

THE CONSTITUTION OF

**Meenangu Wajarri Aboriginal
Corporation**

ICN 7878

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

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1. INTRODUCTION

- (a) The WY People have entered into an MRO ILUA with the State of Western Australia, the Western Australian Minister for Lands, the CSIRO, Yamatji Marlpa Aboriginal Corporation and the Commonwealth of Australia regarding the development of a permanent observatory site known as the Murchison Radio-astronomy Observatory on land within Boolardy Station, at Yalgoo in Western Australia (“**MRO Project**”).
- (b) The Native Title Claim is in respect of land that includes Boolardy Station.
- (c) Pursuant to the MRO ILUA:
 - (i) the WY People will receive a benefits package in consideration for their agreement to actions connected with the MRO Project; and
 - (ii) the WY People must establish corporate entities to receive, hold and apply benefits under the MRO ILUA, one of which entities is the Approved Body Corporate.
- (d) The Corporation was principally formed to exercise the rights and comply with the obligations of the Approved Body Corporate and the WY People under the MRO ILUA.
- (e) The MRO ILUA requires the WY People to establish a financial benefits management structure which is capable of receiving and administering financial benefits received by the WY People under the MRO ILUA (“**Benefits Management Structure**”).
- (f) The Corporation is an eligible beneficiary of the Benefits Management Structure and the Benefits Management Structure may provide financial and governance support to the Corporation and to the extent that it receives financial and governance support, the Corporation will have ongoing financial and other reporting obligations to the trustee of the Benefits Management Structure.

2. NAME OF THE CORPORATION

- (a) The name of the Corporation is **Meenangu Wajarri Aboriginal Corporation**.
- (b) The Constitution does not contain all of 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 regulations, the *Native Title Act*, the PBC Regulations, the *Corporations Act 2001* (Cth) and the *Criminal Code 1995* (Cth).

3. DEFINITIONS AND INTERPRETATION

The definitions and interpretation provisions of the Constitution are contained in Schedule 1 – **Interpretation and Definitions**.

3.1 Inconsistency with Legislation

If there is any inconsistency in this Constitution or with the CATSI Act, the CATSI Act will apply to the extent of the inconsistency.

4. OBJECTS

4.1 Objects of the Corporation

- (a) The Objects of the Corporation are the following:
- (i) to provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, helplessness and disadvantage among the WY People;
 - (ii) to maintain, protect, promote and support the traditions, laws, languages, culture, native title traditions and customs, development, interests and social progress of the WY People;
 - (iii) to provide environmental, social, economic and cultural benefits to the WY People;
 - (iv) to support and provide education, training and employment for the WY People;
 - (v) to undertake community development for the benefit of the WY People including, at its discretion, allocating and distributing available moneys for, or undertaking specific activities relating to, the general benefit, promotion and advancement of the WY People;
 - (vi) to encourage the WY People to develop projects for the benefit, advancement and promotion of the WY People by the provision of loans, grants, goods or services in the Corporation's discretion;
 - (vii) to hold title to any Vested Land;
 - (viii) to exercise the rights and comply with the obligations of the Approved Body Corporate and the WY People under the MRO ILUA in accordance with the Ratification Deed;
 - (ix) to ensure that, to the extent that the Corporation uses or distributes benefits received pursuant to the MRO ILUA to or for the benefit of the WY People, that those benefits are used and distributed equitably amongst WY People having regard to the needs and priorities of the WY People both individually and collectively; and
 - (x) if the Corporation is appointed by the Common Law Holders as a Prescribed Body Corporate, the Corporation has the following further objects:
 - (A) to be and perform the functions of a Prescribed Body Corporate and Registered Native Title Body Corporate under the Native Title Act;
 - (B) to hold the Native Title Rights and Interest in trust for the Common Law Holders or act as agents or representative in matters relating to the Native Title Rights and Interests; and
 - (C) to manage the Native Title Rights and Interests of the Common Law Holders.

- (b) In carrying out its Objects, the Corporation shall not pay or apply any of its funds or property in dividends, bonus or otherwise to any Member, except for the payment in good faith of reasonable and proper remuneration to any Member, Director, officer, servant, agent, consultant, contractor or employees of the Corporation for services actually provided to the Corporation.
- (c) A requirement in this Constitution that the Corporation use or distribute benefits equitably amongst the WY People requires that distributions be administered fairly, justly and equitably (which does not necessarily mean equally) as amongst WY People.

5. FUNCTIONS AND POWERS OF THE CORPORATION

5.1 Powers of the Corporation

To the extent necessary or convenient to carry out, or incidental to carrying out, the Objects, the Corporation has all the powers of a body corporate, including but not limited to the following:

- (a) to exercise the rights and comply with the obligations of the Approved Body Corporate and the WY People under the MRO ILUA and in accordance with the Ratification Deed;
- (b) to enter into any Agreements and contracts including but not limited to the Ratification Deed; and
- (c) to hold an interest in, guarantee or be a member of other incorporated entities and commercial ventures including but not limited to the WY Trustee Company.

5.2 Powers of the Corporation as a Prescribed Body Corporate and Registered Native Title Body Corporate

If the Corporation is determined to be the Prescribed Body Corporate or Registered Native Title Body Corporate:

- (a) the Corporation has the functions and powers prescribed by the PBC Regulations from time to time for a Prescribed Body Corporate or Registered Native Title Body Corporate that holds Native Title Rights and Interests on Trust for the Common Law Holders of those Native Title Rights and Interests; and
- (b) the Native Title Decision making processes outlined in Schedule 3 applies to the Corporation.

5.3 Limitation of Powers

- (a) Notwithstanding rule 5.1, the Corporation shall not enter into any Agreements, arrangements or commitments which are inconsistent with the Objects.
- (b) The Corporation shall not exercise a power except to fulfil an Object and in exercising a power shall act:
 - (i) to protect the interests of the WY People;
 - (ii) in accordance with the Law and Custom of the WY People; and

- (iii) to minimise, and to the maximum extent practicable, avoid exposing the WY People to claims, actions or debts for which they may be personally liable.

6. MEMBERSHIP OF THE CORPORATION

6.1 Minimum number of Members

The Corporation must have a minimum of 5 Members.

6.2 Members by application

6.2.1 How to become a Member after registration

A person becomes a Member if:

- (a) the person wants to become a Member and applies in writing substantially in the form provided at Schedule 2;
- (b) the person is eligible for Membership;
- (c) to enable the Directors to determine which of the following areas within the WY Claim or WY Determination they primarily identify themselves with:

- (i) Lower Murchison Region; or

- (ii) Remaining Area

- (“WY Areas”),

the person states in the application:

- (iii) their mother’s name;

- (iv) their father’s name; and

- (v) the names of their maternal grandparents; and

- (vi) the names of their paternal grandparents; or

- (vii) if any of the information specified in rules 6.2.1(c)(iii) to 6.2.1(c)(vi) is unavailable, such information as is reasonably required by the Directors to determine which of the WY Areas a person identifies with;

- (d) the Directors accept the application; and

- (e) the person’s name and identification made under rule 6.2.1(c) are entered on the Register of Members.

6.2.2 Eligibility for Membership

A person is eligible to apply for membership of the Corporation if the person:

- (a) is 18 years of age or over; and

- (b) is a WY Person.

6.2.3 Deciding Membership applications

- (a) The Directors may consult with any Sub-Committee formed for the purposes of reviewing membership applications, prior to deciding membership applications, and the Directors will make decisions on all membership applications.
- (b) In considering applications for membership, the Directors must consider the following:
 - (i) the description of the WY People in the WY Determination;
 - (ii) the views of the WY People;
 - (iii) Law and Custom;
 - (iv) the findings of any bona fide genealogical studies, land ownership studies or land boundary studies;
 - (v) the WY Area that a person identifies himself or herself as identifying primarily with;
 - (vi) any relevant determination of any Court or tribunal; and
 - (vii) the requirements set out in rule 6.2.2.
- (c) Applications will be considered and decided in the order in which they are received by the Corporation.
- (d) The Directors must not accept an application for membership of the Corporation unless the Applicant:
 - (i) applies in accordance with rule 6.2.1(a); and
 - (ii) meets the requirements under rule 6.2.2.
- (e) A decision or resolution to accept or reject:
 - (i) a membership application; or
 - (ii) an Applicant's identification as being primarily associated with a WY Area, shall, where possible, be decided by Consensus.
- (f) If the Directors refuse to accept a membership application, or an Applicant's identification as being primarily associated with a WY Area, they must notify the Applicant in writing of the decision and the reasons for it.
- (g) If the Directors accept a membership application, they must notify the Applicant of the decision and enter the Applicant's name on the Register of Members.

6.2.4 Appeal if Directors do not accept application or identification

- (a) If the Directors do not accept a membership application or an Applicant's identification with a WY Area, the Applicant is entitled to appeal the decision by notifying the Directors of the basis on which they appeal.
- (b) Upon receipt of an appeal by an Applicant under rule 6.2.4(a), the Directors must:
 - (i) at the next General Meeting, consult with the Members as to whether or not to accept the application; and
 - (ii) decide whether or not to accept the application, having regard to any resolution passed by the Members at a General Meeting under rule 6.2.4(b)(i).

6.2.5 Entry on the register of Members

- (a) If a membership application is accepted, the Applicant's name must be entered on the Register of Members within 14 days.
- (b) 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,the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

6.3 Membership fees

The Corporation must not impose fees for membership of the Corporation.

6.4 Members rights and obligations

6.4.1 Members rights

- (a) In addition to other rights under the CATSI Act, a Member has the following rights:
 - (i) to attend, speak and vote at a General Meeting of the Corporation;
 - (ii) subject to rule 10.2, to be nominated for election as a Director;
 - (iii) to put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with rule 9.6;
 - (iv) to ask the Directors to call a General Meeting of the Corporation in accordance with rule 9.3.2;

- (v) to access the following books and records of the Corporation:
 - (A) the Registers, under rule 7.4;
 - (B) the minute books, under rule 18.9;
 - (C) the Constitution, under rule 18.10; and
 - (D) certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act;
 - (vi) to ask the Directors to provide access to any other records or books of the Corporation in accordance with the Constitution; and
 - (vii) to have any Disputes regarding the Corporation with another Member or with the Directors dealt with under the process in rule 20.
- (b) 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.
 - (c) A Member cannot be removed as a Member unless the Directors and the Corporation have complied with rule 6.7.
 - (d) If a Member believes that his or her rights have been breached or ignored by the Directors, the Member can use the Dispute resolution process in rule 20.

6.4.2 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and this Constitution;
- (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 Members;
- (d) to treat other Members and the Directors with respect and dignity; and
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Board meetings or General Meetings.

6.4.3 Liability of Members

The Members are not liable to contribute to the property of the Corporation on winding up.

6.5 How a person stops being a Member

- (a) A person will stop being a Member if:
 - (i) the person resigns as a Member under rule 6.6;
 - (ii) the person dies; or
 - (iii) the person's membership of the Corporation is cancelled under rule 6.7.
- (b) A person ceases to be a Member when the Member's name is removed from the Register of Members as a current Member of the Corporation.

6.6 Resignation of a Member

- (a) A Member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing.
- (c) The Corporation must remove the Member's name from the Register of Members to the Register of Former Members within 14 days after receiving the resignation notice.

6.7 Process for cancelling Membership

6.7.1 Cancelling membership on Directors' recommendation

- (a) The Directors must, by resolution, cancel the membership of a Member if the Directors have:
 - (i) resolved that the Member:
 - (A) is not eligible for membership; or
 - (B) has ceased to be eligible for membership; or
 - (ii) resolved that the Member be removed for a serious breach or repeated breaches of the Law and Custom of the WY People.
- (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
 - (iii) the objection must be in writing.
- (c) If the Member does not object, the Directors must cancel the membership.
- (d) If the Member does object:
 - (i) the Directors must not cancel the membership; and
 - (ii) only the Corporation by resolution in a 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.

6.7.2 Cancelling Membership if Member cannot be contacted

- (a) The membership of a Member may be cancelled by Special Resolution at a 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 2 years before the meeting; and
 - (ii) has made 2 or more reasonable attempts to contact the Member during that 2 year period.
- (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.

6.7.3 Cancelling 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 any General Meeting or Board meeting.
- (b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the resolution as soon as possible after it has been passed.

6.7.4 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 as a current Member from the Register of Members.

6.8 Observers

- (a) The Directors have the discretion to allow Observers to attend one or more meetings of the Corporation, either by application or by invitation of the Directors.
- (b) All applications to be an Observer must be in writing and addressed to the Board and otherwise comply with any requirements set by the Board from time to time.
- (c) The Board will develop eligibility criteria for becoming an Observer to assist it in exercising its discretion to decide whether to allow a person to be an Observer.
- (d) If the Board accepts an application from or invites an Observer to attend any meeting of the Corporation, the Board must determine:
 - (i) the obligations imposed on the Observer;
 - (ii) the rights that the Observer has with respect to the Corporation; and
 - (iii) how an Observer ceases to be an Observer.

7. REGISTERS OF MEMBERS AND FORMER MEMBERS

7.1 Corporation to maintain a Register of Members

The Board must set up and maintain a Register of Members.

7.2 Information on the Register of Members

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

- (a) the Member's full name, address and date of birth (where known). The Register of Members may also contain any other name by which the Member is or was known;
- (b) the date on which the Member's name was entered on the Register of Members; and
- (c) the WY Area that the Member primarily identifies with.

7.3 Corporation to maintain a Register of Former Members

- (a) The Corporation must set up and maintain a Register of Former Members which includes any information on a person previously detailed in the Register of Members and the date when the person ceased to be a Member.
- (b) The Corporation may maintain the Register of Former Members in one document with the Register of Members.

7.4 Inspection of Register of Members and Register of former Members

7.4.1 Inspection fees

- (a) A Member may inspect the Registers without charge.
- (b) A person who is not a Member may inspect the Registers only on payment of any fee required by the Corporation.

7.4.2 Right to get copies

The Corporation must give a person a copy of the Registers (or part of either Register) within 7 days if the person:

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

7.5 Making 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:
 - (i) check their entry in the Register of Members; and

- (ii) inform the Corporation of any corrections that need to be made to update their entry in the Register of Members.

8. REGISTER OF COMMON LAW HOLDERS

- (a) In order to assist it to carry out the functions of a Prescribed Body Corporate under the Native Title Act, the Corporation may set up and maintain a Register of Common Law Holders.
- (b) The Register of Common Law Holders may contain the following information about individual Common Law Holders:
 - (i) the person's full name, address and date of birth (where known). The Register of Common Law Holders may also contain any other name by which the person is or was known;
 - (ii) the date on which the person's name was entered on the Register of Common Law Holders; and
 - (iii) whether the person is connected to the land and waters of a particular WY Area in accordance with Law and Custom.

9. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

9.1 AGMs

9.1.1 Holding AGMs

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

9.1.2 Extension of time for holding 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.

9.1.3 Business of AGM

- (a) The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
 - (i) confirmation of the minutes of the previous General Meeting, except at the first AGM;
 - (ii) the consideration of the reports under Chapter 7 of the CATSI Act that are required to be presented at the AGM;
 - (iii) the election of Directors;
 - (iv) the appointment and remuneration of the Auditor (if any);
 - (v) checking of details on the Register of Members (see rule 7.5(b)); and
 - (vi) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any) (see rule 9.11).

- (b) Members may only raise other matters for discussion at an AGM which are not on the agenda during any other business.

9.2 General Meetings

The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.

9.2.1 Purpose of General Meeting

A General Meeting must be held for a proper purpose.

9.2.2 Time and place of General Meeting

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

9.2.3 Business of General Meeting

- (a) The business at each General Meeting must include all matters set out in the notice of the General Meeting.
- (b) Members may only raise other matters for discussion at a General Meeting which are not on the agenda during any other business.

9.3 Calling General Meetings

9.3.1 Director may call General Meetings

A Director may call a General Meeting of the Corporation.

9.3.2 Members may ask Directors to call General Meetings

- (a) The Directors must call and arrange to hold a General Meeting on the request of at least the required number of Members specified under rule 9.3.2(b).
- (b) For the purposes of rule 9.3.2(a), the required number of Members is the greater of:
 - (i) the number of Members prescribed by the Regulations and applicable to the Corporation, or if none is prescribed, then 5 Members; or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the Corporation, or if none is prescribed, then 10% of the Members.
- (c) A request under rule 9.3.2(a) must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the General Meeting;
 - (iii) be signed by the Members making the request on the same page as the request, either on one document or on separate identical copies;
 - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
 - (v) be given to the Corporation in its original format (not a photocopy).

9.3.3 Directors may apply to deny a Member's request to call a General Meeting

- (a) If the Directors resolve:
 - (i) that a request under rule 9.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 9.3.2 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.
- (b) An application must:
 - (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member (see rule 9.3.2(c)(iv)) notice that an application has been made.

9.3.4 Timing for a requested General Meeting

- (a) If the Directors agree to call a General Meeting, they must call the meeting within 21 days after the request was sent to them.
- (b) If the Directors have applied to the Registrar for permission to refuse to call a General Meeting, and the Registrar has refused permission, then the Directors must call a General Meeting within 21 days after being notified of the Registrar's decision.
- (c) If the Registrar grants the Directors application to deny a request for a meeting, the Directors must notify the contact Member of the Registrar's decision within 21 days after being notified of the Registrar's decision.

9.4 Requirement for notice of General Meeting and AGM

9.4.1 Notice for General Meetings and AGMs

- (a) At least 21 days notice must be given of a General Meeting.
- (b) The Corporation may:
 - (i) call an AGM on shorter notice if all the Members agree beforehand; or
 - (ii) call any other General Meeting on shorter notice if at least 95% of the Members agree beforehand; and
 - (iii) not call a General Meeting on shorter notice than 21 days if a resolution is proposed to remove an Auditor or Director (or appoint a Director in place of a removed Director),

provided that at no time may the Corporation call a General Meeting on less than 7 days notice.

9.4.2 Requirement to give notice of General Meeting to Members, officers and Observers

The Corporation must give written notice of a General Meeting to the following people:

- (a) each Member entitled to vote at the meeting;
- (b) each Director;
- (c) the Secretary (if any);
- (d) the Auditor (if any); and
- (e) any Observer entitled to attend the meeting.

9.4.3 Contents of notice of General Meeting

- (a) A notice of a General Meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is.
- (b) The information included in a notice of a General Meeting must be worded and presented clearly and concisely.
- (c) The Corporation may give the notice of a General Meeting to a Member personally or by sending it by post, fax or other electronic means nominated by the Member.

9.5 Failure to give notice

A General Meeting, or any proceeding at a General Meeting, will not be invalid just because the notice of the meeting was accidentally not sent to a person or a person has not received the notice.

9.6 Members' Resolutions

9.6.1 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 required number of Members specified under rule 9.6.1(c).
- (b) The notice must set out the resolution in writing and must be signed by the Members proposing it (signed either on one document or on separate identical copies).
- (c) For the purposes of rules 9.6.1(a) and 9.6.3(b), the required number of Members (**Proposing Members**) is the greater of:
 - (i) the number of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice or, if none is prescribed, 5 Members; or

- (ii) the percentage of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice or, if none is prescribed, 10% of the Members.

9.6.2 Consideration of Members' resolutions

- (a) If the Corporation has been given notice of a Member's 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 or consider the resolution at a General Meeting if the Directors consider the resolution is defamatory.
- (d) In order for a Members' Resolution to be considered and put to the vote at a General Meeting, at least 75% of the Proposing Members must be present.

9.6.3 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) This request to give the Members a statement must be:
 - (i) made by at least the specified number of Members provided in rule 9.6.1(c);
 - (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 of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement 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.

9.7 Quorum for General Meeting

9.7.1 Quorum

- (a) The quorum for a meeting of the Corporation's Members is 20 Members who are entitled to vote at General Meetings.
- (b) The quorum must be present at all times during the meeting.

9.7.2 Adjourned meeting where no quorum

- (a) A meeting of the Corporation Members that does not have a quorum present within 3 hours after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise.
- (b) If no quorum is present at the resumed meeting within 1 hour after the time for the resumed meeting, the meeting is dissolved.

9.8 Chairing a General Meeting

- (a) The Directors may elect an individual to chair General Meetings (**Chairperson**).
- (b) 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 Chairperson; or
 - (ii) a previously elected Chairperson is not available or does not want to chair the meeting.
- (c) The Chairperson must adjourn a General Meeting if the majority of Members present agree or direct that the Chairperson do so.

9.9 Auditor's right to be heard at General Meeting

- (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.

9.10 Voting at General Meetings

9.10.1 Consensus before vote

Where possible, the decisions or resolutions of the Members at a General Meeting will be by Consensus and failing that will be put to a vote in accordance with this rule.

9.10.2 Entitlement to vote

- (a) At a General Meeting, each Member has one vote, both on a show of hands and a Poll.
- (b) The Chairperson shall not have a casting vote.
- (c) If the Chairperson is a Member, he or she is entitled to vote at a General Meeting in his or her capacity as a Member.

9.10.3 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 Chairperson, whose decision is final.

9.10.4 How voting is carried out by a Poll

- (a) Other than as specified in this Constitution, a resolution put to the vote at a General Meeting must be decided by Ordinary Resolution by a Poll unless the Members decide by Consensus or by a Poll that one or more resolutions be decided on a show of hands.
- (b) A Poll is a secret ballot as opposed to a show of hands and is conducted by Members signing a paper headed “for” or “against” a motion or resolution as the case may be.
- (c) A Poll is decided on a simple majority.
- (d) A Members’ Resolution may only be decided by Poll where rule 9.6.2(d) is complied with.

9.10.5 How voting is carried out by show of hands

- (a) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded for or against.
- (b) A Members’ Resolution may only be decided by show of hands where rule 9.6.2(d) is complied with.

9.10.6 Proxies

Members do not have a right to appoint a proxy to attend and vote on their behalf at a General Meeting.

9.11 Questions at AGMs

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

9.12 Disruptions to General Meetings

- (a) If the Chairperson or Directors in their opinion consider that a person in attendance at a General Meeting is disrupting the General Meeting, the Chairperson, or one of the Directors if no Chairperson has been elected, may give verbal notice to that person that he or she is disrupting the General Meeting.
- (b) If the person continues to disrupt the General Meeting, the Chairperson, or a Director if no Chairperson has been elected, may give a second verbal notice to that person that he or she is disrupting the General Meeting.
- (c) If, after 2 verbal notices, the person continues to disrupt the General Meeting, the Chairperson, or a Director if no Chairperson has been elected, can direct that person to be removed from the General Meeting.
- (d) If a person is removed in accordance with rule 9.12(c) more than once, then that person’s membership may be cancelled in accordance with rule 6.7.3.

9.13 Adjourned meetings

9.13.1 When resolution passed after adjournment of meeting

A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

9.13.2 Business at adjourned meetings

Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

10. DIRECTORS OF THE CORPORATION

10.1 Numbers of Directors

- (a) The Corporation must have a minimum of 5 and a maximum of 10 Directors, comprising of:
 - (i) at least 4 and up to 8 WY Directors; and
 - (ii) at least 1 and up to 2 Independent Directors.

10.2 Eligibility for appointment as a WY Director

- (a) An employee of the Corporation is not eligible for appointment as a WY Director.
- (b) An individual who is an Active Claim Group Member of another native title claim group is not eligible to be a Director.
- (c) An individual is eligible for appointment as a Director if they are an individual who is:
 - (i) a Member;
 - (ii) subject to rule 10.2(d), able to demonstrate the following qualifications and requirements:
 - (A) financial literacy;
 - (B) leadership experience;
 - (C) experience with directorships and boards;
 - (D) commitment to uphold all the legal duties, responsibilities and obligations of a Director;
 - (E) absence of conflicting commitments;
 - (F) is of high repute and recognised integrity and has not been convicted in a criminal proceeding or named a subject of a pending criminal proceeding (excluding traffic violations and other minor offences). Such person shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any Court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity;
 - (G) standing and respect within the WY People; and
 - (H) is able to produce an acceptable National Police Certificate to the Board of Directors.

- (d) If a nominee for Director is not able to demonstrate every qualification but expresses a willingness to learn and attain that qualification, the Members in their discretion may accept the person's nomination for Director subject to the following conditions:
 - (i) the person must undertake appropriate training to attain that qualification and the Corporation will meet the expense of the training and otherwise provide full support and encouragement of the person and his or her efforts to achieve the requisite qualifications;
 - (ii) the person may act as Director for 12 months while undertaking the training; and
 - (iii) the Members may terminate the appointment after 12 months if the Members determine that satisfactory progress was not made by the person towards achieving the requisite qualifications.
- (e) If a nominee for Director is not willing or able to learn or attain the qualifications in accordance with rule 10.2(d), the Members in their discretion may accept the person's nomination for Director if there remains, at all times, at least 2 Directors on the Board that satisfy rules 10.2(c)(ii) and 10.2(d)
- (f) Regardless of rules 10.2(c)(ii) and 10.2(e), all Directors must undertake ongoing and appropriate governance training in accordance with rule 11.2.
- (g) An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act may only be appointed as a Director of the Corporation if the appointment is made:
 - (i) with permission granted by the Registrar; or
 - (ii) with leave granted by the court.

10.3 Eligibility for appointment as an Independent Director

- (a) An employee of the Corporation is not eligible for appointment as an Independent Director.
- (b) A person is only eligible for appointment as an Independent Director of the Corporation if the person:
 - (i) satisfies the following:
 - (A) **Board Experience:** demonstrates at least 3 years recent experience as a director of an Australian company governed by the Corporations Act or CATSI Act and can demonstrate a preparedness to question, challenge and critique and a willingness to understand and to commit to the highest standards of governance;
 - (B) **Board Education:** has, or within the first year of the Independent Director's term will have, completed a director's course approved by the Australian Institute of Company Directors or another similar reputable organisation;
 - (C) **Financial Literacy:** is "financially literate";

- (D) **Leadership Experience:** possesses leadership experience, and shall possess qualities reflecting a proven record of accomplishment and ability to work with others;
 - (E) **Absence of Conflicting Commitments:** does not have commitments that would conflict with the commitments of a Director of the Corporation;
 - (F) **Reputation and Integrity:** is of high repute and recognised integrity and has not been convicted in a criminal proceeding or named a subject of a pending criminal proceeding (excluding traffic violations and other minor offences). Such person shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any Court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity;
- (ii) has expertise (whether by qualification or experience) in 1 or more of the following areas:
 - (A) financial management;
 - (B) legal practice;
 - (C) accounting;
 - (D) Indigenous community development; or
 - (E) Indigenous business development;
 - (iii) has such other characteristics as may be considered appropriate for membership on the Board such as having an understanding of and previous experience working with Indigenous communities;
 - (iv) is Independent; and
 - (v) able to produce a National Police Certificate which does not contain any convictions for criminal offences that are punishable by imprisonment for a period of greater than 12 months (excluding traffic violations).

10.4 Majority of Directors Requirement

A majority of the Directors of the Corporation must ordinarily reside in Australia.

10.5 Consent to act as a Director

- (a) Before a person may be appointed as a Director, that person must give the Corporation a signed consent to act as a Director of the Corporation.
- (b) The Corporation must keep the consent.

10.6 Appointment of Directors

- (a) Candidates must nominate for appointment in writing at least 14 days prior to the date of the Annual General Meeting.
- (b) Candidates are evaluated using criteria adopted by the Board, unless revoked or changed by the Members at a General Meeting, to determine their suitability and merit, based on the information supplied by the candidates and information obtained from other sources.
- (c) The Board may, by resolution, recommend the most suitable nominees to be appointed by Ordinary Resolution of the Members at a General Meeting.
- (d) Within 28 days after their appointment a Director must, if the Director has a Material Personal Interest in a matter that relates to the affairs of the Corporation, give the other Directors notice of the interest in accordance with rule 12.3.

10.7 Directors may appoint other Directors to make up a quorum

- (a) As long as the maximum number of Directors is not exceeded, the Directors of the Corporation may appoint a person as a Director to make up a quorum for a Directors' meeting or to fill a casual vacancy.
- (b) The newly appointed Director must satisfy the Directors that they meet the eligibility requirements as set out in rule 10.2 or 10.3.
- (c) If a person is appointed under rule 10.7(a), the Corporation must confirm the appointment by resolution at the Corporation's next General Meeting in accordance with the voting requirements of Members set out in rule 10.6. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the General Meeting.

10.8 Term of appointment.

- (a) Subject to this Constitution, each Director may hold office until the earlier of:
 - (i) the expiry of a period of 2 years;
 - (ii) the expiry of such earlier term of appointment determined by the Board in the resolution appointing that Director in order to give effect to the rotational system implemented in accordance with rule 10.10; and
 - (iii) the date on which the Director retires or is removed or the office becomes vacant by virtue of such other rule of this Constitution.
- (b) A Director is eligible for reappointment.
- (c) If the terms of appointment of all of the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next General Meeting that occurs after the last Director's appointment has expired.

10.9 Alternate Directors

- (a) With the other Directors' approval, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.
- (b) The alternate Director must satisfy the Directors that they meet the eligibility requirements as set out in rule 10.2 or 10.3.
- (c) When an alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.
- (d) The appointing Director may terminate the alternate's appointment at any time.
- (e) An appointment or its termination must be in writing. A copy must be given to the Corporation.

10.10 Rotation of Directors

- (a) The Directors on registration of the Corporation will hold office until the second AGM of the Corporation.
- (b) At the second AGM of the Corporation:
 - (i) a maximum of half of the Directors on registration may be re-elected for a further term of 1 year;
 - (ii) the remaining half of the Directors on registration shall not be re-elected; and
 - (iii) any additional Directors shall be appointed for 2 years.
- (c) At subsequent AGMs of the Corporation the appointment of any Directors at that AGM will be for 2 years.

10.11 How a person ceases to be a Director

A person ceases to be a Director if:

- (a) the person dies;
- (b) the person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) the person resigns as a Director as provided for in rule 10.12;
- (d) the term of the person's appointment as a Director expires;
- (e) the person is removed as a Director by the Members as provided for in rule 10.13.1;
- (f) the person is removed as a Director by the other Directors as provided for in rule 10.13.2; or
- (g) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act.

10.12 Resignation of a Director

A Director may resign as a Director by giving notice of resignation in writing to the Corporation.

10.13 Process for removing a Director

10.13.1 Removal by Members

- (a) The Corporation may, by resolution in a General Meeting, remove a Director from office despite anything in:
 - (i) this Constitution;
 - (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 General Meeting is to be held. However, if the Corporation calls a General Meeting after the notice of intention is given, the General Meeting may pass the resolution even though the General 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 the Members by:
 - (i) giving the Corporation a written statement for circulation to Members (see rules 10.13.1(e) and 10.13.1(f)); or
 - (ii) speaking to the motion at the meeting (whether or not the Director is a Member).
- (e) The Corporation is to circulate the written statement given under rule 10.13.1(d)(i) to Members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 10.13.1(e)(i), having the statement distributed to Members entitled to vote on the resolution attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 10.13.1(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.

10.13.2 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 3 or more consecutive Directors' meetings. In that instance, the Directors may remove a Director by resolution in accordance with this rule 10.13.2.
- (b) 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 failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and
 - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
- (c) If the Director concerned does not object within 14 days, the Directors must remove the Director concerned.
- (d) If the Director concerned does object within 14 days:
 - (i) the Directors cannot remove the Director concerned; and
 - (ii) the Corporation, by resolution in a General Meeting, may remove the Director in accordance with 10.13.1.
- (e) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (f) 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 when the replaced Director was last appointed a Director.

11. GENERAL DUTIES AND CORPORATE GOVERNANCE TRAINING

11.1 General Duties

- (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 personal interests (see rule 12.3);
 - (iv) a duty not to improperly use position or information; and
 - (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.

11.2 Governance Training

The Board must ensure that all Directors undertake ongoing corporate governance and Director duties and responsibilities training, as determined by the Board from time to time, and the Corporation will meet the expense of the training and otherwise provide full support and encouragement of the Director and his or her efforts in completing the training.

11.3 Code of Conduct

The first Board must, during the first year of the Corporations operations, develop a Code of Conduct that must be complied with by all Directors and officers of the Corporation.

12. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

12.1 Powers of Directors

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all of the powers of the Corporation except any that the CATSI Act or this Constitution requires the Corporation to exercise in a General Meeting.

12.2 Functions of Directors

The functions of the Directors shall include, but not be limited to:

- (a) overseeing and taking responsibility for the management, administration and staffing of the Corporation; and
- (b) managing and controlling the affairs of the Corporation in accordance with this Constitution and the CATSI Act.

12.3 Duty of Director 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 12.3(b) says otherwise.
- (b) A Director does not need to give notice of an interest under rule 12.3(a) if:
 - (i) the interest:
 - (A) arises because the Director is a Member and is held in common with the other Members; or
 - (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; or

- (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 12.3(a); and
 - (B) if a person who was not a Director when the notice under rule 12.3(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 12.3(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; and
 - (ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.
- (d) The details referred to in rule 12.3(c)(i) must be recorded in the minutes of the Director' meeting referred to in rule 12.3(c)(ii).
- (e) A contravention of this rule by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (f) A Director who has disclosed a Material Personal Interest in a matter that is being considered at a meeting of the Board must not be present while the matter is being considered or vote on the matter, unless the Directors who do not have a Material Personal Interest in the matter have passed a resolution that:
- (i) identifies the Director, the nature and extent of the Director's Material Personal Interest in the matter and its relation to the affairs of the Corporation; and
 - (ii) states that those Directors are satisfied that the Material Personal Interest should not disqualify the Director from voting or being present.

12.4 Remuneration

- (a) The Directors may be paid such reasonable remuneration as the Members in a General Meeting decide.
- (b) Rule 12.4(a) does not prevent 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 12.3 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 attending any General Meetings of the Corporation; and

- (iii) in connection with the Corporation's business.

12.5 Negotiable Instruments

- (a) Any 2 Directors of the Corporation may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.
- (b) The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

12.6 Delegation

- (a) The Directors may by resolution delegate any of their powers to:
 - (i) a committee of Directors;
 - (ii) a Director;
 - (iii) a Sub-Committee of the Corporation;
 - (iv) an employee of the Corporation; or
 - (v) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors, this Constitution and the CATSI Act.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

12.7 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (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 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 12.7(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.

13. DIRECTORS' MEETINGS

13.1 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 3 months.

13.2 Calling and giving notice of Directors' meetings

- (a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.
- (b) 2 or more Directors may convene a meeting of the Directors whenever they think fit.
- (c) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (d) Unless the Directors resolve otherwise, at least 14 days notice of a Directors' meeting must be given. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (e) 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 rule 13.2(d), or in giving notice of any changes to the item, date or place of the Directors' meeting.

13.3 Quorum at Directors meetings

The quorum for a Directors' meeting is a majority of the Directors, which must include 1 Independent Director and the quorum must be present at all times during the meeting.

13.4 Chairing Directors meetings

- (a) The Directors may elect a WY Director to chair their meetings. The Directors may determine the period for which that WY Director is to be the chair.
- (b) If the Directors decide to elect a chair pursuant to rule 13.4(a), the Directors must elect a WY Director present to chair a meeting, or part of it, if:
 - (i) a WY 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 the part of the meeting.
- (c) The chair shall not have a casting vote.

13.5 Observers

The Board may invite persons, including employees and Members to the Directors' meetings as Observers only.

13.6 Use of technology

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

13.7 Resolutions at Directors meetings

13.7.1 Passing of Directors resolutions

- (a) A meeting of the Board, at which a quorum is present, may exercise all the powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) Where possible, decisions or resolutions of the Board will be by Consensus.
- (c) If a Consensus cannot be reached the question shall be voted on at the same meeting on the same day and the decision shall be carried where a majority of the Directors present and entitled to vote, vote in favour of the decision at the meeting.

13.7.2 Circulating resolutions of Directors

- (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 this rule 13.7.2 may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The Directors may pass a resolution using any technology consented to by all the Directors including email provided that:
 - (i) all Directors entitled to vote on the resolution deliver written communication that they are in favour of the resolution set out in the communication;
 - (ii) each Director confirms by telephone or other verbal communication to at least one other Director that they are in favour of the resolution; and
 - (iii) the resolution is ratified at a subsequent Directors' meeting.
- (d) A resolution under rule 13.7.2(a) or 13.7.2(c) is passed when the last Director signs or sends a written communication as the case may be.

13.8 Power to remove Directors from a meeting

The Directors may, by majority, remove any Director from a meeting if they reasonably consider that the Director's conduct is inappropriate behaviour, including:

- (a) the use of offensive or abusive language which is directed to any person, object or thing; or
- (b) attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.

14. SECRETARY AND CONTACT PERSON

14.1 Requirements for Secretary or Contact Person

14.1.1 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 a Secretary or Contact Person if the appointment is made with:
 - (i) the Registrar's permission; or
 - (ii) the leave of the court under the CATSI Act.

14.1.2 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.
- (b) The Corporation must keep each consent received under this rule 14.1.2(a).

14.2 How a Secretary or Contact Person is appointed after Registration

The Directors appoint a Secretary or Contact Person.

14.3 Terms and conditions of office

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

15. CHIEF EXECUTIVE OFFICER

15.1 Appointment

- (a) The Board may appoint and remove the CEO of the Corporation on such terms and conditions as the Board determines.
- (b) The CEO shall be an employee of the Corporation.
- (c) The CEO shall not be a Director of the Corporation during the term of his or her appointment as CEO.
- (d) Eligibility for appointment as the CEO will be based on merit and not on any affiliations.

- (e) The CEO must have:
 - (i) experience working with and some knowledge of Aboriginal culture; and
 - (ii) expertise and experience in 2 or more of the following areas:
 - (A) financial management;
 - (B) legal practice;
 - (C) accounting;
 - (D) business development; or
 - (E) any other area of expertise or experience desirable for the advancement of the Corporation's Objects.
- (f) As far as practicable, the CEO of the Corporation should be the same as the CEO of the WY Trustee Company and WY Trusts, provided that the Board of Directors gives proper consideration to the manner in which the CEO and the Corporation are to address conflicts of interest that arise as between the Corporation and the WY Trusts.

15.2 Functions

- (a) The CEO will be responsible for the day to day management, administration and legal compliance of the Corporation in accordance with any strategic plan, and annual plan formulated by the Board and otherwise at the specific direction of the Board.
- (b) The CEO must keep the Board of Directors informed at a level of detail as specified by the Board and provide all information to the Board as is requested from time to time.
- (c) The CEO must deliver a written report to the Board on a quarterly basis regarding the following matters:
 - (i) the activities of the CEO and Corporation;
 - (ii) specific projects that have been undertaken by the Corporation in the previous quarter;
 - (iii) the financial position of the Corporation; and
 - (iv) any other matters as determined by the Board from time to time.

16. SUB – COMMITTEES

- (a) The Directors or the Members at a General Meeting may form Sub-Committees for the purpose of carrying out any of the Objects of the Corporation.
- (b) Sub-Committees must:
 - (i) be fully accountable and report to the Directors and must have no powers beyond those of the Directors;
 - (ii) be subject to the rules of this Constitution, conduct meetings and otherwise deal with business in a manner and form determined by the Sub-Committee and as directed by the Directors; and
 - (iii) unless otherwise directed by the Directors, appoint one of its members to be responsible for calling meetings of Sub-Committees and inform the Secretary or Contact Person of the name of the responsible person.

17. EXECUTION OF DOCUMENTS AND THE COMMON SEAL

17.1 Corporation may have common seal

- (a) The Corporation may have a common seal.
- (b) If the Corporation does have a common seal:
 - (i) the Corporation must set out on it the Corporation's name and ICN;
 - (ii) the common seal must be kept by a person nominated by the Directors; and
 - (iii) the Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

17.2 Execution of documents

17.2.1 Agent exercising Corporation's power 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 using a common seal.

17.2.2 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) 2 Directors; or
 - (ii) a Director and a Secretary (if any); or
 - (iii) if the Corporation has only one Director, that Director.
- (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) 2 Directors; or
 - (ii) a Director and a Secretary (if any); and
 - (iii) if the Corporation has only one Director, that Director.
- (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 17.2.2(a) or 17.2.2(b).
- (d) This rule 17.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

18. FINANCES AND RECORD KEEPING

18.1 Application of funds and property

- (a) Subject to the CATSI Act and this Constitution, 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 Objects.
- (b) Subject to the CATSI Act and this Constitution, 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 18.1(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).

18.2 Minutes of meetings

18.2.1 Obligation to keep minutes

- (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;
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting.

- (b) The minutes of the meeting may be kept:
- (i) in writing; or
 - (ii) by means of an audio, or audio-visual recording.

If the minutes of the meeting are kept by means of an audio, or audio-visual recording of the meeting, the Corporation must ensure that, on the recording each person attending the meeting states their name.

- (c) 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 meeting,

signs those minutes within a reasonable time after the first meeting.

- (d) 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 meeting,

signs a declaration under rule 18.2.1(e) within a reasonable time after the first meeting.

- (e) The declaration under this rule 18.2.1(e) must:

- (i) identify the audio, or audio-visual recording;
- (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
- (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.

- (f) 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.

- (g) Minutes that are recorded and signed in accordance with this rule 18.2 are evidence of the proceeding, resolution or declaration to which they relate, unless the contrary is proved.

18.3 Constitution and records about officers etc

The Corporation must keep:

- (a) an up-to-date copy of its Constitution (incorporating any changes to the Constitution made in accordance with the CATSI Act and the terms of the Constitution); and
- (b) written records relating to:
 - (i) the names and addresses of the Corporation's current officers and Secretary; and
 - (ii) the Corporation's Registered Office (if any); or
 - (iii) the Corporation's document access address (if any).

18.4 Financial records

18.4.1 Obligation to keep financial records

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial reports to be prepared in accordance with Australian Accounting Standards;
- (c) would enable those financial records to be audited in accordance with Australian Auditing Standards; and
- (d) comply with the recording keeping and reporting requirements in the CATSI Act (or any other applicable law).

Note: This obligation extends to transactions undertaken as trustee.

18.4.2 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.

18.5 Physical format

If the records that the Corporation is required to keep under rules 18.3 and 18.4 are kept in electronic form:

- (a) the records must be convertible into hard copy; and
- (b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

18.6 Place where records are kept

If the Corporation is registered as:

- (a) a large Corporation, the records that the Corporation is required to keep under rules 18.2, 18.3 and 18.4 must be kept at the Corporation's Registered Office; or
- (b) a small or medium Corporation, the records that the Corporation is required to keep under rules 18.2, 18.3 and 18.4 must be kept at the Corporation's document access address.

18.7 Right of access to Corporation books by Director or past Director

- (a) A Director (or a person who has acted as a Director within the last 7 years) 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.
- (b) A person authorised to inspect Books under this rule 18.7 for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.
- (c) This rule 18.7 does not limit any right of access to the Books of the Corporation that a person has apart from this rule 18.7.

18.8 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 18.3 or rule 18.4.
- (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 18.3 or rule 18.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 18.8(b) may make copies of the records unless the court orders otherwise.

18.9 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 am to 12 noon and from at least 2 pm to 4 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.

- (c) The Corporation must make its minute books available for inspection 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 or such other amount as is prescribed by the Regulations.

18.10 Access to governance material

18.10.1 Corporation to provide Member with Constitution, if requested

If a Member asks for a copy of this Constitution, the Corporation must provide it within 7 days and free of charge.

18.10.2 Registered Office

The Corporation must make this Constitution available for inspection by Members and officers at its Registered Office. This Constitution must be available for inspection each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

18.10.3 Document access address

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 Constitution. This Constitution must be made available for inspection within 7 days of a Member's or officer's written request for inspection.

18.10.4 General provisions regarding access to Constitution

This Constitution includes:

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

19. AUDIT

The Board must appoint an Auditor to ensure that any requirements set out in the CATSI Act or the MRO ILUA relating to the examination or auditing of the Corporation's financial records are complied with.

20. DISPUTE RESOLUTION PROCESS

20.1 Informal Dispute Resolution

If a Dispute arises any one or more of the persons involved in the Dispute (**Parties**) must try to resolve it themselves on an informal basis, in good faith, having regard to the spirit and intent of the Corporation.

20.2 Formal Dispute Resolution

- (a) If the Dispute is not resolved informally in accordance with rule 20.1, then any Party to the Dispute may give the Corporation written notice identifying the particulars of the Dispute (**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 then the Directors or either Party to the Dispute may refer the matter to a General Meeting for the Members to resolve no later than 90 days after the Dispute Notice was served.

20.3 Legal Proceedings

No Party is entitled to commence or maintain legal proceedings relating to any Dispute until the processes outlined in this Constitution have been followed, except where that Party seeks urgent interlocutory or other urgent equitable relief.

21. CONFIDENTIAL INFORMATION

Except as otherwise required by this Constitution, the Corporation and its Members shall keep confidential any information which may come into its or their possession in the course of the exercise of the powers of the Corporation that is confidential in accordance with the Law and Custom of the WY People.

22. WINDING UP

- (a) The Corporation may be wound up if:
 - (i) the Corporation so resolves by a Special Resolution of a General Meeting convened for that purpose; and
 - (ii) the Members are given at least 21 days notice specifying the intention to propose the resolution as a Special Resolution.
- (b) The Special Resolution shall specify a corporation or fund established for the benefit of Aboriginal People to which the property and funds of the Corporation shall be transferred provided such corporation or fund:
 - (i) is incorporated in Australia;
 - (ii) is charitable at law;
 - (iii) has objects similar to the Objects of the Corporation;
 - (iv) is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made; and
 - (v) whose objects prohibit distributions or payments of its or their income and property among its members to an extent at least as great as is imposed on the Corporation under or by virtue of rule 4.1(b) of this Constitution.
- (c) The Secretary or Contact Person shall, within 3 weeks after the passing of a Special Resolution, in accordance with this rule, lodge with the Registrar a notice, in the prescribed form, of the passing of the resolution and a copy of the resolution.
- (d) Any surplus funds, property or assets shall, after payment of the Corporation's debts, be given or transferred to the corporation or fund specified in the Special Resolution, in accordance with rule 22(b).
- (e) No payment shall be made to a member upon winding up other than as is authorised by this Constitution.
- (f) The Commissioner of Taxation shall be notified in the event of the winding up of dissolution of the Corporation.

23. COMMUNICATION AND NOTICES

23.1 General

- (a) Unless the CATSI Act or this Constitution otherwise requires, notice must be given in writing (including by fax).
- (b) Notices of Directors' meetings given under rule 13.2 can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

23.2 How a notice to a Member may be given

Unless the CATSI Act or this Constitution require otherwise, a notice may be given by one or more of the following methods:

- (a) personally;
- (b) in accordance with Law and Custom;
- (c) by leaving it at a Member's address as recorded in the Register of Members;
- (d) by sending it by pre-paid ordinary mail to the Member's address as recorded in the Register of Members or an alternative address (if any) nominated by the Member;
- (e) by sending it to the fax number (if any) or electronic address (if any) nominated by the Member; or
- (f) by sending it to the Member by other electronic means (if any) nominated by the Member; and
- (g) in relation to an AGM, by placing the notice in the local newspaper.

23.3 When notice taken as being given

Unless the CATSI Act or this Constitution require otherwise, if a notice or communication:

- (a) is given by pre-paid ordinary mail, it is taken to have been given 7 days after posting;
- (b) is given by fax, or other electronic means, it is taken to have been given on the Business Day after it is sent; and
- (c) is given:
 - (i) after 5:00pm 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 9:00am on the next day which is not a Saturday, Sunday or public holiday in that place.

24. AMENDMENT OF THE CONSTITUTION

24.1 Corporation wants to change the Constitution

For the Corporation to change the Constitution, the following steps must be complied with:

- (a) the Corporation must pass a Special Resolution effecting the change;
- (b) if, under the Constitution, 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 with ORIC under rule 24.2;
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change; and
- (e) the Constitution must not be altered or amended in any way that results in it being inconsistent with the MRO ILUA.

24.2 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 to the effect that the Special Resolution was passed in accordance with the CATSI Act and the Constitution; and
 - (iv) a copy of the change to the Constitution.
- (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 above; 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 Constitution as it would be if the Registrar registered the change, it must do so.

24.3 Date of effect of change

A change to the Constitution under this rule 24 takes effect on the day the change is registered.

25. REVOCATION OF ENDORSEMENT AS A DEDUCTIBLE GIFT RECIPIENT

25.1 Definitions

For the purposes of this clause 25, the following definitions apply:

- (a) Deductible Contribution means:
 - (i) a contribution of money or property as described in column 2 of item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
 - (ii) a contribution of money as described in column 2 of item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,held for the purpose of the Corporation.
- (b) Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97; and
- (c) ITAA97 means *Income Tax Assessment Act 1997 (Cth)*;

25.2 Revocation of Endorsement

Upon the revocation of the Corporation's endorsement as a Deductible Gift Recipient and in accordance with section 30-125(6) of the ITAA97, the Corporation will transfer any surplus gifts of money, property or Deductible Contributions and any money received because of such gifts or money, property or Deductible Contributions to another Deductible Gift recipient that:

- (a) is incorporated in Australia;
- (b) is charitable at law;
- (c) has objects similar to the objects of the Corporation;
- (d) whose objects prohibits distributions or payments of its or their income and property among its members to an extent at least as great as is imposed on the Corporation under or by virtue of rule 4.1(b) of this Constitution;
- (e) is approved by Special Resolution of the Members; and
- (f) is approved by the Commissioner of Taxation.

Schedule 1 – Interpretation and Definitions

S1.1 Interpretation

- (a) In the Constitution:
 - (i) words in the singular include the plural and vice versa;
 - (ii) any gender includes the other genders;
 - (iii) the words 'including', 'include' and 'includes' are to be read without limitation;
 - (iv) a reference to:
 - A. 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;
 - B. writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
 - C. a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
 - (v) headings and notes are used for convenience only and are not intended to affect the interpretation of the Constitution;
 - (vi) 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 the Constitution;
 - (vii) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
 - (viii) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.
- (b) The replaceable rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with the Constitution.

S1.2 Definitions

Aboriginal persons or Aboriginal people	means persons of the Aboriginal race of Australia.
Active Claim Group Member	<p>in relation to a native title claim group, means a person who holds a particular position or office with respect to that claim group and/or its associated entities. This includes, but is not limited to:</p> <p>(a) directors;</p> <p>(b) trustees, directors on a trustee company board, members of a trustee advisory committee or trustee decision making committee;</p> <p>(c) working group members; and</p> <p>(d) committee members.</p>
Agreement	<p>means any agreement with:</p> <p>(a) the State of Western Australia;</p> <p>(b) the Commonwealth of Australia;</p> <p>(c) any local government;</p> <p>(d) any corporate or non-corporate entity; or</p> <p>(e) any legal or natural persons.</p>
AGM	means an annual general meeting of the Members under the provisions of the Constitution.
Applicant	means a person is eligible to become a Member of the Corporation and has applied to become a Member in accordance with rule 6.
Approved Body Corporate	has the meaning given in the MRO ILUA.
Approved Determination of Native Title	has the meaning given to that phrase in the Native Title Act.
Auditor	means the person, company or firm that is appointed as the auditor of the Corporation from time to time in accordance with rule 19.
Australian Accounting Standards	means the standards of that name maintained by the Australian Accounting Standards Board created by section 226 of the <i>Australian Securities and Investments Commission Act 2001</i> (Cth).

Australian Auditing Standards	means the standards made by the Auditing and Assurance Standards Board created by section 227A of the <i>Australian Securities and Investments Commission Act 2001</i> (Cth).
Benefits Management Structure	has the meaning given in rule 1(e).
Board or Board of Directors	means the people elected or appointed in accordance with rule 10 to manage the affairs of the Corporation in accordance with the CATSI Act and this Constitution.
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 Western Australia.
CATSI Act	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth) as amended from time to time and any regulations made under it.
Chairperson	means a person elected as Chairperson of a General Meeting in accordance with rule 9.8.
Circulating Resolution	means a resolution of the Directors passed in accordance with rule 13.7.2.
Code of Conduct	is a list of rules with which the officers of the Corporation must comply.
Commissioner of Taxation	means a Commissioner of Taxation, second Commissioner of Taxation and Deputy Commissioner of Taxation as provided for in sections 4 and 7 of the <i>Taxation Administration Act 1953</i> (Cth).
Common Law Holders	has the same meaning given in the Native Title Act.
Consensus	means the general agreement among those present at a meeting held under this Constitution as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon in accordance with Law and Custom, as determined by the Chairperson of the meeting. For the avoidance of doubt, a decision made by Consensus in accordance with Law and Custom, does not necessarily require that the decision be agreed unanimously.
Constitution	means this constitution and any amendments or substitutions.
Contact Person	means a person elected or appointed in accordance with rule 14.
Corporation	means the Corporation referred to in rule 2.
Director	means a person who holds office as a member of the Board of Directors of the Corporation in accordance with rule 10.

Directors' meeting	refers to meetings of the Board of Directors held in accordance with rule 13.
Dispute	means a dispute referred to in rule 20.
Dispute Notice	has the meaning given to it in rule 20.2.
Financial Year	means the 12 month period ending on 30 June each year.
General Meeting	refers to a general meeting of the Members of the Corporation called and held in accordance with rule 8 and includes any SGM and AGM.
Independent	<p>means that the person, and any person who is a relative of that first person, so far as the first person is, or ought to be, reasonably aware:</p> <ul style="list-style-type: none"> (a) is not and has not been a member of the WY People; (b) is not and has not been a relative or a spouse of a member of the WY People; (c) does not have a membership interest (in accordance with section 960-135 of the <i>Income Tax Assessment Act 1997</i> (Cth)) in a Related Entity; (d) is not and has not within the period of 3 years prior to their appointment as a Director been: <ul style="list-style-type: none"> i. an employee of, officer of, consultant to, advisor to, auditor of or other service provider to the Corporation, the WY Trustee Company, the WY People or a Related Entity; or ii. an employee or officer of a Related Entity, a partner in a partnership, or a direct or indirect associate of a Related Entity or partnership, which is, or has been within that 3 year time period, consultant to, advisor to, auditor of or other service provider to the WY People, WY Trustee Company, the Corporation or a Related Entity; (e) has no material contractual relationship with a Related Entity, WY Trustee Company, the Corporation or the WY People, other than as a Director; (f) has not served on the Board for a period which could, or could possibly be perceived to, materially interfere with the person's ability to impartially and objectively discharge their duties as a Director; (g) has no material interest in, business affiliation with or other relationship with the Corporation, WY Trustee Company, the WY People or a Related Entity which would hinder the person in the impartial and objective discharge of their duties.

Indigenous Corporation Number or ICN	means that number given by the Registrar to the Corporation on registration.
Law and Custom	means the body of traditions, laws, customs and beliefs recognised and held in common by the WY People and includes those traditions, laws, customs and beliefs exercised in relation to a particular area of land and waters, traditionally accessed resources and persons.
Lower Murchison Region	means the area within the WY Claim or WY Determination comprising the following stations: (a) Boolardy; (b) Manfred; (c) Wooleen; (d) Pia; (e) Meka Station; (f) Mt Wittenoorn; (g) Mt Narryer; (h) Yallalong; (i) Billabalong; (j) Murgoo; (k) Twin Peaks; (l) Meeberrie; and (m) New Forrest.
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 Directors meetings, General Meetings or AGMs, subject to the exclusions detailed in the Constitution.
Member	means a person whose name appears on the Register of Members.
Members' Resolution	means a resolution proposed by the Members in accordance with rule 9.6.
MRO ILUA	means the Murchison Radio-astronomy Observatory Indigenous Land Use Agreement dated 16 June 2009.
MRO Project	has the meaning given in rule 1(a).

Native Title Act	means the <i>Native Title Act 1993</i> (Cth) as amended from time to time.
Native Title Claim	means the Claimant Applications (including as amended from time to time) lodged in the Federal Court and allocated number/s WAD6033/98 (NNTT number/s WC04/10, and any Claimant Application in addition to, substitution for or in replacement of (either or both/all of) the Claimant Applications (including as amended from time to time).
Native Title Decision	has the same meaning given in Regulation 3 of the PBC Regulations.
Native Title Rights and Interests	has the same meaning as in s 223 of the Native Title Act.
Negotiable Instrument	has the meaning described in section 700 of the CATSI Act.
Objects	means the Objects of the Corporation as set out in rule 4.
Observer	means an observer as referred to in rule 6.8.
ORIC	means the Office of the Registrar of Indigenous Corporations.
Ordinary Resolution	means a resolution that must be passed by a majority of the votes cast by the Members entitled to vote on the resolution.
Parties	means the parties referred to in rule 20.1.
Poll	has the meaning given in rule 9.10.
PBC Regulations	means the <i>Native Title (Prescribed Bodies Corporate) Regulations 1999</i> (Cth) as amended from time to time.
Prescribed Body Corporate	has the meaning given in the PBC Regulations.
Proposing Members	has the meaning given in rule 9.6.1(c).
Ratification Deed	has the meaning given in the MRO ILUA.
Region	means the Murchison, Gasgoyne and Mid-West region of Western Australia.
Register of Common Law Holders	means the register kept in accordance with rule 8.
Register of Former Members	means the Register of Former Members kept in accordance with rule 7.
Register of Members	means the register of members kept in accordance with rule 7.
Registered Native Title Body Corporate	means has the meaning given in section 253 of the Native Title Act.

Registered Office	has the meaning given to that phrase in the CATSI Act.
Registers	means the Register of Members and Register of former Members.
Registrar	has the meaning given to that phrase in the CATSI Act.
Regulations	means the <i>Corporations (Aboriginal and Torres Strait Islander) Regulations 2007</i> (Cth) as amended from time to time.
Related Entity	<p>means an entity (within the meaning of section 960-100 of the <i>Income Tax Assessment Act 1997</i> (Cth)) that:</p> <ul style="list-style-type: none"> (a) is the WY Trustee Company; (b) is an entity in which the WY People, the WY Trustee Company or the Corporation has a material membership interest (in accordance with section 960-135 of the <i>Income Tax Assessment Act 1997</i> (Cth)); (c) is an entity which is controlled by the WY People (or any of them), the WY Trustee Company or the Corporation; (d) is a beneficiary under the WY Trusts; (e) is purporting to, or has purported to, with the express or implied approval or acquiescence of the WY People, the WY Trustee Company or the Corporation, to represent or be acting on behalf of the WY People, the WY Trustee Company or the Corporation; or (f) has a membership interest (in accordance with section 960-135 of the <i>Income Tax Assessment Act 1997</i> (Cth)) in a Related Entity.
Remaining Area	means all the stations in the Region not included in the Lower Murchison Region.
Secretary	means a person elected or appointed in accordance with rule 14.
SGM	means a General Meeting other than an AGM.
Special Resolution	means a resolution that must be passed by at least 75% of the votes cast by the Members entitled to vote on the resolution.
Sub-Committee	has the meaning given in rule 16.
Vested Land	<p>means any land:</p> <ul style="list-style-type: none"> (a) vested in; (b) granted or given to; or (c) purchased by; <p>the Corporation.</p>
WY Director	means a Director who is a member of the WY People.
WY Areas	has the meaning given in rule 6.2.1(c).

WY Claim	means the native title determination application with NNTT file number WC04/10, Federal Court file number WAD 6033/98 and known as the Wajarri Yamatji native title claim.
WY Claim Group	means all the persons who, according to their traditional laws and customs, hold the common or group rights and interests comprising the native title claimed under the WY Claim.
WY Determination	means an Approved Determination of Native Title made pursuant to a WY Claim that native title exists in respect of some part of the area the subject of the WY Claim and is held by, amongst others, some or all members of the WY Claim Group in respect of the WY Claim.
WY People	means the: <ul style="list-style-type: none"> (a) members of the WY Claim Group; or (b) where an Approved Determination of Native Title has been made, the Common Law Holders under a WY Determination from time to time. <p>and WY Person has the corresponding meaning.</p>
WY Trustee Company	has the meaning given in the MRO ILUA.

Schedule 2 – Application for Membership form



Meenangu Wajarri Aboriginal Corporation (ICN 7878)

Engaging, empowering and investing in Wajarri Yamatji People's future

Membership No: _____

Membership Application Form

I understand that Membership of the Corporation is open to adult Wajarri Yamatji People as defined in the Corporation's Constitution. Wajarri Yamatji People are the members of the Wajarri Yamatji claim group, being all the persons who, according to their traditional laws and customs, hold the common group rights and interests comprising the native title claimed under the Wajarri Yamatji native title claim. (NNTT file number WC04/10; Federal Court file number WAD 6033/98). Note that if there is a native title determination in relation to the Wajarri Yamatji native title claim, the definition of Wajarri Yamatji People may change.

I understand the above extract from the Corporation rule book and wish to apply for Membership.

Mr Mrs Ms Miss Other: _____

First Name: _____

Last Name: _____

Preferred Name: _____

Postal Address: _____

Street Address: _____

Date of Birth: _____

Phone Number: _____

Email: _____

Mother's Side

Mother's Full Name: _____
(Maiden Name)

Maternal Grandmother Name: _____

(Mother's side Maiden Name)

Maternal Grandfather Name: _____

(Mother's Father)

Father's Side

Father's Full Name: _____

Paternal Grandmother Name: _____
(Father's Mother's Maiden Name)

Paternal Grandfather Name: _____

(Father's Father Name)

Wajarri Yamatji Ares: please circle

Lower Murchison Region or Remaining Areas

Claiming Group: _____

Your Signature: _____

Today's Date: _____

Please circle

I consent to / I do not consent to

The Corporation making my details available to Wajarri Yamatji Charitable Fund and General Trust and otherwise where required by law.

The Membership Committee will fill in this part:

<i>Date Corporation received Application Form:</i>			
<i>Date Membership Committee reviewed this Form:</i>			
<i>Application accepted:</i>		<i>Application rejected:</i>	
<i>Date details entered on Register:</i>		<i>Date applicant advised about rejected application:</i>	
<i>Date applicant advised about membership being accepted:</i>			
<i>Signatures of two Committee members:</i>			
<i>Any comments:</i>			

Information:

The MWAC Rule Book defines:

Lower Murchison Area as the area within the Wajarri Yamatji native title claim comprising of the following stations:

- | | |
|------------------|-------------------|
| (a) Boolardy | (h) Yallalong |
| (b) Manfred | (i) Billabalong |
| (c) Wooleen | (j) Murgoo |
| (d) Pia | (k) Twin Peaks |
| (e) Meka Station | (l) Meeberie; and |
| (f) Mt Wittenoom | (m) New Forrest |
| (g) Mt Narryer | |

Remaining Areas means all Stations in the Region in the Wajarri Yamatji native title claim that are not included in the Lower Murchison Region.

Schedule 3 – PBC and RNTBC Rules

1. Native Title Decision Processes

- (a) The Common Law Holders may agree an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations or any other equivalent provision.
- (b) Native Title Decisions where alternative consultation processes are not permitted under the PBC Regulations, such as:
 - (i) a decision to enter into an Indigenous Land Use Agreement or an agreement under Subdivision P of Division 3 of Part 2 of the Native Title Act (**Right to Negotiate**); or
 - (ii) a decision to allow a person who is not a Common Law Holder, or a class of persons who are not Common Law Holders, to become members of the Prescribed Body Corporate; or
 - (iii) a decision to consent to one or more consultation processes in the Prescribed Body Corporation Rule Book,

then these Native Title Decisions must be made in accordance with item 2, unless the WY People have agreed and adopted different processes for making certain Native Title Decisions under item 3, in which case, those agreed and adopted processes shall apply.

- (c) Item 3 allows the WY People, where there is no particular process of decision-making that under traditional laws and customs must be followed for the giving of consent to the proposed decision, to agree and adopt a process of decision-making for consultation and consent to some or all kinds of Native Title Decisions without needing a meeting for all the Common Law Holders.

2. Default Process for Consultation and Consents to Native Title Decisions that are not Alternative Consultation Processes

- (a) Where there is a particular process that under traditional laws and customs must be followed for the Common Law Holders to give consent to Native Title Decisions that are not Alternative Consultation Process Decisions, then that process under traditional laws and customs must be followed.
- (b) Where there is no particular process of decision-making that under traditional laws and customs must be followed for the Common Law Holders to give consent to the proposed Native Title Decision and no other agreed or adopted process has been made under item 3, then the WY People agree and adopt the process set out in items 2(c) and 2(d) as the process to consult with, and obtain the consent of, the WY People to a Native Title Decision.

- (c) Notices and processes for meetings concerning Native Title Decisions shall be same as for General Meetings and shall apply as if the meeting were a General Meeting, save that:
 - (i) reasonable steps shall be taken to give notice of the meeting to as many WY People for the area to be affected by the Native Title Decision who are not Members, as practicable. Such reasonable steps may include, but are not limited to, sending information to people who are entered on the Register of Common Law Holders but are not Members, or by placing notices in public places in the relevant WY Area or in newspapers with circulation in the relevant WY Area;
 - (ii) the quorum shall be the greater of 20 WY People and 10% (or more), of the WY People on the Register of Common Law Holders; and
 - (iii) a decision to consent to a Native Title Decision is made by way of resolution passed by Consensus, and in the absence of Consensus, a resolution passed by a majority of the votes cast by the WY People present (Ordinary Resolution).
- (d) The Directors must ensure that the members of the WY People at the meeting understand the purpose and nature of a proposed Native Title Decision and options available, including by consulting and considering the views of a representative body, and where it considers it to be appropriate and practicable, give notice of those views to the WY People.

3. Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions

- (a) Subject to item 1 and where permitted under the PBC Regulations or any other law, the WY People may decide to agree and adopt a process where consultation and consents to some or all kinds of Native Title Decisions that are not Alternative Consultation Process Decisions may be made by the Directors without further meetings, consultations and consents of the WY People.
- (b) The WY People, using the process set out in item 2, may revoke any such agreed and adopted processes made under this item 3 from to time to and agree and adopt alternative processes under item 2.

4. Evidence of Consultation and Consent

- (a) The Directors are responsible for ensuring that all Native Title Decisions are certified in accordance with Regulation 9 of the PBC Regulations or equivalent regulation.