

The rule book of Bunurong Land Council (Aboriginal Corporation)

ICN: 3630

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

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1. Name

The name of the Corporation is **Bunurong Land Council (Aboriginal Corporation)** (the Corporation).

2. Objectives

The Corporation aims to:

- (a) To relieve poverty, sickness, suffering, distress, misfortune, destitution and helplessness amongst the Bunurong people, recognizing that such poverty, sickness, suffering, distress, misfortune, destitution and helplessness result from Bunurong people have been progressively dispossessed of their lands and / or waters without compensation, as a consequence of which they have become socially and economically disempowered.
- (b) conduct research into Bunurong apical ancestors and genealogies so as to better understand the Bunurong community as a whole;
- (c) manage Bunurong Native title Business including Native Title applications and agreements;
- (d) support all Bunurong People in achieving their cultural, customary obligations and aspirations;
- (e) retrieve and revive Bunurong language, culture and ceremonial practices;
- (f) repatriate all Bunurong skeletal remains;
- (g) research rehabilitate, manage and protect ecosystems, areas and objects of spiritual ecological cultural, historical and customary significance to our members and our ancestors;
- (h) research, re-introduce, manage and protect flora and fauna of spiritual ecological, cultural and customary significance to our members, other Bunurong community members and our ancestors;
- (i) support Bunurong People in maintaining their connection with the land, the culture and heritage and history;
- (j) be recognised as the Bunurong community and cultural voice;
- (k) represent the Bunurong People and the wider community.
- (l) To hold money in trust and operate trusts in accordance with the aims of the organization.
- (m) To invest or otherwise apply for money held in trust.
- (n) Establish a cultural centre, which will exhibit and foster the development of 'movable cultural heritage' of Bunurong people and provide space for lessons and public performance including ceremonies and festivals and focal point for walking tours.

3. Obligations

The Corporation, when functioning shall ensure that as many Bunurong People as possible are able to become members of the Corporation and participate in discussions.

4. Members on application

4.1 Who is eligible

- (a) A member must:
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The rule book of Bunurong Land Council (Aboriginal Corporation) (ICN:3630).
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on 15 March 2024.

- (i) be at least 18 years of age;
 - (ii) be an Aboriginal person who is a descendant of one of the five known Bunurong Apical Ancestors (Elizabeth Maynard, Eliza Nowan, Jane Foster, Marjorie Munro and Louisa Briggs).
 - (iii) demonstrate connection to Bunurong people.
- (b) An Associate member:
- A person who is not entitled to become a member of the Corporation under rule 4.1(a) may apply for associate membership.
- An associate member must be:
- (i) at least 15 years of age and;
 - (ii) an Aboriginal person who is a Bunurong person.
- Decisions on associate membership applications shall be made by the directors at a directors' meeting.
- An associate member shall have the same rights and responsibilities as a member but is not entitled to vote at meetings of the Corporation or to stand for election as a director.
- The Corporation shall maintain a Register of Associate Members similar to the Register of Members.
- Associate members shall cease to be associate members in the same way as provided for members under rule 4.9.*
- (c) A person who has resigned their membership (i.e. a former member) cannot re-apply for membership for three years from the date of their resignation unless the board of directors has resolved that the person may re-apply for membership.
 - (d) A person who has had their membership cancelled by the corporation in accordance with rule 4.11 and 4.12 at a general meeting and/or has behaved in a manner that has brought the corporation in disrepute cannot re-apply for membership for three years from the date their membership was cancelled.
 - (e) A person who has been disqualified from managing Aboriginal and Torres Strait Islander Corporation under the CATSI Act may re-apply for membership after their disqualification date has ceased.

4.2 How to become a member

- (a) A person (the applicant) who wants to become a member must apply to the Corporation.
- (b) A person becomes a member if:
 - (i) The person wants to be a member and applies in writing;
 - (ii) The person is eligible to apply under rule 4.1;
 - (iii) The directors accept the application; and
 - (iv) The person's name, address and date of membership is entered on the register of members.

Note: An application form template that may be used to make the application for membership is attached at Schedule 1 of this Rule Book.

4.3 Deciding membership applications

- (a) The directors must consider all applications for membership in the order that they are received and within a reasonable period after they are received by the Corporation.
- (b) The directors must consider and decide on applications for membership by resolution at a directors' meeting.
- (c) The directors must not accept an application for membership of the Corporation unless the applicant:
 - (i) applies according to rule 4.2; and
 - (ii) meets the eligibility criteria in rule 4.1.

In considering whether to accept a person as a member of the Corporation, and in recording the details of their membership on the Register of Members, the Board of Directors may:

- seek such anthropological, historical and/or genealogical information as it considers appropriate;
 - request that the applicant supply further information, including genealogical information, to satisfy the Board of Directors that the applicant for membership is entitled to be a member.
- (d) If the directors are unable to approve a membership application, the directors must refer the application for membership to appropriate Bunurong Elders for their review, consideration and advice.
 - (i) If the Elders recommend the approval of an application, the directors must take this into consideration in assessing that membership application.
 - (ii) If the Elders fail to respond, the directors must advise the applicant that they may present their application for membership at the next corporation general meeting.
 - (iii) If the Elders recommend the directors refuse a membership application, and the directors agree with that recommendation, the directors must advise the applicant that they may present their application for membership at the next corporation general meeting.
 - (iv) If an application for membership is referred to a general members meeting, decision on membership application acceptance shall be by resolution of the members present at that meeting.
 - (e) After the process outlined 4.3(d), the directors may reasonably refuse to accept a person's membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.

4.4 Entry on the register of members

- (a) If the directors accept a membership application, the applicant's name must be entered on the register of members within 14 days after the directors accept the membership application.
- (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 general meeting or AGM has not been held when the directors consider the application,

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

4.5 Membership fees

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

4.6 Members' rights

- (a) A member can:
 - (i) attend, speak and vote at general meetings;

- (ii) be made a director;
 - (iii) put forward resolutions at general meetings;
 - (iv) ask the directors to call a general meeting;
 - (v) can inspect the register of members; and
 - (vi) look at the books and records of the Corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).
- (b) Members do not have the right to share in the profits of the Corporation or to take part in the distribution of the Corporation's assets if it is wound up.
- (c) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 13.

4.7 Members' responsibilities

A member must:

- (a) follow these rules;
- (b) act in the best interest of the Corporation;
- (c) let the Corporation know within 28 days if they change their address; and
- (d) treat other members with courtesy and respect and comply with the code of conduct adopted by the corporation. A copy of the code of conduct policy document may be obtained from the corporation.

4.8 Liability of members

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

4.9 How to stop being a member

- (a) A person stops being a member if:
 - (i) they resign in writing (see rule 4.10);
 - (ii) they die;
 - (iii) their membership is cancelled; or
 - (iv) the member is a body corporate and it ceases to exist.
- (b) 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.

4.10 Resignation of a member

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

4.11 Cancelling membership

- (a) If a member:
- (i) cannot be contacted at the member's registered address for two years;
 - (ii) misbehaves in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;
 - (iii) is not a Bunurong person;
 - (iv) is considered by the board as not acting in the best interest of the Corporation,
 - (v) has been disqualified by the courts from managing Aboriginal and Torres Strait Islander corporations.
- the directors may, by passing a special resolution at a general meeting, cancel the membership of that member.
- (b) The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed notifying them of the cancellation of their membership.
- (c) Within 14 days of the cancellation of membership, the Corporation must remove the member's name from the register of current members and must note the date they stopped being a member on the register of former members. \

4.12 Directors' limited right to cancel membership

- (a) For grounds not covered by rule 4.11, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 4.1.
- (b) Before cancelling the membership, the directors must give the member notice in writing 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 by passing a resolution at a director's meeting and then give the former member a copy of the resolution.
- (d) If the member does object:
- (i) the directors must not cancel the membership; and
 - (ii) only the Corporation, by passing a resolution at a general meeting, may cancel the membership.

4.13 Different classes of members

The Corporation has different classes of members:

- (a) members and (b) associate members.

5. The Register of Members

- (a) The Corporation must set up and maintain a register of members and associate members.
- (b) The register must contain:
- (i) the names and addresses of members and former members;
 - (ii) the date when each person's name was added to the register; and
 - (iii) for former members, the date when they stopped being a member.

- (c) The register must be kept at the Corporation's document access address and be open for inspection by any person.
- (d) Any member has a right to inspect the register without charge. Any person who is not a member may inspect the register only on payment of any fee required by the Corporation.
- (e) The register must be available at the AGM for inspection by members without charge. The Corporation must ask each member attending the AGM to check and update their entry.
- (f) If the Registrar requests a copy of the register, it must be provided within 14 days or such longer period as the Registrar specifies.

6. Meetings

6.1 AGM timing

the corporation must hold an AGM within 5 months after the end of its financial year

6.2 AGM business

AGMs are for:

- (a) confirming the minutes of the previous general meeting;
- (b) presenting applicable reports (general, financial and directors');
- (c) electing directors;
- (d) choosing an auditor (if required) and agreeing on the fee;
- (e) checking the register of members; and
- (f) asking questions about how the Corporation is managed.

6.3 General meetings

- (a) A general meeting must be held for the purpose set out in the notice of the meeting.
- (b) A general meeting must be held at a reasonable time and place. If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it (see rule 6.7').

6.4 Calling general meetings

- (a) The directors can call a general meeting or AGM by passing a resolution in a director's meeting or by circulating a resolution.
- (b) The members can request directors to call a general meeting. The request must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) nominate a member to be the contact member;
 - (iv) be signed by the number of members set out in the table below; and
 - (v) be given to the Corporation.

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

Subject to rule 6.5 if a valid request for a general meeting is received, the directors must call the general meeting within 21 days.

6.5 Directors may apply to deny a members' request

- (a) If the directors resolve that a members' request for a general meeting is frivolous or unreasonable, or that complying with the request would be contrary to the members' interests as a whole, a director, on behalf of all the directors, may apply to the Registrar for permission to deny the request.
- (b) The directors must, as soon as possible after making an application, give the contact member notice that an application has been made.
- (c) The directors' application to the Registrar to deny the members' request must:
 - (i) be in writing;
 - (ii) set out the reasons why they wish to deny holding the meeting; and
 - (iii) be made within 21 days after the members' request for a meeting was made.

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

6.6 General meeting business

General meetings are for:

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

6.7 Notice for general meetings

- (a) At least 21 days' notice must be given of general meetings.
- (b) Provided that there are no resolutions to remove or appoint a director, or to remove an auditor:
 - (i) the Corporation may call an AGM on shorter notice if all members agree beforehand; and
 - (ii) the Corporation may call any other general meeting on shorter notice, if at least 95 per cent of the members agree beforehand.
- (c) Notice must be given to all members, directors, officers, the contact person or secretary and the auditor, if the Corporation has one.

- (d) The notice must set out clearly and concisely:
 - (i) the place, date and time for the meeting;
 - (ii) the business of the meeting;
 - (iii) if a special resolution is being proposed, its content; and
 - (iv) if a member can appoint a proxy.
- (e) Notices can be given to members personally (or in a manner which accords with Aboriginal custom), posted to their address, sent by fax or sent by email or via social media.
- (f) A notice of meeting:
 - (i) given personally, when given to the person directly;
 - (ii) sent by post is taken to be given 3 Business Days after it is posted; and
 - (iii) sent by fax, or other electronic means, is taken to be given on the Business Day after it is sent.
- (g) A general meeting, or any proceeding at a general meeting, will not be invalid just because:
 - (i) the notice of the general meeting has accidentally not been sent; or
 - (ii) a person has not received the notice.

6.8 Members' resolutions

- (a) If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the Corporation by at least the following number of members:

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

- (b) The notice must set out the resolution in writing and must be signed by the members proposing it.
- (c) The Corporation must give notice of the resolution to all people entitled to it (see rule 6.7).
- (d) The Corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.
- (e) The Corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a general meeting.

6.9 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its members a statement about:
 - (i) a resolution that is proposed to be moved at the general meeting; or
 - (ii) any other matter that may be considered at that general meeting.
- (b) This request must be:
 - (i) made by at least the required number of members (which is the same as the number needed to propose a resolution – see rule 6.8);
 - (ii) in writing;
 - (iii) signed by the members making the request; and
 - (iv) given to the Corporation.

- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

6.10 Quorum at general meetings

- (a) The quorum for general meetings is:

Number of members in Corporation	Number of members to make a quorum
30 or less members	= 5 members (with a minimum of 1 member from at least 3 of the 5 Apical Ancestor Groups)
31 to 90 members	= 5 members (with a minimum of 1 member from at least 3 of the 5 Apical Ancestor Groups)
91 members or more	= 10 members (with a minimum of 1 member from at least 3 of the 5 Apical Ancestor Groups)

- (b) The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.
- (c) When working out if a quorum is present, each member present is counted only once, even if the member is holding a proxy for another member.

6.11 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the members must nominate and agree on a deputy chairperson or another member of the Corporation to chair the meeting.

6.12 Using technology

General meetings can be held at more than one place using any technology that gives members a way of taking part.

6.13 Voting

- (a) Each member has one vote.
- (b) The chairperson has one vote (if he or she is a member) plus a casting vote.
- (c) A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- (d) A resolution is decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)
- (e) If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows the members to clearly indicate whether they are for or against the resolution.
- (f) The chairperson tells the meeting whether they have received any proxy votes and what they are.
- (g) The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

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

- (a) Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.
- (b) A poll can be held before or after a vote on a show of hands.

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

6.15 Proxies

- (a) A member can appoint another member as a proxy to attend general meetings and vote for them.
- (b) Proxies can vote for the member if their appointment allows them to.
- (c) A proxy appointment must contain the member's name and address, the Corporation's name, the proxy's name, the details of the general meeting where the proxy will be used, and it must be signed by the member.
- (d) The Corporation must receive the proxy's appointment at least 48 hours before the meeting.
- (e) A member must not be a proxy for more than one other member.

Note: A copy of the proxy appointment form is at Schedule 2 of this rule book.

6.16 Other people at general meetings and AGMs

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

6.17 Postponing a general meeting or AGM

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

7. Directors

7.1 Role of directors

- (a) The directors oversee the running of the Corporation on behalf of all members, make decisions about the affairs of the Corporation, and should always be aware of what the Corporation and its employees are doing. The directors set the strategic direction for the Corporation.
- (b) The directors may exercise all the powers of the Corporation except any that the CATSI Act or this rule book requires the Corporation to exercise in a general meeting.

7.2 Number of directors

- (a) Subject to rule 7.2(b), the minimum number of directors is 5 and the maximum number of directors is 13 (including office bearers and non-member specialist independent directors).
- (b) The five (5) Bunurong Apical Ancestors shall be acknowledged and have the opportunity for representation on the board of directors. Each of the five (5) Apical Ancestor Groups must vote and may appoint not more than two (2) directors to represent them on the Corporation's board of directors, allowing for a maximum of ten (10) member directors.
- (c) To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

7.3 Eligibility of directors

- (a) A director must be:
 - (i) at least 18 years old;
 - (ii) a member of the Corporation (excluding non-member directors);

- (iii) have consented in writing to be appointed as a director of the Corporation.
 - (iv) have demonstrated knowledge and experience in an area of business, governance and/or another area that is relevant to the objectives of the corporation.
- (b) A person is not eligible to be or become a director if they:
- (i) are an employee of the corporation;
 - (ii) have been convicted of an offence under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 that is punishable by imprisonment for more than 12 months;
 - (iii) have been convicted of a crime involving fraudulent behaviour;
 - (iv) have been convicted of a crime against a child;
 - (v) have been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months;
 - (vi) have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
 - (vii) have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
 - (viii) are an undischarged bankrupt;
 - (ix) have signed a personal insolvency agreement and have not kept to the agreement;
 - (x) have been disqualified from managing corporations under the Corporations Act 2001 or CATSI Act 2006.
- (c) A person is not eligible to be or become a director if they:
- (i) Were a director of Bunurong Land Council Aboriginal Corporation at any time from 1 JULY 2020 to 11 SEPTEMBER 2023. These people are not eligible to be appointed as a director for two (2) years from the date of the end of the 2023-24 special administration (15 March 2024).
- (d) Directors must:
- (i) Provide their Director Identification Number. Director appointments cannot be made without a Director Identification Number.
 - (ii) Have a current National Police Certificate or within two months of appointment, obtain a National Police Certificate. The appointment is terminated immediately if a National Police Certificate shows any of the offences listed in this clause 7.3.
 - (iii) Within one month of appointment, sign the Director Confidentiality Agreement. If a signed Director Confidentiality Agreement is not provided within one month of appointment, the appointment is terminated immediately.
 - (iv) Within one month of appointment, sign the Director Code of Conduct. If a signed Director Code of Conduct is not provided within one month of appointment, the appointment is terminated immediately.
 - (v) Have completed suitable governance training either prior to their appointment or within a period of twelve months following their appointment.
- (e) A maximum of one person from a family can be elected or appointed to the board. For the purposes of this clause a 'family member' is defined as person's:
- (i) Husband or wife.

- (ii) Partner in a de facto relationship as defined under the Family Law Act.
- (iii) Brother or sister, including half-brother or half-sister.
- (iv) Parent or child, including step-parent or step-child.
- (v) Sister-in-law or brother-in-law

7.4 Majority of director requirements

- (a) A majority of directors of the Corporation must:
 - (i) be individuals who are Aboriginal persons;
 - (ii) usually reside in Australia;
 - (iii) be members of the Corporation.

7.5 How to become a member director

- (a) The Corporation can appoint a member director by passing a resolution at a general meeting.
- (b) The members who comprise each of the five Apical Ancestor Groups (AAG) may nominate and elect two directors for each of the Apical Ancestor Groups.
- (c) The directors must give the Corporation their consent in writing to be a director prior to their appointment.
- (d) The Corporation must notify the Registrar of the directors' details within 28 days after they are appointed.

Note: A consent form template that may be used for director's consent is at Schedule 3 of this rule book.

7.6 Non-member specialist independent directors

Non-member specialist independent directors shall be appointed to add skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

- (a) There must be a minimum of one (1) and a maximum of three (3) non-member specialist independent directors.
- (b) The number of specialist independent directors must always be a minority of the total number of directors.
- (c) The directors appoint (and re-appoint) specialist independent directors by passing a resolution in a directors' meeting.
- (d) Potential candidates for the position of specialist independent director must provide written evidence of their qualifications, experience and suitability to the role.
- (e) The board of directors must conduct a proper merit-based selection process based on the skill and experience criteria set out in this clause.
- (f) Specialist independent directors will be appointed for a term of two years and are eligible for reappointment. Reappointment will be determined by resolution at a director's meeting.
- (g) Specialist independent directors cannot be members or employees of the corporation and must have no interest in the corporation other than their position as director.
- (h) Specialist independent directors must meet director eligibility clause 7.3
- (i) Specialist independent directors have voting rights in the board room.
- (j) Specialist independent directors may not hold the position of Chair.
- (k) The corporation must notify the Registrar of a non-member specialist independent director's appointment and personal details within 28 days after they are appointed.

7.7 Directors' terms of appointment and rotation

- (a) The directors are appointed at the AGM for a term of two years.
- (b) The directors are eligible for reappointment.
- (c) Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year. The AGM minutes must record the term of each director appointed.
- (d) All member directors appointed on the completion of the special administration on 15 March 2024 will be appointed until the 2025 AGM.
 - (i) At the 2025 AGM a simple majority of the member directors' appointments will expire and go to election at the AGM.
 - (ii) The remaining member directors' appointments will expire at the 2026 AGM.
 - (iii) The board will decide which directors will be standing down at a directors' meeting prior to the 2025 AGM.
 - (iv) If the board are unable to decide which directors' terms are to expire at the 2025 AGM, all member director positions will become vacant and go to election at the 2025 AGM.
 - (v) The directors standing down will be eligible to be re-elected.

7.8 How to become an office bearer (chairperson, vice-chairperson and treasurer)

- (a) At the first director's meeting after each AGM, the directors elect the office bearers of the Corporation from the directors.
- (b) There shall be a chairperson and a vice-chairperson who shall be the office bearers.

7.9 How to fill vacancies

- (a) The directors can fill casual director vacancies, including office bearers. A casual director vacancy shall be filled from the same identified Apical Ancestor Group as the director being replaced but an office bearer shall be replaced from any Apical Ancestor Group
- (b) A casual vacancy is where a person stops being a director or office bearer before their term of appointment expires and so the position of that director or office bearer is vacant.
- (c) The person must meet the director eligibility criteria in rule 7.3 and any criteria that applies to the particular vacancy.
- (d) The term of the appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.
- (e) Appointments made under this rule must be confirmed by passing a resolution at the next general meeting. If the appointment is not confirmed the appointed person will no longer hold that position.

7.10 Alternate directors

Alternate Directors are allowed and will be filled from the same Apical Ancestor Group (AAG) as the vacancy, where possible (see rule 7.20(b)).

7.11 How to stop being a director

- (a) A person stops being a director if:
 - (i) the director dies;
 - (ii) the director resigns in writing;
 - (iii) the director's appointment expires;
 - (iv) the director is removed as a director by the members or the other directors;
 - (v) the director is disqualified from managing a corporation; and
 - (vi) the director ceases to be a member, but was a member when they became a director.

- (b) The Corporation must notify the Registrar of the non-director's details within 28 days after they stop being a director.

7.12 How to remove a director

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

7.13 Directors' and officers' duties

The directors and officers must comply with the following duties:

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

7.14 Management of the Corporation's business

The business of the Corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the Corporation except any that the CATSI Act or this rule book requires the Corporation to exercise in general meeting.

7.15 Conflict of interest (material personal interest)

- (a) A director who has a material personal interest in a Corporation matter must tell the other directors.
- (b) The director must give details of what the interest is and how it relates to the Corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.
- (c) A director who has a material personal interest must not:
 - (i) be present at the directors' meeting while the matter in question is being considered; or
 - (ii) vote on the matter in question.unless:
 - (iii) the other directors pass a resolution granting approval;
 - (iv) the Registrar grants approval in writing; or
 - (v) the director is allowed to do so under the CATSI Act.
- (d) The declaration of any conflicts of interests for directors must be a standing agenda item at the commencement of all directors' meetings and the directors must keep a conflicts of interest register

For the purposes of this rule 7.15, a material personal interest includes direct and indirect financial interests as well as direct and indirect non-financial interest. The interest may be actual or perceived, and generally it would have the capacity to influence the Director's decision and give rise to a real or substantial conflict.

7.16 Payment

- (a) A director may be paid a salary or sitting fee for their work as directors. The rate of payment is to be decided by the members at the AGM or at a GM provided it is on the notice.
- (b) Directors may be paid if they have a contract to provide goods or services to the Corporation (so long as the director has fulfilled any duty to disclose a related party benefit under clause 7.18 and the payment is fair and reasonable to the Corporation).
- (c) The Corporation will pay directors' travelling and other expenses for attending meetings and or training relevant to Corporation business.

7.17 Delegation

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

7.18 Related party benefit

If a Corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must get the approval of the members by following the procedure in Part 6.6 of the CATSI Act.

7.19 Directors' meetings

- (a) The directors must meet at least every three months.
- (b) All directors must be given reasonable notice of a directors' meeting.
- (c) The directors will usually decide at a meeting when and where the next meeting will be.
- (d) A director can call a meeting by giving reasonable notice to all the other directors.

7.20 Quorum for directors' meetings

- (a) A majority of the directors must be present at all times during the meeting.
- (b) The directors may appoint a person as a director to make up a quorum for a directors' meeting.

7.21 Chairing directors' meetings

- (a) There must be an elected chairperson for each directors' meeting.
- (b) If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).
- (c) When electing a chairperson, the directors must decide how long that director will be the chairperson (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chairperson (but not their appointment as a director) by a resolution of the directors.

7.22 Using technology

The directors' meetings can be held at more than one place using any technology, as long as a majority of directors agree to it.

7.23 Resolutions at directors' meetings

- (a) A resolution of directors must be passed by a majority of the votes.
- (b) Each director has one vote.
- (c) The chairperson has one vote, plus one casting vote if required.
- (d) Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

8. Contact person or Secretary

- (a) The contact person or secretary must be at least 18 years old.
- (b) The directors appoint a contact person or secretary by resolution at a directors' meeting.
- (c) The directors decide the contact person's or secretary's pay and terms and conditions of employment, if any.
- (d) The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.
- (e) The contact person or secretary must give the Corporation their consent in writing to become a contact person/secretary before being appointed.
- (f) The Corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. The Corporation can use the Registrar's Notification of a change to Corporation officers' details form.

Note: "small" and "medium" sized Corporations have a contact person, "large" Corporations have a secretary.

9. Records

- (a) The Corporation must keep the:
 - (i) minutes of meetings (in writing or as an audio or video recording);
 - (ii) rule book (constitution);
 - (iii) register of members and former members;
 - (iv) names and addresses of directors, officers and the contact person/secretary; and
 - (v) written financial records.
- (b) These records must be kept at the Corporation's document access address or registered office.

Note: "small" and "medium" Corporations have a document access address, "large" Corporations have a registered office.

10. Financial Statements

- (a) For each financial year, the directors must ensure that the requirements under the CATSI Act relating to the financial statements of the Corporation are met.
- (b) Without limiting the above, those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the directors; and
 - (iv) the submission of the financial statements to the AGM.

11. Finances

- (a) The Corporation must keep written financial records that:

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Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 15 March 2024.

- (i) correctly record and explain its transactions, financial position and performance; and
- (ii) would enable true and fair financial reports to be prepared and audited.
- (b) When the Corporation is a trustee it must also keep written financial records for the trust.
- (c) The Corporation must also follow the procedures set out below:
 - (i) all money of the Corporation must be deposited into the Corporation's bank account;
 - (ii) the Corporation must give receipts for all money it receives;
 - (iii) all cheques, withdrawal forms and other banking documents must be signed by at least two directors or such other persons as delegated by directors;
 - (iv) all accounts must be approved for payment at a directors' meeting or in accordance with valid delegations;
 - (v) all payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payments; and
 - (vi) the Corporation must keep adequate records for all cash withdrawals from the Corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the Corporation's objectives).
- (d) The financial records must be retained for seven years after the transactions covered by the records are completed.

12. Application of funds

- (a) The Corporation is a not-for-profit corporation.
- (b) The directors can use the money and property of the corporation to carry out its objectives (see rule 2).
- (c) The directors cannot directly or indirectly give any money or property of the corporation to members of the Corporation. This rule does not stop the corporation from making:
 - (i) a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided; or
 - (ii) payment to a member in carrying out the corporation's objectives.

13. Dispute resolution

The Corporation's dispute resolution process is as follows:

- (a) if a dispute arises, the parties must first try to resolve it themselves;
- (b) if the dispute is not resolved within 10 Business Days, any party may give a dispute notice to the other parties;
- (c) the dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation;
- (d) the directors or any of the dispute parties may ask the Registrar for assistance. The Registrar's opinion will not be binding on the dispute parties;
- (e) the directors must help the parties resolve the dispute within 20 Business Days after the corporation receives the notice; and
- (f) if the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

14. Subcommittee

- (a) The directors may at any time appoint a subcommittee from its members and shall determine the responsibilities and powers of the subcommittee.
- (b) Unless otherwise decided by the directors, a subcommittee shall:

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- (i) have a quorum of three (3) at its meetings, unless the subcommittee resolves that a larger number shall be the quorum; and
- (ii) appoint one of its members to be responsible for calling meetings of the subcommittee and inform the directors of the name of the responsible person.

15. Notice requirements

- (a) Except for a notice under rule 6.7, any notice required to be given to a member or a director under these rules may be given:
 - (i) by handing the notice to the member personally; or
 - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (iii) by email or facsimile transmission.
- (b) Any notice required to be given to the Corporation or the directors may be given:
 - (i) by handing the notice to a director; or
 - (ii) by sending the notice by post to the Corporation's registered address; or
 - (iii) by leaving the notice at the Corporation's registered address; or
 - (iv) if the directors determine that it is appropriate in the circumstances, by either email or facsimile transmission to the Corporation.
- (c) A notice is taken to be received when:
 - (i) given personally, when given to the person directly;
 - (ii) sent by post, 3 Business Days after it is posted; and
 - (iii) sent by fax, or other electronic means, on the Business Day after it is sent.

16. Changing the rule book

- (a) The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.
- (b) Within 28 days after the resolution is passed, the Corporation must send the Registrar copies of the:
 - (i) rule book changes;
 - (ii) special resolution; and
 - (iii) minutes of the meeting.
- (c) The changes do not take effect until the new rule book is registered by the Registrar.

17. Winding up

The winding up of the Corporation shall be in accordance with the CATSI Act.

17.1 Resolution to distribute surplus assets

Subject to rule 17.2, where:

- (a) the Corporation is wound up; and
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Corporation exist,

the liquidator can decide or the members may pass a special resolution relating to the distribution of the surplus assets of the Corporation.

17.2 Surplus Assets

The surplus assets must not be distributed to any member or to any person to be held on trust for any member.

18. Dictionary

Aboriginal means a person who is:

- (a) a member of the Aboriginal race of Australia;
- (b) identifies as an Aboriginal person; and
- (c) is accepted by the Aboriginal community as an Aboriginal person.

AGM means a general meeting convened under rule 6.1.

Apical Ancestor Groups means families descended from the same Bunurong Ancestor are all one Apical Ancestor Group. There are 5 known Bunurong Apical Ancestors, Elizabeth Maynard, Eliza Nowen, Jane Foster, Marjorie Munro and Louisa Briggs.

Business Day means a day in Melbourne that is not a Saturday or a Sunday or a public holiday for Melbourne pursuant to the *Public Holidays Act 1994* (Vic).

Bunurong Family means a group of Bunurong people descendant from a Bunurong elder who identify as a Bunurong family.

Bunurong Land means the traditional land and waters of the Bunurong people which cover an area in Victoria and Bass Strait generally from the Curtis Islands, to Wilson's Promontory in South Gippsland, through South West Gippsland, Phillip Island, French Island, Western Port Bay, to the Dandenong rang, Mornington Peninsula, Port Phillip Bay to Werribee.

Bunurong People means Aboriginal persons of Bunurong descent who identify as Bunurong and are accepted by the directors as Bunurong people. Bunurong is also known as Boonerwung, Boonwurrung, Bonurong etc.

CATSI Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

Elder means a mature aged Bunurong person who is generally respected for their knowledge and culture and community activities and is usually from the oldest living generation of the Bunurong people and the living head of a family.

Native title has the same meaning as provided in the *Native Title Act 1993* and at common Law.

Native Title Application has the meaning as provided in the *Native Title Act 1993*.

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

SCHEDULE 1: APPLICATION FOR MEMBERSHIP FORM

Membership Criteria

To be eligible for Bunurong Land Council (Aboriginal Corporation) membership you must be recognised as a Bunurong person.

Your details

First Name:	
Last Name:	
Mobile Phone:	
Email:	
Address:	
Preferred contact method	<input type="checkbox"/> Email <input type="checkbox"/> SMS/text <input type="checkbox"/> Post
Do you identify as Bunurong?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Are you recognised as Bunurong?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Identification documents	<p><i>Attach a copy of your birth certificate if possible. If you do not have a birth certificate, attach a copy of your driver's license or other identification.</i></p> <p><i>You must also fill in your parent's names below.</i></p>
Family background	<p>Please insert as many details as possible, beginning with Mother's Name / Father's Name.</p> <p>Mother's Name:</p> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Name of Mother's Mother -</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Name of Mother's Father -</div> <p>Father's Name:</p> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Name of Father's Mother -</div> <div style="border: 1px solid black; padding: 2px;">Name of Father's Father -</div>

Apical Ancestor Family Group you identify with. Please select only one	<input type="checkbox"/> Elizabeth Maynard <input type="checkbox"/> Jane Foster <input type="checkbox"/> Eliza Nowen <input type="checkbox"/> Louisa Briggs <input type="checkbox"/> Marjorie Munro
Category of Membership (Associate is under 18 years of age).	<input type="checkbox"/> Full <input type="checkbox"/> Associate
Identity documents attached. Please provide as much information as you have available.	<input type="checkbox"/> birth certificate <input type="checkbox"/> driver's license <input type="checkbox"/> genealogical <input type="checkbox"/> anthropological <input type="checkbox"/> other historical documents Please contact the office if you require assistance with these documents or if you have questions.

I declare that I am eligible for membership and will abide by the Bunurong Land Council (Aboriginal Corporation) Rule Book.

Signature	
Date:	

Please return your completed form to:

Bunurong Land Council (Aboriginal Corporation)
 336-340 Nepean Hwy, Frankston VIC 3199
 PO Box 11219, Frankston VIC 3199
blcmembers@bunuronglc.org.au

Corporation use only

Application received	Date:	
Application tabled at directors' meeting	Date:	
Directors consider the applicant eligible for membership	Yes/No:	
Application tabled at Elders meeting	Date:	
Elders consider applicant eligible for membership	Yes/No:	
Referred to Members Meeting	Date:	
Members consider the applicant is eligible for membership	Yes/No:	
If approved, new members' details added to register of members	Date:	
Applicant notified of decision	Date:	

SCHEDULE 2: PROXY FORM

Bunurong Land Council (Aboriginal Corporation) (ICN3630)

APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, _____
(First name) (Surname)

of

(address of member)

being a member of the Bunurong Land Council (Aboriginal Corporation) hereby appoint

(Full name of proxy (a proxy must be another member of the Corporation))

of

(address of proxy)

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

held on the _____ day of _____ 20____ and at any

adjournment of that meeting.

(Optional—if member wishes to specify the way the proxy is to vote on a particular resolution, include additional information here.)

Signed: _____ Date: _____ (signature
of member appointing proxy)

NOTE: A person must not exercise proxies for more than one member. A proxy vote may not be given to a person who is not a member of the Corporation.

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SCHEDULE 3: CONSENT TO ACT AS A DIRECTOR FORM

Bunurong Land Council (Aboriginal Corporation) (ICN3630)
CONSENT TO BECOME A DIRECTOR

APICAL ANCESTOR GROUP (please circle): **EM** **MM** **EN** **JF** **LB**

I, _____ (full name of person)

of _____ (address of person)

give consent to become a director of Bunurong Land Council (Aboriginal Corporation)

I confirm my date of birth is/...../.....(date of birth)

and my place of birth.....(place of birth)

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

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

Signature of person _____

Date _____

NOTE: This form should be completed and given to the Corporation before the person is appointed as a director – section 246-10(1) of the CATSI Act.