



First Nations Bailai, Gurang, Gooreng Gooreng,
Taribelang Bunda People Aboriginal Corporation
Registered Native Title Body Corporate

First Nations Bailai, Gurang, Gooreng Gooreng, Taribelang Bunda
People Aboriginal Corporation RNTBC

ICN 8650

Notice of Annual General Meeting

All members of the corporation are advised that an annual general meeting of the members of First Nations Bailai, Gurang, Gooreng Gooreng, Taribelang Bunda People Aboriginal Corporation RNTBC will take place as follows:

Time: 9am
Date: Saturday 24 February 2024
Place: Maxine Brushe Community Meeting Place, Philip Street
Communities and Families Precinct, 1 Pengelly Street, Gladstone

On entering the meeting, members should check the register of members and if needed, update their name, address and any other details.

Purpose of Annual General Meeting

The purpose for the Annual General Meeting is to:

- Receive and consider the reports of the Corporation, required under Chapter 7 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth);
- Ask questions about the management of the Corporation (including asking questions of the auditor, if any);
- Consider the appointment and remuneration of the auditor (if any);
- Appoint new Directors (if required);
- Receive and consider reports on all relevant matters affecting the Native Title trust of the corporation;
- Consider Special Resolutions (if any);
- Other business as the meeting determines.

Agenda

Item	Time	Description
1	9:00am	<p>Welcome, attendees and apologies</p> <p>1.1 Confirmation of the Chair for the meeting 1.2 Confirmation of Members Attendance Register 1.3 Apologies 1.4 Quorum</p>
2	9:05am	<p>Minutes of the previous meeting of members</p> <p>2.1 Acceptance of the minutes of the previous members meeting 2.2 Matters arising from the minutes</p>
3	9:15am	<p>Special Resolutions</p> <p><u>Background</u></p> <p>On 25 March 2021, changes to the <i>Native Title Act 1993</i> (NTA) and <i>Corporations (Aboriginal and Torres Strait Islander Act 2006)</i> (CATSI Act) came into effect. The changes require all registered native title bodies corporate (RNTBCs) to ensure their rule books meet certain requirements for membership and disputes. Specifically:</p> <ul style="list-style-type: none"> • The discretion of the Board to refuse a membership application where it complies with the procedural requirements and eligibility criteria in the constitution must be removed. • The rule about cancelling membership must say the only reasons a person's membership can be cancelled are those set out in the CATSI Act (s 150–15(2)). The rule must include no other reasons for cancelling a membership (s 150–15(2A)). • The rule about how membership is cancelled must match the processes set out in the CATSI Act (s 150–22). There must be no other process for cancelling membership. • There must be a rule about how to resolve a dispute between the RNTBC and a common law holder (or person who claims to be a common law holder) over whether or not the person is a common law holder or the RNTBC's performance of its native title functions (s 66–1(3B)). <p><u>Specific Changes</u></p> <p>As a result, the following specific changes to the Rulebook are proposed.</p> <p>Replace rule 5.2.4(e) and (f) of the PBC Rule Book with the following new rule.</p> <div style="border: 1px solid black; padding: 5px;"> <p>New Rule 5.2.4 (e) and (f)</p> <p>5.2.4 Deciding membership applications</p> <p>(a) The Directors will consider and decide membership applications.</p> <p>(b) Applications will be considered in the order in which they are received by the Corporation.</p> <p>(c) The Directors must not accept an application for membership of the Corporation unless the applicant:</p> </div>

- a. applies according to Rule 5.2.3; and
- b. meets all the eligibility for membership requirements.

(d) To help it make a decision on a membership application, the Directors may seek further information or advice from the applicant and/or from any other person (including knowledgeable Bailai, Gurang, Gooreng Gooreng, Taribelang Bunda elders, the Representative Body or an anthropologist) or any documentary source (including official records of births deaths and marriages).

(e) If the Board determines that an applicant meets all the relevant eligibility criteria for membership, the Board will admit the applicant as a Member.

(f) If the Board determines that an applicant has not met the relevant eligibility criteria for membership, the Board will refuse to accept the membership application and notify the applicant in writing of the decision and the reasons for it.

Replace rule 5.7 of the PBC Rule Book with the following new rule.

New Rule 5.7

5.7. Cancelling membership

(a) Subject to Rule 7(b), a Member's membership may only be cancelled on the following grounds:

- (i) the Member is not or has ceased to be eligible for membership;
- (ii) the Member cannot be contacted;
- (iii) if it is determined that the Member is not an Aboriginal Person; or
- (iv) the Member has behaved in a manner that significantly interfered with the operation of the Corporation or of Corporation meetings.

(b) Before a Member's membership may be cancelled, the Corporation and its Board must comply with the requirements under the Act that relate to the manner in which a Member's membership may be cancelled on the relevant ground for cancellation unless the corporation or its Board are exempt from the applicable requirements under the Act.

(c) Within 14 days of a Member's membership being cancelled, the Corporation must remove the Member's name from the Register of current Members of the Corporation.

Replace rule 19 of the PBC Rule Book with the following rule.

New Rule 19

19 Dispute Resolution Process

19.1 Application

This Rule 19 applies to any dispute:

(a) in relation to the operation of the Corporation and between any of the Directors, Members or another officer of the Corporation, or any one or more of them; and

(b) between the Corporation and a person who is or claims to be a Native Title Holder in relation to whether or not the person is a Native Title Holder or the Corporation's performance of its functions under Native Title legislation; but does not apply to a dispute between individual Bailai, Gurang, Gooreng Gooreng, Taribelang Bunda People other than in their capacity as Directors, Members or other officers of the Corporation or as Native Title Holders under this Rule 19.1(a) or (b).

19.2 Informal negotiations

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

19.3 Dispute notice

If the dispute cannot be resolved informally, any party to the dispute may give the Board written notice identifying the particulars of the dispute.

19.4 Referring dispute to Board

The Board must make a reasonable effort to help the parties resolve the dispute within thirty (30) days after the dispute notice is received in accordance with the dispute resolution policy.

19.5 Dispute resolution procedure

Any dispute that cannot be resolved by the Board to the mutual satisfaction of the parties within thirty (30) days after the notice referred to in Rule 19.4 is given, must be referred to the Resolution Institute for resolution in accordance with their rules for expert determination.

19.6 Dispute resolution policy

(a) The Board may prepare a policy which sets out how the dispute resolution procedure under this Rule 19 is to be applied and administered.

(b) A policy created under this section is binding upon all Members of the Corporation.

Consequential Changes

As a result of making the specific changes noted the following consequential changes will be required elsewhere in the Rulebook.

NB: In the table below, new text is shaded and deleted text is struck through.

Rule	Change
5.2.1	How to become a Member after registration A person becomes a Member if: (a) the person wants to become a member and applies to the Directors; (b) the person is eligible for membership and is admitted to membership by the Board; (c) the Directors accept the application; and (c) the person's name is entered on the Register of Members
5.4.1	Members' rights

		<p>(a) Each Member has rights under the Act and these Rules including the rights set out below.</p> <p>A Member:</p> <ul style="list-style-type: none"> a. can attend, speak and, depending on the member's level of rights under Traditional Laws and Customs, participate and be involved in decision-making at General Meetings of the Corporation; b. can be appointed as a Director; c. cannot be removed as a Member unless the Directors and the Corporation have complied with Rule 5.7; d. can put forward resolutions to be considered at a General Meeting of the Corporation in accordance with Rule 7.6; e. can ask the Directors to call a General Meeting of the Corporation in accordance with Rule 7.3.2; f. can access the following books and records of the Corporation: <ul style="list-style-type: none"> i. the Register of Members, under Rule 6.5; ii. the Minute Books, under Rule 16.8; iii. the Corporation's Rule Book, under Rule 16.10; iv. certain reports prepared by or for the Directors and the Corporation, in accordance with the Act; g. can ask the Directors to provide access to any other records or books of the Corporation in accordance with Rule 16.9; and h. can have disputes with another Member, with the Directors, or with an officer of the Corporation dealt with under the process in Rule 19.
		<p><u>Resolution</u></p> <p>The following resolution is proposed to the members of the corporation as a special resolution according to the corporation's current rule book and the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth).</p> <p>THE MEMBERS RESOLVE:</p> <ul style="list-style-type: none"> 1. That rule 5.2.4, rule 5.7 and rule 19 of the current rule book of the corporation be repealed; and 2. That the proposed new rule 5.2.4, 5.7 and 19, as well as the consequential changes, described in the notice of the meeting of the members of the corporation be adopted in the rule book of the corporation.
4	9:45am	<p>Corporation Reports</p> <ul style="list-style-type: none"> 4.1 General Report to ORIC including Audited Financial Statements 4.2 Any other Corporation Reports 4.3 Questions for Directors regarding management of the Corporation
5	10:15am	Any other business
6	10:30am	Close of Annual General Meeting