Yorta Yorta Nation Aboriginal Corporation ICN 3279

Rule Book

The Rule Book of Yorta Yorta Nation Aboriginal Corporation (ICN 3279).
Registered by a Delegate of the Registrar on 9 August 2024.

–Aboriginal children must be educated in the way of our people. They must learn their history, about their great ancestors, the language and the Law. It‘s time for them to know and understand themselves.

They must also be educated in the ways of the society in which they live,in the very best of what it has to offer, so they can truly be a part, not only of Australia‘s past, but its present and future.

[**Pastor Sir Douglas Nicholls ancestor of the Yorta Yorta people**]

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1. NAME AND PREAMBLE

The name of the corporation is **Yorta Yorta Nation Aboriginal Corporation**.

The name of the corporation reflects the Yorta Yorta language spoken by all the Yorta Yorta clans, including the Kailtheban, Wollithiga, Moira, Ulupna, Bangerang, Kwat Kwat, Yalaba Yalaba and Ngurai-illiam clans. The Yorta Yorta Nation is comprised of peoples with undeniable bloodlines to the Original Ancestors of the Land of the Yorta Yorta Nation. These bloodlines link Yorta Yorta peoples' past, present and future to one another, with traditional lores, customs, beliefs and sovereignty intact.

The **Board of Directors** is responsible for the overall governance and strategic direction of the corporation. See Rule 8 for further details regarding the directors of the corporation.

The **Council of Elders** as respected members of the Yorta Yorta community and knowledge holders, provide culturally important advice to the Board on matters including (but not limited to) membership, lore and culture, native title, language and genealogy. See Rule 12 for further details regarding the Council of Elders.

2. DICTIONARY AND INTERPRETATION

2.1 Dictionary

In this rule book:

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

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

Annual general meeting or **AGM** means a general meeting held in accordance with rule 7.1.

Applicant means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 5.1.

Application for membership form means the form included in Schedule 2 - Application for membership form.

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

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

CEO means the Chief Executive Officer.

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

Commissioner means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner

of Taxation for the purposes of the Tax Act.

Common seal means the common seal of the corporation referred to in rule 14.

Contact person means a person elected or appointed according to rule 13.

Corporation means the corporation referred to at rule 1.

Council of Elders means a group of Yorta Yorta Elders as provided for in rule 12.

Director means a person elected or appointed according to rule 8 to manage the affairs of the corporation in accordance with the Act and these rules.

Directors' meeting refers to the meetings of the directors held according to rule 11.

Directors' meeting minute book means the books and records in which the minutes of all directors' meetings (made under rule 15.2.1) and copies of any written resolutions passed without a directors' meeting (under rule 11.6.2) are kept.

Dispute has the meaning given in rule 18.

Dispute resolution process means the process set out in rule 18.

Descendant means those people who are direct biological descendants of the relevant person.

Elder and Elders means a mature, capable, wise and respected adult Yorta Yorta person who has knowledge of Yorta Yorta culture and is recognised and respected by the Yorta Yorta peoples in general as having such knowledge.

Eligible Charity means a fund authority or institution -

(a) which is charitable at law; and

(b) gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the Tax Act; and

(c) if required under the Tax Act, which has objects and purposes similar to the objects and purposes of the corporation.

Family Group means those descendants of the families listed in clause 5.1.1(b).

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

General meeting minute book means the books and records in which the minutes of all general meetings (made under rule 15.2.1) and copies of any written resolutions passed without a general meeting (under rule 7.12) are kept.

Immediate Family means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, children, stepfather, stepmother or siblings. It is also extends to customary or defacto adoption arrangements.

Indigenous corporation number or ICN means that number given by the Registrar to the corporation on registration.

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

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

Objectives means the objectives set out in rule 3.

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

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

Proxy means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 7.13.

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

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

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

Responsible Person means an individual who -

(a) performs a significant public function;
(b) is a member of a professional body having a code of ethics or rules of conduct;
(c) is officially charged with spiritual functions by a religious institution;
(d) is a director of a company whose shares are listed on the ASX Limited;
(e) has received formal recognition from government for services to the community;or
(f) is approved as a Responsible Person by the Commissioner.

Rule book means this Rule Book or any amendments or substitution thereto.

Secretary means a person elected or appointed according to rule 13.

Set law means provisions extracted from the Act.

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

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

Surplus assets has the meaning given in rule 20.

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

Traditional Owner Corporation means one of the following bodies:

(a) a registered native title body corporate under the *Native Title Act* 1993 (Cth)

(b) a traditional owner group entity as defined in section 3 of the *Traditional Owner Settlement Act* 2010 (Vic) which has entered into a recognition and settlement agreement under the *Traditional Owner Settlement Act* 2010 (Vic)

(c) any other corporation which the Board deems, in its sole and absolute discretion, a Traditional Owner Corporation for the purposes of Rule 8.3.1. The Board is not required to give any reason for its decision not to deem a corporation a Traditional Owner Corporation.

YYNAC means the Yorta Yorta Nation Aboriginal Corporation.

Yorta Yorta person and **Yorta Yorta People** means those people who comply with clause 5.1.1(b).

Yorta Yorta Traditional Country means the area as shown in the attached map at Schedule 1.

2.2 Interpretation

In these rules:

a. words in the singular include the plural and vice versa

b. any gender includes the other genders

c. the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation

d. a reference to:

   i. legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being
   ii. writing includes any mode of representing or reproducing words in tangibleand permanently visible form, and includes fax transmissions
   iii. a rule or schedule is a reference to a rule or schedule, as the case may be, ofthis document.

e. headings and notes are used for convenience only and are not intended to affect the interpretation of these rules

f. a word or expression defined in the Act and used, but not defined, in these rules hasthe same meaning given to it in the Act when used in these rules

g. if a word or phrase is defined its other grammatical forms have correspondingmeanings

h. where time is to be calculated by reference to a day or event, that day or the day ofthe event is excluded

i. any inconsistency with the Act is to be resolved in favour of the Act

3. OBJECTIVES

The objectives of the corporation are:

(a) To relieve poverty, sickness, suffering, distress, misfortune, destitution and helplessness amongst the Yorta Yorta People;

(b) The recognition and respect of Elders of the Yorta Yorta People;

(c) Protection of the environment of Yorta Yorta Country;

(d) Promoting the health and wellbeing of Yorta Yorta People;

(e) Protecting and promoting the identity, lore, culture, property rights and human rights of Yorta Yorta People;

(f) The repatriation of Aboriginal cultural heritage and Yorta Yorta ancestral remains;

(g) Protecting and promoting Aboriginal cultural heritage;

(h) Representing the Yorta Yorta People in respect to matters relating to Aboriginal cultural heritage;

(i) Maintain support and facilitation of Yorta Yorta Family Groups;

(j) Preserving and promoting the culture and identity of the Yorta Yorta People;

(k) Maintaining the sovereign rights and interests and customary lores of the Yorta Yorta People;

(l) Advancing sovereignty and self-determination of the Yorta Yorta People;

(m) Formally review the Cooperative Management Agreement entered into with the State of Victoria on 15 June 2004;

(n) The acquisition, holding, development and protection of land, water and other assets in its own right and on behalf of Yorta Yorta People;

(o) Promoting the social and emotional wellbeing of Yorta Yorta People through connection to Country;

(p) Creating and promoting opportunities for Yorta Yorta youth;

(q) Developing opportunities for the promotion and protection of Elders' stories and knowledge;

(r) The advancement of education and employment prospects of Yorta Yorta people;

(s) Promoting and negotiating agreements about respect of Yorta Yorta Country including land and water management, environmental planning and protection, Aboriginal cultural heritage and access to natural resources;

(t) Advocating and providing advice to local, state and federal governments in relation to

the interests of Yorta Yorta People, Yorta Yorta Culture and Yorta Yorta Country;

(u) To build and maintain relationships and work collaboratively with other organisations to advance Yorta Yorta objectives;

(v) Providing training and employment opportunities for Yorta Yorta People;

(w) Engaging in commercial and business activities as part of or incidental to the objectives;

(x) Obtain funding, raising or borrowing money upon such terms, and in such manner, as it thinks fit, in order to pursue the objects of the corporation;

(y) Performing any other function conferred upon the corporation by a law of the Commonwealth and/or the State of Victoria; and

(z) Operate and maintain a gift fund to be known as the Yorta Yorta Gift Fund in accordance with the requirements of the *Income Tax Assessment Act 1997*

4. POWERS OF THE CORPORATION

Subject to the Act and these rules, the corporation has the power to do anything lawful to carry out the objectives, except:

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

(b) The assets and income of the corporation shall be applied solely in furtherance of the objectives and no portion shall be distributed directly or indirectly to the members ofthe corporation except as bona fide compensation for services rendered or expenses incurred on behalf of the corporation.

5. MEMBERSHIP OF THE CORPORATION

5.1. Members by application

5.1.1. Who can apply to become a member (eligibility for membership)

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

(a) is 18 years of age or older,

(b) is a descendant of any one of the following family groups:

(i) Aaron Atkinson / Louise Frost

(ii) Elizabeth Atkinson

(iii) John Atkinson/ Emma Murri

(iv) Edgar Atkinson

(v) William Cooper

(vi) Robert Cooper

(vii) Ada Cooper

(viii) Fred Walker / Sarah Walker

(ix) Bagot Morgan / Lizzie Walker

(x) Alf Morgan

(xi) Tommy McCrae

(xii) Maggie Toodle-Toolanyagan / George Middleton

(xiii) Annabella Howard

(xiv) Jack Cooper / Mary Abbott Brangy

(xv) Maggie Stone / Nelson

(xvi) Jenny Charles,

(c) Who identifies as a Yorta Yorta person,

(d) agrees to abide by these rules, the Act and the Code of Conduct (as modified from time to time by the Board of Directors),

(e) agrees to act in the best interests of the corporation,

(f) is not a body corporate, company, or entity other that a person, and

(g) completes and submits the Application for Membership form as set out in Schedule B to these rules, including have the application endorsed by an Elder of the persons Family Group.

5.1.2. How to become a member after registration

A person becomes a member if:

(a) The person wants to become a member and applies in writing,

(b) The person is eligible for membership,

(c) The directors accept the application,

(d) The person's name is entered on the register of members.

5.1.3. Deciding membership applications

(a) The directors make decisions on applications for membership by resolution at a directors' meeting.

(b) Prior to the board of directors deciding on whether to accept any membership application, the Council of Elders will review membership applications and provide advice to the board regarding whether to accept an application.

(c) In considering whether an applicant for membership satisfies eligibility requirements, the Council or Elders and/or the board of directors may:

(i) Seek such genealogical advice as it considers appropriate;

(ii) Request that the applicant supply further information, including genealogical information, to satisfy the board of directors that the applicant for membership is eligible to be a member.

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

(e) The directors must not accept an application for membership of the corporation unless the applicant:

(i) Applies according to this rule 5.

(ii) meets all the eligibility for membership requirements as set out in rule 5.1.1.

(f) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.

(g) However, they must notify the applicant in writing of the decision and the reasons for it.

5.1.4. Entry on the register of members

(a) If the directors accept a membership application, the applicant's name must be entered on the register of members within 14 days.

(b) However, if:

(i) the applicant applies for membership after a notice has been given for the holding of a general meeting, and

(ii) the meeting has not been held when the directors consider the application,

then the corporation must not enter the person on the register of members until after the general meeting has been held.

5.2. Membership fees

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

5.3. Members rights and obligations

5.3.1. Members rights

(a) Each member has rights under the Act and these rules including the rights set outbelow. A member:

(i) can attend, speak and vote at a general meeting of the corporation

(ii) can be elected or appointed as a director

(iii) cannot be removed as a member unless the directors and the corporation have complied with rule 5.6

(iv) can put forward resolutions to be voted on at a general meeting of the corporation in accordance with rule 7.6

(v) can ask the directors to call a general meeting of the corporation in accordance with rule 7.3.2

(vi) can access the following books and records of the corporation:

(A) the register of members, under rule 6.5

(B) the minute books, under rule 15.9

(C) the corporation's rule book, under rule 15.11

(D) certain reports prepared by or for the directors and the corporation, in accordance with the Act

(vii) can ask the directors to provide access to any other records or books of the corporation in accordance with rule 15.10

(viii) can have any disputes with another member or with the directors dealt with under the process in rule 18.

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

(c) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 18.

5.3.2. Members' responsibilities

Each member has the following responsibilities:

(a) to comply with the Act and these rules

(b) to notify the corporation of any change in their address within 28 days

(c) to comply with any code of conduct adopted by the corporation

(d) to treat other members and the directors with respect and dignity

(e) to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

5.3.3 Liability of members

(a) The members are not liable to contribute to the property of the corporation on winding up.

(b) If the application for registration of the corporation states that members and former members are:

(i) not to be liable to contribute towards the payment of the debts and liabilities of the corporation, then they are not liable to contribute, or

(ii) to be liable to contribute towards the payment of the debts and liabilities of the corporation on a particular basis, then they are liable so to contribute on that basis.

5.4. How a person stops being a member

5.4.1 A person will stop being a member if:

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

(b) the person dies

(c) the person's membership of the corporation is cancelled (see rule 5.6)

5.4.2 When a person ceases to be a member.

A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

5.5. Resignation of member

(a) A member may resign by giving a resignation notice to the corporation.

(b) A resignation notice must be in writing.

(c) The corporation must remove the member's name from the register of current members of the corporation within 14 days after receiving the resignation notice.

5.6. Process for cancelling membership

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

(a) The directors may, by resolution, cancel the membership of a member if the member is not, or stops being, eligible for membership as set out in rule 5.1.

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

(i) the directors intend to cancel the membership for the reasons specified in the notice, and

(ii) the member has 14 days to object to the cancellation of the membership, and

(iii) the objection must be in writing

(c) If the member does not object, the directors must cancel the membership.

(d) If the member does object as set out in rule 5.6.1 (b) (iii):

(i) the directors must not cancel the membership

(ii) only the corporation by resolution in general meeting convened in accordance with rule 7 may cancel the membership

(e) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

5.6.2 Membership may be cancelled if member cannot be contacted

(a) The membership may be cancelled by Special Resolution in a general meeting convened in accordance with rule 7 if the corporation:

(i) has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting and

(ii) has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.

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

5.6.3 Membership may be cancelled if a member is not an Aboriginal person

(a) The corporation, by Special Resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal and Torres Strait Islander.

(b) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.6.4 Membership may be cancelled if a member misbehaves

(a) The corporation may cancel the membership by Special Resolution in a general meeting if the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings.

(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.

5.6.5 Amending register of members after a membership is cancelled

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

5.7. Different classes of members

The corporation does not have different classes of members.

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

(a) The register of members must contain the following information about individual members:

(i) the member's name (given and family name), family group (which cannot be more than one) and address. The register may also contain any other name by which the member is or was known.

(ii) the date on which the member's name was entered on the register.

6.3. Corporation to maintain register of former members

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

(b) The corporation may maintain the register of former members in one document with the register of members.

6.4. Information on the register of former members

6.4.1. Information about individuals

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

(a) the member's name (given and family name), family group (which cannot be more than one) and address

(b) the date on which the individual stopped being a member.

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

6.5. Location and inspection of registers of members and former members

6.5.1. Location of registers

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

(a) the corporation's registered office if it is registered as a large corporation, or

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

6.5.2. Right to inspect registers

(a) The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.

(b) If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation

agree that the person can access the information by computer).

6.5.3. Inspection fees

(a) A member may inspect the registers without charge.

(b) A person who is not a member may inspect the registers only on payment of any fee required by the corporation.

6.5.4. Right to get copies

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

(a) asks for the copy, and

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

6.6. Making register of members available at AGM

The corporation must:

(a) make the register of members available for inspection (without charge) by members at the AGM

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

6.7. Provision of 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. Annual General Meetings (AGMs)

7.1.1. Holding AGMs

The corporation must hold an AGM within 5 months after the end of its financialyear.

7.1.2. Extension of time for holding AGMs

(a) The corporation may apply to the Registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period.

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

7.1.3. Business of AGM

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

(a) confirmation of the minutes of the previous general meeting

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

(c) the election of directors

(d) the appointment and remuneration of the auditor (if any)

(e) checking of details on the register of members (see rule 6.6(b))

(f) asking questions about management of the corporation and asking questions of the corporation's auditor (if any) (see rule 7.14).

7.2. General meetings

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

(b) all matters set out in the notice of the general meeting.

7.3. Calling general meetings including AGMs

7.3.1. Directors may call general meetings

The directors can call a general meeting or AGM by passing a resolution in a director's meeting or by circulating a resolution.

7.3.2. Members may ask directors to call general meetings

(a) The directors must call and arrange to hold a general meeting on the request of at least the following number of members:

No. of corporation members	No. of members required
2 to 10	= 1 member
11 to 20	= 3 members
21 to 50	= 5 members
51 members or more	= 10 per cent (%) of members who represent at least 4 different familygroups

(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(a) may be used for signing by members if the wording of the request is identical in each copy.

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

(a) If the directors resolve:

(vi) that a request under rule 7.3.2 is frivolous or unreasonable, or

(vii) 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 must:

(i) be in writing

(ii) set out the ground on which the application is made

(iii) be made within 21 days after the request was made.

(c) The directors must, as soon as possible after making an application, give the contact member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4. Timing for a requested general meeting

(a) The directors must call the meeting within 21 days after the request was sent to them.

(b) If:

(i) a director has applied to deny a request, and

(ii) the Registrar refuses that request,

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

7.4. Requirement for notice of general meeting

7.4.1. Notice for general meeting

(a) At least 21 days notice must be given of a general meeting

(b) The corporation:

(i) may call an AGM on shorter notice, if all the members agree beforehand

(ii) may call any other general meeting on shorter notice, if at least 95 per cent (%) 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.

Shorter notice cannot be given for these kinds of meetings.

7.4.2. Requirement to give notice of general meeting to members and officers

(a) The corporation must give written notice of a general meeting to the following people:

(i) each member entitled to vote at the meeting

(ii) each director

(iii) the secretary (if any)

(iv) the contact person (if any)

(b) The corporation may give the notice of meeting to a member:

(i) personally (or in a manner which accords with Aboriginal custom)

(ii) by sending it by post to their address,

(iii) sent by fax,

(iv) sent by email or

(v) sent by SMS.

(c) A notice of meeting:

(i) given personally, when given to the person directly

(ii) sent by post is taken to be received 3 days after it is posted

(iii) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

(d) The notice of meeting is also:

(i) to be placed on the corporation's website

(ii) shared through the corporation's social media channels.

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

The corporation must give its auditor (if any):

(a) notice of a general meeting in the same way that a member is entitled to receive notice

(b) any other communications relating to the general meeting that a member is entitled to receive.

7.4.4. Contents of notice of general meeting

(a) A notice of a general meeting must:

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

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

(iii) where directors are to be elected:

- The maximum number of director positions to be elected; and
- The Family Groups that are able to nominate a person to be elected as a director so that the board of directors shall not have more than 1 director from each Family Group as is required under rule 8.2.3

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

(v) any technology to be used in the meeting (if required) and how members can attend using such technology

(vi) confirm that a member cannot appoint a proxy

(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 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 a members' resolution must:

(i) be in writing

(ii) set out the wording of the proposed resolution

(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:

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 per cent of members who represent at least 4 different family groups

7.6.2. Consideration of members' resolutions

(a) If the corporation has been given notice of a members' resolution it must be considered at the next general meeting that occurs more than 28 days after the notice is given.

(b) The corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting (see Rule 7.4.2).

(c) The corporation does not have to give notice of a resolution if it is defamatory.

7.6.3. Members' statements to be distributed

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

(i) a resolution that is proposed to be moved at the general meeting or

(ii) any other matter that may be considered at that general meeting.

(b) This request must be:

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

(ii) in writing

(iii) signed by the members making the request

(iv) given to the corporation.

(c) Separate copies of a document setting out the request may be used for signing by members if the 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

is:No. of members in corp.	No. of members required
2 to 10	= 1 member
11 to 20	= 3 members
21 to 50	= 5 members
51 members or more	=10 per cent (%) of members who represent at least 4 different family groups.

7.7. Quorum for general meeting

7.7.1. Quorum

The quorum for a meeting of the corporation's members is 10 members.

7.7.2. Quorum to be present

(a) 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, unless the directors specify otherwise.

(b) If no quorum is present at the resumed meeting within 1 hour after the time for the meeting, the meeting is dissolved.

7.8. Chairing general meetings

(a) The directors may elect an individual to chair general meetings.

(b) If a chair has not been elected or the chair is not available or does not want to chair the meeting, the directors must elect an individual present to chair it.

(c) The members at a general meeting must elect a member present to chair the meeting (or part of it) if:

(i) the directors have not already elected a chair, or

(ii) a previously elected chair is not available, or does not want to chair the meeting.

(d) The chair must adjourn a general meeting if the majority of memberspresent agree or direct that the chair to 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. Details of how members may attend the meeting using such technology must be set out in the notice of meeting.

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.

7.11.2. Objections to right to vote

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

(a) May only be made at the meeting, and

(b) Must be determined by the chair, whose decision is final.

7.11.3. How voting is carried out

(a) A resolution put to the vote at a general meeting must be decided by simple majority

on a show of hands unless a poll is demanded.

(b) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

7.11.4. Matters on which members can demand a poll

(a) At a general meeting, a poll may be demanded on any resolution.

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

7.11.5. When members can demand a poll

(a) At a general meeting, a poll may be demanded by:

(i) at least 5 members entitled to vote on the resolution

(ii) members with at least 5 per cent of the votes that may be cast on the resolution on a poll, or

(iii) The chairperson of the meeting.

(b) The poll may be demanded:

(i) before a vote is taken

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

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

7.11.6. When and how polls must be taken

(a) At a general meeting, a poll on the election of a chairperson or on the question of anadjournment must be taken immediately.

(b) At a general meeting, a poll demanded on other matters must be taken when and in the manner the chairperson directs.

7.12. Resolutions without a general meeting

(a) The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it.

(b) Auditors cannot be removed by a resolution without a general meeting.

(c) Separate copies of a document under rule 7.12(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.

(d) A resolution under rule 7.12(a) is passed when the last member signs.

(e) The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:

(i) to give members information or a document relating to the resolution—by

giving members that information or document with the document to be signed

(ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution—by lodging a copy of the document to be signed by members

(iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution—by lodging a copy of the information or documents referred to in rule 7.12(e)(i).

(f) The passage of the resolution satisfies any requirement in the Act, or the corporation's rules, that the resolution be passed at a general meeting.

(g) This rule does not affect any rule of law relating to the assent of members not given at a general meeting.

7.13. Proxies

There shall be no proxies.

7.14. Questions at AGMs

7.14.1. Questions and comments by members on corporation management at AGM

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

7.14.2. Questions by members of auditors at AGM

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

(a) the conduct of the audit

(b) the preparation and content of the auditor's report

(c) the accounting policies adopted by the corporation in the preparation of the financial statements

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

7.15. 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.

Note: This means new business cannot be added.

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 of the day, time and place of when the general meeting will be resumed.

8. DIRECTORS OF THE CORPORATION

8.1. Role of directors

(a) The board of directors is responsible for the overall governance and strategic direction of the corporation. It provides overall superintendence of the Corporation (not its day-to-day management), overseeing both performance and compliance in accordance with the corporations purpose and objectives.

(b) The relationship between a director and the corporation is fiduciary in nature. That is, a director undertakes to act in the interests of the corporation and not in his or her own interests.

(c) The directors may exercise all the powers of the corporation except any that the Act or this rule book requires the corporation to exercise in a general meeting.

(d) The directors are expected to be of, and maintain, good standing in the community and uphold cultural, workplace, domestic and community safety and uphold Yorta Yorta vales.

8.2. Numbers of directors and composition of board

8.2.1. Minimum number of directors

The corporation must have at least 5 directors.

8.2.2. Maximum number of directors

The corporation must not have more than 9 directors.

8.2.3. Composition of board of directors

(a) The board of directors shall not have more than 1 director from each Family Group.

(b) The board of directors shall not have more than 1 director from the same Immediate Family.

8.3. Eligibility to be a director

8.3.1. Eligibility for appointment as a director

(a) An individual is eligible for appointment as a director if they are an individual who is:

(i) a member,

(ii) at least 18 years of age,

(iii) have consented in writing to be appointed as a director of the corporation

(b) A person is not eligible to be or become a director if they:

(i) are an employee of the corporation;

(ii) were an employee of the corporation within the previous 2 years;

(iii) are a member of the Council of Elders;

(iv) have been convicted of an offence under the Act that is punishable by imprisonment for more than 12 months;

(v) have been convicted of a crime involving fraudulent behaviour;

(vi) have been convicted of a crime against a child;

(vii) have been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months;

(viii) have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;

(ix) have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;

(x) are an undischarged bankrupt;

(xi) have signed a personal insolvency agreement and have not kept to the agreement;

(xii) have been disqualified from managing corporations under the Act or *Corporations Act 2001* (Cth), unless the appointment is made:

- with permission granted by the Registrar, or
- with leave granted by the court

(xiii) are a director (or equivalent) of another Traditional Owner Corporation;

(xiv) were a director of the corporation at any time from 1 May 2023 to 15 November 2023. These people are not eligible to be appointed as a director until the 2026 Annual General Meeting.

(c) Director must:

(i) Provide a signed consent to act – prior to being appointed.

(ii) Provide a Director Identification Number or evidence of having applied for a Director Identification Number and give the corporation their Director Identification Number as soon as they have it.

(iii) Have a a current National Police Certificate or within two (2) months of appointment, obtain a National Police Certificate

(iv) Within two months of appointment, obtain a Working With Children check.

(v) Within one (1) month of appointment, sign the Directors Confidentiality agreement.

(vi) Within one month of appointment, sign the Director Code of Conduct.

(d) A Director must have completed suitable governance training either prior to their appointment or agree to complete such training within a period of 12 months following their appointment.

8.3.2. Consent to act as director

(a) Before a person may be appointed as a director, that person must give the corporation a signed consent to act as a director of the corporation. (Note: a consent form template that may be used for director's consents is at Schedule 3 of this rule book.)

(b) The corporation must keep the consent.

8.3.3. Director requirements

(a) The chief executive officer:

(i) may be a member of the corporation but may not be a director of the corporation.

(ii) cannot chair the directors' meetings.

8.4. Becoming a director

8.4.1. The corporation may appoint a director

(a) Directors are appointed by a resolution passed at a general meeting of the corporation.

(b) In the notice of an annual general meeting where directors are to be elected, the corporation will detail:

(i) The maximum number of director positions to be elected; and

(ii) The Family Groups that are able to nominate a person to be elected as a director so that the board of directors shall not have more than 1 director from each Family Group as is required under rule 8.2.3.

(c) Each Family Group may meet in order to nominate one person for election to become a director. The person nominated must be a member and be recorded on the Register of Members as belonging to that Family Group.

(d) Once a Family Group has nominated a person under rule 8.4.1(c), the minute taker of the meeting must, at least 5 days prior to the meeting, notify the CEO of the corporation of the person nominated and provide the CEO a consent to act as a director form completed and signed by the person nominated.

(e) Prior to their appointment, a director must give the corporation:

(i) Their consent in writing to be a director;
(ii) The information detailed at Rule 8.3.1(c).

(f) The procedures for voting by a show of hands will be as follows:

(i) The chairperson will provide the name of each nominee in alphabetical order and the nominees Family Group and ask for a vote by show of hands for each nominee;
(ii) The secretary will count the show of hands and declare the number of votes

for each nominee;

(iii) The nominees receiving the greatest number of votes cast in their favour must be elected as directors, noting Rule 8.2 that provides that the Board of Directors shall not have more than 1 director from any 1 Family Group and the maximum number of directors is 9.

(g) Despite the process set out above for the appointment of directors, and for the avoidance of doubt, at the end of the special administration that concluded on 9 August 2024, the directors will be appointed by the special administrators under the powers set out in section 499-5(1)(e) of the Act.

(h) The corporation must notify the Registrar of the directors' details within 28 days after they are appointed.

8.5. Term of appointment

(a) Subject to rule 8.6(c), a director is appointed for 2 years.

(b) A director is eligible for reappointment

(c) If the terms of appointment of all of the directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director‘s appointment has expired.

8.6. Rotation of directors

(a) Directors will be elected on rotation for a two year term, so that the appointment of half of the directors expires each year.

(b) The minutes of the AGM must record the term of each director appointed.

(c) All directors appointed at the completion of the special administration that commenced on 15 November 2023 will be appointed for the following terms.

(i) At the 2025 AGM a simple majority of the member directors’ appointments will expire and go to election at the AGM.

(ii) The remaining member directors’ appointments will expire at the 2026 AGM.

(iii) The board will decide which directors will be standing down at a directors’ meeting prior giving notice of the 2025 AGM.

(iv) If the board are unable to decide which directors' terms are to expire at 2025 AGM, all director positions will become vacant and go to election at the 2025 AGM.

(d) at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for two years.

8.7. How to become an office bearer (chairperson and vice chairperson)

(a) At the first director's meeting after each AGM, the directors elect the office bearers of the Corporation from the directors

.

(b) There shall be a chairperson and a vice chairperson who shall be the office bearers.

8.8. How to fill vacancies

(a) A casual vacancy is where a person stops being a director or office bearer before their term of appointment expires and so the position of that director or office bearer is vacant.

(b) The directors can fill casual director vacancies, including office bearers.

(c) The directors can fill casual office bearer vacancies from any Family Group, noting the requirements of Rule 8.2.

(d) The person must meet the director eligibility criteria in rule 8.3 and any criteria that applies to the particular vacancy.

(e) The term of the appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

(f) Appointments made under this rule must be confirmed by passing a resolution at the next general meeting. If the appointment is not confirmed the appointed person will no longer hold that position.

8.9. Alternate directors

A director cannot appoint an alternate director.

8.10. How a person ceases to be a director

8.10.1. A person ceases to be a director if:

(a) the person dies

(b) the person resigns as a director as provided for in rule 8.11

(c) the term of the person's appointment as a director expires

(d) the person is removed as a director by the members as provided for in rule 8.12.1

(e) the person is removed as a director by the other directors as provided for in rule 8.12.2, or

(f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

8.11. Resignation of director

(a) A director may resign as a director by giving notice of resignation to the corporation.

(b) A notice of resignation must be in writing.

8.12. Process for removing a director

8.12.1. Removal by members

(a) The corporation may, by resolution in general meeting, remove a director from office despite anything in:

(i) the corporation's constitution

(ii) an agreement between the corporation and the director concerned, or

(iii) an agreement between any or all members of the corporation and the director concerned.

(b) A notice of intention to move a resolution to remove a director must be given to the corporation at least 21 days before the meeting is to be held.

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

(d) The director concerned is entitled to put his or her case to members by:

(i) giving the corporation a written statement for circulation to members (see rules 8.12.1(e) and (f))

(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 8.12.1(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 8.12.1(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 8.12.1(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.

8.12.2. 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. The directors may remove a director by resolution.

(b) Rule 8.12.2(a) operates despite anything in:

(i) the corporation's constitution

(ii) an agreement between the corporation and the director concerned, or

(iii) an agreement between any or all members and the director concerned.

(c) Before removing the director concerned, the directors must give the director concerned notice in writing:

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

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

(d) If the director concerned does not object, the directors must remove the director concerned.

(e) If the director concerned does object:

(i) the directors cannot remove the director concerned

(ii) the corporation, by resolution in general meeting, may remove the director in accordance with rule 8.12.1.

(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 director on the day when the replaced director was last appointed a director.

9. GENERAL DUTIES

9.1. General duties

(a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:

(i) a duty of care and diligence

(ii) a duty of good faith

(iii) a duty of disclosure of material personal interests (see rule 10.2)

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

(v) a duty to prevent insolvent trading.

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

(c) In the best interest of the Corporation, the term, roles and responsibilities of directors are adhered to in accordance with the Rule Book, providing opportunity for members of the 16 family groups to have a voice in the governance of the organisation.

(d) The term of directors and Council of Elders representatives will be in accordance with the Rule Book

10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

10.1. Powers of directors

(a) The business of the corporation is to be managed by or under the direction of the board of directors.

(b) The board of directors may exercise all the powers of the corporation except any that the Act or the corporation's rules requires the corporation to exercise in general meeting.

10.2. Duty of director to disclose conflict of interest (material personal interests)

(a) The corporation must maintain a conflict of interest register for the directors.

(b) A director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless rule 10.2(c) says otherwise.

(c) A director does not need to give notice of an interest under rule 10.2(b) if:

(i) the interest:

(A) arises because the director is a member and is held in common with the other members

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

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

(ii) All the following conditions are satisfied:

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

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

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

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

(d) The notice required by rule 10.2(b) must:

(i) give details of:

(A) the nature and extent of the interest

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

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

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

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

(f) This rule 10.2 does not apply to the corporation if the corporation has only 1 director.

10.3. Remuneration

(a) The directors may be paid a salary or sitting fee for their work as directors. The rate of payment is to be decided by members at the AGM or a general meeting provided it is on the notice of meeting.

(b) Rule 10.3(a) does not prevent:

(i) 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 rules 10.2 and 10.5 have 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

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

10.4. Delegation

(a) The directors may by resolution delegate any of their powers to:

(i) a committee of directors

(ii) a director

(iii) an employee of the corporation, or

(iv) any other person.

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

the directors.

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

10.5. 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 90 of the Act, and

(B) give the benefit within 15 months after the approval, or

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

(b) If:

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

(ii) the making of the contract was approved in accordance with rule 10.5(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 once every 3 months.

The directors will invite the Council of Elders to a meeting at least once every 6 months. The Council of Elders will attend directors meetings as observers.

11.2. Calling and giving notice of directors' meetings

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

(b) A directors' meeting may be called by a director giving reasonable notice individually to every other director.

(c) The date, time and place for a directors' meeting must not unreasonably prevent a director attending.

(d) 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

(iii) if technology is to be made available for use to attend the meeting, details of how to access that technology

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

11.3. Quorum at directors' meetings

(a) The quorum for a directors' meeting is a majority of the directors, and

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

11.4. Chairing directors' meetings

(a) If the directors have elected office bearers as set out in rule 8.7:

(i) The chairperson shall chair directors' meetings;

(ii) If the chairperson is absent or unwilling or unable to act, directors' meetings shall be chaired by the vice chairperson;

(iii) If both the chairperson and vice chairperson are absent or unwilling or unable to act, the directors present shall appoint a director to chair the meeting.

(b) If the directors have not elected office bearers as set out in rule 8.7, the directors must elect a director present to chair a meeting.

11.5. Use of technology

A directors' meeting may be called or held using any technology consented to by the majority of directors.

11.6. Resolutions at directors' meetings

11.6.1. Passing of directors' resolutions

(a) A resolution of the directors must be passed by a majority of the votes cast bydirectors entitled to vote on the resolution.

(b) Each director has one vote.

(c) The chairperson of the meeting has one vote, plus one casting vote if required.

(d) If the chairperson exercises a casting vote, he/she must state his / her reasons for the manner in which the casting vote is used, which must be recorded in the minutes of meeting.

11.6.2. Circulating resolutions if the corporation has more than 1 director

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

(b) Separate copies of a document under rule 11.6.2(a) may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

(c) A resolution under rule 11.6.2(a) is passed when the last director signs.

12. COUNCIL OF ELDERS

12.1 Functions

12.1.1 Functions

(a) The functions of the Council of Elders shall include, but not be limited to:

i. providing advice as requested by the Directors on matters including, but not limited to:

A. Membership
B. Lore and culture;
C. Native Title and other relevant legislation related to Caring for Country;
D. Language; and
E. Genealogy;

(Note: The Council of Elders is not able to give directions to the Board of Directors or bind the Corporation);

ii. at the request of the Directors, assist in the development of policy in relation to the above matters;

iii. at the request of the Directors, assist in the development of the priorities and

vision of the Corporation;

iv. advocating and promoting the maintenance of language and culture amongst the Yorta Yorta People;

v. at the request of the CEO, assist with operational matters, stakeholder meetings and matters of cultural significance.

(b) The Directors will refer any matters referred to in rule 12.1.1(a) to the Council of Elders for consideration and guidance as required by the Rules or as required by the Directors from time to time.

(c) The Council of Elders are not to instruct or discipline staff that they interact with. Any issues that a member of the Council of Elders may have with staff are to be referred to the CEO.

12.2 Composition

The Council of Elders will consist of up to 16 Yorta Yorta Elders, comprising 1 Elder from each Family Group, who are:

(a) recognised by their Family Group as holding traditional authority and knowledge regarding Lore and Custom; and

(b) recognised by their Family Group as holding decision making authority on matters of Lore and Custom.

12.3 Eligibility, Term and Appointment

12.3.1 Eligibility

A person is eligible to be appointed to the Council of Elders if they are:

(a) a member of the Corporation;

(b) nominated by the members of the Family Group to represent that Family Group; and

(c) is not a director of the corporation.

12.3.2 Term

(a) A Council of Elders member may not be appointed for more than 3 years.

(b) A Council of Elders member is eligible for reappointment.

12.3.3 Appointment

(a) Each Family Group may appoint one (1) member to the Council of Elders.

(b) The term of appointment commences on the day the Family Group meet and appoint its member.

(c) Within 7 days of the appointment, the Chairperson of the meeting must write to the CEO to advise of the appointment and provide a copy of the minutes of the meeting of the Family Group.

12.4 Removal from Council of Elders

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

(a) the person dies;

(b) the person resigns by giving notice to the Council of Elders;

(c) the term of the person's appointment expires; or

(d) the person is no longer eligible to be on the Council of Elders.

12.5 Meetings of the Council of Elders

12.5.1 Frequency of meetings of the Council of Elders

(a) The Council of Elders by resolution may determine the date, time and place for each Council of Elders meeting at the previous meeting. Such date will be advised to the CEO at least 14 days before the meeting is scheduled to take place.

(b) At least two (2) elders on the Council of Elders may call a meeting of the Council of Elders by informing the CEO at least 14 days before the meeting is scheduled to take place.

(d) The Directors will invite the Council of Elders to a meeting at least once every 6 months. The Council of Elders will attend directors meetings as observers.

(e) The Council of Elders may request the chairperson and / or the Chief Executive Officer of the Corporation to attend a meeting of the Council of Elders.

12.5.2 Calling and giving notice of meetings of the Council of Elders

(a) Meetings of the Council of Elder shall be called by giving reasonable notice individually to each member of the Council of Elders.

(b) The notice must state:

i. the date, time and place of the meeting; and
ii. the general nature of the business to be conducted at the meeting.

(c) The date, time and place for a meeting of the Council of Elders must not unreasonably prevent a member of the Council of Elders from attending.

12.5.3 Facilitation of Meetings

(a) The Corporation shall make its administrative employees available to facilitate

meetings of the Council of Elders as reasonably required by the Council of Elders.

12.5.4 Chairperson

At each meeting of the Council of Elders, the members will elect a member of the Council of Elders as chairperson for that meeting.

12.5.5 Quorum

The quorum for a meeting of the Council of Elders is a majority of its membership.

12.5.6 Use of Technology

(a) A meeting of the Council of Elders may be called or held using any technology consented to by the Council of Elders.

(b) The consent may be a standing one.

(c) A member of the Council of Elders may only withdraw his or her consent within 7 days of the meeting.

12.5.7 Recommendations

(a) Recommendations of Council of Elders must be decided, as far as possible, by consensus.

(b) In the absence of a consensus, after reasonable effort has been made to reach a consensus, recommendations will be made by a majority of votes of those present and entitled to vote.

12.5.8 Communicating Recommendations to the Directors

(a) The Council of Elders must:

i. Maintain a written record of the proceedings of its meetings and its recommendations.
ii. The chairperson must sign the record of the proceedings and the recommendations.
iii. Provide the records of the proceedings and recommendations to the Corporation and the Board of Directors within 14 days of the meeting.
iv. Any recommendation concerning a members' standing as a member or recommending that an application for membership be rejected must record the reasons for that recommendation.

(b) The Directors will use reasonable endeavours to give effect to recommendations of the Council of Elders on matters of Memberships, Lore and Custom, to the extent that in doing so, the Directors and the Corporation will not be acting in breach of the legislation, regulations or this Rule Book.

12.6 Remuneration and Costs of Council of Elders

(a) Subject to these Rules, the Council of Elders may be paid such reasonable remuneration as the directors (by resolution) decide.

(b) The Corporation will reimburse the Council of Elders for reasonable expenses associated with holding meetings related to the functions of the Council of Elders for up to 10 meetings per year.

(c) The remuneration and allowance paid to the Council of Elders must be disclosed in the Directors Report that accompanies the Annual Financial Statements. Such disclosure must include the name of, and the amount paid to, each member.

13. SECRETARY AND CONTACT PERSON

13.1. Requirements for secretary or contact person

13.1.1. Who may be a secretary or contact person

(a) Only an individual who is at least 18 years of age may be appointed as a secretary or contact person of the corporation.

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

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

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

13.1.2. 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 13.1.2(a).

13.2. Becoming a secretary or a contact person on registration

(a) A person becomes a secretary or a contact person of the corporation on registration of the corporation, if the person is specified in the application with his or her consent as a proposed secretary or contact person of the corporation.

(b) If:

(i) The corporation is registered as a small or medium corporation and

(ii) The application for registration does not specify a person to be the contact person of the corporation

(iii) The applicant becomes the contact person for the corporation on

registration.

(c) If:

(i) a person is specified in the application for registration of the corporation as the contact person for the corporation

(ii) that person is specified without his or her consent

(iii) before registration, the Registrar becomes aware of that fact and

(iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the contact person for the corporation on registration,

(v) the applicant becomes the contact person for the corporation on registration.

13.3. How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

13.4. Terms and conditions of office

13.4.1. Terms and conditions of office for secretaries

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

13.4.2. Terms and conditions of contact person's appointment

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

13.5. Duties of secretary and contact person

13.5.1. Contact person must pass on communications received

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

(a) appointed with his or her consent as the contact person, or

(b) determined to be the contact person,

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

13.5.2. 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 a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

13.5.3. Effectiveness of acts by secretaries

(a) An act done by the secretary is effective even if their appointment is invalid because the corporation or secretary did not comply with the corporation's constitution or the Act.

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

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

(ii) makes the corporation liable to another person.

14. EXECUTION OF DOCUMENT AND THE COMMON SEAL OF THE CORPORATION

14.1. Corporation may have common seal

(a) The corporation may have a common seal.

(b) If the corporation does have a common seal:

(i) the corporation must set out on it the corporation's name and ICN

(ii) The common seal must be kept by a person nominated by the directors

(iii) The corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words duplicate seal added.

14.2. Execution of documents

14.2.1. 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.

14.2.2. 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 (if any), 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 14.2.2(a) or 14.2.2(b).

(d) This rule 14.2.2 does not limit the ways in which the corporation may execute a document (including a deed).

15. FINANCES AND RECORD KEEPING

15.1. Application of funds and property

(a) Subject to the Act and the corporation's constitution, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.

(b) Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.

(c) Nothing in rule 15.1(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).

15.2. Minutes of meetings

15.2.1. Obligation to keep minutes

(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

(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:

(i) 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:

(i) the chair of the meeting, or

(ii) the chair of the next meeting,

(iii) signs those minutes within a month after the first meeting.

(e) If the minutes of the meeting are kept by means of an audio, or audio visual, recording, the corporation must ensure that either:

(i) the chair of the meeting, or

(ii) the chair of the next meeting,

(iii) signs a declaration under rule 15.2.1(f) within a reasonable time after the first meeting.

(f) The declaration under this rule 15.2.1(f) must:

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

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

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

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

(h) 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 15.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

15.3. Constitution and records about officers, contact person, etc.

The corporation must keep:

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

(b) written records relating to:

(i) the names and addresses of the corporation's current officers and secretary or contact person (as the case may be)

(ii) the corporation's registered office (if any)

(iii) the corporation's document access address (if any)

15.4. Financial records

15.4.1. Obligation to keep financial records

The corporation must keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance

(b) would enable true and fair financial reports to be prepared and audited. This obligation extends to transactions undertaken as trustee.

15.4.2. Period for which financial records must be retained

Unless otherwise required by law or agreement, the financial records must be retained for 7 years after the transactions covered by the records are completed.

15.5. Physical format

If the records that the corporation is required to keep under rules 15.3 and 15.4 are kept in electronic form:

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

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

15.6. 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 15.3 and 15.4 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 15.3 and 15.4 must be kept at the corporation's document access address.

15.7. Right of access to corporation books by director or past director

(a) A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:

(i) to which that person is a party

(ii) which that person proposes in good faith to bring, or

(iii) which that person has reason to believe will be brought against him or her.

(b) A person who has ceased to be a director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:

(i) to which that person is a party

(ii) which that person proposes in good faith to bring, or

(iii) which that person has reason to believe will be brought against him or her.

(iv) This right continues for 7 years after the person ceased to be a director.

(c) A person authorised to inspect books under this rule 15.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.

(d) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 15.7.

(e) This rule 15.7 does not limit any right of access to corporation books that a person has apart from this rule 15.7.

15.8. 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 15.3 or rule 15.4.

(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 15.3 or rule 15.4 subject to any other orders the court considers appropriate.

(c) A person authorised to inspect records under rule 15.8(b) may make copies of the records unless the court orders otherwise.

15.9. 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 10 am to 12 noon and from at least 2 pm to 4 pm.

(b) If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members 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.

Note: The member may ask the corporation for an English translation under ss. 376 5(3) of the Act if the minutes arenot in the English language.

(e) If the corporation does not require the member to pay for the copy, the corporation must send it:

(i) within 14 days after the member asks for it or

(ii) within any longer period that the Registrar approves.

(f) If the corporation requires payment for the copy, the corporation must send it:

(i) within 14 days after the corporation receives the payment or

(ii) within any longer period that the Registrar approves.

The amount of any payment the corporation requires cannot exceed 50 cents per page.

15.10. 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.

15.11. Access to governance material

15.11.1. 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.

15.11.2. Registered office

If the corporation is registered as a large corporation, the corporation must make available for inspection by members and officers at its registered office, its rule book. This rule book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

15.11.3. 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.

15.11.4. General provisions regarding access to rules

(a) The rule book of the corporation includes:

(i) the corporation’s constitution

(ii) any replaceable rules that apply to the corporation

(iii) any other material concerning the internal governance of the corporation that is prescribed.

16. AUDITOR

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

17. ANNUAL REPORTING

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

(b) The Directors Report that is prepared for annual reporting must include the following information (in addition to such information as required under the Act and /or accounting standards.

(i) The following information regarding the Directors who held office during the financial year:

- The number of Board meetings held during the financial year
- Details, by Director, of the number of Board meetings the Director attended;
- Details, by Director, of the remuneration and allowances paid to the Director during the financial year.

(ii) The following information regarding information meetings and newsletters held/issued during the financial year:

- The number of information meetings held, their date and their location;
- The number of newsletter issued and their date of issue.

18. DISPUTE RESOLUTION PROCESS

18.1. Introduction

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

(a) members

(b) members and directors, or

(c) directors.

18.2. Informal negotiations

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

18.3. Giving of dispute notice

(a) If the dispute is not resolved in accordance with rule 18.2 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.

18.4. Seeking assistance from the Registrar

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

(b) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

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

18.5. 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.

18.6. 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 Act and these rules.

19. NOTICES

19.1. General

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

(b) Notices of directors' meetings given under rule 11.2 can be given in writing, by

email, by telephone or orally, if all the directors agree to notice being given in that way.

19.2. How a notice to a member may be given

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

(a) personally

(b) left at a member's address as recorded in the register of members

(c) sent by pre-paid ordinary mail to the member's address as recorded in the register of members

(d) sent by fax to the member's current fax number for notices (if the member has nominated one)

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

19.3. When notice taken as being given

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

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

(b) is given by fax, is taken to have been given on the business day after it is sent

(c) after 5:00pm in the place of receipt or

(i) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

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

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

20. WINDING UP

20.1. Distribution of Corporate Assets

On the first to occur of:

(a) The winding up or deregistration of the corporation; or

(b) The corporation ceasing to be an institution under item 1 of the table contained in section 30-15 of the Tax Act;

any surplus assets of the corporation after satisfaction of all debts and liabilities of the corporation must be paid, distributed or transferred to:

(c) one or more Eligible Charities; or

(d) to the extent required or permitted by the Tax Act, funds, charitable at law which comply with the requirements of item 1 of the table in section 30-15 of the Tax Act.

20.2. Distribution of Gift Fund assets

If rule 22(a) applies, on the first to occur of the winding up or dissolution of the corporation or the revocation of the endorsement of the corporation as a deductible gift recipient under subdivision 30-BA of the Tax Act, the remaining money or property (if any) forming part of the gift fund must be transferred to one or more Eligible Charities.

20.3 Conditions of distribution to Eligible Charities

Where gifts to an Eligible Charity are deductible only if, among other things, the conditions setout in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this rule 20 must be made in accordance with those conditions.

20.4 Identity of Eligible Charities

The identity of an Eligible Charity for the purposes of this rule 20 will be determined by the directors at or before the time of winding up or deregistration of the corporation, the corporation ceasing to be an institution under item 1 of the table contained in section 30-15 of the Tax Act, and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.

21. AMENDMENT OF THE CONSTITUTION

21.1. Corporation wants to change this constitution

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

(a) the corporation must pass a Special Resolution effecting the change

(b) if, under the corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with

(c) the corporation must lodge certain documents under rule 21.2.

(d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

21.2. 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 Act and the corporation's constitution, and

(iv) a copy of the constitutional change.

(b) If a change is not to have effect until an extra requirement has been complied with, the corporation must lodge:

(i) the documents referred to in rule 21.2(a)

(ii) proof that the extra requirement has been met,

within 28 days after it has been met.

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

21.3. Date of effect of change

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

22. GIFT FUND RULES

(a) The corporation must, if required under the Tax Act, establish and maintain a gift fund:

(i) to be named the "Yorta Yorta Gift Fund";

(ii) to which gifts of money, contributions or property for the purposes of the objectives set out in rule 3 must be made; and

(iii) to which any money received by the corporation because of those gifts, contributions or property must be credited.

(b) The gift fund cannot receive any money or property other than that stated at rule 22(a)(ii).

(c) All gifts or contributions made to the gift fund and any money received because of those gifts or contributions will be applied solely towards the promotion of the objects of the corporation set out in rule 3 and no portion of the gift fund will be paid or transferred, directly or indirectly, by way of bonus or otherwise by way of profit to the members of the corporation.

(d) The corporation will maintain a separate bank account for the gift fund and must complywith subdivision 30-BA of the Tax Act with respect to the administration of the gift fund.

(e) The gift fund will be administered by a committee of not less than three persons appointed by the directors, a majority of which must be Responsible Persons. The gift fund committee will have the sole responsibility for decisions regarding the use and application of all gifts or contributions made to the gift fund and any money received because of those gifts or contributions for the objectives set out in rule 3.

(f) In accordance with the Tax Act, receipts issued for gifts must state:

(a) the name of the corporation and the gift fund;

(b) the Australian Business Number (ABN) and the Indigenous Corporation Number (ICN) applicable to the corporation; and

(c) the fact that the receipt is for a gift or contribution.

(g) Rules 22(b) to 22(f) (both inclusive) apply only if the corporation is required to establish a gift fund by the Tax Act or if determined by the directors.

23. CHIEF EXECUTIVE OFFICER

The board of directors, by resolution, shall appoint a Chief Executive Officer.

23.1. Functions of Chief Executive Officer

(a) The Chief Executive Officer is primarily and directly responsible to the directors for the general and overall management of the corporation.

(b) The Chief Executive Officer is generally responsible for the efficient and effective operation of the Corporation's organisation and for ensuring the implementation, without undue delay, of decisions of the Corporation.

(c) The Chief Executive Officer has the following particular functions:

(i) the day-to-day management of the Corporation's affairs,

(ii) the exercise of such of the functions of the Corporation as are delegated by the Corporation to the Chief Executive Officer,

(iii) the appointment of members of staff in accordance with the staff organisation structure and resources approved by the Corporation,

(iv) the direction and dismissal of members of staff,

(v) reporting to the directors of the implementation of the strategic plan and budget

(d) The Chief Executive Officer has such other functions as may be conferred orimposed on the Chief Executive Officer by the Corporation.

23.2. Attendance of Chief Executive Officer at meetings

(a) Subject to subsection (b), the Chief Executive Officer is entitled to attend, but not to vote at, a meeting of the Corporation.

(b) The Corporation may, by resolution, exclude the Chief Executive Officer from a meeting, or part of a meeting, of the Corporation.

[Note: The Corporation may resolve to exclude the Chief Executive Officer from a meeting, or part of a meeting, that deals with a matter relating to the standard of performance of the Chief Executive Officer or the terms of the employment of the Chief Executive Officer]

23.3. Filling of vacancy in position of Chief Executive Officer

(a) If a vacancy occurs in the position of Chief Executive Officer, the Corporation must appoint a person to the vacant position or appoint a person to act in the vacant position as soon as possible.

(b) A vacancy occurs in the position of Chief Executive Officer if the Chief Executive Officer:

(i) dies, or

(ii) completes the term of his or her contract and is not re-appointed, or

(iii) resigns from the position, or

(iv) becomes a mentally incapacitated person and is removed from the position by the Corporation because of that mental incapacity, or

(v) is convicted in Australia of an offence that is punishable by imprisonment for 12 months or more.

(vi) is removed from the position for breach under the terms of the Chief Executive Officer's contract with the Corporation.

24 INFORMATION MEETINGS AND NEWSLETTERS

24.1. Information Meetings

(a) To ensure that Members are provided with regular and timely information on the operations of the Corporation (including matters discussed by the Directors that are not subject to confidentiality restrictions), the Chief Executive Officer and Chairperson will conduct information meetings for members at least once every 4 months.

(b) Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings. No fees or reimbursements are to be paid to members who attend the information meetings.

(c) At least 14 days' notice is to be given for an information meeting.

(d) The notice must:

(i) set out the place, date and time for the meeting;

(ii) any technology to be used in the meeting and how members can attend using such technology.

(e) Notice of information meetings is to be given to members:

(i) personally (or in a manner which accords with Aboriginal custom)

(ii) by sending it by post to their address,

(iii) sent by fax,

(iv) sent by email or

(v) sent by SMS.

(e) The notice of an information meeting is also:

(i) to be placed on the corporation's website

(ii) shared through the corporation's social media channels

24.2. Newsletters

(a) The Corporation will also issue a newsletter to members at least once every 4 months.

(b) Newsletters are to be sent to members by to members:

(i) personally (or in a manner which accords with Aboriginal custom)

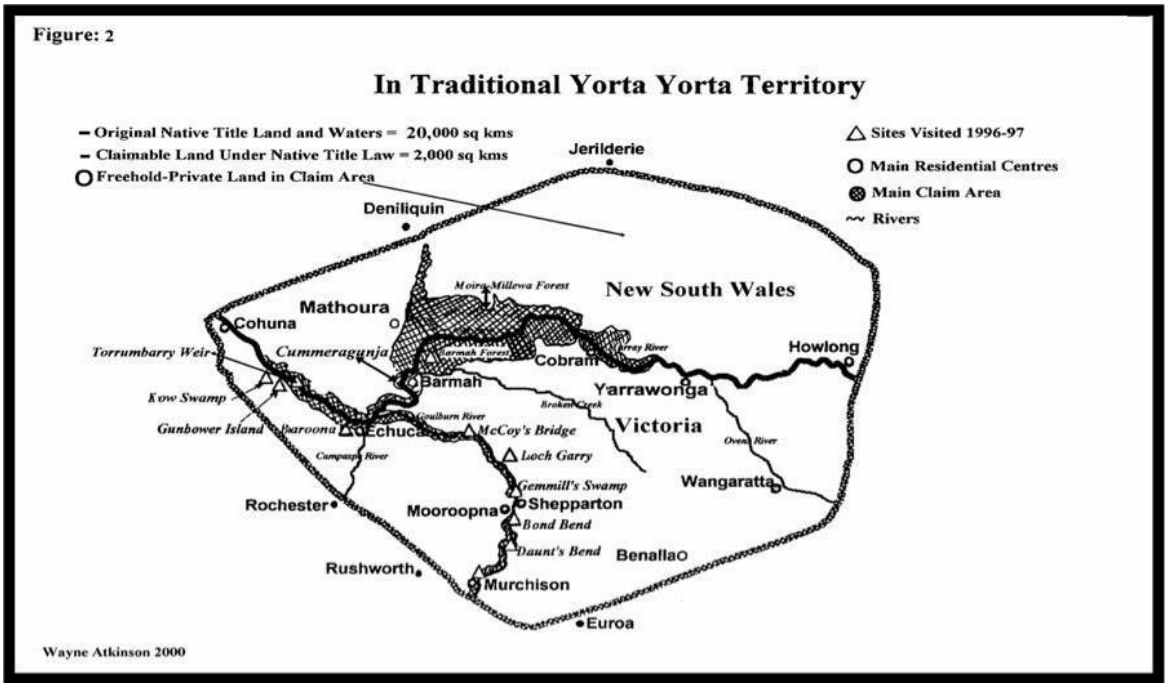
(ii) by sending it by post to their address,

(iii) sent by fax,

(iv) sent by email or

(v) sent by SMS.

Schedule 1 - Yorta Yorta Traditional Country



Schedule 2 - Application for membership form

YORTA YORTA NATION ABORIGINAL CORPORATION

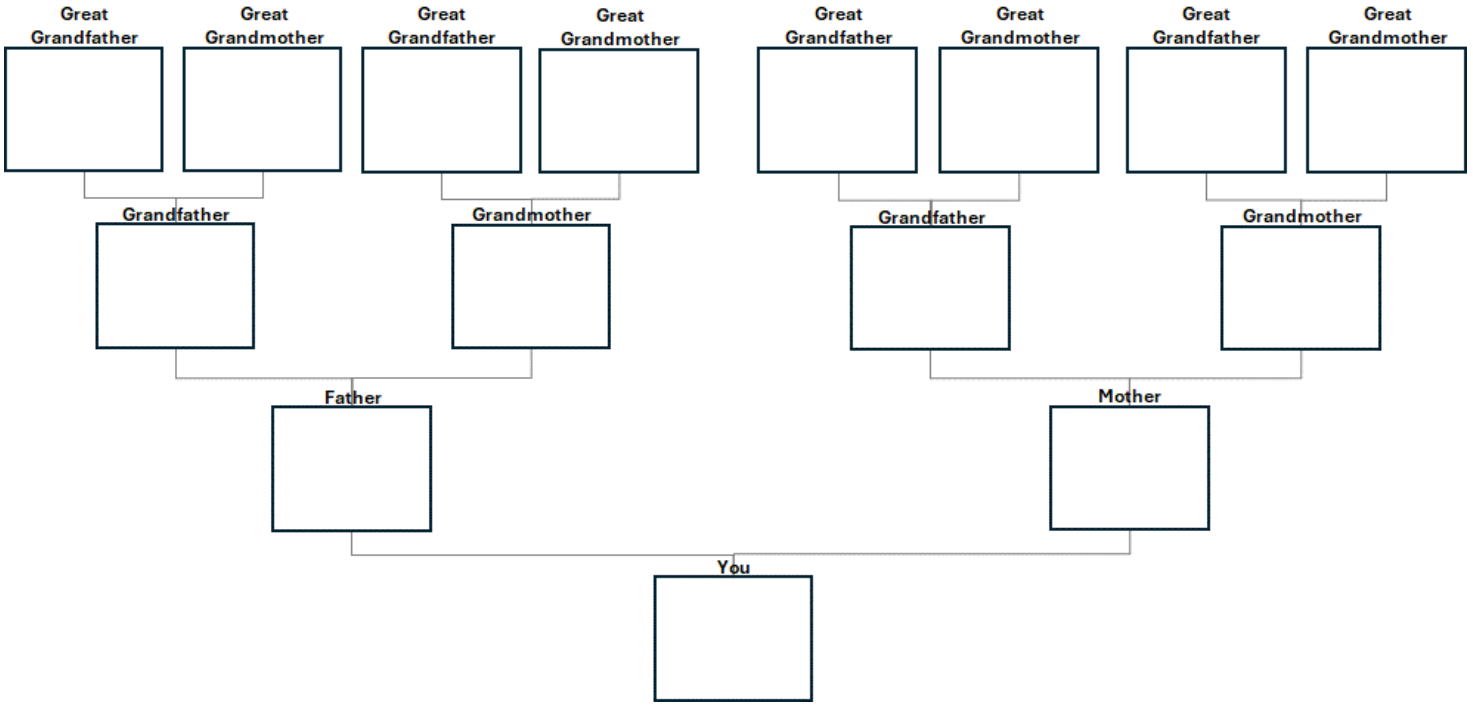
Application for membership

ALL SECTIONS OF THIS FORM MUST BE COMPLETED

Section A - Membership Information

First Name:	
Middle Name/s:	
Last Name:	
Address:	
Suburb:	
State:	
Postcode:	
Date of Birth:	
Mobile Phone:	
Email Address:	
Preferred contact method:	☐ Email ☐ SMS/Text ☐ Post
Are you recognised as Yort Yorta?	☐ Yes ☐ No
Do you identify with any other Traditional Owner Group/s	☐ Yes ☐ No
If Yes, please state the names of those Traditional Owner Groups	
Identification Documents	*Attach a copy of your birth certificate if possible. If you do not have a birth certificate, attach a copy of your driver's licence or other identification.*

Section B - Family Tree **(Please complete as much of the following information as possible)**



Section C - Family Group

I am recognised as a member of the following Family Group and I understand that I can identify with only one Family Group for the purposes of applying for membership.

IMPORTANT *(Please select* ***one (1) box only*** *with a ✔)*

Family	Primary Affiliation
Aaron Atkinson / Louise Frost	☐
Elizabeth Atkinson	☐
John Atkinson / Emma Murri	☐
Edgar Atkinson	☐
William Cooper	☐
Robert Cooper	☐
Ada Cooper	☐
Fred Walker / Sarah Walker	☐
Bagot Morgan / Lizzie Walker	☐
Alf Morgan	☐
Tommy McCrae	☐
Maggie Toodle-Toolanyagan / George Middleton	☐
Annabella Howard	☐
Jack Cooper / Mary Abbott Brangy	☐
Maggie Stone / Nelson	☐
Jenny Charles	☐

Section D - Signing

I, _____(Full name of applicant),

apply for membership of the Yorta Yorta Nation Aboriginal Corporation.
I further declare and agree that I will:

- in good faith and to the best of my abilities, abide by the Rules of the Corporation and the Code of Conduct outlined in the schedule for the Rule Book;
- will at all times act in the best interests of the Corporation.

I declare that I am eligible for membership and have a Primary Family Group Affiliation:

Signature of applicant: _____ Date: _____

Section E - Endorsement by Family Group Elder

Nominations for membership are to be endorsed by an Elder of that Family Group who is a member of the corporation.

Endorsed by:

Name of Elder from Family Group:	
Signature of Elder:	
Date:	

Section F - Membership Criteria

	Tick (✔) once completed
1. Provide Membership Information in the table above.	☐
2. Be 18 years of age, show **one** form of identification a. provide a copy of your birth certificate; or b. provide a copy of your drivers license; or c. provide alternative identification	☐
3. Identify to **one** Family Group.	☐
4. Declare you will abide by the Rule Book, Code of Conduct and act in the best interest of the Corporation.	☐
5. Confirm you are a Yorta Yorta person and/or recognised as a Yorta Yorta person.	☐
6. Have application endorsed by Elder of your Family Group.	☐

Membership Application Process

On completion of your membership form, please return to Yorta Yorta Nation Aboriginal Corporation in person, post or via email at:

In Person: 35 Schier Street
Barmah VIC 3639
In Post: PO Box 1363
Shepparton Vic 3632
Via email: reception@yynac.com.au

OFFICE USE ONLY		
DATE APPLICATION IS RECEIVED AT YYNAC	**DATE:**	**SIGNED:**
EMAIL ACKNOWLEDGEMENT OF RECEIPT OF APPLICATION SENT TO APPLICANT	**DATE:**	
MEMBERSHIP CRITERIA COMPLETE	**YES:**	**NO/ MORE INFORMATION:**
APPLICATION REVIEWED BY COUNCIL OF ELDERS MEETING	**YES:**	**NO:**
APPLICATION TABLED AT BOARD OF DIRECTORS MEETING	**DATE:**	**SIGNED:**
DIRECTORS CONFIRMED APPLICANT IS ELIGIBLE FOR MEMBERSHIP	**YES:**	**NO:**
ENTERED ON REGISTER OF MEMBERS	**DATE:**	**SIGNED:**
YYNAC LETTER SENT TO APPLICANT	**DATE:**	**SIGNED:**

Schedule 3 - Consent to Act as a Director Form

YORTA YORTA NATION ABORIGINAL CORPORATION

ICN 3279

Consent to become a director

ALL SECTIONS OF THIS FORM MUST BE COMPLETED

SECTION A – PERSONAL DETAILS

I, _____ (print full name)

of: _____ (print residential address, a postal address is not sufficient)

Phone: _____ (print telephone number)

Email: _____ (print email address)

Director Identification Number _____

consent to become a director of the Corporation.

I confirm my date of birth was _____ (date of birth)

and my place of birth was _____ (place of birth)

SECTION B – FAMILY GROUP

I am recognised as a member of the following Family Group:

(*Please mark **one box only** with a √)*

Family	Primary Affiliation
Aaron Atkinson / Louise Frost	☐
Elizabeth Atkinson	☐
John Atkinson / Emma Murri	☐
Edgar Atkinson	☐
William Cooper	☐
Robert Cooper	☐
Ada Cooper	☐
Fred Walker / Sarah Walker	☐
Bagot Morgan / Lizzie Walker	☐
Alf Morgan	☐
Tommy McCrae	☐
Maggie Toodle-Toolanyagan / George Middleton	☐
Annabella Howard	☐
Jack Cooper / Mary Abbott Brangy	☐
Maggie Stone / Nelson	☐
Jenny Charles	☐

SECTION C – DISCLOSURE OF INTERESTS

I also set out the following as standing notice to the Directors of the Corporation under section 268-1 and 268-10 of the Act regarding directors duty to disclose material personal interests that might conflict with the interests of the Corporation):

1. I have the following interests in contracts or proposed contracts with the Corporation:

2. I declare I have the following associations with other corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):

3. Office held whereby duties or interests might be created in conflict with my duties as a Director of the Corporation:

4. Any other material personal interest which relates to the affairs of the Corporation:

SECTION D – ACKNOWLEDGEMENTS AND SIGNATURE

I declare that I am not disqualified from managing corporations, within the meaning of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) and that I:

- have not been convicted of an offence under the CATSI Act is punishable by imprisonment for more than 12 months;
- have not been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- have not been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- am not an undischarged bankrupt;
- have not signed a personal insolvency agreement and have not kept to the agreement; and
- have not been disqualified under the *Corporations Act 2001* from managing corporations.

and I agree to l notify the corporation as soon as possible if any of the above events occur after my appointment.

I acknowledge that my appointment as a Director is subject to the Rules of the Corporation and the Act.

I confirm that I meet the eligibility criteria to be appointed a Director as detailed in the Rule Book.

Signature of person: _____

Date: _____

NOTE: This form should be completed and given to the Corporation **before** the person is appointed as a director—section 246-10(1) of the Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the Act.