has not already been elected to chair the meeting; or
 - ii. a previously elected chair is not available, or declines to act, for the meeting or part of the meeting.

10.5. Use of Technology

A directors' meeting may be called or held using any technology, as long as a majority of directors agree to it.

10.6. Resolutions by Directors

10.6.1. Passing of Directors' Resolutions

- a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- b) Each director (including any independent, specialist non-member directors and chair) has one vote.

10.6.2. Circulating Resolutions

- a) The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- b) Separate copies of a document under Rule 10.6.2(a) may be used for signing by directors if the wording on the resolution and statement is identical in each copy.
- c) A resolution under Rule 10.6.2(a) is passed when the last director signs.

11. Secretary and Contact Person

11.1. Requirements for Secretary or Contact Person

11.1.1. Who May be a Secretary or Contact Person

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

11.1.2. Consent to Act as Secretary or Contact Person

- a) The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation.
- b) The corporation must keep each consent received under Rule 11.1.2(a).

- c) The corporation must send the Registrar details of the secretary or contact person within 28 days after they are appointed.

11.1.3. How a Secretary or Contact Person is Appointed

The directors appoint a secretary or contact person.

11.2. Duties of Secretary or Contact Person

11.2.1. Contact Person Must Pass on Communications Received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the contact person, a person:

- a) appointed with his or her consent as the contact person; or
- b) determined to be the contact person,

must pass on to at least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

11.2.2. Secretary Must Pass on Communications Received

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

11.2.3. 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 11.2.3(a) does not deal with the question whether an effective act by a secretary:
 - i. binds the corporation in its dealings with other people; or
 - ii. makes the corporation liable to another person.

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

12.1. Corporation Must Have a Common Seal

- a) The corporation may have a common seal.
- b) If the corporation does have a common seal:
 - i. It must set out the corporation's name and ICN.
 - ii. It must be kept by a person nominated by the directors.
- c) The corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words "duplicate seal" added.

12.2. Execution of Documents

12.2.1. Agent Exercising Corporation's Powers to Make Contracts, etc.

The corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the corporation's express or implied authority and on behalf of the corporation. The power may be exercised without a common seal.

12.2.2. Execution of Documents (Including Deeds) by the Corporation

- a) The corporation may execute a document without using a common seal if the document is signed by:
 - i. Two directors.
 - ii. A director and a secretary (if any).
- b) If the corporation has a common seal, the corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - i. Two directors.
 - ii. A director and a secretary (if any).
- c) The corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 12.2.2(a) or 12.2.2(b).
- d) This Rule 12.2.2 does not limit the ways in which the corporation may execute a

document (including a deed).

13. Finances and Record Keeping

13.1. Application of Funds and Property

- a) Subject to the CATSI Act and the corporation's Rule Book, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.
- b) Subject to the CATSI Act and the corporation's Rule Book, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.
- c) Nothing in Rule 13.1(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); or
 - iii. payment to a member or provision of services to a member in carrying out the corporation's objectives.

13.2. Minutes of Meetings

- a) The corporation must keep minute books in which it records within 1 month:
 - 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.
 - iv. Resolutions passed by directors without a meeting.
- b) The minutes of the meeting may be kept:
 - i. in writing; or

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- ii. by means of an audio, or audio-visual, recording.
- c) If the minutes are kept by means of an audio, or audio-visual, recording of the meeting, the corporation must ensure that on the recording:
 - i. each person attending the meeting states their name; and
 - ii. if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.
- d) If the minutes of the meeting are kept in writing, the corporation must ensure that either:
 - i. the chair of the meeting; or
 - ii. the chair of the next meetingsigns those minutes within a reasonable time after the first meeting.
- e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the corporation must ensure that either:
 - i. the chair of the meeting; or
 - ii. the chair of the next meetingsigns a declaration under Rule 13.2(f) within a reasonable time after the first meeting.
- f) The declaration under this Rule 13.2(f) must:
 - i. Identify the audio, or audio-visual, recording.
 - ii. If the recording is not a recording of the whole meeting, identify the part of the meeting that is recorded.
 - iii. Declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- g) 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.
- h) The corporation must keep its minute books at:
 - i. its registered office if it is registered as a large corporation; or

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- ii. its document access address if it is registered as a small or medium corporation.
- i) Minutes that are recorded and signed in accordance with this Rule 13.2 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

13.3. Rule Book and Records About Officers, etc.

The corporation must keep:

- a) An up to date copy of its Rule Book (incorporating any changes to the Rule Book made in accordance with the CATSI Act and the terms of the Rule Book).
- b) Written records relating to:
 - i. The names and addresses of the corporation's current officers and secretary or contact person (as the case may be).
 - ii. The corporation's registered office (if any).
 - iii. The corporation's document access address (if any).

13.4. Finances

13.4.1. Obligation to Keep Financial Records

- a) The corporation must keep written financial records that:
 - i. Correctly record and explain its transactions and financial position and performance.
 - ii. Would enable true and fair financial reports to be prepared and audited.
- b) This obligation extends to transactions undertaken as trustee.

13.4.2. Period for Which Financial Records Must be Retained

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

13.4.3. Financial Procedures

The corporation must follow the following procedures:

- a) The corporation must give receipts for all money it receives.

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- b) All money of the corporation must be deposited into a corporation bank account.
- c) All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- d) All cheques, withdrawal forms, electronic funds transfer (EFT) transactions and other banking documents must be signed by at least two people authorised by the directors.
- e) All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- f) 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).

13.5. Physical Format

- a) If the records that the corporation is required to keep under Rules 13.3 and 13.4 are kept in electronic form:
 - i. The records must be convertible into hard copy.
 - ii. That hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.
- b) If the corporation is registered as:
 - i. a large corporation, the records that the corporation is required to keep under Rules 13.3 and 13.4 must be kept at the corporation's registered office; or
 - ii. a small or medium corporation, the records that the corporation is required to keep under Rules 13.3 and 13.4 must be kept at the corporation's document access address.

13.6. Right of Access to Corporation Books by Director or Past Director

- a) A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
 - i. to which that person is a party;
 - ii. which that person proposes in good faith to bring, or
 - iii. which that person has reason to believe will be brought against him or her.

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- b) A person who has ceased to be a director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
 - i. to which that person is a party;
 - ii. which that person proposes in good faith to bring, or
 - iii. which that person has reason to believe will be brought against him or her.
 - iv. This right continues for 7 years after the person has ceased to be a director.
- c) A person authorised to inspect books under this Rule 13.6 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- d) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this Rule 13.6.
- e) This Rule 13.6 does not limit any right of access to corporation books that a person has apart from this Rule 13.6.

13.7. Access to Financial Records by Directors

- a) A director has a right of access to the records that the corporation is required to keep under Rule 13.3 or Rule 13.4.
- b) On application by a director, the court may authorise a person to inspect on the director's behalf the records that the corporation is required to keep under Rule 13.3 or Rule 13.4 subject to any other orders the court considers appropriate.
- c) A person authorised to inspect records under Rule 13.7(b) may make copies of the records unless the court orders otherwise.

13.8. Members' Access to Minutes

- a) If the corporation is registered as a large corporation, the corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10:00 am to 12 noon and from at least 2:00 pm to 4:00 pm.
- b) If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within 7 days of a member's written request for inspection.

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- c) The corporation must make minutes available free of charge.
- d) A member may ask the corporation in writing for a copy of:
 - i. any minutes of a meeting of the corporation's members or an extract of the minutes; or
 - ii. any minutes of a resolution passed by members without a meeting.
- e) If the corporation does not require the member to pay for the copy, the corporation must send it:
 - i. within 14 days after the member asks for it; or
 - ii. within any longer period that the Registrar approves.
- f) If the corporation requires payment for the copy, the corporation must send it:
 - i. within 14 days after the corporation receives the payment; or
 - ii. within any longer period that the Registrar approves.
- g) The amount of any payment the corporation requires cannot exceed 50 cents per page.

13.9. Access to Governance Materials

13.9.1. Corporation to Provide Member with Rules, if Requested

If a member asks for a copy of the corporation's Rule Book, the corporation must provide it:

- a) free of charge; and
- b) within 7 days.

13.9.2. Registered Office

- a) If the corporation is registered as a large corporation, the corporation must make available for inspection by members and offices at its registered office, its Rule Book.
- b) This Rule Book must be available for inspection each business day from at least 10:00 am to 12 noon and from at least 2:00 pm to 4:00 pm.

13.9.3. Document Access Address

The Rule book of Gunditj Mirring Traditional Owners Aboriginal Corporation RNTBC (ICN: 4672)
Registered by a delegate of the Registrar on 20 April 2023.

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If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members and officers at its document access address, its Rule Book. This Rule Book must be made available for inspection within 7 days of a member's or officer's written request for inspection.

13.9.4. General Provisions Regarding Access to Rules

The Rule Book of the corporation includes:

- a) this Rule Book.
- b) any replaceable rules that apply to the corporation; and
- c) any other material concerning the internal governance of the corporation that is prescribed.

14. Audit

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

15. Annual Reporting

The corporation must comply with the annual reporting requirements set out in the CATSI Act.

16. Dispute Resolution Process

16.1. Dispute

The dispute resolution procedure in this Rule Book applies to disputes that arise between a member and a director and:

- a) one or more members;
- b) one or more directors; or
- c) the corporation

or between the corporation and a person who is or who claims to be a common law holder, whether or not the person is a member of the corporation, and the dispute is about:

- a) whether a person is or is not a common law holder;
- b) the corporation's performance of its functions under the Native Title Act; or

The Rule book of Gunditj Mirring Traditional Owners Aboriginal Corporation RNTBC (ICN: 4672)
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c) other matters directly related to the determination

but does not apply to a dispute between individual Gunditjmara people (“dispute”).

16.2. Corporation Operations to Continue

Despite the existence of a dispute, the corporation must continue to operate and any person with powers and functions under the Rule Book must, to the extent possible, continue to fulfil those obligations.

16.3. Informal Dispute Resolution

If a dispute arises, the parties to the dispute must try to resolve it themselves on an informal basis, in good faith, having regard to the spirit and intent of the corporation.

16.4. Formal Dispute Resolution

- a) If the dispute cannot be resolved informally, any party to the dispute may give the directors written notice identifying the particulars of the dispute notice.
- b) If the directors are unable to resolve the dispute to the mutual satisfaction of the parties within 30 days after the dispute notice is given, or if the dispute relates to a refusal by the directors to accept a membership application, then the directors or either party to the dispute may refer the dispute to:
 - i. A meeting of the Gunditjmara Native Title Holders (or group of Native Title Holders).
 - ii. A meeting or council of Elders.
 - iii. An independent mediator agreed to by the parties in dispute.
 - iv. The native title representative body.
 - v. The Registrar (only if the dispute relates to the meaning of any provision of the CATSI Act or the corporation’s Rule Book). The Registrar’s opinion will not be binding on the parties to a dispute.
 - vi. Another relevant agency, person or body appropriate to the circumstances.
- c) If the remedies available under Rule 16.4(b) are unable to resolve the dispute within 30 days of referral, the directors must hold a general meeting of the corporation within 3 months of receiving the dispute notice.
- d) When passing any resolution about a dispute, the members in general meeting are subject to the CATSI Act and this Rule Book.

17. Notices

17.1. General

- a) Unless the CATSI Act or these Rules otherwise requires, notices must be given in writing (including by fax).
- b) Notices of directors' meetings given under Rule 10.2 can be given in writing, by email, by telephone or orally, if all the directors agree to the notice being given in that way.

17.2. How a Notice to a Member May be Given

Unless the CATSI Act or these Rules require otherwise, a notice or communication may be given:

- a) Personally.
- b) Left at the member's address as recorded in the Register of Members.
- c) Sent by pre-paid ordinary mail to the member's address as recorded in the Register of Members.
- d) Sent by fax to the member's current fax number for notices (if the member has nominated one).
- e) Sent by email to the member's current email address (if the member has nominated one).

17.3. When Notice is Taken as Being Given

Unless the CATSI Act or these Rules require otherwise, if a notice or communication:

- a) Is given by post, it is taken to have been given 3 days after posting.
- b) Is given by fax, it is taken to have been given on the business day after it is sent.
- c) Is given:
 - i. after 5:00 pm in the place of receipt; or
 - ii. on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00 am on the next day which is not a Saturday,

Sunday or bank or public holiday in that place.

18. Winding Up

- a) The winding up of the corporation shall be in accordance with the CATSI Act.
- b) If upon the winding up of the corporation there remains, after satisfaction of all debts and liabilities, any property or monies, that property or monies shall not be paid to, or distributed amongst, the members of the corporation.
- c) Subject to Rule 18(b) and any direction provided by the members by special resolution, any surplus property or monies shall be transferred or paid to another corporation, company, authority or institution which:
 - i. is incorporated in Australia;
 - ii. has similar objects and endorsements to the corporation;
 - iii. is not carried on for profit or gain of individual members and whose objects prohibit distributions or payments of its income and property among its members to an extent at least as great as imposed on the corporation under this Rule Book; and
 - iv. is approved by the Commissioner of Taxation as a public benevolent institution to which tax deductible gifts may be made under the Income Tax Assessment Act 1997 as amended from time to time under any legislative provisions enacted in substitution for those provisions.

19. Amendment of the Rule Book

19.1. 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 at an AGM or general meeting.
- b) If, under the corporation's Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with.
- c) The corporation must lodge certain documents under Rule 19.2.
- d) The Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

19.2. Corporation to Lodge Copy of Changes

- a) If there is no extra requirement, within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:
 - i. a copy of the special resolution;
 - ii. a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution;
 - iii. a directors' statement signed by 2 directors; 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 19.2(a); and
 - ii. proof that the extra requirement has been met,

within 28 days after it has been met.
- c) If the Registrar directs the corporation to lodge a consolidated copy of the corporation's Rule Book as it would be if the Registrar registered the change, it must do so.

19.3. Date of Effect of Change

A Rule Book change under this Rule 19 takes effect on the day the change is registered.

20. Gift Fund Rules

- a) The corporation shall maintain for the main purposes of the corporation a gift fund:
 - i. To be named 'The Gunditj Mirring Traditional Owners Aboriginal Corporation Gift Fund'.
 - ii. which must receive gifts of money or property for the purposes (objectives) of the corporation
 - iii. which must have credited to it any money received by the corporation because of those gifts.

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- b) The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.
- c) 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.
- d) Receipts issued for gifts to the gift fund must state:
 - i. the full name of the corporation;
 - ii. the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation; and
 - iii. the fact that the receipt is for a gift.
- e) As soon as:
 - i. the gift fund is wound up, or
 - ii. the 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.

SCHEDULE A

List of Identified Apical Ancestors

The list of Identified Apical Ancestors as determined in accordance with Rule 5.1(b) is as follows:

1. Jenny Green (Alberts line)
2. Timothy James Arden & Barbara Winter
3. Mary, Surname Unknown, Mother of James Egan
4. Billy & Mary Gorrie
5. William & Hannah King
6. James Lancaster
7. Susannah McDonald (Lovett Line)
8. Mary McKinnon
9. Eliza Mitchell (Saunders Line)
10. John Henry Rose
11. James and Mary Sutton
12. Louisa Taylor
13. Andrew and Ellen Winter
14. Lucy Sutton

SCHEDULE B

Application for Membership Form

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GUNDITJ MIRRORING

Traditional Owners
Aboriginal Corporation

APPLICATION FOR MEMBERSHIP

Applicants must be over the age of 18 years

Name:	
Address:	
Date of Birth:	Age:
Phone:	Mobile:
Email:	

Please indicate your Apical Ancestor/s by ticking the appropriate box/es:

<input type="checkbox"/>	Jenny Green	<input type="checkbox"/>	Lucy Sutton
<input type="checkbox"/>	Susannah McDonald	<input type="checkbox"/>	Billy & Mary Gorrie
<input type="checkbox"/>	Eliza Mitchell	<input type="checkbox"/>	James Lancaster
<input type="checkbox"/>	William & Hannah King	<input type="checkbox"/>	John Henry Rose
<input type="checkbox"/>	James & Mary Sutton	<input type="checkbox"/>	Andrew & Ellen Winter
<input type="checkbox"/>	Mary, Mother of James Egan	<input type="checkbox"/>	Mary McKinnon
<input type="checkbox"/>	Timothy James Arden & Barbara Winter	<input type="checkbox"/>	Louisa Taylor

My Apical Ancestor for the purposes of PBC membership is: _____

I authorise the Gunditj Mirring to validate the genealogy presented and to keep secure and confidential my genealogical information.

Signature: _____ Date: _____

Moved by: _____ Signature: _____

Seconded by: _____ Signature: _____

Must be moved and seconded by a Gunditj Mirring Traditional Owners Aboriginal Corporation member

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Registered by a delegate of the Registrar on 20 April 2023.

GENEALOGY INFORMATION

MOTHER'S SIDE

MOTHER'S PARENTS

--	--

MOTHER'S GRANDPARENTS

MOTHER'S GREAT GRANDPARENTS

MOTHER'S GREAT GRANDPARENTS

FATHER'S SIDE

FATHER'S PARENTS

--	--

FATHER'S GRANDPARENTS

FATHER'S GREAT GRANDPARENTS

FATHER'S GREAT GRANDPARENTS

Accepted / Not Accepted by Full Group Meeting

Chairperson's signature:

Date:

SCHEDULE C

Location of Gunditjmara Land and Waters

External Perimeter within which the various areas comprising Gunditjmara Land and Waters are located

Gunditjmara land and waters is located wholly within the following locations only and comprises the particular allotments and areas identified in Schedules 2 and 3 of the Consent Determination Area Table and as generally shown on the map in Schedule C.

Location 1:

Commencing at a point on the centreline of the Shaw River at Latitude 38.035268° South and extending generally southerly, generally southwesterly, generally southeasterly and again generally southwesterly along the centreline of that river to Longitude 142.063308° east; Then south to a point 100m seaward of the mean low water mark; then generally westerly and generally northwesterly along a buffer 100m seaward of the mean low water mark to Longitude 140.988031° east. Then northeasterly to the intersection of the mean low water mark with a point 100m west of the top of the west bank of the Glenelg River; then generally northeasterly and generally northwesterly along a buffer 100m west of the top of the west bank of that river to the South Australian / Victorian border; then north along that border to the intersection of that border with a point 100m north of the top of the north bank of the Glenelg River; then generally southeasterly, generally northerly and generally northeasterly again along a buffer 100m north of the top of the north bank of that river to intersect a point on a 100m buffer west of the top of the west bank of the Wannon River; then generally southeasterly, generally northeasterly and again generally southeasterly along a buffer 100m north of the top of the bank of that river to Longitude 142.325156° east; then generally southerly through the following coordinate points.

Longitude	Latitude
(east)	(south)
142.324971	37.647563
142.324624	37.651086
142.324461	37.652733

Then south to the northern boundary of the Glenelg Highway road reserve at Longitude 142.324413° east, then southwesterly along the boundary of that road reserve to the prolongation northerly of the western boundary of the Penthurst –

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Dunkeld road reserve; then generally southerly along the boundaries of that road reserve to Latitude 37.816927° south; then southwesterly back to the commencement point.

Location 2:

All the land and waters of Lady Julia Percy Island contained within the outer limit of a 100m buffer seaward of the mean low water mark surrounding the island.

Location 3:

The waters of the Glenelg River where that river falls within the state of South Australia.

Notes

Reference Datum

Geographical coordinates have been provided by the NNTT Geospatial Unit and are referenced to the Geocentric Datum of Australian 1994 (GDA94), in decimal degrees and are based on the spatial reference data acquired from the various custodians at the time.

Reference Data and Source:

- Mean Low Water Mark based on coastline data sourced from Geoscience Australia (1998).
- Roads data based on Topographic vector data (1:25,000) sourced from Dept of Sustainability & Environment, VIC (March 2001) and Cadastre data sourced from Sinclair Knight Merz Pty Ltd under license from Dept of Sustainability & Environment, VIC (July, 2003).
- River data based on Topographic vector data (1:25,000) sourced from Dept of Sustainability & Environment, VIC (March 2001).

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SCHEDULE D

Map of Gunditjmara Land and Waters



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SCHEDULE E

Proxy Form

FORM OF APPOINTMENT OF PROXY

I,.....

(Full name)

of.....

(address)

being a member of the Gunditj Mirring Traditional Owners Aboriginal Corporation RNTBC, hereby appoint

.....

(full name of proxy)

of.....

(address)

being a member of that Gunditj Mirring Traditional Owners Aboriginal Corporation RNTBC, as my proxy to vote for me on my behalf at the general meeting of the Corporation to be held on theday of20....., and at any adjournment of that meeting.

.....

Signature of person appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Corporation.

THE RULES OF GUNDITJ MIRRORING TRADITIONAL OWNERS
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Schedule F

Consent to Act as Director Form



GUNDITJ MIRRORING

Traditional Owners

Aboriginal Corporation

RNTBC

4/48 Edgar Street

PO Box 216

Heywood VIC 3304

Phone: +61 (03) 5527 1427

Fax: +61 (03) 5527 1704

ABN 30 030 646 482 ICN 4672

Gunditj Mirring Traditional Owners Aboriginal Corporation

ICN: 4672

Consent to Become a Director

I,
(first and last name)

of

.....
(residential address, a postal address is not sufficient)

give consent to become a director of Gunditj Mirring Traditional Owners Aboriginal Corporation
RNTBC (ICN 4672).

I confirm my date of birth was/...../.....

and my place of birth was.....

I acknowledge that I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the Corporations Act 2001 from managing corporations, and I will notify the corporation if any of the above events occur after my appointment.

.....
(signature of person) (date)

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

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