



Wanparta Aboriginal Corporation RNTBC

ICN 4695

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

Contents

1. Name	3
2. Objectives	3
3. Members	4
3A. Associate members	6
4. Meetings	6
5. Directors	9
5A. The working sub-committee and additional sub-committees	13
5B. Advisers	14
6. Contact person	14
7. Records	15
8. Finances	15
9. Application of funds	15
10. Winding up	15
11. Dispute resolution	16
12. Powers of the Corporation	17
13. Functions of the corporation as a prescribed body corporate and registered native title body corporate	18
14. Decision making process in matters that affect native title rights or interests	19
15. Alteration of rules of the corporation	21
16. Dictionary	21
Schedule 1—Founding members	24
Schedule 2—Founding directors	25

1. Name

The name of the corporation is **Wanparta Aboriginal Corporation RNTBC**

2. Objectives

2.1 Subject to Rule 2.3, the corporation aims to:

- (a) provide direct relief from poverty, sickness, suffering, misfortune, destitution or helplessness among Aboriginal people, especially the common law holders;
- (b) be and to perform the functions of a prescribed body corporate, for the purpose of being the subject of a native title determination under section 56 and 57 of the Native Title Act;
- (c) be and to perform the functions of a registered native title body corporate for the purpose of being the subject of a determination under section 57 of the Native Title Act;
- (d) protect, preserve and advance the traditions, laws, languages, culture and customs of Aboriginal people, especially the common law holders; and
- (e) hold title to any vested land.

2.2 Without limiting the generality of sub-rule 2.1, the corporation may:

- (a) advance and promote the well being of Aboriginal people, especially the common law holders;
- (b) provide environmental, social, economic and cultural benefits to Aboriginal people, especially the common law holders;
- (c) maintain, protect, promote and support the culture, native title traditions and customs, economic development, interests and social progress of Aboriginal people, especially the common law holders; and
- (d) support and provide education, training and employment for Aboriginal people, especially the common law holders.

2.3 In carrying out its objects, the corporation shall ensure no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise however by way of profit to any member, except for the payment in good faith of reasonable and proper remuneration to any member, officer servant, agent or employees of the corporation for, or in return for, services actually rendered to the corporation.

3. Members

3.1 Applying for Membership

- 3.1.1 Subject to these rules and the PBC Regulations, the membership of the corporation shall be open to Aboriginal persons who are at least 18 years of age and who:
- (a) are those people known as the Ngarla people who hold in common the body of traditional law and culture governing the determination area and who identify as Ngarla; and
 - (b) apply to the directors, in writing and are accepted as members by the directors in accordance with sub-rule 3.1.3 or by the members at a General Meeting in accordance with sub-rule 3.1.5.
- 3.1.2 The founding members, listed in Schedule 1, shall not need to comply with sub-rule 3.1.1 (b), but shall be Aboriginal persons who belong to the group identified in sub-rule 3.1.1 (a). The founding associate members, listed in Schedule 1, shall not need to comply with sub-rule 3.1.7 (b), but shall be Aboriginal persons who belong to the group identified in sub-rule 3.1.7 (a).
- 3.1.3 Subject to sub-rule 3.1.6, where an application is received by the directors in accordance with sub-rule 3.1.1 (b), and where the person making the application is a person described in sub-rule 3.1.1 (a), then the directors shall accept the application as a member as soon as is reasonably practical after receipt of the application.
- 3.1.4 Where an application is received by the directors in accordance with sub-rule 3.1.1 (b) or sub-rule 3.1.7 (b), and the directors decides that the person making the application is not a person described in sub-rule 3.1.1 (a) or sub-rule 3.1.7 (a), then the application shall be refused.
- 3.1.5 If the directors refuse an application in accordance with 3.1.4 then the applicant may elect to dispute the decision and have the matter referred to a general meeting, for the members' consideration.
- 3.1.6 An application may be received by the directors in accordance with sub-rule 3.1.1(b) from a person whose membership is cancelled in accordance with rule 3.7.
- 3.1.7 Subject to these rules and the PBC Regulations, associate membership of the corporation shall be open to Aboriginal persons, of 15 to 17 years of age, who:
- (a) belong to the group of people known as the Ngarla people who hold in common the body of traditional law and culture governing the determination area and who identify as Ngarla; and
 - (b) apply to the directors, in writing, and are accepted as associate members by the directors or by the members at a general meeting in accordance with sub-rule 3.1.5.
- 3.1.8 Upon reaching the age of 18 years, all associate members automatically become members, without needing to comply with sub-rule 3.1.1(b).
- 3.1.9 The person's name and date they became a member is put on the register of members.

3.3 *Members' rights*

A member:

- can attend, speak and vote at general meetings
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting
- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 *Members' responsibilities*

A member:

- must follow these rules
- lets the corporation know if they change their address
- treats other members with respect.

3.5 *Liability of members*

Members do not have to pay corporation debts if the corporation is wound up.

3.6 *How to stop being a member*

A person stops being a member if:

- they resign in writing
- they die
- their membership is cancelled.

The person's name and date they stopped being a member is put on the register of former members.

3.7 *Cancelling membership*

A member can be removed as a member by special resolution at a general meeting if the member:

- cannot be contacted for two years
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person.

The corporation must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

3.7A *Directors limited right to cancel membership*

For grounds not covered by rule 3.7, if a member is not, or stops being, eligible for membership as set out in rule 3.1.1, the member's membership can be cancelled by the directors passing a

resolution at a directors' meeting.

Before cancelling the membership, the directors must:

- write to the member notifying them that:
 - the directors intend to cancel their membership
 - they have 14 days to object to the planned cancellation
 - if the member objects they must write to the corporation advising of their objection
- allow the member 14 days to object in writing to the intended cancellation.

If the member does not object, the directors must cancel the membership by passing a resolution at the directors' meeting and provide the former member with a copy of that resolution.

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

Before the directors attempt to remove a member under this rule 3.7A, they must take reasonable steps to make sure the member is not, or has stopped being eligible under rule 3.1.1.

3.8 *The register of members*

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the list
- for former members, the date when they stopped being a member.

It must be kept at the corporation's document access address. It must be available at the annual general meeting (AGM).

3A. Associate members

A person who is not entitled to become a member of the Corporation under rule 3.1 may apply for associate membership.

An associate member shall have the same rights and responsibilities as a member but is not entitled to vote at meetings of the Corporation or to stand for election as a director.

The Contact Person / Secretary shall maintain a Register of associate members similar to the Register of members.

Associate members shall cease to be associate members in the same way as provided for members under rule 3.6.

4. Meetings

4.1 *AGM timing*

AGMs must be held before the end of November each year.

4.2 *AGM business*

AGMs are for:

- confirming the minutes of the previous general meeting

- presenting reports: general, financial, directors’
- electing directors
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- asking questions about how the corporation is managed.

4.3 *General meetings*

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

Number of members in corporation	Number of members needed to ask for a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 member
21 to 50 members	= 5 members
51 members or more	= 10% of members

4.4 *General meeting business*

General meetings are for:

- confirming the minutes of the previous general meeting
- everything in the notice of the meeting.

4.5 *Notice for general meetings*

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given 3 days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

4.6 *Members’ resolutions*

Members can propose a notice of a resolution and then give it to the corporation.

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

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

4.7 *Quorum at general meetings*

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

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

4.8 *Chairing general meetings*

The chairperson will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 *Using technology*

General meetings can be held at more than one place using any technology that gives members a way of taking part.

4.10 *Decisions at general meetings*

4.10.1 Subject to sub-rule 4.10.2 and unless otherwise provided in these rules, matters shall be decided at a general meeting by consensus.

4.10.2 Unless otherwise provided in these rules or the CATSI Act, where a matter cannot be decided at a general meeting by consensus, the person chairing the general meeting may call for the matter to be decided by a poll.

4.10.3 Unless otherwise provided in these rules or the CATSI Act, for the purposes of a poll, if called in accordance with sub-rule 4.10.2:

- (a) each member has only one vote, by show of hands or by any other means nominated by the person chairing the meeting; and

(b) unless otherwise provided by these rules, a resolution put to the vote at a poll shall be decided by a three quarters (3/4) majority of votes cast.

4.10.4 A declaration by the person chairing the meeting that a resolution has been passed shall be evidence of that fact.

4.10.5 For the purpose of voting at a poll at a general meeting, any member shall be entitled to appoint another member as proxy in accordance with Rule 4.12.

4.10.6 Decisions made at general meetings shall be binding on the directors.

4.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll. A poll can be held before or after a show of hands vote.

A poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chair directs.

4.12 Proxies

Members can appoint a person as proxy to attend meetings and vote for them.

Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

The corporation must receive the proxy's appointment at least 48 hours before the meeting. A person must not be a proxy for more than one member.

5. Directors

5.1 Number of directors

The number of directors of the corporation is 15 directors.

The Directors will comprise of 3 representatives from each of the Pilu, Jingkiri, Pananykarra, Warrarinya and Makanykarra families.

5.2 Eligibility of directors

A director must be:

- at least 18 years old
- a member of the corporation

5.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander persons
- usually reside in Australia
- members of the corporation
- not be employees of the corporation.

The chief executive officer may be a director but cannot chair the directors' meetings.

5.4 How to become a director

Directors shall be chosen at each AGM by the members of each family group. Directors must give the corporation their consent in writing to be a director.

5.5 Directors' terms of appointment and rotation

Directors are appointed at the annual general meeting for a term of one year. They are eligible to be re-elected.

5.6 Chairperson, vice-chairperson and chairing meetings

5.6.1. At the first directors' meeting after the directors are appointed pursuant to rule 5.4, the directors shall choose a chairperson and deputy chairperson to chair all general meetings and directors' meetings.

5.6.2. chairperson and/or deputy chairperson:

- (a) may resign at any time and any vacancy shall be filled by the directors; and
- (b) may be removed and replaced at any time by the directors.

5.6.3. In the absence of the chairperson, the deputy chairperson shall chair at all general meetings and directors' meetings.

5.6.4. In the absence of the chairperson and deputy chairperson at a directors' meeting or general meeting, a director elected by the other directors present, shall chair the directors meeting or general meeting as the case requires.

5.6.5. In the event that there is no director present at the General Meeting, the Members shall elect a person to chair the meeting.

5.7 How to become a non-member director

The directors may appoint non-member directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

Non-member directors must give the corporation their consent in writing to be a director before being appointed. Non-member directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

5.8 How to fill vacancies

Directors can fill casual director vacancies.

Directors can appoint someone as a director to make up a quorum. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

5.9 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors. A director is disqualified from managing a corporation.

5.10 *How to remove a director*

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

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

5.11 *Directors' and officers' duties*

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to improperly use position or information
- a duty to not trade while insolvent

Directors also have a duty to ensure that all decisions made by him or her in that position, including decisions regarding the expenditure or application of funds or property of the corporation, are made solely in accordance with the objectives of the corporation, as detailed in rule 2, and, where applicable, in accordance with the functions of the corporation as a prescribed body corporate and registered native title body corporate, as detailed in rule 13.

The business of the corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in general meeting.

5.12 *Conflict of interest (material personal interest)*

A director who has a material personal interest in a corporation matter must tell the other directors.

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

A director who has a material personal interest must not:

- be present at the directors' meeting while the matter in question is being considered;

- vote on the matter in question unless allowed to do so under the CATSI Act.

5.13 *Payment*

- 5.13.1 The Members may decide that the directors be paid remuneration for their attendance at directors' meetings, meetings of committees of directors or attendance at meetings or events which are necessary for the furtherance of the bona fide business of the corporation, subject to the availability of funds.
- 5.13.2 Rule 5.13.1 does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to the directors for a contract for goods and services, provided that Rule 5.13 has been complied with.
- 5.13.3 The corporation may pay travelling and other expenses that the directors incur in attending meetings or to do with other bona fide corporation business.

5.14 *Delegation*

Directors can delegate, by passing a resolution, any of their powers to:

- another director
- a committee of directors
- an employee of the corporation.

5.15 *Related party benefit*

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

5.16 *Directors' meetings*

Directors must meet at least every three months.

The directors will usually decide at a meeting when and where the next meeting will be. A director can call a meeting by giving reasonable notice to all the other directors.

5.17 *Quorum for directors' meetings*

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

5.18 *Chairing directors' meetings*

Refer to Rule 5.6.

5.19 *Using technology*

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

5.20 *Resolutions at directors' meetings*

A resolution of directors must be passed by a majority of the votes. The chair has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that

they are in favour of it.

5A. The working sub-committee and additional sub-committees

5A.1 The working sub-committee

There may be a working sub-committee comprising of up to 8 persons which shall perform such functions as are imposed on it by the directors.

The working sub-committee:

- (a) shall be directed by and be fully accountable to the directors; and
- (b) has no powers beyond those of, or given to it by, the directors.

5A.2 Appointment and term of working sub-committee members

5A.2.1. A working sub-committee member must be a member or associate member and may also be a director.

5A.2.2. At the first directors' meeting after incorporation, and thereafter at the first directors' meeting after each subsequent annual general meeting, working sub-committee members shall, subject to these rules:

- (a) be appointed by the directors; and
- (b) hold office until the first directors' meeting after the next annual general meeting.

5A.3 Vacancy on the working sub-committee

5A.3.1. A vacancy occurs on the working sub-committee if a working sub-committee member:

- (a) dies;
- (b) resigns;
- (c) is removed from the working sub-committee in accordance with sub-rule 5A.3; or
- (d) is no longer a member or associate member.

5A.3.2. In the event of a vacancy on the working sub-committee, the directors may appoint another member or associate member to fill the vacancy who shall, subject to these rules:

- (a) hold office until the term of the working sub-committee member he or she replaces would have expired; and
- (b) be eligible for re-appointment.

5A.3.3. The directors may at any time remove one or more of the working sub-committee members by meeting and deciding that the person or persons shall be removed.

5A.4 Proceedings of the Working Sub-Committee

The working sub-committee shall meet and otherwise perform its functions at such times and in a manner as directed by the directors.

5A.5 Additional sub-committees

The directors or the members at a general meeting, in addition to the working sub-committee may form additional sub-committees for the purpose of carrying out any of the objectives of the corporation. All members of additional sub-committees must be members or associate members.

Additional sub-committees shall:

- (a) be fully accountable to the directors and shall have no powers beyond those of the directors;
- (b) subject to these Rules, conduct meeting and otherwise deal with business in a manner and form determined by the additional sub-committee or as directed by the directors; and
- (c) unless otherwise directed by the directors, appoint one of its members to be responsible for calling meetings of the additional sub-committee and inform the directors of the name of the responsible person.

5B. Advisers

5B.1 Directors may nominate advisers to attend directors' meetings, working sub-committee meetings and general meetings to advise and participate in discussion.

5B.2 Person nominated as advisers under sub-rule 16.1:

- (a) do not need to be members; and
- (b) shall not disclose what was discussed at the directors meeting, working sub-committee meeting or general meeting without the express consent of those present at the respective meetings.

5B.3 Notwithstanding sub-rule 16.2, a decision of any directors' meeting, working sub-committee meeting or general meetings is not invalid by reason only of non-compliance with that sub-rule.

5B.4 To avoid doubt, an adviser cannot vote on a resolution or participate in any other decision making process in any meeting they attend.

6. Contact person

The contact person must be at least 18 years old. The directors appoint a contact person.

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

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

The contact person must give the corporation their consent in writing to become a contact person.

7. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person
- financial records.

They must be kept at the corporation's document access address.

8. Finances

All money of the corporation must be deposited into the corporation's bank account. The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

All accounts must be approved for payment at a directors' meeting.

9. Application of funds

Directors can use the money and property of the corporation to carry out its business. They cannot give the money and property to members of the corporation.

Note: This rule does not stop the corporation from making reasonable payment:

- to a member in their capacity as an employee; or
- to a member under a contract for goods or services provided.

10. Winding up

10.1 Subject to the proper vesting of any native title rights and interests held by the corporation, in accordance with the Native Title Act, the winding up of the corporation shall be in accordance with the CATSI Act, the Native Title Act and the PBC Regulations.

10.2 The corporation may be wound up if the corporation so resolves by a special resolution of a general meeting convened for that purpose. For the purpose of this rule, a resolution is a special resolution if:

- (a) it is passed by a three quarters (3/4) majority of votes cast; and
- (b) the members are given at least 21 days notice specifying the intention to propose the resolution as a special resolution.

- 10.3 The special resolution shall specify:
- (a) another prescribed body corporate to:
 - (i) replace the corporation;
 - (i) hold the native title rights and interests in trust for the common law holders; and
 - (ii) carry out the functions of the prescribed body corporate, as prescribed by regulation 6 of the PBC Regulations; and
 - (b) an organisation or fund established for the benefit of Aboriginal people to which the property and funds of the corporation shall be transferred provided such organisation or fund is one which meets the requirements of item 4.1.1 in table 4 to subsection 78 (1)(a)(ii) of the *Income Tax Assessment Act 1936* (Cth).
- 10.4 Any surplus funds, property or assets shall, after payment of the corporation's debts, be given or transferred to the organisation or fund specified in the special resolution, in accordance with sub-rule 10.3 (b).
- 10.5 No payment shall be made to a member upon winding up other than as is authorised by these rules.
- 10.6 The Deputy Commissioner of Taxation of Western Australia and the Registrar of the National Native Title Tribunal shall be notified in the event of the winding up of dissolution of the corporation.

11. Dispute resolution

11.1 Resolving internal corporation disputes

If a dispute arises between a member or director and:

- one or more members
- one or more directors, or
- the corporation

about a matter other than native title described in rule 11.2, the parties must first try to resolve the dispute themselves.

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

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

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice. This may include third party assistance or mediation.

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the registrar about the correct meaning of the relevant provision. The registrar's opinion will not be binding on the parties to a dispute.

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

The right to request assistance from the registrar does not create a right to request a formal mediation. However, in an appropriate case the registrar may provide assistance to resolve the matter.

11.2 Resolving native title disputes

If a dispute arises between the corporation and a person who is or who claims to be a common law holder, whether or not that person is a member of the corporation, and the dispute is about:

- whether a person is or is not a common law holder
 - the corporation's performance of its functions under the Native Title Act
 - other matters directly related to the determination area
- the corporation must ensure that the parties first try to resolve the dispute between themselves in good faith.

The parties may seek the opinion of the native title representative body for the area that the native title rights and interests relate to.

If the dispute is not resolved within 20 business days, the corporation must refer the matter to the next general meeting for the members to resolve.

12. Powers of the Corporation

12.1 The corporation shall, subject to the provisions of the CATSI Act, the Native Title Act, the PBC Regulations and sub-rule 12.3, have the power to do all such lawful things as may be considered by the directors, or the members in general meeting, necessary to carry out the objects of the corporation and to manage the affairs and functions of the corporation, including but without limiting the generality of the foregoing, the power to:

- (a) raise funds by way of public appeal, grants, bequests gift or otherwise, in such terms and in such manner as the corporation considers appropriate;

- (b) manage and account for the funds of the corporation and invest any funds not immediately required for the purpose of the corporation;
- (c) purchase, hire, lease or otherwise acquire, hold or deal with real or personal property;
- (d) deal with any property not immediately required for the purpose of the corporation;
- (e) borrow money upon such terms and conditions as required for the purpose of the corporation;
- (f) appoint agents to advise it and to transact any business of the corporation on its behalf;
- (g) enter into any agreements and contracts;
- (h) take and defend any legal proceedings or other proceedings relating to native title, land or heritage issues and interests;
- (i) receive and spend any grant or donated funds from Commonwealth, state or local governments or from other sources;
- (j) enter into any arrangements with any government or authority, that are considered conducive to the corporation's objects; and
- (k) obtain from any government or authority any rights, privileges or concessions and carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

12.2 The directors may, by power of attorney made under seal, appoint any person to be the attorney of the corporation for such purpose and with such powers, authority, discretions, time and conditions, as it considers appropriate.

12.3 Notwithstanding sub-rule 12.1, the corporation shall not enter into any agreements, arrangements or commitments which:

- (a) are inconsistent with the objectives of the corporation; or
- (b) create a legal or equitable interest in the determination area or otherwise creates a liability exercisable against the determination area, except in accordance with the Native Title Act and PBC Regulations.

13. Functions of the corporation as a prescribed body corporate and registered native title body corporate

13.1 Subject to the provisions of the Native Title Act, the PBC Regulations and these rules, the corporation shall perform the following functions:

- (a) manage native title rights and interests;
- (b) consult with the common law holders on matters relating to their native title rights and interests, in accordance with regulation 8 of the PBC Regulations
- (c) consult with a native title representative body, in accordance with regulation 8 of the PBC Regulations;
- (d) receive funds on behalf of the common law holders (including payments received as compensation or otherwise related to the native title rights and

- interests) and to hold such payments in trust for common law holders;
- (e) invest or otherwise apply money held in trust as directed by the common law holders;
- (f) hold native title rights and interests in trust for the common law holders;
- (g) enter into agreements as trustee for the common law holders; and
- (h) any other function in relation to the native title rights and interests.

13.2 Without limiting the generality of sub-rule 13.1, the corporation may:

- (a) initiate and participate in transactions for, on, or relating to the determination area;
- (b) receive and spend grants of money from the Commonwealth or state governments or from any other source;
- (c) consult other persons or bodies;
- (d) enter into agreements
- (e) exercise procedural rights arising from the operation of the Native Title Act or other law of the Commonwealth of Australia or State of Western Australia; and
- (f) accept notices required by any law of the Commonwealth of Australia or State of Western Australia to be given to the common law holders. Decision making process in matters that do not affect native title rights or interests

13.3 Unless otherwise provided in these rules, where a matter before the directors is not a native title decision, the matter shall be decided by the directors by consensus.

13.4 Where the decision under sub-rule 14.1 cannot be achieved by consensus, the following process shall apply:

- (a) the matter shall be adjourned for consideration by the directors at the next directors' meeting;
- (b) where a decision cannot be achieved by consensus at the meeting referred to in sub- rule 14.2(a), the matter shall be adjourned for consideration by the directors at the next directors' meeting; and
- (c) where a decision cannot be achieved by consensus at the meeting referred to in sub-rule 14.2(b), the matter shall be referred by the directors for consideration by the members at a general meeting, where the matter shall be decided in accordance with rule 4.10.

14. Decision making process in matters that affect native title rights or interests

14.1 Where a matter before the directors is a native title decision, the directors shall:

- (a) ensure that the common law holders understand the purpose and nature of the proposed native title decision by consulting with and considering the views of a native title representative body;

- (b) where appropriate and practical, give notice of the views of the native title representative body, provided in sub-rule 15.1(a), to the common law holders;
- (c) consult with and obtain the consent of the common law holders; and
- (d) subject to sub-rule 15.3, decide the matter by consensus.

The directors shall ensure that such consultation is made and consent is given in accordance with a process of decision making undertaken in accordance with law and custom.

- 14.2 Where after being consulted, the common law holders do not give their consent to the native title decision, then the matter shall be rejected by the directors.
- 14.3 If the directors consider it appropriate, in accordance with law and custom, and where the directors are unable to decide a matter by consensus, a native title decision may be referred to the members at a general meeting where, subject to sub-rule 15.4, the matter shall be decided in accordance with rule 4.10.
- 14.4 If a matter is referred to the members at a general meeting in accordance with sub-rule 15.3 and if, after being consulted, the common law holders do not give their consent to the native title decision, then the matter shall be rejected by the members at the general meeting.
- 14.5 Where a native title decision is made by the directors in accordance with sub-rule 15.1 or by the members in a general meeting in accordance with sub-rule 15.3, then the following shall occur:
 - (a) the minutes of the directors meeting or general meeting shall reflect that decision;
 - (b) a record of that decision shall also be made on a separate document which shall be signed by:
 - (i) at least 5 members whose native title rights and interests are affected by the proposed native title decision; or
 - (ii) where there are fewer than 5 members whose native title rights and interests are affected by the proposed native title decision, by 5 members plus each member whose native title rights and interests are affected by the proposed native title decision;
 - (c) a record of the consultation with the native title representative body undertaken in accordance with sub-rule 15.1(a) shall also be made on a separate document which shall be signed by at least 5 members; and
 - (d) the directors shall ensure that the native title representative body, consulted in accordance with sub-rule 15.1(a), provides a document, signed by an authorised member of the native title representative body, certifying that the native title representative body has been consulted about the proposed native title decision by the corporation.

(e)

15. Alteration of rules of the corporation

- 15.1 Subject to the CATSI Act, the Native Title Act and the PBC Regulations, these rules may be altered by a special resolution of a general meeting convened for that purpose and decided in accordance with rule 4.10. No alteration shall be inconsistent with the Native Title Act or the PBC Regulations.
- 15.2 The proposed alterations shall be specified in the notice of the general meeting, given to the members at least 21 days before the meeting.
- 15.3 The alteration shall not take effect unless and until approved by the Registrar.

16. Dictionary

advisers means the person described in rule 16.

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 person.

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

chairperson and deputy chairperson are the persons referred to in sub-rule 5.6 elected by the directors to chair the directors meetings and general meetings.

common law holders are for the whole of the determination area, the Ngarla people.

consensus means general agreement among the members present as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon in accordance with law and custom. For the avoidance of doubt, a decision made by consensus in accordance with law and custom, does not necessarily require that the decision be agreed upon unanimously.

corporation means the Wanparta Aboriginal Corporation RNTBC.

determination area means the totality of any areas where it may be determined by a court of competent jurisdiction that the Ngarla people hold native title rights and interests.

law and customs means the body of traditions, laws, customs and beliefs recognised and held in common by the common law holders, and includes those traditions, laws, customs and beliefs exercised in relation to particular areas of land and waters, traditionally accessed resources, and persons.

Native Title Act means the *Native Title Act 1993* (Cth) and any amendments thereto.

Native Title Decision means the same as in regulation 8 of the PBC Regulations and means a decision to:

- (a) surrender native title rights and interests in relation to land or waters; or

- (b) do, or agree to do, any other act that would affect native title rights and interests of the common law holders;

and, without limiting the generality of this definition, includes matters notified to the corporation in accordance with part 2, division 3 of the Native Title Act.

native title representative body means a representative Aboriginal/Torres Strait Islander body for the determination area, recognised in accordance with section 203AD of the Native Title Act and, until otherwise changed by resolution of the members at a general meeting, shall be:

- (a) for the whole of the determination area, the Yamatji Marlpa Barna Baba Maaja Aboriginal Corporation.

native title rights and interests are those rights and interests determined by a court of competent jurisdiction to be held by the Ngarla people.

Ngarla people means those persons who refer to themselves as Ngarla, being persons who:

- (a) are the cognatic descendants of persons recognised under traditional laws and customs to be members of the Ngarla language group (including persons who have been adopted into the group according to those laws and customs), in particular the descendants of the following individuals:
- i. Paparumarra (Alec);
 - ii. Miriny-Mirinyarra (Horse-boy Jimmy);
 - iii. Yintilypirna (Shaw River Smiler);
 - iv. Jarnpa (the father of Warrjirungu);
 - v. Wangkunuru (Cissie);
 - vi. Makanykarra (Willy);
 - vii. Jurrayngki (Frank);
 - viii. Kurlijirri (De Grey Smiler);
 - ix. Yilpiwarna (Arthur Kitil); or
- (b) have been incorporated into the Ngarla group under traditional laws and customs, in particular:
- i. Wiparu (Stephen Stewart) and his children, Stephen Stewart Jnr and Margaret Stewart.

PBC Regulations means the Native Title (Prescribed Bodies Corporate) Regulations 1999, as amended from time to time, and any other regulations concerning prescribed bodies corporate made pursuant to the Native Title Act.

prescribed body corporate has the same meaning as in the Native Title Act.

registered native title body corporate or RNTBC has the same meaning as in the Native Title Act.

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the CATSI Act.

vested land means any land:

- (a) vested in;
- (b) granted or given to; or
- (c) purchased by; the corporation;

Expressions used in these rules have the same meaning as those given in the CATSI Act and unless the contrary intention appears:

- (a) where the word ‘he’ appears it can also mean ‘she’;
- (b) words in the singular number include the plural and vice versa; and
- (c) any inconsistency between these rules and the CATSI Act shall be resolved in favour of the CATSI Act.

Schedule 1—Founding members

The founding members of the corporation are as follows:

FULL NAME	ADDRESS
Nora Cooke	Yanderra Crescent, South Hedland, WA.
Colletta Cooke	Yanderra Crescent, South Hedland, WA.
Sophie Brown	Wangara Crescent, South Hedland, WA.
Larissa Brown	Catamore Crescent, South Hedland, WA.
Daniel Brown	Nelley Way, Wickham, WA.
Nelson Coppin	Yandeyarra, WA.
Joe Coppin	Brodie Crescent, South Hedland, WA.
Tony Turner	Steamer Avenue, South Hedland, WA.
Clinton Cooke	Yanderra Crescent, South Hedland, WA.
Brenda Lee	Acacia Way, South Hedland, WA.
Kathy Lee	Boogalla Crescent, South Hedland, WA.
Tania Lee	Thompson Street, South Hedland, WA.
Charlie Coppin	Brodie Crescent, South Hedland, WA.
Jeffrey Brown	Anderson Street, Port Hedland, WA.
Gavin Allen	Roberts Street, South Hedland, WA.
Owen Wilson	Mitchie Crescent, South Hedland, WA.
Alex Brown	Brodie Crescent, South Hedland, WA.
Lena Brown	Edkins Place, South Hedland, WA.
Coralie Cooke	Yanderra Crescent, South Hedland, WA.
Trent Brown	Edkins Place, South Hedland, WA.
Monica Turner	Kennedy Street, South Hedland, WA.
Nancy Lena Wilson	Mosley Street, South Hedland, WA.
Frank Turner	Athol Street, Port Hedland, WA.
Beverley Stream	Sommerset Cresc., South Hedland, WA.
Lorraine Narrier	Browne Place, South Hedland, WA.
Michelle Coppin	Brodie Crescent, South Hedland, WA.
Alexander (Sandy) Brown	Brodie Crescent, South Hedland, WA.
Stephen Stewart	Yandeyarra, WA.

Schedule 2—Founding directors

The founding directors are as follows:

FULL NAME	ADDRESS
Nora Cooke	Yanderra Crescent, South Hedland, WA.
Colletta Cooke	Yanderra Crescent, South Hedland, WA.
Sophie Brown	Wangara Crescent, South Hedland, WA.
Larissa Brown	Catamore Crescent, South Hedland, WA.
Daniel Brown	Nelley Way, Wickham, WA.
Nelson Coppin	Yandeyarra, WA.
Joe Coppin	Brodie Crescent, South Hedland, WA.
Tony Turner	Steamer Avenue, South Hedland, WA.
Clinton Cooke	Yanderra Crescent, South Hedland, WA.
Brenda Lee	Acacia Way, South Hedland, WA.
Kathy Lee	Boogalla Crescent, South Hedland, WA.
Tania Lee	Thompson Street, South Hedland, WA.