

The rule book of

Old Mapoon Aboriginal Corporation

(ICN 7792)

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

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1 Name

The name of the corporation is Old Mapoon Aboriginal Corporation.

2 Background

Mapoon Land has had a traumatic recent history. In 2001, then Premier Beattie apologised on behalf of the people of Queensland for the events that led to the 1963 forced removal of all residents of Mapoon, and the burning of their homes. He described the events as "a blight on the history of the State".

The town of Mapoon is now home to many native title holders and other people who are Aboriginal people particularly concerned with the land, as that term is defined in the Aboriginal Land Act. Those people have returned to Mapoon and rebuilt the community. Native title has been recognised over much of the Mapoon Land. OMAC has supported that recognition. OMAC has been granted freehold title, on trust, to the Mapoon Land, and is required to hold that title on behalf of all of its Beneficiaries.

These rules are intended to assist address the disadvantage resulting from the actions of past governments, and to promote good governance for the benefit of the Beneficiaries.

3 Interpretation & Definitions

3.1 Expressions used in these Rules have the same meanings as those given in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) as amended, and unless otherwise stated:

- (a) where the word "he" appears in the Rules, it can also mean "she";
- (b) words in the singular number include the plural and vice versa;
- (c) any inconsistency between these Rules and the Act shall be resolved in favour of the Act; and
- (d) any inconsistency between these Rules and the *Native Title Act 1993* (Cth) shall be resolved in favour of the *Native Title Act 1993* (Cth).

3.2 In these Rules:

Aboriginal Land Act means the *Aboriginal Land Act 1991* (Qld).

Aboriginal person means a person who is a member of the Aboriginal race of Australia.

Aboriginal person particularly concerned has the same meaning as the term "Aboriginal person particularly concerned with the land" in the Aboriginal Land Act.

Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth), as amended from time to time.

AGM means the Annual General Meeting.

Beneficiary means the Aboriginal people particularly concerned with the Mapoon Land and their ancestors and descendants, and under the Aboriginal Land Act.

Corporation means Old Mapoon Aboriginal Corporation.

Mapoon Land means all of the lands and waters described in the Deed of Grant in Trust Title Reference 40066444 and subsequently recorded on Title Reference 50914995, being an area of approximately 175,767 hectares.

Membership Criteria means the criteria set out in clause 6.3.

Register of Members has the same meaning as in the Act.

- 3.3** The Replaceable Rules set out in the Act do not form part of these Rules and do not apply to the Corporation.

4 Objective

The objective for which the Corporation is established is to address Indigenous disadvantage. Without limiting the generality of the objective in rule 4, the Corporation can advance that objective by doing any or all of the following:

- (i) be grantee of grants of land made under the Aboriginal Land Act;
- (ii) provide land management and other land related services to and for the benefit of the Beneficiaries;
- (iii) hold interests in property and money on trust for the Beneficiaries; and
- (iv) promote the relief of poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune of the Beneficiaries.

5 Powers of the Corporation

- (a) Subject to the Act and these rules, the Corporation has the power to do anything lawful to carry out its objective, except the Corporation cannot charge application fees for membership or annual membership fees.
- (b) Without limiting the generality of rule 5(a), the Corporation has the power to do any or all of the following:
 - (i) borrow, receive or spend money;
 - (ii) employ such staff and engage such consultants as are necessary for its purposes; and
 - (iii) do anything incidental to and necessary or convenient for carrying out any of its objective.

6 Membership of the Corporation

6.1 Members on registration

- (a) A person only becomes a member when the Corporation is registered, as long as the registration complies with the Act.

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

6.2 Members by Application

- (a) A person becomes a member if:
 - (i) The person wants to become a member and applies in writing;
 - (ii) The person meets the Membership Criteria;
 - (iii) In the assessment of the Board of Directors, the person satisfies the Membership Criteria; and
 - (iv) The person's name is entered on the Register of Members.

6.3 Membership Criteria

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

- (a) at least 18 years of age; and
- (b) a Beneficiary.

6.4 Membership Application

- (a) A person who wants to become a member must apply to the Corporation.
- (b) The application must be in writing and may be in the form set out in Schedule 1.
- (c) In making an application for membership a person must identify how they are connected to the Mapoon Land.

6.5 Deciding Membership Applications

- (a) The directors will consider and decide membership applications.
- (b) The directors must not accept an application unless the application meets the Membership Criteria.
- (c) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with the eligibility requirements. However, they must notify the applicant in writing of the decision and the reasons for it.

6.6 Entry on the Register of Members

- (a) If the directors accept a membership application, the applicant's name must be entered on the Register of Members within 14 days.
- (b) However, if:
 - (i) The applicant applies for membership after notice has been given for the holding of 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.

6.7 Membership Fees

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

6.8 Members' rights and obligations

- (a) Each member has rights under the Act and these rules, including the rights set out below. A member can:
 - (i) attend, speak and vote at a general meeting of the Corporation;
 - (ii) be elected or appointed as a director;
 - (iii) put forward resolutions to be voted on at a general meeting of the Corporation in accordance with rule 8.8;
 - (iv) ask the directors to call a general meeting of the Corporation in accordance with rule 8.3;
 - (v) access the following books and records of the Corporation:
 - (A) The register of members, under rule 7.5;
 - (B) The minute books, under rule 9.22(a); and
 - (C) The Corporation's rule book, under rule 9.22(b).
- (b) Members do not have the right to share in 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 10.

6.9 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 directors with respect and dignity; and
- (e) To not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.

6.10 Liability of Members

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

6.11 How a person stops being a Member

A person will stop being a member if:

- (a) The person resigns as a member;
- (b) The person dies;
- (c) The person ceases to be a Beneficiary; or
- (d) The person's membership of the Corporation is cancelled.

6.12 Resignation of a member

- (a) A member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing.
- (c) The Corporation must remove the member's name from the Register of Members within 14 days after receiving the resignation notice.

6.13 Cancelling membership

- (a) The directors may, by resolution, cancel the membership of a member if the member:
 - (i) is not eligible for membership or
 - (ii) has ceased to be eligible for membership,
- (b) Before cancelling the membership, the directors must give the member notice in writing stating that:
 - (i) The directors intend to cancel the membership for the reasons specified in the notice, 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 6.13(b):
 - (i) The directors must not cancel the membership; and
 - (ii) Only the Corporation by resolution in general meeting may cancel the membership.

- (iii) 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.

6.14 Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by special resolution in a general meeting if the Corporation:
 - (i) Has not been able to contact that member at their address entered on the register of members for a continuous period of 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.

6.15 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.

6.16 Amending register of members after a membership is cancelled

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

7 Registers of Members and Former Members

7.1 Corporation to maintain register of members

The Corporation must set up and maintain a register of members.

7.2 Information on the register of members about individuals

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

- (a) The member's name (given and family name) and address. The register of members may also contain any other name by which the member is or was known,
- (b) The date on which the member's name was entered on the register.

7.3 Information on the register of members about bodies corporate

- (a) The register of members must contain the following information about body corporate members:
 - (i) The member's name and address
 - (ii) The date on which the member's name was entered on the register.
- (b) Corporation to maintain register of former members.

7.4 The Corporation must set up and maintain a register of former members.

The Corporation may maintain the register of former members in one document with the register of members.

7.5 Information on the register of former members about individuals

- (a) The register of former members must contain the following information about each individual who stopped being a member within the last seven years:
 - (i) The member's name (given and family name) and address,
 - (ii) The date on which the individual stopped being a member.
- (b) The register may also contain any other name by which the individual is or was known.

8 General meetings and AGMs (members' meetings)

8.1 AGM timing

An AGM must be held before the end of November each year.

8.2 AGM business

AGM business includes:

- (a) to read the Background of these Rules to the meeting
- (b) checking the register of members
- (c) confirming the minutes of the previous general meeting
- (d) presenting reports: general, financial, directors
- (e) asking questions about how the corporation is managed
- (f) electing directors (if required)
- (g) choosing an auditor (if required).

8.3 Calling general meetings

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

- (b) The required number of members can request the directors to call a general meeting.

Number of members in corporation	Number of members required to request a general meeting
11 to 20 members	= 5 members
21 to 50 members	= 7 members
51 members or more	= 10 per cent of members

- (c) The members' request must:
 - (i) be in writing
 - (ii) state any resolutions 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
 - (v) be given to the corporation.
- (d) Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

8.4 Directors agree to the request

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

8.5 Directors apply to the Registrar to deny the request

- (a) 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.
- (b) The directors' application to the Registrar to deny the 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.
- (c) The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

8.6 General meeting business

General meetings business includes:

- (a) confirming the minutes of the previous general meeting
- (b) considering the business or resolutions in the notice of meeting.

8.7 Notice for general meetings and AGMs

- (a) At least 21 days' notice must be given.
- (b) Notice must be given to:
 - (i) each member individually
 - (ii) the directors
 - (iii) the contact person or secretary
 - (iv) the auditor (if the corporation has one).
- (c) The notice must set out:
 - (i) the place, date and time for the meeting
 - (ii) the business of the meeting
 - (iii) if a special resolution is being proposed, the exact wording of it
 - (iv) any technology to be used in the meeting (if required)
 - (v) if a member can appoint a proxy.
- (d) Notices must be given to each member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom.
- (e) A notice of meeting:
 - (i) sent by post is taken to be given three days after it is posted
 - (ii) sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

8.8 Members' resolutions

- (a) The required number of members can propose a resolution by giving notice of it to the corporation.

Number of members in corporation	Number of members required to propose a resolution
11 to 20 members	= 5 members
21 to 50 members	= 7 members
51 members or more	= 10 per cent of members

- (b) The notice must set out the resolution in writing and must be signed by the members proposing it.
- (c) The corporation must give notice of the resolution to all members in the same way as rule 8.7(b).
- (d) The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

8.9 Quorum at general meetings and AGMs:

Number of members in corporation Number of members to make a quorum

Less than 30 members	= 5 members
31 to 90 members	= 7 members
91 members or more	= 10 members

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

8.10 How to count the quorum

To work out if there is a quorum,

count each member present at the meeting (if a member also holds a proxy, that member is only counted once).

8.11 Chairing general meetings and AGMs

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

8.12 Using technology at general meetings and AGMs

General meetings and AGMs 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.

8.13 Voting at general meetings and AGMs

- (a) Each member has one vote.
- (b) The chairperson has one vote (if he or she is a member) plus a casting vote.
- (c) A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- (d) A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 8.14. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.
- (e) The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

8.14 Demanding a formal count (i.e. a poll)

- (a) Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.
- (b) A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.
- (c) A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

8.15 Proxies at general meetings and AGMs

- (a) Members can appoint another member as their proxy to attend meetings and vote for them.
- (b) A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.
- (c) Note: An appointment of proxy form is at Schedule 2 of this rule book.
- (d) The corporation must receive the proxy's appointment at least one hour before the meeting.
- (e) A person must not be a proxy for more than one member.

8.16 Other people at general meetings and AGMs

The chairperson may allow any person other than a corporation director, member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

8.17 Postponing a general meeting or AGM

- (a) After 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).
- (b) The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.
- (c) 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.

9 Directors

9.1 Role of directors

- (a) 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 and its employees are doing. The

directors manage, or set the direction for managing, the business of the corporation.

- (b) 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.

9.2 Number of directors

- (a) The minimum number of directors of the corporation is 3 and the maximum is 5. This number does not include one independent or specialist non-member director.
- (b) To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

9.3 Eligibility of directors

- (a) A director (other than a director appointed under rule 9.7) must be a member of the Corporation, and must reside at Mapoon or within the Mapoon Land.
- (b) A person is not eligible to become a director if the person has been disqualified from managing corporations.

9.4 Majority of director requirements

- (a) A majority of directors of the corporation must not be employees of the corporation.
- (b) The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

9.5 How to become a director

- (a) The corporation can appoint a director by the members passing a resolution at a general meeting or AGM.
- (b) If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 9.8).
- (c) Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.
- (d) The corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

9.6 Directors' terms of appointment and rotation

- (a) Directors (other than those appointed under rules 9.6(b) or 9.7) are appointed for two years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

- (b) At the first AGM after the adoption of this Rule Book, two of the directors will be appointed for only one year, with the remaining directors appointed for two years. The directors appointed for one year will, at the following AGM, be eligible to be re-elected and, if they are re-elected, will then be appointed for two years.

9.7 Independent or specialist non-member directors

- (a) 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.
- (b) The directors may appoint one independent or specialist non-member director by passing a resolution in a directors' meeting.
- (c) Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director.
- (d) Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment or if no term is specified, then until the next AGM.

9.8 How to fill casual vacancies

- (a) The directors can appoint a person as a director to fill a casual vacancy.
- (b) A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 9.9) and so the position of that director is vacant.
- (c) The person must meet the director eligibility criteria in rule 9.3 and any criteria that applies to the particular vacancy.
- (d) The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.
- (e) 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.

9.9 How to stop being a director

- (a) A person stops being a director if:
 - (i) the director passes away
 - (ii) the director resigns in writing
 - (iii) the director's term of appointment expires
 - (iv) the director is removed as a director by the members or the other directors
 - (v) the director is disqualified from managing a corporation

- (vi) the director ceases to be a member, but was a member when they became a director.
- (b) The corporation must send the Registrar a notice within 28 days after a person stops being a director.

9.10 How to remove a director

- (a) By resolution of the members in a general meeting:
 - (i) A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 8.3) for the purpose of removing a director.)
 - (ii) The corporation must give the director concerned a copy of the notice as soon as possible.
 - (iii) The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 8.7).
- (b) By the other directors:
 - (i) Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
 - (ii) Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
 - (iii) If the director objects, they cannot remove the director. The director can only then be removed at a general meeting or AGM by resolution.

9.11 Directors' and officers' duties

The duties are:

- (a) a duty of care and diligence
- (b) a duty of good faith and to act in the best interests of the corporation
- (c) a duty to disclose a conflict of interest
- (d) a duty not to improperly use position or information
- (e) a duty to not trade while insolvent.

9.12 Conflict of interest

- (a) A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.
- (b) The director must give details of what the interest is and how it relates to the corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

- (c) A director who has a conflict of interest must not:
 - (i) be present at a directors' meeting while the matter in question is being considered; or
 - (ii) vote on the matter.

9.13 Payments to directors

- (a) The corporation cannot pay a director a salary or sitting fee for their work as a director, other than as agreed by way of resolution passed at a General Meeting.
- (b) Directors may be paid if they are employed by the corporation, or 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).
- (c) The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

9.14 Related party benefit

If a 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 Act and, where required, follow the procedure to get the approval of the members.

9.15 Delegation of directors' powers

- (a) The directors can pass a resolution to delegate any of their powers to:
 - (i) another director
 - (ii) a committee of directors
 - (iii) an employee of the corporation.
 - (iv) any other person.
- (b) The delegate must follow the directions of the directors when using the delegated powers.
- (c) The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.
- (d) Delegates must report to directors on the exercise of their delegated power.

9.16 Calling and giving notice of directors' meetings

- (a) Directors must meet at least every three months.
- (b) All directors must be given reasonable notice of a directors' meeting.
- (c) The directors will usually decide at a meeting when and where the next meeting will be.

- (d) A director can call a meeting by giving reasonable notice to all the other directors.

9.17 Quorum for directors' meetings

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

9.18 Chairing directors' meetings

The directors can elect a director to chair their meetings. They must decide how long that director will be the chairperson.

9.19 Using technology

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.

9.20 Resolutions by directors

- (a) Directors pass a resolution at a directors' meeting by a majority of the votes.
 - (i) Each director (including independent or specialist non-member directors) has one vote.
 - (ii) The chairperson of the meeting also has a casting vote (if required).
- (b) Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

9.21 Contact person or secretary

- (a) Small and medium corporations have a contact person. Large corporations have a secretary.
- (b) The directors appoint a contact person/secretary.
- (c) The contact person/secretary must be at least 18 years old.
- (d) The directors decide the contact person/secretary's pay and terms and conditions of employment, if any.
- (e) The contact person/secretary must pass on any correspondence received to at least one of the directors within 14 days.
- (f) The contact person/secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.
- (g) The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

9.22 Records

The corporation must keep the:

- (a) minutes of meetings (in writing or as an audio or video recording)

- (b) rule book (constitution)
- (c) register of members and former members
- (d) names and addresses of directors, officers and the contact person/secretary
- (e) written financial records.

9.23 Finances

- (a) The corporation must keep written financial records that:
 - (i) correctly record and explain its transactions, financial position and performance
 - (ii) would enable true and fair financial reports to be prepared and audited.
- (b) When the corporation is a trustee it must also keep written financial records for the trust.
- (c) The corporation must follow these procedures.
 - (i) The corporation must give receipts for all money it receives.
 - (ii) All money of the corporation must be deposited into a corporation bank account.
 - (iii) All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
 - (iv) All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
 - (v) All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
 - (vi) 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 objective).
- (d) The financial records must be retained for seven years after the transactions covered by the records are completed.

9.24 Application of funds

- (a) The corporation is a not-for-profit corporation.
- (b) The directors can only use the money and property of the corporation to carry out its objective (see rule 4).
- (c) 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:

- (i) a reasonable payment to a member in their capacity as 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);
- (ii) a reasonable payment to a director if so approved by the corporation at a General Meeting; or
- (iii) a 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).

10 Dispute resolution

10.1 Disputes

- (a) If a dispute arises that necessarily involves the corporation, the parties must first try to resolve it themselves.
- (b) If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- (c) The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.
- (d) The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- (e) If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

10.2 Seeking assistance from the Registrar

- (a) If a dispute or any part of a dispute relates to 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.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.
- (c) The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 6.8.

11 Changing the rule book

- (a) The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.
- (b) Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:

- (i) rule book changes
 - (ii) special resolution
 - (iii) minutes of the meeting.
- (c) The changes do not take effect until the new rule book is registered by the Registrar.

12 Winding up

12.1 Surplus assets of the corporation

- (a) Where:
- (i) the corporation is wound up, and
 - (ii) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

- (b) The surplus assets must not be given to any member or to any person to be held on trust for any member.
- (c) The distribution of surplus assets must be made to a charitable organisation or charitable organisations, or applied for similar charitable purposes.

Schedule 1 —Application for membership form

OLD MAPOON ABORIGINAL CORPORATION (ICN 7792)

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

..... (email address, if any)

apply for membership of the corporation.

I declare that I am eligible for membership.

I am: Aboriginal

Signature of applicant

Date

.....

Corporation use only

Application received	Date:
Application tabled at directors' meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed)	Date:
Directors have sent notification of directors' decision to the applicant	Date:

Schedule 2 –Appointment of proxy form

OLD MAPOON ABORIGINAL CORPORATION (ICN 7792)

Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of the corporation.

I appoint _____ (full name of proxy)

of _____ (address of proxy)

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

_____ (insert date of meeting)

and at any adjournment of that meeting.

Signature of member
appointing proxy:

Date:

NOTE: A proxy vote may be given to the people listed at rule 8.15.
(For more about proxies see rule 8.15 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Please return your completed form to the corporation **at least one hour before the meeting.**

Schedule 3 —Consent to become a director form

OLD MAPOON ABORIGINAL CORPORATION (ICN 7792)

Consent to become a director

I, _____ (first and last name of person)

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

give consent to become a director of the corporation.

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

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

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

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

and I will notify the corporation if any of the above events occur after my appointment.

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 CATSI Act.