

# **Mura Badulgal (Torres Strait Islanders) Corporation RNTBC**

**ICN: 3720**

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

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## **1. Name**

The name of the corporation is **Mura Badulgal (Torres Strait Islanders) Corporation RNTBC**

## **2. Objectives**

The corporation aims to:

- (a) Hold the Native Title Land for the benefit of the Badulgal people as a registered native title body corporate as provided for in the Native Title Act or any other valid Commonwealth or State law and to manage the native title rights and interests of Badulgal people
- (b) Generally carry out all those roles and functions that are ascribed to a registered native title body corporate pursuant to the Native Title Act and any regulations made there under in accordance with those regulations and these Rules.
- (c) Ensure that the interests and well being of the Mura Badulgal people, including those of the individual Common Law Holders of native title, are paramount.
- (d) Assist in the formation and due process and good governance of the Council of Elders as provided for in Rule 13 in order to enhance and produce justifiable and appropriate land claim decisions.

## **3. Powers**

The Corporation shall, subject to the provisions of the Act and these Rules, including rule 3.2, have the power to do all such lawful things as may be necessary to carry out the objects of the Corporation, in the same way as if the Corporation was a natural person.

In performing any of its functions and in making decisions relating thereto, the Corporation shall be obliged to ensure that, in respect of any decision that will affect the native title rights or interests of the Badulgal people, it has consulted with, and where appropriate, obtained the consent of, the relevant Common Law Holders of native title, and the decision of the Common Law Holders of native title shall be taken to have been properly made if either:

- a) it has been made in accordance with Badulgal custom and tradition; or
- b) if there is no such custom and tradition in relation to a particular decision, it has been made in accordance with a process of decision making agreed to and adopted by the relevant Common Law Holders of native title.

## **4. Members**

### **4.1 Who is eligible?**

A member must be:

- at least 18 years of age; and
- a Common Law Holder of native title, regardless as to whether they reside at Badu Island or elsewhere.

#### **4.2 *How to become a member***

A person applies in writing.

A person is eligible under rule 4.1.

The directors agree.

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

The directors may refuse to accept a membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.

#### **4.3 *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).

#### **4.4 *Members' responsibilities***

A member:

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

#### **4.5 *Liability of members***

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

#### **4.6 *How to stop being a member***

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled.

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

#### **4.7 *Cancelling membership***

If a member:

- can't be contacted for two years
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person

the member can only be removed by special resolution at a **general meeting**. The directors 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.

If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a **directors meeting**. Before the meeting, directors need to give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

#### **4.8 *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).

## **5. Meetings**

### **5.1 *AGM timing***

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

### **5.2 *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.

### **5.3 *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.

<b>Number of members in corporation</b>	<b>Number of members needed to ask for a general meeting</b>
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

#### **5.4 *General meeting business***

General meetings are for:

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

#### **5.5 *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

#### **5.6 *Members' resolutions***

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

<b>Number of members in corporation</b>	<b>Number of members needed to propose a resolution</b>
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 10 members proposing it.

The corporation must give notice of the resolution to all people entitled to it (see rule 5.5).

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.

### **5.7 *Quorum at general meetings***

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
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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.

### **5.8 *Chairing general meetings***

The chairperson will chair general meetings. If they are not available or do not wish to take the chair and the Vice Chairperson wishes to take the chair, the Vice Chairperson shall be deemed elected to the Chair for that meeting otherwise the members resent elect someone to chair the meeting.

### **5.9 *Using technology***

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

### **5.10 *Voting***

Each member has one vote. The chair has one vote (if he or she is a member) plus a casting vote..

A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chair, whose decision is final.

A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

The chair tells the meeting whether they have received any proxy votes and what they are.

The chair declares the results of the vote, on a show of hands, or when a poll is demanded.

### **5.11 *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.

### ***5.12 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 three members.

## **6. Directors**

### ***6.1 Number of directors***

The corporation shall have eight directors (including office bearers).

Six directors shall be persons who reside on Badu Island, one director shall be a person who resides on the inner islands of the Torres Strait and one director shall be a person who resides in Australia but outside the Torres Strait.

### ***6.2 Eligibility of directors***

A director must be:

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

### ***6.3 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.

### ***6.4 How to become a director***

The corporation can appoint a director by resolution passed at a meeting.

Directors must give the corporation their consent in writing to be a director.

### ***6.5 Directors' terms of appointment and rotation***

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

### **6.6 How to become an office bearer (chairperson, vice-chairperson and treasurer)**

That the office bearers be elected at a meeting of directors during an adjournment of the annual general meeting and following this meeting the office bearers take their positions immediately for the remaining business of the annual general meeting.

There shall be a Chairperson, Vice Chairperson and Treasurer who shall be the office bearers

### **6.7 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.

### **6.8 How to fill vacancies**

Directors can fill casual director vacancies, including office bearers.

In the event of a casual vacancy the directors shall appoint the next candidate with the highest number of votes at the last annual general meeting to fulfil the balance of the position as director to make up a quorum. Should the former candidate not be available for the vacancy then the directors may appoint a person in their stead for the balance of the term.

### **6.9 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.

A director ceases to be qualified as a resident for the purpose of rule 6.1 for that position to which he had been elected.

### **6.10 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 5.5).

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.

### ***6.11 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.

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.

### ***6.12 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.

### ***6.13 Payment***

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

### ***6.14 Delegation***

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

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

### ***6.15 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.

### ***6.16 Directors' meetings***

Directors must meet at least every two 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.

### ***6.17 Quorum for directors' meetings***

At least three of the Badu Island directors must be present at all times during the meeting.

Although external directors will not influence the quorum for a meeting they are encouraged to attend or participate in the meeting.

### ***6.18 Chairing directors' meetings***

The chairperson shall be the chair of all directors meetings at which he is present, but if he is not present or does not wish to take the chair and the Vice Chairperson wishes to take the chair, the Vice Chairperson shall be deemed elected to the Chair for that meeting. Otherwise, the members present shall elect another chair for the meeting.

### ***6.19 Using technology***

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

### ***6.20 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.

## **7. 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.

## **8. 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.

## **9. Finances**

9.1 The board shall distribute copies of every:

- (a) annual financial report;
- (b) report of the directors for the year; and
- (c) Report of the auditors on the financial report as required by the CATSI Act.

9.2 The board shall lay before each annual general meeting:

- (a) the annual financial report;
- (b) the report of the auditor or auditors for the last financial year ended before the annual general meeting.

## **10. Audit**

A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with CATSI Act.

## **11. Budgets and Financial Information**

11.1 Annual plans and budgets.

- (a) before the commencement of each financial year of the corporation, the board must cause to be prepared a draft operating budget for the corporation for the next financial year. The budget must be on a calendar month basis and must include estimated major items of revenue and capital expenditure and be accompanied by a cash forecast and a balance sheet showing the projected position of the corporation as at the end of the next financial year.
- (b) the board must consider and vote in each budget before the commencement of the financial year to which it relates. The board may approve a budget with or

without amendment and give conditional or unconditional approval of any item in the budget. Approval of an item in a budget constitutes authority for the corporation to undertake all relevant action and incur all approved expenditure in relation to that item subject to compliance with any condition of that approval. Individual items of capital expenditure of \$20,000 or more requires specific board approval, even if authorized in a budget.

- (c) The board may, at any time circumstances require it, cause a revised or supplementary budget to be prepared and submitted to the board for approval at a meeting of the board convened at least 30 days before the proposed implementation date of the revised or supplementary budget.

#### 11.2 Management Accounts

At each meeting of the corporation unaudited management accounts including a profit and loss account, balance sheet, cash position and a review of the budget is to be provided to the directors for the proceeding period and for year to date.

#### 11.3 Accounting Principles

The corporation must:

- (a) keep books of account and make true and complete entries in them of all its dealings and transactions; and
- (b) ensure that each financial report and directors report to be provided under clause 68 complies with:
  - (i) accounting principles and practices generally accepted in Australia, consistently applied, except to the extent disclosed in them; and
  - (ii) all applicable laws; and
  - (iii) gives true and fair view of its consolidated and un-consolidated state of affairs and the results of its consolidated operations, at the date and for the period ending on the date, to which those statements are prepared.

#### 11.4 Financing of the corporation

- (a) Any capital which is required by the company may be provided by means of:
  - (i) public and private donations;
  - (ii) Government grants (in cash or kind)
  - (iii) Government loans for financial accommodation;
  - (iv) Loans or other financial accommodation from commercial sources;
  - (v) Overdraft or other borrowings or financial accommodation from third parties; or
  - (vi) Such other means as the CATSI Act allows.

## **12. Seal**

- (a) The Board shall provide for its safe custody.
- (b) The seal shall be used only by the authority of the board or of a committee of the board to authorise the use of the seal, and every instrument to which the seal is affixed shall be signed by a director and be countersigned by another director or by a secretary.

## **13. 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
- a member under a contract for goods or services provided.

## **14. Winding Up**

The winding up of the corporation will follow the CATSI Act and this rule.

A resolution to wind up the corporation may only be passed at a general meeting by a majority of not less than three quarters (3/4) of the members present at the general meeting and notice of the proposed resolution must have been given to members at least twenty one (21) days prior to the general meeting.

The resolution of dissolution shall specify an organisation or fund established for the benefit of Torres Strait Islanders and Aboriginals generally in Australia to which the property and funds of the corporation shall be transferred, save and except that any property held in trust, including Native Title Land shall be dealt within the instructions of the beneficiaries if those trusts. Such specified organisations or fund shall be one which meets the requirements of Section 78(1)(a)(ii) of the *Income Tax Assessment Act 1936*.

## **15. Dispute resolution**

- 15.1 In the event of any dispute arising between the Corporation and its members or between any of its members the directors shall at its next meeting consider the matter and resolve to take appropriate steps to resolve the dispute by mediation.
- 15.2 If, after three (3) months after the directors meeting referred to in rule 12.1, the dispute has not been resolved through mediation, any party to the dispute may notify the directors of his wish to refer the matter to an arbitrator whose identity shall be agreed upon by the parties to the dispute.
- 15.3 The directors or any of the dispute parties may ask the Registrar for assistance.

15.4 The arbitrator agreed upon or nominated pursuant to rule 12.2 shall act as quickly as possible to decide the dispute but shall also act fairly between the parties and the parties shall be bound by the decision of the arbitrator.

15.5 This rule 12 shall not apply to any dispute which is dealt with by rule 13.

## **16. Resolution of disputes and competing claims**

16.1 The directors shall use their best endeavours to ensure that any intra-Island disputes and competing claims in respect of Native Title Land of whatsoever nature are resolved as fairly and expediently as practicable.

16.2 In the event that the directors receive notice of any such dispute, regardless as to whether notice of that dispute comes to the attention of the directors by any person involved in the dispute or otherwise, the directors must take prompt steps to resolve such dispute.

16.3 The directors may summon the parties to the dispute to a mediation session convened by the directors and the directors' appointed for the mediation must use their best endeavours to resolve the dispute. The directors may call upon elders of the Badulgal people to assist in the mediation process.

16.4 In the event that the dispute is resolved at or following mediation, the directors shall ensure that the resolution is recorded in writing and signed by the persons authorised to speak for the land in question on behalf of the parties involved in the dispute.

16.5 In the event that the dispute is not resolved following mediation attempts, the directors must convene the Council of Elders to resolve the dispute.

16.6 The Council of Elders shall be constituted by:

(a) six (6) senior Torres Strait Islanders who are knowledgeable in land matters relating to the land (and in default of agreement, appointed by the Native Title Representative Body), being members who do not have any interest in the dispute which might render them liable to allegations of bias ("Council of Elders"); and at the request of the directors,

(b) one (1) qualified lawyer engaged by the Corporation for the purpose of advising the other members of the Council of Elders ("the Lawyer"), but in no circumstances shall the Lawyer be a voting member of the Council of Elders.

16.7 The Council of Elders is not governed by the rules of evidence and may make its own practices and procedures for the purpose of expediently and fairly resolving disputes. It shall afford the disputants the opportunity to be heard and may summons witnesses to give evidence before it.

16.8 The members of the Council of Elders shall work together to hear the dispute and determine the dispute based on the evidence before the Council of Elders and in accordance with the traditional laws and customs of the Common Law Holders of native title. The Lawyer shall be responsible for assisting the Council of Elders in

relation to the evidence before the Council of Elders and advising the Council of Elders in respect of procedures to be adopted by the Council of Elders.

- 16.9 The Council of Elders shall make its decision based on the majority decision of its Council of Elders as the Council of Elders on the hearing of a matter. The Lawyer, or, in his absence, someone nominated for this purpose, shall be responsible for taking the record of the hearing and the decision. All evidence of a documentary nature taken at the hearing must be photocopied and the original documents returned immediately to the person providing the same to the Council of Elders.
- 16.10 The Council of Elders must give its decision in writing to the parties and to the directors as soon as possible after arriving at its decision. The Council of Elders must endeavour to hear and determine any dispute within two (2) months of the dispute being referred to it for determination.
- 16.11 The directors must ensure that decisions of the Council of Elders are enforced by whatever lawful means may be available to the Corporation.
- 16.12 The directors may suspend the membership of any member who fails to comply with the decision of the Council of Elders or any agreement reached pursuant to this Rule or to attend as a witness after being summons for that purpose.

## **17. Protocols for Dealing with Native Title Land**

- 17.1 The directors are responsible for dealing with all proposals, which affect Native Title Land. If any such proposal is made, the directors must obtain full particulars in writing of the proposal from the proponent (the person making the proposal) and then:
  - 17.2 identify the Common Law Holders of native title of the land.
  - 17.3 identify any person other than the Common Law Holders of native title who have some right or rights in respect of that land.
  - 17.4 consult the Common Law Holders of native title and the right-holders referred to in rule 14.1.2 to ascertain their attitude towards the proposal and, if they are agreeable to the proposal, any conditions which they might attach to their approval.
  - 17.5 the directors must consult other Common Law Holders of native title who will be adversely affected by the proposal and ascertain their attitude to the same, The directors would only need to do this if it forms the opinion, on reasonable grounds, that the proposal might adversely affect others.
  - 17.6 the directors must form an opinion as to whether the proposals will have an adverse effect on the Common Law Holders of native title, adjoining owners and/or other persons and decide, on the balance of probability, which interests should be protected and how those interests are to be protected.
  - 17.7 If the directors from the opinion that the proposals will not have an adverse effect on adjoining owners and/or other persons and the Common Law Holders of native title agree to the proposal (with or without conditions) the directors must advise the proponent that the Common Law Holders of native title agree to the proposal.

- 17.8 If the Common Law Holders of native title reject any proposals (regardless as to whether they will have an adverse effect on any other person or otherwise) the directors must advise the proponent of the proposal that the Common Law Holders of native title have refused permission.
- 17.9 If the proposal requires any governmental, statutory or regulatory approval such approval must be sought and obtained for the proposal to proceed.
- 17.10 The directors should consult freely with interested parties including the Common Law Holders of native title, and should conduct mediation sessions if called for. The directors have a duty to make decisions after full and frank discussion with all interested parties.
- 17.11 The directors must ensure that where approval is given for a proposal, that a written contract is prepared (preferably at the cost of the proponent) and executed by the Corporation under its common seal. The directors shall ensure that the Common Law Holders of native title concerned have been consulted about the form of contract and generally approve of it.
- 17.12 The directors will ensure that a complete record is kept of all dealings affecting Native Title Land including incoming and outgoing correspondence regarding the same and the resulting contracts. The directors shall from time to time determine what record keeping should be kept and the form that it must take
- 17.13 In dealing with all proposals which affect Native Title Land, the directors shall consider what assistance, if any, the Native Title Representative Body, may be able to render to the directors or the Common Law Holders of native title in progressing the matter.

## 18. Dictionary

***Aboriginal and Torres Strait Islander person*** means the following:

- a) An Aboriginal person;
- b) A Torres Strait Islander;
- c) An Aboriginal and Torres Strait Islander person;
- d) A Torres Strait Islander and Aboriginal person;
- e) An Aboriginal and Torres Strait Islander corporation;

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

***Badulgal Lands*** means all those islands and sea areas, including Badu Island, and including rivers, river beds and banks, waters, seas, sea beds, reefs and natural resources which, in accordance with their traditional laws and customs, are possessed by the Badulgal People.

***Common Law Holders of native title*** means the native title holders having ownership of Badu Lands, including native title rights, in accordance with their traditional laws and customs.

**Corporation** means the Mura Badulgal (Torres Strait Islanders) Corporation.

**Council of Elders** means the Council of Elders established pursuant to rule 13 hereof.

**General meeting** refers to both special general meetings and annual general meetings of the members of the corporation called and held according to rule 5.

**native title** has the same meaning as is ascribed to that term by the Native Title Act.

**Native Title Act** means the *Native Title Act 1993* (Cth) as amended from time to time.

**Native Title Land** means all those Badulgal Lands in which native title has been recognised to exist either by a valid court determination or a valid Commonwealth or State law and for which the Corporation has been recognised as the holder of such land on trust for the Common Law Holders of native title.

**native title decision** has the same meaning as in regulation 8(1) of the PBC Regulations and means a decision:

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

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

- (a) an obligation to consult with the common law holders of native title
- (b) an obligation to act in accordance with the directions of the common law holders of native title
- (c) an obligation to act only with the consent of the common law holders of native title
- (d) an obligation to take any other action in relation to the common law holders of native title

**Native Title Representative Body (NTRB)** means that body determined as such in relation to an area which includes the Native Title Land pursuant to section 202 or section 203AD of the Native Title Act.

**native title rights and interests** has the same meaning as in s. 223 of the Native Title Act.

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

**Prescribed Body Corporate or PBC** has the same meaning as regulations 3 and 4 of the PBC Regulations

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

**Registered native title body corporate or RNTBC** has the same meaning as in s. 253 of the Native Title Act.

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

**Special resolution** means a resolution passed by a majority of not less than three-quarters (3/4) of the members present at a general meeting.

Expressions used in these rules have the same meanings as those given in the Act and unless otherwise stated:

- a. where the word ‘he ‘ appears in the rules, it can also mean ‘she’
- b. words in the singular number include the plural and vice versa; and

any inconsistency between these rules and the Act shall be resolved in favour of the Act.

Schedule 1—Application for membership form

**APPLICATION FOR MEMBERSHIP**

\_\_\_\_\_

*(insert name of corporation)*

I, \_\_\_\_\_

*(first name of applicant)*

*(last name of applicant)*

of

\_\_\_\_\_

*(address of applicant)*

hereby apply for membership of

\_\_\_\_\_  
\_\_\_\_\_  
*(name of corporation)*

I declare that I am eligible for membership.

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

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

## Schedule 2—Proxy form

### APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, \_\_\_\_\_  
(First of given name) (Surname)

of

\_\_\_\_\_  
(address of member)

Being a member of  
(Name of corporation)

Hereby appoint  
(Full name of proxy—can be an individual or a body corporate)

of

\_\_\_\_\_  
(address of proxy)

being a member of that Aboriginal and Torres Strait Islander corporation, as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be

held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and

at any adjournment of that meeting.

\_\_\_\_\_  
\_\_\_\_\_  
(Optional—if member wishes to specify the way the proxy is to vote on a particular resolution, include additional information here.)

Signed: \_\_\_\_\_  
(signature of member appointing proxy)

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

**NOTE:** A person must not exercise proxies for more than three members. A proxy vote may not be given to a person who is not a member of the corporation.