Rule Book

GNAALA KARLA BOOJA ABORIGINAL CORPORATION (ICN: 9603)

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

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1. NAME AND NATURE OF THE CORPORATION

1.1 Name of Corporation

(a) The name of the Corporation is Gnaala Karla Booja Aboriginal Corporation (ICN: 9603).

(b) The Corporation is an Aboriginal Corporation registered under the CATSI Act.

1.2 Noongar Settlement

By way of background, the Corporation acknowledges that:

(a) the registered native title claimants of the Native Title Claims in the South West region of Western Australia and other representative parties for and on behalf of the Native Title Agreement Groups (Agreement Groups) propose to enter into Indigenous Land Use Agreements (ILUAs) with the State of Western Australia that includes (Noongar Settlement):

  (i) the resolution of the Native Title Claims;

  (ii) a settlement package for the benefit of the Noongar People;

  (iii) the establishment of the Noongar Boodja Trust to receive and administer the settlement package; and

  (iv) recognition of the Noongar People's traditional custodianship of the Noongar Lands;

(b) each of the ILUAs will be authorised by an Agreement Group, being the members of the Native Title Claim Group for that Region and other persons who have been identified as persons who may hold native title in relation to part or all of the relevant Region. There are 6 Agreement Groups;

(c) each Agreement Group will establish a Regional Corporation principally for the purpose of supporting the interests of that Agreement Group under the Noongar Settlement;

(d) the Regional Agreement Group has endorsed or intends to endorse the Corporation as the Regional Corporation for the Region by an Agreement Group Endorsement;

(e) the Central Services Corporation (CSC) will be established principally for the purpose of:

  (i) supporting, assisting, and providing services to the Regional Corporations; and

  (ii) centralising administrative systems, professional experience, and expertise amongst the Eligible Noongar Entities;

(f) the CSC and the Regional Corporations (together the Eligible Noongar Entities) are the sole beneficiaries of the Noongar Boodja Trust;

(g) the CSC will establish the Noongar Corporations Committee, comprising the Chairperson and CEO of each of the Eligible Noongar Entities. The Noongar Corporations Committee will be the primary source of consultation amongst the Eligible Noongar Entities regarding the Noongar Settlement; and

(h) if appointed as the Regional Corporation for the Region, the Corporation will:

(i) have to exercise the rights and comply with the obligations of a Regional Corporation under the Regional ILUA and the Noongar Boodja Trust Deed;

(ii) have ongoing financial and other reporting obligations to the Noongar Boodja Trustee;

(iii) be an Eligible Noongar Entity and may therefore receive financial and governance support from the Noongar Boodja Trust;

(iv) have representatives on the Noongar Corporations Committee, being the Chief Executive Officer and the Chairperson;

(v) as far as practicable, in the interests of increasing efficiency and minimising unnecessary costs, utilise the CSC Regional Services funded by the Noongar Boodja Trust; and

(vi) work cooperatively and collaboratively with the other Eligible Noongar Entities to ensure that each Regional Corporation is able to reasonably access the CSC Regional Services.

2. INTERPRETATION

See rule 25 for the meanings of terms and phrases used in this Rule Book.

3. OBJECTS OF THE CORPORATION

(a) The objects for which the Corporation is established are to alleviate poverty, distress, suffering and disadvantage of Aboriginal people living within the Region including by:

(i) directly assisting the Gnaala Karla Booja People to:

A. maintain, protect, promote, and support their continuing inherited culture, customs, language and traditions; and

B. manage and use the land and waters within the Region to which they have a Traditional Connection; and

(ii) directly assisting and supporting the Gnaala Karla Booja People to manage their native title benefits arising under the Regional ILUA including to:

A. exercise the rights and comply with the obligations of a Regional Corporation under the Regional ILUA and the Noongar Boodja Trust Deed; and

B. exercise the rights and comply with the obligations of the Gnaala Karla Booja People under the Regional ILUA, if the Gnaala Karla Booja People assign their contractual rights and obligations under the Regional ILUA to the Corporation;

(iii) undertaking any other things or activities which are incidental or ancillary to the attainment of the above objects; and

(iv) only acting in a manner that is for charitable purposes.

(b) In pursuing its Objects, the Corporation:

(i) must conduct itself in accordance with the Corporation's Cultural Advice Policy;

(ii) may work with the broader population of Noongar People across all Noongar Lands to achieve and advance the aspirations of the Noongar Settlement;

(iii) may benefit members of the Noongar People other than the Gnaala Karla Booja People provided such benefits are incidental to and consistent with the Objects;

(iv) must not pay or apply any of its fund or property in dividends, bonus or otherwise to any Member, except for the payment in good faith of reasonable and proper remuneration to any, Member, Officer, servant, agent, consultant, contractor, or employees of the Corporation;

(v) must have a mechanism to resolve cultural decisions which must include a requirement to include one or more Harris Family Members in making recommendations to the Regional Corporation in relation to any cultural decision to be made in relation to the Capel Area; and

(vi) must operate with good governance, respect, transparency, and accountability in decision making processes.

(c) The Regional Corporation must do such other things as are incidental or conducive to the delivery of the Regional Corporation Core Functions outlined in Schedule 3 of the Noongar Boodja Trust Deed.

4. POWERS OF THE CORPORATION

4.1 Powers of the Corporation

To the extent necessary or convenient to carry out, or incidental to carrying out, the Objects and subject to the provisions of the CATSI Act and rules 3(b) and 4.2, the Corporation has all the powers of a body corporate, including the following:

(a) to raise funds by way of public appeal, grants, bequests gift or otherwise, in the terms and manner that the Corporation considers appropriate;

(b) to manage and account for the funds of the Corporation and invest any funds not immediately required for the purpose of the Corporation;

(c) to purchase, hire, lease or otherwise acquire, hold, or deal with real or personal property;

(d) to deal with any property not immediately required for the purpose of the Corporation;

(e) to borrow money;

(f) to appoint agents to advise it and to transact any business of the Corporation on its behalf;

(g) to enter into any Agreements and contracts;

(h) to take and defend any legal proceedings or other proceedings, including proceedings relating to land or heritage issues and interests;

(i) to receive and apply any grant or donated funds from Commonwealth, State or local governments or from any other sources;

(j) to enter into any arrangements with any government or authority;

(k) to obtain from any government or authority any rights, privileges or concessions and carry out, exercise, and comply with those arrangements, rights, privileges, and concessions;

(l) to hold an interest in, guarantee or be a member of other incorporated entities and commercial ventures;

(m) to engage in economic enterprise or economic activity;

(n) to appoint and remove or suspend contractors, employees and agents and determine the powers, duties and payment of contractors, employees, and agents;

(o) to ensure the protection of the Corporation's assets; and

(p) to do all other things which are incidental or conducive to the Objects and the exercise of the powers of the Corporation.

4.2 Limitation of Powers

(a) Notwithstanding rule 4.1, the Corporation shall not:

(i) enter into any Agreements, arrangements or commitments which are inconsistent with the Objects; or

(ii) exercise a power except to fulfil its Objects.

(b) In exercising a power, the Corporation shall act to:

(i) protect the interests of the Regional Agreement Group; and

(ii) avoid exposing the Regional Agreement Group to claims, actions or debts for which they may be personally liable.

4.3 Prohibited activities

(a) The Corporation is not permitted to undertake Unrelated Commercial Activities unless those activities:

(i) are undertaken from within a separate legal entity; and

(ii) are not funded from Operations Funding.

(b) The Corporation is permitted to undertake Related Commercial Activities.

(c) The Corporation is not permitted to assign, transfer, novate or otherwise dispose of its rights, titles, obligations or interests under or in respect of the ILUA in any circumstances (other than in accordance with the ILUA).

5. MEMBERSHIP OF THE CORPORATION

5.1 Members on registration

(a) A person may only become a Member when the Corporation is registered in compliance with the CATSI Act, and the person makes an application and is accepted as a Member in accordance with this rule 5.

(b) Members' names must be entered on the Register of Members.

5.2 Members by application

5.2.1 *How to become a Member after registration*

A person becomes a Member if:

(a) the person wants to become a Member and applies in writing;

(b) the person is eligible for membership;

(c) the Directors accept the application; and

(d) the person's name is entered on the Register of Members.

5.2.2 *Who can apply to become a Member (eligibility for membership)*

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

(a) a member of the Regional Agreement Group; and

(b) at least 18 years of age.

5.2.3 *Membership application*

(a) A person who wants to become a Member must apply to the Corporation.

(b) The application must be in the prescribed form as set from time to time by the Directors.

(c) The prescribed form must include:

(i) the Applicant's full name, residential and preferred postal address, date of birth and contact number if available;

(ii) an undertaking that the Applicant shall be bound by the rules of the Corporation;

(iii) sufficient genealogical information so as to allow confirmation that the Applicant is part of the Regional Agreement Group.

5.2.4 *Deciding membership applications*

(a) The Directors must consider and decide membership applications in accordance with this rule 5.2.4.

(b) Applications will be considered and decided in the order in which they are received by the Corporation.

(c) The Directors must not accept an application for membership of the Corporation unless the Applicant:

(i) applies according to rule 5.2.3; and

(ii) meets all the eligibility for membership requirements under rule 5.2.2.

(d) The Corporation must not unreasonably refuse to accept an individual who is an adult member of the Agreement Group as a member of the Corporation, provided that the individual applies for membership in accordance with rule 5.2.3 and either:

(i) the individual has not been previously removed as a member of the Corporation in accordance with this Rule Book; or

(ii) where the individual has been previously removed as a member of the Corporation, with the endorsement of the Members by Special Resolution in a General Meeting.

(e) In determining membership applications, the Directors:

(i) must apply the description of the Regional Agreement Group in the Regional ILUA; and

may take into account any other information they consider relevant, including:

A. the views of the Members in a General Meeting;

B. the views of any Eligible Noongar Entity;

C. the views of any Noongar People;

D. Law and Custom;

E. the findings of any bona fide genealogical studies, land ownership studies or land boundary studies; and

F. any relevant determination of any court or tribunal;

G. any historical connection to the Region.

(f) If the Directors refuse to accept a membership application, they must notify the Applicant in writing of the decision and the reasons for it.

(g) The Directors may request further particulars and take such reasonable measures as they think are appropriate in the event that they are uncertain of whether the Applicant is part of the Regional Agreement Group.

(h) The Directors must not accept an application if, by accepting the application, the Corporation would be in breach of the requirements in section 141-10 of the CATSI Act.

5.2.5 *Appeal if Directors do not accept application or identification*

(a) If the Directors do not accept a membership application or that an Applicant is a part of the Regional Agreement Group, the Applicant is entitled to appeal the decision by notifying the Directors of the basis on which they appeal.

(b) Upon receipt of an appeal by an Applicant under rule 5.2.5(a), the Directors must:

(i) at the next General Meeting, consult with the Members as to whether or not to accept the application; and

(ii) decide whether or not to accept the application having regard to any Resolution passed by the Members at a General Meeting under rule 5.2.5(b)(i).

5.2.6 *Entry on the Register of Members*

(a) If the Directors accept a membership application, the Applicant's name must be entered on the Register of Members within 14 days.

(b) However, if:

(i) the Applicant applies for membership after a notice has been given for the holding of a General Meeting, and

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

5.3 Membership fees

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

5.4 Members' rights and obligations

5.4.1 *Members' rights*

(a) In addition to other rights under the CATSI Act, a Member has the following rights:

(i) to attend, speak and vote at a General Meeting of the Corporation;

(ii) subject to rule 8.5, to be nominated for election as a Director;

(iii) to put forward Resolutions to be voted on at a General Meeting of the Corporation in accordance with rule 7.6;

(iv) to ask the Directors to call a General Meeting of the Corporation in accordance with rule 7.3.2;

(v) to access the following Books and records of the Corporation:

A. the Register of Members, under rule 6.4.3;

B. the minute books, under rule 17.9;

C. the Rule Book, under rule 17.11; and

D. certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act;

(vi) to ask the Directors to provide access to any other records or Books of the Corporation in accordance with rule 17.10; and

(vii) to have any Disputes regarding the Corporation with another Member or with the Directors dealt with under the process in rule 21.

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

(c) A Member cannot be removed as a Member unless the Directors and the Corporation have complied with rule 5.7.

(d) If a Member believes that his or her rights have been breached or ignored by the Directors, the Member can use the Dispute Resolution Process in rule 21.

5.4.2 *Members' responsibilities*

Each Member has the following responsibilities:

(a) to comply with the CATSI Act and this Rule Book;

(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, staff, Directors, and the members of the Noongar Corporations Committee, with respect and dignity; and

(e) to not behave in a way that significantly interferes with the operation of the Corporation or of Directors' meetings or General Meetings.

5.4.3 *Liability of Members*

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

5.5 How a person stops being a Member

(a) A person will stop being a Member if:

(i) the person resigns as a Member under rule 5.6;

(ii) the person dies; or

(iii) the person's membership of the Corporation is cancelled under rule 5.7.1.

(b) A person ceases to be a Member when the Member's name is removed from the Register of Members as a current Member of the Corporation.

5.6 Resignation of a Member

(a) A Member may resign by giving a resignation notice to the Corporation.

(b) A resignation notice must be in writing.

(c) The Corporation must move the Member's name from the Register of Members of the Corporation to the Register of Former Members within 14 days after receiving the resignation notice.

5.7 Process for cancelling membership

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

(a) The Directors may, by Resolution, cancel the membership of a Member if the Directors resolve that the Member:

(i) is not eligible for membership; or

(ii) has ceased to be eligible for membership.

(b) Before cancelling the membership, the Directors must give the Member notice in writing stating that:

(i) the Directors intend to cancel the membership for the reasons specified in the notice;

(ii) the Member has 14 days to object to the cancellation of the membership; and

(iii) the objection must be in writing.

(c) If the Member does not object, the Directors must cancel the membership.

(d) If the Member does object:

(i) the Directors must not cancel the membership; and

(ii) only the Corporation by Resolution in a General Meeting may cancel the membership.

(e) If a membership is cancelled, the Directors must give the Member a copy of the Resolution (being either the Resolution of the Directors or the Resolution of the General Meeting) as soon as possible after it has been passed.

5.7.2 *Membership may be cancelled if Member cannot be contacted*

(a) The membership of a Member may be cancelled by Special Resolution at a General Meeting if the Corporation:

(i) has not been able to contact that Member at their address entered on the Register of Members for a continuous period of 2 years before the meeting; and

(ii) has made 2 or more reasonable attempts to contact the Member during that 2 year period.

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

5.7.3 *Cancelling membership if a Member misbehaves*

(a) The Corporation may cancel the membership of a Member by Special Resolution in a General Meeting if the General Meeting is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of any General Meeting or Directors meeting.

(b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the Resolution, as soon as possible after it has been passed.

5.7.4 *Membership may be cancelled for breach of the code of conduct*

(a) The Corporation may cancel the membership if the Directors are satisfied the Member has consistently and seriously breached the code of conduct as set from time to time by the Directors.

(b) Any such cancellation shall occur in accordance with rule 5.7.3.

5.7.5 *Amending Register of Members after a membership is cancelled*

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

5.8 Different classes of Members

The Corporation does not have different classes of Members.

5.9 Observers

(a) The Directors have the discretion to allow Observers to attend one or more meetings of the Corporation, either by application or by invitation of the Directors.

(b) All applications to be an Observer must be in writing and addressed to the Board and otherwise comply with any requirements set by the Board from time to time.

(c) The Board will develop eligibility criteria for becoming an Observer to assist it in exercising its discretion to decide whether to allow a person to be an Observer.

(d) If the Board accepts an application from or invites an Observer to attend any meeting of the Corporation, the Board must determine:

(i) the obligations imposed on the Observer, which must also include adherence to the Corporation's code of conduct;

(ii) the rights that the Observer has with respect to the Corporation; and

(iii) how an Observer ceases to be an Observer.

6. REGISTERS 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

6.2.1 *Information about individuals*

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

(a) the Member's name (given and family name), address and date of birth (where known). The Register may also contain any other name by which the Member is or was known; and

(b) the date on which the Member's name was entered on the Register.

6.2.2 *Change of particulars*

(a) The address of a Member is deemed to be as recorded in the Register of Members.

(b) Should a Member change their address, the Member is required to complete a membership record amendment form, which includes:

(i) the new address of the Member; and

(ii) the date of the proposed change.

6.3 Corporation to maintain Register of Former Members

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

(b) The Corporation may maintain the Register of Former Members in 1 document with the Register of Members.

6.4 Information on the Register of Former Members

(a) The Register of Former Members must contain the following information about each individual who stopped being a Member within the last 7 years:

(i) the Member's name (given and family name), address and date of birth (where known); and

(ii) the date on which the individual stopped being a Member.

(b) The Register of Former Members may also contain any other name by which the individual is or was known.
Location and inspection of Registers of Members and Former Members

6.4.2 *Location of Registers*

The Corporation must keep the Register of Members and the Register of Former Members at:

(a) the Corporation's Registered Office if it is registered as a large corporation; and

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

6.4.3 *Right to inspect Registers*

(a) The Register of Members and Register of Former Members must be open for inspection by any person, and any person has a right to inspect the Registers.

(b) If a Register of Members or Register of Former Members 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).

6.4.4 *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.

6.4.5 *Right to get copies*

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

(a) asks for the copy; and

(b) pays any fee (up to the prescribed amount) required by the Corporation.

6.5 Making Register of Members available at AGM

The Corporation must:

(a) make the Register of Members available for inspection (without charge) by Members at the AGM; and

(b) ask each Member attending the AGM to check and update their entry if their details have changed.

6.6 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. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

7.1 AGMS

7.1.1 *Holdings AGMs*

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

7.1.2 *Extension of time for holding AGMs*

(a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM provided the application is made before the end of the period referred to in rule 7.1.1.

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

7.1.3 *Business of AGM*

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

(a) confirmation of the minutes of the previous General Meeting, except at the first AGM;

(b) the consideration of the reports under Chapter 7 of the CATSI Act which are required to be presented at the AGM;

(c) when required, note the appointment of new Directors who have been elected in accordance with rule 8.13;

(d) the appointment and remuneration of the Auditor (if any);

(e) checking of details on the Register of Members (see rule 6.5(b)); and

(f) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any) (see rule 7.13).

7.2 General Meetings

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

7.2.1 *Purpose of General Meeting*

A General Meeting must be held for a proper purpose.

7.2.2 *Time and place of General Meeting*

(a) 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.

7.2.3 *Business of General Meeting*

The business at each General Meeting must include:

(a) confirmation of the minutes of the previous General Meeting; and

(b) all matters set out in the notice of the General Meeting.

7.3 Calling General Meetings

7.3.1 *Director may call meetings*

(a) A Resolution at a properly constituted Directors' meeting may call a General Meeting of the Corporation.

(b) Such a Directors' Resolution to call a General Meeting must set out any Resolution or Special Resolution to be proposed at the General Meeting.

(c) Any General Meeting Resolution or Special Resolution so proposed must be set out in the notice of the General Meeting in accordance with rule 7.4.4(a)(iii).

7.3.2 *Members may ask Directors to call General Meetings*

(a) The Directors must call and arrange to hold a General Meeting on the request of the following numbers of Members:

(i) where the Corporation has 2 to 10 Members, 1 Member;

(ii) where the Corporation has 11 to 29 Members, 3 Members;

(iii) where the Corporation has 29 to 50 Members, 5 Members; and

(iv) where the Corporation has 51 Members or more, 10% of Members,

and in a manner consistent with this rule 7.3.2.

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

(i) be in writing;

(ii) state any Resolution to be proposed at the meeting;

(iii) be signed by the Members making the request;

(iv) nominate a Member to be the contact Member on behalf of the Members making the request; and

(v) be given to the Corporation.

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

7.3.3 *Directors may apply to deny a Members' request to call a General Meeting*

(a) If the Directors resolve:

(i) that a request under rule 7.3.2 is frivolous or unreasonable; or

(ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the Members as a whole,

a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request.

(b) An application to the Registrar 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 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 *Timing for a requested General Meeting*

(a) If the Directors agree to call a General Meeting or do not apply to the Registrar to refuse the request for any other reason, they must call the meeting within 21 days after the request was sent to them.

(b) If:

(i) the Directors have 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.

(c) If the Registrar grants the Directors application to deny a request for a meeting, the Directors must notify the contact Member of the Registrar's decision within 21 days after being notified of the Registrar's decision.

7.4 Requirement for notice of General Meeting

7.4.1 *Notice for General Meeting*

(a) At least 21 days' notice must be given of a General Meeting.

(b) The Corporation:

(i) may call an AGM on shorter notice if all the Members agree beforehand; or

(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 Director;

(ii) appoint a Director in place of a Director removed; or

(iii) remove an Auditor,

and shorter notice cannot be given for these kinds of meetings.

7.4.2 *Requirement to give notice of General Meeting to Members, Officers*

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

(i) each Member entitled to vote at the meeting;

(ii) each Director; and

(iii) the Secretary (if any).

(b) The Corporation may give the notice of a meeting to a Member personally or by sending it by post, fax or other electronic means nominated by the Member.

(c) A notice of a meeting:

(i) sent by post is taken to be received 3 days after it is posted; and

(ii) sent by fax, or other electronic means, is taken to be received on the Business Day after it is sent.

7.4.3 *Requirement to give notice of General Meeting and other communications to Auditor*

The Corporation must give its Auditor (if any):

(a) notice of a General Meeting in the same way that a Member is entitled to receive notice; and

(b) any other communications relating to the General Meeting that a Member is entitled to receive.

7.4.4 *Contents of notice of General Meeting*

(a) A notice of a General Meeting must:

(i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);

(ii) state the general nature of the meeting's business; and

(iii) if a Resolution or Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is.

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

7.5 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; or

(b) a person has not received the notice.

7.6 Members' Resolutions

7.6.1 *Notice of Members' Resolutions*

(a) If a Member or Members wish to move a Resolution at a General Meeting, a notice of that Resolution must be given to the Corporation by at least the required number of Members under rule 7.6.1(d).

(b) A notice of Members' Resolution must:

(i) be in writing;

(ii) set out the wording of the proposed Resolution; and

(iii) be signed by the Members proposing to move the Resolution.

(c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy.

(d) For the purposes of rule 7.6.1(a) the required number of Members is:

(i) where the Corporation has 2 to 10 Members, 1 Member;

(ii) where the Corporation has 11 to 29 Members, 3 Members;

(iii) where the Corporation has 29 to 50 Members, 5 Members; and

(iv) where the Corporation has 51 Members or more, 10% of Members.

(e) The Corporation is responsible for the cost of giving Members notice of the Member's Resolution.

7.6.2 *Consideration of Members' Resolutions*

(a) If the Corporation has been given notice of a Member's Resolution it must be considered at the next General Meeting that occurs more than 28 days after the notice is given.

(b) The Corporation must give all its Members notice of that Resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a General Meeting.

(c) The Corporation does not have to give notice of a Resolution or consider the Resolution at a General Meeting if the Directors consider the Resolution is defamatory.

7.6.3 *Members' statements to be distributed*

(a) Members may ask the Corporation to give all its Members a statement about:

(i) a Resolution that is proposed to be moved at the General Meeting; or

(ii) any other matter that may be considered at that General Meeting.

(b) This request must be:

(i) made by at least the required number of Members under rule 7.6.3(f);

(ii) in writing;

(iii) signed by the Members making the request; and

(iv) given to the Corporation.

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

(d) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way as it gives notice of the relevant General Meeting.

(e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.

(f) For the purposes of rule 7.6.3(b), the required number of Members for the Corporation is:

(i) where the Corporation has 2 to 10 Members, 1 Member;

(ii) where the Corporation has 11 to 29 Members, 3 Members;

(iii) where the Corporation has 29 to 50 Members, 5 Members; and

(iv) where the Corporation has 51 Members or more, 10% of Members.

7.7 Quorum for General Meeting

7.7.1 *Quorum*

The quorum for a meeting of the Corporation's Members is 10% of Members or 25 Members, whichever is less, who are entitled to vote at General Meetings.

7.7.2 *Quorum to be present*

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

7.7.3 *Adjourned meeting where no quorum*

(a) A meeting of the Corporation's Members that does not have a quorum present within 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.

(b) If no quorum is present at the resumed meeting within 1 hour after the time for the meeting, the meeting may continue if a lower quorum of 6% or 15 Members is reached, whichever is less.

(c) If the lower quorum set out in 7.7.3(b) is not reached for the resumed meeting, then the meeting is dissolved.

7.8 Chairing General Meeting

(a) The Chairperson elected as per rule 8.12 shall chair General Meetings.

(b) If a Chairperson has not been elected or the Chairperson is not available or declines to chair the meeting, the Directors must elect a Director from amongst their number to chair the meeting.

(c) If no Directors are available or decline to chair the meeting, the Members must elect an individual Member present to chair the meeting.

(d) The chair of a General Meeting (General Meeting Chair) must adjourn the General Meeting if the majority of Members present agree or direct that the General Meeting Chair do so.

7.9 Use of technology for General Meeting

The Corporation may hold a General Meeting at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at General Meetings

(a) If the Corporation has an Auditor, the Auditor is entitled to attend any General Meeting of the Corporation.

(b) The Auditor is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor in their professional capacity.

(c) The Auditor is entitled to be heard even if:

(i) the Auditor retires at that meeting; or

(ii) that meeting passes a Resolution to remove the Auditor from office.

(d) The Auditor may authorise a person in writing as the Auditor's representative for the purpose of attending and speaking at any General Meeting.

7.11 Voting at General Meetings

7.11.1 *Entitlement to vote*

(a) At a General Meeting, each Member has 1 vote for each Poll or Resolution.

(b) The General Meeting Chair shall not have a casting vote.

(c) If the General Meeting Chair is a Member, he or she is entitled to vote at a General Meeting in his or her capacity as a Member.

7.11.2 *Objections to right to vote*

A challenge to a right to vote at a General Meeting:

(a) may only be through written objection addressed to the Corporation no less than 48 hours prior to the commencement of the meeting, and

(b) must be determined by the General Meeting Chair, whose decision is final.

7.11.3 *How voting is carried out*

(a) A Resolution put to the vote at a General Meeting must be decided by simple majority on a show of hands or Secret Ballot.

(b) A Special Resolution put to the vote at a General Meeting must be decided by at least a 75% majority of persons present and entitled to vote on a show of hands or Secret Ballot.

(c) On a show of hands, a declaration by the General Meeting Chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the General Meeting Chair nor the minutes need to state the number or proportion of the Votes recorded for or against.

(d) A Poll may be taken to decide on whether a Vote is to be conducted by way of Secret Ballot. This Poll can be requested by the General Meeting Chair or Members present.

(e) A Member requested Poll for a Secret Ballot must be performed in accordance with rules 7.11.4 and 7.11.5.

(f) The results of a Vote or a Poll are determined by the General Meeting Chair.

7.11.4 *Matters on which Members can demand a Poll*

(a) At a General Meeting, a Poll may be demanded on procedural matters or the conduct of the meeting but must be consented to by a majority at the meeting on a show of hands.

(b) A demand for a Poll may be withdrawn.

7.11.5 *When Members can demand a Poll*

(a) At a General Meeting, a Poll may be demanded by:

(i) at least 5 Members entitled to vote on the Resolution;

(ii) Members with at least 5% of the Votes that may be cast on the Resolution; or

(iii) the General Meeting Chair.

(b) The Poll may be demanded:

(i) before a Vote is taken;

(ii) before the voting results on a show of hands are declared; or

(iii) immediately after the voting results on a show of hands are declared.

7.11.6 *When and how Polls must be taken*

(a) At a General Meeting, a Poll on the 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 General Meeting Chair directs.

7.12 Proxies

A Member is not entitled to appoint a Proxy to attend and vote on their behalf at a General Meeting.

7.13 Questions at AGMs

7.13.1 *Questions and comments by Members on Corporation management at AGM*

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

7.13.2 *Questions by Members of Auditors at AGM*

If the Corporation's Auditor or the Auditor's representative is at an AGM, the General Meeting Chair must give Members a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the Auditor's report;

(c) the accounting policies adopted by the Corporation in the preparation of the financial statements; and

(d) the independence of the Auditor in relation to the conduct of the audit.

7.14 Disruptions to General Meetings

(a) If the General Meeting Chair or Directors in their opinion consider that a person in attendance at a General Meeting is disrupting the General Meeting, the General Meeting Chair, or 1 of the Directors if no General Meeting Chair has been elected, may give verbal notice to that person that he or she is disrupting the General Meeting.

(b) If the person continues to disrupt the General Meeting, the General Meeting Chair or a Director if no General Meeting Chair has been elected, may give a second verbal notice to that person that he or she is disrupting the General Meeting.

(c) If, after 2 verbal notices, the person continues to disrupt the General Meeting, the General Meeting Chair or a Director if no General Meeting Chair has been elected, can direct that person to be removed from the General Meeting.

(d) If a person is removed in accordance with rule 7.14(c) more than once, then that person's membership may be cancelled in accordance with rule 5.7.3.

7.15 Adjourned meetings

7.15.1 *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.

7.15.2 *Business at adjourned meetings*

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

7.15.3 *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 stating the date, time and place of when the General Meeting will be resumed.

8. DIRECTORS OF THE CORPORATION

8.1 Composition of Directors

8.1.1 *Minimum number of Directors*

Subject to rule 8.4.1, the Corporation must have at least 4 Directors.

8.1.2 *Maximum number of Directors*

After the Initial Directors have ceased holding office, the Corporation must not have more than 6 Directors comprising of:

(a) up to 4 Directors that are elected by the Members (Member Directors) in accordance with rule 8.13; and

(b) subject to rule 8.5.2(e), 2 Expert Directors.

8.1.3 *Majority of Director requirements*

(a) A majority of the Directors must be individuals who are Noongar People.

(b) A majority of the Directors must ordinarily reside in Australia.

(c) A majority of the Directors must be Members.

(d) 2 or more Directors cannot be family members of one another.

8.2 Eligibility of Directors

8.2.1 *Selections Committee*

(a) Prior to the appointment of any Directors other than the Initial Directors, the Corporation shall establish and appoint a Selections Committee to assess the eligibility of nominees to be appointed as Directors.

(b) The Selections Committee shall be the Nominations Committee as set out in the Noongar Boodja Trust Deed.

(c) If requested to do so by the Board, the Selections Committee will seek expressions of interest for vacant Director positions.

(d) The Selections Committee will:

(i) consider and decide whether in the reasonable opinion of the Selections Committee, candidates are eligible to be Member Directors or Expert Directors (as the case requires) having regard to:

A. rule 8.2.2; and

B. any information provided by the candidates.

(ii) provide the Returning Officer with a list of candidates who are considered eligible to be Member Directors (Eligible Member Directors) or Expert Directors (Eligible Expert Directors); and.

(iii) make recommendations to the Board as to the Selection Committee's preferred pool of candidates for appointment as Expert Directors.

8.2.2 *Eligibility of Directors*

(a) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the CATSI Act may only be appointed as a Director of the Corporation if the appointment is made:

(i) with permission granted by the Registrar, or

(ii) with leave granted by the court.

(b) An individual is only eligible for appointment as:

(i) a Member Director if the individual is a Member; and

(ii) an Expert Director if the individual meets the expertise requirements set out in any relevant expressions of interest for Expert Directors.

(c) An individual is not eligible for appointment as a Director if the individual is:

(i) an employee of the Corporation; or

(ii) if the Corporation is a Regional Corporation:

A. a director of another Eligible Noongar Entity; or

B. a committee member of any committee, or a director of any company, established in accordance with the Noongar Boodja Trust Deed unless that person holds that office by virtue of being a Director of the Corporation.

(d) An individual is only eligible for appointment as a Director if the individual:

(i) is at least 18 years of age;

(ii) is an Australian resident;

(iii) has never been disqualified from managing corporations or disqualified from being a director of a company or a responsible person of a charity under the ACNC Act;

(iv) substantially satisfies the following qualifications and requirements:

A. financial literacy;

B. leadership experience;

C. experience with directorships and boards, or can demonstrate a preparedness to question, challenge and critique, and a willingness to understand and commit to the highest standards of governance;

D. commitment to uphold all the legal duties, responsibilities and obligations of a Director;

E. absence of other commitments which would restrict the ability of the person to act effectively as a Director;

F. is of high repute and recognised integrity, and in the case of Member Directors, that the person is so acknowledged under Law and Custom by the Gnaala Karla Booja People;

G. has not been convicted in the last five years of a criminal offence punished by imprisonment of 12 months or more by any Australian jurisdiction; and

(v) is able to produce a National Police Certificate which is acceptable to the Selections Committee.

8.2.3 *Consent to act as a Director*

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

(b) The Corporation must keep the consent.

8.3 Directors on registration

A person becomes a Director, Secretary or Contact Person of the Corporation on registration of the Corporation if the person is specified in the application for incorporation and they have given their consent.

8.4 Initial Directors

8.4.1 *Appointment of Initial Directors*

(a) There shall be a maximum of four Directors on registration of the Corporation (**Initial Directors**) who must be Members of the Corporation.

(b) The Initial Directors must, to the extent permitted at law, act in accordance with the terms of their appointment endorsed by the Regional Agreement Group prior to their election.

(c) The Initial Directors shall elect an Initial Director to chair their meetings from amongst them.

(d) Subject to rule 8.4.2(b), an Initial Director holds office until the end of the General Meeting of the Corporation at which the first Member Directors are appointed.

(e) If one Initial Director ceases to be a Director under rule 8.9(a):

(i) where possible, the vacancy shall be managed under rule 8.7 as if it were a vacancy of a Member Director; and

(ii) if there are no available eligible candidates to fill the vacant position under rule 8.7, the vacancy shall not be filled, and the

Corporation is permitted to have three Initial Directors until the first Member Directors are appointed.

(f) If two or more Initial Directors cease to be a Director under rule 8.9(a):

(i) until there are three Initial Directors in office, the remaining Initial Directors (if any) may only act to the extent that there is an emergency requiring them to act or to appoint one or more replacement Initial Directors under this rule 8.4.1(f);

(ii) a replacement Initial Director must be a Member of the Corporation;

(iii) the remaining Initial Directors must, as soon as possible, request the Noongar Boodja Trustee to arrange for a meeting of the Regional Agreement Group to be convened by a facilitator under the Noongar Boodja Trust Deed, for the purpose of the Regional Agreement Group endorsing replacement Initial Directors, chosen through a selection and election process similar to the process for the Initial Directors; and

(iv) the appointment of a replacement Initial Director becomes effective from the end of the meeting of the Regional Agreement Group at which their election is declared.

8.4.2 *Appointment of first Member Directors*

(a) The first Member Directors shall be appointed with effect from the end of the General Meeting of the Corporation at which their election is declared.

(b) If there are less than four Eligible Member Directors seeking appointment as the first Member Directors, then:

(i) one or more Initial Directors shall continue in office as Directors on an interim basis, to ensure there are four Directors of the Corporation, and shall be selected by Resolution of the Initial Directors from amongst those remaining Initial Directors that are not seeking appointment as a Member Director;

(ii) a by-election in accordance with rule 8.13(a)(vi) is required as soon as practicable for those Member Director positions that have not been filled;

(iii) the Initial Directors continuing in office under rule 8.4.2(b)(i) shall not be Member Directors for the purpose of this Rule Book; and

(iv) the term of office of a Member Director appointed through a by-election under rule 8.4.2(b)(ii) shall be determined as if the Member Director had been appointed with effect from the end of the General Meeting referred to in rule 8.4.2(a).

8.5 Becoming a Director by Appointment

8.5.1 *Appointment of Member Directors*

(a) Member Directors are appointed:

(i) from the list of Eligible Member Directors provided by the

Selections Committee in accordance with rule 8.2.1(d)(ii); and by an election in accordance with rule 8.13.

(b) The appointment of a Member Director:

(i) becomes effective from and is noted at the next AGM following their election; and

(ii) cannot be opposed at an AGM.

8.5.2 *Appointment of Expert Directors*

(a) Expert Directors are appointed:

(i) from the list of Eligible Expert Directors provided by the Selections Committee in accordance with rule 8.2.1(d)(ii); and

(ii) by Resolution of the Member Directors.

(b) In appointing an Expert Director in accordance with rule 8.5.2(a), the Member Directors may:

(i) consider any recommendations from the Selections Committee in accordance with rule 8.2.1(d)(iii); and

(ii) undertake such other assessment processes and interviews as are considered appropriate and reasonable.

(c) The Corporation will seek to have 2 Expert Directors at all times.

(d) If no candidates are appointed in accordance with rule 8.5.2(a), the Board may request the Selections Committee to seek further expressions of interest.

(e) If an Expert Director vacancy occurs, an expression of interest process consistent with this rule to fill the vacancy shall commence no later than 3 months following the date of the vacancy.

8.6 Term of appointment

(a) Subject to these rules, each Director may hold office until the earlier of:

(i) In the case of Member Directors, the end of the second AGM following their appointment; or,

(ii) in the case of Expert Directors, two years from the date of their appointment, being the date that the Expert Director signed their letter of appointment; or,

(iii) the date on which the Director retires or is removed, or the office becomes vacant by virtue of such other rule of the Rule Book.

(b) A Director is eligible for reappointment, subject to rule 8.6(c).

(c) A Director must not be appointed for more than 2 consecutive terms (excluding any term of office as an Initial Director).

(d) If a person is appointed to fill a vacancy under rule 8.7, the replacement Director may hold office until the earlier of:

(i) the balance of the term for which the replaced Director would have held office had that replaced Director not retired or been removed or that office not become vacant; or

(ii) the date on which the replacement Director retires or is removed, or the office becomes vacant by virtue of such other rule of the

Rule Book.

(e) If the terms of appointment of all the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next General Meeting that occurs after the last Director's appointment has ended.

8.7 Member Director casual vacancies

(a) If a Member Director position becomes vacant:

(i) subject to rule 8.7(b), the Board must appoint the candidate with the next highest Vote in the most recent election of Member Directors to fill the vacancy; and

(ii) the appointment of that candidate as a Member Director becomes effective at the time when that candidate consents to acting in that position.

(b) If:

(i) the candidate referred to in rule 8.7(a) is unavailable or is unwilling to be appointed; or

(ii) the appointment of that candidate would result in the composition of the Board being contrary to rule 8.1.3;

then the next candidate with the next highest Vote in the most recent election of Member Directors shall be eligible, and so forth until the ballot is exhausted.

(c) If no candidates from the most recent election are appointed as a Member Director to fill a vacancy, a by-election in accordance with rule 8.13(a)(vi) is required.

8.8 Alternate Directors

(a) A Director may not appoint an alternate to exercise any of the Director's powers.

(b) The Directors of the Corporation may not appoint other persons as Directors to make up a quorum.

8.9 How a person ceases to be a Director

(a) A person ceases to be a Director if:

(i) the person dies;

(ii) the person resigns as a Director as provided in rule 8.10;

(iii) the term of the person's appointment as a Director expires;

(iv) the person is removed as a Director by the Members as provided for in rule 8.11.1;

(v) the person is removed as a Director by the other Directors as provided for in rule 8.11.2;

(vi) the person becomes disqualified from managing corporations under Part 6-5 of the CATSI Act;

(vii) the person ceases to be eligible to be a Director under rule 8.2.2 and the Selections Committee confirms this in writing to the Board; or

(viii) the person becomes disqualified from managing corporations under the ACNC Act.

(b) A Director is under an obligation to inform the Corporation if any of the events listed in rule 8.9(a) has occurred.

8.10 Resignation of Director

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

8.11 Process for removing a Director

8.11.1 *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 Rule Book;

(ii) an Agreement between the Corporation and the Director concerned; or

(iii) an Agreement between any or all Members of the Corporation and the Director concerned.

(b) A notice of intention to move a Resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the Resolution even though the meeting is held less than 21 days after the notice is given.

(c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.

(d) The Director concerned is entitled to put their case to the Members entitled to vote on the Resolution by:

(i) giving the Corporation a written statement for circulation to Members (see rules 8.11.1(e) and 8.11.1(f)); or

(ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).

(e) The Corporation is to circulate the written statement given under rule 8.11.1(d)(i) to Members by:

(i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or

(ii) if there is not time to comply with rule 8.11.1(e)(i), having the statement distributed to Members attending the meeting and read out at the meeting before the Resolution is voted on.

(f) The written statement given under rule 8.11.1(d)(i) does not have to be circulated to Members if it is defamatory.

(g) If a person is appointed to replace a Director removed under this rule, the time at which:

(i) the replacement Director; or

(ii) any other Director,

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

8.11.2 *Removal by other Directors*

(a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' meetings. In that instance, the Directors may remove a Director by Resolution.

(b) Rule 8.11.2(a) operates despite anything in:

(i) the Corporation's Rule Book;

(ii) an Agreement between the Corporation and the Director concerned; or

(iii) an Agreement between any or all Members and the Director concerned.

(c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing:

(i) stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and

(ii) stating that the Director concerned has 14 days to object in writing to the removal.

(d) If the Director concerned does not object, the Directors must remove the Director concerned.

(e) If the Director concerned does object:

(i) the Directors cannot remove the Director concerned; and

(ii) the Corporation, by Resolution in a General Meeting, may remove the Director in accordance with rule 8.11.1.

(f) If the Director concerned is removed, the Corporation must give them a copy of the Resolution as soon as possible after the Resolution has been passed.

(g) If a person is appointed to replace a Director removed under this rule, the time at which:

(i) the replacement Director; or

(ii) any other Director,

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

8.12 How a Chairperson is elected

The Directors shall elect a Director to chair their meetings from amongst the Member Directors (Chairperson). The Directors will determine the period for which that Director is to be the Chairperson.

8.13 Procedure for election of Member Directors

(a) The Directors must set an Election Manual for the Corporation which shall, in respect of an election of Member Directors, determine the process for:

(i) setting an election timetable;

(ii) receiving nominations;

(iii) receiving and counting Votes;

(iv) determining the outcome of an election;

(v) preserving records of the tally of Votes received, which may be required for the purpose of filling a Member Director vacancy in accordance with rule 8.7(a) and 8.7(b); and

(vi) conducting a by-election to fill a Member Director vacancy in accordance with rule 8.7(c) or rule 8.13(j). The conduct of a by-election must comply with this rule 8.13.

(b) For the purpose of rule 8.13(a), where the Corporation is a Regional Corporation, the election timetable set out in the Election Manual must, to the extent practicable, align with the election timetable for the election of the Member Directors of the Central Services Corporation.

(c) Nomination for election as a Member Director must be in writing in such manner as prescribed by the Election Manual. Nominations will be provided to the Selections Committee for assessment in accordance with rule 8.2.1.

(d) Voting for Member Directors shall be conducted as follows:

(i) voting must not occur at General Meetings and shall be conducted through postal vote, as set out in the Election Manual;

(ii) only those persons with names recorded as Members on the Register of Members at the time of the prescribed closing of the electoral roll are entitled to vote;

(iii) a Member may only vote once and is not entitled to vote by or with a Proxy; and

(iv) voting shall occur at a time determined by the Directors but must take place no later than 21 days and no earlier than 3 months prior to the expiry of the current Directors' terms.

(e) The electoral roll closes the moment an election is declared.

(f) The Directors must appoint, or delegate to the Chief Executive Officer the power to appoint, an individual as the returning officer to conduct elections (Returning Officer). The Returning Officer must not:

(i) be a Member of the Corporation;

(ii) be a member of staff of the Corporation, or

(iii) have a conflict of interest.

(g) Subject to rule 8.13(h), the Returning Officer must declare an election in favour of the 4 candidates who received the highest Votes in the election.

(h) If the appointment of a candidate pursuant to rule 8.13(g) would result in the composition of the Board being contrary to rule 8.1.3, then the

Returning Officer must declare the election in favour of the next candidate with the next highest Vote in the election (provided that the appointment of that candidate would not itself result in the composition of the Board being contrary to rule 8.1.3) and so forth until the ballot is exhausted.

(i) The Returning Officer may declare an election invalid if a candidate and/or their nominee interferes with a Member's ballot paper or uses coercion or improper inducement to obtain a Vote.

(j) If an election results in the appointment of less than 4 Member Directors, a by-election in accordance with rule 8.13(a)(vi) is required to fill any Member Director vacancies.

9. GENERAL DUTIES AND CORPORATE GOVERNANCE TRAINING

9.1 General duties

(a) The Directors, Secretary, other Officers and employees must comply with the duties imposed on them by the CATSI Act, ACNC Act and the general law. These may include, for example:

(i) a duty of care and diligence;

(ii) a duty of good faith in the best interests of the Corporation and to further the charitable purposes of the Corporation set out in rule 3;

(iii) a duty of disclosure of actual or perceived Material Personal Interests (see rule 10.3);

(iv) a duty not to improperly use position or information;

(v) a duty to prevent insolvent trading; and

(vi) to ensure that the financial affairs of the Corporation are managed responsibly.

(b) The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

(c) The Directors must develop appropriate financial oversight procedures to ensure the Corporation complies with the Standards.

9.2 Governance Training

The Directors must ensure that all Directors undertake ongoing corporate governance training, including director duties and responsibilities. The Corporation will meet the expense of the training and otherwise provide full support and encouragement of the Directors and their efforts in completing the training.

9.3 Code of conduct

The Directors must develop a code of conduct and policies and procedures that must be complied with by all Directors and Officers of the Corporation.

9.4 Director evaluation

The Directors must establish a process to evaluate their performance during their term. The Corporation will meet the expenses, if any, of implementing an evaluation process.

10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

10.1 Powers of Directors

(a) The business of the Corporation is to be managed by or under the direction of the Directors.

(b) The Directors may exercise all the powers of the Corporation in compliance with these rules and the laws of the Commonwealth and Western Australia.

(c) In accordance with the CATSI Act and these rules, the Directors may delegate any of their powers.

(d) The Directors shall not concern themselves with the day to day management of the offices of the Corporation, this being the sole province of the Chief Executive Officer.

10.2 Powers of Chief Executive Officer

The Chief Executive Officer, under the direction of the Directors, has authority to:

(a) exercise the day to day operational affairs of the Corporation; and

(b) exercise all the powers given to it under these rules in compliance with these rules and the laws of the Commonwealth and Western Australia.

10.3 Duty of Director to disclose Material Personal Interests

(a) A Director who has an actual or perceived Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless rule 10.3(b) says otherwise.

(b) A Director does not need to give notice of an interest under rule 10.3(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; or

C. relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or

(ii) all the following conditions are satisfied:

A. the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 10.3(a);

B. if a person who was not a Director when the notice under rule 10.3(a) was given is appointed as a Director, the notice is given to that person; and

C. the nature or extent of the interest has not materially increased above that disclosed in the notice; or

(iii) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

(c) The notice required by rule 10.3(a) must:

(i) give details of:

A. the nature and extent of the interest; and

B. the relation of the interest to the affairs of the Corporation;

(ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter; and

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

(d) A contravention of this rule 10.3 by a Director does not affect the validity of any act, transaction, Agreement, instrument, Resolution or other thing.

(e) This rule 10.3 does not apply to the Corporation if the Corporation has only 1 Director.

10.4 Remuneration

(a) The Directors may be paid remuneration provided that the payment of such remuneration does not conflict with any of the Corporation's funding Agreements and is agreed to by the Corporation by Resolution in General Meeting.

(b) Rule 10.4(a) does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided that rule 10.3 has been complied with.

(c) The Corporation may pay the Directors' travelling and other expenses that the Directors incur:

(i) in attending Directors' meetings or any meetings of committees of Directors;

(ii) in attending any General Meetings of the Corporation; or

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

10.5 Negotiable instruments

(a) At least 1 Director together with the Chief Executive Officer of the Corporation may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.

(b) The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

10.6 Delegation

(a) The Directors may by Resolution delegate any of their powers to:

(i) a committee of Directors;

(ii) a Director;

(iii) a sub-committee of the Corporation;

(iv) an employee of the Corporation; or

(v) any other person.

(b) A delegate must exercise the powers delegated in accordance with any directions of the Directors.

(c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

(d) A delegate must always exercise powers in accordance with this Rule Book and the CATSI Act.

10.7 Member approval needed for related party benefit

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

(i) the Corporation or entity must:

A. obtain the approval of the Members in the way set out in Division 290 of the CATSI Act; and

B. give the benefit within 15 months after the approval; or

(ii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the CATSI Act.

(b) If:

(i) the giving of the benefit is required by a contract;

(ii) the making of the contract was approved in accordance with rule 10.7(a)(i)A; and

(iii) the contract was made:

A. within 15 months after that approval; or

B. before that approval, if the contract was conditional on the approval being obtained,

Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

11. DIRECTORS' MEETINGS

11.1 Frequency of Directors' meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation but must meet at least 4 times per Financial Year.

11.2 Calling and giving notice of Directors' meetings

(a) The Directors will normally determine the date, time and place of each Directors' committee meeting at the previous meeting.

(b) It shall be the Chief Executive Officer's responsibility to give reasonable notice of a Directors' meeting to every Director.

(c) The Chairperson may declare an extraordinary meeting of the Directors. In doing so, the Chairperson must notify the Chief Executive Officer who shall be responsible to give notice to the other Directors.

(d) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.

(e) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:

(i) the date, time and place of the meeting;

(ii) the general nature of the business to be conducted at the meeting; and

(iii) any proposed Resolutions.

(f) A Resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting under rule 11.2(e) or in giving notice of any changes to the item, date or place of the Directors' meeting.

11.3 Quorum at Directors' meetings

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

11.4 Chairing Directors' meetings

(a) The Director elected as Chairperson under rule 8.12 shall normally chair meetings of the Directors.

(b) The Directors must elect a Director present to chair a meeting, or part of it, if the previously elected Chairperson is not available, or declines to act, for the meeting or the part of the meeting.

11.5 Use of technology

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

11.6 Resolutions at Directors' meetings

11.6.1 *Passing of Directors' Resolutions*

(a) At a Directors' meeting at which a quorum is present, the Directors may exercise all the powers and discretions vested in or exercisable by the Directors under this Rule Book.

(b) A Resolution of the Directors must be passed by a majority of the Votes cast by Directors entitled to vote on the Resolution.

(c) The chair of a Directors' meeting shall have a casting vote.

11.6.2 *Circulating Resolutions of Directors*

(a) The Directors may pass a Resolution without a Directors' meeting being held if all Directors entitled to vote on the Resolution sign a statement that they are in favour of the Resolution set out in the document (Circulating Resolution).

(b) Separate copies of a Circulating Resolution may be used for signing by Directors if the wording of the Resolution and statement is identical in each copy.

(c) A Circulating Resolution is passed when the last Director signs.

12. SECRETARY AND CONTACT PERSON

12.1 Requirements for Secretary or Contact Person

12.1.1 *Who may be a Secretary or Contact Person*

(a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.

(b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary if the appointment is made with:

(i) the Registrar's permission under section 279-30(7) of the CATSI Act; or

(ii) the leave of the court under section 279-35 of the CATSI Act.

12.1.2 *Consent to act as Secretary or Contact Person*

(a) The Corporation must receive a signed consent from a person to act as Secretary or Contact Person of the Corporation before that person is appointed as Secretary or Contact Person of the Corporation.

(b) The Corporation must keep each consent received under rule 12.1.2(a).

12.2 Becoming a Secretary or 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.

12.3 How a Secretary or Contact Person is appointed

The Directors appoint a Secretary or Contact Person.

12.4 Terms and conditions of office for Secretary or Contact Person

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

12.5 Duties of Secretary and Contact Person

12.5.1 *Contact Person must pass on communications received*

While entered on the register of Aboriginal and Torres Strait Islander corporations as the Contact Person, a person:

(a) appointed with their consent as the Contact Person; or

(b) determined to be the Contact Person,

must pass on to a least 1 of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

12.5.2 *Secretary must pass on communications received*

While entered on the register of Aboriginal and Torres Strait Islander corporations as the Secretary, a person appointed with his or her consent to be the Secretary must pass on to at least 1 of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

12.5.3 *Effectiveness of acts by secretaries*

(a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with this Rule Book or the CATSI Act.

(b) Rule 12.5.3(a) does not deal with the question whether an effective act by a Secretary:

(i) binds the Corporation in its dealings with other people; or

(ii) makes the Corporation liable to another person.

13. CHIEF EXECUTIVE OFFICER

13.1 Appointment

(a) The Directors may appoint and remove the Chief Executive Officer of the Corporation on such terms and conditions as the Directors determine or are agreed to in contract between the Directors and the Chief Executive Officer.

(b) The Chief Executive Officer shall be an employee of the Corporation.

(c) The Chief Executive Officer shall not be eligible to be a Director of the Corporation during the term of his or her appointment as Chief Executive Officer.

(d) Eligibility for appointment as the Chief Executive Officer will be based on merit, however, the Corporation recognises that it is an Aboriginal corporation and that there is a strong preference that the Chief Executive Officer will be a Noongar Person.

13.2 Functions

(a) The Chief Executive Officer will be responsible for the day to day management, administration and legal compliance of the Corporation in accordance with any Strategic Plan, Annual Plan and otherwise at the specific direction of the Board.

(b) The Chief Executive Officer must keep the Directors informed so as to enable them to undertake their proper functions as Directors.

14. NOONGAR CORPORATIONS COMMITTEE AND NOONGAR RELATIONSHIP COMMITTEE

(a) If the Corporation is an Eligible Noongar Entity within the meaning of the Noongar Boodja Trust Deed, the Corporation must procure that the Chief Executive Officer and Chairperson participate as representatives of the Noongar Corporations Committee.

(b) The Corporation must participate in the Noongar Relationship Committee in accordance with the Regional ILUA.

15. CULTURAL DECISIONS

15.1 Making a Corporate Cultural Decision

(a) The Board can only make a Corporate Cultural Decision:

(i) after having received Cultural Advice following the Cultural Advice Policy; or

(ii) where the circumstances in rule 15.3 apply.

(b) The Board must make a Corporate Cultural Decision consistent with any Cultural Advice unless to do so would, in the reasonable opinion of the Directors be:

(i) contrary to law or the terms of the Regional ILUA;

(ii) likely to result in the Corporation assuming an unsustainable cost burden; or

(iii) likely to result in the assumption of unacceptable risk.

15.2 Managing Corporate Cultural Decisions

(a) The Board must establish and regularly update a Cultural Advice Policy which must:

(i) be consistent with this Rule Book and the Regional Corporation Principles;

(ii) establish a process for identifying persons with Cultural Authority in relation to Corporate Cultural Decision having regard to:

A. Law and Custom;

B. the Cultural Interests of the Agreement Group in relation to certain land and waters within the Region; and

c. the varying nature of Corporate Cultural Decisions and that not all Corporate Cultural Decisions can be treated alike;

(iii) require the Corporation to provide reasonable assistance to persons with Cultural Authority to provide Cultural Advice; and

(iv) be endorsed by Resolution of the Members in a General Meeting.

(b) The Corporation must, as far as practicable, resolve all Corporate Cultural Decisions within 90 days of the Corporate Cultural Decision first arising.

(c) Where a Corporate Cultural Decision must be made in relation to a matter which is the subject of the Regional ILUA, the Corporate Cultural Decision must be made in accordance with the relevant obligations and timeframes set out in the Regional ILUA (or in an Agreement under the Regional ILUA).

(d) Where the land and waters affected by a Corporate Cultural Decision include land and waters the subject of an ILUA adjacent to the Regional ILUA, the Corporation must notify the adjacent Regional Corporation (or if there is none, the legal representative of the Agreement Group of that Region) of the outcome of the Corporate Cultural Decision.

15.3 Corporate Cultural Decisions Affecting the Capel Area

(a) The Cultural Advice Policy must provide that, where a Corporate Cultural Decision must be made in relation to a matter which affects the Capel Area, the Corporation must ask one or more Harris Family Members to make recommendations to the Corporation in relation to that Corporate Cultural Decision, as far as it affects the Capel Area.

(b) Rule 15.3(a) may only be varied or deleted from this Rule Book on a temporary or permanent basis if the following conditions are satisfied:

(i) 75 percent of the Harris Family Members in attendance at a General Meeting of the Corporation, who are members of the Corporation, vote in favour of a resolution to vary or delete rule 15.3(a); and

(ii) at least four Harris Family Members, who are members of the Corporation, attend the General Meeting referred to in rule 15.3(b)(i).

15.4 Making a Corporate Cultural Decision without Cultural Advice

The Directors of the Corporation may make a Corporate Cultural Decision without receiving Cultural Advice where:

(a) the Corporation has made at least 2 bona fide attempts to obtain the Cultural Advice following the Cultural Advice Policy; and

(b) the Corporation has been unable to obtain Cultural Advice within 21 days of the second bona fide attempt by the Corporation.

15.5 Policies and Procedures for Cultural Land

If the Corporation is an Eligible Noongar Entity within the meaning of the Noongar Boodja Trust Deed, the Corporation must develop appropriate policies and procedures for maintaining an interest in Cultural Land granted to it by the Noongar Boodja Trustee having regard to:

(a) Item 12, Part B of Annexure E of Schedule 10 to the Regional ILUA;

(b) the protection, preservation and use of the Cultural Land as a place of cultural significance;

(c) the Title Protection Criteria; and

(d) the terms and conditions (if any) imposed by the Noongar Boodja Trustee on the grant of the interest in accordance with the Noongar Boodja Trust Deed.

16. EXECUTION OF DOCUMENTS AND THE COMMON SEAL

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 a person nominated by the Directors; and

(iii) the Corporation may have a duplicate Common Seal. The duplicate must be a copy of the Common Seal with the words 'duplicate seal' added.

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) 2 Directors;

(ii) a Director and a Secretary (if any); or

(iii) if the Corporation has only 1 Director, that Director.

(b) If the Corporation has a Common Seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

(i) 2 Directors;

(ii) a Director and a Secretary; or

(iii) if the Corporation has only 1 Director, that Director.

(c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 16.2.2(a) or 16.2.2(b).

(d) This rule 16.2.2, does not limit the ways in which the Corporation may execute a document (including a deed).

(e) The Directors may delegate their authority to execute documents to others. Such delegation shall be given in writing.

17. FINANCES AND RECORD KEEPING

17.1 Application of funds and property

(a) Subject to the CATSI Act and this Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Objects.

(b) Subject to the CATSI Act and this Rule Book, 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

(a) The Corporation must keep minute books in which it records within 1 month:

(i) proceedings and Resolutions of General Meetings;

(ii) proceedings and Resolutions of Directors' meetings (including meetings of a committee of Directors);

(iii) resolutions passed by Members without a meeting;

(iv) resolutions passed by Directors without a meeting; and

(v) if the Corporation has only 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.

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

(d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either the General Meeting Chair or the Chairperson (as the case requires):

(i) of the meeting; or

(ii) of the next meeting,

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

(e) If the minutes of the meeting are kept by means of an audio, or audio visual recording, the Corporation must ensure that either the General Meeting Chair or the Chairperson (as the case requires):

(i) of the meeting; or

(ii) of the next meeting,

signs a declaration under rule 17.2(f) within a reasonable time after the first meeting.

(f) The declaration under this rule 17.2(f) must:

(i) identify the audio, or audio-visual recording;

(ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and

(iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.

(g) The Corporation must ensure that minutes of the passing of a Resolution without a meeting are signed by a Director within a reasonable time after the Resolution is passed.

(h) If the Corporation has only 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.

(i) 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.

(j) A minute that is recorded and signed in accordance with this rule 17.2 is evidence of the proceeding, Resolution or declaration to which it relates, unless the contrary is proved.

17.3 Rule Book and records about Officers, Contact Person, etc

The Corporation must keep:

(a) an up-to-date copy of its Rule Book (incorporating any changes to the Rule Book made in accordance with the CATSI Act and the terms of the Rule Book);

(b) written records relating to:

(i) the names and addresses to the Corporation's current Officers and Secretary or Contact Person (as the case may be);

(ii) the Corporation's Registered Office (if any); and

(iii) the Corporation's document access address (if any).

17.4 Financial records

17.4.1 *Obligation to keep financial records*

(a) 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 in accordance with Australian Accounting Standards;

(iii) would enable those financial records to be audited in accordance with Australian Accounting Standards; and

(iv) comply with the record keeping and reporting requirements in the CATSI Act and the ACNC Act.

(b) This obligation extends to transactions undertaken as trustee.

17.4.2 *Period for which financial records must be retained*

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

17.5 Physical format

If the records that the Corporation is required to keep under rules 17.3 and 17.4 are kept in electronic form:

(a) the records must be convertible into hard copy; and

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

17.6 Place where records are kept

If the Corporation is registered as:

(a) a large corporation, the records that the Corporation is required to keep under rules 17.3 and 17.4 must be kept at the Corporation's Registered Office; or

(b) a small or medium corporation, the records that the Corporation is required to keep under rules 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 them.

(c) This right continues for 7 years after a person ceases 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 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 12 noon 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 7 days of a Member's written request for inspection.

(c) The Corporation must make minutes available free of charge.

(d) A Member may ask the Corporation in writing for a copy of:

(i) any minutes of a meeting of the Corporation's Members or an extract of the minutes; or

(ii) any minutes of a Resolution passed by Members without a meeting.

(e) The Member may ask the Corporation for an English translation under section 376-5(3) of the CATSI Act if the minutes are not in the English language.

(f) 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.

(g) 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.

(h) 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 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, its Rule Book. This Rule Book must be available for inspection each Business Day from at least 10am to 12 noon 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, its Rule Book. This Rule Book must be made available for inspection within 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 rules;

(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

(a) In order to comply with Division 333 of the CATSI Act, the Directors shall appoint an Auditor who is:

(i) independent;

(ii) a Certified Practicing Accountant who is a member of the Institute of Chartered Accountants in Australia or CPA Australia; and

(iii) a registered company auditor who is registered under Part 9.2 of the Corporations Act 2001 (Cth),

to ensure that any requirements set out in the CATSI Act relating to the examination or auditing of the Corporation's financial records are complied with.

(b) The Directors must make enquiries with at least 3 candidates before deciding on who shall be appointed as the Auditor of the Corporation.

19. ANNUAL REPORTING

19.1 General reporting to Registrar

(a) The Corporation must prepare a general report in respect of each Financial Year and must be presented to the Members at the AGM.

(b) The general report must comply with the requirements of the CATSI Act:

19.2 Financial Report

(a) The Corporation must prepare a financial report for each Financial Year in accordance with Division 330 of the CATSI Act and the Regulations.

(b) If required by section 333-20 of the CATSI Act, the Corporation must have its financial report audited by its Auditor in accordance with the Australian Auditing Standards at least once per Financial Year and must obtain an auditor's report from the Auditor.

19.3 Directors' report

The Corporation must prepare a Directors' report for each Financial Year in accordance with Division 330 of the CATSI Act and of the Regulations.

19.4 ACNC Reporting

The Corporation must prepare reports for each Financial Year in accordance with Division 60 of the ACNC Act.

20. REGIONAL CORPORATION OBLIGATIONS

20.1 When rules apply

(a) The rules contained in this rule 20 only apply whilst the Corporation is a Regional Corporation.

(b) Where a rule contained in this rule 20 conflicts with a rule contained elsewhere in this Rule Book, to the extent permitted by the CATSI Act, this rule 20 will apply to the extent of the inconsistency.

20.2 Requirement to give notice of General Meeting and other communications to the Noongar Boodja Trustee

The Corporation must give the Noongar Boodja Trustee:

(a) notice of a General Meeting in the same way that a Member is entitled to receive notice; and

(b) any other communications relating to the General Meeting that a Member is entitled to receive.

20.3 Noongar Boodja Trustee's right to be heard at General Meetings

(a) The Noongar Boodja Trustee is entitled to attend any General Meeting of the Corporation.

(b) The Noongar Boodja Trustee is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the Noongar Boodja Trustee in their professional capacity.

(c) The Noongar Boodja Trustee may authorise a person in writing as the Noongar Boodja Trustee's representative for the purpose of attending and speaking at any General Meeting.

20.4 Additional audit requirements

The Corporation must procure an annual report from the Auditor regarding the Corporation's compliance with the NBT Funding Guidelines and Payment Conditions for any funding provided by the Noongar Boodja Trust in the previous Financial Year.

20.5 NBT Special Purpose Report

If requested to do so by the Noongar Boodja Trustee, the Corporation must prepare a NBT Special Purpose Report.

20.6 Annual Plan

The Board must prepare an Annual Plan that sets out how the Corporation will deliver Regional Corporation Core Functions.

20.7 Reports to be provided to Noongar Boodja Trustee

The Corporation must provide the Noongar Boodja Trustee with, in respect of a Financial Year a copy of:

(a) any report prepared by an Auditor appointed in accordance with rule 18;

(b) the reports referred to in rule 19;

(c) the report prepared by the Auditor in accordance with rule 20.4;

(d) the NBT Special Purpose Report (if any) prepared in accordance with rule 20.5; and

(e) the Annual Plan prepared in accordance with rule 20.6;

as soon as practicable after the Corporation receives that report.

21. DISPUTE RESOLUTION PROCESS

21.1 General

This rule sets out the steps which must be taken to try to resolve any disagreement or Dispute about how the CATSI Act, the affairs of the Corporation or the Corporation's rules apply. Disputes that are dealt with in this section are those that may arise between:

(a) Members;

(b) Members and Directors; or

(c) Directors.

21.2 Informal negotiations

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

21.3 Giving of Dispute Notice

(a) If the Dispute is not resolved in accordance with rule 21.2 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.

21.4 Referring Dispute to the Directors

The Directors must make a reasonable effort to help the parties resolve the Dispute within 20 Business Days after the Corporation receives the Dispute Notice.

21.5 Seeking assistance from the Registrar

21.5.1 *Seeking assistance from the Registrar about the meaning of the CATSI Act or the Corporation's Rule Book*

(a) If a Dispute or any part of a Dispute relates to an issue arising out of the meaning of any provision of the CATSI Act or the Corporation's Rule Book, the Directors or any party to the Dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

(b) The Registrar's opinion will not be binding on the parties to a Dispute.

21.6 Referring Dispute to a General Meeting

(a) If the Directors cannot resolve the Dispute within 20 Business Days after receiving the Dispute Notice, it must hold a General Meeting of the Corporation and put the matter to the Members to resolve. The General Meeting must be held within 3 months after the Corporation receives Dispute Notice.

(b) When passing any Resolution about a Dispute, the Members in the General Meeting are subject to the CATSI Act and these rules.

22. NOTICES AND COMMUNICATIONS

22.1 General

(a) Unless the CATSI Act or these rules otherwise require, notices must be given in writing (including by fax).

(b) Notices of Directors' meetings given under rule 11.2(b) can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

22.2 How a notice to a Member may be given

Unless the CATSI 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); or

(e) sent by email to the Member's current email address (if the Member has nominated one).

22.3 When notice taken as being given

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

(a) is given by post, it is taken to have been given 3 days after posting;

(b) is given by fax, it is taken to have been given on the Business Day after it is sent;

(c) is given:

(i) after 5pm 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 9am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

23. WINDING UP

23.1 No distribution of surplus assets to Members

The income and property of the Corporation must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Member, Officer, servant, agent, consultant, contractor or employee of the Corporation except in good faith in the promotion of the Objects.

23.2 Voluntary winding up of the Corporation

(a) Voluntary winding up of the Corporation can only occur in accordance with the Act and after:

(i) The Directors call a Special General Meeting specifically and exclusively for the purpose of voluntary wind up; and

(ii) At the Special General Meeting called specifically and exclusively for the voluntary wind up of the Corporation, a motion supporting the voluntary wind up of the Corporation is passed by at least a 75% majority of the Members present.

(b) The Corporation may be wound up if:

(i) the Corporation so resolves by a Special Resolution of a General Meeting convened for that purpose; and

(ii) the Members are given at least 21 days' notice specifying the intention to propose the Resolution as a Special Resolution.

(c) The Secretary shall, within 3 weeks after the passing of a Special Resolution, in accordance with this rule, lodge with the Registrar a notice, in the prescribed form, of the passing of the Resolution and a copy of the Resolution.

23.3 Distribution of funds on winding up and revocation of endorsement

(a) Upon the winding up of the Corporation, the excess property and funds of the Corporation (to the extent not covered by rule 23.3(b)), shall be transferred to a corporation, fund or entity which:

(i) is established for the benefit of Aboriginal people of Western Australia;

(ii) is charitable at law;

(iii) has one or more objects similar to the Objects of the Corporation;

(iv) is approved by the Commissioner of Taxation as an institution to which income tax deductible gifts can be made; and

(v) prohibits distributions or payments of its or their income and property among its Members to an extent at least as great as is imposed on the Corporation under or by virtue of this Rule Book.

(b) If, upon the revocation of the Corporation's endorsement as a deductible gift recipient by the Commissioner of Taxation or upon the winding up of the Corporation (whichever occurs first), there remains excess gifts, Contributions or money received because of such gifts or Contributions, the same must be transferred to a corporation, fund or entity which:

(i) is established for the benefit of Aboriginal people of Western Australia;

(ii) is charitable at law;

(iii) has one or more objects similar to the Objects of the Corporation;

(iv) is approved by the Commissioner of Taxation as an institution to which income tax deductible gifts can be made; and

(v) prohibits distributions or payments of its or their income and properly among its Members to an extent at least as great as is imposed on the Corporation under or by virtue of this Rule Book.

(c) The decision as to the corporation, fund or entity to be given the surplus assets (whether under rule 23.3(a) or 23.3(b)) must be made by a Special Resolution of the Members at or before the time of winding up. If the Members do not make this decision, the Corporation may apply to the Supreme Court to make this decision.

(d) No payment shall be made to a Member upon winding up other than as is authorised by these rules except as bona fide compensation for services rendered or expense incurred on behalf of the Corporation.

(e) The Commissioner of Taxation shall be notified in the event of the winding up of dissolution of the Corporation.

24. AMENDMENT OF THE RULE BOOK

24.1 Corporation wants to change the Rule Book

(a) For the Corporation to change its Rule Book, the following steps must be complied with:

(i) the Corporation must pass a Special Resolution by a 75% majority at a General Meeting;

(ii) if the Corporation is a Regional Corporation, the Corporation must seek the advice of the Noongar Boodja Trustee on whether the proposed changes will affect the Corporation's eligibility to remain as a Regional Corporation. This advice must be provided to the Members prior to the General Meeting at which the proposed changes are to be considered;

(iii) the Corporation must lodge certain documents under rule 24.2;

(iv) the Registrar must make certain decisions in respect of the

change and, if appropriate, must register the change.

(b) A change to rule 15.3(a) of the Rule Book must comply with the additional step in rule 15.3(b).

24.2 Corporation to lodge copy of changes

(a) If there is no extra requirement, within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:

(i) a copy of the Special Resolution;

(ii) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;

(iii) a Directors' statement signed by:

A. 2 Directors; or

B. if there is only 1 Director, that Director, to the effect that the Special Resolution was passed in accordance with the CATSI Act and the Corporation's Rule Book; and

(iv) a copy of the change to the Rule Book.

(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 24.2(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 Rule Book as it would be if the Registrar registered the change, it must do so.

24.3 Date of effect of change

A Rule Book change under rule 24 takes effect on the day the change is registered.

25. DEFINITIONS AND INTERPRETATION

25.1 Definitions

In these rules:

Aboriginal persons or Aboriginal people	means persons of the Aboriginal race of Australia.
ACNC Act	means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
Agreement	means any agreement with: (a) the State of Western Australia; (b) the Commonwealth of Australia; (c) any local government; (d) any corporate or non-corporate entity; or (e) any legal or natural persons.

Agreement Group	means persons in the relevant "Native Title Agreement Group" as defined in the ILUAs, one of which is the Regional Agreement Group.
Agreement Group Endorsement	has the meaning given to that term in clause 1.1 of the Noongar Boodja Trust Deed.
Annual General Meeting or AGM	means a General Meeting held in accordance with rule 7.1.
Annual Plan	means a plan for the activities of the Corporation during a Financial Year.
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.
Auditor	means the person, company or firm that is appointed as the auditor of the Corporation from time to time in accordance with rule 18.
Australian Accounting Standard	means the standards of that name maintained by the Australian Accounting Standards board created by section 226 of the Australian *Securities and Investments Commission Act 2001* (Cth).
Australian Auditing Standards	means the standards made by the Auditing and Assurance Standards board created by section 227A of the *Australian Securities and Investment Commission Act 2001* (Cth).
Board or Board of Directors	means those individuals elected or appointed in accordance with rule 8 to manage the affairs of the Corporation in accordance with the CATSI Act and this Rule Book.
Books	include a register, any record of information, financial reports, or records, or documents of a corporation however compiled, recorded, or stored.
Business Day	means a day which is not a Saturday, Sunday or bank or public holiday in Western Australia.
Capel Area	means the area of overlap between the Harris Family (WAD6085/1998) and Gnaala Karla Booja (WAD6274/1998) native title claims as at 30 June 2014 and outlined in Schedule 1.
CATSI Act	means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) as amended from time to time and any regulations made under it.

Central Service Corporation	means the corporation appointed by the Noongar Boodja Trustee as the "Central Services Corporation" under the Noongar Boodja Trust Deed.
Chairperson	means the Director elected as Chairperson under rule 8.12.
Chief Executive Officer	means the Chief Executive Officer of the Corporation from time to time.
Circulating Resolution	means a Resolution of the Directors passed in accordance with rule 11.6.2.
Claimant Applications	has the meaning given to that phrase in the Native Title Act.
Commissioner of Taxation	means a Commissioner of Taxation, second Commissioner of Taxation and Deputy Commissioner of Taxation as provided for in sections 4 and 7 of the *Taxation Administration Act 1953 (*Cth).
Common Seal	means the common seal of the Corporation referred to in rule 16.1.
Consent form	means any form through which consent is given as required by these rules.
Contact Person	means a person elected or appointed in accordance with rule 12.
Contribution	means: (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the *Income Tax Assessment Act 1997* (Cth) in relation to a fundraising event; or (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the *Income Tax Assessment Act* (Cth) in relation to a successful bidder at an auction that was a fundraising event, held for the Objects.
Corporation	means the Corporation referred to in rule 1.
CSC Regional Services	means the services that must be provided by the Central Services Corporation from time to time and described as the "CSC Regional Services" in accordance with the Noongar Boodja Trust Deed.

Corporate Cultural Decision means a decision of the Corporation to do or agree to do an act that is likely to materially affect Cultural Interests in the Region, including a decision:

(a) about how land and waters in the Region should be used or managed;

(b) to request the Noongar Boodja Trustee to convert Cultural Land within the Region to Development Land pursuant to the Noongar Boodja Trust Deed;

(c) about who should perform the role of "Aboriginal Consultant" under an Aboriginal heritage agreement in relation to land and waters within the Region;

(d) by the Noongar Boodja Trustee that necessitates a:

(i) Decision to Proceed in relation to:

A. Development Land; or

B. Housing Land; or

(ii) Cultural Land Development Decision in relation to Cultural Land; or

(e) as to the grant of an interest to the Corporation in relation to Cultural Land.

Cultural Advice means advice in relation to a Corporate Cultural Decision from persons identified as having Cultural Authority in relation to that Corporate Cultural Decision following the Cultural Advice Policy.

Cultural Advice Policy means policy, procedure and mechanisms developed by the Board in accordance with rule 15.2(a) in relation to the process of making Corporate Cultural Decisions and obtaining Cultural Advice.

Cultural Authority means the right and responsibility recognised under Law and Custom for a particular person or group of persons to speak for and make decisions about land and waters on behalf of the Regional Agreement Group

Cultural Interests means the communal, group or individual rights and interests of the Regional Agreement Group in relation to land and waters, recognised under Law and Custom.

Cultural Land has the meaning given in the Noongar Boodja Trust Deed.

Cultural Land Development Decision	has the meaning given in the Noongar Boodja Trust Deed.
Decision to Proceed	has the meaning given in the Noongar Boodja Trust Deed.
Development Land	has the meaning given in the Noongar Boodja Trust Deed.
Director/s	means a person or people who hold office as a Director of the Corporation in accordance with rule 8.
Directors' Minute Book	means the books and records in which the minutes of all Directors' meetings are kept under rule 17.2 and copies of any Circulating Resolution.
Directors' Resolution	means a Resolution made by Directors in a manner consistent with these rules.
Dispute	means a dispute referred to in rule 21.
Dispute Notice	means the notice referred to in rule 21.3.
Dispute Resolution Process	means the process set out in rule 21.
Election Manual	means the manual which provides the process for the appointment of Member Directors by election as set out in by rule 8.13(a) of this Rule Book and as established by the Directors from time to time.
Eligible Expert Directors	has the meaning given in rule 8.2.1(d)(ii);
Eligible Member Directors	has the meaning given in rule 8.2.1(d)(ii);
Eligible Noongar Entity	means the entities recognised as the "Eligible Noongar Entities" in accordance with the Noongar Boodja Trust Deed.
Expert Director	means a Director of the Corporation having recognised qualifications and demonstrated experience that is appropriate and relevant to the matter for which the expert is required and who is appointed as a Director in accordance with rule 8.5.2.
Family Member	in relation to a person means: (a) a child of the person (adopted or biological); or (b) a parent of the person (adopted or biological); or (c) a brother or sister of the person (adopted or biological); or

	(d) the spouse or de facto partner of the person.
Financial Year	refers to each 12 month period from 1 July to 30 June.
General Meeting	refers to a general meeting of the Members of the Corporation called and held in accordance with rule 7 and includes any Special General Meeting and Annual General Meeting.
General Meeting Chair	means the person elected to chair a General Meeting under rule 7.8.
General Meeting minute book	means the books and records in which the minutes of all general meetings are kept under rule 17.2.
Gnaala Karla Booja People	means those persons who are members of the Regional Agreement Group.
Harris Family Members	means any person described within the Harris Family native title claim group description in native title determination application WAD 6085 of 1998 as that description was at 30 June 2014.
Housing Land	has the meaning given in the Noongar Boodja Trust Deed.
ILUAs	means each of the Indigenous Land Use Agreements entered into by the State and the Native Title Claims which are entered on the Register of Indigenous Land Use Agreements established and maintained under Part 8A of the Native Title Act, and which are collectively referred to as the ILUAs, one of which is the Regional ILUA.
Indigenous Corporation Number or ICN	means that number given by the Registrar to the Corporation on registration.
Initial Directors	means those Directors of the Corporation referred to in rule 8.4.1.
Law and Custom	means the body of traditions, laws, customs, and beliefs recognised and held in common by the Noongar People and includes those traditions, lore, customs and beliefs exercised in relation to a particular area of land and waters.
Material Personal Interest	has the meaning given to it in rule 10.3.
Member	means a person whose name appears on the Register of Members.

Member Director	means a Member of the Corporation who is appointed as a Director in accordance with rule 8.5.1.
Members' Resolution	means those Resolutions referred to in rule 7.6.
Native Title Act	means the Native Title Act 1993 (Cth) as amended from time to time.
Native Title Claims	means the Claimant Applications lodged in the Federal Court and allocated numbers as follows:

Ballardong	(a) NNTT file number WC 2000/007 Federal Court file number WAD 6181/1998;
Gnaala Karla Booja/Harris Family	(b) NNTT file numbers WC 1998/058, WC1996/041 Federal Court file number WAD 6274/1998, WAD6085/1998;
South West Boojarah/Harris Family	(c) NNTT file numbers WC 2006/004, WC1996/041 Federal Court file numbers WAD 253/2006, WAD6085/1998;
Whadjuk	(d) NNTT file number WC 2011/009 Federal Court file number WAD 242/2011.
Wagyl Kaip/Southern Noongar	(e) NNTT file numbers WC 1998/070, WC 1996/109 Federal Court file numbers WAD 6286/1998 WAD 6134/1998;

	Yued	(f) NNTT file number WC 1997/071 Federal Court file number WAD 6192/1998.

NBT Funding Guidelines	means the guidelines established by the Noongar Boodja Trustee and described as the "Funding Guidelines" in accordance with the Noongar Boodja Trust Deed.
NBT Special Purpose Report	means a report that the Noongar Boodja Trustee may require the Regional Corporation to prepare in respect of a Financial Year and described as a "Special Purpose Report" in accordance with the Noongar Boodja Trust Deed.
Negotiable Instrument	has the meaning described in section 700 of the CATSI Act.
Nominations Committee	means the committee called the "Nominations Committee" established in accordance with the Noongar Boodja Trust Deed.
Noongar Boodja Trust	means the trust established under the Noongar Boodja Trust Deed.
Noongar Boodja Trustee	means the trustee of the Noongar Boodja Trust from time to time.
Noongar Boodja Trust Deed	means Noongar Boodja Trust Deed executed on 29 March 2021 between William Michael Gerard Lawrie as settlor and Perpetual Trustee Company Limited as trustee.
Noongar Corporations Committee	means the Committee referred to in 1.2(g) of these rules.
Noongar Lands	means the lands and waters inside the outer boundary of the combined areas of the ILUAs and the Native Title Claims.
Noongar People	means the Aboriginal society which comprises all Noongar Persons.
Noongar Person	means an individual who: (a) has a Traditional Connection to Noongar Land; (b) is a descendant of the Aboriginal people known as the Noongar People; and (c) identifies as and is accepted as a member of the Noongar People by those persons.

Objects	means the objects set out in rule 3.
Observer	means an observer as referred to in rule 5.9.
Officer	is a Director, Secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation or could significantly affect the Corporation's financial standing.
Operations Fund	means the fund described as the “Operations Fund” as established by the Noongar Boodja Trustee in accordance with the Noongar Boodja Trust Deed.
Operations Funding	means any funds which the Corporation receives from the Operations Fund from time to time.
Payment Conditions	means the conditions the Noongar Boodja Trustee may place for the release of distributions to Eligible Noongar Entities and described as the “Payment Conditions” in accordance with the Noongar Boodja Trust Deed.
Poll	means a vote on meeting procedure by show of hands. A secret ballot can be demanded by poll.
Proxy	means a person who has been appointed to attend, speak, and vote at a meeting on behalf of another person.
Region	means the region described in **Error! Reference source not found.**.
Regional Agreement Group	means the persons in the “Native Title Agreement Group” as defined in the Regional ILUA.
Regional ILUA	means the ILUA directly relating to the Region and the Regional Native Title Claim.
Regional Native Title Claim	means the Native Title Claim directly relating to the Region, as described in **Error! Reference source not found.**.
Regional Corporation	means a corporation appointed by the Noongar Boodja Trustee as a “Regional Corporation” in respect of the region of a Native Title Claim under the Noongar Boodja Trust Deed.
Regional Corporation Core Functions	means the functions that are to be undertaken by the Regional Corporation from time to time and described as the “Regional Corporation Core

	Functions" in accordance with the Noongar Boodja Trust Deed.
Regional Corporation Principles	means the "Regional Corporation Principles" described in the Regional ILUA.
Register of Former Members	means the register of former members kept in accordance with rule 6.
Register of Members	means the register of members kept in accordance with rule 6.
Registered Office	means the registered office referred to in rule 17.11.2 and includes the document access address if the Corporation is registered as a small or medium corporation.
Registers	means the Register of Members and Register of Former Members kept in accordance with rule 6.
Registrar	means the Registrar of Aboriginal and Torres Strait Islander corporations appointed in accordance with the CATSI Act.
Regulations	means the Corporations (Aboriginal and Torres Strait Islander) Regulations 2007 (Cth) as amended from time to time.
Related Commercial Activities	means activities that directly further the Corporation's altruistic purposes, being the purposes for which the Commonwealth government grants a relevant income tax exemption to the Corporation.
Replaceable Rule	is a rule under the CATSI Act that can be either applied or be changed.
Resolution	means a formal decision by a meeting of the corporation and agreed by a vote.
Returning Officer	means the person appointed as such by the Directors or the Chief Executive Officer in accordance with rule 8.13(f) to conduct, oversee and declare elections of Member Directors.
Rule Book	means this rule book and any or substitutions.
Secret Ballot	means a method by which a Member's vote is cast in secret.
Secretary	means a person appointed in accordance with rule 12, unless the Corporation is registered as a small or medium corporation, where the secretary would act as a Contact Person, and all

	references in these rules to “secretary” is a reference to the Contact Person.
Selections Committee	means: (a) where the Corporation is, or is seeking to be an Eligible Noongar Entity, the Nominations Committee; or (b) in all other cases, a committee to be established by the Board for determining eligibility of persons to be Directors of the Corporation in accordance with rule 8.2.
Special General Meeting or SGM	means a General Meeting other than an Annual General Meeting.
Special Resolution	means a Resolution passed in accordance with rule 7.11.3(b).
Standards	means the governance standards referred to in section 45-10 of the CATSI Act.
State	means the State of Western Australia.
Strategic Plan	means the strategic plan for the Corporation
Title Protection Criteria	has the meaning given to it in the Noongar Boodja Trust Deed.
Traditional Connection	means a connection to country arising under Law and Custom through: either: (a) a genealogical connection to the Aboriginal persons in occupation of the Noongar Lands at sovereignty; or (b) another form of connection to the Noongar Lands (including through adoption or acceptance); and the person asserts and is recognised by a substantial portion of the Noongar People as having, rights and responsibilities under the Law and Custom in respect of the Noongar Lands.
Unrelated Commercial Activities	means activities that are not Related Commercial Activities
Vote	means a vote on a Resolution by show of hands or Secret Ballot.

25.2 Interpretation

(a) A word of expression defined in the CATSI Act and used in this Rule Book has the same meaning given to it in the CATSI Act.

(b) Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.

(c) The Replaceable Rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with this Rule Book.

26. INCONSISTENCY WITH LEGISLATION

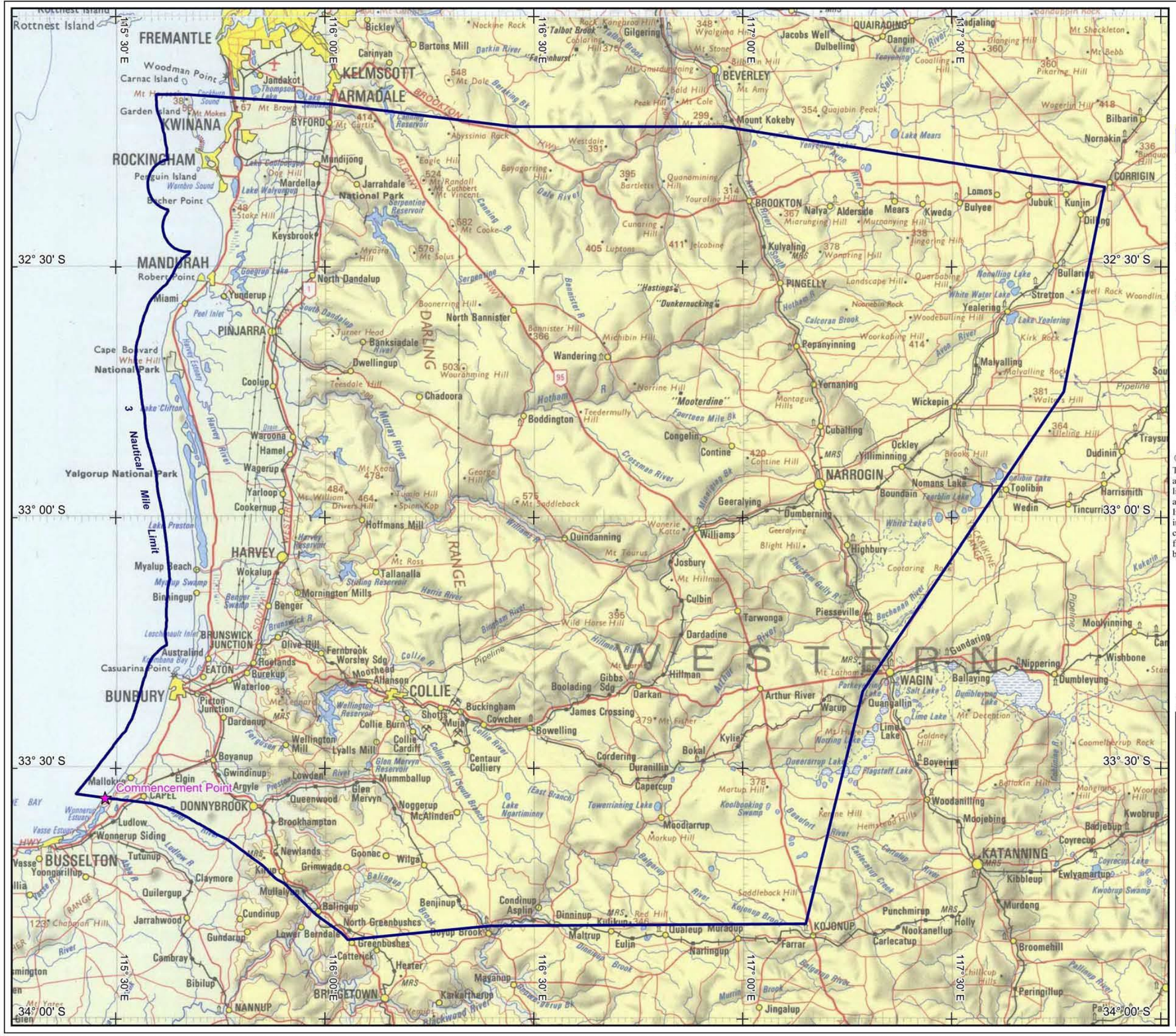
If there is any inconsistency in this Rule Book with the CATSI Act, the CATSI Act will apply to the extent of the inconsistency.

SCHEDULE 1 - REGION

Geographical Region of the Gnaala Karla Booja ILUA.

All those lands and waters commencing at Latitude 33.558716 South, Longitude 115.474138 East, a point on a present boundary of Native Title Determination Application WAD6274/1998 Gnaala Karla Booja (WC1998/058) and extending westerly to the intersection of Longitude 115.405070 East with the 3 Nautical Mile Limit. Then generally northerly along that 3 Nautical Mile Limit to the prolongation west of the northernmost northern point of the High Water Mark of Garden Island. Then east along that prolongation to the northernmost northern point of the High Water Mark of Garden Island being a point on the present boundary of Native Title Determination Application WAD6274/1998 Gnaala Karla Booja (WC1998/058). Then generally easterly, generally south westerly, generally westerly and generally north westerly along the boundaries of that native title determination application back to the commencement point.

REGION BOUNDARY (Page intentionally left blank – see next page)

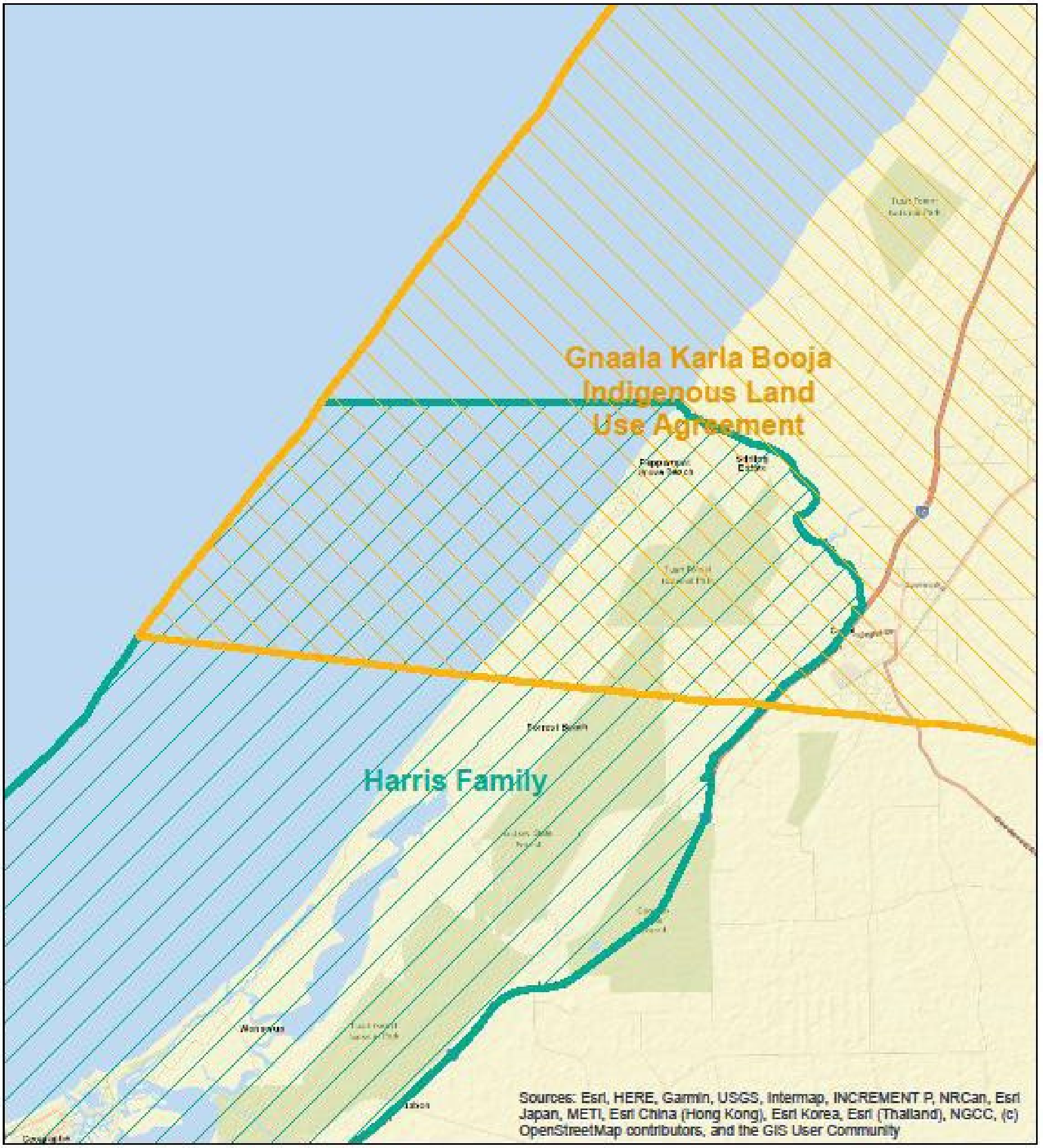

Commencement Point
FREMANTLE
KWINANA
ROCKINGHAM
MANDURAH
KELMSCOTT
ARMADALE
BYFORD
MUNDIJONG
JARRAHDALE
KEYSBROOK
NORTH DANDALUP
PINJARRA
YUNDERUP
DWELLINGUP
COOLUP
WAROONA
HAMEL
WAGERUP
YARLOOP
COOKERNUP
HOFFMANS MILL
HARVEY
MYALUP BEACH
BINNINGUP
BUNBURY
DONNYBROOK
BUSSELTON
COLLIE
BRUNSWICK JUNCTION
EATON
AUSTRALIND
BURekup
WATERLOO
DARDANUP
BOYANUP
GWINDINUP
ELGIN
ARGYLE
LOWDEN
MUMMBALLUP
QUEENWOOD
BROOKHAMPTON
NEWLANDS
GOONAC
WITGA
GRIMWADE
KIRUP
MULLALYUP
BALINGUP
BENJINUP
CONDINUP
ASPLIN
DINNINUP
NORTH GREENBUSHES
GREENBUSHES
LOWER BERNDALE
CUNDINUP
GUNDARUP
JARRAHWOOD
CAMBRAY
BIBILUP
NANNUP
CATTERICK
HESTER
MAYANUP
BRIDGETOWN
KARKALLARUP
TUTUNUP
YOONGARILLUP
QUILERGUP
CLAYMORE
LUDLOW
WONNERUP SIDING
MALLOKUP
LAKE PRESTON
LAKE CLIFTON
YALGORUP NATIONAL PARK
CAPE BOUVARD
WHITE HILL
NATIONAL PARK
PENGUIN ISLAND
CASUARINA POINT
ROBERT POINT
MIAMI
GARDEN ISLAND
CARNAC ISLAND
WOODMAN POINT
ROTTNEST ISLAND
BICKLEY
CARINYAH
BARTONS MILL
JANDAKOT
THOMPSON LAKE
LAKE JANDAKOT
MT MAKES
MT BROWN
MT CURTIS
ABYSSINIA ROCK
WESTDALE
EAGLE HILL
DOG HILL
LAKE COOGEGUP
LAKE WALYUNGUP
WARNBRO SOUND
BUTCHER POINT
MARDELLA
STAKE HILL
JARRAHDALE NATIONAL PARK
SERPENTINE RESERVOIR
MT RANDALL
MT CUTHBERT
MT VINCENT
MT COOKE
MT SOLUS
MYARA HILL
GOOGUP LAKE
PEEL INLET
SOUTH DANDALUP
TURNER HEAD
BANKSIADALE
BOONERRING HILL
NORTH BANNISTER
SERPENTINE R
SERPENTINE HWY
DARLING RANGE
BANNISTER R
BANNISTER HILL
MICHIBIN HILL
WANDERING
HOTHAM R
TEEDERMULLY HILL
NORRINE HILL
"MOOTERDINE"
FOURTEEN MILE BK
CHADOORA
TEESDALE HILL
WOURAMMING HILL
MURRAY RIVER
HOTHAM
BODDINGTON
CONGELIN
CONTINE
CONTINE HILL
CROSSMAN RIVER
MINDINIUP BK
GEERALYING
DUMBERNING
QUINDANNING
WILLIAMS
WANERIE KATTA
MT TAURUS
JOSBURY
MT HILLMAN
CULBIN
TARWONGA
PIESSEVILLE
DARDADINE
HIGHBURY
BLIGHT HILL
COOTORING
CHEERUP GULLY R
BUCHANAN RIVER
WILD HORSE HILL
BINGHAM RIVER
HILLMAN R
HILLMAN
GIBBS SDG
BOOLADING SDG
DARKAN
ARTHUR RIVER
WARUP
QUANGALLIN
LIME LAKE
MT DECEPTION
GOLDNEY HILL
NOGING LAKE
QUEERRUP LAKE
FLAGSTAFF LAKE
BOYERING
WOODANILLING
MOOJEBING
KATANNING
KOJONUP
KENNEDY RANGE
CARLECATUP
NOOKANELLUP
HOLLY
MURDONG
KIBBLEUP
EWLYAMARTUP
KWOBRUP SWAMP
COYRECUP
COYRECUP LAKE
BADJEBUP
KWOBRUP
BROOMEHILL
PERINGILLUP
JINGALUP
MARTUP HILL
KOOLBOOKING SWAMP
TOWERRINNING LAKE
MOODIARRUP
MARKUP HILL
CAPERCUP
DURANILLIN
CORDERING
BOKAL
KYLIE
BOWELLING
JAMES CROSSING
COWCHER
BUCKINGHAM
SHOTTS
MUJA
COLLIE BURN
COLLIE CARDIFF
CENTAUR COLLIERY
LYALLS MILL
WELLINGTON MILL
GLEN MERVYN
NOGGERUP
MCALINDEN
TUTUNUP
BALINGUP
BENJINUP
CONDINUP
ASPLIN
DINNINUP
MALTRUP
EULIN
NARLINGUP
QUALEUP
MURADUP
FARRAR
PUNCHMIRUP
HOLLY
NOOKANELLUP
CARLECATUP
BROOMEHILL
PERINGILLUP
JINGALUP
WILLIAMS
HIGHBURY
CULBIN
TARWONGA
PIESSEVILLE
DARDADINE
MOULYINNING
NIPPERING
WISHBONE
DUMBLEYUNG
WAGIN
BALLAYING

SCHEDULE 1 – GNAALA KARLA BOOJA & HARRIS FAMILY CLAIM OVERLAP

REGION BOUNDARY (Page intentionally left blank – see next page)

Gnaala Karla Booja Indigenous Land Use Agreement & Harris Family Native Title claim

Showing overlap area



South West Aboriginal Land and Sea Council Aboriginal Corporation

210428 A4 GKB Harris Family claim overlap

1:100,000

1 cm = 1,000 meters

0 0.5 1 2 3 4 5

Kilometers

ILUA

Gnaala Karla Booja Indigenous Land Use Agreement

Register of Native Title Claims

Harris Family

Coordinate system: GDA94, Map Grid of Australia, Zone 50.

Source of data:
Native Title information is from the NNTT, 2021.