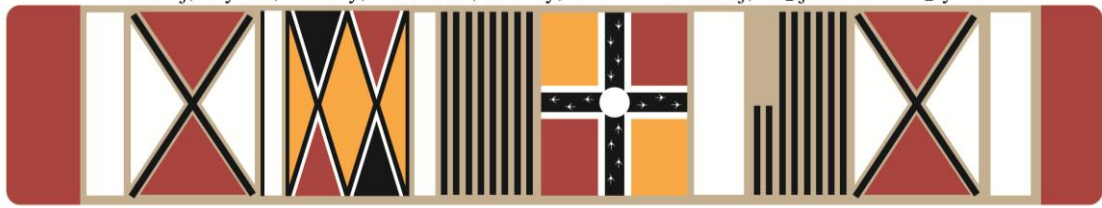


Yolngu Nations (Aboriginal Corporation)

Miwatj, Layn̄ha, Raminy, Marthakal, Garriny, Gumurr-Rawarraṅ, Gattjirrik and Midiyirrk



ICN 8119

The Rule Book

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

Preamble

**“Buku-ŋal’ yurru garraywala romgurru
ŋamakuliwurru ga dhuyukurru.”**

The Yolŋu Nations Assembly stands on this foundation:

- ❖ We, as first peoples of Arnhem Land, have not been conquered. To this day we are a sovereign people.
- ❖ We are subject to our Maḍayin system of law, constituted by the Unseen Creator of the Universe and revealed to the Givers of Law, Djaŋ'kawu and Barama. We continue to steward this system through our lawful authorities and government.
- ❖ This Maḍayin system of law is:
 - māgayamirr: it works towards peace, order, and good government;
 - dhapirrk: it is consistent in its statutes;
 - guarded by the Yothu Yindi separation of powers;
 - assented to by all citizens of the Arnhem Land first nations through the Waṇa Lupthun assent ceremony;
 - a rule of law, not a rule of man; the equal of any other system of law.
- ❖ Within this law Yolŋu relate to all land, to each other, and to all created beings, through the system of gurruṯu. This relationship is unalienable, and cannot be traded or translated into money.
- ❖ We are hereby the inheritors and practitioners of social, cultural, economic and political traditions and ways of relating to people and to the environment which are distinct from those of the dominant society in which we live.
- ❖ Our identity, moreover, as individuals is inseparably connected to the whole community of *gurrūṯumirri* in which we live, including people, the land and all its created beings.

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1. Name

The name of the corporation is: Yolngu Nations (Aboriginal Corporation)

2. Objectives

The objects of the corporation are:

- (a) to provide a governance, advocacy, unity and solidarity organisation for the people of Arnhem Land that:
- i. is consistent with the Maḏayin System of Law;
 - ii. is compatible with Australian Systems of Law;
 - iii. respects and empowers existing tribal (Ḷikan, Bāpurru and Riṅgitj) governance Jurisdictions;
 - iv. facilitates the interests and rights of Rom-Waṭaṅju;
 - v. is an accessible Diplomatic Agency for outside groups; and
 - vi. enables good governance outcomes that empower and progress Yolḷu Society;
- (b) to do any other thing or be involved in any other enterprise that helps achieve the objectives of the corporation.

3. Definitions

Where used in this Rule Book, the defined terms in the table below have the corresponding meaning:

Defined Term	Meaning
Australian Systems of Law	All laws, articles of law, conventions, systems and processes of law, and institutions of the Commonwealth of Australia or any of its States or Territories.
Bāpurru	<p>Bāpurru is a Maḏayin law governance group based on direct patrilineal descent. Those of the same bāpurru have a common ancestor and share the kinship of wāwa and yapa, māri'mu, bāpa and mukul bāpa, and marratja. I.E. I am the same bāpurru as my father's father's father's father, and I am the same bāpurru as my son's children but not my daughter's children.</p> <p>The governance of this group utilises Yothu Yindi, Māri Gutharra, and Waku Yapa practices.</p>

Defined Term	Meaning
	This grouping is also identifiable because it is directly associated with a yirralka, the Dhulmu Mulka Bāthi of the estate, a Constitutional Article of Law and can open Njārra'. This group is commonly referred to as <i>clan</i> in English.
Dalkarra / Djirrikay	Leaders who are trained in Raypirri and the law of the Njārra' parliament, and who are knowledgeable about Maḍayin law. They speak and act in the right way to lead the people. Men bearing this title have specific rights to speak regarding the law, which is ceremonially recognisable by their right to climb the ritual tree and pronounce the legal titles of the clan estates in public Njārra' ceremony. These people might be referred to as judges.
Diplomatic Agency	An official intermediary group that can tactfully and lawfully engage Australian and international government authorities and corporate entities, and facilitate engagement between such authorities and entities and Arnhem Land tribal government authorities and corporate entities.
Goṅ-gaṅmirr / Goṅ-buyumirri	Women whose knowledge is recognised in their ability and right to make the constitutional dilly bag, Dulmu-Mulka Bāthi, which represents the foundations of the Maḍayin system of law. There is strong political leadership associated with this title.
Governance	The work of facilitating, maintaining and managing social needs and wellbeing within the parameters of relevant social contracts.
Jurisdiction	The official power to make legal decisions and judgments. And the territory or sphere of activity over which the legal authority of a Njārra' or other tribal institution extends.
Maḍayin System of Law	All laws, articles of law, conventions, systems and processes of law, and institutions of indigenous society in Arnhem Land.
Njārra'	The authoritative decision-making institution in the Maḍayin System of Law (like a parliament).

Defined Term	Meaning
Ringitj	A political structure comprised of many Bāpurru groups with a common ancestral history and law. One type of Ringitj group might be referred to as a “nation”. This Ringitj grouping shares common economic and subsurface land rights, including rights to minerals in that land, a common constitution, a common army, and a common anthem or song line.
Rom-Watanju	A person who is a subject of the Maḍayin System of Law. For these purposes, the question of whether a person is subject to the Maḍayin System of Law may be confirmed by a Njārra’.
Yirralka	A concept like an estate of land.

Note: The Indigenous language terms defined in this rule are in Yolṅu Matha. Such terms should be taken to include their equivalents in other Indigenous languages of Arnhem Land, where applicable.

4. Members

4.1 Who is eligible to be a Member?

A member must be:

- at least 15 years old;
- an Aboriginal or Torres Strait Islander person;
- Rom-Wataṅu in the Maḍayin System of Law; and
- Ḍalkarr / Djirrikay or Goṅ-gaṅmirr / Goṅ-buyumirri.

4.2 How to become a member

A person applies in writing.

A person is eligible under rule 4.1.

The directors accept the application by resolution at a directors' meeting.

The directors must consider all applications for membership within a reasonable period after they are received.

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

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

4.3 Members' rights

A member can:

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

4.4 Members' responsibilities

A member must:

- follow the corporation's rules;
- let the corporation know if they change their address; and
- treat other members with respect.

4.5 Liability of members

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

4.6 How to stop being a member

A person stops being a member if:

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

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

4.7 Cancelling membership

If a member:

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

their membership can be cancelled by special resolution at a **general meeting**.

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

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

4.8 The register of members and former members

The register must contain:

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

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

5. Non-Member Participants

5.1 Who is a Non-Member Participant?

Each person who is Rom-Watanju in the Magayin System of Law is a Non-Member Participant.

5.2 Non-Member Participants' Rights

A Non-Member Participant may:

- attend and speak at general meetings;
- put forward resolutions at general meetings; and
- ask the directors to call a general meeting.

6. Meetings

6.1 AGM timing

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

6.2 AGM business

AGMs are for:

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

6.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

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

6.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting; and
- completing the business specified in the notice of the meeting.

6.5 Notice for general meetings

At least 21 days' notice must be given.

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

The notice must set out:

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

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

A notice of meeting sent by post is taken to be given three days after it is posted.

A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

6.6 Members' resolutions

Members can propose a resolution by giving notice of it to the corporation.

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

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

The corporation must give notice of the resolution to all people entitled to it (see rule 6.5).

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

6.7 Quorum at general meetings

Number of members in corporation	Number of members to make a quorum
Up to 90 members	= 5 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. If there is still no quorum, the meeting is cancelled.

6.8 Chairing general meetings

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

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.

6.10 Voting

A resolution at a general meeting should be decided by consensus (discussion and agreement). If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by 75% majority vote.

Each member has one vote.

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

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

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

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

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

6.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll.

A poll can be held before or after a show of hands vote.

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

6.12 Proxies

Members can appoint a person as proxy to attend meetings and vote for them. This may be someone of Yothu, Yindi, Märi or Gutharra relationship.

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

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

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

A person must not be a proxy for more than two members.

7. Directors

7.1 Number of directors

The number of directors of the corporation is decided by resolution at a general meeting.

The minimum number is **three** directors (including any non-member directors), and the maximum number is **12** directors (including any non-member directors).

7.2 Eligibility of directors

A director must be:

- at least 18 years old;
- a member (with the exception of specialist, non-member directors appointed as per rule 7.6); and
- an Aboriginal or Torres Strait Islander person (with the exception of specialist, non-member directors appointed as per rule 7.6).

7.3 Majority of director requirements

A majority of directors of the corporation must:

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

The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

7.4 How to become a director

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

Directors must give the corporation their consent in writing to act as a director before being appointed.

The corporation must send the Registrar the director's personal details within 28 days after they are appointed. The corporation can use the Registrar's *Notification of a change to corporation officers' details* form.

7.5 Directors' terms of appointment and rotation

Directors are appointed at the AGM on rotation for a term of two years, so that half the directors' appointments expire each year. They are eligible to be re-elected.

To implement the rotation system:

- the directors of the corporation at the time this Rule Book was approved will only hold office until the next AGM and will be eligible to be re-elected; and
- at the next AGM half of the directors will be appointed for a term of two years. The other directors will be appointed for a term of one year. The AGM minutes must record the term of each director appointed.

7.6 Not used

7.7 How to become an office bearer (for example, chairperson, vice-chairperson, treasurer)

The office bearers are directors of the corporation and are elected by the directors at their first directors' meeting after the AGM.

7.8 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

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

7.9 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors.

A director is disqualified from managing a corporation.

The corporation must send the Registrar the director's personal details within 28 days after they stop being a director. The corporation can use the Registrar's *Notification of a change to corporation officers' details* form.

7.10 How to remove a director

(a) By the members:

- 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).
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 6.5).

(b) By other directors:

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

(c) By decision of a properly convened Dhuwa Yirritja Njarra' Assembly.

7.11 Directors' and officers' duties

The duties are:

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

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

7.12 Conflict of interest (material personal interest)

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

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.

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

7.13 Payment

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 of interest and has followed the processes detailed in rules 7.12 and 7.14).

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

7.14 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as 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.

7.15 Delegation

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

- another director;
- a committee of directors;
- an employee of the corporation; or
- any other person.

The delegate must follow the directions of the directors when using the delegated powers.

7.16 Directors' meetings

Directors must meet at least every six months.

The directors will usually decide at a meeting when and where the next meeting will be.

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

7.17 Quorum for directors' meetings

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

7.18 Chairing directors' meetings

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chairperson.

7.19 Using technology

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

7.20 Resolutions at directors' meetings

A resolution of directors should be decided by consensus (discussion and agreement). If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by a 75% majority vote.

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

8. Contact person

The contact person must be at least 18 years old.

The directors appoint a contact person.

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

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

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

The corporation must send the Registrar a contact person's personal details within 28 days after they are appointed. (See *Notification of a change to corporation officers' details form*)

9. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording);
- rule book (constitution);
- register of members and former members;
- names and addresses of directors, officers and the contact person; and
- financial records that correctly record and explain the corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

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

10. Finances

The corporation must follow these procedures.

- All money of the corporation must be deposited into a corporation bank account.
- The corporation must give receipts for all money it receives.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors, or in accordance with valid delegations.

11. Application of funds

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

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

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

12. Winding up and Revocation of deductible gift recipient status

(a)

- The winding up of the corporation will follow the CATSI Act.
- In the event of the corporation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

(b)

If the corporation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, and which is charitable at law, to which income tax deductible gifts can be made:

- (i) gifts of money or property for the principal purpose of the corporation
- (i) contributions made in relation to an eligible fundraising event held for the principal purpose of the corporation
- (ii) money received by the corporation because of such gifts and contributions.

13. Dispute resolution

If a dispute arises, the parties must first try to resolve it themselves.

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

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

The directors or any of the dispute parties may ask the Registrar for assistance.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

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

14. Changing the rule book

The Rule Book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.

Within 28 days after the resolution is passed, the corporation must send the Registrar a completed *Request to change corporation rule book form* together with copies of the:

- rule book changes;
- special resolution; and
- minutes of the meeting.

The changes do not take effect until the new Rule Book is registered by the Registrar.

Schedule 1—Application for membership form

Yolngu Nations (Aboriginal Corporation) (ICN 819)

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

Signature of applicant

Date

Office use only

Application tabled at directors' meeting held on	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Entered on register of members	Date:

Schedule 2—Appointment of proxy form

Yolngu Nations (Aboriginal Corporation) (ICN 819)

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 a member of the corporation or another person.
Check your corporation's rule book for rules about proxies—section 201-90 of the CATSI Act.

Schedule 3—Consent to become a director form

Yolngu Nations (Aboriginal Corporation) (ICN 8119)

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 was _____ (date of birth)

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

I also acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (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.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.