

**BUTCHULLA NATIVE TITLE
ABORIGINAL CORPORATION
RNTBC
ICN 9145**

RULE BOOK

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RULE BOOK OF THE BUTCHULLA NATIVE TITLE ABORIGINAL CORPORATION RNTBC

1. Name

The name of the Corporation is the Butchulla Native Title Aboriginal Corporation RNTBC.

2. Dictionary and Interpretation

The meanings of terms and phrases used in this Rule Book are set out at Schedule 1.

3. Objectives

The objectives of the Corporation are to:

- (a) Relieve poverty and disadvantage of the Butchulla People through the advancement of education, health, social or public welfare, and culture (the Corporation's principal objective);
- (b) Be the subject of a determination under sections 55, 57(2) and 57(3) of the Native Title Act in respect of the Butchulla claims and native title determinations made for the Butchulla People;
- (c) Perform the role and functions of an agent PBC in accordance with the Native Title Act and the PBC Regulations for and on behalf of the Butchulla People;
- (d) Become a Registered native title body corporate or RNTBC within the meaning of the Native Title Act, and carry out its functions for and on behalf of the Butchulla People;
- (e) Protect, promote and manage the native title rights and interests of the Common law holders as authorised by the Common law holders;
- (f) Protect, manage, maintain and monitor Butchulla country and Aboriginal cultural heritage;
- (g) Represent the Butchulla People in matters related to the ownership, use, occupation of and access to Butchulla country;
- (h) Hold money (including payments received as compensation or otherwise related to the native title rights and interests) in trust;
- (i) Invest or otherwise apply money held in trust as directed by the Common law holders;
- (j) Acquire, manage, invest, sell, and divest any assets of the Corporation for the benefit of the Butchulla People;

- (k) Consult with and obtain the consent of the Common law holders in accordance with regulation 8 of the PBC Regulations before making a Native Title Decision;
- (l) Promote the practice of, and respect for, the traditional cultural practices of the Butchulla People;
- (m) Strengthen and develop the capacity of the Butchulla People through caring, sharing and economic investment in Butchulla country, intellectual property and cultural practices;
- (n) Operate and maintain a gift fund known as “The Butchulla People’s Gift Fund” in accordance with the requirements of the Income Tax Assessment Act;
- (o) Without limiting its functions on behalf of Common law holders:
 - (i) consult other persons or bodies;
 - (ii) enter into agreements;
 - (iii) exercise procedural rights in accordance with the Native Title Act;
 - (iv) accept notices required by any law of the Commonwealth, a state or territory to be given to Common law holders;
- (p) Be the grantee, including sole trustee, of grants of land made under the Aboriginal Land Act;
- (q) Fulfil the role and functions of a trustee in accordance with the Aboriginal Land Act and relevant Land Trust Rules;
- (r) Hold land granted pursuant to the Aboriginal Land Act for the benefit of Aboriginal people (including the Butchulla People), their ancestors and descendants;
- (s) Act as trustee pursuant to the Land Act including to hold ordinary freehold land;
- (t) Act as a trustee of community purpose reserves pursuant to the Land Act; and
- (u) Perform any other function relating to the native title rights and interests as directed by the Common law holders.

4. Powers of the Corporation

- (v) Subject to the Act and these rules, the Corporation has:
 - (i) the legal capacity and powers of an individual and all the powers of a body corporate;
 - (ii) the power to do anything lawful to carry out its objectives, except charge application fees for membership or annual membership fees.

- (w) The powers of the Corporation include the power to:
- (i) raise funds by way of public appeal, grants, bequests, gifts or otherwise in such terms and in such manner as the Corporation considers appropriate;
 - (ii) grant interests in land in accordance with legislation or the terms of any trusts;
 - (iii) borrow, receive and spend money;
 - (iv) sue and be sued in its corporate name;
 - (v) employ such staff and engage such consultants as are necessary for the furtherance of its objectives;
 - (vi) establish such committees and sub-committees as may be needed from time to time to consult with and assist the Board;
 - (vii) make Native Title Decisions after consultation with and obtaining the consent of the Common law holders.
 - (viii) make a compensation application under Regulation 8B of the PBC Regulations after consulting with and obtaining the consent of the Common law holders.

5. Membership of the Corporation

5.1. Members by application

5.1.1. 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 (see Schedule 4);
- (b) the person is eligible for membership;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

5.1.2. Who can apply to become a Member (eligibility requirements for membership)

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

- (a) at least 18 years old; and

- (b) a Butchulla person, described in Schedule 2.

5.1.3. Membership application

- (a) A person (“the Applicant”) who wants to become a Member of the Corporation must apply to the Corporation.
- (b) The Application for Membership must be in writing (see Schedule 4).
- (c) The Application for Membership must specify the Butchulla Family Descent Group in respect of which the Applicant wishes to be registered for the purposes of his or her membership application (“Nominated Family Group”).

5.1.4. Nominated Family Group

- (a) An Applicant may only nominate a Butchulla Family Descent Group as their Nominated Family Group if the Applicant belongs to the Family Group.
- (b) Whilst it is possible that a person may, in accordance with the traditional laws and customs of the Butchulla People, belong to more than one (1) Family Group, a person may only nominate one (1) Family Group to which they belong on their Application for Membership, and is entitled to vote only in respect of that Family Group, where and when relevant, for the purposes of their membership.
- (c) If a Member wishes to change the Family Group to which they belong for the purposes of their membership, then the Member must seek confirmation of the change from the existing Family Group to which they belong and the new Family Group, and then notify the Corporation in writing of the change.
- (d) A list of Family Groups is at Schedule 3.

5.1.5. Deciding membership applications

Applications for Membership of the Corporation will be decided in accordance with this rule:

- (a) The Directors must, at the next Directors’ meeting, consider and decide any Application for Membership received;
- (b) Before the Board of Directors decide any Application for Membership, the application may first be provided to the Committee of Butchulla Elders who will consider all Applications for Membership and provide advice to the Directors on any Application for Membership. The consideration and advice of the Committee of Butchulla Elders is limited to:
 - (i) whether the Applicant is a Butchulla Person, and

- (ii) whether the Applicant is a member of the nominated Family Group;
- (c) In considering an Application for Membership, the Committee of Butchulla Elders may:
 - (i) ask for and take into account relevant anthropological and genealogical advice or opinion;
 - (ii) if necessary, commission relevant anthropological and genealogical advice or opinion, and
 - (iii) consider any other relevant information;
- (d) If the Committee of Butchulla Elders provides advice to the Board of Directors, in accordance with Rule 5.1.5(b), that an Application for Membership should be accepted, then the Directors must not refuse that membership application;
- (e) In deciding an Application for Membership, the Directors must take into account the advice of the Committee of Butchulla Elders as provided by Rule 5.1.5(b);
- (f) Applications will be considered and decided by the Board of Directors in the order in which they are received by the Corporation;
- (g) The Directors must accept an Application for Membership of the Corporation if the Applicant:
 - (i) applies in accordance with rule 5.1.3;
 - (ii) meets all the requirements for eligibility for membership;
- (h) If the Directors refuse a membership application, they must notify the Applicant in writing of the decision and provide reasons for the decision if the Applicant makes a request in writing.

5.1.6. Acceptance of application and entry on the Register of Members

- (a) If the Directors accept a membership application:
 - (i) subject to rule 5.1.6(b), the Applicant's name must be entered on the Register of Members within 14 days;
 - (ii) the Corporation will notify the Applicant in writing of the acceptance.
- (b) However, if:
 - (i) the Applicant applies for membership after a notice has been given for the holding of a General meeting; and

(ii) the meeting has not been held when the Directors consider the application, the Corporation must not enter the person on the Register of Members until after the General meeting has been held.

5.2. Membership fees

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

5.3. Membership rights and responsibilities

5.3.1. Members rights

- (a) Each Member has rights under the Act and these rules, including the rights set out below. A Member:
- (i) may attend, speak and, depending on the Member's level of rights under Butchulla People's traditional laws and customs, participate and be involved in decision-making at a General meeting of the Corporation;
 - (ii) may participate in the decision-making for the appointment or removal of two (2) Family Group Committee of Butchulla Elders members and two (2) proxy Family Group Committee of Butchulla Elders members from their own Family Group to, or cease to, (where relevant) represent the interests of the Family Group as part of the Committee of Butchulla Elders;
 - (iii) may be elected or appointed as a Director, or a Family Group Committee of Butchulla Elders member, but shall not be both a Director and Committee of Butchulla Elders member at the same time;
 - (iv) cannot be removed as a Member unless the Directors and the Corporation have complied with rule 5.6;
 - (v) may put forward resolutions to be voted on at a General meeting of the Corporation in accordance with rule 8.6;
 - (vi) may ask the Directors to call a General meeting in accordance with rule 8.3.2;
 - (vii) may access the following books and records of the Corporation:
 - A. the Register of Members, under rule 6.5;
 - B. the minute books, under rule 17.9;
 - C. the Corporation's Rule Book, under rule 17.11;
 - D. certain reports prepared by or for the Directors and the Corporation, in accordance with the Act.

(viii) may ask the Directors to provide access to any other records or books of the Corporation in accordance with rule 17.10;

(ix) may have any disputes with another member or Directors regarding the operation of the Corporation dealt with under the process in rule 20.

(b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.

(c) If a Member believes that their rights have been breached or ignored by the Directors, the Member can use the dispute resolution process at rule 20.

5.3.2. Members responsibilities

Each Member has the following responsibilities:

(a) to comply with the Act and these Rules in relation to the affairs of the Corporation;

(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, employees of the Corporation and the Directors with respect and dignity, and not engage in personal attacks or abusive behaviour;

(e) to refrain from behaving in a way that significantly interferes with the operations of the Corporation or of Corporation meetings.

5.3.3. Liability of Members

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

Note: Directors may be liable for damages or compensation if they breach their duties as Directors.

5.4. How a person stops being a Member

5.4.1. A person will stop being a Member if:

(a) the person resigns as a member (see rule 5.5);

(b) the person dies;

(c) the person's membership of the Corporation is cancelled (see rules 5.6.1 to 5.6.3).

5.4.2. 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.

5.5. Resignation of a Member

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

5.6. Process for cancelling membership

5.6.1. Cancelling membership if a member is not or ceases to be eligible

- (a) The Directors may, by resolution after consulting with the Committee of Butchulla Elders, cancel the membership of a Member if the Committee of Butchulla Elders are satisfied that the Member:
 - (i) never met or does not meet the eligibility requirements 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 Member's objection:
 - A. must be in writing; and
 - B. must be given to the Corporation within the period of 14 days from the date the notice is given.
- (c) If the Member does not object within the required period, the Directors must cancel the membership.
- (d) If the Member does object as set out in rule 5.6.1(b)(iii):
 - (i) the Directors must not cancel the membership;
 - (ii) only the Corporation by resolution in General meeting may cancel the membership.
- (e) If a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General meeting) as soon as possible after it has been passed.

5.6.2. Cancelling membership where a Member is not contactable

- (a) A Member's 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 (2) 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 contact the Member nevertheless.
- (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.

5.6.3. Cancelling membership if a Member misbehaves

- (a) The Corporation may cancel a Member's 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.
- (b) The General meeting may consider the Corporation's Code of Conduct in deciding whether a Member has behaved in a way that significantly interfered with the operation of the Corporation or Corporation meetings.
- (c) 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. Amending the Register of Members after a membership has been cancelled

Within 14 days of a Member's membership having been cancelled, the Corporation must remove their name from the Register of current Members of the Corporation.

5.8. Different classes of members

The Corporation does not have different classes of Members.

5.9. Observers

The Corporation may have observers at the discretion of the Members.

6. Register of Members and Former Members

6.1. Corporation to maintain Register of Members

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

6.2. Information on the Register of Members

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

- (a) 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;
- (b) the date on which the Member's name was entered on the register; and
- (c) the Butchulla Family Descent Group to which the Member belongs and has been accepted for the purposes of their Membership.

6.3. Corporation must maintain a Register of former Members

- (a) The Corporation must set up and maintain a Register of former Members.
- (b) The Corporation may maintain the Register of former Members in one document with the Register of Members.

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 seven (7) years:

- (a) the former Member's name (given and family name) and address;
- (b) the Butchulla Family Descent Group to which the former Member belonged and had been accepted for the purposes of their Membership; 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 ("Registers") 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 Registers 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 seven (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; and
- (b) ask each Member attending the AGM to check and update their entry.

6.7. Provision of Registers to Registrar

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

7. Committee of Butchulla Elders

- (x) A Committee of Butchulla Elders of the Corporation shall be appointed, which is intended to be a transparent, fair and just representation of all the Members of the

Corporation.

- (y) The role and function, along with the membership and decisions, of the Committee of Butchulla Elders will be determined, and its meetings will be carried out, in accordance with Schedule 6.
- (z) If the Directors are satisfied that the Corporation has funds available and it would be reasonable to do so given the circumstances, then the Corporation must fund a meeting of the Committee of Butchulla Elders in accordance with item S6.10, Schedule 6.

8. Annual General Meetings (AGMs) and General Meetings

8.1. AGM

The AGM is a General meeting of the Members.

8.1.1. Holding AGMs

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

8.1.2. 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.

8.1.3. Business of AGM

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

- (a) confirmation of the minutes of the previous General meeting, except at the first General meeting;
- (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 Directors;
- (d) confirmation of the Committee of Butchulla Elders;
- (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 the management of the Corporation and asking questions of the Corporation's auditor (if any) (see rule 8.14);
- (h) reviewing the status of any trust or trusts the corporation is trustee of;
- (i) reporting on all relevant matters affecting the trusts the Corporation is trustee of;
- (j) other business as the meeting determines.

8.2. General meetings

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

8.2.1. Purpose of General meeting

A General meeting must be held for a proper purpose.

8.2.2. Time and place of General meeting

- (a) A General meeting must be held at a reasonable time and place.
- (b) 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.

8.2.3. 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.

8.3. Calling General meetings

8.3.1. Directors may call meetings

- (a) The Directors may call one (1) or more General meeting/s of the Corporation as required.

8.3.2. Members may ask Directors to call General meeting

- (a) The Directors must call and arrange to hold a General meeting on the request of the greater of:
 - (i) the number of Members prescribed by the Regulations and applicable to the Corporation, or, if none is prescribed, five (5) 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 8.3.2.(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; and
 - (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 8.3.2.(a) may be used for signing by Members if the wording of the request is identical in each copy.

8.3.3. Directors may apply to deny a Member's request to call a General meeting

- (a) If the Directors resolve:
 - (i) that a request under rule 8.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 8.3.2 would be contrary to the interests of the Members as a whole,a Director, on behalf of all the Directors, may apply to the Registrar for permission to deny the request.
- (b) An application must:
 - (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member (see 8.3.2(b)(iv)) notice that an application has been made.

8.3.4. 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 refuses that request;the Directors must call the meeting within 21 days after being notified of the Registrar's decision.

8.4. Requirement for notice of General meeting

8.4.1. Notice for General meeting

- (a) At least 21 days' notice must be given of a General meeting.
- (b) The Corporation:
 - (i) may call an AGM on shorter notice, if all the Members agree beforehand;
 - (ii) may call any other General meeting on shorter notice, if at least 95% 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 Member or Director by the Members;
 - (ii) appoint a Director in place of a Director removed;
 - (iii) remove an auditor; or
 - (iv) change these Rules.
- (d) Shorter notice cannot be given for a General meeting at which a resolution referred to at rule 8.4.1.(c) will be moved.

8.4.2. Requirement to give notice of General meeting to Members, Officers and observers

- (a) The Corporation must give written notice of a General meeting to the following people:
 - (i) each Member entitled to participate in decision-making at the meeting;
 - (ii) each Director;
 - (iii) the Secretary (if any);
 - (iv) the Contact person (if any);
 - (v) any observer at rule 8.16.2 entitled to attend the meeting.
- (b) The Corporation may give the notice of the meeting to a Member personally or by sending it by post, email or other electronic means nominated by the Member.

8.4.3. 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.

8.4.4. 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;
 - B. the proxy needs to 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.

8.5. Failure to give notice

A General meeting, or any proceeding at a General meeting, will not be invalid just because:

- (a) the notice of the General meeting has accidentally not been sent to a person entitled to be sent the notice at rule 8.4.2 and rule 8.4.3; or
- (b) a person has not received the notice.

8.6. Members' resolutions

8.6.1. Notice of Members' resolutions

- (a) If a Member wishes, 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 8.6.1(d).
- (b) A notice of the Member or Members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the Member or 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 8.6.1(a), the required number of Members is the greater of:
 - (i) the number of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice, or, if none is prescribed, 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.

8.6.2. Consideration of Members' resolutions

- (a) If the Corporation has been given notice of a Member or 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.

8.6.3. 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 8.6.3(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 wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way as it gives notice of the relevant General meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if

it is defamatory.

- (f) For the purposes of rule 8.6.3(a), the required number of Members for the Corporation is the greater 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.

8.7. Quorum for a General meeting of the corporation

8.7.1. Quorum

The quorum necessary for the conduct of any business at a General meeting is ten (10) Members, with at least one (1) Member being present from six (6) Butchulla Family Descent Groups.

8.7.2. Quorum to be present

The quorum must be present at all times during the meeting.

8.7.3. 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.

8.8. Chairing General meeting

- (a) The Directors may appoint an individual to chair General meetings.
- (b) If a chair has not been appointed or the chair is not available or does not want to chair the meeting, the Directors must appoint an individual present to chair it.
- (c) The Members at a General meeting must elect a Member present to chair the Meeting (or part of it) if:
 - (i) the Directors have not already appointed a chair; or

- (ii) a previously appointed chair is not available, or does not want to chair the meeting.
- (d) The chair must adjourn a General meeting if the majority of members present, voting using the process prescribed by rule 8.12, agree or direct that the chair do so.

8.9. Use of technology for General meeting

- (a) The Corporation may hold a General meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (b) Nothing in this rule obliges the Corporation to hold a General meeting in two (2) or more places using technology if the Directors consider that it is impracticable to do so.

8.10. 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.

8.11. Proxies

There will be no proxies. Members are not entitled to appoint proxies to attend and vote on their behalf at General meetings.

8.12. Voting at General meetings

8.12.1. Entitlement to vote

At a General meeting of the Corporation, voting must take place in the following manner:

- (a) Each Butchulla Family Descent Group has one (1) vote, both on a show of hands and a Poll.
- (b) The chair has a casting vote and also, if they are a Member, any vote he or she has

as a Member.

8.12.2. 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.

8.12.3. How voting is carried out

- (a) A resolution put to the vote at a General meeting must be decided by simple majority of the votes of the Family Descent Groups on a show of hands, unless a Poll is demanded.
- (b) 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. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

8.12.4. 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.

8.12.5. 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.

8.12.6. 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.

8.12.7. Matters upon which Members may not vote

To remove any doubt, a motion cannot be proposed, and Members cannot vote on any decision which State or Federal legislation, or the terms of any trust of which the corporation is trustee, requires to be made in a manner other than a vote by Members of the corporation in accordance with this Rule Book.

8.13. Resolutions without a General meeting

- (a) The Corporation may pass a resolution without a General meeting being held if all the Members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) Auditors cannot be removed by a resolution without a General meeting.
- (c) Separate copies of a document under rule 8.13.(a) may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under rule 8.13.(a) is passed when the last Member signs.
- (e) The Corporation, in passing a resolution under this rule without holding a meeting, satisfies any requirement in the Act:
 - (i) to give Members information or a document relating to the resolution - by giving Members that information or document without the document to be signed;
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution - by lodging a copy of the document to be signed by Members;
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution - by lodging a copy of the information or documents referred to in rule 8.13.(e)(i).
- (f) The passage of the resolution satisfies any requirement in the Act, or the Corporation's rules, that the resolution be passed at a General meeting.
- (g) This rule does not affect any rule of law relating to the assent of Members not given at a General meeting.

8.13.1. Resolutions if corporation has only one (1) Member

If the Corporation has only one (1) Member, the Corporation may pass a resolution by Rule book of Butchulla Native Title Aboriginal Corporation RNTBC (ICN: 9145)
Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 23 March 2023

the Member recording it and signing the record.

8.14. Questions at AGMs

8.14.1. 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.

8.14.2. Questions by Members of auditors at AGM

- (a) If the Corporation's auditor or the auditor's representative (if any) 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:
- (i) the conduct of the audit;
 - (ii) the preparation and content of the auditor's report;
 - (iii) the accounting policies adopted by the corporation in the preparation of the financial statements;
 - (iv) the independence of the auditor in relation to the conduct of the audit.

8.15. Adjourned meetings

8.15.1. When resolution passed after adjournment of meeting

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

8.15.2. Business at adjourned meetings

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

8.15.3. Re-notification of adjourned meeting

If a General meeting is adjourned for 30 days or more, at least 21 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.

8.16. People other than Members who may attend as observers in General meetings

8.16.1. Spouses of Members

A Member's spouse who is not eligible to become a Member of the Corporation:

- (a) may attend AGMs and General meetings of the Corporation if they are the Member's carer, and if requested provide evidence of that role as carer;
- (b) does not have the right to address the meetings;
- (c) cannot vote on any resolutions proposed at the meetings; and
- (d) must sign a confidentiality form prior to the meeting.

8.16.2. Eligible persons

- (a) A person who is a Common Law Holder but who is not a Member of the Corporation:
 - (i) may attend AGMs and General meetings of the Corporation;
 - (ii) does not have a right to address the meetings; and
 - (iii) cannot vote on any resolutions proposed at the meetings.
- (b) A person who is eligible to become a Member of the Corporation but who is not a Member of the Corporation will be invited to apply for membership of the Corporation by a Director of the Corporation at the end of the first meeting attended by that person.

8.16.3. Employees or invitees of the corporation

A non-member, including a person employed by the Corporation in any capacity, may be invited to attend or address a meeting of the Corporation upon a decision by the Directors.

9. Decision Making Process

9.1. Administrative Decisions

Where a matter before the Directors is an Administrative Decision, the matter shall be decided by the Directors by majority vote (see also Rule 14.6.1).

9.2. Native Title Decisions

Where a matter before the Directors is a Native Title Decision, the Directors must consult and obtain consent from the Common Law holders in relation to the decision in accordance with the PBC Regulations.

9.3. Evidence of Consultation and Consent

As soon as practicable after a Native Title Decision is made, or a decision to make a compensation application under Rule 9.4, the Corporation must prepare a certificate in writing in accordance with Regulation 9 of the PBC Regulations (see example at Schedule 5).

9.4. Compensation Applications

Rule book of Butchulla Native Title Aboriginal Corporation RNTBC (ICN: 9145)

Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 23 March 2023

Before making a compensation application, the Corporation must consult and obtain consent in relation to the making of the application in accordance with Regulation 8B of the PBC Regulations.

10. Directors of the Corporation

10.1. Numbers of Directors

10.1.1. Minimum number of Directors

The Corporation must not have less than three (3) Directors.

10.1.2. Maximum number of Directors

The Corporation must not have more than 13 Directors.

10.2. Eligibility to be a Director

10.2.1. Eligibility for appointment as a Director

- (a) An individual is eligible for appointment as a Director if they are:
- (i) a Butchulla person;
 - (ii) at least 18 years of age;
 - (iii) a Member of the Corporation;
 - (iv) willing to resign as a Member of the Committee of Butchulla Elders (to the extent they are a Member at the relevant time) if they are appointed as a Director of the Corporation;
 - (v) able to demonstrate the following qualifications and attributes, or the capacity to learn and attain those credentials quickly:
 - A. literacy;
 - B. financial literacy;
 - C. leadership experience;
 - D. experience with directorships and Board of Directors;
 - E. a commitment to uphold all the legal duties, responsibilities and obligations of a Director;
 - F. absence of conflicting commitments; and
 - G. standing and respect amongst the Butchulla People.

- (b) If a Director is not able to demonstrate every qualification and attribute under rule

10.2.1.(a)(i) - (v) but expresses a willingness to learn and attain those credentials, a condition of appointment as a Director may include the person undertake appropriate training to achieve the requisite qualifications, including commencing such training in the first 12 months of his or her tenure as Director on the Board.

- (c) An individual is not eligible for appointment as a Director if:
 - (i) they were removed as a Director at a General meeting in accordance with Rule 10.8 and a period of three (3) Director terms commencing on the date the Director was removed at the General meeting has not yet elapsed; or
 - (ii) they are a Director of the Butchulla Aboriginal Corporation RNTBC (ICN 8107) or were a Director of that corporation within the past three (3) years.
- (d) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act may not be appointed as a Director of the Corporation.

10.2.2. Majority of Director requirements

- (a) A majority of the Directors must ordinarily reside in Australia.
- (b) None of the Directors must be employees of the Corporation.
- (c) The chief executive officer of the Corporation:
 - (i) may not be a Director and cannot chair the Directors' meetings; and
 - (ii) counts as an employee for the purposes of rule 10.2.2.(b).
- (d) There may be no more than one (1) Director from any one Butchulla Family Descent Group.

10.2.3. Consent to act as Director

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

10.2.4. Director Identification Number

- (a) A person will not be appointed as a Director of the Corporation until they obtain a DIN in accordance with the Act.

10.2.5. Code of conduct and training

- (a) The Board of Directors are to establish and maintain a Code of Conduct that must be

complied with by all Directors, officers and Members of the Corporation.

- (b) The Directors must treat all Members, employees and other Directors with respect and dignity, and not engage in personal attacks or abusive behaviour.
- (c) The Board must ensure that all Directors undergo annual Corporate Governance as well as Director Duties and Responsibilities training, or hold a certificate in Corporate Governance.

10.3. Becoming a Director by appointment (after registration)

10.3.1. The Corporation may appoint a Director

The Corporation shall appoint its Directors by resolution at AGMs under the following process:

- (a) Each Butchulla Family Descent Group may appoint one of its Members to be a Director;
- (b) The appointment by each Butchulla Family Descent Group can be made by vote, consensual appointment or any other means as the Butchulla Family Descent Group sees fit;
- (c) The appointment by each Butchulla Family Descent Group must be recorded in writing;
- (d) Each Butchulla Family Descent Group will then confirm its Director they have appointed at the AGM;
- (e) The Chair will confirm the appointment of Directors for recording in the minutes of the AGM.

10.3.2. Directors may appoint other Directors to make up a quorum

- (a) The Directors of the Corporation may appoint a person as a Director to make up a quorum if the appointment does not exceed the maximum number of Directors.
- (b) If the total number of Directors does not make up a quorum, a person can be appointed under rule 10.3.2(a) to make up a quorum for a Directors' meeting as long as that person is from the same Butchulla Family Descent Group as the director being replaced.
- (c) If a person is appointed under rule 10.3.2(a), the Corporation must confirm the appointment by resolution at the Corporation's next General meeting. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the General meeting.

10.4. Term of appointment and rotation of Directors

- (a) Subject to rule 10.4, a Director must not be appointed for more than two (2) years.
- (b) If the terms of the appointment of all Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next AGM that occurs after the last Director's appointment has expired.
- (c) The term of appointment of a Director ceases upon the earlier of:
 - (i) the second AGM following their appointment; or
 - (ii) the Director no longer satisfying the criteria for eligibility for appointment as a Director as set out in rule 10.2.1.

10.5. Alternate Directors

- (a) With the other Directors' approval, a Director (appointing Director) may appoint an alternate to exercise some or all of the Director's powers for a specified period, but for no longer than the current term of appointment of the appointing Director. The Alternate Director must be from the same Butchulla Family Descent Group as the appointing Director.
- (b) If the appointing Director asks the corporation to give the Alternate Director notice of Directors' meetings, the Corporation must do so.
- (c) The appointing Director may terminate the alternate appointment at any time.
- (d) An appointment of an alternate or its termination must be in writing. A copy must be given to the Corporation.

10.6. How a person ceases to be a Director

10.6.1. A person ceases to be a Director if:

- (a) the person dies;
- (b) the person resigns as a Director as provided for in rule 10.7;
- (c) the term of the person's appointment as a Director expires (and the person is not reappointed);
- (d) the person is removed as a Director by the Members as provided for in rule 10.8.1;
- (e) the person is removed as a Director by the other Directors as provided for in rule 10.8.2;
or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

10.7. Resignation of Director

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

10.8. Process for removing a Director

10.8.1. Removal by Members

- (a) The Corporation may, by resolution in a 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) If the reason for giving a notice of intention to move a resolution to remove a Director relates to a breach of the Code of Conduct or one (1) or more of the General Duties of Directors listed at Rule 12.1, then the notice must include details of the alleged breach.
- (d) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (e) 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 10.8.1.(b) and 10.8.1.(f));
 - (ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (f) The Corporation is to circulate the written statement given under rule 10.8.1.(e)(i) to Members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 10.8.1.(e)(i), having the statement

distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.

- (g) The written statement given under rule 10.8.1.(e)(i) does not have to be circulated to Members if it is defamatory.
- (h) If a person is appointed to replace a Director removed under this rule, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director,

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

10.8.2. Removal by other Directors

- (a) The only ground on which the Board of Directors may remove a Director from office is that they fail without reasonable excuse to attend three (3) or more consecutive Directors' meetings. The Board of Directors may remove a Director by resolution.
- (b) Rule 10.8.2.(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 Board of 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 Board of Directors must remove the Director concerned.
- (e) If the Director concerned does object:
 - (i) the Board of Directors cannot remove the Director concerned;
 - (ii) the Corporation, by resolution in General meeting, may remove the Director in accordance with rule 10.8.1.

- (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 the replacement Director or 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.

11. Chairperson

11.1. Eligibility for appointment as chairperson

- (a) A person is eligible to be appointed as chairperson if:
 - (i) the person is a Director; and
 - (ii) the person has given in writing their consent to act as a chairperson to the Corporation.

11.2. Appointment and term of chairperson

- (a) A chairperson must be appointed by election at a meeting of the Directors from those Directors who are eligible for appointment and have been nominated for the position of chairperson.
- (b) A chairperson is appointed for a term of one (1) year.
- (c) A person who has served a term as chairperson is eligible for re-appointment as chairperson.
- (d) Where a chairperson resigns or the position of chairperson otherwise becomes vacant, a Director must be elected and appointed in accordance with this rule 11 to fill the vacancy.

12. General Duties

12.1. 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 13.2);
 - (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 agent.

13. Functions, Powers and Duties of Directors

13.1. Powers of directors

- (a) The business of the Corporation is to be managed by or under the direction of the Directors. The business of the Corporation will be conducted generally in accordance with such Strategic Plan as may from time to time be endorsed by the members at a General meeting.
- (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 a General meeting.
- (c) The Directors may accept, and act in accordance with, any standing authority granted to them by the beneficiaries of any trust of which the Corporation is trustee.

13.2. 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 13.2.(b) says otherwise.
- (b) A Director does not need to give notice of an interest under rule 13.2.(a) if:
 - (i) the interest:
 - A. arises because the Director is a Member and is held in common with the other Members;
 - B. arises in relation to the Director's remuneration as a Director;
 - 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 13.2.(a);
 - B. if a person who was not a Director when the notice under rule 13.2.(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 13.2.(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; and
 - (iii) have its details recorded in the minutes of the meeting.
- (d) A contravention of this rule 13.2 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- (e) Where a Director gives notice of a material interest, the other Directors shall determine whether it is appropriate for that Director to exercise any voting rights with respect to that interest or absent themselves from the meeting for the duration of the meeting on such interest.
- (f) This rule 13.2 does not apply to the Corporation if the Corporation has only one (1) Director.

13.3. Remuneration

- (a) The Directors may be paid such reasonable remuneration as agreed to by a majority decision at a duly constituted General meeting of the Corporation.
- (b) Rule 13.3.(a) does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services provided that rule 13.2 has been complied with.

- (c) The Corporation may pay the Directors' travel 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.

13.4. Negotiable instruments and electronic transactions

- (a) Any two (2) Directors of four (4) authorised approving signatories may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- (c) Any two (2) Directors of four (4) authorised approving signatories may operate, manage and maintain any of the bank accounts of any type the Corporation holds in any manner other than by signature, including the operation of such accounts through electronic means such as by the use of PINs, telephones, computer terminals and any other means or services made available to the Corporation.

13.5. Delegation

- (a) The Directors may by resolution delegate any of their powers to:
 - (i) a committee of Directors;
 - (ii) a Director; or
 - (iii) the Committee of Butchulla Elders.
- (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.

13.6. Member approval needed for related party benefit

- (a) For the Corporation, or any 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 13.6(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.

14. Directors' Meetings

14.1. Frequency of Directors' meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every three (3) months.

14.2. Calling and giving notice of Directors' meetings

- (a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.
- (b) A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director and the Committee of Butchulla Elders.
- (c) Up to two (2) members from the Committee of Butchulla Elders are to be invited to attend each Directors' meeting.
- (d) The Board of Directors through the Chairperson or employee of the Corporation will contact the Committee of Butchulla Elders Contact Person to advise of the upcoming Directors' meeting and ask that they nominate up to two (2) Elders to attend the meeting. Once the Committee of Butchulla Elders has determined who will attend, the Contact Person for the Committee of Butchulla Elders will advise the Board.

- (e) The date, time and place for a Directors' meeting must not unreasonably prevent a Director or elders from attending.
- (f) Reasonable notice of each Directors' meeting must be given to each Director and the Committee of Butchulla Elders. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (g) Before considering any decision to be made at a Directors' meeting, the Directors will first consult with the elders present at the Directors' meeting.
- (h) 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 14.2.(f) or in giving notice of any changes to the item, date or place of the Directors' meeting.

14.3. 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.

14.4. Chairing Directors' meetings

- (a) The chairperson is to chair Directors' meetings.
- (b) The Directors must elect a Director present to chair a meeting, or part of it, if:
 - (i) a Director has not already been elected to chair the meeting; or
 - (ii) a previously elected chair is not available, or declines to act, for the meeting or part of the meeting.

14.5. Use of technology

A Directors' meeting may be called or held using any technology.

14.6. Resolutions at Directors' meetings

14.6.1. Passing of Directors' resolutions

- (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The chair has a casting vote if necessary in addition to any vote they have as a

Director.

14.6.2. Circulating resolutions if the Corporation has more than one (1) Director

- (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 14.6.2.(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 14.6.2.(a) is passed when the last Director signs.

14.7. Resolution and declarations of one (1) Director corporation

- (a) The Director may pass a resolution by recording it and signing the record.
- (b) The Director may make a declaration by recording it and signing the record. This satisfies any requirement in the Act that the declaration be made at a Directors' meeting.

15. Secretary and Contact Person

15.1. Requirements for Secretary or Contact person

15.1.1. 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 279-307(7) of the Act; or
 - (ii) the leave of the court under section 279-35 of the Act.

15.1.2. 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 15.1.2.(a).

15.2. 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,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,the applicant becomes the Contact person for the Corporation on registration.
- (d) In this rule, the applicant means the person named as the applicant on the Application for Registration of this Corporation.

15.3. How a Secretary or Contact person is appointed

- (a) The Directors appoint a Secretary or Contact person.
- (b) Subject to compliance with applicable legislation and any trust instrument, the Corporation must appoint any person appointed as Secretary or a Contact person of the Corporation as equivalent office bearer of any trust of which the Corporation is a trustee or Member.

15.4. Terms and conditions of office

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

15.5. Duties of Secretary and Contact person

Rule book of Butchulla Native Title Aboriginal Corporation RNTBC (ICN: 9145)

Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 23 March 2023

15.5.1. Contact person must pass on communications received

- (a) While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Contact person, a person:
 - (i) appointed with his or her consent as the Contact person; or
 - (ii) determined to be the Contact person.

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

15.5.2. 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 of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

15.5.3. 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 15.5.3.(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.

16. Execution of Document and the Common Seal of the Corporation

16.1. 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 the Contact person or Secretary, and only used in the manner authorised by resolution of the Directors.
- (c) The Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

16.2. Execution of documents

16.2.1. Agent exercising Corporation's power to make contracts etc.

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

16.2.2. 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 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:
 - A. two (2) Directors; or
 - B. a Director and a Secretary.
- (b) 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 rule 16.2.2.(a).
- (c) This rule 16.2.2 does not limit the ways in which the Corporation may execute a document (including a deed).

17. Finances and Record Keeping

17.1. 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 and any Strategic Plan endorsed by the Members at a General meeting.
- (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 of the Corporation.
- (c) Nothing in rule 17.1.(b) is intended to prevent:

- (i) the payment in good faith of reasonable wages to a Member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member as an employee); or
- (ii) reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

17.2. Minutes of meetings

17.2.1. 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 Members without a meeting;
 - (iv) resolutions passed by Directors without a meeting;
 - (v) if the Corporation has only one (1) Director, the making of declarations by the Director.
- (b) The minutes of the meeting may be kept:
 - (i) in writing; or
 - (ii) by means of an audio, or audio-visual, recording.
 - (iii) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the Corporation must ensure that, on the recording, each person attending the meeting states their name.
- (c) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting,signs those minutes within a reasonable time after the first meeting.
- (d) If the minutes of the meeting are kept by means of an audio, or audio visual, recording, the Corporation must ensure that either:

- (i) the chair of the meeting; or
 - (ii) the chair of the next meeting,signs a declaration under rule 17.2.1.(e) within a reasonable time after the first meeting.
- (e) The declaration under this rule 17.2.1.(e) must:
 - (i) identify the audio, or audio-visual, recording;
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
 - (iii) declare that the recording constitutes the minutes of the meeting, or that part of the meeting.
- (f) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (g) If the Corporation has only one (1) Director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made.
- (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 17.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

17.3. Constitution and records about officers, Contact person, etc.

- (a) The Corporation must keep:
 - (i) 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);
 - (ii) Current versions of any policy, Code of Conduct or Strategic Plan made pursuant to these rules;
 - (iii) Written records relating to:

- A. the names and addresses of the Corporation's current officers and Secretary or Contact person (as the case may be);
- B. the Corporation's registered office (if any);
- C. the Corporation's document access address (if any).

17.4. Financial records

17.4.1. Obligation to keep financial records

- (a) The Directors must prepare and maintain the accounts of the Corporation, and in respect of any property held by the Corporation on trust;
- (b) The Directors must ensure that the property of any trusts and the property of the Corporation are separately maintained;
- (c) The Directors may appoint a person as treasurer to keep accounts in accordance with rule 17.4;
- (d) A treasurer, if appointed, must be appointed in the same way and on the same terms as a Secretary or Contact person;
- (e) A treasurer must provide reports in relation to the accounts of the Corporation, and any trust of which the Corporation is trustee, to the Directors upon request but not less than every three (3) months;
- (f) The Corporation must keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance;
 - (ii) would enable true and fair financial reports to be prepared and audited.
- (g) The obligations under this rule 17.4.1 extend to transactions undertaken as trustee.

17.4.2. 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.

17.5. Physical format

- (a) If the records that the Corporation is required to keep under rules 17.3 and 17.4 are kept in electronic form:
 - (i) the records must be convertible into hard copy; and

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

17.6. Place where records are kept

- (a) If the Corporation is registered as:
 - (i) A large corporation, the records that the Corporation is required to keep under rules 17.3 and 17.4 must be kept at the Corporation's registered office; or
 - (ii) A small or medium corporation, the records that the Corporation is required to keep under rules 17.3 and 17.4 must be kept at the Corporation's document access address.

17.7. 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 them.
- (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.
- (c) This right continues for seven (7) years after the person ceased to be a Director.
- (d) A person authorised to inspect books under this rule 17.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (e) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 17.7.
- (f) This rule 17.7 does not limit any right of access to Corporation books that a person has apart from this rule 17.7.

17.8. 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 17.3 or rule 17.4.

- (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 17.3 or rule 17.4 subject to any other orders that the court considers appropriate.
- (c) A person authorised to inspect records under rule 17.8.(b) may make copies of the records, unless the court orders otherwise.

17.9. Members' access to minutes

- (a) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by Members, at its registered office, the minute books for the meetings of its Members and for resolutions of Members passed without meetings. The books must be made available for inspection each business day from at least 10am to 12pm and from at least 2pm to 4pm.
- (b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members, at its document access address, the minute books for the meetings of its Members and for resolutions of Members passed without meetings. The books must be made available within 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 Corporations' Members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by Members without a meeting.
- (e) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the Member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (f) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

17.10. 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.

17.11. Access to governance material

17.11.1. 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.

17.11.2. 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, this Rule Book. This Rule Book must be available for inspection each business day from at least 10am to 12pm and from at least 2pm to 4pm.

17.11.3. 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, this 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.

17.11.4. General provisions regarding access to rules

The Rule Book of the Corporation includes:

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

18. Auditor

- (aa) The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.
- (bb) If the auditor is appropriately qualified, the same auditor may be appointed to audit:
 - (i) the accounts of the Corporation; and

- (ii) the accounts of any trusts the Corporation is trustee of.

19. Annual Reporting

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

20. 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) any of the Directors, Members or other Officers of the Corporation in relation to the operation of the Corporation;
- (b) the Corporation and Common law holders or persons who claim to be Common law holders, about whether or not the person is a Common law holder;
- (c) the Corporation and Common law holders or persons who claim to be Common law holders, about the Corporation's performance of its native title functions.

20.1. Informal negotiations

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

20.2. Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 20.1 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.

20.3. Seeking assistance from the Registrar

- (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.

20.4. Referring dispute to the Committee of Butchulla Elders

The Directors must immediately pass on any dispute notice received to the Committee of Butchulla Elders and the Committee of Butchulla Elders will make a reasonable effort to help

the parties resolve the dispute within 20 business days after the Committee of Butchulla Elders receives the dispute notice.

20.5. Referring dispute to a General meeting

- (a) If no Committee of Butchulla Elders is created, or the Committee of Butchulla Elders is unwilling or unable to determine the dispute within 20 business days after receiving the dispute notice, the Directors must hold a General meeting of the Corporation and put the matter to the Members to resolve.
- (b) The General meeting must be held within three (3) months after the latter of:
 - (i) a Committee of Butchulla Elders indicating it is unwilling or unable to resolve or determine the dispute;
 - (ii) the Corporation receiving the dispute notice.
- (c) When passing any resolution about a dispute, the Members in the General meeting are subject to the Act and these rules.

20.6. Dispute resolution policy

- (a) The Directors, in consultation with the Committee of Butchulla Elders, may prepare a dispute resolution policy or policies.
- (b) A policy created under this rule 20.6 is binding upon all Members of the Corporation and forms part of the rules of the Corporation.
- (c) The policy will include provisions:
 - (i) recognising a Committee of Butchulla Elders to:
 - A. hear and determine disputes; and / or
 - B. consult with the Directors on any matters;
 - (ii) confirming which Members are eligible to sit on the Committee of Butchulla Elders in accordance with Schedule 6;
 - (iii) outlining the procedures for calling a meeting of the Committee of Butchulla Elders to determine a particular dispute including:
 - A. selecting Members from amongst the Members eligible to sit on the Committee of Butchulla Elders who are available and willing to determine a particular dispute; and
 - B. the meeting procedure of the Committee of Butchulla Elders;
 - (iv) that there is a minimum number of elders who may constitute the Committee

- of Butchulla Elders for the purposes of resolving disputes;
- (v) that the Committee of Butchulla Elders is to determine disputes that are internal to the Corporation;
 - (vi) that a decision by the Committee of Butchulla Elders finally resolves a dispute and is binding on Directors, Officers and Members of the Corporation; and
 - (vii) such other provisions that the Directors see fit.
- (d) If the Directors recognise a Committee of Butchulla Elders through a binding policy document, subject to Schedule 6, there is no limit to the number of Elders that may be eligible to sit on a particular committee of elders.

21. Notices

21.1. General

- (a) Unless the Act or these rules otherwise requires, notices must be given in writing.
- (b) Notices of Directors' meetings given under rule 14.2.(b) can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

21.2. 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);
- (f) sent by other electronic means to the Member.

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

it is taken as having been given at 9:00am on the next day which is not a Saturday, Sunday or public holiday in that place.

22. Winding Up

22.1. Resolution to distribute surplus assets

Subject to rule 22.2, where:

- (a) the Corporation is wound up; and
- (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 only if the resolution ensures that the surplus assets are managed on trust for the Butchulla People by giving or transferring to a Registered Native Title Body Corporation, with the same or similar charitable objects, appointed by the Butchulla People to replace this Corporation as holder as agent of the Butchulla Peoples' native title rights and interests.

22.2. 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.

23. Amendment of the Constitution

23.1. Corporation wants to change this 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 23.2; and
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

23.2. 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; or
 - B. if there is only one (1) 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 23.2.(a); and
 - (ii) proof that the extra requirement has been met,within 28 days after it has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Constitution as it would be if the Registrar registered the change, it must do so.

23.3. Date of effect of change

A constitutional change under this rule 23 takes effect on the day the change is registered by the Office of the Register of Indigenous Corporations.

23.4. Amendments to Schedule 2

Rule book of Butchulla Native Title Aboriginal Corporation RNTBC (ICN: 9145)

Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 23 March 2023

- (a) Despite rule 23.1, the Corporation must not pass a special resolution to amend the Schedule 2 list of apical ancestors without having first consulted with and received responses from:
- (i) the Native title representative body for the area; and
 - (ii) a consulting anthropologist who is familiar with the Butchulla People; and
 - (iii) the Common law holders.

24. Native Title Prevails Over Duty of Good Faith

A Director is not in breach of his or her general duties if they do (or refrain from doing) a particular act in good faith and with the belief that doing (or refraining from doing) the act is necessary to ensure that the Corporation complies with a native title legislation obligation.

25. Duty to Prevent Insolvency Prevails Over Native Title Duties

In the event of a conflict between:

- (cc) the duty of a Director to ensure that the Corporation complies with its Native title legislation obligations; and
- (dd) the duty of a Director to prevent insolvent trading by the Corporation,

it is the duty of a Director to prevent insolvent trading that prevails and the Director is released from the duty to ensure that the Corporation complies with its Native title legislation obligations, to the extent of the conflict.

26. Butchulla People's Gift Fund

- (ee) Upon being granted status as a charity or a deductible gift recipient or as may otherwise be required under any Commonwealth legislation, the Corporation will establish and maintain for the principal purpose under rule 3(a) of the Corporation a gift fund:
 - (i) to be named the "Butchulla People's Gift Fund";
 - (ii) which can receive gifts of money or property;
 - (iii) which can have credited to it any money received by the Corporation because of those gifts.
- (ff) The gift fund cannot receive any money or property other than that stated at rule 26(a)(ii).

(gg) The Corporation must use the following, only for the principal purpose of the corporation:

- (i) gifts made to the gift fund;
- (ii) any money received because of those gifts.

(hh) Receipts issued for gifts to the gift fund must state:

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

(ii) As soon as:

- (i) the gift fund is wound up; or
- (ii) the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953* (Cth),

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

Schedule 1 – Dictionary and Interpretation

1. Dictionary

In this Rule Book:

Aboriginal cultural heritage has the same meaning as it has in the *Aboriginal Cultural Heritage Act 2003* (Qld).

Aboriginal Land Act means the *Aboriginal Land Act 1991* (Qld).

Aboriginal Land Act decision means a decision to do, or agree to do, any act that would affect rights or interests in relation to land or waters held for the Butchulla People under the Aboriginal Land Act.

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

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

Administrative Decision means those matters that do not involve a Native Title Decision.

Alternate director means a person appointed in accordance with rule 10.5

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 in accordance with rule 5.1.

Application for Membership means the form included in Schedule 4.

Board or Board of Directors means the people elected or appointed in accordance with rule 10, acting collectively, to manage the affairs of the corporation in accordance with the Act and this Rule Book.

Board minute book means the books and records in which the minutes of all directors' meetings (made under rule 17.2.1) and copies of any written resolutions passed without a directors' meeting (under rule 14.6.2) 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.

Butchulla claims and native title determinations means the native title determination applications in Federal Court of Australia proceedings, QUD 287 of 2009 (QCD2014/015) and QUD 460 of 2018 (QC2009/005) and any approved determination of native title made on behalf of Butchulla People.

Butchulla country means the area of land and waters over which the Butchulla People claim and / or hold native title rights and interests, and to which they are connected as Butchulla People by Butchulla traditional laws and customs.

Butchulla Family Descent Group means one of the constituent family groups of the Butchulla People listed in Schedule 3.

Butchulla People means:

- (a) if the Native Title Determination has not been made or has not taken effect – the group of people described in Schedule 2; and
- (b) if the Native Title Determination has been made and has taken effect – the persons or each of the persons holding the common or group rights comprising the native title as set out in that determination.

Butchulla person means an Aboriginal person who is one of the Butchulla People.

Circulating resolution means a resolution of the Board of Directors passed in accordance with rule 14.6.2.

Committee of Butchulla Elders means that committee established in accordance with Schedule 6 with the duties set out in that schedule.

Common law holders has the same meaning as in section 56 of the Native Title Act, and means the persons included in the determination of native title as the native title holders.

Common seal means the common seal of the corporation referred to in rule 16.

Constitution means the set of special rules that govern the activities of a particular corporation or its members. The constitution includes this rule book, corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added, and set laws that have been changed.

Contact person means a person elected or appointed in accordance with rule 15.

Contact Person for the Committee of Butchulla Elders means a person elected or appointed in accordance with Schedule S6.3 from time to time.

Corporation means the corporation referred to at rule 1.

Court means any court of competent jurisdiction.

Determination Area means the land and waters the subject of a determination of native title and in relation to which the corporation is registered on the National Native Title Register.

Determination of native title has the same meaning as in section 225 of the Native Title Act that native title exists in the Determination Area, and includes a determination of native title made by the Federal Court of Australia in the Butchulla claims.

DIN means a Director Identification Number as required by the Act.

Director means a person who holds office as a member of the Board of Directors of the corporation in accordance with these Rules or deemed to be a director by the Act or any other applicable law.

Directors' meeting refers to meetings of the Board of Directors held in accordance with rule 14.

Directors' meeting minute book means the books and records in which the minutes of all directors' meetings (made under rule 14) and copies of any written resolutions passed without a directors' meeting (under rule 14) are kept.

Dispute has the meaning given in rule 20.

Dispute resolution process means the process set out in rule 20.

Family Group means one of the constituent family groups of the Butchulla People listed in Schedule 3.

Family Group Committee of Butchulla Elders member means a person elected under Schedule 6 in accordance with S6.5.

General meeting is a meeting of the members and refers to both the AGM and any other meeting of the members called and held in accordance with rule 8.

General meeting minute book means the books and records in which the minutes of all general meetings (made under rule 17.2.1) and copies of any written resolutions passed without a general meeting (under rule 14.6.2) are kept.

High Level Native Title Decision means a decision to:

- (a) surrender native title rights and interests in relation to land or waters; or
- (b) enter an indigenous land use agreement under Subdivision B, C or D of Division 3 of Part 2 of the Native Title Act or an agreement under Subdivision P (right to negotiate) of that Division; or
- (c) allow a person who is not a Common law holder, or a class of persons who are not Common law holders, to become members of the Corporation;

- (d) include one or more consultation processes in the Rule Book; or
- (e) do, or agree to do, any act that would otherwise affect the native title rights or interests of the Common law holders (other than a decision to make a compensation application).

ICN means the Indigenous Corporation Number given by the Registrar to the corporation on registration.

Income Tax Assessment Act means the *Income Tax Assessment Act 1997* (Cth);

Initial Directors means those Butchulla persons identified as Directors in the application for registration of the Corporation.

Land Act means the *Land Act 1994* (Qld).

Land decision means a native title decision, an Aboriginal Land Act decision, or any other decision to do or agree to do, any act that would affect any other rights or interests of the Butchulla People in relation to Butchulla country.

Low Level Native Title Decision means a Native Title Decision other than a High Level Native Title Decision.

Material personal interest has the meaning given to it in rule 13.2.

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

National Native Title Register means the register established and maintained under Part 8 of the Native Title Act.

Native title and native title rights and interests have the same meaning as they have under the Native Title Act.

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

Native Title Decision has the same meaning given in the PBC Regulations and means a decision:

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

A Native Title Decision can be either a Low Level Native Title Decision or a High Level Native Title Decision.

Native title holders means the persons, or each group of persons, holding the common or group rights comprising the native title determined to exist in a determination of native title.

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

- (a) to consult with the Common law holders;

- (b) to act in accordance with the directions of the Common law holders;
- (c) to act only with the consent of the Common law holders in relation to Native title decisions;
- (d) to take any other action in relation to the Common law holders.

Native title representative body or NTRB means a representative Aboriginal / Torres Strait Islander body that is recognised under section 203AD of the Native Title Act.

Nominated Family Group means any one of the constituent family groups of the Butchulla People listed in Schedule 3, nominated by a Butchulla person for the purpose of his or her membership.

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 position.

PBC means a prescribed body corporate as defined in the PBC Regulations.

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

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

Registered native title body corporate or RNTBC means a prescribed body corporate whose name and address are registered on the National Native Title Register under the Native Title Act.

Register of Members means the Register of Members kept in accordance with rule 6.1

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

Regulations means the *Corporations (Aboriginal and Torres Strait Islander) Regulations 2007* (Cth).

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

Rule Book means a document consisting of set laws under the Act, the corporation's Constitution and any replaceable rules that apply to the corporation.

Rules means the rules of the corporation including the Schedules constituted in this Rule Book.

Secretary means a person elected or appointed in accordance with rule 15.

Set law means provisions extracted from the Act.

Special general meeting or SGM means a general meeting other than an AGM.

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

Surplus assets has the meaning given in rule 22.

Traditional Owner in relation to Butchulla country means a Butchulla person who in accordance with Butchulla customary laws and traditions has social, economic and spiritual affiliations with, and responsibilities for, Butchulla traditional land and waters. A reference to a Traditional Owner includes a reference to a native title holder or Common law holder.

2. Interpretation

- (a) Unless the contrary intention appears, a reference in these Rules to:
- (i) a document (including this document) includes any variation or replacement of it;
 - (ii) a clause, annexure or schedule is a reference to a clause in or annexure or schedule to this document;
 - (iii) a determination of native title is a reference that native title exists in the Determination Area;
 - (iv) a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (v) law means common law, principles of equity, and laws made by parliament legislature (and laws made by parliament / legislature includes acts and regulations and other instruments under them, and consolidations, amendments, re-enactments or replacements of any of them);
 - (vi) the singular includes the plural and vice versa;
 - (vii) the word 'person' includes an individual, a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association, or any government agency;
 - (viii) a particular person includes a reference to the person's executors, administrators, successors, and permitted assigns;

- (ix) an agreement, representation or warranty in favour of two or more persons is for the benefit of each of them individually and every two or more of them jointly;
 - (x) the word 'includes' or 'including' is not to be construed as a limitation;
 - (xi) a group of persons or things is a reference to any two or more of them severally and individually;
 - (xii) Australian dollars, dollars, A\$ or \$ is a reference to Australian currency; and
 - (xiii) signing includes signing, sealing and delivering (as the case requires).
- (b) Any inconsistency between these Rules and the Act shall be resolved in favour of the Act.
 - (c) Any inconsistency between these Rules and the Native Title Act or the PBC Regulations shall be resolved in favour of the Native Title Act or those Regulations as the case may be.
 - (d) Headings are for convenience only and do not affect the interpretation of this document.

Schedule 2 – Butchulla People

The native title holders for the Determination Area are the Butchulla People who are the biological descendants of the following people:

1. Father / Mother of Gracie and Maudie Daramboi;
2. Mother of Jessie Aldridge's mother and Lappy;
3. Mother of Charles Richards;
4. Garry Owens;
5. Annie Morris / Anna Gala *nee* Morris;
6. Granny Polcus / Jenny Brown;
7. Willy Brown / Mamboo / Namboo;
8. George Gundy;
9. Willy Wondunna;
10. Jack Morris;
11. Mary Ann (mother of Susan Rooney);
12. Roger Bennett;
13. Percy Coulson;
14. Mother of John and Rosie Broome;
15. Mother of Clara, Henry, Percy and Lucy Wheeler.

Schedule 3 – Butchulla Family Descent Groups

Also known as Family Groups, the constituent Butchulla Family Descent Groups are:

1. the **Sandycapc (Doolan / Walker / Freeman) Family Group** (constituted by descendants of Father / Mother of Gracie and Maudie Daramboi);
2. the **Aldridge / Blackman Family Group** (constituted by descendants of Mother of Jessie Aldridge's mother and Lappy);
3. the **Richards Family Group** (constituted by descendants of Mother of Charles Richards);
4. the **Owens Family Group** (constituted by descendants of Garry Owens);
5. the **Wonamutta Family Group** (constituted by descendants of Annie Morris / Anna Gala *nee* Morris and descendants of Jack Morris);
6. the **Brown Family Group** (constituted by descendants of Granny Polcus / Jenny Brown and descendants of Willy Brown / Mamboo / Namboo);
7. the **Gundy Family Group** (constituted by descendants of George Gundy);
8. the **Wondunna Family Group** (constituted by descendants of Willy Wondunna);
9. the **Dalungdalee Family Group** (constituted by descendants of Mary Ann (mother of Susan Rooney);
10. the **Bennett Family Group** (constituted by descendants of Roger Bennett);
11. the **Coulson Family Group** (constituted by descendants of Percy Coulson);
12. the **Dundabarra / Broome Family Group** (constituted by descendants of Mother of John and Rosie Broome);
13. the **Wheeler Family Group** (constituted by descendants of Mother of Clara, Henry, Percy and Lucy Wheeler).

Schedule 4 – Application for Membership Form

APPLICATION FOR MEMBERSHIP

Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)

BUTCHULLA NATIVE TITLE ABORIGINAL CORPORATION RNTBC

To apply for membership of the Butchulla Native Title Aboriginal Corporation RNTBC (the Corporation), please complete the form below and provide to:

[INSERT EMAIL]
[INSERT POSTAL ADDRESS]
[INSERT OTHER]

I, _____
(first or given names) (surname)

Any other names by which you may have been known: _____

of _____
(address)

Place of Birth: _____ Date of Birth: _____

Email address: _____ Phone: _____

hereby apply for membership of the **Butchulla Native Title Aboriginal Corporation RNTBC**.

Please nominate one (1) Family Group to which you belong to, this will be your **Nominated Family Group** under which you will be entitled to vote for the purpose of your membership: *(please tick)*

- Sandycap (Doolan / Walker / Freeman)
- Aldridge / Blackman
- Richards
- Owens
- Wonamutta
- Brown
- Gundy
- Wondunna
- Dalungdalee

- Coulson
- Dundabarra / Broome
- Wheeler

Family Members:

<i>I am the biological descendant of:</i>	
<i>I advise that I am the child of : (name of parent/s)</i>	
<i>I advise that I am the grandchild of : (name of grandparent/s)</i>	
<i>I advise that I am the great grandchild of (name of great grandparent/s)</i>	
<i>My siblings are: (name/s of siblings)</i>	
<i>My children are: (name/s of children)</i>	
<i>My grandchildren are: (name/s of grandchildren)</i>	

I, _____ confirm the following:

- a) I am 18 years of age or older;
- b) I am a Butchulla person;
- c) The information submitted in this application is true and correct to the best of my knowledge and I understand that any false statements may result in denial or revocation of my membership with the Corporation;
- d) That I consent to the Corporation using the information provided by me in this form for the purpose of making decisions relating to my membership application, and to update and maintain the Corporation's genealogical and membership database, and for any other purpose at the discretion of the Corporation to assist the Corporation to perform its functions and duties; and
- e) That I agree to abide by the Rules of the Corporation and I agree to abide by any Code of Conduct adopted by the Corporation.

Signature of Applicant: _____

Date: _____

Schedule 5 – Native Title Decision Regulation 9 Certificate Example

REGULATION 9 CERTIFICATE

Date: _____

Details of Native Title Decision(s)/Compensation Application(s)

1. *[Title of agreement, etc.]*
2. ...
3. ...

Details of the process of making the decision/application:

Details (including names) of the persons who participated in the process of making the decision/application:

Details of the consultation and consent process (not required for compensation applications):

Signed by Butchulla Native Title Aboriginal Corporation RNTBC (ICN 9145) in accordance with section 99-5 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth):

Signature of Director

Signature of Director

Name of Director

Name of Director

Date:

Date:

Schedule 6 – Committee of Butchulla Elders

S6.1. Duties and Functions of Committee of Butchulla Elders

S6.1.1. Duties

The Members of the Committee of Butchulla Elders have the following duties:

- (a) a duty of care and diligence;
- (b) a duty of good faith;
- (c) a duty of disclosure of material personal interests; and
- (d) a duty not to improperly use their position or information.

S6.1.2. Functions

The functions of the Committee of Butchulla Elders will include, but are not limited to:

- (a) consulting with the Board of Directors, reviewing reports from the Board of Directors and providing comments and feedback for the benefit of the Butchulla People;
- (b) providing advice and guidance to the Corporation, any related corporate or other entities that may be established as requested from time to time, which shall be at the reasonable cost of those entities.

S6.1.3. Code of Conduct and Governance Training

- (a) The Committee of Butchulla Elders must comply with any Code of Conduct that is maintained by the Board of Directors.
- (b) A member of the Committee of Butchulla Elders and their appointed proxy must receive appropriate governance training before, or as soon as practicable after, their appointment.

S6.2. Composition

- (a) The composition of the Committee of Butchulla Elders is required to be a transparent, fair and just representation of all of the Members of the Corporation.
- (b) The Committee of Butchulla Elders will consist of up to 26 Committee of Butchulla Elders members, comprising up to two (2) Committee of Butchulla Elders members (one (1) male and one (1) female) from each Butchulla Family Descent Group or Family

Group, also known as a Family Group Committee of Butchulla Elders Members.

- (c) Each Member of the Committee of Butchulla Elders may appoint one (1) proxy from the same Butchulla Family Descent Group as the appointing Member to stand in their place to attend to business of the Committee of Butchulla Elders as required on a case by case basis during the Member's term of appointment.
- (d) Where practicable, the appointed proxy should be the same sex as the Member of the Committee of Butchulla Elders who appoints them.
- (e) A Member may terminate their proxy's appointment at any time.
- (f) An appointment of a proxy or its termination must be in writing. A copy must be given to the Committee of Butchulla Elders and the Corporation.
- (g) The Family Groups are listed in Schedule 3.

S 6.3. Contact Person of the Committee of Butchulla Elders

- (a) At a meeting of the Committee of Butchulla Elders, a contact person will be appointed by a majority vote for the purpose of being the main point of contact for the Committee of Butchulla Elders.
- (b) The Contact Person of the Committee of Butchulla Elders has the following duties and responsibilities:
 - (i) Liaising with the Board of Directors;
 - (ii) Liaising with the Committee of Butchulla Elders;
 - (iii) Organising meetings of the Committee of Butchulla Elders including any necessary bookings and logistics; and
 - (iv) Any other administrative tasks as directed by the Committee of Butchulla Elders.
- (c) The role of the Contact Person of the Committee of Butchulla Elders is administrative and they do not have the authority to speak on behalf of the Committee of Butchulla Elders, unless authorised by majority in a valid meeting of the Committee of Butchulla Elders.

S6.4. Appointment

S6.4.1. Eligibility

A person is eligible to be appointed as a Member of the Committee of Butchulla Elders if they are:

- (a) a Member of the Corporation and at least 18 years of age;
- (b) registered, in the Register of Members of the Corporation as belonging to the Family Group for which they wish to be appointed a Committee of Butchulla Elders member;
- (c) not a Director of the Corporation; and
- (d) nominated or elected by the Members of a Butchulla Family Descent Group to represent that Family Group, as the Family Group Committee of Butchulla Elders member, in accordance with rule S6.5.

S6.4.2. Term

- (a) A Family Group Committee of Butchulla Elders member may not be appointed for more than two (2) years
- (b) A Family Group Committee of Butchulla Elders member is eligible for re-appointment, subject to Rule S6.4.2.(c).
- (c) A Family Group Committee of Butchulla Elders member is not eligible for reappointment if they were removed at a General Meeting in accordance with Rule S6.7. Such preclusion will apply for two (2) terms.
- (d) A Family Group Committee of Butchulla Elders member's term may be extended if required, until the next General meeting is held and a replacement Family Group Committee of Butchulla Elders member is appointed.
- (e) The Committee of Butchulla Elders must implement a rotation system for the appointment of its members.

S6.5. Nominations and Election

The Corporation shall appoint its Committee of Butchulla Elders by resolution at the Corporation's AGM under the following process:

- (a) Each Butchulla Family Descent Group may appoint from its Members one (1) male and one (1) female to be that Family Descent Group's representatives;
- (b) The appointment by each Butchulla Family Descent Group can be made by vote, consensual appointment or any other means as the Butchulla Family Descent Group sees fit;
- (c) The appointment by each Butchulla Family Descent Group must be recorded in writing;
- (d) Each Butchulla Family Descent Group will then confirm its appointed representative(s);
- (e) The Chair will confirm the appointment of Committee of Butchulla Elders for recording in the minutes of the AGM.
- (f) If at any time there is a vacancy in the Committee of Butchulla Elders and the proxy member position is also vacant, the making of a new nomination from that Family Group will take place at the next General meeting of the Corporation in accordance with Rules S6.2 and S6.4.

S6.6. How a person ceases to be a member of the Committee of Butchulla Elders

A person ceases to be a member of the Committee of Butchulla Elders if:

- (a) the person passes away;
- (b) the person resigns as a member of the Committee of Butchulla Elders by notice in writing given to the Committee of Butchulla Elders;
- (c) the term of the person's appointment as a member of the Committee of Butchulla Elders expires;
- (d) the person ceases to be, or is no longer eligible to be a Member of the Corporation;
- (e) the person is removed as a member of the Committee of Butchulla Elders by the Family Group as provided for in rule S6.7.1; or the person is removed as a member of the Committee of Butchulla Elders by the Committee of Butchulla Elders as provided for in rule S6.8.

S6.7. Process for removing a member of the Committee of Butchulla Elders

S6.7.1. Removal by Family Group

A Family Group may at a General meeting, but otherwise in accordance with the procedure under rule S6.5, elect, in accordance with the traditional laws and customs of the Butchulla People, to remove and replace their member of the Committee of Butchulla Elders from office.

S6.8. Removal by Committee of Butchulla Elders

- (a) The Committee of Butchulla Elders may only remove a Member of the Committee of Butchulla Elders from office if:
 - (i) there has been a serious breach or repeated breaches of the Code of Conduct of the corporation;
 - (ii) the Member of the Committee of Butchulla Elders fails without reasonable excuse to attend three (3) or more consecutive Committee of Butchulla Elders meetings.
- (b) Subject to rule S6.8.(a), the Committee of Butchulla Elders may remove a Member of their Committee by resolution.
- (c) Before removing the member of the Committee of Butchulla Elders concerned, the Committee of Butchulla Elders must give the Committee member concerned and their proxy a notice in writing:
 - (i) stating that the Committee of Butchulla Elders intend to remove the Committee member concerned from office and stating the reasons for removal; and
 - (ii) stating that the Committee of Butchulla Elders member concerned has 14 days to object in writing to the removal.
- (d) If the Committee of Butchulla Elders member concerned does not object, the Committee of Butchulla Elders must remove the Committee member concerned.
- (e) If the Committee of Butchulla Elders member concerned does object:
 - (i) the Committee of Butchulla Elders cannot remove the Committee member concerned;

- (ii) the Committee of Butchulla Elders member shall be invited to attend and speak at a meeting of the Committee of Butchulla Elders held no more than 14 days after the Committee of Butchulla Elders member objects:
 - A. at which time the Committee of Butchulla Elders will determine whether to remove the Committee of Butchulla Elders member; and
 - B. with the decision of the Committee of Butchulla Elders being final and binding.
- (f) If the Committee of Butchulla Elders member concerned is removed, the Family Group must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If another Butchulla person in the Family Group is appointed to replace the Family Group Committee of Butchulla Elders member removed under this Rule, the time at which:
 - (i) the replacement Committee of Butchulla Elders member; or
 - (ii) any other Committee of Butchulla Elders member,
 is to retire is to be worked out as if the replacement Committee of Butchulla Elders member had become a member of the Committee of Butchulla Elders on the day when the removed Committee of Butchulla Elders member was last appointed a Committee member.

S6.9. Remuneration and Costs of Committee of Butchulla Elders

- (a) The members of the Committee of Butchulla Elders may be paid such reasonable remuneration as the members in a General meeting decide.
- (b) The Corporation will reimburse the Committee of Butchulla Elders members for reasonable expenses associated with holding meetings relating to the business of the Corporation.

S6.10. Committee of Butchulla Elders Meetings

S6.10.1. Frequency and location of Committee of Butchulla Elders meetings

- (a) The Committee of Butchulla Elders will meet as often as required for the good functioning of the Committee of Butchulla Elders, via technology.
- (b) If the Committee of Butchulla Elders wish to hold a meeting in person at the Corporation's expense, the Committee of Butchulla Elders must obtain prior approval from the Board of Directors who will consider such things as location and meeting costs.

S6.10.2. Calling and giving notice of Committee of Butchulla Elders meetings

- (a) The Committee of Butchulla Elders will normally determine the date, time and place of each Committee of Butchulla Elders meeting at the previous meeting.
- (b) The date, time and place for a Committee of Butchulla Elders meeting must not unreasonably prevent a Committee of Butchulla Elders member attending.
- (c) Reasonable notice of each Committee of Butchulla Elders meeting must be given to each Committee member. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (d) A resolution passed at a Committee of Butchulla Elders meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Committee of Butchulla Elders meeting under rule S6.10.2.(c) or in giving notice of any changes to the item, date or place of the Committee of Butchulla Elders meeting.

S6.10.3. Quorum at Committee of Butchulla Elders meetings

- (a) The quorum for a Committee of Butchulla Elders meeting is a majority of the Committee of Butchulla Elders members.
- (b) The quorum must be present throughout the meeting.

- (c) The meeting will be valid if members are temporarily absent after the start of the meeting, however if members are absent for a vote, unless otherwise stated, they will be regarded as abstaining from voting.

S6.10.4. Chairing Committee of Butchulla Elders meetings

- (a) The Committee of Butchulla Elders will elect one of its members to chair Committee of Butchulla Elders meetings.
- (b) The Committee of Butchulla Elders will decide how long that member will be chair.

S6.11. Proceedings at meetings

Where the notice of a Committee of Butchulla Elders meeting specifies that a report of the Board of Directors, Executive Officer is to be considered at the meeting, the report shall be tabled and considered at the meeting before consideration of any other business.

S6.12. Observers

Any Member or Director of the Corporation may attend a Committee of Butchulla Elders meeting as an observer only, with the prior approval of the chair.

S6.13. Use of technology

A Committee of Butchulla Elders meeting may be called or held using any technology.

S6.14. Resolutions at Committee of Butchulla Elders meetings

- (a) Questions arising at Committee of Butchulla Elders meetings must be decided, as far as possible, in accordance with traditional decision-making processes and, if this is not appropriate, then by consensus or, in the absence of consensus after reasonable effort having been made to reach consensus, by a majority of votes of those present and entitled to vote on the resolution.
- (b) The chair has a casting vote if necessary.

S6.15. Communicating Decisions to the Board of Directors

- (a) The Committee of Butchulla Elders must:
 - (i) record its decisions in writing and the chair must sign the decision; and
 - (ii) provide the record of decisions to the Board of Directors in writing within seven (7) days of the meeting.
- (b) The Directors of the Corporation must ensure that the Committee of Butchulla Elders is provided with all necessary resources to discharge its obligations and duties under this Rule Book, including this schedule.