The rule book of

Kokatha Aboriginal Corporation RNTBC

Proposed amendments 2026 AGM

ICN 8093

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

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THE RULES OF KOKATHA ABORIGINAL CORPORATION RNTBC

Preamble

A Native Title Determination Application SAD 90 of 2009 (Kokatha) was filed in the Federal Court on behalf of the Kokatha People on 18 of June 2009 and was registered by the National Native Title Tribunal on 21 August 2009.

B Native Title Determination Application SAD 270 of 2012 (Kokatha No. 2) was filed in the Federal Court on behalf of the Kokatha People on 30 of October 2012 and was registered by the National Native Title Tribunal on 17 June 2013.

C It was intended that by the time of a Consent Determination in relation to SAD 90 of 2009 and SAD 270 of 2012, the proceedings would have been combined and continued as a single native title determination application.

D It was anticipated that the Federal Court would make orders pursuant to section 87A of the *Native Title Act* on 1 September 2014 and that such determination would constitute a part determination in respect of the area covered by the combined application which wouldn't include that part of the application area described as "the Lake Torrens area" which was excised by the Federal Court from SAD 90/2009 to be dealt with in separate proceedings ("the Determination Area") on 5 April 2013.

E The Kokatha People decided to form this Aboriginal Corporation to be the prescribed body corporate and to become the registered native title body corporate for the determined areas pursuant to section 57(2) of the NTA and to manage the native title rights and interests of the Common Law Holders.

F The Kokatha People are those persons described in paragraph 7 of the Consent Determination. The Common Law Holders in regard to the native title claim are those living Aboriginal people who under Kokatha Laws and Customs, identify as, and are recognised by other Kokatha native title holders as, *nguraritja* for sites and places in the Determination Area by reason of one or more of the following:

(a) He or she is one of the following named individuals (where living) or is descended either through birth or adoption from them:

1. Alma Allen;
2. Arthur Baker;
3. Hilda Captain;
4. Susie Captain
5. Andrew Davis;
6. Percy Davis;
7. Stanley Davis;
8. Ted Egan;
9. Micky Fatt
10. Gladys Kite;
11. Ted Larkins;
12. Mick Reid;
13. George Reid;
14. William Smith;

15. Dick Thomas;

16. Edie Thomas;

17. George Turner;

18. Wild Mary;

19. Eileen Wingfield;

(b) He or she possesses an ancestral connection with the Determination Area, in that his or her parent or grandparent was born in that country, had a long term physical association with that country and/or possesses significant geographic and culturally confidential knowledge relating to the Determination Area;

(c) He or she was born on the Determination Area (including, if the person was born in a hospital, the place where they would otherwise have been born);

(d) He or she had a long-term physical association with the Determination Area and consequent knowledge of the country;

(e) He or she possesses significant geographic and culturally-confidential knowledge relating to the Determination Area under Kokatha traditional law and custom.

The Consent Determination made in early September 2014 in these proceedings describe the Native Title Holders in the same or virtually the same way.

G The Consent Determination ordered that the Corporation is the prescribed body corporate for the purposes of section 57(2) of the *Native Title Act*.

H The Dictionary set out in Schedule 2 and the other Schedules form part of the rules.

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Name

The name of the Corporation is:

Kokatha Aboriginal Corporation RNTBC (ICN 8093) (or "the Corporation")

Type of Corporation

The Corporation is an Aboriginal and Torres Strait Islander Corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* ("the Act").

Objectives

The objectives of the Corporation are:

3.1 ***Land where Corporation is a registered native title body corporate***

The Corporation in respect of the Kokatha Lands or any part of them, is the registered native title body corporate in relation to the native title rights and interests concerned for the purposes of section 57(2) of the *Native Title Act* and to have the functions of a registered native title body corporate under that Act, including the following:

(a) to act as agent or representative of the Common Law Holders (as defined in the Dictionary in Schedule 2) in respect of matters relating to the native title rights and interests;

(b) to manage the rights and interests of the Common Law Holders as authorised by the Common Law Holders;

(c) to hold payments received as compensation or related to the native title rights and interests in trust;

(d) to invest or otherwise apply the money held in trust as directed by the Common Law Holders;

(e) to consult with, and obtain the consent of, the Common Law Holders in accordance with the PBC Regulations;

(f) to perform any other functions in relation to the native title rights and interests as directed by the Common Law Holders, including supporting and facilitating the filing of further applications for determinations of native title on behalf of the Kokatha People as so directed; and

(g) to do all such things which may be incidental or necessary to attain the above objectives, including but not limited to, undertaking commercial activities.

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3.2 ***General objectives of the Corporation***

(a) To unite Kokatha people seeking to have their native title rights and interests recognised in respect of land or waters which comprise or form part of the Kokatha lands;

(b) to take any action, enter any agreement or do any other thing within its powers to protect the heritage and related interests including native title of Kokatha people in the Kokatha lands, ensuring a broad representation of senior men and women are involved in heritage matters;

(c) to initiate and defend legal proceedings so as to protect, preserve and prevent interference with places of historical, social, cultural and spiritual significance for Kokatha people as well as for the purposes of protecting and preserving the native title rights and interests of Kokatha people;

(d) to conduct research and gather information, or to engage others to conduct research and gather information, necessary for the assertion of rights and interests over Kokatha lands including native title rights and interests;

(e) to form committees and establish policies to protect Kokatha cultural and intellectual property rights, including committees to protect ethical practices etc.;

(f) to own and manage land of traditional or cultural significance to Kokatha people and to hold any interest in such land as trustee for the Kokatha people;

(g) to act as trustee under any trust established for the benefit of the Kokatha people;

(h) to foster, recognise and respect Kokatha authority in relation to the Kokatha lands;

(i) to recognise and value the role of Kokatha women; ~~and~~

(j) to perform any other functions to the benefit or advancement of Kokatha people and without limiting the generality thereof for the promotion of:

i. the teaching and protection of Kokatha culture, language and heritage;

ii. and health, education, employment, training and economic opportunities for Kokatha people; and~~.~~

(k) To act as the Recognised Aboriginal Representative Body (RARB) pursuant to the Aboriginal Heritage Act 1988 (SA) for the Kokatha Lands.

3.3 The objectives contained in paragraphs 3.1 and 3.2 of these Rules shall also apply to the Extended Kokatha Lands.

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Operations of Directors (Powers of the Board)

4.1 The Kokatha Aboriginal Corporation is authorised:

(a) to establish trusts from time to time to hold funds allocated to Kokatha People under agreements reached with third parties;

(b) to determine the structure of the trust to be established under (a) above;

(c) to determine and create corporate structures for the holding of assets and undertaking day to day activities for and on behalf of the common law holders in relation to the native title rights and interests;

(d) to hold shares in the corporate structures created for and on behalf of the common law holders in the name of Kokatha Aboriginal Corporation;

(e) to enter into, amend or review agreements in relation to mining or related activities from time to time to allow exploration activities to occur on the lands and waters of the native title determination area;

(f) to purchase land or enter into pastoral leases on the native title determination area and undertake actions that arise from the entering into of such arrangements from time to time;

(g) to construct infrastructure or buildings on the native title determine area for the use and benefit of the common law holders;

(h) enter into arrangements or agreements in terms of activities in the Woomera Prohibited Area being undertaken by the Department of Defence from time to time; notwithstanding that such acts may effect or impact upon native title rights and interested of the Kokatha People;

(i) To carry out all the functions of a RARB as set out in the Aboriginal Heritage Act 1988 (SA).

4.2 The Corporation shall, subject to the provisions of the Act, the *Native Title Act*, the *PBC Regulations* and rules 4.2 to 4.5 have power to do all such lawful things as may seem to the Directors, or the members in general meeting, necessary or convenient for carrying out the objectives of the Corporation, and to manage the affairs and functions of the Corporation.

4.3 When acting in the capacity of a prescribed body corporate on behalf of the Common Law Holders, the Corporation must consult with, and obtain the consent of, the Common Law Holders in accordance with the *PBC Regulations* before making a "native title decision" (as defined in the *PBC Regulations*). In particular, the Corporation is obliged, in accordance with the *PBC Regulations*, to:

(a) ensure that the Corporation's members and Common Law Holders understand the purpose and nature of any proposal (in this rule called a "Proposal"):

(i) which may be made at any time to surrender their native title rights and interests; or

(ii) for agreement to any other act which will affect their native title rights or interests.

(b) determine whether or not the Corporation's members and Common Law Holders consent to a Proposal by means of a decision made in accordance with these Rules;

(c) consult with and consider the views of the relevant Representative Body in relation to a Proposal;

(d) record any consent of the Corporation's members and Common Law Holders and certify in the manner required by the *PBC Regulations*;

(e) maintain a register of decisions in relation to native title rights and interests in accordance with any requirements of the *PBC Regulations*.

4.4 The Corporation shall not without the approval of a three quarters majority resolution of the members in general meeting secure the repayment of any money borrowed or raised or the payment of any debt or liability by giving a mortgage, charge or other security upon or over all or any of its property or assets.

4.5 The Corporation shall not sell, transfer or convey, dispose of, exchange or otherwise similarly deal with or part with possession of all or any part of the title to the Kokatha Lands or any part of them except (where relevant) in accordance with rule 4.2 and/or subject to rule 4.2.

Members

5.1 ***Who is eligible?***

A member must be:

(a) a person of or over the age of 18 years; and

(b) a Kokatha Common Law Holder.

5.2 ***How to become a member***

5.2.1 A person becomes a member if:

(a) that person is eligible for membership under rule 5.1;

(b) that person applies to the Directors by submitting to the Corporation the Membership Application Form in Schedule 4 (**application**) signed by the applicant and two existing members nominating the applicant for membership;

(c) the Directors approve the application to accept the person as a member of the Corporation; and

(d) the person's name and the date on which he or she became a member are entered on the register of members.

The directors must consider all applications for membership, received within the published cut off times for board papers, at the next meeting of directors after they are received.

5.2.2 The Directors will consider and decide membership applications.

5.2.3 For the purpose of Rule 5.2.1(b) the Directors will decide whether or not a person applying for membership of the Corporation (**the applicant**) is a Common Law Holder, and hence eligible for membership and among other matters in making that decision will take into account the following:

(a) descent from a named ancestor (whether by birth or adoption); or

(b) the place of birth of the applicant, their parents and grandparents; or

(c) their parents and grandparents association with the Determination area; or

(d) the length and nature of any physical association with, and knowledge of, the Determination area by the applicant; and

(e) whether or not the applicant is identified as Nguraritja for sites and places on the Determination area by other Kokatha native title holders; and

(f) has previously had their name entered on the register of Kokatha Common Law Holders.

5.2.4 The Directors may refer an application for membership to the Culture and Heritage Committee (**CHC**) for advice on the application by that subcommittee. The advice of that committee will not be binding on the Directors.

5.2.5 The Directors must notify the applicant in writing of the decision and the reason for it.

5.2.6 If the Directors do not approve a membership application on the basis that the applicant is not eligible under Rule 5.1(b) the Directors must:

(a) refer the application to the next meeting of the Culture and Heritage Committee (CHC) for a recommendation by resolution of the CHC members present at that meeting. If the CHC members recommend the directors refuse a membership application for any reason and the directors agree with that recommendation, the directors must:

I. advise the applicant they may present their application for membership at a properly constituted general meeting of Common Law Holders for a decision by resolution of the Common Law Holders present at that meeting.

To avoid doubt the Directors do not have the power to refuse an application for membership that has been accepted at a general meeting of Kokatha Common Law Holders.

5.3 ***Entry onto the register of members***

(a) If the Directors or the general meeting of Common Law Holders accept a membership application the applicant's name must be entered in 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 general 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.

5.4 ***Members' rights***

A member:

(a) can attend, speak and vote at general meetings;

(b) can be made a Director;

(c) can put forward resolutions at general meetings;

(d) can ask the Directors to call a general meeting;

(e) can look at the books and records of the Corporation (if the Directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

5.5 ***Member's responsibilities***

A member must:

(a) follow these rules;

(b) let the Corporation know, within 28 days, if they change their address;

(c) treat other members with respect as outlined in the Corporation's Code of Conduct;

(d) follow any Code of Conduct adopted from time to time by the Corporation's members;

(e) ~~to~~ not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;

~~(d)~~(f) to act in the best interests of the Corporation and the Kokatha people as a whole. ~~.~~

5.6 ***Liability of members***

The members do not have to pay the Corporation's debts if the Corporation is wound up.

5.7 ***How to stop being a member***

5.7.1 A person stops being a member if:

(a) they resign in writing;

(b) they die; or

(c) their membership is cancelled in accordance with rule 5.8.

5.7.2 The person's name and the date on which they stopped being a member must be entered on the register of members.

5.8 ***Cancelling membership***

5.8.1 If a member:

(a) can't be contacted for two years after reasonable efforts by the Corporation; or

(b) misbehaves,

the member can only be removed by Special Resolution at a **general meeting.**

5.8.2 If under Rule 5.1 a person is not eligible, or ceases to be eligible, for membership, the Directors can cancel their membership by passing a resolution at a **Directors' meeting.** Before the meeting, the Directors need to give the member 14 days to object in writing. If the member objects, the Directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

5.8.3 If a person's membership is cancelled (whether at a general meeting or at a Directors' meeting), the Directors must send by registered post that person a copy of the resolution at their last known address, as soon as practicable and in any event within 14 days after it has been passed.

5.9 ***The register of members***

5.9.1 The register must contain:

(a) members' and former members' names and addresses;

(b) the date when the names were put on the register;

5.9.2 for former members, subject to rule 5.7.1, the date when they stopped being a member.

5.9.3 The register must be kept in electronic form and may also be kept in hard copy at the Corporation's registered office.

5.9.4 The register must be available at the AGM.

5.9.5 If a member is a former member by reason of being deceased, their name and date they stopped being a member may be kept on a separate register of deceased members.

5.10 ***Register of Common Law Holders***

5.10.1 Establishing the Register of Common Law Holders

(a) The Corporation must establish, maintain and regularly update, as far as it is reasonably practicable, a register of all living Kokatha Common Law Holders who are 18 years of age or over.

(b) The Register is to be known as the Register of Common Law Holders.

(c) The Corporation must maintain the Register of Common Law Holders in electronic form and may also maintain it in hard copy.

(d) The Register of Common Law Holders is to include the following details on respect of each person on the Register:

I. the person's full name;

II. the person's date of birth (or if it is not known, a reasonable estimate of their date of birth); and

III. the person's address for receiving mail, which may be or include an email address.

(e) To avoid doubt, the Register of Common Law Holders is to be separate from the register of members of the Corporation.

5.10.2 Process for updating the Register of Common Law Holders

(a) Subject to that person not already being included on the Register of Common Law Holders, should the Corporation become aware that a person claims to be a Common Law Holder then the Corporation must as soon as is reasonably practicable consider the claim and decide whether to include the person on the Register of Common Law Holders (whether or not the person applies directly to the Corporation to be included on the Register of Common Law Holders or as a member of the Corporation.

(b) Whether a person is or continues to be included on the Register of Common Law Holders will be determined by the Directors applying the following criteria. If there is any inconsistency, a criterion higher in the list prevails over one that is lower in the list. The Corporation:

I. must include a person on or remove a person from the current Register of Common Law Holders if a court of competent jurisdiction determines that the person is or is not (as the case may be) a Common Law Holder;

II. must include a person on or remove a person from the current Register of Common Law Holders if the Common Law Holders make a decision in accordance with a traditional decision making process, or if there is no such process, then an agreed and adopted decision making process, by which the Common Law Holders make a decision (**Approved Process**) that the person is or is not (as the case may be) a Common Law Holder; and

III. may request and act upon the advice of the representative body for the Determination area.

(c) The Corporation must as soon as reasonably practicable remove a person from the Register of Common Law Holders:

I. If the Directors, having applied the criteria at (b), consider that the person is not a Common Law Holder;

II. If the person asks to be removed from the Register of Common Law Holders; or

III. If the person dies.

5.10.3 Corporation to keep record

(a) The Corporation must keep a written record of:

I. all decisions made under this rule, including the date of the decision;

II. the date a person is added to the Register of Common Law Holders and a succinct statement of the reason they were added; and

III. all persons removed from the Register of Common Law Holders including the date they were removed and a succinct statement of the reason they were removed.

5.10.4 Register of Common Law Holders to be made available

(a) The Corporation must as soon as is reasonably practicable following a receipt of a request to do so, allow any of the following persons to inspect the Register of Common Law Holders (or part thereof) or provide them with a copy of the Register (or part thereof) without charge;

I. the trustee of any trust set up for the benefit of the Common Law Holders; or

II. any person who is on the Register of Common Law Holders.

(b) The Corporation may allow any other person to inspect, or provide any other person with a copy of, the Register of Common Law Holders, subject to any conditions the Directors consider appropriate.

5.11 ***Common Law Holder meetings***

5.11.1 A meeting of Common Law Holders (CLH) shall be held by the Corporation twice during every financial year at approximately six monthly intervals. The directors can decide to postpone a CLH meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as a pandemic preventing meetings of this nature from being held safely or other circumstances which warrant the postponement of the meeting)

5.11.2 Common Law Holders meeting business:

Common Law Holders meetings are for:

(a) confirming the minutes of the previous general meeting;

(b) deciding membership applications which have been referred to the Common Law Holders meeting;

(c) presenting reports;

(d) asking questions about how the Corporation is managed;

(e) to consult with, and obtain the consent of, the Common Law Holders in accordance with the *PBC Regulations; and*

(f) conducting such other business as the directors may decide.

5.11.3 Notice and Quorum provisions

The notice and quorum provisions for a meeting of Common Law Holders shall be identical to those requirements for the holding of a general meeting of members of the corporation.

Meetings

6.1 ***AGM timing***

AGMs must be held before the end of November each year, subject only to section 201-155 of the Act (which allows the Registrar to extend the period).

6.2 ***AGM business***

AGMs are for:

(a) confirming the minutes of the previous general meeting;

(b) presenting reports: general, financial, directors';

(c) electing Directors;

(d) choosing an auditor (if required) and agreeing on the fee;

(e) checking the register of members (section 180-30 of the Act);

(f) asking questions about how the Corporation is managed;

(g) conducting such other business as the meeting may decide.

6.3 ***General meetings***

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

6.3.2 Members can ask Directors to call a general meeting. In accordance with section 201-5 of the Act, the request must:

(a) be in writing;

(b) state any resolution to be proposed at the meeting;

(c) be signed by the members making the request;

(d) nominate a member to be the contact member on behalf of the members making the request; and

(e) be given to the Corporation.

6.3.3 Subject to section 201-10 of the Act, the Directors must call the general meeting within 21 days, where such a request has been made by:

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

6.3.4 If the Directors resolve that:

I. the request is frivolous or unreasonable or
II. complying with the request 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 to call a general meeting.

6.3.5 The Directors' application to the Registrar to deny members' request must:

I. be in writing
II. set out the reasons why they wish to deny holding the meeting
III. be made within 21 days after the members' request for a meeting was made.

The Directors must give notice to the contact member that they have applied to the Registrar to deny the request.

6.4 ***General meeting business***

General meetings are for:

(a) confirming the minutes of the previous general meeting;

(b) considering the business or resolutions in the notice of the meeting.

6.5 ***Notice for general meetings***

6.5.1 At least 30 days' notice must be given.

6.5.2 Notice must be given to members individually, Directors, officers, the contact person and the auditor, if the Corporation has one.

6.5.3 The notice must set out:

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

(b) the general nature of the business of the meeting;

(c) if a Special Resolution is being proposed, and what it is;

(d) if a member can appoint a proxy and whether the proxy must be a member or not.

6.5.4 Notices can be given to Directors personally, sent to their address or sent by email.

6.5.5 However, effective notice to all members may instead be given of a general meeting by:

(a) subject to available funding, advertising the notice in the Transcontinental newspaper or other newspaper circulating in the State of South Australia; and

(b) affixing the notice to such community notice boards (if any) as the Directors may from time to time determine for the purposes of this paragraph; and

(c) by sending by post to the members address or by email; and

(d) by giving the notice to each of the Directors in accordance with rule 6.5.4.

6.6 ***Members' resolutions***

6.6.1 The members can propose a notice of a resolution and then give it to the Corporation.

The proposal must be signed by the number of members set out in the table below.

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

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

6.6.3 The resolution must be considered at the next general meeting which occurs more than 28 days after the notice is given to the Corporation.

6.6.4 The Corporation must give notice of the resolution to all its members at the same time (or as soon as practicable afterwards), and in the same way, as it gives notice of that general meeting.

6.7 ***Quorum at general meetings***

6.7.1 The quorum is 10% of members or 50 members present (whichever is lesser). ~~or 30 members present (whichever is the lesser).~~

6.7.2 The quorum must be present during the whole meeting.

~~6.7.2~~6.7.3 If there is no quorum after one hour, the meeting is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise. If there is still no quorum, the meeting is cancelled.

~~6.7.3~~6.7.4 In determining whether a quorum is present, an individual attending both as a member and as a proxy may be counted only once (in accordance with section 201-70(4) of the Act).

6.8 ***Chairing general meetings***

The Directors can appoint someone to chair the meeting. If they don't, the members must elect one of the members present to do so.

6.9 ***Using Technology***

General meetings can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

6.10 ***Voting***

6.10.1 Each member has one vote, including the Chairperson (if he or she is a member).

6.10.2 A resolution can be decided by majority on a show of hands, unless a secret ballot is demanded by the Chairperson or at least five (5) members. The Chairperson decides how any secret ballot is to be conducted.

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

6.10.4 The Chairperson declares the results of the vote, on a show of hands, or when a secret ballot is demanded.

6.11 ***When members can demand a poll***

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

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

(ii) the chair.

(b) The poll may be demanded:

(i) before a vote is taken;

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

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

6.12 ***Proxies***

6.12.1 A member can appoint another member as proxy to attend meetings and vote for him or her.

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

6.12.3 A proxy appointment must contain the appointor's name and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the appointor. (See form of appointment of proxy set out as an Appendix to these rules).

6.12.4 The Corporation must receive the proxy's appointment at least 48 hours before the meeting.

6.12.5 A member must not be a proxy for more than three members.

6.13 Postponing a general meeting or AGM

6.13.1 After a notice has been given for a general meeting or AGM, the Directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

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6.13.2 The Directors postpone the meeting by passing a resolution in a Directors' meeting. A postponed meeting must be held within ~~30~~ 60 days of the date that the meeting was due to occur.

6.13.3 The Directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

Directors

The Directors oversee the running of the Corporation on behalf of all members, make decisions about the affairs of the Corporation, and should always be aware of what the Corporation is doing. The Directors set the direction for the business of the Corporation.

The Directors may exercise all the powers of the Corporation except any that the CATSI Act or this rule book requires the Corporation to exercise in a general meeting.

7.1 ***Number of Directors***

7.1.1 The maximum number of Directors of the Corporation is ten. This number includes up to two independent or specialist non-member Directors.

7.1.2 The minimum number of Directors shall be five Directors. This number includes up to two independent or specialist non-member Directors.

7.2 ***Eligibility of Directors***

7.2.1. A Director must:

(a) be of or over the age of 18 years;

(b) be a member of the Corporation (unless they are appointed as an independent or specialist non-member Director); and

(c) be a Kokatha person who continues to satisfy the eligibility requirements for membership (unless they are appointed as an independent or specialist non-member Director).

7.2.2. A person is not eligible to become a Director if they are:

(a) a full time employee of the Corporation

(b) a Director or full time employee of one of its subsidiary companies;

(c) undischarged bankrupts;

(d) or have been;

i. convicted of an offence in connection with the promotion, formation or management of a body corporate within the past five years;

ii. convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months within the past five years;

iii. convicted of an indictable offence (generally speaking an offence punishable by a maximum prison sentence of more than two years), and in particular including all acts of violence, within the past five years are not eligible to become a Director, or retain their position as a Director upon conviction of an offence referred to herein or upon becoming bankrupt;

iv. currently serving a term of imprisonment of three months or more;

~~iv.~~v. prohibited from working with children under the *Child Safety (Prohibited Persons)*

Act 2016 (SA) or other relevant legislative frameworks;

~~v.~~vi. disqualified from managing corporations;

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7.2.3. Not more than one person from each immediate family and not more than two persons from each of the Family Groups is/are eligible to be a Director at any one time.

Immediate family means any person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, son, daughter, sister, brother or step-children.

7.2.4. Every person made a Director shall undergo a police check and a Working with children check, the results of which are to be provided to the Chairperson within three months of that person becoming a Director. ~~and if such is not provided in that time the person may not continue to act as a Director until the police check is provided.~~

7.3 ***Director requirements***

7.3.1 The Chief Executive Officer may not be a Director and cannot chair Directors' meetings.

7.4 ***How to become a Director***

7.4.1 The Corporation can appoint a Director by the members passing a resolution at a general meeting or AGM.

7.4.2 If there is a casual vacancy in a directorship the other Directors can pass a resolution in a Directors' meeting to fill the vacancy (refer rule 7.9).

7.4.3 Directors must give the Corporation their consent in writing to be a Director before being appointed.

7.4.4 Nominations to be elected as a Director must be submitted in writing to the Corporation no later than fourteen days (14 days) prior to the general meeting and state the reasons for nomination, the skills which will be brought to the Corporation and detail the applicant's relevant qualifications and experience. If there are insufficient written nominations to fill the minimum number of Director positions, nominations may be taken from persons attending the general meeting to make up that minimum number.

7.5 ***Directors' term of appointment***

7.5.1 Directors will be elected on rotation for a ~~two~~ three year term, so that the appointment of three ~~half~~ of the Directors expires ~~each~~in the first year, three in the second year and two in the third year of each three year cycle. They are eligible to be re-elected.

To implement the rotational system:

~~Both member and specialist Directors appointed during the special administration period which ends on 9 October 2020 will be appointed until the 2022 AGM.~~

~~At the 2022 AGM half of the Directors' appointments will expire. The Directors will decide by resolution at a Directors meeting prior to the 2022 AGM as to which Directors will be standing down. They will be eligible to be re-elected. The remaining Directors' appointments will expire at the 2023 AGM. All new Directors appointed at the 2022 AGM will be appointed for a term of two years. The AGM minutes must record the term of each Director appointed~~

At the 2027 AGM four Directors' appointments will expire. They will be eligible to be re-elected.

The three directors with the highest number of votes at the 2027 AGM will be elected

for a three-year term. The fourth director with the lowest number of votes at the 2027 AGM will be elected for a two-year term.

At the 2028 AGM the appointments of four directors elected at the 2026 AGM will expire. They will be eligible to be re-elected.

The three directors with the highest number of votes at the 2028 AGM will be elected for a three-year term. The fourth director with the lowest number of votes at the 2028 AGM will be elected for a one-year term.

At the 2029 AGM the appointments of fourth directors appointed at the 2027 and 2028 AGM will expire. They will be eligible to be re-elected.

All new Directors appointed at the 2029 AGM and subsequent AGMs will be appointed for a term of three years. The AGM minutes must record the term of each Director appointed.

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7.5.2 If, despite the operation of section 246-25(4) of the Act, the terms of all Directors expire so that there are no Directors appointed at a particular time, the Directors holding office immediately before the expiry will continue to hold office until the members appoint new Directors or reappoint the existing Directors by resolution at a general meeting.

7.6 ***Independent or specialist non-member Directors***

7.6.1 Independent or specialist non-member Directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities.

7.6.2 The Directors may appoint independent or specialist non-member Directors by passing a resolution in a Directors' meeting.

7.6.3 Before being appointed as an independent or specialist non-member Director, the person must give the Corporation their written consent to become a Director.

7.6.4 Independent or specialist non-member Directors will be appointed for a term of two years, and they can be reappointed.

7.7 ***How to become an office bearer (chairperson, vice-chairperson, secretary)***

7.7.1 There shall be a Chairperson, Vice-Chairperson and Secretary who shall be the office bearers.

7.7.2 A Chairperson and Vice Chairperson shall be elected by the Directors at the first Directors' meeting after each AGM. The Chairperson's appointment will expire at the end of the first directors meeting held after the next AGM.

7.7.3 The Secretary will be appointed by the Directors for a term determined by the Directors. The Secretary does not need to be member.

7.8 ***Alternate Directors***

7.8.1 Alternate Directors are not permitted.

7.9 ***How to fill vacancies***

7.9.1 The Directors can appoint a person as a Director to fill a casual vacancy.

7.9.2 A casual vacancy is where a person stops being a Director before their term of appointment expires and so the position of that Director is vacant.

7.9.3 The person must meet the Director eligibility criteria in rule 7.2 and any criteria that applies to the particular vacancy.

7.9.4 The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

7.9.5 However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a Director at the end of the general meeting.

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7.10 ***How to stop being a Director***

7.10.1 A person ceases to be a Director if:

(a) the Director dies;

(b) the Director resigns in writing;

(c) the Director's term of appointment expires (see rule 7.5);

(d) the Director is removed as a Director by the members or the other Directors;

(e) the Director is disqualified from managing a corporation;

~~(e)~~(f) the Corporation is registered as a charity, and the person is suspended or is removed as a Responsible Person under the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).~~.~~

The Corporation must send the Registrar a notice within 28 days after a person stops being a Director.

7.11 ***How to remove a Director***

7.11.1 A Director may be removed by the members in general meeting if the following requirements are first met:

(a) a notice for a resolution to remove a Director and the reasons for the proposed resolution is given to the Corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting for the purpose of removing a Director);

(b) the Corporation gives the Director concerned a copy of the notice as soon as possible; and

(c) the Director is entitled to put his or her case to the members:

(i) by giving the Corporation a written statement for circulation to members;

and

(ii) by speaking to the resolution at the meeting.

7.11.2 A Director may be removed by other Directors, at a Directors' meeting if the following requirements are first met (see section 249-15 of the Act):

(a) the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse;

(b) the Directors give the Director notice in writing of their intention to remove him or her from office for that reason; and

(c) the notice also states that the Director has 14 days to object in writing.

7.11.3 If the Director objects in writing within 14 days, they cannot remove the Director from office. The Director can only then be removed at a general meeting.

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7.12 ***Directors' and officers' duties***

The duties are:

(a) a duty of care and diligence (section 265-1);

(b) a duty of good faith (section 265-5);

(c) a duty not to improperly use position (section 265-10);

(d) a duty not to improperly use information (section 265-15);

(e) a duty to disclose a conflict of interest (material personal interest) (section 268-1 and see rule 7.14);

(f) a duty to prevent insolvent trading (section 531-1); and

(g) a duty to act in the best interests of the Corporation and the Kokatha people.

Each Director must represent and act in the best interest of all of the members, all of the Kokatha Common Law holders and not the individual family group interests.

7.13 ***Directors induction***

All newly elected Directors will be provided with an induction which shall include an explanation of how to apply item F of the preamble of these rules in determining membership applications.

7.14 ***Conflict of interest (material personal interest)***

7.14.4 A Director who has a material personal interest in a Corporation matter must give notice to the other Directors (subject to sections 268-1(3) and 268-5).

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

7.14.6 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter (unless section 268-20(1) of the Act does not apply).

7.15 ***Payment***

7.15.1 Directors may be paid a fee / salary for their work as Directors. The director salaries or sitting fees shall be determined by the members in a general meeting.

7.15.2 The Corporation may also pay the Directors' travelling and other expenses for attending meetings or dealing with other Corporation business in accordance with the Corporation's travel policy.

7.15.3 Directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).

7.16 ***Related party benefit***

If the Corporation wants to give a financial benefit to a Director or other related party (including a spouse, child or parent of a Director) it must comply with Part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

7.17 ***Delegation of Directors' powers***

7.17.1 The Directors can pass a resolution to delegate any of their powers to:

i. the Chief Executive Officer of the Corporation;

ii. another Director;

iii. a Director of a subsidiary company (limited to the delegation of powers which relate to the business of the subsidiary).

7.17.2 The Directors cannot delegate any of their powers to:

i. a committee of Directors;

ii. a subcommittee of the board;

iii. any other person other than those listed at 7.17.1 above.

7.18 ***Directors' meetings***

7.18.1 Directors must meet at least every three months.

7.18.2 The Directors will usually decide at a meeting when and where the next Directors' meeting will be held.

7.18.3 A Director can call a meeting by giving reasonable notice to all the other Directors.

7.18.4 Reasonable notice of each Directors' meeting shall be given to each Director.

7.19 ***Quorum for Directors' meetings***

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

7.20 ***Chairing Directors' meetings***

7.20.1 The Chairperson or, in his or her absence, the Vice-Chairperson chairs Directors' meetings.

7.20.2 However, if the chairperson and Vice Chairperson are not present, the Directors can elect another Director present to chair that meeting.

7.21 ***Using technology***

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one.

7.22 ***Resolution at Directors' meetings***

7.22.1 A resolution of Directors must be passed by a simple majority of the votes at a Directors' meeting.

7.22.2 Each Director (including independent or specialist non-member Directors) has one vote.

7.22.3 The Chairperson of the meeting also has a casting vote (if required).

7.22.4 Resolutions can be passed without a Directors' meeting if all the Directors sign a statement saying that they are in favour of it.

Contact person / secretary

8.1 Small and medium corporations have a contact person. Large corporations have a secretary.

8.2 The Directors appoint a contact person/secretary

8.3 The contact person/secretary must be at least 18 years old.

8.4 The Directors decide the contact person/secretary's pay and terms and conditions of employment, if any.

8.5 The contact person/secretary must pass on any correspondence received to at least one Director (which in the first instance will be the Chairperson) within 14 days.

8.6 The contact person/secretary must give the Corporation consent in writing before being appointed.

8.7 The Corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

Records

9.1 The Corporation must keep:

(a) minutes of meetings;

(b) rule book (constitution);

(c) register of members and former members;

(d) names and addresses of Directors, office bearers and the contact person/secretary;

(e) written financial reports.

9.2 They must be kept at the Corporation's document access address or registered office for a large corporation.

9.3 The minutes of any Board of Directors and sub-committee shall be circulated to all Directors within 21 days of the meeting.

9.4 The Corporation must comply with any requirements set out in the Act relating to annual reports (Division 333).

Finances

10.1 All money of the Corporation must in the first instance be deposited into a bank account of the Corporation.

10.2 The Corporation must give receipts for all cash or cheques it receives.

10.3 All accounts must be approved for payment at a Directors' meeting or in accordance with valid delegations.

10.4 All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed or electronically authorised by at least two people.

10.5 The Corporation must keep adequate records for all cash withdrawals from the Corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the Corporation's objectives).

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Subsidiaries of the Corporation

11.1 A subsidiary of the Corporation is any company that is owned or controlled by the Corporation (the holding company).

11.2 Subsidiaries of the Corporation must:

(a) appoint at least one independent specialist Director to its board;

(b) appoint at least three Kokatha Common Law Holders to its board;

(c) appoint Directors for a three-year term;

(d) have the performance of the Directors assessed by the Corporation (holding company) prior to the end of their term of appointment;

(e) report to the Corporation (holding company) on the performance of the subsidiary on a quarterly basis. Such reporting will include but not be limited to budget variance reports;

(f) no later than 30 June each year present an operating budget for the next financial year to the Corporation (holding company) for approval by the Corporation.

Application of Funds

12.1 The Corporation is a not-for-profit corporation.

12.2 The money and property of the Corporation, not subject to any special trust, can only be used to carry out the Corporation's objectives.

12.3 Subject to the Act and these rules, no portion of the money or property of the Corporation may be paid or distributed to any member of the Corporation.

12.4 Subject to the Corporation being registered for Deductible Gift Recipient (**DGR**) status, the Corporation will set up and ~~shall~~ maintain for the main purpose of the corporation a gift fund:

(a) to be named 'The Kokatha Aboriginal Corporation RNTBC Gift Fund' (**Gift Fund**);

(b) which must receive gifts of money or property and deductible contributions for the purposes of the objectives of the corporation at rules 3.1, 3.2 and 3.3; and

(c) which must have credited to it any money received by the corporation because of those gifts or deductible contributions.

12.5 The Gift Fund cannot receive any money or property other than that stated at (b).

12.6 The corporation shall use gifts or deductible contributions made to the Gift Fund and any money received because of them only for the principal purpose of the C~~c~~orporation.

12.7 Receipts issued for gifts to the Gift Fund must state:

(a) the full name of the C~~c~~orporation;

(b) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the C~~c~~orporation; and

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

12.8 As soon as:

(a) The Gift Fund is wound up; or

(b) the C~~c~~orporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the Taxation Administration Act 1953; then

(c) any surplus assets of the Gift Fund must be transferred to another fund, authority or institution, which has similar objectives to the Ceorporation and is registered with the Australian Charities and Not-for-profit Commission. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997* (Cth).

~~12.3~~12.9 The Directors cannot directly or indirectly give any money or property of the Corporation to members of the Corporation. This rule does not stop the corporation from making:

(a) a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided;

(b) payment to a member in carrying out the Corporation's objectives.

Common Seal

13.1 The Corporation may have a common seal which shall be in the custody of the Secretary and kept by them in a secure location at the Corporation's Office.

13.2 The common seal of the Corporation shall be in the form of a rubber stamp with the full name of the Corporation inscribed in legible characters together with its Indigenous Corporation Number (ICN).

13.3 The common seal shall not be used or placed on any document unless authorized by the Directors or a general meeting of the Corporation. If the common seal is placed on any document, two Directors or one Director and the Chief Executive Officer shall sign the document.

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Winding Up

14.1 The Corporation may be wound up in the manner provided for in the Act.

14.2 The Corporation may be dissolved by a special resolution of members at a general meeting especially convened for that purpose.

14.3 Where the Corporation is wound up:

(a) the assets held in the gift fund pursuant to rule 12.4 must be transferred to a charitable organisation registered with the Australian Charities and Not-for-profit Commission, which has similar objectives to the Corporation; and

(b) has DGR status.

~~14.2~~14.4 Where:

(a) The Corporation is wound up;~~,~~ and

(b) After all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets (excluding any assets received pursuant to the Corporation's current or former DGR status) of the Corporation exist;

(c) The liquidator can decide, or the members may pass a special resolution about how the surplus assets of the Corporation are to be distributed.

(d) The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

Culture and Heritage Committee

15.1 The Directors shall form and maintain an advisory committee known as the Culture and Heritage Committee.

15.2 Each of the Family Groups will nominate a:

(a) representative from their family group to be a member of this subcommittee.

(b) a second representative from their family group to be the alternate of the subcommittee member

15.3 The terms of reference of the Culture and Heritage subcommittee are annexured to these rules and as such the terms of reference form part of the Corporation's rules.

15.4 The terms of reference of the Culture and Heritage subcommittee can only be altered in accordance with the provisions of rule 19 - by a Special Resolution passed by a majority of not less than three-fourths (3/4) of the members present (in person or by proxy) at a general meeting. The nature and purpose of the proposed alterations must be specified in the notice of the general meeting.

Family Groups

16.1 There shall be Family Groups which shall comprise of those specified in Schedule 3. Any one of the Family Groups specified in the list at Schedule 3 may be deleted from the list and new Family Groups may be added to the list by Special Resolution of the Corporation, where the Corporation is satisfied, after considering the members of any particular group, that group should either be deleted from among the Family Groups or added to the Family Groups in order to ensure that the Family Groups are reasonably representative of the Common Law Holders and of the native title holders for the area of the Native Title Determination Applications, provided always that rule 19 is complied with.

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16.2 Family Groups will elect a representative for the Culture and Heritage Committee being a subcommittee of the Corporation's board, and an alternative for that representative, at each AGM.

16.3 Only members of the Corporation can be members of a Family Group.

~~16.4~~ A quorum for a Family Group meeting shall be three (3) members of that Family Group.

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~~16.5~~16.4 A decision by a Family Group may be made by consensus, vote/ballot, or by Kokatha lore and custom. If the method for election of a Family Group representative and their alternative is by vote/ballot, then such shall be conducted by a show of hands or poll. Such an election of a Family Group representative shall be by a majority vote of those members present and eligible to vote at the Family Group meeting. A proxy can be used at a Family Group meeting.

~~16.6~~16.5 If there is no decision made by a Family Group to elect a representative or alternate in a particular year, then the existing representative or alternate (as the case may be) shall continue, except or unless that person is replaced as a result of the outcome of a process under rule 16.5.

~~16.7~~16.6 If a dispute exists within a Family Group in relation to the appointment of a representative or alternative, then five (5) or more members of the Family Group may request that a dispute resolution process be commenced. The Corporation will nominate an independent person to mediate resolution of the dispute. If the dispute is resolved it shall be binding on all members of the Family Group.

Sub-Committees

17.1 The Directors may at any time appoint a sub-committee.

17.2 The Directors cannot delegate any of their powers to any sub-committee. All sub-committees established by the board will be advisory committees only making recommendations to the directors.

17.3 Unless otherwise decided by the Directors, a sub-committee shall:

(a) have a quorum of the majority of members of the sub-committee who must be present at all times during the meeting;

(b) appoint one of its members to be responsible for calling meetings of the sub-committee and inform the Directors of the name of the responsible person;

(c) provide a report to the Board of Directors after each of the sub-committee's meetings; and

(d) permit any director to attend the sub-committee meetings as an observer and be provided, upon request, with a copy of the meeting papers.

Appointment and Removal of Employees

18.1 Except as otherwise provided in the Act or these rules, the Corporation shall have power to appoint and remove or suspend contractors, employees and agents and to determine the powers, duties and payment of contractors, employees and agents.

~~18.2~~ The Directors must act through the Chief Executive Officer who has operational responsibility for the Corporation and must not direct employees independently of the Chief Executive Officer.

~~18.3~~18.2 To the extent permitted by law, the Corporation shall, where relevant, give preference to the engagement of a Kokatha person over that of a non-Kokatha person where the Kokatha person is able to offer substantially equivalent services at approximately equivalent rates to those being offered by the non-Kokatha person.

Alterations of Objects and Rules

19.1 The objects and rules of the Corporation may be altered by a Special Resolution passed by a majority of not less than three-fourths (3/4) of the members present (in person or by proxy) at

a general meeting. The nature and purpose of the proposed alterations must be specified in the notice of the general meeting.

19.2 The Corporation must, within 28 days after the making of the alterations, lodge with the Registrar a notification of the alterations together with the other documents specified in section 69-20 of the Act.

19.3 The alterations do not take effect unless and until registered by the Registrar.

Code of Conduct

20.1 The Corporation in general meeting shall have the power from time to time to make, amend and repeal a Code of Conduct in relation to the behaviour of members ~~of members at meetings of the Corporation~~ but so that no such Code of Conduct shall be inconsistent with or contravene any of the rules or of the Act or be contrary to the objectives of the Corporation.

~~In the event of a breach of the Code of Conduct by a member, notwithstanding any other rule of the Corporation, the Board of Directors may by resolution determine that the member is required to apologise for their behaviour, or be required to leave the meeting for a period of time~~

20.2 In the event of a breach of the Code of Conduct at a meeting or event, the member may be directed to leave the meeting by the Chair of the meeting, and the Board of Directors shall have the power to impose such consequences as set out in the Code of Conduct.

~~20.2~~

Dispute Resolution

21.1 If a D~~d~~ispute arises involving the Corporation and any of its members, including between Directors and Directors and between Directors and members or a person who is or claims to be a Kokatha Common Law Holder (whether or not the person is a member), the parties in dispute ("dispute parties") are encouraged to first try to resolve it themselves.

21.2 If the D~~d~~ispute is not resolved within 28 business days, any party may give a dispute notice to the other dispute parties.

21.3 The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.

21.4 If the D~~d~~ispute is about the Act or the Corporation's rules, the Directors or any of the dispute parties may ask the Registrar for an opinion. The Registrar's opinion will not be binding on the parties to a dispute.

21.5 The Directors must help the dispute parties resolve the dispute within 20 business days after the Corporation receives the notice.

21.6 If such a D~~d~~ispute is a serious dispute and cannot be resolved by the Directors in accordance with rule 21.5, the dispute parties may decide to appoint an independent mediator (agreed to by the dispute parties) to mediate the dispute.

21.7 If the D~~d~~ispute is a serious dispute, is not resolved through mediation and warrants the expenditure of money required to hold a general meeting, it ~~must~~ may be put to members to resolve at a general meeting as soon as practicable.

~~a)~~

APPENDIX: FORM OF APPOINTMENT OF PROXY Rule 6.12.3

_____

(Full name)

of _____

(address)

_____

being a member of **KOKATHA ABORIGINAL CORPORATION RNTBC - ICN 8093**

hereby appoint _____

(full name of proxy)

of _____

(address)

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

the _____day of _____20 _____, and at any adjournment of that meeting.

_____

Signature of member appointing proxy

Date _____

NOTES: (1) A proxy vote may not be given to a person who is not a member of the corporation.

(2) No member may hold more than three proxies

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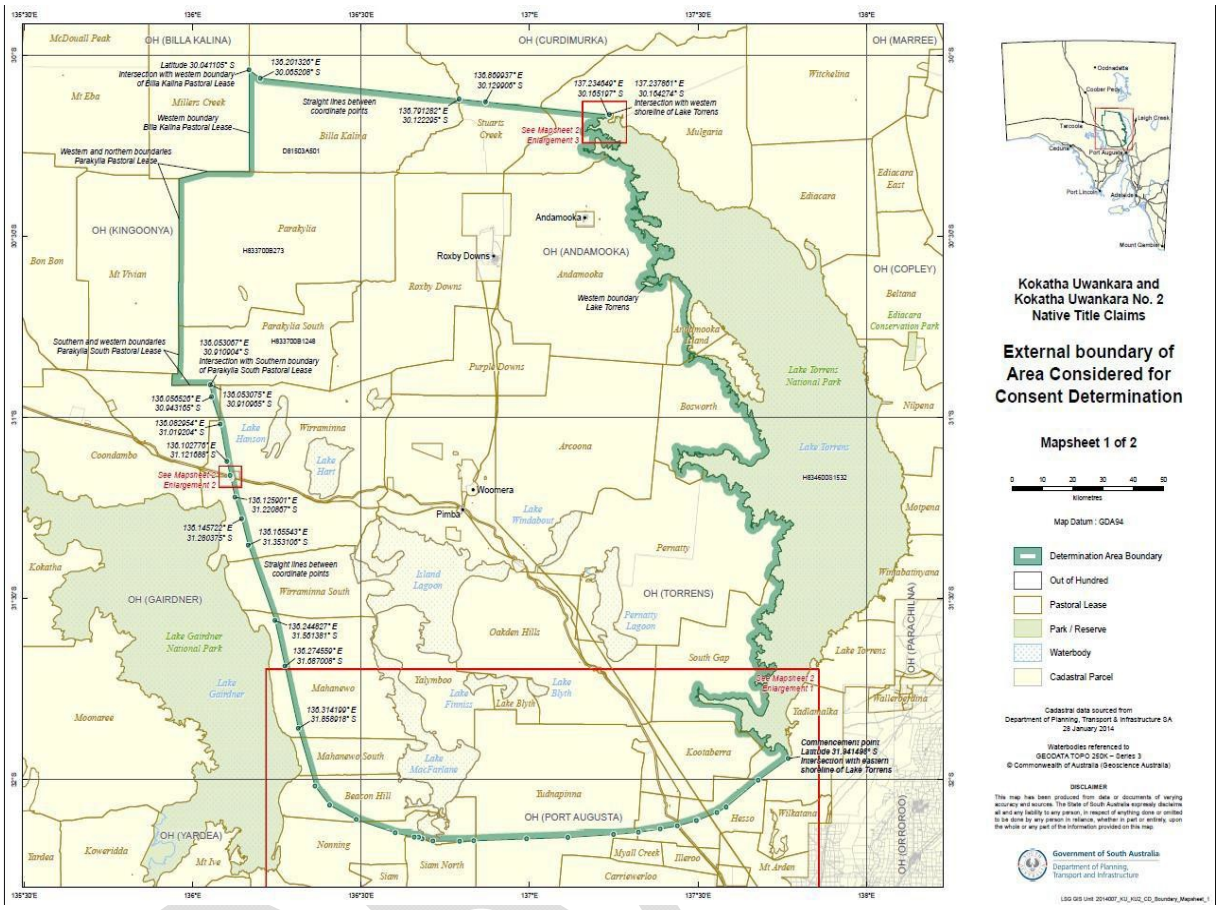
SCHEDULE 1

KOKATHA LANDS



SCHEDULE 2

DICTIONARY:

In these rules:

"***Act***" means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended;

"***Common Law Holders***" means, in accordance with section 56 of the *Native Title Act,* the persons included by the Federal Court as the native title holders in the approved determinations of native title in respect of the Kokatha Lands or any part of them;

"Corporation, the" means the Kokatha Aboriginal Corporation RNTBC;

"***Director***" means a director of the Corporation; "Determination Area" means the area described in paragraph D of the Preamble;

"Dispute" means a dispute about the affairs of the Corporation or how the Act or the Corporation's constitution applies, whether a person is or is not a Kokatha Common Law Holder or the Corporation's performance of its functions under the native title legislation.

"Expanded Kokatha Lands" shall mean Kokatha Lands and all those other lands and waters outside Kokatha Lands for which members may have an interest, whether that interest is a traditional interest or otherwise;

"*Family Group*" means one of the Family Groups referred to in Schedule 3;

"***Kokatha People***" means those Aboriginal people on whose behalf native title determination application SAD 90 of 2009 was made and such other Common Law Holders who may be recognised as native title holders in respect of Kokatha Lands;

"*Kokatha Lands*" means all the land and waters described in the map annexed hereto as Schedule 1 and such other land and waters as the Kokatha People obtain determinations of native title;

"*Kokatha Laws and Customs*" means the body of traditions, customs and beliefs of the Kokatha and includes those traditions, observances, customs and beliefs as applied in relation to particular persons, sites, areas of land, things or relationships;

"*Members*" means the members of the Corporation in accordance with rule 5 and are registered as such;

"*Native Title Determination Applications*" means:

(a) native title determination application SAD 90 of 2009;

(b) native title determination application SAD 270 of 2012;

and

(c) such other Kokatha native title determination application (if any) as may be managed by the Corporation from time to time,

but so that, where an approved determination of native title is (or has been) made in relation to the whole or part of the area to which any such native title determination application relates ("Determination Area"), that native title determination application shall thereafter be treated as no longer relating to the Determination Area nor to areas excluded from the Determination Area by reason of the prior

extinguishment of native title in relation to those areas;

"Native Title Act" means the *Native Title Act* 1993 (Cwth);

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"PBC Regulations" means the *Native Title (Prescribed Body Corporate) Regulations 1999;*

"*Representative* Body" means South Australian Native Title Services Limited or such other body a may for the time being be the representative Aboriginal/Torres Strait Islander body (as defined in the *Native Title Act)* for the area which includes the Kokatha Lands;

"Rules" means these rules as amended from time to time;

"***Special Resolution***" means a resolution passed at a duly convened meeting of Members and in respect of which not less than 75% of those Members who are present personally or by proxy at the meeting and who vote on the resolution, vote in favour of the resolution;

Unless otherwise stated:

a) masculine words include the feminine;

b) words in the singular number include the plural and vice versa;

c) expressions used in these rules have the same meanings as those given in the Act or in the *Native Title Act*;

d) any inconsistency between these rules and the Act shall be resolved in favour of the Act; and

e) a reference to 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.

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SCHEDULE 3

FAMILY GROUPS

1. **Turner**
2. **Starkey**
3. **Dare**
4. **Davis**
5. **Dingaman**
6. **Kite**
7. **Larkins**
8. **Reid**
9. **Smith**
10. **Strangways**
11. **Thomas**
12. **Wingfield**
13. **Fatt**
14. **Baker**
15. **Allen**

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SCHEDULE 4

MEMBERSHIP APPLICATION FORM
Rule 5.2.1(b)
Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)

KOKATHA ABORIGINAL CORPORATION RNTBC ICN 8093

DATE OF APPLICATION	
NAME	
ADDRESS	
DATE OF BIRTH	
KNOWN BY ANY OTHER NAME	

In applying for membership of Kokatha Aboriginal Corporation RNTBC (ICN: 8093), I declare that I am eligible for membership because:

I am **18 years of age or older** (see date of birth)
I **identify as *nguraritja*** for sites and places in the Kokatha Determination Area by reason of **one or more** of the following:

(a) I am descended through birth or adoption from one of the following persons:

(*provide details as applicable)*

Name	Details of relationship
Alma Allen	
Arthur Baker	
Hilda Captain	
Susie Captain	
Andrew Davis	
Percy Davis	
Stanley Davis	
Ted Egan	
Micky Fatt	
Gladys Kite	
Ted Larkins	
Mick Reid	
George Reid	
William Smith	
Dick Thomas	
Edie Thomas	
George Turner	
Wild Mary	
Eileen Wingfield	

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(b) I have an ancestral connection with the Kokatha Determination area because my parent or grandparent was born in the Determination Area, had a long term physical association with that country and/or possesses significant geographic and cultural knowledge relating to the Determination Area.

Parent/Grandparent's name(s)	**Place of birth**	**Details of physical association and/or geographical or cultural knowledge relating to the Determination Area**

(c) I was born on the Determination Area (or would have been, if I was not born in a hospital)

Place of birth

OR
Place I would have been born, if not in a hospital

(d) I have had a long-term physical association with the Determination Area and have consequent knowledge of the country

Period of association with the Determination Area	**Nature of association**	**Consequent knowledge of country**

Details of any attendance at cultural events, funerals, Kokatha community meetings and other matters which might indicate physical association and/or cultural knowledge

(e) I possess significant geographical and culturally-confidential religious knowledge relating to the Determination Area under Kokatha traditional law and custom

Yes/No
Names and contact details of at least two persons who can confirm that I hold the relevant knowledge

Name	**Contact details**

(f) Other information relevant to the application for membership

Name of applicant	Signature
Name of nominating member	Signature

Please Note: the information provided on this application form refers to the requirement for an applicant to be accepted by the native title holders as *nguraritja* in relation to the determination area on the basis of the information available in relation to the application. If required, additional information and/or an interview (by phone or in person) might be requested of the applicant and/or the nominating members in order to confirm the applicant's eligibility for membership.

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Office use only

Application tabled at director's meeting held	Date: I I
Additional information requested? Interview requested? Date of request: I I	Yes I No Yes I I I No Date received/interview:
Directors' decision whether applicant is eligible for membership Date of notification of Directors' decision to applicant	Yes I No Date:
Culture and Heritage Committee (CHC) decision whether applicant is eligible for membership (only required if referred to the CHC by the Directors)	Yes I No Date:
Common Law Holders meeting decision whether applicant is eligible for membership (only required if CHC above declined the application) Date of decision by Common Law Holders	Yes / No Date:
Entered on register of members	Date: I I
Entered on register of common law holders	Date:

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SCHEDULE 5

Culture & Heritage Committee Terms of Reference

Culture & Heritage Committee Purpose

The purpose of the Culture & Heritage Committee (CHC) is to ensure connection between Kokatha culture and the activity of the Kokatha Aboriginal Corporation (KAC) by providing advice to the KAC board on culture and heritage matters.

Culture & Heritage Committee Function

The Culture & Heritage Committee will advise on cultural, heritage and community matters such as:

- language retention
- Men's and Women's groups
- youth and cultural respect development
- Aboriginal heritage and the cultural and heritage implications of State and Federal Heritage Acts
- cultural and heritage implications of Native Title matters including 9B mining agreements and exploration requests
- community engagement with Kokatha Lore, culture and heritage.

The CHC directly communicates with and advises the KAC board.

The CHC may be required to investigate, research and report to the KAC board on specific culture and heritage matters raised as agenda items at board meetings.

While CHC members are appointed as representatives of their family groups, the Culture & Heritage Committee acts in the interests of the Kokatha people as a whole.

If CHC members are not Kokatha Lore holders, it is their responsibility to ensure relevant Lore is represented to the Committee through personal consultation with appropriate Kokatha Elders and Lore holders.

The CHC does not:

a) run the corporation nor get involved in KAC operations – that is the role of the Chief Executive Officer (CEO) under the direction of the board
b) directly communicate with KAC management / employees other than the secretariat who will assist with arranging meetings of the CHC
c) engage with corporate strategy, financial, business and commercial matters – that is the role of the board
d) engage with, make representations to or make decisions with external stakeholders – that is the role of the board

Committee activity will involve discussion and decision-making around Kokatha heritage, culture and traditional Lore as it informs the activity of the board.

Committee Member Requirements

Culture & Heritage Committee members represent the Kokatha community through knowledge, understanding and awareness of Kokatha culture and heritage and:

- must be Kokatha Common Law holders;
- must be members of the corporation;
- may be employees of the corporation (but do not have to be employees);
- have understanding of what the Kokatha people believe should be done to preserve and protect culture and Kokatha sites of significance;
- represent and put the interests of Kokatha Common Law holders first in decision-making;
- consult with Kokatha Elders and Lore holders as appropriate;
- represent the interests of the Kokatha people as a whole;
- work as a team for the benefit of all Kokatha people;
- understand, accept and demonstrate committee principles of fairness, equity and honesty;
- will be appointed by each of the Family Groups at each AGM or in the event of a vacancy by the Family Group at any time prior to the AGM; and
- must not be convicted of an indictable offence (generally speaking an offence punishable by a maximum prison sentence of more than two years), and in particular including all acts of violence, within the past five years are not eligible to become a Director, or retain their position as a Director upon conviction of an offence referred to herein or upon becoming bankrupt;
- must not be currently serving a term of imprisonment of three months or more;
- must not be prohibited from working with children under the Child Safety (Prohibited Persons) Act 2016 (SA) or other relevant legislative frameworks.

Note: Each Family Group will decide how their Family Group will select a representative and alternative representative for the CHC. Appointments will therefore be made in accordance with the process agreed by the Family Group under their traditional law and customs or other methods.

Alternate Representatives

i. An Alternate of a Family Group representative is entitled to:

A receive notice of meetings and

B if the Family Group representative is not present, attend and participate in his or her place.

b) Subject to paragraph c) below, an alternate may exercise attending a meeting as a member of the CHC, and the exercise of any power by the alternate is deemed to be the exercise of the power by the Family Group representative.

c) The exercise of any power by the alternate is revoked by the Family Group representative attending and taking part in the CHC meeting.

CHC Meeting Frequency & Format

The CHC is required to meet at least quarterly unless agreed otherwise by the KAC board.

The CHC will consider appointing a Chair by vote at its first meeting. If a Chair is appointed the Chair:

(a) need not necessarily be a member of the CHC and may be an independent specialist Chair,

(b) if an independent specialist Chair is appointed the CHC members will decide the term of appointment,

(c) is responsible for CHC meeting process, ensuring equal voice for all CHC members and for recording, approving and issuing CHC meeting minutes,

(d) is the principal point of contact between the KAC board and the CHC,

(e) does not have authority for representation, meetings or lobbying on behalf of KAC outside the CHC unless requested by the board.

Remuneration

Culture & Heritage Committee members and their alternates receive modest sitting fees, plus travel and accommodation expenses only for the meetings they attend, as determined by the KAC board.

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