

The Rule book

BARADA BARNA ABORIGINAL CORPORATION RNTBC

(ICN 8343)

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

Contents

1.	Name	3
2.	Dictionary and Interpretation	3
3.	Objectives	3
4.	Powers of Corporation	4
5.	Members	4
6.	General meetings and AGMs (members' meetings).....	8
7.	Directors	13
8.	Contact person or secretary.....	19
9.	Records	19
10.	Finances	19
11.	Application of funds	20
12.	Gift fund rules.....	20
13.	Dispute resolution	21
14.	Changing the rule book.....	22
15.	Winding up.....	22
16.	Schedule 1— Definitions and interpretations	23
	Schedule 2 – Native Title Consultation and Consent.....	25
	Schedule 3 – Native Title Holders.....	26
	Schedule 4 – Application for membership form	27
	Schedule 5—Appointment of proxy form.....	28
	Schedule 6—Consent to become a director form.....	29

1. Name

The name of the corporation is: Barada Barna Aboriginal Corporation RNTBC

2. Dictionary and Interpretation

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

3. Objectives

3.1 *Principal Objectives*

- The principal objectives of the corporation are to provide projects, programs, services, assistance, support, education, health and training for Barada Barna Persons on such terms and conditions as the corporation shall determine.

3.2 *Without limiting the generality of this purpose, to provide for:*

- (a) the relief of poverty, sickness, distress and the special needs of the aged and others who are Barada Barna Persons;
- (b) the development and implementation of quality educational outcomes for Barada Barna Persons;
- (c) other purposes beneficial to the communities in relation to the Barada Barna Persons, including but not limited to:
 - i. developing and assisting community facilities, housing cooperatives and medical centres;
 - ii. providing family support and youth services; promoting health and welfare;
 - iii. promoting art, dance, culture and history;
 - iv. developing community and social infrastructure;
 - v. strengthening social and moral wellbeing; and
 - vi. research;
- (d) recognition of the relationship of Barada Barna Persons with their ancestral land, waters, sites, sacred sites and other cultural treasures;
- (e) maintenance and advancement of Barada Barna Persons' ancestral connection to their land, sacred sites, environment and other cultural heritage;
- (f) the preservation and advancement of traditional, historical and cultural knowledge of the historical landscape of the Barada Barna Persons;

- (g) development of knowledge proliferation in the Barada Barna Persons' communities including investment in knowledge, innovative partnerships and economic participation and growth with the primary aim of improving opportunities for and the well-being of Barada Barna Persons;
- (h) the development and implementation of quality governance and cultural leadership programs for the Barada Barna Persons;
- (i) to act as trustee for the native title holders in respect of any native title determination pursuant to s 56 and s57 of the Native Title Act
- (j) to perform the functions of a prescribed body corporate under s 56 and s 57 of the native title act
- (k) To operate and maintain a gift fund to be known as 'The Barada Barna Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3.3 Ancillary purpose

The ancillary purpose of the Corporation is to foster long term enduring relationships between Barada Barna Persons and the State of Queensland and the Commonwealth of Australia in a way that is consistent with the Principal objectives.

4. Powers of Corporation

- Subject to the CATSI Act and these rules, the Corporation has the power to do anything lawful to carry out its objectives.
- Before making a Native Title Decision the Corporation must consult with and obtain the consent of Common Law Holders in accordance with regulation 8 of the PBC Regulations as outlined at Schedule 2 to this Rule Book.

5. Members

5.1 Who is eligible?

Membership of the Corporation is open to persons who:

- are descendants of any of the persons set out in Schedule 3;
- are 18 years of age or older; and
- apply to be a member in accordance with clause 5.2.

5.2 How to become a member

A person applies in writing in the form set out in Schedule 4.

A person needs to be eligible under rule 5.1.

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

The directors must consider all applications for membership at the next Directors meeting after receiving the membership application.

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

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

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

a person applies for membership after a notice has been given for a general meeting or AGM, and

the general meeting or AGM has not been held when the directors consider the person's application.

5.3 Members' rights

A member can:

- attend, speak and vote at general meetings or at consultation meetings in accordance with Schedule 2;
- be made a director (if the member is eligible to be a director—see rule 7.3 on eligibility of directors);
- put forward resolutions at general meetings, including under rule 6.6;
- ask the directors to call a general meeting under rule 6.3; and
- raise a dispute and have a dispute dealt with using rule 13

5.4 *Members' responsibilities*

A member must:

- follow the corporation's rules;
- let the corporation know if they change their address;
- treat other members with respect; and
- not behave in a way that significantly interferes with the operation of the corporation or the corporation's meetings

Members should also attend general meetings (including AGMs) in person or by proxy, or give their apologies.

5.5 *No membership fee*

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

5.6 *Liability of members*

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

5.7 *How to stop being a member*

A person stops being a member if:

- they resign in writing;
- they pass away; or
- their membership is cancelled in accordance with rule 5.8 or 5.9.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

5.8 Cancellling membership

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

- can't be contacted for two years;
- misbehaves as per clause 5.4;
- engages in misconduct by way of abuse towards the staff of the corporation or the staff of related corporations

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

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

5.9 Directors' limited right to cancel membership

For grounds not covered by rule 5.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 5.1.

To do this, the directors must:

- write to the member to tell them:
- the directors intend to cancel their membership;
- the member has 14 days to object to the planned cancellation; and
- 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. The corporation must then give the former member a copy of the resolution by sending it to the person's last known address.

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

5.10 The register/s of members and former members

The register of members must contain:

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

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

6. General meetings and AGMs (members' meetings)

6.1 AGM timing

An annual general meeting (AGM) must be held before the end of November each year.

6.2 AGM business

AGM business includes:

- confirming the minutes of the previous general meeting
- consideration of the reports required under Chapter 7 of the CATSI Act: general, financial, directors'
- electing directors (if required)
- choosing an auditor (if required) and agreeing on the remuneration.

6.3 Calling general meetings

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

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

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

The members' request must:

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

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

Directors agree to the request

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

Directors apply to the Registrar to deny the request

If the directors resolve that:

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

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

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

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

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

6.4 General meeting business

General meetings' business includes:

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

6.5 Notice for general meetings and AGMs

At least 21 days' notice must be given.

Notice must be given to:

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

The notice must set out:

- the place, date and time for the meeting
- the general nature of the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- whether a member can appoint a proxy and, if so, the information required under regulation 201-35(1)(d) of the CATSI Act.

Notices must be given to each member individually. This can be done in person or by sending by post to their address, by fax, by email or via social media.

A notice of 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.

6.6 *Members' resolutions*

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

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

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

The corporation must give notice of the resolution to all members in the same way as rule 6.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

6.7 Quorum at general meetings and AGMs

Number of members in corporation	Number of members to make a quorum
2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

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

How to count the quorum

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)

6.8 Chairing general meetings and AGMs

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

6.9 Using technology at general meetings and AGMs

General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

6.10 Voting at general meetings and AGMs

Each member has one vote.

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

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 6.11. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

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

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

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

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

6.12 Proxies at general meetings and AGMs

Members can appoint either the chairperson of the meeting or another member as their proxy to attend meetings and vote for them.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name or that the proxy is the chairperson, the meeting where the proxy is going or if it is an ongoing proxy for all meetings, and it must be signed by the member.

Note: An appointment of proxy form is at schedule 5 of this Rule Book.

The corporation must receive the proxy's appointment at least 48 hours before the meeting (or, if the meeting is adjourned, the resumed meeting) or that proxy is not valid.

A person must not be a proxy for more than ten members at any one meeting.

6.13 Other people at general meetings and AGMs

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

6.14 Postponing a general meeting or AGM

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

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

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

7. Directors

7.1 *Role of directors*

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be generally aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation.

The directors may exercise all the powers of the corporation except any that the CATSI Act or this Rule Book requires the corporation to exercise in a general meeting.

7.2 *Number of directors*

The number of directors of the corporation is a minimum of 5 and a maximum of 8. This number includes any independent or specialist non-member directors.

To change the minimum or maximum number of directors, members need to pass a special resolution at a general meeting or AGM to change the Rule Book. Such a resolution needs to be proposed in the notice calling that meeting.

7.3 *Eligibility of directors*

A director (other than a director appointed under rule 7.7) must be:

- at least 18 years old;
- a member; and
- honest, diligent, and of good character.

A person is not eligible to become a director if the person:

- has been disqualified from managing corporations;
- is or has been within the previous 5 years or more than once a bankrupt or has within the previous 5 years or more than once entered a scheme of arrangement for the purposes of the *Bankruptcy Act 1966* (Cth); or
- is prohibited by or under the Corporations Act or the CATSI Act from holding office as a Director.

7.4 *Majority of director requirements*

The majority of directors of the corporation must:

- usually reside in Australia; and
- be members of the corporation.

The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

7.5 How to become a director

The proposed Director must submit a curriculum vitae to the corporation.

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

If there is a casual vacancy in a directorship, the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 7.8).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director pursuant to the form in Schedule 6.

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

7.6 Directors' terms of appointment and rotation

Directors (other than those appointed under rule 7.7) are appointed for two years or such longer period as the Registrar permits. An application for exemption to allow each of the initial directors to have a term of three years is being lodged with application for registration. Directors are eligible to be re-elected.

7.7 Independent or specialist non-member directors

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

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

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

Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment. Independent or specialist non-member directors can be appointed for a maximum term of one year, and they can be reappointed.

7.8 How to fill casual vacancies

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

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 7.9) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 7.3 and any criteria that applies to the particular vacancy.

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

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

7.9 How to stop being a director

A person stops being a director if:

- the director passes away;
- the director resigns in writing;
- the director's term of appointment expires;
- the director is removed as a director by the members or the other directors;
- the director is disqualified from managing a corporation;
- the director ceases to be a member, but was a member when they became a director;
- the director becomes a bankrupt or enters a scheme of arrangement for the purposes of the *Bankruptcy Act 1966* (Cth).
- The corporation must send the Registrar a notice within 28 days after a person stops being a director.

7.10 How to remove a director

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 6.3) for the purpose of removing a director.)
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The written statement must, unless it is defamatory, be given to everyone entitled to notice of the meeting (see rule 6.5) or, if that is not practical in the time available, it must be given to all members attending the meeting and must be read out at the meeting.

By the other directors:

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

7.11 Directors' and officers' duties

The duties are:

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

7.12 Conflict of interest

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

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

A director who has a conflict of interest must not:

- be present at a directors' meeting while the matter in question is being considered without the consent of the other directors; and
- vote on the matter

unless they have been granted approval by:

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

7.13 Payments to directors

Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this Rule Book and the payment is fair and reasonable to the corporation).

The corporation may pay the directors reasonable sitting fees, travelling and other expenses for attending meetings or to do with other corporation business. Any sitting fees must be determined by resolution in general meeting.

7.14 Delegation of directors' powers

The directors can pass a resolution to delegate any of their powers (except this power of delegation) to:

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

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

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

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

7.15 *Calling and giving notice of directors' meetings*

Directors must meet at least every three months.

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

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

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

7.16 *Quorum for directors' meetings*

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting.

7.17 *Chairing directors' meetings*

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

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

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

7.18 *Using technology*

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

7.19 *Resolutions by directors*

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

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

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

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

8. Contact person or secretary

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

The directors appoint a contact person/secretary.

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

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

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

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

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

9. Records

The corporation must keep the:

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

10. Finances

The corporation must keep written financial records that:

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

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

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives;
- All money of the corporation must be deposited into a corporation bank account or to the capital trust operated on behalf of the Common Law Holders;
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations;
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least three people authorised by the directors;
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment; and
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

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

11. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 3).

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

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

12. Gift fund rules

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

- to be named 'The Barada Barna Aboriginal Corporation RNTBC Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the corporation.
- which must have credited to it any money received by the corporation because of those gifts.

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

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

Receipts issued for gifts to the gift fund must state:

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

As soon as:

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

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

13. Dispute resolution

If a dispute arises about the affairs of the corporation, the parties must first try to resolve it themselves.

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

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

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

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

Seeking assistance from the Registrar

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- The Registrar's opinion will not be binding on the parties to a dispute.
- The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 5.3.

14. Changing the rule book

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

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

- Rule Book changes
- special resolution
- minutes of the meeting.

The changes do not take effect until the new Rule Book is registered by the Registrar.

15. Winding up

Surplus assets of the corporation

Where:

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

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

The surplus assets must not be given to any member or to any person to be held on trust for any member.

Surplus assets of gift funds

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

Schedule 1— Definitions and interpretations

Barada Barna Aboriginal Corporation RNTBC

Definitions

Apical Ancestor means a person named in Schedule 3

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

Common Law Holders has the same meaning as in s 56(2) of the Native Title Act, and means the persons included in the Determination of Native Title as the Native Title Holders

Determination of Native Title means the determination of the Federal Court of Australia in the proceeding known as QUD380/2008

Determination Area means the land and waters the subject of the Determination of Native Title in relation to which the Corporation is registered on the National Native Title Register

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 3 of the PBC Regulations

Native Title Holders means the persons identified in Schedule 3 being the persons determined by the Federal Court as holding the common or group rights and interests comprising native title in the Determination Area

Native Title Rights and Interests has the same meaning as in s 223 of the Native Title Act

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

Person means any individual person who is one of the Native Title Holders

PBC Regulations means the Native Title (Prescribed Body Corporate) Regulations 1999 (Cth)

Prescribed Body Corporate or PBC has the same meaning as in regulations 3 and 4 of the PBC Regulations

Registered Native Title Body Corporate or RNTBC has the same meaning as in s 253 of the Native Title Act

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

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

Interpretation

In these rules:

Words in the singular include the plural and vice versa

The words ‘including’, ‘include’ and ‘includes’ are to be read without limitation

A reference to legislation or regulation is to be read as a reference to that legislation or regulation 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

The Preamble is intended as background and is not a part of the Rules.

Schedule 2 – Native Title Consultation and Consent

(refer rule _4.2 and regulation 8 of the PBC Regulations)

Before making a Native Title Decision the Corporation must consult with and obtain the consent of the Common Law Holders in the following manner:

The Corporation must ensure that the Common Law Holders understand the purpose and nature of the proposed Native Title Decision and have given their consent in accordance with a particular process of decision making which if possible should be decided by agreement by the Common Law Holders in accordance with paragraph 3 below. If however, consensus cannot be reached after reasonable efforts have been made the decision should be decided by majority vote in accordance with paragraph 3 below.

The Corporation must consult with 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.

The Common Law Holders are deemed to have been consulted and consented to a Native Title Decision if they have passed a resolution by a majority vote of those present and voting (in person or by proxy) at an advertised authorisation meeting of the Common Law Holders, or in the alternative, if they have consented, by majority of the Common Law Holders voting (in person or by proxy), to a native title decision through a consultation process which is by way of advertised meetings of any Common Law Holders in various centres in Queensland where Common Law Holders are known to reside in some numbers.

The Common Law Holders are taken to have been consulted and to have consented to the 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.

Schedule 3 – Native Title Holders

The Common Law Holders comprise all the descendants of:

- Bob Lotus,
- Lizzy Payne,
- Daisy (wife of Booya McDonald),
- Maggie (wife of Toby Barker and Peter Darwin and Michael Angus),
- “Polly” Mary (wife of Robert Noble and Bert Fox),
- Lizzie (wife of Paddy Flynn),
- Polly (wife of Thomas Mitchell),
- Lucy Ross
- Laura (wife of Duke/George Barker, Neddy/Teddy Sauney and Adam Bowen) and
- Charles Budby (father of George “Salt Bush” Budby)

Schedule 4 – Application for membership form

Barada Barna Aboriginal Corporation RNTBC

Application for membership

I, _____

(first and Last names of applicant)

of _____

(address of applicant)

apply for membership of the above corporation on the grounds that I am a descendant of the Apical Ancestor _____.

I declare that I am eligible for membership. I am: Aboriginal and a member of the Barada Barna People

Signature of applicant

Date _____

Contact Details

Email:

Phone Number:

Postal Address

All information needs to be completed and a copy of photo ID is to be attached with membership application or otherwise the application cannot be processed.

Corporation use only

Application received Date:

Application tabled at directors' meeting held on Date:

Directors consider applicant is eligible for membership Yes / No

Directors enter name, address and date on register of members Date:

Directors have sent notification of directors' decision to the applicant Date:

Schedule 5—Appointment of proxy form

Barada Barna Aboriginal Corporation RNTBC

Appointment of proxy

I,

(full name of member)

of

(address of member)

am a member of the Barada Barna Aboriginal Corporation RNTBC

I appoint

(full name of proxy)

of

(address of proxy)

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

(insert date of meeting)

and at any adjournment of that meeting.

Signature of member appointing proxy:

Date:

NOTE: A proxy vote may be given to the people listed at rule 6.12.

(For more about proxies see rule 6.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Please return your completed form to the corporation at least 48 hours before the meeting.

This proxy is not valid unless a photo ID of the person granting the proxy is attached.

Schedule 6—Consent to become a director form

Barada Barna Aboriginal Corporation RNTBC

Consent to become a director

I, _____
(first and last name of person)

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

give consent to become a director of the Barada Barna Aboriginal Corporation RNTBC

I confirm my date of birth is _____

and my place of birth was _____

I am not bankrupt, nor have I at any time within the last 5 years, or more than once, been bankrupt or entered a scheme of arrangement for the purposes of the *Bankruptcy Act 1966* (Cth).

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

have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months

have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months

have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months

am an undischarged bankrupt

have signed a personal insolvency agreement and have not kept to the agreement

have been disqualified under the *Corporations Act 2001* from managing corporations

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

Signature of person _____

Date _____

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

Schedule 7 – Notice of Dispute Form

Barada Barna Aboriginal Corporation RNTBC

(Refer rule 13 – note that before lodging this form the parties to the dispute must try to resolve it themselves)

To _____

(name of person or persons the dispute is with)

(this notice must also be given the Corporation's contact person)

I, _____

(full name)

of _____

(address)

Tel no: _____

give notice of my dispute with you.

Summary of the dispute and what action needs to occur for the dispute to be resolved:

Signature of person lodging the notice of dispute

Date _____