

THE RULE BOOK OF

PKKP Aboriginal Corporation RNTBC

ICN 7630

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1. NAME AND NATURE OF THE CORPORATION

(a) The name of the Corporation is the PKKP Aboriginal Corporation RNTBC (PKKPAC).

(b) The Corporation is an Aboriginal Corporation registered with ORIC under the CATSI Act.

2. DEFINITIONS AND INTERPRETATION

The definitions and interpretation provisions of the Rule Book are contained in Schedule 1 – Interpretation and Definitions.

3. OBJECTIVES OF THE CORPORATION

The objectives of the Corporation are to:

- (i) hold Native Title on trust for the benefit of the PKKP People, perform the functions of a Prescribed Body Corporate and to manage the Native Title rights and interests of the PKKP People;
- (ii) implement the Participation Agreement and perform the role of the LAC on behalf of the PKKP People;
- (iii) implement other agreements as the PKKP People may request from time to time;
- (iv) provide direct relief from poverty, sickness, suffering, misfortune, disability, destitution, and disadvantage to the PKKP People;
- (v) maintain, protect, promote and advance the lore, culture, native title, traditions and customs of the PKKP People;
- (vi) promote, develop, improve and advance the skills, capabilities, knowledge, and commercial achievements of the PKKP People;
- (vii) promote, develop, improve and advance the education, health and wellbeing of the PKKP People;
- (viii) act in the best interests of the PKKP People;
- (ix) hold title to any Vested Land; and
- (x) to apply for funds including PKKP People trust funds to fulfil these objectives.

4. **POWERS OF THE CORPORATION**

Subject to the CATSI Act and the Rule Book, the Corporation has the power to do anything lawful to carry out the objectives, except:

- (a) The Corporation shall not exercise a power unless it is to carry out at least one of the objectives, and shall not exercise a power that is contrary to any of the objectives.
- (b) In carrying out its objectives, the Corporation shall ensure that no portion of its funds or property are paid directly or indirectly by way of dividends, bonus or otherwise to any Member; except for the payment in good faith of reasonable and proper remuneration for, or in return for, services actually rendered to the Corporation by that Member.
- (c) Any appointment of a Service Provider must comply with the provisions of Schedule 2 – Appointment of Service Provider.
- (d) The Corporation cannot charge application fees for membership or membership fees of any kind.

5. **MEMBERSHIP OF THE CORPORATION**

5.1 **Language Groups**

- (a) The Corporation has two (2) groups of Members:
 - (i) Puutu Kunti Kurrama Members; and
 - (ii) Pinikura Members

5.2 **Members by application after registration**

5.2.1 How to become a Member after registration

A person becomes a Member after the Corporation has been registered if:

- (a) the person is eligible to be a Member;
- (b) the person applies in writing to the Corporation to become a Member, using the form prescribed by the Directors;
- (c) the application is approved pursuant to clause 5.2.3; and
- (d) the person's name is entered on the Register of Members.

5.2.2 Eligibility for membership (Who can apply to become a Member)

A person is eligible to apply to be a Member of the Corporation if the person:

- (i) is 18 years of age or over; and

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- (ii) is a member of the PKKP People (as defined in Schedule 1); and
 - (iii) has executed and delivered to the Corporation a PKKP People Community Ratification Deed.

5.2.3 Deciding Membership applications.

- (a) The Corporation will receive all membership applications.
- (b) All membership applications that are compliant with the Rule Book and accepted by the Corporation as fully completed will be referred to the relevant Land Committee for the Language Group applied for.
- (c) The Directors shall delegate to the relevant Land Committee for the Applicant's Language Group the responsibility of deciding whether to approve or reject the application.
- (d) At the next meeting of a Land Committee following receipt of an application for membership that complies with the Rule Book, the Land Committee must consider the application and resolve whether to approve or reject the application and record the reasons in writing for this and shall provide the said resolution and reasons to the Directors as soon as practicable after the said Land Committee meeting.
- (e) Membership applications must be considered and decided in the order in which they are received by each Land Committee.
- (f) In considering whether an Applicant is eligible for membership under Rule 5.2.2, the Land Committee for that Applicant's Language Group:
 - (i) must confirm that he or she is a member of the relevant Language Group.
 - (ii) must take into account and are bound by:
 - (A) the description of the Native Title Holders in any relevant Approved Determination of Native Title;
 - (B) any declaration or determination by a court of competent jurisdiction as to whether a person or class of persons is or is not a Native Title Holder.
 - (iii) must have regard to, but are not bound by the fact that:
 - (A) the person has signed a PKKP People Community Ratification Deed; or

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- (B) the person's name does or does not appear on the Traditional Owner Register at the relevant time; and
 - (iv) may take into account any other information it considers to be relevant, including the advice or opinion of an anthropologist.
 - (g) The Land Committees may resolve to refuse a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements.
 - (h) The Directors must accept the Land Committees' resolutions of all membership applications unless the Directors believe, on reasonable grounds, that they will be in breach of these Rules or the CATSI Act by doing so.
 - (i) The Directors must determine the applications in the order in which they were originally received.
 - (j) If an application for membership is approved, the Directors must notify the Applicant in writing and add the Applicant's name to the Register of Members within 14 days of the decision.
 - (k) If an application for membership is rejected, the Directors must within 14 days of such decision, notify the Applicant and provide in writing:
 - (i) reasons for the rejection; and
 - (ii) a copy of the clause in this Rule Book detailing the Dispute Resolution process.

5.2.4 Entry on the register of Members.

- (a) If a membership application is approved, the Applicant's name must be entered on the Register of Members within 14 days.
- (b) However, if:
 - (i) the Applicant applies for membership after a notice has been given for the holding of a General Meeting or AGM; 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 or AGM has been held.

5.3 Members rights and obligations

5.3.1 Members' rights

Each Member has rights under the CATSI Act and the Rule Book including the rights set out below.

A Member:

- (i) can attend, speak and vote at a General Meeting or AGM of the Corporation;
- (ii) can be elected or appointed as a Director for the relevant Language Group (subject to eligibility) and subject to the Corporation's Directors selection criteria;
- (iii) can be elected or appointed as a member of a Land Committee for the relevant Language Group (subject to eligibility);
- (iv) cannot be removed as a Member unless the Directors and the Corporation have complied with the procedure outlined in the Rule Book;
- (v) can put forward resolutions to be voted on at a General Meeting or AGM of the Corporation in accordance with the procedure outlined in the Rule Book;
- (vi) can ask the Directors to call a General Meeting in accordance with the procedure outlined in the Rule Book;
- (vii) can access the following books and records of the Corporation:
 - (A) the Register of Members in accordance with the procedure outlined in the Rule Book;
 - (B) the Minute Books in accordance with the procedure outlined in the Rule Book;
 - (C) the Rule Book; and
 - (D) certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act.
- (viii) can ask the Directors to provide access to any other records or Books of the Corporation in accordance with the Rule Book; and
- (ix) can have any appropriate dispute with another Member, including Land Committee members or with the Directors dealt with under the Dispute Resolution Process outlined in the Rule Book.

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

5.3.3 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and the Rule Book;
- (b) to notify the Corporation of any change of address within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other Members, the Land Committees members, and the Directors with respect and dignity;
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;
- (f) not to make improper use of information or opportunities received because of their position as Members, Land Committee members or Directors; and
- (g) not to make any public statement on behalf of the Corporation unless authorised to do so by the Directors.

5.3.4 Liability of Members:

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

5.4 How a person stops being a Member.

5.4.1 A person will stop being a Member if:

- (a) the person resigns as a Member in accordance with the procedure outlined in the Rule Book; or
- (b) the person dies; or
- (c) or the person ceases to be a Native Title Holder; or
- (d) the person's membership of the Corporation is cancelled in accordance with the procedure outlined in the Rule Book.

5.4.2 When a person ceases to be a Member

A person ceases to be a Member when the Member's name is removed from the Register of Members as a current Member of the Corporation.

5.5 Resignation of a Member

- (a) A Member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing using the form prescribed by the Directors.
- (c) The Corporation must move the Member's name from the register of current Members of the Corporation to the Register of Former Members within 14 days after receiving the resignation notice.

5.6 Process for cancelling Membership.

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

- (a) The Directors must, 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;
 - (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:
 - (i) the Directors must not cancel the membership; and
 - (ii) only the Corporation by Resolution in a General Meeting or AGM may cancel the membership.
- (e) If a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting or AGM) as soon as possible after it has been passed.

5.6.2 Cancelling Membership if Member cannot be contacted

- (a) The membership of a Member may be cancelled by Special Resolution in a General Meeting if the Corporation:

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- (i) has not been able to contact that Member at their address entered on the Register of Members for a continuous period of 2 years before the meeting; and
 - (ii) has made two or more reasonable attempts to contact the Member during that 2 year period but has been unable to.
- (b) If the Corporation cancels the membership, the Directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.6.3 Cancelling Membership if a Member misbehaves

- (a) The Corporation may cancel the membership of a Member by Special Resolution in a General Meeting or AGM if the General Meeting or AGM is satisfied that the 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 clause, the Directors must give that person a copy of the resolution as soon as possible after it has been passed.

5.6.4 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 as a current Member from the Register of Members of the Corporation and include it on the Register of Former Members.

6. **REGISTERS OF MEMBERS AND FORMER MEMBERS**

- (a) The Corporation must set up and maintain a Register of Members and a Register of Former Members.
- (b) The Corporation may choose to maintain the Register of Members and Register of Former Members in the same document.
- (c) The Corporation must allow Members to inspect the Register of Members and the Register of Former Members free of charge.
- (d) The Corporation must provide a copy of the Register of Members and the Register of Former Members if requested by a Member and any reasonable fee is paid to cover administration costs.
- (e) The Corporation must make a copy of the Register of Members and the Register of Former Members available for inspection at every General Meeting or AGM.

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- (f) The Register of Members and Register of Former Members must state the Language Group to which each Member belongs.

7. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

7.1 AGMS

7.1.1 Holding AGMs

- (a) The Corporation must hold an AGM within 5 months after the end of the Financial Year at a reasonable time and place.
- (b) An AGM shall not be called nor shall an AGM make decisions on matters which have been delegated to Land Committees under Rule 11.6, unless requested by the Land Committee.

7.1.2 Business of AGM

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

- (a) confirmation of the minutes of the previous General Meeting or AGM, except at the first AGM;
- (b) the consideration of the reports under Chapter 7 of the CATSI Act that are required to be presented at the AGM;
- (c) the election of Directors;
- (d) the appointment and remuneration of the Auditor (if any);
- (e) checking of details on the Register of Members; and
- (f) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any);
- (g) appointment of the Land Committee members.

7.2 General Meetings

A General Meeting must be held at a reasonable time and place and for a proper purpose.

7.3 Calling General Meetings

7.3.1 Director may call meetings

A Director may call a General Meeting of the Corporation.

7.3.2 Members may ask Directors to call General Meetings

- (a) The Directors must call and arrange to hold a General Meeting within 21 days of the request of at least a minimum number of Members:

Number of Members in corporation	Number of Members needed to ask for a General Meeting
2 to 10 Members	= 1 Member
11-20 Members	= 3 Members
21-50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

- (b) A request by Members to hold a General Meeting must:
- (i) am in writing;
 - (ii) state any resolution to be proposed at the General Meeting; and provide any supporting information or documents for the Members to read before the meeting;
 - (iii) be signed by the Members making the request, either on one document or on separate identical copies;
 - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
 - (v) be given to the Corporation.

7.3.3 Directors may apply to deny a Member's request to call a General Meeting

- (a) If the Directors resolve that a request to hold a General Meeting is frivolous or unreasonable, or that it is not in the best interests of the Members as a whole, the Directors can apply to the ORIC Registrar for permission to refuse the request.
- (b) The Directors must, as soon as possible after making an application to the ORIC Registrar under this Rule, give the contact Member of the Members requesting a General Meeting, notice that an application to the ORIC Registrar has been made.

7.4 Requirement for notice of General Meeting and AGM

7.4.1 Notice of General Meeting and AGMs

At least 21 days' notice must be given of a General Meeting or AGM to all Directors, Members and the Auditor (if any).

7.4.2 Contents of notice of General Meeting or AGMs

- (a) A Notice of a General Meeting or AGM must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting's business;
 - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is; and provide any supporting information or documents for the Members to read before the meeting; and
 - (iv) if a Member is entitled to appoint a Proxy, contain a statement to this effect and a Proxy form shall be provided for the Member to complete.
- (b) The information included in a notice of a General Meeting or AGM must be worded and presented clearly and concisely.

7.4.3 The Corporation must give written notice (by hand, post, fax or email) of a General Meeting or AGM to:

- (a) each Member;
- (b) each Director;
- (c) each Land Committee member;
- (d) the Secretary / contact person;
- (e) the Trustee; and
- (f) the Auditor.

7.5 **Failure to give notice**

A General Meeting or AGM will not be invalid just because the notice of the meeting was accidentally not sent to a person or a person has not received the notice.

7.6 **Members' Resolutions**

7.6.1 Notice of Members' Resolutions

- (a) Members can propose a resolution for a General Meeting or AGM if a minimum number of Members give notice of it to the Corporation.

Number of members in corporation	Number of members needed to propose a resolution
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2 to 10 Members	= 1 Member
11-20 Members	= 3 Members
21-50 Members	= 5 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 (signed either on one document or on separate identical copies).
- (c) The Corporation must give notice of the resolution to all people entitled to it.
- (d) The Corporation must consider the resolution at the next General Meeting or AGM held more than 28 days after the Notice has been sent out.

7.6.2 Consideration of Members' Resolutions

- (a) If the Corporation has been given notice of a Member's resolution it must be considered at the next General Meeting or AGM that occurs more than 28 days after the notice is given.
- (b) The Corporation must give notice to all its Members, the Trustee and the Auditor (if any) notice of that resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a General Meeting or AGM.
- (c) The Corporation does not have to give notice of a resolution or consider the resolution at a General Meeting or AGM if the Directors consider the resolution is defamatory.

7.6.3 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its Members a statement about:
 - (i) a resolution that is proposed to be moved at the General Meeting or AGM; or
 - (ii) any other matter that may be considered at that General Meeting or AGM.
- (b) This request to give the Members a statement must follow the same procedures as a request to propose a resolution.

7.7 Quorum for General meeting or AGM

7.7.1 Quorum

- (a) The quorum for a meeting of the Corporation Members is the lesser of:
 - (i) 10 Members from each Language Group (totalling 20 Members) that are able to vote at that meeting; or
 - (ii) 5% of the Members of each Language Group of the Corporation as at the date of the meeting.
- (b) The quorum must be present at all times during the meeting.
- (c) Native Title Decisions are not made by General Meetings of the Corporation but by different processes set out under Rules 11 and 12. The quorum for meetings for Native Title Decisions are set out in those Rules.

7.7.2 Adjourned meeting where no quorum

A meeting of the Corporation Members that does not have a quorum present within 3 hours after the time for the meeting set out in the notice is adjourned to the same time on the next day, and to the same place, unless the Chairperson specifies that the meeting should be dissolved and rescheduled.

7.8 Chairing a General Meeting and AGM

- (a) The Directors may elect an individual to act as the Chairperson for the General Meeting or AGM.
- (b) For the purposes of each Language Group voting on resolutions at a General Meeting or AGM, the respective Land Committee may elect an individual to act as the Language Group representative for each of the Language Groups.
- (c) The Members at a General Meeting or AGM must elect a Member to chair the meeting (or part of it) if:
 - (i) the Directors have not already elected a Chairperson or representative for each Language Group; or
 - (ii) a previously elected Chairperson or representative for a Language Group is not available or does not want to chair the meeting.
- (d) The ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the meeting (or part of it) is final.

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- (e) A representative of a Language Group must seek and obtain the approval of the Chairperson prior to ruling on any matters relating to the order of business, procedure and conduct of a meeting of the Language Group.
 - (f) The Chairperson may expel any Member or Director from the meeting if the Chairperson reasonably believes that the Member or Director's conduct is inappropriate.
 - (g) The Chairperson must adjourn a General Meeting or AGM if the majority of Members present agree or direct that the Chairperson do so.

7.9 Using technology to hold a General Meeting or AGM

The Corporation may hold a General Meeting or AGM at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at General Meetings

The Auditor is entitled to attend any General Meeting or AGM of the Corporation, and to be heard on any of the business of the meeting that concerns the Auditor in their professional capacity.

7.11 Voting at General Meetings and AGMs

7.11.1 Entitlement to vote

- (a) At a General Meeting or AGM:
 - (i) Unless otherwise requested by a Language Group, information is to be firstly presented to the Members as a whole, with an opportunity for discussion prior to the Members splitting into their respective Language Groups;
 - (ii) for the purposes of voting on any resolution, the Members are to split into their respective Language Groups, for further consideration and voting purposes; and
 - (iii) each Member has one vote, whether by a show of hands or a Poll.
- (b) In the event of a deadlock, the proposed resolution is deemed to have been rejected.

7.11.2 How voting is carried out by show of hands

- (a) Unless these Rules provide otherwise, a resolution put to the vote by each Language Group at a General Meeting or AGM must be decided by simple majority of each Language Group on a show of hands, unless a Poll is demanded.

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- (b) Before the Members split into their respective Language Groups for voting purposes, the Chairperson must inform the meeting whether any Proxy votes have been received, from which Language Group the proxy has been received and how the Proxy votes are to be cast.
 - (c) On a show of hands, a declaration by the representative of each Language Group is conclusive evidence of the result for that Language Group, provided that the declaration reflects the show of hands and the votes of the Proxies received.
 - (d) The representative of each Language Group is to inform the Chairperson of the voting outcomes of each Language Group meeting.
 - (e) The declaration of the Chairperson to the Members is conclusive evidence of the result for the relevant resolution, provided that the declaration reflects the information provided by the representative of each Language Group pursuant to clause 7.11.2(d).
 - (f) Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded for or against.

7.11.3 How voting is carried out by a Poll

- (a) A Poll is a secret ballot as opposed to a show of hands and is conducted by Members signing a paper headed “for” or “against” a proposed resolution as the case may be.
- (b) A Poll is decided on a simple majority of each Language Group, as determined by the Chairperson.

7.11.4 When Members can demand a Poll

- (a) At a General Meeting or AGM, a Poll may be demanded by:
 - (i) at least 5 Members entitled to vote on the resolution; or
 - (ii) the Chairperson.
- (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.
- (c) A demand for a Poll may be withdrawn.

7.12 Proxies

7.12.1 Who may appoint a Proxy

A Member who is entitled to attend and cast a vote at a General Meeting or AGM may appoint a Member as Proxy to attend and vote for them at the meeting.

7.12.2 Rights of Proxies

- (a) Subject to this Rule, a Proxy appointed to attend and vote for a Member has the same rights as if the Member had attended in person.
- (b) A Proxy's authority to speak and vote for a Member at a meeting is suspended if the Member is present at the meeting.
- (c) A person must not exercise Proxies for more than 3 Members. (However, a contravention of this Rule does not affect the validity of the votes cast.)

7.12.3 Appointing a Proxy

- (a) An appointment of a Proxy is valid if it is signed (or otherwise authenticated as prescribed by the Directors) by the Member making the appointment and contains the following information:
 - (i) the Member's name and address;
 - (ii) the Language Group to which the Member belongs;
 - (iii) the Corporation's name;
 - (iv) the Proxy's name or the name of the office held by the Proxy; and
 - (v) the meeting(s) at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the Corporation.
- (c) An appointment may specify the way the Proxy is to vote on a particular resolution and a Proxy is obliged to follow those instructions.
- (d) This Rule does not affect how the person casts any votes they hold as a Member.
- (e) An appointment of a Proxy does not have to be witnessed.
- (f) A later appointment of a Proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.12.4 Receipt of Proxy documents

- (a) For an appointment of a Proxy for a meeting of Members to be effective, it must be received by the Corporation at least 48 hours before the meeting.
- (b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing Proxies may be reduced by a resolution of the Directors.

7.13 Questions at General Meetings or AGMS

The Chairperson of a General Meeting or AGM must give Members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

7.14 Requests by the Land Committee

If requested within 14 days prior to a General Meeting or AGM by a Land Committee, a General Meeting must include the following:

- (a) any requested agenda items;
- (b) if applicable, presentations by external parties (but not involvement in meeting discussions unless agreed by the General Meeting or AGM by a resolution);
- (c) a suitable time and space for separate discussions of the Language Groups; and
- (d) the attendance of the Auditor or his/her representative to answer questions.

7.15 Observers

- (a) An Observer may only attend a General Meeting or an AGM at the written request of the Corporation and can only participate in the business of the General Meeting or AGM if specifically requested to do so by the Corporation.
- (b) An Observer cannot vote at a General Meeting or AGM.

8. DIRECTORS OF THE CORPORATION

8.1 Number of Directors

- (a) The Corporation may have up to 12 Directors in total at any given time.
- (b) The Board of Directors will at all times include an equal number of Members appointed from each Land Committee, subject to casual vacancies.

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- (c) The Corporation may elect to have Independent Directors from time to time. If the Corporation elects to have Independent Directors; it must not have more than 2 Independent Directors.

8.2 Eligibility to be a Director

A person is only eligible for appointment as:

- (i) A TO Director if they satisfy the Corporation's Director's selection criteria as agreed by the Corporation Board from time to time.
- (ii) An Independent Director if they satisfy the Independent Director Criteria.

8.3 Appointment of Directors

8.3.1 Nomination of TO Directors

- (a) TO Directors can only be nominated by a Member from the Language Group to which the nominated TO Director belongs.
- (b) Nominations must be received in writing by the Corporation at least 14 days prior to the date of the AGM or General Meeting.

8.3.2 Appointment of Directors at a General Meeting or AGM

- (a) The Members of each Language Group may appoint a person as a Director by a resolution passed at a General Meeting or AGM.
- (b) Candidates are evaluated using criteria adopted by the Corporation to determine their suitability based on the information supplied by the candidates and information obtained from other sources.
- (c) In appointing a Director the Members must have regard to the current composition of the Directors and must ensure that at least one Director is and continues to be a member of the LIC.

8.3.3 Casual vacancies

Casual vacancies may be temporarily filled by a resolution of the remaining Directors and must be in compliance with the requirements under this Rule Book (in particular clause 8.1) and will remain in place until the next General Meeting or AGM.

8.3.4 Independent Directors

- (a) Independent Directors may only be nominated by Resolution of the TO Directors.

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- (b) Potential candidates for nomination as Independent Directors must provide written evidence of their qualifications, experience and suitability to the role and participate in interviews conducted by the Corporation;
 - (c) These candidates for Independent Director are evaluated using criteria adopted by the Corporation to determine their suitability based on the information supplied by the candidates and information obtained from other sources.
 - (d) Independent Directors nominated by the TO Directors will be appointed at the Annual General Meeting after the expiry of the previous Independent Directors term of appointment.
 - (e) An Independent Director's term is for two years and they are eligible for reappointment.

8.4 **Term of appointment.**

- a) Subject to clause (c), Directors will be appointed until the commencement of the General Meeting or AGM that takes place in the second year after their appointment
- (b) The Directors at the time of registration of this version of the Rule Book shall be known as '**Registration Directors**'.
- (c) Immediately following the term of the Registration Directors, Directors will be appointed for the following terms:
 - (i) half of the Directors for a term expiring at the conclusion of the General Meeting or AGM in the year after their appointment; and
 - (ii) half of the Directors for a term expiring at the conclusion of the General meeting or AGM in the second year after their appointment.
- (d) A Director is eligible for reappointment.
- (e) If the terms of appointment of all the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next General Meeting or AGM that occurs after the last Director's appointment has

8.5 **How a person ceases to be a Director**

A person ceases to be a Director if:

- (a) the person dies;

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- (b) the person resigns as a Director by giving written notice to the Corporation;
 - (c) the term of the person's appointment as a Director expires;
 - (d) the person is removed as a Director by the Members using the procedure outlined in the Rule Book;
 - (e) the person is removed as a Director by the other Directors using the procedure outlined in the Rule Book, or
 - (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the CATSI Act.

8.6 Process for removing a Director

8.6.1 Removal by Members

- (a) The Corporation may, by Resolution in a General Meeting or AGM, remove a Director from office despite anything in:
 - (i) The Rule Book;
 - (ii) an agreement between the Corporation and the Director concerned; or
 - (iii) an agreement between any or all Members of the Corporation and the Director concerned.
- (b) A notice of intention to move a Resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the Resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (d) The Director concerned is entitled to put his or her case to the Members by:
 - (i) giving the Corporation a written statement for circulation to Members using the procedure outlined in the Rule Book; or
 - (ii) speaking to the motion at the meeting.
- (e) If a person is appointed to replace a Director removed under this Rule, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director,

is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

8.6.2 Removal by other Directors

- (a) Directors may, by resolution, remove a Director from office if the Director fails without reasonable excuse to attend 3 or more consecutive Directors' meetings.
- (b) This Rule operates despite anything in:
 - (i) the Rule Book; or
 - (ii) an agreement between the Corporation and the Director concerned, or
 - (iii) an agreement between any or all Members and the Director concerned.
- (c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing stating that:
 - (i) the Directors intend to remove the Director concerned from office because they failed without reasonable excuse to attend 3 or more consecutive Directors' meetings;
 - (ii) the Director concerned has 14 days to object in writing to the removal.
- (d) If the Director concerned does not object within 14 day, the Directors must remove the Director concerned.
- (e) If the Director concerned does object within 14 days:
 - (i) the Directors may refer the dispute to Dispute Resolution before the matter goes to a General Meeting;
 - (ii) and in any event the Directors cannot remove the Director concerned unless they obtain a Resolution in a General Meeting or AGM to remove the Director in accordance with the procedure outlined in the Rule Book.
- (f) If the Director concerned is removed, the Corporation must give them a copy of the Resolution as soon as possible after the Resolution has been passed.

(g) If a person is appointed to replace a Director removed under this Rule, the time at which:

- (i) the replacement Director; or
- (ii) any other Director,

is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

9. LANGUAGE GROUP COUNTRY AND SHARED COUNTRY

9.1 Formation and responsibilities of Land Committees

9.1.1 There must be 2 Land Committees:

- (a) a Pinikura Land Committee, appointed in accordance with Rule 9.3, responsible for the delegated powers in Rule 11.6 in relation to Pinikura Language Group Country and any other powers or functions outlined in these Rules; and
- (b) a Puutu Kunti Kurrama Land Committee, appointed in accordance with Rule 9.3, responsible for the delegated powers in Rule 11.6 in relation to Puutu Kunti Kurrama Language Group Country and any other powers or functions outlined in these Rules.

9.1.2 The members of a Land Committee will consist of:

- (a) those persons elected as Directors from each respective Language Group; and
- (b) such additional members (who are not Directors) as are elected by each respective Language Group at a General Meeting or AGM.

9.2 Remuneration of Land Committee members

- (a) The Land Committee members may be paid such reasonable remuneration as the Members in a General Meeting or AGM decide.
- (b) The Corporation may pay the Land Committee members travelling and other reasonable out of pocket expenses that the Land Committee members incur as a result of their responsibilities as a Land Committee members.

9.3 Appointment of Land Committee members

- (a) Land Committee members must be Members of the Corporation.

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- (b) Each Land Committee will have between 4 to 8 members, with both combined to have no less than 8 members, unless otherwise agreed by a Resolution of a General Meeting or AGM.
 - (c) Land Committee appointments can only be made if the intention to take a vote has been notified on the meeting agenda.
 - (d) Candidates can be nominated before or at the AGM or a General Meeting, and must accept their nomination before the appointment is made, which can be in writing, in attendance at the meeting, or by a message relayed to the meeting.
 - (e) Each Member of the relevant Language Group will be entitled to vote for the full number of Land Committee members that are to be elected (that is, if there are 4 Land Committee members to be elected, they may vote for 4 individuals), and the individuals with the highest number of votes overall will form the additional Land Committee members.
 - (f) Except for the initial Land Committee members, Land Committee members will be appointed for 2 years, subject to an extension until the next General Meeting or AGM after the expiration of the 2 years, and are eligible for reappointment.
 - (g) The initial members of each Land Committee were appointed by the PKKP People prior to registration of this version of the Rule Book by ORIC for the following terms:
 - (i) 4 Land Committee members for 2 years; and
 - (ii) 4 Land Committee members for one year;and will be eligible for reappointment.
 - (h) Casual vacancies may be filled by a resolution of the remaining members of a Land Committee, but must be formally filled by the next General Meeting or AGM.

9.4 **Formation of Heritage Committees**

There must be 2 Heritage Committees:

- (a) a Pinikura Heritage Committee; and
- (b) a Puutu Kunti Kurrama Heritage Committee,

which shall be appointed at a General Meeting or AGM in the same manner as the additional Land Committee members under Rule 9.3 as if the references to Land Committees members were references to Heritage Committees members.

9.5 **Language Group Meetings**

- (a) A Land Committee may call a meeting of the members of the relevant Language Group.
- (b) Where the meeting called by a Land Committee relates to Native Title Decisions, the provisions of Rule 12 shall apply.

9.6 **Land Committee Administration**

Land Committees shall appoint a member or members of the Land Committee to be responsible for correspondence and other communications, notices and minute-taking or other administrative tasks of the Land Committee and shall notify the Chairperson or contact person of the members appointed. Land Committees may also, with the approval of the Directors, seek and obtain the assistance of the Chairperson or contact person or other Corporation staff in these tasks.

10. **CODE OF CONDUCT AND CORPORATE GOVERNANCE TRAINING**

- (a) The Directors and Land Committee members must, develop maintain and enforce a Code of Conduct. The Code of Conduct must be complied with by all Directors, and Land Committee members, Members and employees of the Corporation
- (b) The Directors and Land Committee members must ensure that each Director and Land Committee member undertakes ongoing corporate governance and director duties and responsibilities training, and begins such training within 6 months of that Director's or Land Committee member's appointment.
- (c) The Directors and Land Committee members must ensure that any incoming Director or Land Committee member takes part in a comprehensive induction conducted by the Corporation and/or its Service Providers as soon as possible after they are elected.
- (d) The Directors may require any Independent Directors to undertake appropriate cross-cultural training.

11. **POWERS AND DUTIES OF DIRECTORS**

11.1 **Powers of Directors**

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.

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- (b) The Directors may exercise all of the powers of the Corporation except any that the CATSI Act or the Rule Book requires the Corporation to exercise in a General Meeting or AGM.

11.2 **Duty of Director to disclose Material Personal Interests**

A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless a valid exception applies.

11.3 **Remuneration**

- (a) The Directors may be paid such reasonable remuneration as the Members in a General Meeting or AGM decide.
- (b) The Corporation may pay the Directors' travelling and other reasonable out of pocket expenses that the Directors incur as a result of their responsibilities as a Director.

11.4 **Delegation**

- (a) Apart from any powers that must be exercised by the Directors as outlined in these Rules or in the CATSI Act, the Directors may by resolution delegate any of their powers to:
 - (i) a committee of Directors;
 - (ii) a Director;
 - (iii) the Land Committees;
 - (iv) the Heritage Committees;
 - (v) an employee of the Corporation,
 - (vi) a sub-committee of Directors and/or Members; or
 - (vii) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors and provisions of the Rule Book.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

11.5 Delegation to Land Committees over Language Group Country

- (a) Subject to Rules 11.4(b), 11.7 to 11.10, the powers described in Rules 11.6 to 11.7 inclusive are delegated to the Land Committees in relation to their respective Language Group Country.
- (b) This delegation does not apply to the powers referred to in Rules 11.8 and 11.9.
- (c) The CEO, the Secretary or contact person for the Corporation shall refer any notifications and documents relating to the powers delegated to the Land Committees as soon as practicable.
- (d) The Land Committee will inform the Board in writing of decisions made by the Land Committee pursuant to any powers delegated as soon as those decisions are made.
- (e) The Directors will support and execute documents required for decisions validly made by the Land Committees under this Rule Book unless the Directors believe, on reasonable grounds, that they would be in breach of these Rules, the CATSI Act, native title legislation, PBC Regulations or common law if they were to support and execute the said documents.

11.6 Powers of Land Committees over Language Group Country

- (a) Pursuant to the delegation made in Rule 11.5 and subject to Rules 11.8 to 11.10 inclusive, the following powers in relation to Language Group Country must only be exercised by the relevant Land Committee:
 - (i) Making Native Title Decisions in accordance with the PBC Regulations and this Rule Book and carrying out the functions, duties and powers required to be carried out by a prescribed body corporate in the PBC Regulations or this Rule Book for the making of such Native Title Decisions;
 - (ii) Making other decisions about future acts and other procedural rights under the Native Title Act;
 - (iii) Implementing future act agreements (unless otherwise provided for by that future act agreement, including the Participation Agreement);
 - (iv) Calling consultation meetings of members of the Language Group; and
 - (v) Referring or delegating all heritage matters or Heritage Decisions to the relevant Language Group Heritage Committees for advice or decision.

11.7 **Other Powers of Land Committees**

The following powers may be exercised by a Land Committee subject to the approval of the Directors (which approval will not be unreasonably withheld):

- (i) retaining advisers or agents or engaging employees;
- (ii) applying for funds from any trust or other funding source for any of its functions; and
- (iii) engaging in projects or enterprises that support the Objectives of the Corporation.

11.8 **Powers and duties over Shared Country**

Subject to Rule 11.9, the powers described in Rules 11.6 and 11.7 are retained by, and will be exercised by, the Directors in relation to matters that affect Shared Country, unless the Directors resolve to delegate any of those functions to both Land Committees.

11.9 **Powers and duties over mixed areas**

The powers described in Rule 11.6 are retained by, and will be exercised by, the Directors in relation to matters that affect both Language Group Country areas, or a combination of a Language Group Country and Shared Country, unless the Directors resolve to delegate any of those functions to the relevant Land Committee or both Land Committees.

11.10 **Powers of Heritage Committees in Language Group Country**

- (a) Where a Heritage Decision in relation to a Language Group Country does not also involve a Native Title Decision or a decision that falls within Rule 11.6, the powers to make such a Heritage Decision are delegated to and must be exercised by the relevant Heritage Committee.
- (b) Where a decision to be made by a Land Committee or the Directors includes a Heritage Decision, the Land Committee or Directors will not make such a decision without first consulting and obtaining an opinion or comment on the decision from the relevant Heritage Committee for the relevant Language Group Country or if the matter concerns both Language Group areas or a combination of a Language Group Country and Shared Country, then both the Heritage Committees, and taking such opinion or comment into account.

12. NATIVE TITLE DECISION-MAKING PROCESS

12.1 Native Title Decision Processes

- (a) Where Native Title Decisions are allowed by the PBC Regulations to be made by way of alternative consultation processes, then such decisions will be made in the way set out under Rule 12.2. The Rule 12.2 processes shall constitute an alternative consultation process for the purposes of Regulation 8A of the PBC Regulations or any other equivalent regulation. Native Title Decisions that are permitted to be dealt with under the alternative consultation processes shall be called Alternative Consultation Process Decisions.
- (b) For Native Title Decisions where alternative consultation processes are not permitted under the PBC Regulations, such as for:
 - (i) Indigenous Land Use Agreements; or
 - (ii) future act decisions under Subdivision P of Division 3 of Part 2 of the Native Title Act; or
 - (iii) decisions to agree and adopt a process for decision-making,then these Native Title Decisions must be made in accordance with Rule 12.3, unless the PKKP People or a Language Group have agreed and adopted different processes for making certain Native Title Decisions under Rule 12.4 in which case those agreed and adopted processes shall apply.
- (c) Rule 12.4 allows the PKKP People or a Language Group, where there is no particular process of decision-making that under traditional laws and customs must be followed for the giving of consent to the proposed decision, to agree and adopt a process of decision-making for consultation and consent to some or all kinds of Native Title Decisions without needing a meeting of all the common law holders.
- (d) The Directors or the relevant Land Committee for the Native Title Decision shall be responsible for ensuring compliance with the PBC Regulations and any other
- (e) relevant laws, including organising any evidence of consultation or consent or any access to documents required under the PBC Regulations or other relevant laws.
- (f) The Directors or the relevant Land Committee for the Native Title Decision shall inform the Board of the Native Title Decision made as soon as practicable.

12.2 Alternative Consultation Processes

- (a) Where an Alternative Consultation Process Decision to be made is wholly in relation to land or waters within one Language Group Country only, then the Alternative Consultation Process Decision will be made by the relevant Land Committee who may consult the relevant Language Group or others if they believe this is appropriate.
- (b) Where an Alternative Consultation Process Decision to be made is in relation to the Shared Country or both Language Group Country areas, or a combination of Language Group Country and Shared Country, then the Alternative Consultation Process Decision will be made by Directors who may consult the PKKP people or others if they believe this is appropriate.

12.3 Default Process for Consultation and Consents to Native Title Decisions that are not Alternative Consultation Process Decisions

- (a) Where there is a particular process that under traditional laws and customs must be followed for the common law holders to give consent to Native Title Decisions that are not Alternative Consultation Process Decisions, then that process under traditional laws and customs must be followed.
- (b) Where there is no particular process of decision-making that under traditional laws and customs must be followed for the giving of consent to the proposed decision and no other agreed and adopted process has been made under Rule 12.4, then the PKKP People agree and adopt the process set out in Rule 12.3(f) below as the process to consult and obtain the consent of the PKKP People to a Native Title Decision.
- (c) Where the Native Title Decision to be made is in relation to the Shared Country or both Language Group Country areas, or a combination of Language Group Country and Shared Country, then the decision will be made by the Directors who will consult with and obtain the consent of the PKKP People in the manner set out in Rule 12.3(f) below.
- (d) Where the Native Title Decision to be made is wholly in relation to one Language Group Country, then the decision will be made by the relevant Land Committee and the Land Committee will consult with and obtain the consent of the members of the Language Group in the manner set out in Rules 12.3(g) to (i) below.
- (e) The Directors shall use reasonable efforts to keep and update a record of addresses of PKKP People who are not Members and the Land Committees shall do the same for members of their relevant Language Groups.

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- (f) Notices and processes for meetings concerning Native Title Decisions in relation to the Shared Country or both Language Group Country areas, or a combination of Language Group Country and Shared Country shall be the same as for General Meetings and the provisions of Rules 7.4, 7.5, 7.7 to 7.13 shall apply as if the meeting were a General Meeting, save that:
- (i) only 14 days' notice of the meeting shall be required;
 - (ii) reasonable steps shall be taken to give notice of the meeting to as many PKKP People for the area to be affected by the Native Title Decision who are not Members as practicable. Such reasonable steps may include sending information to people whose addresses are recorded, or by placing notices in public places in the region or in newspapers;
 - (iii) the quorum shall be the 20 people, with at least 10 people from each Language Group; and
 - (iv) a decision to a consent to a Native Title Decision is made by way of resolution passed by:
 - (A) More than 50% of the votes cast by Pinikura People present; and
 - (B) More than 50% of the votes cast by Puutu Kunti Kurrama People present.
- (g) Subject to Rule 12.3(h) to (i) below, notices and processes for meetings concerning Native Title Decisions in relation to one Language Group Country only shall be given in the same manner as set out in Rule 12.3(f) save that notice need only be given to members of the relevant Language Group and shall be given by or on behalf of the relevant Land Committee.
- (h) The quorum for a meeting of a Language Group only shall be 15 people from that Language Group.
- (i) A decision is made by a Language Group concerning Native Title Decisions to be made wholly in relation to land or waters within one Language Group Country only if it receives more than 50% of the votes cast by the members of that Language Group present at the meeting.
- (j) The Directors or the relevant Land Committee must ensure that the members of the PKKP People or Language Group at the meeting understand the purpose and nature of a proposed Native Title Decision and options available, including by consulting and considering the views of the representative body for the area relevant to the Native Title Decision and, they consider it appropriate and practicable, to give notice of those views to the PKKP People or the Language Group.

12.4 Simpler agreed and adopted processes chosen for consents to various kinds of Native Title Decisions

- (a) Subject to 12.3(a) and where permitted under the PBC Regulations or any other law, a Language Group may decide at a meeting under Rule 12.3 to agree and adopt a process where consultation and consents by the Language Group to some or all kinds of Native Title Decisions that are not Alternative Consultation Process Decisions may be made by the Land Committee or some other body without further meetings, consultations and consents of the relevant Language Group.
- (b) Subject to 12.3(a) and where permitted under the PBC Regulations or any other law, the PKKP People may decide at a meeting under Rule 12.3 to agree and adopt a process where consultation and consents by the Language Group to some or all kinds of Native Title Decisions that are not Alternative Consultation Process Decisions may be made by the Directors or some other body without further meetings, consultations and consents of the PKKP People.
- (c) The PKKP People or the Language Groups, using Rule 12.3 processes, may revoke any such agreed and adopted processes made under this Rule 12.4 from time to time and agree and adopt processes alternative processes under Rule 12.4.

13. DIRECTORS MEETINGS

13.1 Frequency of Directors meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

13.2 Costs of Directors meetings

The Directors must make best efforts to keep the costs of Directors' meetings within reasonable limits.

13.3 Calling and giving notice of Directors' meetings

- (a) The Directors will normally determine the date, time and place of each Directors meeting at the previous meeting.
- (b) A Directors' meeting may also be called by a Director giving reasonable notice to each of the other Directors.
- (c) The date, time and place for a Directors meeting must not unreasonably prevent a Director attending.

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- (d) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
- (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions.
- (e) A resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting, or in giving notice of any changes to the item, date or place of the Directors' meeting.

13.4 **Quorum at Directors meetings**

The quorum for a Directors' meeting is a majority of the Directors, and the quorum must be present at all times during the meeting.

13.5 **Chairing Directors meetings**

The Directors must elect a Director to chair each of their meetings. The Directors may determine the period for which that Director is to be chair.

13.6 **Resolutions at Directors meetings**

Passing of Directors resolutions

- (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) In the event of a deadlock, the Chairperson has the casting vote.

13.7 **Circulated resolutions of Directors**

13.7.1 The Directors may pass an ordinary resolution outside of a Directors' meeting if all Directors entitled to vote on the motion sign a statement that they are in favour of the motion, which may be done in counterpart.

13.7.2 A resolution by circulated statement is passed when the last Director signs.

14. **SECRETARY AND CONTACT PERSON**

14.1 **Requirements for Secretary or contact person**

14.1.1 Who may be a Secretary or contact person

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

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- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary if the appointment is made with:
 - (i) the ORIC Registrar's permission; or
 - (ii) the leave of the court under the CATSI Act.

14.1.2 Consent to act as Secretary or contact person

- (a) The Corporation must receive a signed consent from a person to act as Secretary or contact person of the Corporation, before that person is appointed.
- (b) The Corporation must keep each consent received under this Rule.

14.2 **How a Secretary or contact person is appointed after Registration**

The Directors appoint a Secretary or contact person.

14.3 **Terms and conditions of office**

- (a) A Secretary holds office on the terms and conditions (including remuneration) that the Directors determine.
- (b) A contact person's appointment is subject to the terms and conditions (including remuneration) that the Directors determine.

14.4 **Duties of Secretary and contact person**

A person appointed with their consent to be the Secretary or contact person and registered with ORIC as such, must pass on any communications received relevant to the Corporation to at least 1 of the Directors within 14 days of receiving it, and in relation to any communications relating to powers delegated to the Land Committees, to the Land Committees within 14 days of receiving it.

15. **CHIEF EXECUTIVE OFFICER**

15.1 **Appointment**

- (a) The Directors shall appoint and remove the CEO of the Corporation by resolution on such terms and conditions (including remuneration) as the Directors determine.
- (b) The CEO shall not be eligible to be a Director of the Company during the term of his or her appointment as CEO.

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- (c) Eligibility for appointment as the CEO must be based on merit and not on any affiliations.
 - (d) The CEO must satisfy the CEO Eligibility Criteria and any other criteria specified by the Directors.

15.2 **Functions**

- (a) The CEO will be responsible for the day-to-day management, administration and legal compliance of the Corporation in accordance with the Strategic Plan, the Annual Plan, the Rule Book and otherwise at the specific direction of the Directors.
- (b) The CEO must keep the Directors informed at a level of detail as specified by the Directors and provide all information to the Directors as is requested from time to time. The CEO must also keep the Land Committees informed at a level of detail specified by each Land Committee of matters relevant to their Language Group Country or their Land Committee as requested from time to time.
- (c) The CEO must deliver a written report to the Directors on a quarterly basis regarding the following matters:
 - (i) the activities of the CEO and Corporation;
 - (ii) specific projects that have been undertaken by the Corporation in the previous quarter;
 - (iii) the financial position of the Corporation; and
 - (iv) any other matters as determined by the Directors from time to time.

16. **LAND COMMITTEE MEETINGS**

The provisions of Rule 13 in relation to Directors meetings shall apply to Land Committee meetings as if the Directors referred to in that Rule were Land Committee members.

17. **ANNUAL PLAN**

17.1 **Requirement for Annual Plan**

- (a) Prior to 30 June in any year, the Directors must formulate an Annual Plan for the next Financial Year in consultation with the Land Committees and in accordance with the provisions of this Rule.
- (b) The Directors and CEO (if any) will carry out the Corporation's activities during the Financial Year in accordance with the Annual Plan.

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- (c) The Corporation must make the Annual Plan available to any Member who requests a copy.
 - (d) The Annual Plan will outline the proposed activities of the Corporation for the next Financial Year having regard to:
 - (i) the anticipated budgets of the Corporation;
 - (ii) the anticipated Corporation income and expenditure;
 - (iii) any proposed priorities and programs of the Corporation;
 - (iv) the Annual Plan Report, accounts and financial position of the Corporation from the previous Financial Year;
 - (v) the composition of the Directors, proposed governance training and meeting schedule;
 - (vi) the proposed meeting and consultation schedule for the Members and the Land Committees; and
 - (vii) the objectives of the Corporation.

17.2 **Reviewing the Annual Plan**

- (a) Within 2 months after the end of a Financial Year, the Directors will conduct a review of the Corporation's activities for that Financial Year and compile an Annual Plan Report.
- (b) The Annual Plan Report will include:
 - (i) a review of the quarterly reports prepared by the CEO (if any);
 - (ii) a summary of the Corporation's activities for the previous Financial Year;
 - (iii) the financial position of the Corporation;
 - (iv) details of the expenses for the previous Financial Year and the projects and programs to which the expenses relate;
 - (v) how the objectives of the Corporation were advanced; and
 - (vi) an evaluation of how successfully the Corporation fulfilled the goals established in the Annual Plan.
- (c) A copy of the Annual Plan Report must be provided to the Land Committees and the Members prior to the AGM of the Corporation.

18. STRATEGIC PLAN

Every 3 years at the beginning of the relevant Financial Year, the Directors must formulate a Strategic Plan in consultation with the Land Committees and in accordance with the provisions of this Rule.

18.1 Purpose of the Strategic Plan

The purpose of the Strategic Plan is to:

- (a) set out the long term objectives of the Corporation and to facilitate advancement of the Corporation and the objectives;
- (b) provide recommendations for the better administration of the Corporation having regard to the review of the previous Strategic Plan; and
- (c) where appropriate, provide recommendations regarding amendments to the Rule Book which the Directors may consider appropriate having regard to the review of the Strategic Plan.

18.2 Amending the Strategic Plan

The Directors may amend the Strategic Plan during the Financial Years to which the Strategic Plan relates.

18.3 Implementation of the Strategic Plan

The Directors and CEO (if any) will operate the Corporation in accordance with the Strategic Plan as far as reasonably possible.

18.4 Publication of the Strategic Plan

A copy of the Strategic Plan must be provided to the Land Committees and the Members prior to the AGM of the Corporation.

19. FINANCES AND RECORD KEEPING.

19.1 Minutes of meetings

19.1.1 Obligation to keep minutes

The Corporation must keep minute Books in which it records within 1 month:

- (i) proceedings and resolutions of General Meetings and AGMs;
- (ii) proceedings and resolutions of Directors' meetings;
- (iii) proceedings and resolutions of Land Committee meetings;
- (iv) resolutions passed by Members without a meeting;

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- (v) resolutions passed by Directors without a meeting;
 - (vi) resolution passed by the Land Committee members without a meeting.

19.2 **Rule Book and records about officers etc.**

The Corporation must keep:

- (a) an up-to-date copy of the Rule Book (incorporating any valid amendments to the Rule Book over time);
- (b) written records relating to:
 - (i) the names and addresses to the Corporation's current officers and Secretary; and
 - (ii) the Corporation's Registered Office (if any); or
 - (iii) the Corporation's document access address (if any).

19.3 **Financial records**

19.3.1 Obligation to keep financial records

The Corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial reports to be prepared and audited.
This obligation extends to transactions undertaken as trustee.

19.3.2 Period for which financial records must be retained

The financial records must be retained for 7 years after the transactions covered by the records are completed.

19.4 **Land Committee Accounts**

19.4.1 The Corporation must keep separate bank accounts and financial records for each Land Committee if a Land Committee requests, or if the Directors so resolve.

19.4.2 Directors will continue to have access to all financial records of the Corporation

19.5 **Corporation to provide Member with rules, if requested.**

If a Member asks for a copy of the Rule Book, the Corporation must provide it within 7 days and free of charge.

20. **AUDITOR**

- (a) The Corporation must appoint a qualified Auditor and instruct them to compile an Auditor's report to be presented at each AGM.
- (b) The Corporation must provide the Auditor with all records, accounts and other documents required by the Auditor to comply with this Rule.

21. **DISPUTE RESOLUTION PROCESS**

21.1 **Dispute**

- (a) The Dispute Resolution Process in this Rule applies to disputes in relation to the operation of the Corporation and between any of the Directors, Service Providers, Members, Land Committees or Heritage Committees, or any one or more of them, but does not apply to a dispute between Traditional Owners ("Dispute")
- (b) The Dispute Resolution Process is to be applied where an Applicant disputes the rejection of their application for membership.

21.2 **Corporation Operations to Continue**

Despite the existence of a Dispute, the Corporation must continue to operate and any person with powers and functions under the Rule Book must, to the extent possible, continue to fulfil those obligations.

21.3 **Informal Dispute Resolution**

If a Dispute arises, the parties to the Dispute must first try to resolve it themselves on an informal basis, in good faith, having regard to the spirit and intent of the Corporation.

21.4 **Formal Dispute Resolution**

- (a) If the Dispute cannot be resolved informally within one calendar month, any party to the Dispute may give the Directors written notice identifying the particulars of the Dispute ("Dispute Notice").
- (b) If the Directors are unable to resolve the Dispute to the mutual satisfaction of the parties within 30 days of the matter being referred to them, then the matter must be referred to the next General Meeting or AGM.
- (c) If the Dispute cannot be resolved at a General Meeting or AGM, then the Dispute must be referred to ORIC as an independent adjudicator. The recommendations of ORIC are binding on all parties.

21.5 **Legal Proceedings**

No party is entitled to commence or maintain legal proceedings relating to any Dispute until the processes outlined in the Rule Book have been followed, except where that party seeks urgent interlocutory or other urgent relief.

22. **NOTICES**

22.1 **General**

- (a) Unless the CATSI Act or these Rules otherwise require, notices must be given in writing.
- (b) Notices of Directors' meetings and Land Committee meetings can be given in writing, by email, by telephone or orally, if, in the case of Directors' meetings, all the Directors, and in the case of Land Committee meetings, all members of the particular Land Committee, agree to notice being given in that way.

22.2 **How a notice to a Member may be given**

- (a) Unless the CATSI Act or these Rules require otherwise, a notice or communication may be given:
 - (i) personally;
 - (ii) left at a Member's address as recorded in the Register of Members;
 - (iii) sent by pre-paid ordinary mail to the Member's address as recorded in the Register of Members;
 - (iv) sent by fax to the Member's current fax number for notices (if the Member has nominated one); or
 - (v) sent by email to the member's current email address (if the member has nominated one).

22.3 **When notice is taken as being given**

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

- (a) is given by post, it is taken to have been given 3 days after posting;
- (b) is given by fax, it is taken to have been given on the business day after it is sent;
- (c) is given:
 - (i) after 5:00 pm in the place of receipt or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

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

23. CONFIDENTIAL INFORMATION

Except as otherwise required by the Rule Book, the Corporation and its Members shall keep confidential any information which may come into their possession in the course of the exercise of the powers of the Corporation that is confidential according to the law and custom of the PKKP People.

24. AMENDMENT OF THE RULE BOOK

24.1 Corporation wants to change the Rule Book

For the Corporation to change the Rule Book, the following steps must be complied with:

- (a) the Corporation must pass a Special Resolution effecting the change;
- (b) if, under the Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with;
- (c) the Corporation must lodge certain documents with ORIC.

24.2 Date of effect of change

A change to the Rule Book under this Rule takes effect on the day the change is registered with ORIC.

25. REVIEW

This Rule Book must be reviewed by the Directors, in consultation with the Land Committees and with advice from an Independent person with relevant experience and qualifications, at least once every three years after the date of registration of the Corporation under the CATSI Act.

26. VOLUNTARY WINDING UP

- (a) While the Corporation is a Prescribed Body Corporate, the voluntary winding up of the Corporation must be in accordance with provision 526 of the CATSI Act, the Native Title Act and the PBC Regulations.
- (b) The Corporation may be voluntarily wound up if the Corporation so resolves by a Special Resolution of a General Meeting, and if the Members were given at least 21 days' notice of the intention to propose winding up as by Special Resolution.

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- (c) The Special Resolution must specify another corporation to:
- (i) replace the Corporation as authorised Prescribed Body Corporate;
 - (ii) hold the Native Title in trust for the PKKP People; and
 - (iii) carry out the functions of the Prescribed Body Corporate, as prescribed by the PBC Regulations; and
 - (iv) a new corporation or fund established for the benefit of Aboriginal People to which the surplus funds and assets of the Corporation will be paid or transferred, provided that the new corporation or fund:
 - (A) is incorporated in Australia;
 - (B) is charitable at law;
 - (C) has objects similar to this Corporation's objects; and
 - (D) is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made.
- (d) After payment of all of the Corporation's debts, liabilities and costs of winding up, any surplus funds and assets must be paid or transferred to the new corporation or fund specified in the Special Resolution.
- (e) No payment or transfer of any surplus funds or assets of the corporation will be made to any Member, or held on trust for any Member, other than payments or transfers allowed by this Rule Book.
- (f) The ORIC Registrar, National Native Title Tribunal and Commissioner of Taxation will be notified in the event of winding up.

SCHEDULE 1 – INTERPRETATION AND DEFINITIONS

Interpretation

- (a) In the Rule Book:
 - (i) words in the singular include the plural and vice versa;
 - (ii) any gender includes the other genders;
 - (iii) the words “including”, “include” and “includes” are to be read without limitation;
 - (iv) a reference to:
 - (A) 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;
 - (B) writing includes any mode or representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
 - (C) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;
 - (v) headings and notes are used for convenience only and are not intended to affect the interpretation of the Rule Book;
 - (vi) a word or expression defined in the CATSI Act and used, but not defined, in these Rules has the same meaning given to it in the CATSI Act when used in the Rule Book;
 - (vii) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
 - (viii) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.
- (b) The Replaceable Rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with the Rule Book, the Native Title Act and the PBC Regulations.

Definitions

AGM	means an annual meeting of the Members under the provisions of the Rule Book.
Alternative Consultation Process Decision	means a decision in accordance with the alternative consultation process for the purposes of Regulation 8A of the PBC Regulations
Annual Plan	Means a plan for the activities of the Corporation during a Financial Year prepared in accordance with the provisions of the Rule Book.
Annual Plan Report	means a report on the Annual Plan prepared by the Directors under the provisions of the Rule Book.
Applicant	means a person applying to be a Member.
Approved Determination of Native Title	has the meaning given to that phrase in the Native Title Act 1993 (Cth).
Auditor	means an auditor appointed under the provisions of the Rule Book.
Auditor's Annual Report	means an annual report prepared by the Auditor under the provisions of the Rule Book.
Books	means the minute books of the Corporation for any General Meeting or AGM, but does not include Directors meetings or financial records.
CATSI Act	means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) as amended from time to time and any regulations made under it.
CEO Eligibility Criteria	The CEO must demonstrate proven management capabilities and results and: <ul style="list-style-type: none"> (a) an understanding of and previous experience working with Indigenous communities; (b) previous management experience; (c) tertiary education in a relevant field, with a minimum university degree of 3 years or a similar level of experience in lieu of such degree; (d) acceptable police clearance certificate; and (e) effective strategies to promote training and development within the PKKP People to allow for and encourage capacity building and executive independence.
Chairperson	means a person elected as Chairperson of a General Meeting, AGM or Directors meeting in accordance with the provisions of the Rule Book.
Code of Conduct	means the list of rules of conduct prepared under the provisions of the Rule Book.
Community Ratification Deed	means the Community Ratification Deed under the Participation Agreement.
Corporation	means the Aboriginal Corporation registered with ORIC to which the Rule Book applies.

Country	means the lands and waters of the Native Title Determination, bordered in dark blue and green on the map which is Schedule 3, including its heritage, cultural, spiritual, archaeological, social, historical, linguistic and environmental value to PKKP People.
Director	means a person appointed to perform the duties of a director of the Corporation and includes both an Independent Director and a TO Director.
Directors	means the Corporation's board of Directors.
Dispute	means a dispute as set out in Rule 21.1 of this Rule Book.
Dispute Resolution Process	means the procedure outlined in the Rule Book for resolving a Dispute.
Financial Year	means the 12 month period ending on 30 June each year.
Former Members	means all Members who were previously on the Register of Members
General Meeting	means a meeting of the Members under the provisions of the Rule Book.
Heritage Committee	means a committee established for each Language Group under clause 9.4 of the this Rule Book for the purpose of making Heritage Decisions
Heritage Decision	means a decision about the disturbance of Country in a way that actually or potentially affects any area of significance to PKKP People, and includes decisions about surveying, recording or managing such places to avoid or limit disturbance.
Independent	<p>means that the person, and any person who is a relative of that first person, so far as the first person is, or ought to be, reasonably aware:</p> <ul style="list-style-type: none"> (a) is not and has not been a member of the PKKP People; (b) is not and has not been a relative or spouse of a member of the PKKP People; (c) does not have a membership interest (in accordance with section 960-135 of the Tax Law) in a related entity; (d) is not and has not within a period of 3 years prior to their appointment as a Director been: <ul style="list-style-type: none"> i. an employee of, officer of, consultant to, advisor to, auditor of or other service provider to the PKKP People or a related entity; ii. an employee or officer of a related entity, a partner in a partnership, or a direct or indirect associate of a related entity or partnership, which is, or has been within that 3 year time period, consultant to, advisor to, auditor of or other service provider to the PKKP People or a related entity.
	<ul style="list-style-type: none"> (e) has no material contractual relationship with a related entity or the PKKP People, other than as a Director; (f) has not served as a Director for a period which could, or could be perceived to, materially interfere with the person's ability to impartially and objectively discharge their duties as a Director; and

	<p>(g) has no material interest in, business affiliation with or other relationship with any Member or related entity which would hinder the person in the impartial and objective discharge of their duties.</p>
Independent Director	<p>means a person appointed to perform the duties of a Director of the Corporation and is Independent.</p>
Independent Director Criteria	<p>a person satisfies the Independent Director Criteria if they satisfy the following:</p> <ul style="list-style-type: none"> (a) Board Experience: demonstrates at least 3 years recent experience as a director of an Australian company governed by the Corporations Act and can demonstrate a preparedness to question, challenge and critique and a willingness to understand and to commit to the highest standards of governance; (b) Board Education: has, or within the first year of the Independent Director's term will have, completed a director's course approved by the Australian Institute of Directors or a suitable successor to the Australian Institute of Company Directors; (c) Financial Literacy: is 'financially literate' (d) Leadership Experience: possesses leadership experience, and shall possess qualities reflecting a proven record of accomplishment and ability to work with others; (e) Absence of Conflicting Commitments: does not have commitments that would conflict with the commitments of a Director of the Corporation; (f) Reputation and Integrity: is of high repute and recognised integrity and: <ul style="list-style-type: none"> i. is not a person who is not permitted by the Corporations Act (or an order made under the Corporations Act) or the CATSI Act to be a director; ii. has not been disqualified (either automatically or by Court order) from managing a corporation under: <ul style="list-style-type: none"> A. Part 2D.6 of the Corporations Act, without permission or leave to manage a company being granted; or B. Part 6-5 of the CATSI Act, without permission or leave to manage a company being granted; and iii. has not been disqualified (either automatically or by Court Order) from managing corporations, or from doing anything else contemplated by the role of the Independent Director, under any other applicable law; iv. is not a person who has been convicted of an offence other than a traffic infringement or other minor offence; (g) they are Independent (h) they are not a PKKP Person. <p>An Independent Director need not be an Aboriginal or Torres Strait Islander person.</p>

LAC	means the eligible organisation nominated under the Participation Agreement as the Local Aboriginal Corporation.
Land Committee	means a committee established by Rule 9.1.
Language Group	means either the Pinikura People or the Puutu Kunti Kurrama People.
Language Group Country	means the respective areas of the Country to which either Puutu Kunti Kurrama People or Pinikura People are traditionally connected, as shown on the map in Schedule 3, and excludes the Shared Country.
LIC	means the Local Implementation Committee established under the Participation Agreement.
Material Personal Interest	means any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that Director when casting their vote at Directors meetings, General Meetings or AGMs; subject to the exclusions detailed in the Rule Book.
Member	means a person whose name appears on the Register of Members.
Native Title	has the meaning given to that phrase in the Native Title Act 1993 (Cth).
Native Title Decision	has the same meaning as that contained in the Regulation 3 of the PBC Regulations and means a decision: <ul style="list-style-type: none"> (a) to surrender Native Title rights and interests in relation to land or waters; or (b) to do, or agree to, any other act that would affect the Native Title rights or interests of the common law holders.
Native Title Determination	means the consent determination in WAD6007/2001 and WAD126/2005 made on 2 September 2015.
Native Title Holder	has the meaning given to that phrase in the Native Title Act 1993 (Cth).
ORIC	means the Officer of the Registrar of Indigenous Corporations.
Participation Agreement	means the Claim Wide Participation Agreement made between RTIO and the PKKP People dated 18 March 2011.
PBC Regulations	means the Native Title (Prescribed Bodies Corporate) Regulations 1999 as amended from time to time.
Pinikura Members	means the Pinikura People who have applied and have been accepted in accordance with clause 5, as Pinikura Members.
Pinikura People	The Pinikura people are those persons who: <ul style="list-style-type: none"> (a) descended from one or more of the following ancestors: <ul style="list-style-type: none"> Kaita, Markakurru Topsy Williams, Bonnie, Winnie Hayes (Hicks) and Punch Hughes [Kalpanthalu]; and (b) identify themselves as Pinikura in accordance with the traditional laws acknowledged and the traditional customs observed by Pinikura people; and (c) are accepted in accordance with the traditional laws

	acknowledged and the traditional customs observed as Pinikura people.
PKKP People	means the combined Puutu Kunti Kurrama People and Pinikura People.
Prescribed Body Corporate	has the meaning described in the PBC Regulations.
Proxy	means a person who has been appointed to attend, speak and vote at a General Meeting or AGM on behalf of a Member according to the provisions of the Rule Book.
Puutu Kunti Kurrama Members	means the Puutu Kunti Kurrama People who have applied and have been accepted in accordance with clause 5 as Puutu Kunti Kurrama Members.
Puutu Kunti Kurrama People	The Puutu Kunti Kurrama people are those persons who: <ul style="list-style-type: none"> (a) descended from one or more of the following ancestors: <ul style="list-style-type: none"> Ngarupunga [Ngarupungu], Kitty, Jukaan Tommy Ashburton, Ina Winnie Ashburton, Punch Ashburton, Katarra Dick Ashburton, and Kalkardi Dinah; and (b) identify themselves as Puutu Kunti Kurrama in accordance with the traditional laws acknowledged and the traditional customs observed by Puutu Kunti Kurrama People; and (c) are accepted in accordance with the traditional laws acknowledged and the traditional customs observed as Puutu Kunti Kurrama people.
Register of Former Members	means the register of Former Members kept in accordance with the provisions of the Rule Book.
Register of Members	means the register of Members kept in accordance with the provisions of the Rule Book
Resolution	unless expressly stated otherwise in this Rule Book, means a resolution that must be passed by both Language Groups, with each passing the resolution by a simple majority of the members of the relevant Language Group, present or voting by Proxy.
Rule Book	means this Rule Book and any amendments or substitutions thereto.
Secretary	means a person elected or appointed from time to time to the role of Company Secretary under the provisions of the Rule Book.
Service Provider	means any external consultant or expert that may assist the Corporation with the management and administration of the Corporation, including providers of the following services: investment advisor, executive office, Director, Auditor, heritage, and any other service provider specified by the Corporation.
Shared Country	means the area of the Country to which both Language Groups have traditional connection and share continuing responsibilities equally, as shown on the Map in Schedule 3.
Special Resolution	unless expressly stated otherwise in this Rule Book, means a resolution that must be passed by: <ul style="list-style-type: none"> (a) a simple majority of the Pinikura Members present; and (b) a simple majority of the Puutu Kunti Kurrama Members present; and

	(c) the resolution being passed by at least 75 per cent of the votes cast by all the Members present or voting by Proxy.
Strategic Plan	means a 3 year strategic plan for the activities of the Corporation prepared in accordance with the provisions of the Rule Book.
TO Director	means a TO appointed to perform the duties of a Director of the Corporation and is a member of the PKKP People.
TO or Traditional Owner	means a member of the PKKP People.
Traditional Owner Register	has the same meaning as in the Participation Agreement.
Trustee	means the Trustee, from time to time, of the Puutu Kunti Kurrama and Pinikura People Charitable Trust and Puutu Kunti Kurrama and Pinikura People Direct Benefits Trust
Vested Land	means any land: (a) vested in; (b) granted or given to; or (c) purchased by; the Corporation.

SCHEDULE 2 – APPOINTMENT OF A SERVICE PROVIDER

S2.1 URGENT OR EMERGENCY APPOINTMENTS

- (a) In order to ensure that the Corporation can operate and the Directors can comply with the requirements of the Rule Book it may be necessary from time to time to make urgent or emergency appointments of Service Providers.
- (b) In the case of urgent or emergency appointments of a Service Provider, the Directors must comply with S2.3 and S2.4 of this Schedule 2 only to the extent reasonably practical in the circumstances, having regard to the nature and duration of the appointment provided that any such appointment is limited to a term of 12 months.

S2.2 EXPRESSIONS OF INTEREST

- (a) Before appointing a Service Provider, the Directors must call for expressions of interest from potential Service Providers (“Candidates”).
- (b) Having regard to the nature of the service required, the Directors may advertise for expressions of interest by:
 - i. advertising in local newspapers;
 - ii. advertising on a website;
 - iii. targeted requests in writing to at least 3 Candidates; or
 - iv. all or some of the above.
- (c) The advertisement will:
 - i. describe the nature of the services required by the Corporation;
 - ii. prescribe the time limits within which a Candidate must respond to the advertisement, which must be at least 14 days;
 - iii. request that the Candidate provide a written summary of their skills and experience to enable the Directors to evaluate the Candidate’s qualifications including:
 - 1. the Candidate’s rates of pay and any other expenses that the Corporation is likely to incur;
 - 2. capacity available to perform the services;
 - 3. details or recommendations for the performance of the service; and
 - 4. any other details that illustrate that the Candidate will act in good faith and in the best interests of the Corporation and the Members.
- (d) If appropriate, the Directors will request the Candidate to provide proof of:
 - i. current membership of relevant industry regulatory bodies; and

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- ii. current insurance policies.

S2.3 SELECTION PROCEDURE

- (a) The Directors may only consider applications from Candidates that comply with any:
 - i. qualification requirements stated in the Rule Book; and
 - ii. requirements stated in any advertisement for expressions of interest.
- (b) The Directors must consider the application having regard to the reputation, experience and skills of the Candidate and the value and other contributions that the Candidate could potentially make to the Corporation and the Members.
- (c) In selecting the Service Provider, the Directors must assess the merits of the Candidate versus the cost of the Candidate, having regard to the responsibilities of the Service Provider, the expectations of the Directors and the current level of expertise of the Directors and other Service Providers of the Corporation.
- (d) If the Candidate has an interest in the Corporation or is otherwise related to the Members, the Directors must seek the consent of the Land Committees prior to accepting the Candidate as a Service Provider.

S2.4 CONTRACT FOR SERVICES

Upon selecting a Candidate to be the Service Provider of the Corporation, the Corporation and the Service Provider must execute a written contract for services ("Service Contract") which includes the following:

- (a) the services to be provided ("Service") that include the functions relevant to the
- (b) Service Provider as set out in the Rule Book;
- (c) the agreed remuneration of the Service Provider, in clear and unambiguous terms;
- (d) the duration of the Service Contract is not to exceed 3 years;
- (e) a transparent mechanism for accountability of the Service Provider including a regular review of the cost and outcomes of the Service Provider;
- (f) that the Service Provider agrees to keep confidential all confidential information relating to the Corporation and the Members;
- (g) that the Service Provider agrees to make available to the Directors any materials, advice or reports provided or prepared by the Service Provider for use by the Directors, provided the use is in accordance with the purpose for which the materials, advice or reports were provided;

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- (h) that, for the duration of the Service Contract, the Service Provider maintains their qualifications, and relevant registrations and insurances;
 - (i) any request for the reimbursement of costs and expenses must be calculated on a cost recovery basis reflecting the actual, bona fide, arm's length cost incurred by the Service Provider in supplying the Services provided that such costs or expenses are reasonable in the circumstances;
 - (j) the Directors' rights to terminate the services of the Service Provider at any time and for any reason on not more than 30 days' notice;
 - (k) that the Service Provider is required to provide culturally appropriate and regular reporting and information and attend Directors' Meetings if requested by the Directors; and
 - (l) the Service Provider agrees that all information provided to them regarding the affairs of the Corporation will be kept confidential and will not be disclosed to any third party without prior written consent of the Directors except where the Service Provider is legally required to disclose the information.

S2.5 REVIEW

- (a) Each year, the Directors must conduct a review, in a manner determined by the Directors as appropriate in the circumstances, of the Service Provider.
- (b) The aim of the review is to ensure that the costs of the Service Provider are reasonable.
- (c) Factors taken into account in the review will include style, resources, organisational strength, performance relative to the objectives, and any other factors considered relevant to the Service Providers continuing ability to meet the Corporation's objectives.

SCHEDULE 3 – MAP OF PKKP COUNTRY WITH INTERNAL BOUNDARY AND SHARED COUNTRY

