



# Carpentaria Land Council Aboriginal Corporation

## Constitution

ICN - 268



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## **1 Name**

The name of the corporation is Carpentaria Land Council Aboriginal Corporation

## **2 Interpretation (Understanding these Rules)**

See 'Schedule I – Dictionary and interpretation' for the meanings of terms and phrases used in this Constitution.

## **3 Objectives**

The objectives of the corporation are:

- (a) the principal object of the Association is the relief of poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune among Aboriginal peoples within the area of the Association amongst the members of the Association. Without limiting the generality of sub-rule (above), the Association shall advance its principal object by the following means;
- (b) facilitating the return of Aboriginal land and waters in the lower Gulf of Carpentaria to Aboriginal people and obtaining secure title to those lands and waters;
- (c) assisting Aboriginal people to manage land and waters in the lower Gulf, including wherever possible, to control access to those lands and waters;
- (d) assisting Aboriginal people to manage natural resources in the land and waters in the lower Gulf, including wherever possible, to control access to those natural resources;
- (e) advocating the rights and interests of Aboriginal people in the lower Gulf regarding activities that impact upon the land and waters;
- (f) promoting the education, training and employment of Aboriginal people in traditional and contemporary land management practices, natural resource management and conservation activities;
- (g) for the primary benefit of Aboriginal people, developing commercial and other enterprises associated with the use and management of land and waters;
- (h) taking steps to achieve and to promote economic development and self determination for Aboriginal people in the lower Gulf;

- (i) assisting Aboriginal people to protect sacred sites and sites of significance in land and waters;
- (j) promoting the continuation of Aboriginal culture, knowledge and language and the protection of member's intellectual property relating to traditional and/or contemporary Aboriginal culture, knowledge and language in the lower Gulf of Carpentaria.
- (k) to maintain for a gift fund to be named "The Carpentaria Land Council Aboriginal Corporation Gift Fund".

#### **4 Powers of the corporation**

Subject to the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (the Act) and these rules, the corporation has the power to do anything lawful to carry out the objectives, except:

- (a) the corporation cannot charge application fees for membership or membership fees.

**Note** rule 11.1 deals with powers of the directors

#### **5. Membership of the Corporation**

##### **5.1 Members on registration**

- (a) A person only becomes a member when the corporation is registered, as long as the registration complies with the Act.
- (b) Members' names must be entered on the register of members.

##### **5.2 Members by Application**

###### **5.2.1 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
- (b) the person is eligible for membership
- (c) the directors accept the application
- (d) the person's name is entered on the register of members.

## **5.2.2 Who can apply to become a member? (membership eligibility)**

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

- (a) is at least 18 years of age and an Aboriginal person;
- (b) has a primary affiliation with a Gulf Language Group;
- (c) is Normally Resident in the Lower Gulf of Carpentaria. Where resident elsewhere, a director's meeting determines that it is proper for the person to be a member; and,
- (d) is not a body corporate.

### **5.2.2.1 Gulf Language Groups**

- (a) The following Gulf Language Groups are recognised under these rules until a resolution is duly passed by members in accordance with this rule:
  - (i) Gangalidda
  - (ii) Waanyi
  - (iii) Lardil
  - (iv) Kaiadilt
  - (v) Yangkaal
  - (vi) Gkuthaarn
  - (vii) Kukatj
  - (viii) Kurtijar
  - (ix) Garawa
- (b) No more than 10 groups may be accepted at any one time as Gulf Language Groups.



(c) In relation to a group's status as a Gulf Language Group:

- (i) A majority of members at a meeting called specifically for the purpose may declare that a group which currently has status under these rules as a Gulf Language Group shall no longer have that status.
- (ii) At the same meeting or at another meeting of members called specifically for that purpose, a majority of members may declare that another group of Aboriginal people whose traditional territory is in the lower Gulf region has status as a Gulf Language Group.

#### **5.2.2.2 Constitutional change regarding Gulf Language Group**

- (a) At the same meeting or at another meeting of members called specifically for that purpose, a majority of members may amend the constitution to remove and, or, add a Gulf Language Group as long as 5.2.2.1 has been complied with and subject to requirements specified in 20.1 (c) (d).

#### **5.2.2.3 Gulf Language Group and Member Cessation of Membership**

Where a Gulf Language Group has been removed pursuant to these rules, members who are listed on the register of members as primarily affiliated with that Gulf Language Group are no longer eligible for membership and their membership ceases.

#### **5.2.3 Membership application**

- (a) A person (the applicant) who wants to become a member must apply to the corporation.
- (b) The application must be in writing and include the Gulf Language Group to which the applicant has primary affiliation.

#### **5.2.4 Deciding membership applications**

- (a) The directors will consider and decide membership applications.
- (b) Applications will be considered and decided in the order in which they are received by the corporation.

- (c) The directors must not accept an application for membership of the corporation unless the applicant:
- (i) applies according to rule 5.2.3.
  - (ii) meets all the eligibility for membership requirements.
- (d) The directors may seek further information relevant to the eligibility criteria outlined in rule 5.2.2 to help determine the outcome of the membership application, including from any person or body whom or which the directors considers to have expertise in relation to the information contained on the membership application.
- (e) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- (f) The directors shall inform the applicant in writing of its determination of the membership application as soon as the determination is made and if membership is refused, must notify the applicant of the reasons.
- (g) If the applicant is not satisfied with any aspect of the determination, he or she shall be given the opportunity of presenting further material, (within 14 days of receipt of the statement of reasons), in support of the application. This further material may be presented by attending the directors' meeting in order to discuss the basis for the application, at the first directors' meeting after the applicant has received notification of the determination. Following the receipt of the further material and the conclusion of the relevant directors' meeting, the directors shall decide as soon as practicable whether to alter the determination and shall notify the applicant in writing of that decision within 7 days.
- (h) The directors' decision shall be final.

### **5.2.5 Entry on the register of members**

- (a) If the directors accept a membership application, 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, then the corporation must not enter the person on the Register of Members until after the general meeting has been held.

### **5.2.6 Amending Details of Membership**

- (a) Any member of the Association can apply to the board of directors in writing to amend their primary affiliation as recorded on the Register of Members.*
- (b) In considering whether to change a primary affiliation recorded on the Register of Members, the board of directors may seek further information under rule 5.2.4.*
- (c) The directors must inform the applicant in writing of the decision.*
- (d) If the applicant is not satisfied with the determination he or she shall be given the opportunity of presenting further material in support of the application and attending the directors meeting, at the first directors meeting after the applicant has been notified of the determination, in order to discuss the basis for the application. Following the receipt of the further material or conclusion of the meeting with the directors, the directors shall notify the applicant in writing of its decision within 14 days.*
- (e) The directors' decision shall be final.*

### **5.3 Membership fees**

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

### **5.4 Members rights and obligations**

#### **5.4.1 Members rights**

- (a) Each member has rights under the Act and these rules including the rights set out below.
  - (i) a member who is Normally Resident in the lower Gulf can stand for or be nominated or elected as a director or alternative director
  - (ii) can vote at a general meeting
  - (iii) can attend and speak at a general meeting of the corporation
  - (iv) cannot be removed as a member unless the directors and the corporation have complied with rule 5.7

- (v) can put forward resolutions to be voted on at a general meeting of the corporation in accordance with rule 7.6
  - (vi) can ask the directors to call a general meeting of the corporation in accordance with rule 7.3.2
  - (vii) can access the following books and records of the corporation:
    - (A) the register of members, under rule 6.5
    - (B) the minute books, under rule 14.9
    - (C) the corporation's rule book, under rule 14.11
    - (D) certain reports prepared by or for the directors and the corporation, in accordance with the Act
  - (viii) can ask the directors to provide access to any other records or books of the corporation in accordance with rule 14.10.
  - (ix) can have any disputes with another member or with the directors dealt with under the process in rule 17.
- (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) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 17.

#### **5.4.2 Members' responsibilities**

Each member has the following responsibilities:

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

#### **5.4.3 Liability of members**

- (a) The members are not liable to contribute to the property of the corporation on winding up.
- (b) If the application for registration of the corporation states that members and former members are:

- (i) not to be liable to contribute towards the payment of the debts and liabilities of the corporation, then they are not liable to contribute, or
- (ii) to be liable to contribute towards the payment of the debts and liabilities of the corporation on a particular basis, then they are liable so to contribute on that basis.

## **5.5 How a person stops being a member**

### **5.5.1 A person will stop being a member if:**

- (a) the person resigns as a member (see rule 5.6);
- (b) the person dies; or,
- (c) the person's membership of the corporation is cancelled (see rules 5.7.1 to 5.7.4)
- (d) the person ceases to be a member in accordance with rule 5.5.2 (b).
- (e) the Gulf Language Group to which that person is primarily affiliated has its status removed in accordance with rule 5.2.2.1 (c) (i).

### **5.5.2 When a person ceases to be a member**

- (a) 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.
- (b) A person who held membership as a Greater Mt Isa Region member under rule 8 (1) (b) of the Corporation's Constitution as approved by the Registrar on 18 October 2004, shall cease to be a member of the Corporation:
  - (i) at the time the Registrar or his delegate approves these Rules; and
  - (ii) the day on which the corporation ceases to be recognised as a representative body, whichever is the later.

## **5.6 Resignation of 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 current members of the corporation within 14 days of receiving the resignation notice.

## **5.7 Process for cancelling membership**

### **5.7.1 Cancelling membership if member is not or ceases to be eligible**

- (a) The directors may, by resolution, cancel the membership of a member if the member:
  - (i) is not eligible for membership; or,
  - (ii) has ceased to be eligible for membership,
- (b) Before cancelling the membership, the directors must give the member notice in writing stating that:
  - (i) the directors intend to cancel the membership for the reasons specified in the notice, and
  - (ii) the member has 14 days to object to the cancellation of the membership, and,
  - (iii) the objection must be in writing and if the member does not object, the directors must cancel the membership.
- (c) if the member does object as set out in rule 5.7.1 (b)(iii):
  - (i) the directors must not cancel the membership;
  - (ii) only the corporation by resolution in general meeting may cancel the membership.
- (d) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

### **5.7.2 Membership may be cancelled if member cannot be contacted**

- (a) The membership may be cancelled by special resolution in 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 two years before the meeting and
  - (ii) has made two (2) or more reasonable attempts to contact the member during that two (2) year period but has been unable to.

- (b) If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

### **5.7.3 Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person**

- (a) Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person.
- (b) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal or Torres Strait Islander person.
- (c) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as practicable after it has been passed.

### **5.7.4 Membership may be cancelled if a member misbehaves**

- (a) The corporation may cancel the membership by special resolution in a general meeting if the general meeting is satisfied that the member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings or acted in a manner that was contrary and seriously detrimental to the objects of the Corporation.
- (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.

### **5.7.5 Amending register of members after a membership is cancelled**

- (a) Within 14 days of a member's membership being cancelled, the corporation must remove their name from the register of current members of the corporation.

## **5.8 Different classes of members**

- (a) The corporation does not have different classes of members.

## **5.9 Observers and attendance at meetings of non-members**

- (a) The corporation has the following two classes of observers:
  - (i) Observers aged between 15 but less than 18 years of age with a primary affiliation to a Gulf Language Group; and,
  - (ii) Observers who the chair and the CEO or the chair and a director determine can attend.
- (b) Any dispute regarding an observer's attendance at a meeting shall be determined by the chair after consultation with the directors present
- (c) The directors by resolution may withdraw a person's status as observer.
- (d) People who are not members or not observers shall attend meetings at the sole discretion of the chair.
- (e) The chair's decision regarding attendance shall be final.

## **6. Registers of members and former members**

### **6.1 Corporation to maintain register of members**

- (a) The corporation must set up and maintain a register of members.

### **6.2 Information on the register of members**

#### **6.2.1 Information about individuals**

- (a) The register of members must contain the following information about individual members:
  - (i) the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known;
  - (ii) their primary affiliation to a Gulf Language Group.
  - (iii) the date on which the member's name was entered on the register; and,
  - (iv) the date on which the member stopped being a member.



### **6.3 Corporation to maintain register of former members**

- (a) The corporation must set up and maintain a register of former members.
- (b) The corporation may maintain the register of former members in one document with the register of members.

### **6.4 Information on the register of former members**

#### **6.4.1 Information about individuals**

The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:

- (a) the former member's name (given and family name) and address;
- (b) the Gulf Language Group to which the member had primary affiliation; and
- (c) the date on which the individual stopped being a member.

Note: The register may also contain any other name by which the individual is or was known.

### **6.5 Location and inspection of registers of members and former members**

#### **6.5.1 Location of registers**

The corporation must keep the register of members and the register of former members at:

- (a) the corporation's registered office if it is registered as a large corporation, or
- (b) the corporation's document access address if it is registered as a small or medium corporation.

#### **6.5.2 Right to inspect registers**

- (a) The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.
- (b) If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation agree that the person can access the information by computer).

### **6.5.3 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.

### **6.5.4 Right to get copies**

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

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

### **6.6 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.
- (b) ask each member attending the AGM to check and update their entry.

### **6.7 Provision of register to Registrar**

If the Registrar requests a copy of the register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

## **7. Annual general meetings (AGMs) and general meetings**

### **7.1 AGMs**

#### **7.1.1 Holding AGMs**

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

#### **7.1.2 Extension of time for holding AGMs**

- (a) 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.
- (b) If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.

#### **7.1.3 Business of AGM**

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

- (a) confirmation of the minutes of the previous general meeting, except at the first AGM;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM
- (c) the election of a director and alternative director to represent each Gulf Language Group
- (d) the remuneration of directors (if any)
- (e) the appointment and remuneration of the auditor (if any)
- (f) checking of details on the register of members (see rule 6.6 (b)).
- (g) asking questions about management of the corporation and asking questions of the corporation's auditor (if any) 7.13.

### **7.2 General meetings**

The corporation must hold its first general meeting within three (3) months after the corporation is registered.

### **7.2.1 Purpose of general meeting**

A general meeting must be held for a proper purpose.

### **7.2.2 Time and place of general meeting**

- (a) The directors shall determine the place, date and time of a general meeting of the association.
- (b) A general meeting must be held in the lower Gulf at a reasonable time and place
- (c) If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it

### **7.2.3 Business of general meeting**

The business at each general meeting must include:

- (a) confirmation of the minutes of the previous general meeting
- (b) all matters set out in the notice of the general meeting.

## **7.3 Calling general meetings**

### **7.3.1 Director may call meetings**

A majority of directors may call a general meeting of the corporation.

### **7.3.2 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, being the lesser of:
  - (i) the number of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed, 20 members, or
  - (ii) the percentage of members prescribed by the Regulations and applicable to the corporation, or, if none is prescribed 10% of the members.

(b) A request under rule 7.3.2(a) must:

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

(c) Separate copies of a document setting out a request under rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

### **7.3.3 Directors may apply to deny a members' request to call a general meeting**

(a) If the directors resolve

- (i) that a request under rule 7.3.2 is frivolous or unreasonable, or,
- (ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the members as a whole,
- (iii) 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
- (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 7.3.2 (b) (iv) notice that an application has been made.

### **7.3.4 Timing for a requested general meeting**

- (a) The directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
  - (i) a director has applied to deny a request; and
  - (ii) the Registrar has refused that request.

the directors must call the meeting within 21 days after being notified of the Registrar's decision.

## **7.4 Requirement for notice of general meeting**

### **7.4.1 Notice for general meeting**

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

Note: Shorter notice cannot be given for these kinds of meetings.

### **7.4.2 Requirement to give notice of general meeting to members and officers**

- (a) The corporation must give written notice of a general meeting to the following people:
  - (i) each member entitled to vote at the meeting
  - (ii) each director

- (iii) the secretary (if any)
  - (iv) the contact person (if any)
  - (v) any observer invited to attend the meeting pursuant to 5.9(a)(ii).
- (b) The corporation may give the notice of meeting to a member personally or by sending it by post, fax or other electronic means nominated by the member.
- (c) A notice of meeting:
- (i) sent by post is taken to be received three (3) days after it is posted;
  - (ii) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

#### **7.4.3 Requirement to give notice of general meeting and other communications to auditor**

The corporation must give its auditor (if any):

- (a) notice of a general meeting in the same way that a member is entitled to receive notice
- (b) any other communications relating to the general meeting that a member is entitled to receive.

#### **7.4.4 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 two (2) or more places, the technology that will be used to do this)
  - (ii) state the general nature of the meeting's business
  - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is
  - (iv) if a member is entitled to appoint a proxy, contain a statement setting out:

- (A) that the member has a right to appoint a proxy; and
- (B) that the proxy must be a member of the corporation

(b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

## **7.5 Failure to give notice**

In the absence of any deliberate conduct, a general meeting, or any proceeding at a general meeting, will not be invalid just because:

- (i) the notice of the general meeting has accidentally not been sent to all members; or
- (ii) a person has not received the notice.

## **7.6 Members' resolutions**

### **7.6.1 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 under rule 7.6.1(d).
- (b) A notice of a members' resolution must:
  - (i) be in writing;
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) For the purposes of rule 7.6.1(a), the required number of members is the lesser 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, five (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.



### **7.6.2 Consideration of members' resolutions**

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

### **7.6.3 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 must be:
  - (i) made by at least the required number of members under rule 7.6.3(f)
  - (ii) in writing
  - (iii) signed by the members making the request
  - (iv) given to the corporation.
- (c) Separate copies of a document setting out the request may be used for signing by members if the working 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.
- (f) For the purposes of rule 7.6.3(b), the required number of members for the corporation is the lesser of:

- (i) the number of members prescribed by the Regulations and applicable to the corporation for the purposes of making such a request, or, if none is prescribed, five (5) members, or
- (ii) the percentage of members prescribed by the Regulations and applicable to the corporation for the purposes of making such a request, or, if none is prescribed, 10% of the members.

## **7.7 Quorum for general meeting**

### **7.7.1 Quorum**

- (a) A quorum for a general meeting will be the lesser of:
  - (i) 10 members; or,
  - (ii) 10% of members.

### **7.7.2 Quorum to be present**

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present proxies will not be counted.

### **7.7.3 Adjourned meeting where no quorum**

- (a) A meeting of the corporation's members that does not have a quorum present within one (1) hour 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 one (1) hour after the time for the meeting, the meeting is dissolved.

## **7.8 Chairing general meeting**

- (a) If no chair has been elected the directors may elect a member to chair general meetings.
- (b) The members at a general meeting must elect a member present to chair the meeting (or part of it) if the directors have not already elected a chair.
- (c) The chair must adjourn a general meeting if the majority of members present agree or direct the chair to do so.

## **7.9 Use of technology for general meeting**

The corporation may hold a general meeting simultaneously using any technology that gives the members at all venues a reasonable opportunity to participate.

## **7.10 Auditor's right to be heard at general meetings**

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

## **7.11 Voting at general meetings**

### **7.11.1 Entitlement to vote**

- (a) At a general meeting, each member has one (1) vote, both on a show of hands and a poll.
- (b) The chair has a casting vote, in addition to any vote he or she has as a member.

### **7.11.2 Objections to right to vote**

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

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

### **7.11.3 How voting is carried out**

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

### **7.11.4 Matters on which members can demand a poll**

- (a) At a general meeting, a poll may be demanded on any resolution.
- (b) A demand for a poll may be withdrawn.

### **7.11.5 When members can demand a poll**

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

### 7.11.6 When and how polls must be taken

- (a) At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (b) At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.

Note: An application to the Registrar under s225-5 is required to obtain a determination exempting the corporation from rules 7.12 and 7.13 of the suggested Rule Book, namely: 'Resolutions without a general meeting' and 'Resolutions if corporation has only 1 member'

## 7.12 Proxies

### 7.12.1 Who may appoint a proxy

- (a) A member who is entitled to attend and cast a vote at a general meeting may appoint another member as proxy to attend and vote for them at the meeting.
- (b) A proxy must share the same primary affiliation to a Gulf Language Group as the appointing member.

### 7.12.2 Rights of proxies

- (a) Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
  - (i) to speak at the meeting
  - (ii) to vote (but only to the extent allowed by the appointment)
  - (iii) to join in a demand for a poll
- (c) A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting
- (d) A person must not exercise proxies for more than three (3) members.

**Note:** However, a contravention of this rule 7.12.2(c) does not affect the validity of the votes cast.

### 7.12.3 Appointing a proxy

- (a) A member may only appoint a proxy who is a member of the corporation.
- (b) An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the Regulations, by the member making the appointment and contains the following information:
  - (i) the member's name and address
  - (ii) the corporation's name
  - (iii) the proxy's name
  - (iv) the meetings at which the appointment may be used
- (c) An undated appointment is taken to have been dated on the day it is given to the corporation
- (d) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
  - (i) the proxy need not vote on a show of hands
  - (ii) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
  - (iii) if the proxy is the chair, the proxy must vote by poll, and must vote as directed
  - (iv) if the proxy is not the chair, the proxy need not vote by poll.
  - (v) a proxy may cast their own member's vote in any way
- (e) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the corporation sending to members:
  - (i) a list of persons willing to act as proxies, or,
  - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (f) An appointment of a proxy does not have to be witnessed.
- (g) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

#### **7.12.4 Receipt of proxy documents**

- (a) For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the corporation at least 48 hours before the meeting:
- (i) the proxy's appointment;
  - (ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
- (b) If a meeting has been adjourned an appointment and any authority received by the corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies may be reduced by resolution of the directors.

#### **7.13 Questions at AGMs**

##### **7.13.1 Questions and comments by members on corporation management at AGM**

The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.

##### **7.13.2 Questions by members of auditors at AGM**

If the corporation's auditor or the auditor's representative is at an AGM, the chair of the meeting must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit
- (b) the preparation and content of the auditor's report
- (c) the accounting policies adopted by the corporation in the preparation of the financial statements
- (d) the independence of the auditor in relation to the conduct of the audit.

#### **7.14 Adjourned meetings**

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

### **7.14.1 When resolution passed after adjournment of meeting**

### **7.14.2 Business at adjourned meetings**

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

### **7.14.3 Re-notification of adjourned meeting**

If a general meeting is adjourned for 30 days or more, at least 14 days notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the general meeting will be resumed.

## **8. Directors of the corporation**

### **8.1 Numbers of directors**

#### **8.1.1 Minimum number of directors**

The Corporation shall have one (1) director to represent each Gulf Language Group.

#### **8.1.2 Maximum number of directors**

- (a) The corporation shall have a maximum number of directors which is equal to the number of Gulf Language Groups recognised under these rules (see rule 5.2.2.1).

### **8.2 Alternate Directors**

- (a) the corporation will have one (1) alternate director for each Gulf Language Group recognised under these rules.
- (b) When an alternate director attends a directors meeting as a replacement for the director who is unavailable, the alternate shall have the same rights, responsibilities and obligations under the rule book as the director which he or she replaces.



### **8.3 Eligibility to be a director**

#### **8.3.1 Eligibility for appointment as a director or alternate director**

- (a) A member is only eligible for appointment as a director or alternate director if they are actually resident in the lower Gulf of Carpentaria; and
- (b) nominated and either appointed or elected by members who are primarily affiliated with the same Gulf Language Group as the nominee, appointee or electee; and
- (c) they have a Director ID.
- (d) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the 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.

Note: The eligibility criteria for directors require that they be actually resident in the Lower Gulf of Carpentaria.

#### **8.3.2 Director and employee requirements**

- (a) A majority of directors must not be employees of the corporation.
- (b) The chief executive officer:
  - (i) may be a director but cannot chair the directors' meetings and
  - (ii) counts as an employee for the purposes of rule 8.3.2.(a).

#### **8.3.3 Consent to act as director or alternate director**

- (a) Before a person may be appointed as a director or alternate director, that person must give the corporation a signed consent to act as a director of the corporation and details of that person's Director ID.
- (b) The corporation must keep the consent.

## **8.4 Becoming a director by appointment**

### **8.4.1 The corporation may appoint a director**

The corporation may appoint a person as a director or alternate director by resolution passed in general meeting where:

- (a) A casual vacancy arises for a director or alternate director representing a Gulf Language Group and the appointee:
  - (i) meets the eligibility requirements in rule 8.3.1;
  - (ii) has primary affiliation to the Gulf Language Group requiring a director; and
  - (iii) is appointed by members with primary affiliation to that Gulf Language Group.

### **8.4.2 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 member as a director to make up a quorum.
- (b) Any appointee under rule 8.4.2 (a) must have a primary affiliation with the unrepresented Gulf Language Group
- (c) If a person is appointed under rule 8.4.2 (a), the corporation must confirm the appointment by resolution at the corporation's next AGM. If the appointment is not confirmed, the person ceases to be a director of the corporation at the end of the AGM.

## **8.5 Term of appointment**

- (a) A director is appointed for a period of two (2) years.
- (b) Subject to rule 8.5(d), a director must not be appointed for more than two (2) years
- (c) A director is eligible for reappointment.
- (d) 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.

## **8.6 How a person ceases to be a director**

### **8.6.1 A person ceases to be a director if:**

- (a) the person dies
- (b) the person resigns as a director as provided for in rule 8.7
- (c) the term of the person's appointment as a director expires
- (d) the person is removed as a director by the members as provided for in rule 8.8.1
- (e) the person is removed as a director by the other directors as provided for in rule 8.8.2, or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6 - 5 of the Act
- (g) the person no longer actually resides in the lower Gulf of Carpentaria

## **8.7 Resignation of director or alternate director**

- (a) A director or alternate director may resign as a director or alternate director by giving notice of resignation in writing to the corporation.

## **8.8 Process for removing a director**

### **8.8.1 Removal by members**

- (a) The corporation may, by resolution in general meeting, remove a director from office despite anything in:
  - (i) The corporation's 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 meeting is to be held. However, if the corporation calls a meeting after the notice of intention is given, the meeting may

pass the resolution even though the meeting is held less than 21 days after the notice is given.

- (c) The corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- (d) The director concerned is entitled to put his or her case to members by:
  - (i) giving the corporation a written statement for circulation to members (see rules 8.8.1(e) and (f))
  - (ii) speaking to the motion at the meeting
- (e) The corporation is to circulate the written statement given under rule 8.8.1(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 8.8.1(e)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 8.8.1(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.

### 8.8.2 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 three (3) or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Rule 8.8.2 (a) operates despite anything in:
  - (i) the corporation's constitution
  - (ii) an agreement between the corporation and the director concerned, or
  - (iii) an agreement between any or all members and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
  - (i) stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend three (3) or more consecutive directors' meetings
  - (ii) stating that the director concerned has 14 days to object in writing to the removal
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
  - (i) the directors cannot remove the director concerned
  - (ii) the corporation, by resolution in general meeting, may remove the director in accordance with rule 8.8.1.
- (f) If the director concerned is removed, the corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
  - (i) the replacement director or
  - (ii) any other director,
  - (iii) is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed a director.

## **9. General duties**

### **9.1 General duties**

- (a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:
  - (i) a duty of care and diligence
  - (ii) a duty of good faith
  - (iii) a duty of disclosure of material personal interests (see rule 10.2)
  - (iv) a duty not to improperly use position or information
  - (v) a duty to prevent insolvent trading.
- (b) The directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.

## **10. Functions, powers and duties of directors**

### **10.1 Powers of directors**

- (a) The business of the corporation is to be managed by or under the direction of the board of directors.
- (b) The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in general meeting.

### **10.2 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 10.2(b) says otherwise.
- (b) A director does not need to give notice of an interest under rule 10.2(a) if:
  - (i) the interest:

(A) is held in common with the other members

(B) arises in relation to the director's remuneration as a director

(C) relates to a contract the corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the corporation if it is not approved by the members

(ii) all the following conditions are satisfied:

(A) the director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under rule 10.2 (a)

(B) if a person who was not a director when the notice under rule 10.2 (a) was given is appointed as a director, the notice is given to that person

(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 10.2(a) must:

(i) give details of:

(A) the nature and extent of the interest

(B) the relation of the interest to the affairs of the corporation

(ii) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.

(iii) The details must be recorded in the minutes of the meeting.

(d) A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

### **10.3 Remuneration**

- (a) The directors may be paid remuneration for their services and any such remuneration must be authorised by resolution at the AGM
- (b) No remuneration for services shall be paid to directors unless and until such remuneration is authorised by resolution at the AGM
- (c) Rule 10.3 (a) and (b) does not prevent the payment of a director:
  - (i) where the director is receiving remuneration as an employee of the corporation or
  - (ii) for a contract for goods or services, (having regard to the market costs of obtaining similar goods or services) provided that rule 10.2 has been complied with;
- (d) 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
  - (iii) in connection with the corporation's business.

### **10.4 Negotiable instruments**

- (a) A negotiable instrument shall only be executed by a person authorised to do so by the directors' meeting
- (b) Any two (2) directors of the corporation duly authorised by the directors' meeting may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (c) The directors' meeting may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

### **10.5 Delegation**

- (a) The directors may by resolution delegate any of their powers to:
  - (i) a committee of directors
  - (ii) a director



- (iii) an employee of the corporation, or
  - (iv) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the directors.
- (c) The exercise of a power by a delegate is as effective as if the directors had exercised it.

#### **10.6 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 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 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 10.6(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.

## **11. Directors meetings**

### **11.1 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 2 (two) times per financial year

### **11.2 Calling and giving notice of directors' meetings**

- (a) The directors will normally determine the date, time and place of each director's meeting at the previous meeting.
- (b) A majority of directors may call a directors meeting at any time.
- (c) The date, time and place for a directors' meeting must not unreasonably prevent a director attending.
- (d) Reasonable notice of each director's meeting must be given to each director. 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
  - (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 11.2 (d) or in giving notice of any changes to the item, date or place of the directors' meeting.

### **11.3 Quorum at directors meetings**

The quorum for a directors' meeting is a majority of the directors, and the quorum must be present at all times during the meeting.

#### **11.4 Chairing directors meetings**

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

#### **11.5 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.

#### **11.6 Resolutions at directors meetings**

##### **11.6.1 Passing of directors resolutions**

- (a) A resolution of the directors must be passed by a majority of the directors.
- (b) The chair has a casting vote if necessary in addition to any vote he or she has as a director.

##### **11.6.2 Circulating director's resolutions**

- (a) the directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document under rule 11.6.2 (a) may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 11.6.2 (a) is passed when the last director signs.

## **12. Secretary and contact person**

### **12.1 Requirements for secretary or contact person**

#### **12.1.1 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 Act may only be appointed as a secretary or contact person if the appointment is made with:
  - (i) the Registrar's permission under section 279-30(7) of the Act, or
  - (ii) the leave of the court under section 279-35 of the Act.

#### **12.1.2 Consent to act as secretary or contact person**

- (a) The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation
- (b) The corporation must keep each consent received under rule 12.1.2 (a).

### **12.2 Becoming a secretary or a contact person on registration**

- (a) A person becomes a secretary or a contact person of the corporation on registration of the corporation, if the person is specified in the application with his or her consent as a proposed secretary or contact person of the corporation.
- (b) If:
  - (i) the corporation is registered as a small or medium corporation and
  - (ii) the application for registration does not specify a person to be the contact person for the corporation
  - (iii) the applicant becomes the contact person for the corporation on registration.

(c) If:

- (i) a person is specified in the application for registration of the corporation as the contact person for the corporation
- (ii) that person is specified without his or her consent
- (iii) before registration, the Registrar becomes aware of that fact; and
- (iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the contact person for the corporation on registration,
- (v) the applicant becomes the contact person for the corporation on registration.

### **12.3 How a secretary or contact person is appointed**

The directors appoint a secretary or contact person.

### **12.4 Terms and conditions of office**

#### **12.4.1 Terms and conditions of office for secretaries**

A secretary holds office on the terms and conditions (including remuneration, if any) that the directors determine.

#### **12.4.2 Terms and conditions of contact person's appointment**

A contact person's appointment is subject to the terms and conditions (including remuneration, if any) that the directors determine.

### **12.5 Duties of secretary and contact person**

#### **12.5.1 Contact person must pass on communications received**

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

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

must pass on to at least one (1) of the directors each communication received by that person for the corporation within 14 days after receiving it.

### **12.5.2 Secretary must pass on communications received**

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to at least one (1) of the directors each communication received by that person for the corporation within 14 days after receiving it.

### **12.5.3 Effectiveness of acts by secretaries**

- (a) An act done by the secretary is effective even if their appointment is invalid because the corporation or secretary did not comply with the corporation's constitution or the Act.
- (b) Rule 12.5.3(a) does not deal with the question whether an effective act by a secretary:
  - (i) binds the corporation in its dealings with other people or
  - (ii) makes the corporation liable to another person.

## **13. Execution of document and the common seal of the Corporation**

### **13.1 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.
  - (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.

## **13.2 Execution of documents**

### **13.2.1 Agent exercising corporation's power to make contracts etc.**

The corporation's power to make, vary, ratify or discharge a contract or deed 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.

### **13.2.2 Execution of documents (including deeds) by the corporation**

- (a) The corporation may execute a document without using a common seal if the document is signed by:
  - (i) two (2) directors, or
  - (ii) a director and a secretary (if any), or
  - (iii) if the corporation has only 1 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) two (2) directors, or
  - (ii) a director and a secretary, or
  - (iii) if the corporation has only 1 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 13.2.2 (a) or 13.2.2 (b).
- (d) This rule 13.2.2 does not limit the ways in which the corporation may execute a document (including a deed).

## **14. Finances and record keeping**

### **14.1 Application of funds and property**

- (a) Subject to the Act and the corporation's 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 corporation's objectives.
- (b) Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member by way of dividend or profit.
- (c) Nothing in rule 14.1 (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)
  - (ii) reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided), or
  - (iii) the corporation making payments pursuant to its objects.

### **14.2 Minutes of meetings**

#### **14.2.1 Obligation to keep minutes**

- (a) The corporation must keep minute books in which it records within one (1) month:
  - (i) proceedings and resolutions of general meetings
  - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
  - (iii) resolutions passed by 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.
- (c) 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:
  - (i) each person attending the meeting states their name, and
  - (ii) if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy
- (d) If the minutes of the meeting are kept in writing, the corporation must ensure that either:
  - (i) the chair of the meeting, or
  - (ii) the chair of the next meeting,
  - (iii) signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio visual, recording, the corporation must ensure that either:
  - (i) the chair of the meeting, or
  - (ii) the chair of the next meeting,
  - (iii) signs a declaration under rule 14.2.1 (f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 14.2.1 (f) 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
  - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.

- (h) The corporation must keep its minute books at:
  - (i) its registered office if it is registered as a large corporation, or
  - (ii) its document access address if it is registered as a small or medium corporation.
- (i) A minute that is recorded and signed in accordance with this rule 14.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### **14.3 Constitution and records about officers, contact person, 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 Act and the terms of the constitution)
- (b) written records relating to:
  - (i) the names and addresses of the corporation's current officers and secretary or contact person (as the case may be)
  - (ii) the corporation's registered office (if any)
  - (iii) the corporation's document access address (if any)

### **14.4 Financial records**

#### **14.4.1 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 and audited.

**Note** This obligation extends to transactions undertaken as trustee.

#### **14.4.2 Period for which financial records must be retained**

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

#### **14.5 Physical format**

If the records that the corporation is required to keep under rules 14.3 and 14.4 are kept in electronic form:

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

#### **14.6 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 14.3 and 14.4 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 14.3 and 14.4 must be kept at the corporation's document access address.

#### **14.7 Right of access to corporation books by director or past director**

- (a) A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
  - (i) to which that person is a party
  - (ii) which that person proposes in good faith to bring, or
  - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
  - (i) to which that person is a party
  - (ii) which that person proposes in good faith to bring, or
  - (iii) which that person has reason to believe will be brought against him or her.
  - (iv) This right continues for seven (7) years after the person ceased to be a director.

- (c) A person authorised to inspect books under this rule 14.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (d) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.7.
- (e) This rule 14.7 does not limit any right of access to corporation books that a person has apart from this rule 14.7.

#### **14.8 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 14.3 or rule 14.4.
- (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 14.3 or rule 14.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 14.8 (b) may make copies of the records unless the court orders otherwise.

#### **14.9 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. 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. The books must be made available within seven (7) days of a member's written request for inspection.
- (c) The corporation must make minutes available free of charge.
- (d) A member may ask the corporation in writing for a copy of:
  - (i) any minutes of a meeting of the corporation's members or an extract of the minutes

**Note:** The member may ask the corporation for an English translation under s.376 5(3) of the Act if the minutes are not in the English language.

- (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.

#### **14.10 Inspection of books by members**

The directors, or the corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.

#### **14.11 Access to governance material**

##### **14.11.1 Corporation to provide member with rules, if requested.**

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

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

##### **14.11.2 Registered office**

If the corporation is registered as a large corporation, the corporation must make available for inspection by members and officers at its registered office, its rule book. This rule book 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.

### **14.11.3 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 rule book. This rule book must be made available for inspection within seven (7) days of a member's or officer's written request for inspection.

### **14.11.4 General provisions regarding access to rules**

- (a) The rule book of the corporation includes:
  - (i) the corporation's constitution
  - (ii) any replaceable rules that apply to the corporation
  - (iii) any other material concerning the internal governance of the corporation that is prescribed.

### **14.12 Gift Fund Rules**

1. The corporation shall maintain for the main purpose of the corporation a gift fund:
  - (a) to be named "The Carpentaria Land Council Aboriginal Corporation Gift Fund"
  - (b) which can receive gifts of money or property for the purposes of the objectives of the corporation
  - (c) which can have credited to it any money received by the corporation because of those gifts.
2. The gift fund cannot receive any money or property other than as stated at (b).
3. The corporation shall use gifts made to the gift fund and any money received because of them only for the principle purpose of the corporation.
4. Receipts issued for gifts to the gift fund must state:
  - (a) the full name of the corporation
  - (b) the Australian Business Number and Indigenous Corporation Number of the Corporation
  - (c) the fact that the receipt is for a gift.

5. As soon as:

(a) the gift fund is wound up, or

(b) the corporation's endorsement as a Tax deductible gift recipient is revoked under section 426-55 of the Taxation Administration Act 1953,

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

## **15. Auditor**

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

## **16. Annual reporting**

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

## **17. Dispute resolution process**

This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the Act or the corporation's constitution applies, which arises between:

(a) members

(b) members and directors, or

(c) directors.

### **17.1 Informal negotiations**

If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

### **17.2 Giving of dispute notice**

(a) If the dispute is not resolved in accordance with rule 17.1 within 10 business days, any party to the dispute may give a dispute notice to the other parties.

(b) A dispute notice must be in writing, and must say what the dispute is about.

(c) A copy of the notice must be given to the corporation.

### **17.3 Seeking assistance from the Registrar**

Seeking assistance from the Registrar about the meaning of the Act or the corporation's rule book

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.

### **17.4 Referring dispute to the directors**

The directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the corporation receives the dispute notice

### **17.5 Referring dispute to a general meeting**

- (a) If the directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the corporation and put the matter to the members to resolve. The general meeting must be held within three (3) months after the corporation receives dispute notice.
- (b) When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules.



## **18. Notices**

### **18.1 General**

- (a) Unless the Act or these rules otherwise requires, notices must be given in writing (including by fax).
- (b) Notices of directors' meetings given under rule 11.2 (b) can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.

### **18.2 How a notice to a member may be given**

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

- (a) personally
- (b) left at a member's address as recorded in the register of members
- (c) sent by pre-paid ordinary mail to the member's address as recorded in the register of members
- (d) sent by fax to the member's current fax number for notices (if the member has nominated one)
- (e) sent by email to the member's current email address (if the member has nominated one).

### **18.3 When notice taken as being given**

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

- (a) is given by post, it is taken to have been given three (3) days after posting
- (b) is given by fax, it is taken to have been given on the business day after it is sent
- (c) is given:
  - (i) after 5:00 pm in the place of receipt or
  - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

## **19. Winding up**

### **19.1 Resolution to distribute surplus assets**

Subject to rule 19.2 where:

- (a) the corporation is wound up
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist, the members may pass a special resolution relating to the distribution of the surplus assets of the corporation, as long as the special resolution:
  - (i) directs surplus assets to a corporation within the lower Gulf whose objects are similar to those of the corporation being wound up and that is a fund, authority or institution to which tax deductible gifts can be made.

### **19.2 No distribution of surplus asset to members**

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

### **19.3 Gift fund**

If the corporation is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such contributions.

## **20. Amendment of the constitution**

### **20.1 Corporation wants to change the constitution**

For the corporation to change its constitution, the following steps must be complied with:

- (a) the corporation must pass a special resolution effecting the change
- (b) if, under the corporation's 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 under rule 20.2
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

### **20.2 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:
    - (A) two (2) directors
    - (B) if there is only one director, that director,

to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution, and
  - (iv) a copy of the constitutional change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the corporation must lodge:
  - (i) the documents referred to in rule 20.2(a)
  - (ii) proof that the extra requirement has been met,

within 28 days after it has been met.

- (c) If the Registrar directs the corporation to lodge a consolidated copy of the corporation's constitution as it would be if the Registrar registered the change, it must do so.

### **20.3 Date of effect of change**

A constitutional change under this rule 20 takes effect on the day the change is registered.

### **20.4 Transitional provisions**

#### **20.4.1 Governance**

- (a) All persons nominated as a director and alternate director by the members of a Gulf Language Group at the first Special General Meeting held after the AGM in 2008 shall become directors of the Corporation as and from the date that the Special Administrator appoints them.
- (b) Subject to rule 8.8 directors and alternate directors shall hold office until the AGM to be held in 2010.

#### **20.4.2 Membership**

- (a) For the purpose of the first SGM held after the AGM in 2008, a CLCAC officer shall make a list of all Gulf members and their primary affiliation with reference to the member's original application and where there is doubt, in consultation with the member in attendance.
- (b) Any dispute at the first SGM held after the AGM in 2008 regarding a member's primary affiliation shall be resolved by the special administrator, after consultation with members of the Gulf Advisory Group.
- (c) When the special administrator's appointment ceases the contact person shall record each member's primary affiliation upon the Register of Members except where that primary affiliation is not yet known or where there is an unresolved dispute.
  - (i) Where a member's primary affiliation is not yet known, the contact person shall seek to ascertain the member's primary affiliation, in consultation with the member.
  - (ii) Any dispute regarding a member's primary affiliation shall be resolved by directors who may seek further relevant information including from any person or

body whom or which the directors considers to have expertise in relation to the matter.

- (A) The directors shall inform the member in writing of its determination of the primary affiliation as soon as the determination is made and must notify the member of its reasons.
  - (B) If the member is not satisfied with any aspect of the determination, he or she shall be given the opportunity of presenting further material in support of their claim to a particular primary affiliation and attend the directors meeting, at the first directors meeting after the member has been notified of the determination, in order to discuss the basis for their claim. Following the receipt of the further material or conclusion of the meeting with the directors, the directors shall decide within 14 days whether to alter its determination and shall notify the member in writing of its decision.
  - (C) The directors' decision shall be final.
- (d) Acknowledge that the adopted Constitution will take effect and the Greater Mount Isa class of membership shall cease and those persons who belong to that class of membership shall cease to be members of the corporation at the later of:
- (i) the general meeting of the corporation which approves the changes to the Corporation's Constitution; and
  - (ii) the Registrar or his delegate approves the changes to the Corporation's Constitution; and
  - (iii) the day on which the corporation ceases to be recognised as a native title representative body.

## Schedule I – Interpretation

### Dictionary

“Aboriginal person” means a person of the Aboriginal race of Australia:

(a) An Aboriginal and Torres Strait Islander corporation

(b) A body corporate prescribed by name in the regulations made under the Act

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

“Alternate Director” means a member from the same Gulf Language Group who is appointed or elected to temporarily replace a director from that Gulf Language Group.

“Annual general meeting or AGM” means a general meeting held in accordance with rule 8.1.

“Applicant” means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 5.2.

“Application for membership form” means the form included in Schedule 3 titled *Application for Membership Form*

“Board of directors” means the people elected or appointed according to rule 9 to manage the affairs of the corporation in accordance with the Act and these rules. Unless expressly provided for, all directors derive their powers from their membership of the board.

“Board of directors’ minute book” means the books and records in which the minutes of all directors’ meetings (made under rule 14.2.1) and copies of any written resolutions passed without a directors’ meeting (under rule 11.6.2) are kept.

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

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

“Circulating resolution” means a resolution of the board of directors passed according to rule 11.6.2.

“Common seal” means the common seal of the corporation referred to in rule 13.

“Constitution” means the set of special rules that govern the activities of a particular corporation or its members.

“Contact person” means a person elected or appointed according to rule 12.

“Corporation” means the corporation referred to at rule 1.

“Director” means a person who holds office as a member of the board of directors of the corporation according to rule 8.

“Director ID” means a director identification number provided under section 308-5 of the Act.

“Directors’ meeting” refers to meetings of the board of directors held according to rule 11.

“Dispute” has the meaning given in rule 17.

“Dispute resolution process” means the process set out in rule 17.

“General meeting” refers to both special general meetings and annual general meetings of the members of the corporation called and held according to rule 7.

“General meeting minute book” means the books and records in which the minutes of all general meetings (made under rule 14.2.1) are kept.

“Gulf Language Group” means a group of Aboriginal people whose traditional territory is within the lower Gulf of Carpentaria and which is recognised according to 5.2.2.1

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

“Lower Gulf of Carpentaria” or “Lower Gulf” means those shaded areas bounded by a black line on the map at Schedule 2, along with the traditional country of the Garawa people, whilst that Gulf Language Group is recognised according to Rule 5.2.2..1

“Material personal interest” has the meaning given to it in rule 10.2

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

“Normally Resident in the lower Gulf of Carpentaria” means that for the purpose of assessing membership eligibility the applicant:

- (a) lives in the lower Gulf of Carpentaria or
- (b) the directors resolve that the person qualifies as normally resident in the Lower Gulf because:
  - (i) the person has lived a significant period of their life in the lower Gulf; and
  - (ii) retains significant and close connections to immediate family still living in the lower Gulf

“Objectives” means the objectives set out in rule 3.

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

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

“Primary Affiliation” means an affiliation by a particular Aboriginal person to a Gulf Language Group as the group of Aboriginal people to which that person primarily belongs or the group of Aboriginal people to which that person considers himself or herself to have the strongest traditional or cultural ties;

“Proxy form” means the form included in Schedule 4 – titled “Proxy Form”.

“Proxy” means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 8.12.

“Register of members” means the register of members kept according to rule 6.

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

“Replaceable rule” is a rule under the Act that can be either applied as is or changed.



“Rules” means the rules of the Constitution.

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

“Secretary” means a person elected or appointed according to rule 12.

“Set law” means provisions extracted from the Act.

“Simple Majority” means a majority of the valid vote.

“Special general meeting” or “SGM” means a general meeting other than an annual general meeting.

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

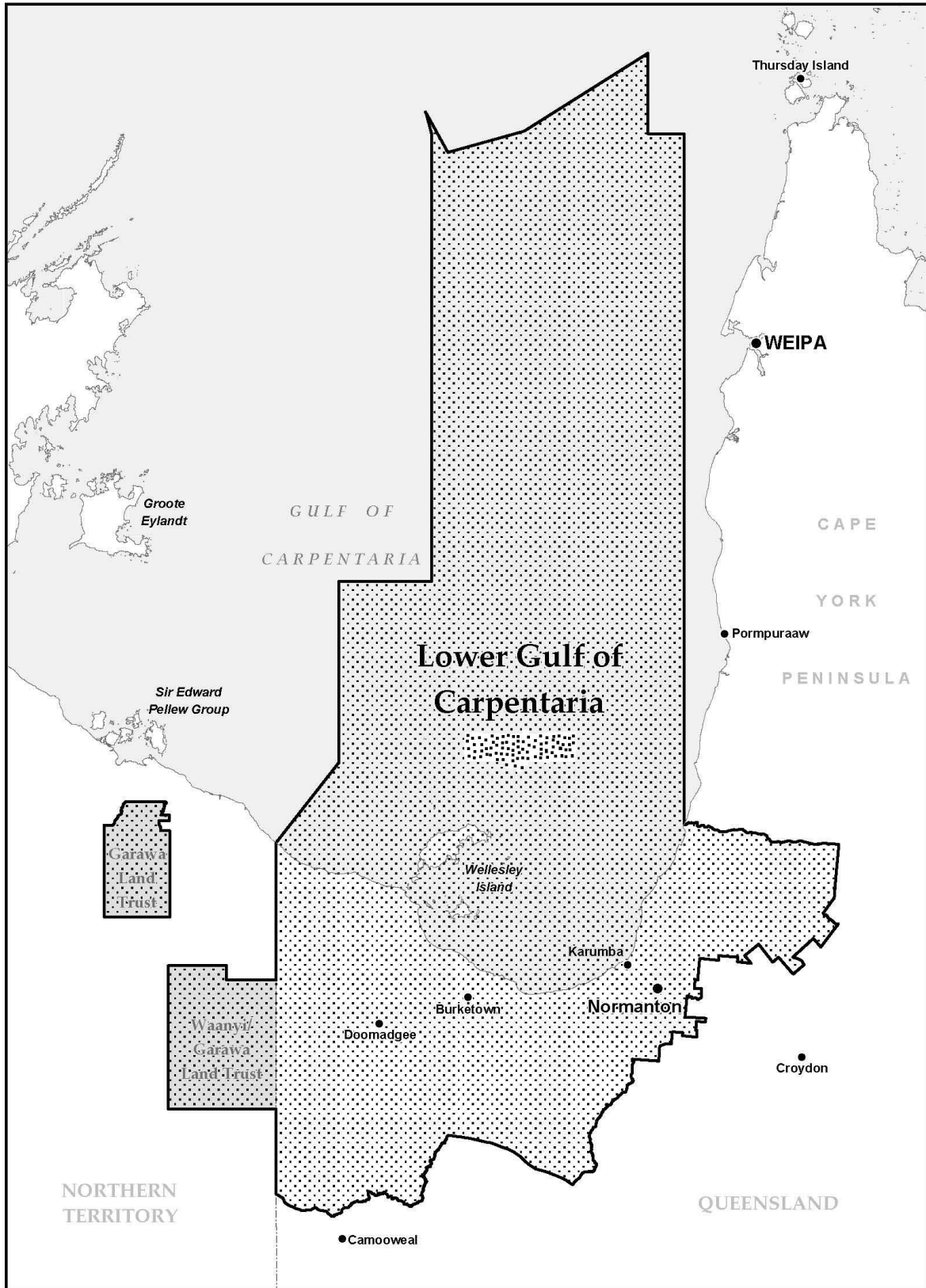
“Surplus assets” has the meaning given in rule 19.

### **Interpretation**

In these rules:

- (a) words in the singular include the plural and vice versa
- (b) the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation
- (c) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being
- (d) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules
- (e) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rule
- (f) any inconsistency with the Act is to be resolved in favour of the Act.

Schedule 2 – Map of the Lower Gulf of Carpentaria



### Schedule 3 - Application for membership form

#### APPLICATION FOR MEMBERSHIP

CARPENTARIA LAND COUNCIL ABORIGINAL CORPORATION – ICN 268  
Incorporated under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)

I declare I am eligible for membership of the Carpentaria Land Council Aboriginal Corporation.

My primary affiliation is to the following Gulf Language Group: Gangalidda, Garawa, Waanyi, Lardil, Kaiadilt, Yangkaal, Kurtijar, Kukatj, Gkuthaarn (you must circle one)

First or Given Name (print) \_\_\_\_\_

Date of Birth (print) \_ \_\_\_\_\_

Address (print) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Postal Address (if different from above) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Phone: \_\_\_\_\_

Mobile: \_\_\_\_\_

Fax: \_\_\_\_\_

Email: \_\_\_\_\_

I understand that rule 5.2.4 of the CLCAC Constitution provides that the directors meeting may seek further information relevant to the membership eligibility criteria to assist in the determination of my application for membership.

I consent to such information being sought.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

(Note: The rules relating to Membership of the Carpentaria Land Council Aboriginal Corporation are outlined under Rule 5 of the Constitution)

Schedule 4 - Proxy form

**APPOINTMENT OF PROXY**

CARPENTARIA LAND COUNCIL ABORIGINAL CORPORATION – ICN 268  
*Corporations (Aboriginal and Torres Strait Islander) Act 2006*

I appoint \_\_\_\_\_ <insert name of proxy>

being a member of the Carpentaria Land Council Aboriginal Corporation who shares the same primary affiliation as myself to one of the following Gulf Language Groups:

**Gangalidda, Garawa, Waanyi, Lardil, Kaiadilt, Yangkaal, Kurtijar, Kukatj, Gkuthaarn**  
*(circle one only)* as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on the:

\_\_\_\_\_ <insert date> and at any adjournment of that meeting.

My instructions to my proxy

are:.....  
.....  
.....  
.....  
.....  
.....

<Optional if member wishes to specify the way the proxy is to vote on a particular resolution or resolutions, include additional information above>

**Signed:**  
<Signature of member appointing proxy>

**Address:**  
<Address of member appointing the proxy>

**Date:**

NOTE: A member must not exercise proxies for more than three (3) members. *(Note: The requirements regarding the nomination of a Proxy are outlined under rule 7.12 of the Constitution)*

## Schedule 5 – Consent to become a director or secretary/contact person

### **CONSENT TO BECOME A DIRECTOR OR SECRETARY/CONTACT PERSON**

#### **CARPENTARIA LAND COUNCIL ABORIGINAL CORPORATION – ICN 268**

Incorporated under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth)

I consent to being nominated and appointed as a **director / secretary / contact person**

<circle one> of the Carpentaria Land Council Aboriginal Corporation.

My primary affiliation is to the **Gangalidda, Garawa, Waanyi, Lardil, Kaiadilt, Yangkaal, Kurtijar, Kukatj, Gkuthaarn** <circle one only>

First or Given Name (*print*) \_\_\_\_\_

Date of Birth (*print*) \_\_\_\_\_

Director ID: \_\_\_\_\_ (*must be provided by directors/alternates*)

Residential Address (*print*) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Postal Address (*if different from above*)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Phone: \_\_\_\_\_

Mobile \_\_\_\_\_

Fax: \_\_\_\_\_

Email \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

**(Note: Consent is required for directors under Rule 8.3.3 and for secretary/contact person under Rule 12.1.2).**