The rule book of

Dunghutti Elders Council (Aboriginal Corporation) RNTBC

ICN: 2867

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

Contents

1. Name

The name of the corporation is Dunghutti Elders Council (Aboriginal Corporation) RNTBC.

2. Objectives

The objectives for which the corporation is established are to assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering and misfortune among the Dunghutti people.

The corporation aims:

(a) to bring together the Dunghutti people for the purpose of making decisions and acting on any matters affecting the Dunghutti people

(b) to coordinate the native title claims of the Dunghutti people in relation to native title claims

(c) to liaise with neighbouring groups of Aboriginal people in relation to native title claims

(d) to be the registered native title body corporate in relation to native title claims made by the members of the Corporation, and as such:

- (i) to hold native title on trust for the Dunghutti people
- (ii) to deal with native title in accordance with the wishes of the Dunghutti people
- (iii) to hold compensation paid in relation to native title for the Dunghutti people
- (iv) to act as agent for the Dunghutti native title holders where no trustee is appointed
- (v) to perform the prescribed functions of a registered native title body corporate under the *Native Title Act* 1993.

(e) to advance the education, health, welfare and self-determination of the Dunghutti people in any manner agreed by the members.

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years of age; and
- an Aboriginal person who is of Dunghutti descent.

Note: A list of the Dunghutti apical ancestors is attached at Schedule 1 of the Rule Book.

3.2 How to become a member

To become a member a person must:

- be eligible to apply under rule 3.1; and
- submit an application for membership in writing to the corporation signed by the applicant and two existing members nominating the applicant for membership.

The directors must consider all applications for membership in the order that they are received and within a period of three (3) months after they are received by the corporation.

The directors must consider and decide on applications for membership by resolution at a directors meeting. The directors must accept an application for membership if the person is eligible under rule 3.1 and applies in the manner under rule 3.2.

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

Note: An application for membership form is attached at Schedule 2 of this Rule Book.

3.3 Members' rights

A member:

- can attend, speak and vote at general meetings.
- can be made a director (if the member satisfies the eligibility requirements under rule 5.2).
- can put forward resolutions at general meetings.
- can ask the directors to call a general meeting.
- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

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.

3.4 Members' responsibilities

A member must:

- follow these rules;
- let the corporation know if they change their address (within 28 days); and
- treat other members with respect.

3.5 Liability of members

Members do not have to make a contribution to or pay the corporation's debts if the corporation is wound up.

3.6 How to stop being a member

A person stops being a member if:

- they resign in writing;
- they die; or
- their membership is cancelled.

The person's name and date they stopped being a member is to be put on the register of former members.

3.7 Cancelling membership

A member can only be removed by a special resolution at a **general meeting**, if a member:

- can't be contacted for two years, or
- misbehaves (has behaved in a manner that significantly interfered with the operation of the corporation or of corporation meetings) or

If a member is removed by special resolution at a **general meeting** the directors must send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

3.8 Directors limited right to cancel membership

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

To do this, the directors must:

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

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

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

Before the directors try to remove a member under this rule, they must take reasonable steps to make sure the member is not, or has stopped being, eligible.

3.9 The register of members

The register must contain:

- members' and former members' names and addresses;
- the date that each membership application was received;
- the date when each membership application was accepted and entered on the register; and
- the date when a person ceases to be a member.

The register of members and former members can be maintained in one document.

It must be kept at the corporation's document access address or registered office.

It must be available at the annual general meeting (AGM).

4. Meetings

4.1 AGM timing

AGMs must be held before 30 November each year unless the registrar provides an exemption from holding the meeting or extends the period within which the corporation is required to hold it.

4.2 AGM business

The AGMs are for:

- confirming the minutes of the previous general meeting;
- presenting reports: general, financial, audit, directors';
- appointing directors in accordance with rule 5.4;
- choosing an auditor (if required) and agreeing on the fee;
- checking the register of members;
- asking questions about how the corporation is managed.

4.3 General meetings

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

Members can ask directors to call a general meeting.

Number of members in corporation	**Number of members needed to ask for a general meeting**
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% of members

If the directors receive a legitimate request in writing from members for a general meeting, they must call the general meeting within 21 days of receiving the request.

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting

4.5 Notice for general meetings

At least 21 days' notice must be given for all general meetings.

Notice must be given to members, directors, officers, the contact person and the auditor (if the corporation has an auditor).

The notice must set out:

- the place, date and time for the meeting;
- the business of the meeting;
- if a special resolution is being proposed, and what it is;
- if a member can appoint a proxy.

The notice can be given to all members in one or more of the following ways:

- personally (or in a manner that which accords with Aboriginal custom), or
- sent by post to the members address, or
- sent by fax or by email, or

- by placing an advertisement in the local newspaper.

A notice of general meeting:

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

4.6 Members' resolutions

Members can propose a notice of a resolution and then give it to the corporation.

Number of members in corporation	**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% of members

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 21 days after the notice has been given.

4.7 Quorum at general meetings

The quorum for a general meeting of members is dependent on the number of members that the corporation has from time to time. This is set out in the following table:

Number of members in corporation	**Number of members to make a quorum**
30 or less members	= 2 members
31 to 50 members	= 5 members
51 - 100 members	= 10 members
More than 100 members	= 2.5% of the total members being in attendance.

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

4.8 Chairing general meetings

One of the directors must chair general meetings. If the directors do not want to chair the meeting, then the members must elect someone else to do so.

4.9 Using technology

General meetings can be held at more than one place using any technology that gives members a way of taking part.

4.10 Voting

Each member has one vote. The chair of the meeting has one vote (if he or she is a member) plus a casting vote which may be used if necessary.

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

A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

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

4.11 Demanding a poll

Any member entitled to vote on the resolution, or the chair of the meeting can demand a poll.

A poll can be held before or after a show of hands vote.

A poll on the election of a chair of the meeting or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies

A member who is entitled to attend and cast a vote at a general meeting may appoint another member (but not non-members) in writing as a proxy to vote for the member at a specified meeting.

A proxy’s authority to vote for a member at a meeting is suspended if the member is present at the meeting.

A member must not exercise a proxy for more than 1 other member.

For an appointment of a proxy to be effective the document appointing the proxy signed and dated by the appointing member must be received by the corporation at least 48 hours before the meeting.

Note: The proxy form to be used for the appointment of a proxy is at Schedule 3 of this Rule Book.

5. Directors

5.1 Number of directors

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

The minimum number is 3 directors (excluding any non-member directors), and the maximum number is 7 directors (excluding any non-member directors).

5.2 Eligibility of directors

A director must:

- be at least 50 years old;
- be a member of the corporation;
- not be an employee of the corporation at the time of appointment or during their appointment as a director;
- have consented in writing to be appointed as a director of the corporation;
- must have:
    - completed corporate governance training, or
    - completed corporate governance training provided by the Office of the Registrar of Indigenous Corporations or an equivalent accredited corporate governance training course within six months of appointment.
- prior to being appointed agree:
    - that a criminal check can be completed;
    - that if the criminal check reveals any adverse results, then a risk assessment can be completed by no less than three (3) of the existing directors;
    - to resign as a director if the risk assessment findings say they are not considered suitable to be a director.

Note: adverse results of a criminal check may not prevent a person from being a director under section 279-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

Not more than one (1) person from an *immediate family* shall be eligible to be appointed as a director or hold office as a director at the same time.

Immediate family means any living person related in any of the following ways: grandfather, grandmother, father, mother, stepfather, stepmother, husband, wife, defacto, son, daughter, sister, brother, step-children.

The following people are not eligible to become directors of the corporation:

- persons who are otherwise disqualified from managing a corporation.

5.3 Majority of director requirements

A majority of directors of the corporation must:

- usually reside in Australia;
- be a member of the corporation.

5.4 How to become a director

The corporation can appoint a director by resolution passed at a general meeting.

The directors must give the corporation their consent in writing to be a director prior to their appointment.

The corporation is to notify the Registrar of the directors' details within 28 days after they are appointed.

Note: A consent form is attached at Schedule 4 of this Rule Book.

5.5 Directors' terms of appointment and rotation

The directors are appointed at the AGM for a term of four years.

The directors are eligible for reappointment.

5.6 How to become an office bearer (chairperson, vice-chairperson treasurer)

There shall be a chairperson, a vice-chairperson and a treasurer who shall be the office bearers.

The directors elect the office bearers of the corporation from the directors at the first director's meeting after each AGM.

5.7 How to become a non-member director

The directors may appoint up to a maximum of two (2) non-member directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or other relevant field relating to the corporation's activities.

Non-member directors must give the corporation their consent in writing to be a director before being appointed. Non-member directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

5.8 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

5.9 Alternate directors

Alternate directors are not allowed.

5.10 How to stop being a director

A person stops being a director if:

- the person dies, or
- the person resigns in writing as a director, or
- the term of the person's appointment as a director expires, or
- the person is removed as a director by the members or the other directors (in accordance with rule 5.11), or
- the person is disqualified from managing a corporation.

The corporation must notify the Registrar of the director's details within 28 days after they stop being a director.

5.11 How to remove a director

The members may remove a director at any time by passing a resolution at a general meeting provided that the following points have occurred:

- a notice for a resolution to remove a director is given to the corporation at least 21 days before the next general meeting (or AGM).
- the corporation has given the director concerned a copy of the notice as soon as possible.
- the director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

The directors may remove other directors in the following way:

- the directors can only remove a director by resolution at a directors meeting if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- the directors must give the director a notice in writing and they must give the director 14 days to object in writing.

If the director objects, they cannot remove the director. The director can only then be removed by resolution of members at a general meeting.

5.12 Directors' and officers' duties

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

The business of the corporation is to be managed by or under the direction of the directors. The directors may exercise all the powers of the corporation except any that the CATSI Act or this Rule Book requires the corporation to exercise in general meeting.

5.13 Conflict of interest (material personal interest)

A director who has a material personal interest in a corporation matter must tell the other directors.

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

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

5.14 Payment

Directors (including any non-member directors) are not to be paid remuneration or monies for the provision of goods and services to the corporation.

The corporation may pay the directors' an honorarium of no more than $1000 for each year (payable at each AGM following the appointment of each director i.e. paid each year in arrears) for attending director's meetings and dealing with the general business of the corporation. The corporation may also reimburse other expenses (i.e. accommodation and travel) applicable to dealing with **extraordinary business** of the corporation.

The corporation may pay the Chairperson an honorarium of no more than $1200 at the AGM each year.

No gifts shall be paid or made to directors, directly or indirectly.

5.15 Delegation

Directors can delegate, by passing a resolution, any of their powers to:

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

The delegation must be in writing and specify the delegation period and the delegated powers. The delegate must follow the directions of the directors when using the delegated powers.

5.16 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get prior approval of the members.

The procedure in part 6.6 of the CATSI Act must be followed.

5.17 Directors' meetings

Directors must meet at least every three months.

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

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

5.18 Quorum for directors' meetings

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

5.19 Chairing directors' meetings

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chair.

5.20 Using technology

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

5.21 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chair has a vote, plus a casting vote if required

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person or secretary

The directors of the corporation must appoint a contact person or a secretary.

The contact person or secretary must not be paid remuneration for performing the role.

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

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

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

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

Note: small and medium corporations have a contact person, large corporations have a secretary.

7. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording);
- Rule Book (constitution);
- register of members and former members;
- names and addresses of directors, officers and the contact person;
- financial records that:
    - correctly record and explain its transactions and financial position and that would enable true and fair financial reports to be prepared and audited; and
    - would enable a separate financial report to be produced for the corporation's native title functions.

They must be kept at the corporation's document access address.

8. Finances

The corporation must follow the procedures set out below:

- all money of the corporation must be deposited into the corporation's bank account/s.
- the corporation must give receipts for all money it receives.
- all cheques, withdrawal forms and other banking documents must be signed by at least two directors.
- all accounts must be approved for payment by resolution at a directors' meeting or in accordance with valid delegations.
- all payments made out of the corporation's money must be supported by adequate documents which explain the exact nature and purpose of the payments.

9. Application of funds and assets

The directors can, subject to:

- this rule;
- rule 15;
- any conditions of funders; and
- any trust obligations and requirements,

use the money and property of the corporation to carry out its business.

The purchase, disposal, mortgaging, charging or encumbering of an asset with a value exceeding $20,000 or the expenditure in one transaction of more than $20,000 of any income earned from native title compensation money must be approved by the members in general meeting.

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

Note: Rule 15 deals with the use of native title rights, interests and compensation money.

10. Powers of the corporation

Subject to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* and this Rule Book, the corporation has the power to do anything lawful to carry out its objectives.

11. The Dunghutti Elders Council (Aboriginal Corporation) RNTBC Gift Fund

11.1 The corporation may maintain a gift fund to be called “The Dunghutti Elders Council (Aboriginal Corporation) RNTBC Gift Fund” in accordance with the requirements of the Income Tax Assessment Act 1997 to which;

(a) gifts of money or property for the purposes of the objects of Dunghutti Elders Council (Aboriginal Corporation) RNTBC are to be made;

(b) any money received by the corporation because of those gifts is to be credited;

(c) no other money or property other than that stated at (b) can be received.

11.2 The corporation shall use the following only for the objectives of Dunghutti Elders Council (Aboriginal Corporation) RNTBC:

(a) gifts made to the gift fund;

(b) any money received because of such gifts.

11.3 Receipts issued for gifts to the Gift Fund shall state:

(a) the full name of the corporation’s gift fund;

(b) the Australian Business Number of the corporation; and

(c) the fact that the receipt is for a gift.

11.4 At the first occurrence of:

(a) the winding up of the Gift Fund; or

(b) the revocation of the corporation as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1976*, any surplus assets of the Gift Fund shall be transferred to another fund, authority or institution, which has similar objects to the corporation and which is a body that may receive tax deductible gifts under Subdivision 30-B of the *Income Tax Assessment Act 1976* as amended from time to time under any legislative provision enacted in substitution for those provisions.

11.5 The corporation shall maintain a separate bank account for the Gift Fund.

12. Dispute resolution

12.1 If a dispute arises between a member or director and:

- one or more members
- one or more directors, or
- the corporation

The dispute resolution process is as follows:

- if a dispute arises about a matter other than native title described in rule 12.1, the parties must first try to resolve it themselves.
- if the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- the dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.
- if the dispute is about the CATSI Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion.
- the directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- if the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

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

12.2 Resolving native title disputes

If a dispute arises 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:

- whether a person is or is not a common law holder
- the corporation's performance of its functions under the native title legislation

the corporation must ensure that the parties first try to resolve the dispute between themselves.

The parties must try to resolve the dispute between them in good faith.

The parties may seek the opinion of the native title representative body for the area that the native title rights and interests relate to.

If the dispute is not resolved within 10 business days, the corporation must take reasonable steps to ensure any party who claims a dispute has arisen gives notice of the dispute to the other party (or parties).

The dispute notice must:

- be in writing,
- say what the dispute is about, and
- contain all the information requested in the form at schedule 5A.

Within 10 business days of receiving the dispute notice, the other party or parties to the dispute must provide a dispute notice reply to the party who gave the dispute notice.

The dispute notice reply must contain the information requested in the form at schedule 5A.

The corporation must take reasonable steps to ensure that parties agree to the matters in the dispute notice and dispute notice reply.

The parties must [try to agree on a mediator(s)/facilitators] (mediation) or [refer the matter to an expert or panel or experts] (expert determination) or [arrange to meet] (meeting).

If the parties cannot resolve the dispute by taking the previous steps, the parties will:

- ask the [native title representative body] or [National Native Title Tribunal] to:
    - appoint a mediator(s)
    - set the location
    - set the date, and
    - decide other details of the mediation
- accept and comply with the decision of the [native title representative body] or [National Native Title Tribunal] under this rule.
- The parties will agree on the total cost/budget for the resolution process and who will pay for the costs of the dispute resolution process.

12.1 Dispute resolution costs

- The parties will agree on the total cost/budget for the resolution process and who will pay for the costs of the dispute resolution process.

13. Changing the Rule Book

13.1 Consistency with other frameworks

The corporation must ensure that the constitution is consistent with a native title determination and with the requirements of the CATSI Act, the Native Title Act and the relevant regulations.

13.2 Changes to certain rules

Changing the rule that sets out a process for decision-making is a native title decision. To change the process under rule 17, the corporation must follow the processes under:

- rule 17, and
- rule 13.3.

The corporation must not make changes to rule 15 unless the corporation has consulted and obtained consent from the common law holders.

The corporation must ensure that the common law holders consent to proposed changes to rule 15 according to the decision-making process that the common law holders agree to use and adopt for giving their consent.

13.3 Members' resolution required

he Rule Book can be changed by the members passing a special resolution at a general meeting.

The proposed changes must be set out in the notice for the general meeting.

Within 28 days after the resolution is passed, the Corporation must be send the Registrar:

- a copy of the notice of meeting detailing the proposed Rule Book changes;
- a copy of the changes; and
- a copy of the minutes of the meeting.

The changes take effect when they are registered by the Registrar.

14. Winding up

The winding up of the corporation shall be in accordance with the CATSI Act.

14.1 Subject to rule 14.2, where:

(a) the corporation is wound up

(b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus asset of the corporation exist,

the members may pass a special resolution relating to the distribution of the surplus assets of the corporation.

14.2 In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

14.3 The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

15. Dealing with native title

Where the corporation holds native title to land as trustee for the native title holders or compensation money paid in relation to native title, decisions which might affect the native title rights and interests or which involve the expenditure of any of the compensation money (excluding any income earned on the compensation money in the immediately prior financial year) can only be made by a special resolution of the members in general meeting. The special resolution can only be passed no more than 12 months before the decision is actioned.

Notice of a general meeting at which resolutions regarding native title rights, interests or compensation money are to be considered must state that native title rights, interests or compensation money, as the case may be, may be affected by the resolution.

Note: Rule 9 also deals with the use of corporation assets and income earned on compensation money.

16. Procedure for consulting native title holders

The corporation must consult with, and obtain the consent of the common law holders, the Dunghutti people, before making a native title decision.

17. Making a native title decision

The corporation must consult the affected common law holders before it makes a native title decision including both high- and low-level decisions.

The corporation must not make a native title decision unless the affected common law holders have given their consent to the native title decision.

The corporation must comply with any conditions or directions that the affected common law holders impose upon their consent to a native title decision.

When the affected common law holders are consulted about a native title decision, the corporation must ensure that the affected common law holders use a process of decision-making that they agree to or adopt for the consultation or for the same kind of consultation.

Dictionary

In this Rule Book the following words and phrases have the meanings attributed to them unless the context otherwise provides:

"**Aboriginal and Torres Strait Islander corporation**" has the same meaning as it does under the Act.

"**Aboriginal person**" means a person of the Aboriginal race of Australia.

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

"**Annual general meeting or AGM**" means a general meeting held in accordance with rule 4.1.

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

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

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

"**Chairperson**" means a person appointed as such according to rule 5.6.

"**Common law holders**" has the same meaning as section 56(2) of the *Native Title Act 1993* and means the persons included in the determination of native title as the native title holders.

"**Contact person**" means a person referred to in rule 6.

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

"**Director**" means a person who holds office as such according to rule 5.

"**Directors' meeting**" refers to meetings of the directors held according to rule 5.17.

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

"**Dispute resolution process**" means the process set out in rule 12.

"Dunghutti descent" means to descend from one of the identified Dunghutti apical ancestors set out in schedule 1.

"**Dunghutti people**" means indigenous people that are of Dunghutti descent also known as the Thunggutti, Dhan-gadi, and other variant spellings.

"Office Bearers" means the directors appointed as the Chairperson, Vice-Chairperson and Treasurer according to rule 5.6.

"**General meeting**" or (GM) refers to a general meeting of the members of the corporation called and held according to rule 4.3.

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

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

"**Minutes**" means the record of proceedings and resolutions passed at general meetings and/or directors' meetings.

"**Native Title decision**" has the same meaning as the *Native Title (Prescribed Bodies Corporate) Regulations 1999* and means a decision:

(a) to surrender native title rights and interests in relation to land or waters; or

(b) to do, or agree to do, any other act that would affect the native title rights and interests of the common law holders.

"**Native title legislation obligation**" means the following obligations imposed by the *Native Title Act 1993* and the *Native Title (Prescribed Bodies Corporate) Regulations 1999* on a RNTBC

(a) an obligation to consult with the common law holders of native title

(b) an obligation to act in accordance with the directions of the common law holders of native title

(c) an obligation to act only with the consent of the common law holders of native title

(d) an obligation to take any other action in relation to the common law holders of native title.

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

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

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

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

"**Register of members**" means the register of members kept according to rule 3.8.

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

"**Regulations**" means regulations made under the Act as amended from time to time.

“**Related party benefit**” is the giving of a financial benefit to a person or group with a close relationship to the corporation. Related parties include directors, their immediate family members or corporations/entities they control.

“**Rule Book**” means this document consisting of the constitution and all of the internal governance framework rules of the corporation and registered by the Registrar as the rule book of the Dunghutti Elders Council (Aboriginal Corporation) RNTBC.

“**Secretary**” means a person referred to in rule 6.

“**Special resolution**” means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

“**Treasurer**” means a person appointed as such according to rule 5.6.

Interpretation

In these rules:

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

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

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

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

(e) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules;

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

Schedule 1- Dunghutti apical ancestors

A list of the Dunghutti apical ancestors as identified by the Federal Court in the Native Title determination made on 7 April 1997 is set out below:

James Jimmy' Linwood (born circa 1850 Macleay R. – dies 1935) & Granny Emily 'Bulba' Roderick (1856 Frederickton – died 1936 Clybucca);

William 'Billy' Button (born 1837 NSW – died 1917 Kempsey);

Harry Callaghan (born 1862 Macleay R. – died 1937 Bellbrook);

John Moseley (born 1844 Rollands Plains – died 1938 Burnt Bridge) & Elizabeth Robinson (born 1842 Kempsey – died 1928 Burnt Bridge);

Louisa Pearce/Pearson/Thompson/Kelly (born circa 1850 – died circa 1910 Macleay R.);

James Quinlin/Quinlan (born circa 1860 Macleay R. – died circa 1940);

Jack Scott (born 1853 Towel Creek – died 1936 Bellbrook);

Robert 'Big Bob' Moran (born circa 1845 – died 1921 Gladstone) & Granny Eliza Moran (born circa 1851 – died 1911 Fattorini Is.);

William 'Bupoo' Ritchie (born 1855 Kempsey – died 1929 Kempsey);

Gordon Jackey Senior (born 1887 Bellbrook – died 1917 Greenhill);

Jessie Widders (born circa 1855 Walcha – died 1935 Armidale);

Robert Smith Senior (born circa 1873 Kempsey – died 1948 Kempsey);

Harry Vale (born circa 1850 Namoi R. – died 1916 Kempsey);

Samuel 'Sam' Drew (born circa 1820 – died circa 1900); and

William 'Bill' Holten (born circa 1837 Port Macquarie – died 1932 Bellbrook).

Schedule 2 – Application for membership

Dunghutti Elders Council (Aboriginal Corporation) RNTBC

Membership Application Form

DATE OF APPLICATION:	
NAME:	
ADDRESS:	
DATE OF BIRTH:	
PLACE OF BIRTH:	
KNOWN BY ANY OTHER NAME:	

In applying for membership of Dunghutti Elders Council (Aboriginal Corporation) RNTBC, I declare:

☐ I am 18 years of age or older.

☐ I am Aboriginal.

☐ I am of Dunghutti descent.

☐ My Dunghutti descent is demonstrated by the information contained within my ancestral line/genealogy in the attached chart. Please complete as much of the chart as possible based on the information available to you.

☐ I agree to adhere to the rules of the Corporation set out in its Rule Book.

Further to the declarations above, I consent to the Corporation seeking, if required, confirmation of my ancestry / genealogy from NTSCorp or another similar Native Title Services Corporation that holds relevant records to assist with confirming that I am of Dunghutti descent.

Name of Applicant	Signature
Name of Nominating Member	Signature
Name of Nominating Member	Signature

Applicant's Ancestral Line

Father's Name	Date of Birth	Place of Birth

Grandfather's Name	Date of Birth	Place of Birth

Great Grandfather's Name	Date of Birth	Place of Birth
Great Grandmother's Name	Date of Birth	Place of Birth

Grandmother's Name	Date of Birth	Place of Birth

Great Grandfather's Name	Date of Birth	Place of Birth
Great Grandmother's Name	Date of Birth	Place of Birth

Mother's Name	Date of Birth	Place of Birth

Grandfather's Name	Date of Birth	Place of Birth

Great Grandfather's Name	Date of Birth	Place of Birth
Great Grandmother's Name	Date of Birth	Place of Birth

Grandmother's Name	Date of Birth	Place of Birth

Great Grandfather's Name	Date of Birth	Place of Birth
Great Grandmother's Name	Date of Birth	Place of Birth

OFFICE USE ONLY

MEMBERSHIP APPLICATION ACCEPTED YES/NO
DATE OF ACCEPTANCE/REJECTION / /

☐ Attached are minutes of the relevant meeting of directors at which the application was considered.

☐ The accepted membership application was entered on the register of members

on / / .

Note: If the membership application is rejected, attach a copy of the letter to the applicant notifying them of the decision and the reasons for it.

....
Date

....
Chairperson – Signature

....
Chairperson – Print Name

....
Date

....
Other Office Bearer – Signature

....
Other Office Bearer – Print Name

Schedule 3 - Appointment of Proxy form

Dunghutti Elders Council (Aboriginal Corporation) RNTBC

I, ____

(first name of member) *(last name of member)*

of

____

(address of member)

being a member of Dunghutti Elders Council (Aboriginal Corporation) RNTBC hereby appoint:

____

(full name of proxy – can be an individual or a body corporate)

of

____

(address of proxy)

being a **member** of Dunghutti Elders Council (Aboriginal Corporation), as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on the _________ day of ____________20________ and at any adjournment of that meeting.

Signed:____

(Signature of member appointing proxy)

Date:__________________________

NOTE:

A proxy's authority to vote for a member at a meeting is suspended if the member is present at the meeting.

A member must not exercise a proxy for more than 1 other member.

For an appointment of a proxy to be effective the document appointing the proxy signed and dated by the appointing member must be received by the corporation at least 48 hours before the meeting.

Schedule 4 - Consent to act as a director form

I,____(full name of person)

of____(address of person)

give consent to become a director of **Dunghutti Elders Council (Aboriginal Corporation) RNTBC**

as nominated at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) held on:

____(date of meeting)

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander Act 2006* 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;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

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.

Schedule 5 - Notice of native title dispute

Dunghutti Elders Council (Aboriginal Corporation) RNTBC

ICN 2867

Date of this notice ....

Name of determination or determination area ....

Who is giving notice of dispute

Name of person/party giving notice of dispute ....

I am / am not (cross out whichever does not apply) a common law holder for the determination or determination area.

I am / am not (cross out whichever does not apply) a member of the corporation.

What the dispute is about

Tick all that apply

I am a common law holder and the corporation will not:

- ☐ recognise me as a common law holder
- ☐ accept my application for membership

The corporation did not perform its native title functions properly because it did not:

- ☐ consult me about a native title decision that affects my native title rights and interests
- ☐ get consent to make a native title decision that affects my rights and interests
- ☐ consult me about a decision to apply for compensation for a native title decision that affects my native title rights and interests
- ☐ get consent to make a decision related to a compensation application regarding my native title rights and interests
- ☐ do something else it is required to do under the Native Title Act or the CATSI Act

Provide some details about the problem:

[for example, provide details about a meeting, a native title decision or a compensation decision that relates to the problem, say what the problem is in your own words]

....

....

Proposed next step

My/our preferred process to resolve the dispute is:

Process:	mediation / expert-determination / meeting	(select your preferred process)
Name of facilitator:		(for example, the native title representative body, the National Native Title Tribunal, a lawyer, an anthropologist, a senior common law holder, a committee of elders, a professional mediator)
Date and time of activity		
Location		
Proposed fee for facilitator:		
Who is to pay?		

I/We agree to participate in the process and accept the outcome of that process.

………………………………………. ……………………………………
[Signature] [Name]

………………………………………. ……………………………………
[Signature] [Name]

Schedule 5A - Reply to notice of dispute

Dunghutti Elders Council (Aboriginal Corporation) RNTBC

ICN 2867

Date of this reply ....

Responding to notice of dispute

Date of the dispute notice ....

Name of person/party who gave notice of dispute ....

Name of determination or determination area ....

Responding party

Name of responding person/party ....

I am / am not (cross out whichever does not apply) a common law holder for the determination or determination area.

I am / am not (cross out whichever does not apply) a member of the corporation.

Response to proposed process

I/We have reviewed the proposed process from the party who gave dispute and say below whether we agree or disagree with their proposal:

	Proposed process (by the person/party who gave notice)		*If you disagree, please indicate what you propose instead*
Process:	....	*Agree/disagree*	....
Name of facilitator:	....	*Agree/disagree*	....
Date and time of activity:	....	*Agree/disagree*	....
Location:	....	*Agree/disagree*	....
Proposed fee for facilitator:	....	*Agree/disagree*	....
Who is to pay?	....	*Agree/disagree*	....

I/We agree to participate in the process and accept the outcome of that process.

………………………………………. [Signature]	…………………………………… [Name]
………………………………………. [Signature]	…………………………………… [Name]
………………………………………. [Signature]	…………………………………… [Name]