

s42

s42

From: Huey, Andrew (Protected) <andrew.huey@niaa.gov.au>
Sent: Tuesday, 1 November 2022 10:38 AM
To: Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: FW: PBC rule book requirements - Top End Default [SEC=OFFICIAL]

OFFICIAL

From: Kerrigan, Rachel <Rachel.Kerrigan@niaa.gov.au>
Sent: Monday, 31 October 2022 6:15 PM
To: Huey, Andrew <Andrew.Huey@niaa.gov.au>; s22(1) (Unclassified)
<[s22\(1\)@oric.gov.au](mailto:s22(1)@oric.gov.au)>
Cc: s22(1) <[s22\(1\)@niaa.gov.au](mailto:s22(1)@niaa.gov.au)>; s22(1) <[s22\(1\)@niaa.gov.au](mailto:s22(1)@niaa.gov.au)>;
s22(1) <[s22\(1\)@niaa.gov.au](mailto:s22(1)@niaa.gov.au)>
Subject: PBC rule book requirements - Top End Default [SEC=OFFICIAL]

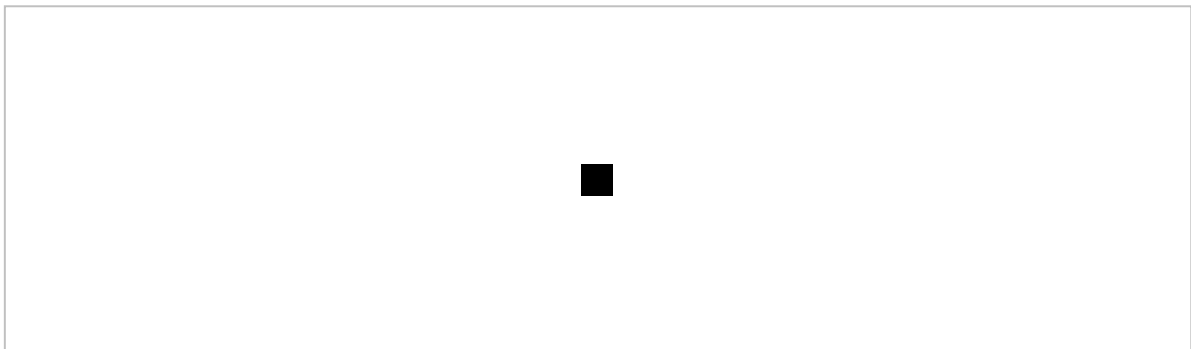
OFFICIAL

Hi Andrew and s22(1)

I know we briefly touched on Top End Default at our last catch up. I recall that ORIC was planning to talk to NLC back at the end of last year/start of this year, but I'm not sure how far this progressed (and with staff changes at NLC etc, the current staff aren't aware of these discussions). I wanted to check if you had any further information about any discussions with NLC or consideration about the Top End Default arrangement to date? I am keen to discuss implications and consider how to progress ahead of further discussion with the NLC – would you have some time later this week we could discuss?

Thanks
Rachel

Rachel Kerrigan | Branch Manager
Land Branch | National Indigenous Australians Agency
s22(1)
Charles Perkins House 16 Bowes Place Phillip ACT 2606
w. www.niaa.gov.au w. indigenous.gov.au





The National Indigenous Australians Agency acknowledges the traditional owners and custodians of country throughout Australia and acknowledges their continuing connection to land, waters and community. We pay our respects to the people, the cultures and the elders past, present and emerging.



From: [Harriet Roberts](#)
To: [Huey, Andrew \(Protected\)](#)
Cc: s47F [redacted]; s47F [redacted]
Subject: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595]
Date: Friday, 18 November 2022 11:11:41 AM
Attachments: [image001.png](#)
[221118 Letter from NLC CEO to ORIC - Top End PBC\(469443.1\).pdf](#)

Dear Mr Huey

Please find **attached** correspondence from the Northern Land Council CEO for your attention.

Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council

cid:image001.jpg@01D3D70F.1D3FD440



45 Mitchell St, Darwin NT 0800

GPO Box 1222, Darwin NT 0801

s22(1)

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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NORTHERN LAND COUNCIL

Our Land, Our Sea, Our Life

Address all correspondence to:

Chief Executive Officer

GPO Box 1222 Darwin NT 0801

45 Mitchell Street Darwin NT 0800

P: 08 8920 5100 • F: 08 8945 2633

Freecall: 1800 645 299

www.nlc.org.au

ABN 56 327 515 336

18 November 2022

Our ref: TED-000-395

Office of the Registrar of Indigenous Corporations
Level 1, Charles Perkins House
16 Bowes Place
Woden ACT 2606

Attention: Andrew Huey
Deputy Registrar

By email only: Andrew.Huey@niaa.gov.au

Dear Mr Huey

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC – compliance with section 141-25(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)*

1. I refer to the amendments made by the *Native Title Legislation Amendment Act 2021 (Cth)* (the **Amendments**) to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)* (**CATSI Act**).
2. The Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (ICN 7848) (**Top End PBC**) is the prescribed body corporate (**PBC**) for 86 approved determinations of native title in the Northern Land Council's (**NLC**) region.
3. Pursuant to standing instructions, the NLC provides native title services, including administrative, anthropological and legal services to the Top End PBC in respect of each determination for which it has been appointed, as well as associated corporate services in respect of the administration of the Top End PBC generally.
4. The NLC is currently preparing a revised rulebook for the Top End PBC (**Rulebook**) to comply with the Amendments. However, the NLC has become aware that there may be significant consequences for the operations of the Top End PBC as a result of the new requirement under s 141-25(2) of the CATSI Act for direct or indirect representation of all common law holders within a PBC's membership.
5. On advice, I write to you with some urgency to:
 - (a) alert your Office to the compliance issue faced by the Top End PBC;
 - (b) describe the Top End PBC's proposal for reform of its Rulebook;
 - (c) outline policy factors for ORIC's consideration in assessing the Top End PBC's compliance with s 141-25(2); and
 - (d) request a meeting with our Office to discuss this matter in detail.

Top End PBC model

6. As you would be aware, there are significant differences in the practical experiences of those PBCs that hold native title over areas subject to major compensable future acts (such as the grants of interests associated with mining or urban development) and those PBCs that hold native title over areas where there is little or no prospect of such activity. Those PBCs in the former category will generally have a source of income from agreements, and can thus employ staff to handle administrative requirements, whereas those PBCs in the latter category have no such income and are rarely required to adequately perform PBC functions.
7. The majority of the native title determinations in the NLC's region are determinations of non-exclusive native title rights and interests over lands and waters subject to pastoral leases. In this regard, for most native title groups in the NLC's region, unless and until there are compensable land use developments on their country, their PBC is a formality, and functions only to hold their native title as agent for the purposes of the *Native Title Act 1993 (Cth) (NTA)*.
8. For decades, throughout its region, the NLC has witnessed Aboriginal associations and corporations that do not generate income or employ staff, and whose only role is to hold title, struggle to meet their compliance obligations. The NLC has regularly had to assist these organisations, in order to protect their underlying title for the benefit of Aboriginal constituents.
9. The Top End PBC was established in light of the above resourcing issues, and in acknowledgement of the circumstances facing most native title groups in the NLC's region. The Top End PBC is available to common law holders who do not have the resources, capacity or desire to establish a secure, functional and well-run corporation.
10. The Top End PBC draws on the effective model established under the *Aboriginal Land Rights (Northern Territory) Act 1976 (Cth) (ALRA)*, where a regionally representative group of Aboriginal people (the NLC Executive Council) is responsible for ensuring that all affected native title holders are identified, their traditional decision-making processes (if any) are followed, and their consents or other native title decisions are properly obtained and recorded. The Top End PBC is able to draw on the institutional knowledge and resources of the NLC to assist it to carry out its functions.
11. The Top End PBC is available to common law holders as a default option, but it is always a choice for common law holders as to whether to make use of the model or not. The NLC assists common law holders to establish separate corporations as PBCs if they so wish (for example, the NLC has recently assisted a group of clan leaders from Blue Mud Bay in South East Arnhem Land to establish the Djalkiripuyngu Aboriginal Corporation, and is consulting common law holders of the Blue Mud Bay determination as to whether they wish to appoint this corporation as their PBC.)
12. The Top End PBC model has proven to be effective: it has a strong record of compliance with legislative requirements, as well as a proud history of effectively and efficiently discharging its native title obligations to common law holders over the many years of its operation.

Compliance issue faced by the Top End PBC

13. As you are aware, the Amendments inserted s 141-25(2) into the CATSI Act, which requires that “the constitution [of a registered native title body corporate] must include eligibility requirements for membership that provide for all the common law holders of native title to be represented, directly or indirectly.” The Top End PBC must amend its Rulebook by 25 March 2023 to comply with this change and any other requirements of the Amendments.
14. The Top End PBC’s constitution currently only permits the members of the NLC Executive Council to be members of the PBC. Members of the Executive Council may or may not be common law holders of one or more determinations for which the Top End PBC has been appointed.
15. Unlike other regions in Australia, the nature of the traditional Aboriginal laws and customs in the NLC’s region mean that native title determinations are made on a smaller scale (generally the area of a single pastoral lease, involving a handful of estate groups). As a result, there are a very large number of relatively small determinations. It would not be feasible for the NLC to develop a model of representative membership whereby each estate group nominates representatives for the Top End PBC. This would require the expenditure of significant time and resources by the NLC, and would likely result in some groups being locked in dispute over membership nominations. It would also have other administratively burdensome and ongoing consequences, such as mandatory Top End PBC annual general meetings involving an extraordinarily large number of invited members.

Proposed Rulebook changes

16. While it is unfeasible for the Top End PBC to provide for representative membership in respect of each individual determination for which it has been appointed, it is the NLC’s position that the Top End PBC already provides indirect representation for all common law holders across the seven administrative regions in the NLC’s representative body area where there are native title claims or determinations (East Arnhem Land, West Arnhem Land, Victoria River District, Darwin Daly Wagait, Katherine, Ngukurr, and Borroloola Barkly).
17. This is so because the members of the NLC Executive Council have a representative role in relation to all Aboriginal people, and by extension all common law holders, of the NLC’s area.
18. Members of the NLC must be Aboriginal people with a residential or traditional connection to the NLC’s area. The Executive Council is elected from within this representative membership.
19. As people with a traditional connection to the NLC’s area, every single common law holder represented by the Top End PBC is entitled to participate in, and be elected to, the NLC’s membership and the Executive Council. At any given time, a number of the members of the Executive Council will also be common law holders represented by the Top End PBC.

20. The members of the Top End PBC are members by virtue of their holding office in the NLC Executive Council. The NLC Executive Council exercises broad powers of the NLC pursuant to delegation, including powers relating to assisting Aboriginals in the area of the NLC to protect sacred sites and carry out commercial activities, as well as facilitation and assistance, dispute resolution and notification functions under the NTA. The NLC Executive Council members carry out their functions as members of the Top End PBC with the basis of their appointment firmly in mind.
21. The NLC proposes to embed this existing practice within the Top End PBC's governance rules to ensure compliance with s 141-25(2). This would be done through amending the Top End PBC's constitution to create a direct requirement for the members and directors to act in a representative capacity for all of the common law holders for which the PBC has been appointed, and wherever possible to act in a manner which is consistent with the functions of the NLC under the ALRA and the NTA.

Policy considerations

22. In addition to being an innovative, effective and regionally appropriate PBC model, as outlined above, I wish to draw your attention to a number of policy factors which ORIC may wish to consider in assessing the Top End PBC's compliance with s 141-25(2).
23. Firstly, the Top End PBC model is consistent with the policy goals of s 141-25(2). The NLC understands that the goal of this amendment was to address situations where some common law holders were improperly preventing other common law holders from participating in the management of native title and benefits received through the native title process. The Top End PBC model is wholly consistent with this goal, as the NLC's Executive Council is representative of the region as a whole, and therefore divorced from the intramural politics of any given group of common law holders. By having representation at the regional level, the risk of members and directors having an individual stake in decisions is reduced. They are instead focused on obtaining the best outcomes for the relevant common law holders as a whole, and on compliance with the consultation obligations under the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).
24. Secondly, as far as the NLC is aware, the Amendments were drafted without consideration of their implications for the Top End PBC model. I regard it as highly unlikely that Parliament intended to make the Top End PBC model unworkable by these Amendments.
25. Thirdly, and perhaps most significantly, if the Amendments are interpreted in a way which would make it unfeasible for the Top End PBC to continue to operate, there would be a need for a new PBC to be appointed for each of the 86 determinations currently stewarded by the Top End PBC. The resourcing ramifications for the native title system, ORIC and the Courts would be very significant, and all for little practical gain in the regional context of the northern half of the Northern Territory, where common law holders are well-served by the existing PBC.

Request for meeting

26. We would be grateful for the opportunity to discuss this issue with you in further detail. For the purpose of arranging a time to meet, may I ask that your office contact **s22(1)** **Legal Practice Manager – Native Title on s47F** [\[redacted\]@nlc.org.au](mailto: [redacted]@nlc.org.au).

We look forward to your response in due course. If you have any questions about this matter prior to our meeting, please contact **s47F** .

Yours sincerely



JOE MARTIN-JARD
CHIEF EXECUTIVE OFFICER

From: [Stroud, Tricia](#)
To: [Huey, Andrew](#)
Subject: RE: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595] [SEC=OFFICIAL]
Date: Friday, 18 November 2022 4:38:31 PM

OFFICIAL

Wonder whether we have a one on one with them first and give a commitment to facilitate Land Branch (and maybe even AGD) afterwards. We could use the initial meeting to hear out their issues and suggestions.

From: Huey, Andrew (Protected) <andrew.huey@niaa.gov.au>
Sent: Friday, 18 November 2022 3:21 PM
To: Huey, Andrew <Andrew.Huey@oric.gov.au>; Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Subject: Fwd: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595]

Sent from my iPhone

Begin forwarded message:

From: Harriet Roberts <RoberH@nlc.org.au>
Date: 18 November 2022 at 11:11:41 am AEDT
To: "Huey, Andrew" <Andrew.Huey@niaa.gov.au>
Cc: [s47F](#) <s47F@nlc.org.au>, [s47F](#) <s47F@nlc.org.au>
Subject: **221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595]**

Dear Mr Huey

Please find **attached** correspondence from the Northern Land Council CEO for your attention.

Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council

45 Mitchell St, Darwin NT 0800
GPO Box 1222, Darwin NT 0801

[s47F](#)

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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From: [Huey, Andrew](#)
To: s22(1)
Cc: [Stroud, Tricia](#); s22(1) s22(1) s22(1)
Subject: FW: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595] [SEC=OFFICIAL]
Date: Monday, 21 November 2022 4:06:32 PM
Attachments: [image001.png](#)
[221118 Letter from NLC CEO to ORIC - Top End PBC\(469443.1\).pdf](#)

OFFICIAL

Hi s47F, we had a meeting today about the attached corro.
Can you please reach out to the NLC and set up a meeting for us to discuss their correspondence?
We will then need to consult with NIAA and AGD, could you please set up a second meeting with ORIC, NIAA Land Branch and ADG at a date after the NLC meeting. The Land Branch should be able to provide the best contact for ADG, I would suggest trying Rachel Kerrigan's EA.
We will then most likely need a third meeting but will await the outcome of the second meeting, I will come back to you about third meeting in the near future.
Thanks, Andrew

From: Huey, Andrew
Sent: Friday, 18 November 2022 4:27 PM
To: s47F <s47F@oric.gov.au>
Subject: FW: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595] [SEC=OFFICIAL]

OFFICIAL

From: Huey, Andrew (Protected) <andrew.huey@niaa.gov.au>
Sent: Friday, 18 November 2022 4:21 PM
To: Huey, Andrew <Andrew.Huey@oric.gov.au>; Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Subject: Fwd: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595]

Sent from my iPhone

Begin forwarded message:

From: Harriet Roberts <RoberH@nlc.org.au>
Date: 18 November 2022 at 11:11:41 am AEDT
To: "Huey, Andrew" <Andrew.Huey@niaa.gov.au>
Cc: s47F <s47F@nlc.org.au>, s47F <s47F@nlc.org.au>
Subject: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595]

Dear s47F
Please find **attached** correspondence from the Northern Land Council CEO for your attention.
Kind regards
Harriet
Harriet Roberts
Lawyer
Northern Land Council

45 Mitchell St, Darwin NT 0800
GPO Box 1222, Darwin NT 0801

s47F

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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From: s47F
To: s22(1)
Cc: s47F [Harriet Roberts](#)
Subject: RE: Response locking in a time to discuss Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [SEC=OFFICIAL] [NLC-NLC.FID3043]
Date: Wednesday, 30 November 2022 3:59:51 PM
Attachments: [image010.png](#)
[image011.png](#)
[image012.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)

Thanks s22(1)

Perhaps you could create a Teams meeting, send me the link, and I will forward to Joe and s47F?

At the meeting, Joe and s47F will be joined by NLC lawyers (one or more of s47F, Harriet or myself).

Kind regards

s47F

s47F
— Native Title
Northern Land Council

cid:image001.jpg@01D3D70F.1D3FD440

45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801
s47F | F: +61 8 8920 5251
Email s22(1)@nlc.org.au | Website: www.nlc.org.au

From: s22(1) <s22(1)@oric.gov.au>
Sent: Wednesday, 30 November 2022 8:44 AM
To: s47F <s47F@nlc.org.au>
Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>
Subject: Response locking in a time to discuss Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [SEC=OFFICIAL]

OFFICIAL

Hi s47F,

At this stage, we would like to go with Thursday 15 December at 9am. Would you like me to send through a Teams invitation directly to Joe and s47F?

Regards

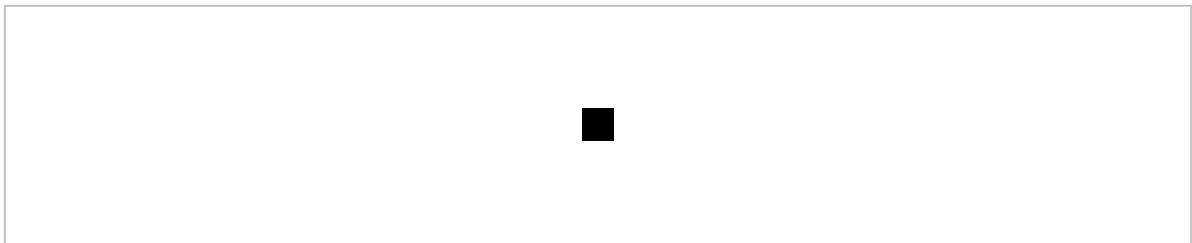
s22(1)

s22(1) | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations
s47F | freecall 1800 622 431
Turrbal and Yuggera Country | Level 19, 215 Adelaide Street QLD 4000 | PO Box 29 WODEN ACT 2606

|
oric.gov.au



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From: s47F <s47F@nlc.org.au>
Sent: Monday, 28 November 2022 10:28 AM
To: s22(1) <s22(1)@oric.gov.au>
Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>
Subject: RE: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [SEC=OFFICIAL] [NLC-NLC.FID3043]

Good morning s22(1)

The NLC CEO is available at the following times on the week starting Monday 12 December:

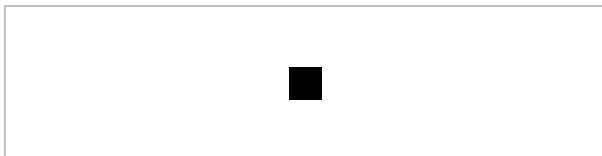
- Wednesday 14 Dec at 11am or 3:30pm
- Thursday 15 Dec at 9am or after 1pm.

Perhaps there is a time in there that is suitable for the Registrar and her team?

Kind regards

s47F

s47F
– Native Title
Northern Land Council



45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801
s47F | F: +61 8 8920 5251
Email: s47F@nlc.org.au | Website: www.nlc.org.au

From: s47F
Sent: Wednesday, 23 November 2022 11:00 AM

To: s22(1) [redacted] <[redacted]@oric.gov.au>
Cc: s47F [redacted] <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>
Subject: RE: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [SEC=OFFICIAL] [NLC-NLC.FID3043]

Hi s22(1)

I will inquire into Joe and s47F [redacted] availability and get back to you.

Kind regards

s47F [redacted]

s47F [redacted] – Native Title
Northern Land Council



45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801
s47F [redacted] | F: +61 8 8920 5251
Email: s47F@nlc.org.au | Website: www.nlc.org.au

From: s22(1) [redacted] <[redacted]@oric.gov.au>
Sent: Wednesday, 23 November 2022 10:24 AM
To: s47F [redacted] <s47F@nlc.org.au>
Cc: s47F [redacted] <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>
Subject: RE: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043] [SEC=OFFICIAL]

OFFICIAL

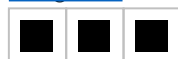
Good morning s47F [redacted],

The Registrar has advised that she is happy to meet when Joe Martin-Jard and s47F [redacted] are available. If you could give me details of their availability and we can then work out a suitable time?

Thanks

s22(1)

s22(1) [redacted] | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations
s47F [redacted] | freecall 1800 622 431
Turrbal and Yuggera Country | Level 19, 215 Adelaide Street QLD 4000 | PO Box 29 WODEN ACT 2606
oric.gov.au



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From: s47F <s47F@nlc.org.au>
Sent: Tuesday, 22 November 2022 3:35 PM
To: s22(1) @oric.gov.au
Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>
Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043]

Dear s22(1)

I refer to our telephone conversation earlier today about this matter.

The NLC's Chief Executive Officer (Joe Martin-Jard) and Principal Legal Officer s47F are interested in attending the proposed meeting with the Registrar, Deputy Registrar, and General Counsel of ORIC. Unfortunately, however, they both have prior commitments in remote locations during the relevant period.

Instead, I have been asked to attend the meeting, and I will be joined by NLC lawyers s47F and Harriet Roberts (both **copied**).

At this stage, s47F, Harriet and I are available on either Monday 28 November or Friday 2 December, at any time that suits ORIC.

I would be grateful if, in due course, you could confirm the meeting date and time, and send through Microsoft Teams invitations to s47F, Harriet and me.

Kind regards

s47F

s47F – Native Title
Northern Land Council



45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801
s47F | F: +61 8 8920 5251
Email: s47F@nlc.org.au | Website: www.nlc.org.au

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From: s22(1)
To: Huey, Andrew; Stroud, Tricia; s22(1)
Cc: s22(1)
Subject: Placeholder Response required: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043] [SEC=OFFICIAL]
Date: Wednesday, 30 November 2022 10:12:09 AM
Attachments: [image006.png](#)
[image007.png](#)
[image008.png](#)
[image009.png](#)
[image010.jpg](#)
[image011.png](#)
[image012.png](#)
[image013.png](#)
[image014.jpg](#)

OFFICIAL

Hi

I am going to respond to s47F and lock in Thursday 15 December 9am Brisbane time. I don't think s22(1) had an opportunity to respond to me but I can see his diary is free.

I have sent a placeholder in your diaries for the moment.

Regards

s22(1)

s22(1) | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431

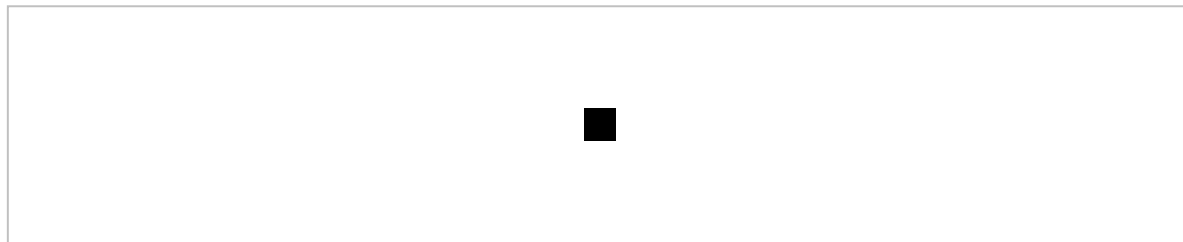
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-



From: Huey, Andrew <Andrew.Huey@oric.gov.au>
Sent: Monday, 28 November 2022 10:47 AM
To: s22(1)@oric.gov.au
Subject: RE: Response required: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043] [SEC=OFFICIAL]

OFFICIAL

Thanks s22(1) – that is fine for me. I do not need to attend the 11:30 if that helps.

Regards, Andrew

From: s22(1)@oric.gov.au

Sent: Monday, 28 November 2022 11:42 AM

To: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; s22(1) <s22(1)@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>

Cc: s22(1) <s22(1)@oric.gov.au>

Subject: Response required: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043] [SEC=OFFICIAL]

OFFICIAL

Good morning

Please see the new proposed dates and times below. I would be inclined to advise Thursday 15 December at 9am (Qld time). Andrew, we would just need to move an internal meeting.

Please let me know if you are happy with the Thursday?

Thanks

s22(1)

s22(1) | Executive Assistant | Registrar

Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431

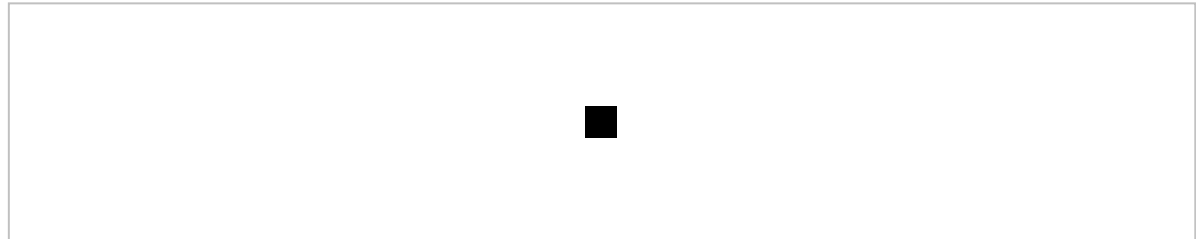
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-



From: s47F <s47F@nlc.org.au>

Sent: Monday, 28 November 2022 10:28 AM

To: s22(1)@oric.gov.au

Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>

Subject: RE: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [SEC=OFFICIAL] [NLC-NLC.FID3043]

Good morning s22(1)

The NLC CEO is available at the following times on the week starting Monday 12 December:

- Wednesday 14 Dec at 11am or 3:30pm
- Thursday 15 Dec at 9am or after 1pm.

Perhaps there is a time in there that is suitable for the Registrar and her team?

Kind regards

s47F

s47F

– Native Title

Northern Land Council



45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801

s47F | F: +61 8 8920 5251
Email: s47F@nlc.org.au | Website: www.nlc.org.au

From: s47F

Sent: Wednesday, 23 November 2022 11:00 AM

To: s22(1)@oric.gov.au

Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>

Subject: RE: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [SEC=OFFICIAL] [NLC-NLC.FID3043]

Hi s22(1)

I will inquire into Joe and s47F availability and get back to you.

Kind regards

s47F

s47F

– Native Title

Northern Land Council



45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801

s47F | F: +61 8 8920 5251
Email: s47F@nlc.org.au | Website: www.nlc.org.au

From: s22(1)@oric.gov.au

Sent: Wednesday, 23 November 2022 10:24 AM

To: s47F <s47F@nlc.org.au>

Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>

Subject: RE: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043] [SEC=OFFICIAL]

OFFICIAL

Good morning s47F,

The Registrar has advised that she is happy to meet when Joe Martin-Jard and s47F are available. If you could give me details of their availability and we can then work out a suitable time?

Thanks

s22(1)

s22(1) | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations

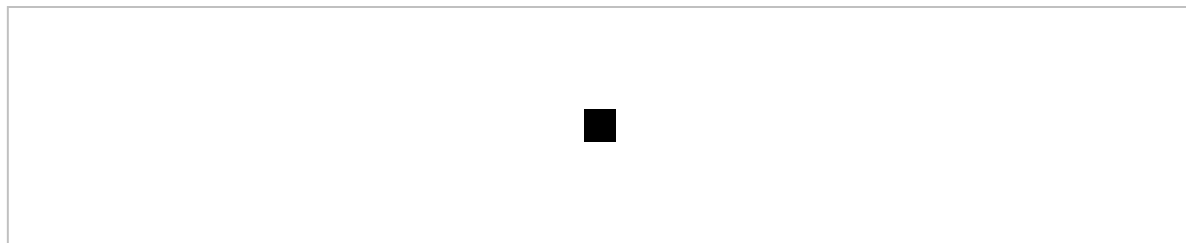
s22(1) | freecall 1800 622 431

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From: s47F <s47F@nlc.org.au>

Sent: Tuesday, 22 November 2022 3:35 PM

To: s22(1) @oric.gov.au

Cc: s47F <s47F@nlc.org.au>; Harriet Roberts <RoberH@nlc.org.au>

Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - proposed meeting to discuss compliance [NLC-NLC.FID3043]

Dear s22(1)

I refer to our telephone conversation earlier today about this matter.

The NLC's Chief Executive Officer (Joe Martin-Jard) and Principal Legal Officer (s47F) are interested in attending the proposed meeting with the Registrar, Deputy Registrar, and General Counsel of ORIC. Unfortunately, however, they both have prior commitments in remote locations during the relevant period.

Instead, I have been asked to attend the meeting, and I will be joined by NLC lawyers (s47F) and Harriet Roberts (both **copied**).

At this stage, s47F, Harriet and I are available on either Monday 28 November or Friday 2 December, at any time that suits ORIC.

I would be grateful if, in due course, you could confirm the meeting date and time, and send

through Microsoft Teams invitations to s47F, Harriet and me.

Kind regards

s47F

[Redacted] – Native Title
Northern Land Council



45 Mitchell St, Darwin NT 0801
GPO Box 1222, Darwin NT 0801

s47F [Redacted] | F: +61 8 8920 5251
Email: s47F@nlc.org.au | Website: www.nlc.org.au

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From: s22(1)
To: Huey, Andrew
Cc: s22(1); Stroud, Tricia: s22(1)
Subject: RE: Top End Default Discussion [SEC=OFFICIAL]
Date: Friday, 16 December 2022 6:40:25 AM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.png](#)
[image006.png](#)
[image007.png](#)
[image008.png](#)
[image009.png](#)

Thanks Andrew – will do and noting s42
[Redacted]
[Redacted]

Coincidentally after our meeting s22(1) from NIAA PBC Policy called me for an update which I gave, though will follow up in writing. s22(1) said based on this status they would be happy to have a preliminary meeting with ORIC in January, perhaps once we have looked at the rule book and I will progress these things.

Cheers
s47F

From: Huey, Andrew <Andrew.Huey@oric.gov.au>
Sent: Thursday, 15 December 2022 6:21 PM
To: s22(1) @oric.gov.au>
Cc: s22(1) @oric.gov.au>; s22(1) @official.niaa.gov.au>; s22(1) @oric.gov.au>; Stroud, Tricia <Tricia.Stroud@oric.gov.au>; s22(1) @oric.gov.au>; s22(1) @oric.gov.au>
Subject: RE: Top End Default Discussion [SEC=OFFICIAL]

OFFICIAL

Hi s22(1), following our meeting today can I please leave this one with you to follow up with the NIAA.

My reading of the meeting was a meeting late Jan/early Feb with NIAA, ADG, NLC and ORIC to discuss option of amending regs. I expect a pre-meeting will also be required to make sure NIAA, ADG and ORIC are all on the same page.

NLC is to provide a draft copy of the update Rule Book for ORIC to review and provide any feedback.

Regards, s22(1)

From: s22(1) @oric.gov.au>
Sent: Wednesday, 14 December 2022 9:15 AM
To: Huey, Andrew <Andrew.Huey@oric.gov.au>; s22(1) @oric.gov.au>
Cc: s22(1) @oric.gov.au>; s22(1)

s22(1) [redacted] <[\[redacted\]@official.niaa.gov.au](mailto:[redacted]@official.niaa.gov.au)>

Subject: RE: Top End Default Discussion [SEC=OFFICIAL]

OFFICIAL

Yes Andrew. No worries.

s22(1) [redacted] | Senior Native Title Engagement Officer, Native Title Unit

Office of the Registrar of Indigenous Corporations

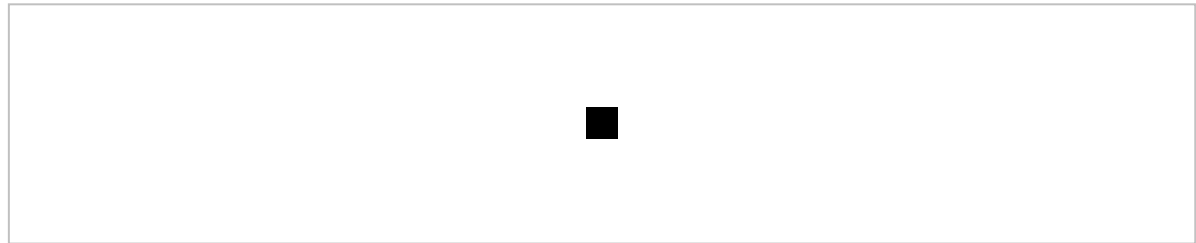
s22(1) [redacted] | freecall 1800 622 431

Level 7, Citi Central Building, 46-48 Sheridan Street, Cairns QLD 4870 | PO Box 29 WODEN ACT 2606

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From: Huey, Andrew <Andrew.Huey@oric.gov.au>

Sent: Wednesday, 14 December 2022 7:34 AM

To: s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>; s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>

Cc: s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>; s22(1) [redacted]

<[\[redacted\]@official.niaa.gov.au](mailto:[redacted]@official.niaa.gov.au)>

Subject: RE: Top End Default Discussion [SEC=OFFICIAL]

OFFICIAL

Hi s22(1) [redacted], is it ok to wait until s22(1) [redacted] is back from leave?

Regards, Andrew

From: s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>

Sent: Tuesday, 13 December 2022 3:02 PM

To: Huey, Andrew <Andrew.Huey@oric.gov.au>; s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>

Subject: FW: Top End Default Discussion [SEC=OFFICIAL]

OFFICIAL

Hi team

Can we organise a meeting to discuss?

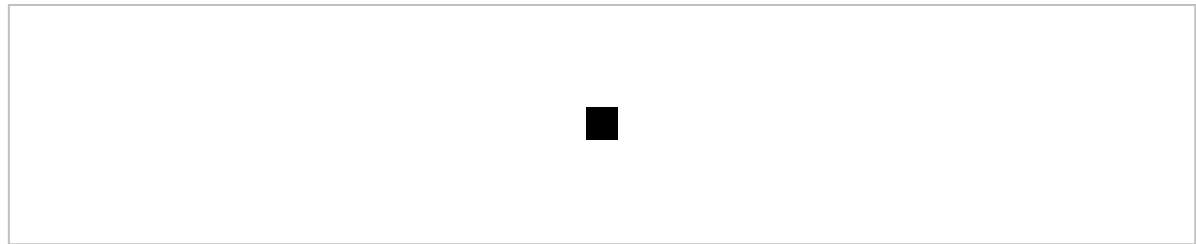
s22(1) Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431
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From: s22(1) @niaa.gov.au>
Sent: Tuesday, 13 December 2022 1:37 PM
To: s22(1) @oric.gov.au>
Cc: s22(1) @niaa.gov.au>
Subject: Top End Default Discussion [SEC=OFFICIAL]

OFFICIAL

Hi s22(1),

Do you have some time in the next week or so to discuss Top End Default? We are keen to follow up and see where things are at, and also see where NIAA can support this work. Please let me know when might suit, and also who from ORIC we should invite. We're happy to work around your availabilities.

Cheers,

s22(1)

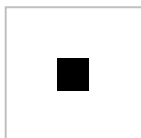


Director
PBC Policy | Land Branch | Economic Policy and Programs Group
National Indigenous Australians Agency

s22(1) @niaa.gov.au

w. niaa.gov.au w. indigenous.gov.au

Charles Perkins House, Woden ACT | PO Box 6500 CANBERRA ACT 2600



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From: [Harriet Roberts](#)
To: [Huey, Andrew \(Protected\)](#)
Cc: s47F [redacted]; s47F [redacted]
Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595]
Date: Friday, 23 December 2022 4:17:56 PM
Attachments: [image001.png](#)
[221223 Amended Top End PBC Rule Book - For ORIC\(476563.1\).docx](#)

Dear Mr Huey

Thank you for your time on 15 December 2022 to discuss amendments to the rule book of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (the **Top End PBC**).

As discussed at that meeting, please find **attached** the Top End PBC's amended rule book for ORIC's consideration.

We will also be in touch in the new year to discuss potential dates for a meeting with ORIC, NIAA and AGD.

Please let us know if you have any questions or would like to discuss.

Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council

cid:image001.jpg@01D3D70F.1D3FD440



45 Mitchell St, Darwin NT 0800
GPO Box 1222, Darwin NT 0801

s47F [redacted]

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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THE RULE BOOK

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

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

ICN: 7848

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

The rule book contents

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1. Name

The name of the Corporation is: **Top End (Default PBC/CLA) Aboriginal Corporation RNTBC.**

2. Objectives

2.1 *Registered Native Title Body Corporate*

The objectives of the Corporation in relation to native title are:

- (a) to be an RNTBC regarding land and waters for the purposes of the Native Title Act;
- (b) to act as agent for the native title holders in respect of matters relating to native title;
- (c) to manage the native title rights and interests of the native title holders as authorised by the native title holders;
- (d) to perform any other functions in relation to the native title rights and interests as directed by the native title holders; and
- (e) to hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the native title rights and interests, on trust, and to invest or otherwise apply any money as directed by the native title holders.

Without limiting the generality of clauses (a) to (e) of this rule, for the purposes of performing its functions the Corporation may, on behalf of the native title holders (and as authorised by them), enter into agreements, be consulted, and exercise procedural rights.

2.2 *Community Living Areas*

The objectives of the Corporation in relation to community living areas are:

- (a) to be the owner of land (including any estate or interest in land, whether legal or equitable) that is a community living area;
- (b) to perform its functions as the owner of land that is a community living area with due consideration to the interests of the native title holders, and the residents, of that land; and
- (c) to hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the community living area, on trust, and to invest or otherwise apply any money with due consideration to the interests of the native title holders, and the residents, of that land.

3. Members

3.1 *Membership Model*

- (a) Eligibility for membership of the Corporation is confined to those persons who are members of the Executive Council of the Northern Land Council (NLC), as elected from time to time. Under this membership model, all common law holders of native title are indirectly represented by the members of the Executive Council.

- (b) This membership model reflects aspects of the unique context in which the Corporation functions, including that:
- (i) as at 31 December 2022, since the Corporation's registration on 7 March 2013, the National Native Title Register records that the Corporation has, at the request of the common law holders in each case, been progressively appointed as agent PBC in relation to a total of 85 approved determinations of native title;
 - (ii) all of these determinations relate to land and waters that are within the area for which the NLC is the representative Aboriginal/Torres Strait Islander body (**RATSIB**) under Part 11 of the Native Title Act;
 - (iii) there are native title determinations located in every one of the seven regions from which the members of the NLC's governing Full Council are elected, which together form the NLC's area of responsibility as a Land Council under the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth) (**Land Rights Act**); and
 - (iv) each of these native title determinations has been achieved with the facilitation and assistance of the NLC, as the local RATSIB, in accordance with section 203BB of the Native Title Act.
- (c) In this context, the Corporation's membership model operates in the following way:
- (i) In accordance with a method approved by the Minister of Indigenous Australians under section 29 of the Land Rights Act, the members of the NLC's governing Full Council are elected or otherwise chosen by Aboriginal people with a residential or traditional connection to the Top End, being the NLC's area of responsibility as a Land Council, which is divided for administrative purposes into seven regions;
 - (ii) The NLC's Executive Council is a committee appointed under section 29A of the Land Rights Act, with delegated authority to perform particular statutory functions where it is not administratively necessary or convenient for the Full Council to perform those functions itself;
 - (iii) The members of the Executive Council are elected by the Full Council, with two local members elected to represent each of the NLC's seven regions, so that there are generally 14 members of the Executive Council at any one time;
 - (iv) Every existing common law holder of native title for whom the Corporation has been appointed as agent PBC is eligible for election by their co-constituents to the NLC Full Council, election by the Full Council to the NLC Executive Council, and thus appointment to the membership of the Corporation;
 - (v) All members of the Corporation hold office by virtue of their membership of the NLC's Full Council and Executive Council, and in that same representative capacity must act at all times in the interests of all the common law holders of native title on whose behalf of the Corporation is appointed.

3.2 Who is eligible?

A member of the Corporation must be:

- (a) a member of the NLC Executive Council;
- (b) at least 18 years of age; and
- (c) an Aboriginal person.

3.3 How to become a member

A person applies in writing;

A person is eligible under rule 3.2;

The directors agree; and

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

The directors must accept a membership application if the applicant has applied in writing and the applicant meets the eligibility requirements in rule 3.2.

3.4 Members' rights

A member can:

- (a) attend, speak and vote at general meetings;
- (b) be made a director;
- (c) put forward resolutions at general meetings;
- (d) ask the directors to call a general meeting; and
- (e) 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).

3.5 Members' responsibilities

A member must:

- (a) follow the Corporation rules;
- (b) advise the Corporation if he or she changes his or her address;
- (c) treat other members with respect; and
- (d) at all times, exercise their rights as members in the following way:
 - (i) in a representative capacity for all of the common law holders for which the Corporation has responsibility; and
 - (ii) for the benefit of, and in the best interests of, those common law holders.

3.6 Liability of members

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

3.7 How to stop being a member

A person stops being a member if:

- (a) he or she resigns in writing;
- (b) he or she dies; or
- (c) his or her membership is cancelled.

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

3.8 Cancelling membership

- (a) A person's membership may be cancelled by special resolution passed at a general meeting if:

- (i) the Corporation has not been able to contact the member at their address entered on the register of members for a continuous period of 2 years prior to the meeting, and the Corporation has made two or more reasonable attempts to contact the member during the 2-year period but has been unable to; or
 - (ii) the general meeting is satisfied that the member is not an Aboriginal person; or
 - (iii) the general meeting is satisfied that the member has behaved in a manner that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) A person's membership may be cancelled by the directors by resolution at a director's meeting if a member is not eligible for membership or has ceased to be eligible for membership.
- (c) Before a membership is cancelled under rule 3.8(b), the directors must:
- (i) take reasonable steps to make sure the member is not, or has stopped being, eligible under rule 3.2; and
 - (ii) give the relevant member notice in writing stating that:
 - a. the directors intend to cancel the membership for the reasons set out in the notice; and
 - b. the member has 14 days to object to the cancellation of membership; and
 - c. any objection to the cancellation of membership must be in writing and given to the Corporation within 14 days from the day the notice was given.
- (d) If the directors propose to cancel the membership of a member under rule 3.8(b), and:
- (i) the relevant member does not object – the directors must cancel the membership; or
 - (ii) the relevant member objects – the directors must not cancel the membership and only the Corporation may cancel the membership by resolution at a general meeting.
- (e) If a person's membership is cancelled by resolution under rule 3.8(a), (b) or (d)(ii), the directors must give the member a copy of the resolution as soon as practicable after the resolution has been passed (and, in the case of a member who cannot be contacted, may do so by forwarding a copy of the resolution to the last known address of the member).

3.9 *The register of members and former members*

The register must contain:

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

The register must be kept at the Corporation's document access address or registered office. It must be available at the AGM.

4. Meetings

4.1 AGM timing

AGMs must be held before the end of November each year unless:

- (a) the Registrar provides an exemption from holding the meeting or extends the period within which the Corporation is required to hold it; or
- (b) the CATSI Act provides otherwise.

4.2 AGM business

AGMs are for:

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

4.3 General meetings

The directors can call a general meeting or AGM by passing a resolution at a directors’ meeting or by a circulating resolution.

The required number of members can request the directors to call a general meeting.

Number of members

in Corporation

2 to 10 members

11 to 29 members

Number of members

required to ask for a general meeting

= 1 member

= 3 members

The members’ request must:

- be in writing;
- state any resolutions to be proposed at the meeting—see rule 4.6;
- be signed by the members making the request;
- nominate a member to be the contact member on behalf of the members making the request; and
- be given to the Corporation.

Within 21 days of receiving the request, the directors must either call the meeting or apply to the Registrar to deny the request.

4.4 General meeting business

General meetings are for:

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

4.5 Notice for general meetings

At least 21 days’ notice must be given.

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

The notice must set out:

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

- if a member can appoint a proxy.

Notices can be given to members personally, sent by post to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given three days after it is posted; or
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

A general meeting, or a notice of a general meeting which is required to be given according to these rules, or any proceeding at a general meeting, is not invalidated merely because of the accidental omission to give notice of the general meeting, or because a person does not receive the notice of the general meeting.

4.6 *Members' resolutions*

The required number of members can propose a resolution by giving notice of it to the Corporation.

**Number of members
in Corporation**

2 to 10 members

11 to 29 members

**Number of members required to
propose a resolution**

= 1 member

= 3 members

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

The Corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

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

4.7 *Quorum at general meetings*

The number of members to make a quorum is five members.

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

4.8 *Chairing general meetings*

The chairperson will chair general meetings. If the chairperson is not available, the deputy chairperson will chair the meeting. If neither chairperson nor deputy chairperson are available, the members must elect someone to chair the meeting.

4.9 *Using technology*

General meetings can be held at more than one place using any technology that gives members as a whole a reasonable opportunity to participate.

4.10 *Voting*

Each member has one vote.

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

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

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

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

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

4.11 Demanding a poll

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

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

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

4.12 Proxies

Members can appoint another member as proxy to attend meetings and vote for them.

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

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

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

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

5. Directors

5.1 Number of directors

The number of directors of the Corporation is decided at the general meeting.

The minimum number is five directors, and the maximum number is fourteen directors, on the condition that the Registrar grants an exemption pursuant to Part 6-8 of the CATSI Act. If the Registrar declines to grant an exemption pursuant to Part 6-8 of the CATSI Act, the maximum number is 9 directors.

5.2 Eligibility of directors

A director must be a member of the Corporation.

5.3 Majority of director requirements

A majority of directors of the Corporation must:

- usually reside in Australia; and
- not be employees of the Corporation.

5.4 How to become a director

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

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

The Corporation must send the Registrar the director's personal details within 28 days after they are appointed.

5.5 *Directors' terms of appointment*

Directors are appointed by resolution passed in general meeting for a term of up to two years (being the period specified in s 246-25(2) of the CATSI Act).

If the Registrar grants an exemption pursuant to Part 6-8 of the CATSI Act, directors may be appointed for a term of up to three years.

Directors are eligible to be re-elected.

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

The chairperson and deputy chairperson are each elected by resolution passed in general meeting for a term of up to two years.

If the Registrar grants an exemption pursuant to Part 6-8 of the CATSI Act, the chairperson and deputy chairperson may each be appointed for a term of up to three years.

5.7 *How to fill vacancies*

Directors can fill casual director vacancies, including office bearers.

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

5.8 *How to stop being a director*

A director dies.

A director resigns, in writing.

A director's appointment expires.

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

A director is disqualified from managing a corporation.

The Corporation must send the Registrar notice within 28 days after they stop being a director.

5.9 *How to remove a director*

By the members:

- A notice for a resolution to remove a director must be given to the Corporation at least 21 days before the next general meeting (or AGM).
- The Corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

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

5.10 Directors' and officers' duties

The duties are:

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

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

5.11 Conflict of interest (material personal interest)

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

The director must give details of what the interest is and how it relates to the Corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

5.12 Payment

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they are employed by the Corporation, or if they have a contract to provide goods or services to the Corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in 5.11 and 5.13).

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

5.13 Related party benefit

If the Corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must comply with Part 6-6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

5.14 Directors' meetings

Directors must meet at least every 6 months.

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

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

5.15 Quorum for directors' meetings

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

5.16 Chairing directors' meetings

The chairperson will chair directors' meetings, or if the chairperson is not present, the deputy chairperson.

If the chairperson and deputy chairperson are not present at a meeting, the directors can elect a director to chair that meeting.

5.17 Using technology

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

5.18 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chairperson has a vote, plus a casting vote.

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

6. Contact person or secretary

The contact person or secretary must be at least 18 years old.

The contact person or secretary must give the Corporation his or her consent in writing to become a contact person before being appointed.

The directors appoint a contact person or secretary.

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

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

The Corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed.

7. Records

The Corporation must keep the:

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

These records must be kept at the Corporation's document access address or registered office.

8. Finances

The Corporation must follow these procedures.

- All money of the Corporation must be deposited into a corporation bank account.
- The Corporation must give receipts for all money it receives.
- All payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.

- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors.

9. Application of funds

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

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

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

10. Winding up

The winding up of the Corporation will follow the CATSI Act.

If the Corporation is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over the members can pass a special resolution about how to distribute those assets. However surplus assets of the Corporation cannot be given to any member or any person to be held on trust for any member.

11. Dispute resolution

11.1 Resolving internal Corporation disputes

If a dispute arises between a member or director and:

- one or more members
- one or more directors, or
- the Corporation

about a matter other than a native title dispute described in rule 11.2, the parties must first try to resolve it themselves.

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

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

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision. The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance to resolve the matter.

The directors must help the parties try to resolve the dispute within 20 business days after the Corporation receives the notice. This may include third party assistance or mediation.

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

11.2 Resolving native title disputes

If a dispute arises between the Corporation and a person who is or who claims to be a common law holder, whether or not the person is a member of the Corporation, and the dispute is about:

- whether a person is or is not a common law holder;
- the Corporation's performance of its functions under the native title legislation; or
- other matters directly related to a determination for which the Corporation is appointed as the agent PBC;

the Corporation must follow the process in this rule.

First, the Corporation must encourage the parties to try to resolve the dispute between themselves.

If the dispute is not resolved within 120 business days, any party may give a dispute notice to the other parties and the Corporation.

The dispute notice must be in writing and must say what the dispute is about.

The directors must help the parties resolve the dispute within 120 business days after the Corporation receives the notice.

In helping the parties resolve the dispute the directors may:

- seek third party assistance, including mediation;
- satisfy themselves that the dispute is unlikely to be resolved and take no further action; or
- take any other action they deem appropriate.

12. Making a Native Title Decision

Before making a Native Title Decision, the Corporation must consult with and obtain the consent of the native title holders in accordance with the PBC Regulations and the Native Title Act. However, the Corporation does not need to consult and obtain consent in relation to a Standing Instructions Decision covered by an approval under subregulation 8(8) of the PBC Regulations.

13. Making a Compensation Application

Before making a Compensation Application, the Corporation must consult and obtain consent in accordance with regulation 8B of the PBC Regulations.

14. Evidence of consultation and consent

- (a) The Corporation must make and keep records for all:
 - (i) consultations with affected common law holders about a Native Title Decision, including a record of the process that affected common law holders used to give their consent;
 - (ii) any conditions imposed by affected common law holders when they gave their consent to a Native Title Decision;

- (iii) variations or revocations of conditions previously imposed by affected common law holders after they gave their consent to a Native Title Decision;
 - (iv) any other directions given by affected common law holders in relation to a Native Title Decision;
 - (v) consultations with Specified Persons about a Compensation Application, including a record of the process that Specified Persons used to give their consent; and
 - (vi) any other directions given by Specified Persons in relation to a Compensation Application.
- (b) As soon as practicable after the Corporation has made a Native Title Decision or decided to make a Compensation Application, the Corporation must prepare a written certificate in relation to consultation and consent in accordance with regulation 9 of the PBC Regulations.
- (c) The Corporation will provide a copy of the certificate in relation to consultation and consent to a person who asks for it in writing, if the person:
- (i) is a common law holder in relation to the decision recorded in the certificate; or
 - (ii) has a substantial interest in the decision.

15. Powers

- (a) Subject to the provisions of the CATSI Act, the Native Title Act, and the PBC Regulations, the Corporation shall have power to do all such lawful things as may seem to the directors necessary to carry out the objectives of the Corporation.
- (b) Without limiting the generality of sub-rule 15(a), for the purpose of performing its functions the Corporation may, on behalf of the native title holders (and as authorised by them), enter into agreements, be consulted, and exercise procedural rights.

16. Amendment of these rules

- (a) Subject to the Native Title Act and the PBC Regulations, amending these rules involves three steps. The amendment does not occur until the third step is complete.
- (b) The Corporation can only amend these rules by resolution passed by 75% or more of the members of the Corporation present and eligible to vote at a general meeting held in accordance with these rules. The resolution containing the proposed amendment must be included in the notice of the general meeting.
- (c) A copy of the proposed amendment must be lodged with the Registrar within 28 days after the resolution in sub-rule 16(b). The proposed amendment is not effective until after the Registrar has approved it in accordance with the CATSI Act.

17. Dictionary

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

AGM means annual general meeting.

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

CLA means community living area.

Corporation means the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC.

Common law holder has the same meaning as in the Native Title Act.

Community living area means an area granted or created as an Aboriginal community living area by or under a law of the Northern Territory.

Note: Land granted to an association under subsection 46(1A) of the *Lands Acquisition Act* of the Northern Territory (including that land as held by a successor to an association) is a community living area (see s 4(c) and 31(1)(b)(ii) of the *Northern Territory National Emergency Response Act 2007* (Cth)).

Compensation Application means an application for compensation for effects on native title rights and interests, including an application made under the Native Title Act for a determination of compensation.

Native Title Act means the *Native Title Act 1993* (Cth).

Native Title Decision has the same meaning as in regulation 3 of the PBC Regulations.

Native title holder has the same meaning as in the Native Title Act.

Native title rights and/or interests has the same meaning as in the *Native Title Act*.

NLC means the Northern Land Council and its successors.

(Note: The NLC is a body which is established under s 21 of the *Aboriginal Land Rights (Northern Territory) Act 1976*, and which has been determined under s 202 of the Native Title Act as a representative Aboriginal/Torres Strait Islander body for the northern half of the Northern Territory.

NLC Executive Council is a committee comprised of NLC members appointed from time to time pursuant to s 29A of the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth).

PBC means prescribed body corporate.

PBC Regulations means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the CATSI Act.

RNTBC means Registered Native Title Body Corporate.

Specified Persons has the same meaning as in the PBC Regulations.

Standing Instructions Decision has the same meaning as in the PBC Regulations.

Schedule 1—Application for membership form

Application for membership

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (name of Aboriginal and Torres Strait Islander corporation)

Signature of applicant

Date



Office use only

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



Chairperson's signature

Schedule 2—Appointment of proxy form

Appointment of proxy

I, _____ (full name of member)
of _____ (address of member)
am a member of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (name of Aboriginal and Torres Strait Islander corporation)
I appoint _____ (full name of proxy)
of _____ (address of proxy)
as my proxy to vote for me on my behalf at the general meeting of the Corporation (annual general meeting or other general meeting, as the case may be) to be held on _____ (date of meeting)

and at any adjournment of that meeting.

Signature of member

Date

NOTE: A proxy vote may be given to a member of the Corporation or another person.

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Schedule 3—Consent to become a director form

Consent to become a director

I, _____ (full name of person)

of _____ (address of person)

give consent to _____ Top End (Default PBC/CLA) Aboriginal
become a director of Corporation RNTBC _____ (name of Aboriginal and
Torres Strait Islander
corporation)

as nominated at the general meeting of the Corporation (annual general meeting or other
general meeting, as the case may be) held on:

_____ (date of meeting)

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

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.

From: s22(1)
Subject: FW: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595] [SEC=OFFICIAL]
Date: Monday, 9 January 2023 6:40:50 PM
Attachments: [image001.png](#)
[221118 Letter from NLC CEO to ORIC - Top End PBC\(469443.1\).pdf](#)

Hi s22(1)

As promised, but apologies for not sending this earlier (it slipped my mind because the letter came to me a bit belatedly in the piece!), just FYI attached.



Cheers

s22(1)

From: Huey, Andrew <Andrew.Huey@oric.gov.au>
Sent: Monday, 21 November 2022 12:20 PM
To: s22(1) @oric.gov.au
Subject: FW: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595] [SEC=OFFICIAL]

OFFICIAL

From: Huey, Andrew (Protected) <andrew.huey@niaa.gov.au>
Sent: Friday, 18 November 2022 4:21 PM
To: Huey, Andrew <Andrew.Huey@oric.gov.au>; Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Subject: Fwd: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC [NLC-NLC.FID23595]

Sent from my iPhone

Begin forwarded message:

From: Harriet Roberts <RoberH@nlc.org.au>
Date: 18 November 2022 at 11:11:41 am AEDT
To: "Huey, Andrew" <Andrew.Huey@niaa.gov.au>

Cc: s47F <s47F@nlc.org.au>, s47F <s47F@nlc.org.au>
Subject: 221118 Letter from NLC CEO to ORIC - Top End (Default PBC/CLA)
Aboriginal Corporation RNTBC [NLC-NLC.FID23595]

Dear Mr Huey

Please find **attached** correspondence from the Northern Land Council CEO for your attention.

Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council

45 Mitchell St, Darwin NT 0800

GPO Box 1222, Darwin NT 0801

s47F Ph: s47F

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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s42

s42

From: Huey, Andrew (Protected) <andrew.huey@niaa.gov.au>
Sent: Thursday, 5 January 2023 5:13 PM
To: s22(1) <[REDACTED]@oric.gov.au>; Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Cc: s22(1) <[REDACTED]@oric.gov.au>; s22(1) <[REDACTED]@oric.gov.au>; s22(1) <[REDACTED]@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: FW: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595] [SEC=OFFICIAL]

OFFICIAL

Good afternoon

My apologies for the delay in sending on s22(1) [REDACTED]

Regards, Andrew

From: Harriet Roberts <RoberH@nlc.org.au>
Sent: Friday, 23 December 2022 4:13 PM
To: Huey, Andrew <Andrew.Huey@niaa.gov.au>
Cc: s47F <[REDACTED]@nlc.org.au>; s47F <[REDACTED]@nlc.org.au>
Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595]

Dear Mr Huey

Thank you for your time on 15 December 2022 to discuss amendments to the rule book of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (the **Top End PBC**).

As discussed at that meeting, please find **attached** the Top End PBC's amended rule book for ORIC's consideration.

We will also be in touch in the new year to discuss potential dates for a meeting with ORIC, NIAA

and AGD.

Please let us know if you have any questions or would like to discuss.

Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council



45 Mitchell St, Darwin NT 0800

GPO Box 1222, Darwin NT 0801

Ph: **s47F**

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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THE RULE BOOK

Style Definition: TOC 1

Style Definition: Comment Text

Style Definition: bullet 1: Indent: Left: 0.63 cm, Hanging: 0.63 cm

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This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*. [\(Cth\)](#)

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

ICN: 7848

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

~~Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC,
approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.~~

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Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC,
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1. Name

The name of the ~~corporation~~Corporation is: **Top End (Default PBC/CLA) Aboriginal Corporation RNTBC.**

2. Objectives

2.1 Registered Native Title Body Corporate

The objectives of the ~~corporation~~Corporation in relation to native title are:

- (a) to be a ~~Registered Native Title Body Corporate (an RNTBC)~~ regarding land and waters for the purposes of the Native Title Act;
- (b) to act as agent for the native title holders in respect of matters relating to native title;
- (c) to manage the native title rights and interests of the native title holders as authorised by the native title holders;
- (d) to perform any other functions in relation to the native title rights and interests as directed by the native title holders; and
- (e) to hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the native title rights and interests, on trust, and to invest or otherwise apply any money as directed by the native title holders.

Without limiting the generality of clauses (a) to (e) of this rule, for the purposes of performing its functions the ~~corporation~~Corporation may, on behalf of the native title holders (and as authorised by them), enter into agreements, be consulted, and exercise procedural rights.

2.2 Community Living Areas

The objectives of the ~~corporation~~Corporation in relation to community living areas are:

- (a) to be the owner of land (including any estate or interest in land, whether legal or equitable) that is a community living area;
- (b) to perform its functions as the owner of land that is a community living area with due consideration to the interests of the native title holders, and the residents, of that land; and
- (c) to hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the community living area, on trust, and to invest or otherwise apply any money with due consideration to the interests of the native title holders, and the residents, of that land.

3. Members

3.1 Membership Model

- (a) Eligibility for membership of the Corporation is confined to those persons who are members of the Executive Council of the Northern Land Council (NLC), as elected from time to time. Under this membership model, all common law

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holders of native title are indirectly represented by the members of the Executive Council.

(b) This membership model reflects aspects of the unique context in which the Corporation functions, including that:

(i) as at 31 December 2022, since the Corporation's registration on 7 March 2013, the National Native Title Register records that the Corporation has, at the request of the common law holders in each case, been progressively appointed as agent PBC in relation to a total of 85 approved determinations of native title;

(ii) all of these determinations relate to land and waters that are within the area for which the NLC is the representative Aboriginal/Torres Strait Islander body (RATSIB) under Part 11 of the Native Title Act;

(iii) there are native title determinations located in every one of the seven regions from which the members of the NLC's governing Full Council are elected, which together form the NLC's area of responsibility as a Land Council under the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth) (**Land Rights Act**); and

(iv) each of these native title determinations has been achieved with the facilitation and assistance of the NLC, as the local RATSIB, in accordance with section 203BB of the Native Title Act.

(c) In this context, the Corporation's membership model operates in the following way:

(i) In accordance with a method approved by the Minister of Indigenous Australians under section 29 of the Land Rights Act, the members of the NLC's governing Full Council are elected or otherwise chosen by Aboriginal people with a residential or traditional connection to the Top End, being the NLC's area of responsibility as a Land Council, which is divided for administrative purposes into seven regions;

(ii) The NLC's Executive Council is a committee appointed under section 29A of the Land Rights Act, with delegated authority to perform particular statutory functions where it is not administratively necessary or convenient for the Full Council to perform those functions itself;

(iii) The members of the Executive Council are elected by the Full Council, with two local members elected to represent each of the NLC's seven regions, so that there are generally 14 members of the Executive Council at any one time;

(iv) Every existing common law holder of native title for whom the Corporation has been appointed as agent PBC is eligible for election by their co-constituents to the NLC Full Council, election by the Full Council to the NLC Executive Council, and thus appointment to the membership of the Corporation;

(v) All members of the Corporation hold office by virtue of their membership of the NLC's Full Council and Executive Council, and in that same representative capacity must act at all times in the interests of

all the common law holders of native title on whose behalf of the Corporation is appointed.

3.2 Who is eligible?

A member of the ~~corporation~~ Corporation must be:

- (a) a member of the NLC Executive Council; ~~and~~
- (b) at least 18 years of age; and
- (c) an Aboriginal person.

3.2.1 How to become a member

A person applies in writing;

A person is eligible under rule 3.4.2;

The directors agree; and

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

The directors ~~may refuse to~~ must accept a membership application. ~~If so, they must notify if the applicant has applied in writing of the decision and the reasons for it.~~ applicant meets the eligibility requirements in rule 3.2.

3.4 Members' rights

A member can:

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

3.4.5 Members' responsibilities

A member must:

- (a) follow the ~~corporation~~ Corporation rules;
- (b) advise the ~~corporation~~ Corporation if he or she changes his or her address;
- (c) treat other members with respect; and
- (d) at all times, exercise their rights as members in the following way:
 - (i) in a representative capacity for all of the common law holders for which the Corporation has responsibility; and
 - (ii) for the benefit of, and in the best interests of, those common law holders.

3.4.6 Liability of members

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

3.6 How to stop being a member

A person stops being a member if:

- (a) he or she resigns in writing;
- (b) he or she dies; or

Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC,
approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.

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Commented [ORIC1]: We suggest this provision is removed as it is now contradicted by the amendment below that requires the directors to accept eligible members

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~~(c)~~ his or her membership is cancelled.

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

~~3.8.3.7~~ **3.8.3.7 Cancelling membership**

~~(a)~~ The directors (or corporation) ~~A person's membership may, by resolution, cancel the membership of a member if a member is not eligible for membership or has ceased to be eligible for membership.~~

~~(b)(a)~~ ~~The corporation may, by, be cancelled by special resolution imposed at a general meeting, cancel the membership of a member if:~~

(i) ~~if the corporation~~Corporation has not been able to contact ~~the~~the member at their address entered on the register of members for a continuous period of ~~two~~2 years ~~before~~prior to the meeting, and ~~the~~the Corporation has made two or more reasonable attempts to contact the member during ~~that two~~the 2-year period but has been unable to; or

(ii) ~~if~~ the general meeting is satisfied that ~~the member is not an Aboriginal person; or~~

~~(iii)~~ ~~the general meeting is satisfied that the member has behaved in a manner that significantly interfered with the operation of the~~Corporation or of ~~corporation~~Corporation meetings.

~~(b)~~ ~~A person's membership may be cancelled by the directors by resolution at a director's meeting if a member is not eligible for membership or has ceased to be eligible for membership.~~

~~(c)~~ ~~Before a membership is cancelled under rule 3.7(a) or (b), the directors must:~~

~~(i)~~ ~~take reasonable steps to make sure the member is not, or (b) has stopped being, eligible under rule 3.2; and~~

~~(ii)~~ ~~give the relevant member notice in writing stating that:~~

~~a.~~ ~~the directors intend to cancel the membership for the reasons set out in the notice; and~~

~~b.~~ ~~the member has 14 days to object to the cancellation of membership; and~~

~~c.~~ ~~any objection to the cancellation of membership must be in writing and given to the Corporation within 14 days from the day the notice was given.~~

~~(d)~~ ~~If the directors propose to cancel the membership of a member under rule 3.8(b), and:~~

~~(i)~~ ~~the relevant member does not object – the directors must cancel the membership; or~~

~~(ii)~~ ~~the relevant member objects – the directors must not cancel the membership and only the Corporation may cancel the membership by resolution at a general meeting.~~

~~(e)~~ ~~If a person's membership is cancelled by resolution under rule 3.8(a),~~

~~(b) or (d)(ii), the directors must give the member a copy of the resolution as soon as practicable after the resolution has been passed (and, in the case of a~~

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member who cannot be contacted, may do so by forwarding a copy of the resolution ~~to~~ to the last known address of the member).

3.49 The register of members and former members

The register must contain:

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

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

4. Meetings

4.1 AGM timing

AGMs must be held before the end of November each year unless:

- (a) the Registrar provides an exemption from holding the meeting or extends the period within which the Corporation is required to hold it; or
- (b) the CATSI Act provides otherwise.

4.2 AGM business

AGMs are for:

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

4.3 General meetings

~~A director~~ The directors can call a general meeting or AGM by passing a resolution at a directors' meeting or by a circulating resolution.

~~A member~~ The required number of members can ~~ask~~ request the directors to call a general meeting.

~~The directors must call the~~ Number of members Number of members in Corporation required to ask for a general meeting within

2 to 10 members = 1 member
11 to 29 members = 3 members

The members' request must:

- be in writing;
- state any resolutions to be proposed at the meeting—see rule 4.6;
- be signed by the members making the request;
- nominate a member to be the contact member on behalf of the members making the request; and

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- be given to the Corporation.

Within 21 days of receiving the request, the directors must either call the meeting or apply to the Registrar to deny the request.

4.4 General meeting business

General meetings are for:

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

4.5 Notice for general meetings

At least 21 days' notice must be given.

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

The notice must set out:

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

Notices can be given to members personally, sent by post to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given three days after it is posted; or
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

A general meeting, or a notice of a general meeting which is required to be given according to these rules, or any proceeding at a general meeting, is not invalidated merely because of the accidental omission to give notice of the general meeting, or because a person does not receive the notice of the general meeting.

4.6 Members' resolutions

A member The required number of members can propose a resolution by giving notice of it to the ~~corporation~~ Corporation.

<u>Number of members in Corporation</u>	<u>Number of members required to propose a resolution</u>
<u>2 to 10 members</u>	<u>= 1 member</u>
<u>11 to 29 members</u>	<u>= 3 members</u>

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

The ~~corporation~~ Corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

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

4.7 Quorum at general meetings

The number of members to make a quorum is five members.

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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.

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the deputy chairperson will chair the meeting. If neither chairperson nor deputy chairperson are available, the members must elect someone to chair the meeting.

4.9 Using technology

General meetings can be held at more than one place using any technology that gives members ~~a way of taking part~~ as a whole a reasonable opportunity to participate.

4.10 Voting

Each member has one vote.

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

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

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

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

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

4.11 Demanding a poll

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

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

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

4.12 Proxies

Members can appoint another member as proxy to attend meetings and vote for them.

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

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

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

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

5. Directors

5.1 Number of directors

The number of directors of the ~~corporation~~ Corporation is decided at the general meeting.

The minimum number is five directors, and the maximum number is ~~nine~~fourteen directors, on the condition that the Registrar grants an exemption pursuant to Part 6-8 of the CATSI Act. If the Registrar declines to grant an exemption pursuant to Part 6-8 of the CATSI Act, the maximum number is 9 directors.

5.2 Eligibility of directors

A director must be:

~~at least 18 years old~~

• a member of the ~~corporation~~Corporation.

~~(a) an Aboriginal person~~

5.3 Majority of director requirements

A majority of directors of the ~~corporation~~Corporation must:

- usually reside in Australia; and
- not be employees of the ~~corporation~~Corporation.

5.4 How to become a director

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

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

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

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

5.5 Directors' terms of appointment

Directors are appointed by resolution passed in general meeting for a term of up to two years (being the period specified in s 246-25(2) of the CATSI Act).

If the Registrar grants an exemption pursuant to ~~s 310.5~~Part 6-8 of the CATSI Act, directors may be appointed for a term of up to three years.

Directors are eligible to be re-elected.

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

The chairperson ~~and deputy chairperson are each~~ elected by resolution passed in general meeting for a term of up to two years.

~~If the Registrar grants an exemption pursuant to s 310.5 of the CATSI Act, the chairperson may be appointed for a term of up to three years.~~

~~The deputy chairperson is elected by resolution passed in general meeting for a term of up to two years.~~

If the Registrar grants an exemption pursuant to ~~s 310.5~~Part 6-8 of the CATSI Act, the ~~chairperson and~~ deputy chairperson may each be appointed for a term of up to three years.

5.7 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

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

5.8 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

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

A director is disqualified from managing a corporation.

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

5.9 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the ~~corporation~~Corporation at least 21 days before the next general meeting (or AGM).
- The ~~corporation~~Corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the ~~corporation~~Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

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By other directors:

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

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5.10 Directors' and officers' duties

The duties are:

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

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

5.11 Conflict of interest (material personal interest)

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

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The director must give details of what the interest is and how it relates to the ~~corporation~~ Corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

5.12 Payment

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they are employed by the ~~corporation~~ Corporation, or if they have a contract to provide goods or services to the ~~corporation~~ Corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in 5.11 and 5.13).

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

5.13 Related party benefit

If a ~~corporation~~ Corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must comply with ~~part~~ Part 6-6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

5.14 Directors' meetings

Directors must meet at least every ~~12~~ 6 months.

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

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

5.15 Quorum for directors' meetings

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

5.16 Chairing directors' meetings

~~The chairperson will chair directors' meetings, or if the chairperson is not present, the deputy chairperson.~~

~~If the chairperson and deputy chairperson are not present at a meeting, the directors can elect a director to chair their meetings.~~

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

5.17 Using technology

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

5.18 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chairperson has a vote, plus a casting vote.

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

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6. Contact person or secretary

The contact person or secretary must be at least 18 years old.

~~The contact person or secretary must give the Corporation his or her consent in writing to become a contact person before being appointed.~~

The directors appoint a contact person or secretary.

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

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

~~The contact person or secretary must give the corporation his or her consent in writing to become a contact person before being appointed.~~

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

7. Records

The ~~corporation~~Corporation must keep the:

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

These records must be kept at the ~~corporation's~~Corporation's document access address or registered office.

8. Finances

The ~~corporation~~Corporation must follow these procedures.

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

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9. Application of funds

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

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

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

10. Winding up

The winding up of the corporation will follow the CATSI Act.

If the corporation is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over the members can pass a special resolution about how to distribute those assets. However surplus assets of the corporation cannot be given to any member or any person to be held on trust for any member.

11. Dispute resolution

11.1 Resolving internal Corporation disputes

If a dispute arises between a member or director and:

- one or more members
- one or more directors, or
- the Corporation

about a matter other than a native title dispute described in rule 11.2**Error! Reference source not found.**, the parties must first try to resolve it themselves.

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

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

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

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision. The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance to resolve the matter.

The directors must help the parties try to resolve the dispute within 20 business days after the corporation receives the notice. This may include third party assistance or mediation.

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

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~~12. Consultation with, and consent of, 11.2 Resolving native title holders disputes~~

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~~Subject~~ If a dispute arises between the Corporation and a person who is or who claims to be a common law holder, whether or not the person is a member of the Corporation, and rule 13 and 14 in performing the dispute is about:

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- ~~• whether a person is or is not a common law holder;~~
- ~~• the Corporation's performance of its functions in its capacity as an RNTBC the corporation under the native title legislation; or~~
- ~~• other matters directly related to a determination for which the Corporation is appointed as the agent PBC;~~

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~~the Corporation must follow the process in this rule.~~

~~First, the Corporation must encourage the parties to try to resolve the dispute between themselves.~~

Commented [ORIC3]: In this case the Corporation is the party to the dispute. This dispute resolution clause should ideally be drafted to articulate the process the corporation will follow.

The parties to the dispute must try to resolve the dispute

~~If the dispute is not resolved within 120 business days, any party may give a dispute notice to the other parties and the Corporation.~~

~~The dispute notice must be in writing and must say what the dispute is about.~~

~~The directors must help the parties resolve the dispute within 120 business days after the Corporation receives the notice.~~

~~In helping the parties resolve the dispute the directors may:~~

- ~~• seek third party assistance, including mediation;~~
- ~~• satisfy themselves that the dispute is unlikely to be resolved and take no further action; or~~
- ~~• take any other action they deem appropriate.~~

12. Making a Native Title Decision

~~(a) Before making a Native Title Decision, the Corporation must consult with, and obtain the consent of, the native title holders before making any decision, or doing any act, that will affect the native title rights or interests of the native title holders, in accordance with the PBC Regulations and the Native Title Act. However, the Corporation does not need to consult and obtain consent in relation to a Standing Instructions Decision covered by an approval under subregulation 8(8) of the PBC Regulations.~~

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~~If there is~~

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13. Making a particular process of decision Compensation Application

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~~(b) Before making that, under a Compensation Application, the Aboriginal custom or tradition of the native title holders Corporation must be followed in relation to the giving of consult and obtain consent mentioned in sub rule 12(a), that consent must be consent that is given in accordance with that process regulation 8B of the PBC Regulations.~~

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~~(c) If sub rule 12(b) does not apply, the consent mentioned in sub rule 12(a) must be consent that was given by the native title holders in accordance with a process~~

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of decision-making agreed to, and adopted, by them for the decision or for decisions of that kind.

- (d) If the corporation acts as agent for more than one group of native title holders, it is required to consult with and obtain the consent of only those groups of native title holders whose native title rights or interests will be affected by the decision or act.

Note: The Native Title (Prescribed Bodies Corporate) Regulations (Cth) state that if the corporation fails to comply with regulation 5 in relation to an agreement to surrender native title rights and interests, or to do any other act that will affect the native title rights or interests of the native title holders, the agreement has no effect.

13. Consultation with native title representative bodies

- (a) If the corporation proposes to surrender native title rights and interests, or to do any other act in its capacity as an RNTBC that will affect the native title rights or interests of the native title holders, it must act in accordance with sub-rules 13(b) and 13(c).

- (b) The corporation must (in addition to complying with any other obligations imposed on it by these rules) ensure that the native title holders understand the purpose and nature of the proposal by:

- (i) consulting and considering the views of the NLC; and
(ii) if the corporation considers it to be appropriate and practicable, giving notice of those views to the native title holders.

- (c) The corporation must:

- (i) obtain a document, which is signed by at least five members of the corporation that certifies that the NLC has been consulted about the act or decision and its views have been considered; and
(ii) obtain a document, which is signed by an authorised member of the NLC, that certifies that the NLC has been consulted by the corporation.

Note: The Native Title (Prescribed Bodies Corporate) Regulations (Cth) state that if the corporation fails to comply with rule 13 in relation to an agreement to surrender native title rights and interests, or to do any other act that will affect the native title rights or interests of the native title holders, the agreement has no effect.

14. Evidence of consultation and consent

- (a) The native title Corporation must make and keep records for all:
- (i) consultations with affected common law holders ~~are taken~~ about a Native Title Decision, including a record of the process that affected common law holders used to ~~have been consulted on, and give their consent;~~
 - (ii) any conditions imposed by affected common law holders when they gave their consent to ~~have consented to, a decision a~~ Native Title Decision;
 - (iii) variations or ~~act~~ of the corporation if a document, signed ~~revocations of~~ conditions previously imposed by affected common law holders after they gave their consent to a Native Title Decision;
 - (iv) any other directions given by affected common law holders in relation to a Native Title Decision;

Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC,
approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.

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(v) consultations with Specified Persons about a Compensation Application, including a record of the process that Specified Persons used to give their consent; and

(vi) any other directions given by Specified Persons in relation to a Compensation Application.

~~(b)~~ As soon as practicable after the Corporation has made a Native Title Decision or decided to make a Compensation Application, the Corporation must prepare a written certificate in relation to consultation and consent in accordance with ~~sub-rule 14(b)~~, ~~certifies~~ regulation 9 of the PBC Regulations.

~~(c)~~ The Corporation will provide a copy of the certificate in relation to consultation and consent to a person who asks for it in writing, if the person:

(i) is a common law holder in relation to the decision recorded in the certificate; or

~~(i)~~ has a substantial interest in the decision or act;

~~(ii)~~ that the decision or act is of a kind about which native title holders have been consulted, and the native title holders have made a decision that decisions of that kind can be made, or acts of that kind can be done, by the corporation.

~~(b)~~ A document mentioned in sub-rule 14(a) is signed in accordance with this rule if:

~~(i)~~ it is signed by at least five members of the corporation (the signatories); and

~~(ii)~~ each of the signatories is a native title holder whose native title rights and interests will be affected by the decision or act, or there are fewer than five members of the corporation who are native title holders whose native title rights and interests will be affected by the decision or act but the signatories include all of them.

15. Powers

(a) Subject to the provisions of the CATSI Act, the Native Title Act, and the PBC Regulations, the ~~corporation~~ Corporation shall have power to do all such lawful things as may seem to the directors necessary to carry out the objectives of ~~corporation~~ the Corporation.

(b) Without limiting the generality of sub-rule 15(a), for the purpose of performing its functions the Corporation may, on behalf of the native title holders (and as authorised by them), enter into agreements, be consulted, and exercise procedural rights.

16. Amendment of these rules

(a) Subject to the Native Title Act and the PBC Regulations, amending these rules involves three steps. The amendment does not occur until the third step is complete.

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- (b) The ~~corporation~~Corporation can only amend these rules by resolution passed by 75% or more of the members of the ~~corporation~~Corporation present and eligible to vote at a general meeting held in accordance with these rules. The resolution containing the proposed amendment must be included in the notice of the general meeting.
- (c) A copy of the proposed amendment must be lodged with the Registrar within 28 days after the resolution in sub-rule ~~4516~~(b). The proposed amendment is not effective until after the Registrar has approved it in accordance with the CATSI Act.

17. Dictionary

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

AGM means annual general meeting.

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

CLA means community living area.

Corporation means the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC.

Common law holder has the same meaning as in the *Native Title Act*.

Community living area means an area granted or created as an Aboriginal community living area by or under a law of the Northern Territory.

Note: Land granted to an association under subsection 46(1A) of the *Lands Acquisition Act* of the Northern Territory (including that land as held by a successor to an association) is a community living area (see s 4(c) and 31(1)(b)(i) of the *Northern Territory National Emergency Response Act 2007* (Cth)).

Compensation Application means an application for compensation for effects on native title rights and interests, including an application made under the *Native Title Act* for a determination of compensation.

Native Title Act means the *Native Title Act 1993* (Cth).

Native Title Decision has the same meaning as in regulation 3 of the PBC Regulations.

Native title holder means the Aboriginal person or persons who hold the native title rights and interests in an area of land and/or waters has the same meaning as in the *Native Title Act*.

Native title rights and/or interests has the same meaning as in the *Native Title Act*.

NLC means the Northern Land Council and its successors.

(Note: The NLC is a body which is established under s 21 of the *Aboriginal Land Rights (Northern Territory) Act 1976*, and which has been determined under s 203 of the *Native Title Act* as a representative Aboriginal/Torres Strait Islander body for the northern half of the Northern Territory.

NLC Executive Council is a committee comprised of NLC members appointed from time to time pursuant to s 29A of the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth).

PBC means prescribed body corporate.

PBC Regulations means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the CATSI Act.

RNTBC means Registered Native Title Body Corporate.

Specified Persons has the same meaning as in the PBC Regulations.

Standing Instructions Decision has the same meaning as in the PBC Regulations.

Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC, approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.

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Schedule 1—Application for membership form

Application for membership

 (name of Aboriginal and Torres Strait Islander corporation)
Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of _____
 (name of Aboriginal and Torres Strait Islander corporation)
Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

Signature of applicant

Date

.....

Office use only

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

.....

.....

Chairperson's signature

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Schedule 2—Appointment of proxy form

Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (name of Aboriginal and Torres Strait Islander corporation)

I appoint _____ (full name of proxy)

of _____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (annual general meeting or other general meeting, as the case may be) to be held on

_____ (date of meeting)

and at any adjournment of that meeting.

Signature of member

Date

NOTE: A proxy vote may be given to a member of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC or another person.

Schedule 3—Consent to become a director form

Consent to become a director

I, _____ (full name of person)

of _____ (address of person)

give consent to _____ Top End (Default PBC/CLA) (name of Aboriginal and
become a director of Aboriginal Corporation RNTBC Torres Strait Islander
corporation)

as nominated at the general meeting of the ~~corporation~~Corporation (annual general meeting or
other general meeting, as the case may be) held on:

_____ (date of meeting)

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

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~~Corporation
before the person is appointed as a director—section 246-10(1) of the CATSI Act.

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approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.~~

From: s22(1)
To: Lucy, Andrew; s22(1)
Cc: s22(1)
Subject: FW: Review: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book
Date: Thursday, 19 January 2023 10:47:10 AM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)
[Outlook-4x3jdsd.png](#)
[221223 Amended Top End PBC Rule Book - For ORIC\(476563.1\).docx](#)
[2023.01.09 - Compare and contrast.docx](#)
[221118 Letter from NLC CTO to ORIC - Top End PBC\(469443.1\).pdf](#)

Hi team

Ahead of the meeting with NIAA this arvo please find attached s47F advice on the rule book changes proposed by NLC for Top End Default.

I have not looked at this in detail but wanted to share as soon as I could so everyone has a chance to review ahead of the meeting.

Cheers

s22(1)

s42

S42

S42

S42

S42

S42

s42

From: Huey, Andrew (Protected) <andrew.huey@niaa.gov.au>
Sent: Thursday, 5 January 2023 5:13 PM
To: [s22\(1\)](#) <[s22\(1\)@oric.gov.au](mailto:s22(1)@oric.gov.au)>; Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Cc: [s22\(1\)](#) <[s22\(1\)@oric.gov.au](mailto:s22(1)@oric.gov.au)>; [s22\(1\)](#) <[s22\(1\)@oric.gov.au](mailto:s22(1)@oric.gov.au)>; [s22\(1\)](#) <[s22\(1\)@oric.gov.au](mailto:s22(1)@oric.gov.au)>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: FW: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595] [SEC=OFFICIAL]

OFFICIAL

Good afternoon

My apologies for the delay in sending on [s22\(1\)](#)

Regards, Andrew

From: Harriet Roberts <RoberH@nlc.org.au>

Sent: Friday, 23 December 2022 4:13 PM

To: Huey, Andrew <Andrew.Huey@niaa.gov.au>
Cc: s47F <s47F@nlc.org.au>; s47F <s47F@nlc.org.au>
Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595]

Dear Mr Huey

Thank you for your time on 15 December 2022 to discuss amendments to the rule book of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (the **Top End PBC**).

As discussed at that meeting, please find **attached** the Top End PBC's amended rule book for ORIC's consideration.

We will also be in touch in the new year to discuss potential dates for a meeting with ORIC, NIAA and AGD.

Please let us know if you have any questions or would like to discuss.

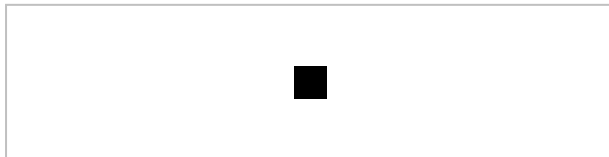
Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council



45 Mitchell St, Darwin NT 0800
GPO Box 1222, Darwin NT 0801

s47F

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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From: [Harriet Roberts](#)
To: [Joe Martin-Jard](#); [s47F](#); [s47F](#); [Kerrigan, Rachel \(Protected\)](#); [Stroud, Tricia](#); [Huey, Andrew](#); [s22\(1\)](#); [s47F](#)
Subject: NLC/NIAA/ORIC discussion - Top End (Default PBC/CLA) Aboriginal Corporation RNTBC
Attachments: [image001.png](#)

Dear all

Please join us at 11am (AEDT) on Tuesday 24 January 2023 for a meeting to discuss the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC. For those who will be dialling in, Microsoft Teams details are below.

Please do not hesitate to contact me if you have any questions or would like to discuss.

Kind regards

Harriet

Harriet Roberts
Lawyer
Northern Land Council

45 Mitchell St, Darwin NT 0800

GPO Box 1222, Darwin NT 0801

[s47E\(c\)](#)

Email: roberh@nlc.org.au <<mailto:roberh@nlc.org.au>> | Website: www.nlc.org.au <<http://www.nlc.org.au>>

Microsoft Teams meeting

Join on your computer, mobile app or room device

Click here to join the meeting <https://teams.microsoft.com/j/meetup-join/19%3ameeting_ZWJjY2YzM2QmZU4N00ZmYxLThjMmQyYjcwYmQwM2NlYzU0%40thread%20v2%07context-%7b%22Id%22%3a%22249293ab-f623-439d-80d3-342462b76eea%22%2c%22Oid%22%3a%222203029a-e595-479d-92c0-c3fb20b64af5%22%7d>

Meeting ID: 455 057 468 256

Passcode: 99GQzg

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Learn More <<https://aka.ms/JoinTeamsMeeting>> | Meeting options <https://teams.microsoft.com/meetingOptions/?organizerId=2203029a-e595-479d-92c0-c3fb20b64af5&tenantId=249293ab-f623-439d-80d3-342462b76eea&threadId=19_meeting_ZWJjY2YzM2QmZU4N00ZmYxLThjMmQyYjcwYmQwM2NlYzU0@thread%20v2&messageId=0&language=en-US>

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From: s22(1)
To: s22(1)
Subject: RE: s42
[SEC=OFFICIAL]
Date: Wednesday, 25 January 2023 1:30:49 PM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)

OFFICIAL

Yes thanks s47F, much appreciated.

Yes will get onto it.

Cheers

s47F

From: s22(1) @oric.gov.au>
Sent: Wednesday, 25 January 2023 12:29 PM
To: s22(1) @oric.gov.au>
Subject: s42
decision

Hi s22(1),

s22(1)

s42

Would you be able to consider and prepare an advice for Andrew on the above question? Let me know if you want to talk through any considerations.

Thanks so much s22(1),

s22(1)

s42

s42

S42

s42

S42

S42

s42

From: Harriet Roberts <RoberH@nlc.org.au>

Sent: Friday, 23 December 2022 4:13 PM

To: s47F <s47F@niaa.gov.au>

Cc: s47F <s47F@nlc.org.au>; s47F <s47F@nlc.org.au>

Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595]

Dear s47F

Thank you for your time on 15 December 2022 to discuss amendments to the rule book of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (the **Top End PBC**).

As discussed at that meeting, please find **attached** the Top End PBC's amended rule book for ORIC's consideration.

We will also be in touch in the new year to discuss potential dates for a meeting with ORIC, NIAA and AGD.

Please let us know if you have any questions or would like to discuss.

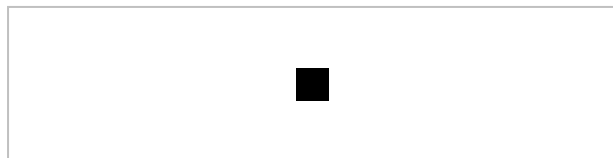
Kind regards

Harriet

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THE RULE BOOK

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This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*. [\(Cth\)](#)

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

ICN: 7848

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

~~Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC, approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.~~

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1. Name

The name of the ~~corporation~~Corporation is: **Top End (Default PBC/CLA) Aboriginal Corporation RNTBC.**

2. Objectives

2.1 Registered Native Title Body Corporate

The objectives of the ~~corporation~~Corporation in relation to native title are:

- (a) to be a ~~Registered Native Title Body Corporate (an~~ RNTBC) regarding land and waters for the purposes of the Native Title Act;
- (b) to act as agent for the native title holders in respect of matters relating to native title;
- (c) to manage the native title rights and interests of the native title holders as authorised by the native title holders;
- (d) to perform any other functions in relation to the native title rights and interests as directed by the native title holders; and
- (e) to hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the native title rights and interests, on trust, and to invest or otherwise apply any money as directed by the native title holders.

Without limiting the generality of clauses (a) to (e) of this rule, for the purposes of performing its functions the ~~corporation~~Corporation may, on behalf of the native title holders (and as authorised by them), enter into agreements, be consulted, and exercise procedural rights.

2.2 Community Living Areas

The objectives of the ~~corporation~~Corporation in relation to community living areas are:

- (a) to be the owner of land (including any estate or interest in land, whether legal or equitable) that is a community living area;
- (b) to perform its functions as the owner of land that is a community living area with due consideration to the interests of the native title holders, and the residents, of that land; and
- (c) to hold any real or personal property (including money), including real or personal property received by way of compensation or other consideration payable in relation to the community living area, on trust, and to invest or otherwise apply any money with due consideration to the interests of the native title holders, and the residents, of that land.

3. Members

3.1 Membership Model

- (a) Eligibility for membership of the Corporation is confined to those persons who are members of the Executive Council of the Northern Land Council (NLC), as elected from time to time. Under this membership model, all common law

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holders of native title are indirectly represented by the members of the Executive Council.

(b) This membership model reflects aspects of the unique context in which the Corporation functions, including that:

(i) as at 31 December 2022, since the Corporation's registration on 7 March 2013, the National Native Title Register records that the Corporation has, at the request of the common law holders in each case, been progressively appointed as agent PBC in relation to a total of 85 approved determinations of native title;

(ii) all of these determinations relate to land and waters that are within the area for which the NLC is the representative Aboriginal/Torres Strait Islander body (RATSIB) under Part 11 of the Native Title Act;

(iii) there are native title determinations located in every one of the seven regions from which the members of the NLC's governing Full Council are elected, which together form the NLC's area of responsibility as a Land Council under the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth) (**Land Rights Act**); and

(iv) each of these native title determinations has been achieved with the facilitation and assistance of the NLC, as the local RATSIB, in accordance with section 203BB of the Native Title Act.

(c) In this context, the Corporation's membership model operates in the following way:

(i) In accordance with a method approved by the Minister of Indigenous Australians under section 29 of the Land Rights Act, the members of the NLC's governing Full Council are elected or otherwise chosen by Aboriginal people with a residential or traditional connection to the Top End, being the NLC's area of responsibility as a Land Council, which is divided for administrative purposes into seven regions;

(ii) The NLC's Executive Council is a committee appointed under section 29A of the Land Rights Act, with delegated authority to perform particular statutory functions where it is not administratively necessary or convenient for the Full Council to perform those functions itself;

(iii) The members of the Executive Council are elected by the Full Council, with two local members elected to represent each of the NLC's seven regions, so that there are generally 14 members of the Executive Council at any one time;

(iv) Every existing common law holder of native title for whom the Corporation has been appointed as agent PBC is eligible for election by their co-constituents to the NLC Full Council, election by the Full Council to the NLC Executive Council, and thus appointment to the membership of the Corporation;

(v) All members of the Corporation hold office by virtue of their membership of the NLC's Full Council and Executive Council, and in that same representative capacity must act at all times in the interests of

all the common law holders of native title on whose behalf of the Corporation is appointed.

3.2 Who is eligible?

A member of the ~~corporation~~ Corporation must be:

- (a) a member of the NLC Executive Council; ~~and~~
- (b) at least 18 years of age; ~~and~~
- (c) an Aboriginal person.

3.2.1 How to become a member

A person applies in writing;

A person is eligible under rule 3.4.2;

The directors agree; ~~and~~

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

The directors ~~may refuse to~~ must accept a membership application. ~~If so, they must notify if the applicant has applied in writing of the decision and the reasons for it.~~ applicant meets the eligibility requirements in rule 3.2.

3.4 Members' rights

A member can:

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

3.4.5 Members' responsibilities

A member must:

- ↪ (a) follow the ~~corporation~~ Corporation rules;
- ↪ (b) advise the ~~corporation~~ Corporation if he or she changes his or her address;
- ↪ (c) treat other members with respect; ~~and~~
- ↪ (d) at all times, exercise their rights as members in the following way:
 - (i) in a representative capacity for all of the common law holders for which the Corporation has responsibility; and
 - (ii) for the benefit of, and in the best interests of, those common law holders.

3.4.6 Liability of members

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

3.6 How to stop being a member

A person stops being a member if:

- ↪ (a) he or she resigns in writing;
- ↪ (b) he or she dies; ~~or~~

Rule Book of Top End (Default PBC-CL.A) Aboriginal Corporation RNTBC,
approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.

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~~(c)~~ his or her membership is cancelled.

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

~~3.8.3.7~~ Cancelling membership

~~(a)~~ The directors (or corporation) ~~A person's membership may, by resolution, cancel the membership of a member if a member is not eligible for membership or has ceased to be eligible for membership.~~

~~(b)(a)~~ ~~The corporation may, by special resolution passed at a general meeting, cancel the membership of a member if:~~

- ~~(i) if the corporation~~Corporation has not been able to contact ~~that~~the member at their address entered on the register of members for a continuous period of ~~two~~2 years ~~before~~prior to the meeting, and ~~the~~the Corporation has made two or more reasonable attempts to contact the member during ~~that two~~the 2-year period but has been unable to; or
- ~~(ii) if~~ the general meeting is satisfied that ~~the member is not an Aboriginal person; or~~
- ~~(iii) the general meeting is satisfied that the member has behaved in a manner that significantly interfered with the operation of the~~Corporation or of ~~corporation~~Corporation meetings.

~~(b)~~ ~~A person's membership may be cancelled by the directors by resolution at a director's meeting if a member is not eligible for membership or has ceased to be eligible for membership.~~

~~(c)~~ ~~Before a membership is cancelled under rule 3.7(a)8(b), the directors must:~~

- ~~(i) take reasonable steps to make sure the member is not, or~~ ~~(b) has stopped being, eligible under rule 3.2; and~~
- ~~(ii) give the relevant member notice in writing stating that:~~
 - ~~a. the directors intend to cancel the membership for the reasons set out in the notice; and~~
 - ~~b. the member has 14 days to object to the cancellation of membership; and~~
 - ~~c. any objection to the cancellation of membership must be in writing and given to the Corporation within 14 days from the day the notice was given.~~

~~(d)~~ ~~If the directors propose to cancel the membership of a member under rule 3.8(b), and:~~

- ~~(i) the relevant member does not object – the directors must cancel the membership; or~~
- ~~(ii) the relevant member objects – the directors must not cancel the membership and only the Corporation may cancel the membership by resolution at a general meeting.~~

~~(e)~~ ~~If a person's membership is cancelled by resolution under rule 3.8(a)~~

~~(b) or (d)(ii), the directors must give the member a copy of the resolution as soon as practicable after the resolution has been passed (and, in the case of a~~

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member who cannot be contacted, may do so by forwarding a copy of the resolution ~~to~~ to the last known address of the member).

3.49 The register of members and former members

The register must contain:

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

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

4. Meetings

4.1 AGM timing

AGMs must be held before the end of November each year unless:

- (a) the Registrar provides an exemption from holding the meeting or extends the period within which the Corporation is required to hold it; or
- (b) the CATSI Act provides otherwise.

4.2 AGM business

AGMs are for:

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

4.3 General meetings

~~A director~~ The directors can call a general meeting or AGM by passing a resolution at a directors' meeting or by a circulating resolution.

~~A member~~ The required number of members can ~~ask~~ request the directors to call a general meeting.

~~The directors must call the~~ Number of members Number of members in Corporation required to ask for a general meeting within

2 to 10 members = 1 member

11 to 29 members = 3 members

The members' request must:

- be in writing;
- state any resolutions to be proposed at the meeting—see rule 4.6;
- be signed by the members making the request;
- nominate a member to be the contact member on behalf of the members making the request; and

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- be given to the Corporation.

Within 21 days of receiving the request, the directors must either call the meeting or apply to the Registrar to deny the request.

4.4 General meeting business

General meetings are for:

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

4.5 Notice for general meetings

At least 21 days' notice must be given.

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

The notice must set out:

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

Notices can be given to members personally, sent by post to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given three days after it is posted; or
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

A general meeting, or a notice of a general meeting which is required to be given according to these rules, or any proceeding at a general meeting, is not invalidated merely because of the accidental omission to give notice of the general meeting, or because a person does not receive the notice of the general meeting.

4.6 Members' resolutions

A member The required number of members can propose a resolution by giving notice of it to the ~~corporation~~ Corporation.

<u>Number of members</u>	<u>Number of members required to propose a resolution</u>
<u>2 to 10 members</u>	<u>= 1 member</u>
<u>11 to 29 members</u>	<u>= 3 members</u>

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

The ~~corporation~~ Corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

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

4.7 Quorum at general meetings

The number of members to make a quorum is five members.

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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.

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the deputy chairperson will chair the meeting. If neither chairperson nor deputy chairperson are available, the members must elect someone to chair the meeting.

4.9 Using technology

General meetings can be held at more than one place using any technology that gives members ~~a way of taking part as a whole~~ a reasonable opportunity to participate.

4.10 Voting

Each member has one vote.

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

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

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

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

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

4.11 Demanding a poll

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

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

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

4.12 Proxies

Members can appoint another member as proxy to attend meetings and vote for them.

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

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

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

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

5. Directors

5.1 Number of directors

The number of directors of the ~~corporation~~ Corporation is decided at the general meeting.

The minimum number is five directors, and the maximum number is ~~nine~~fourteen directors, on the condition that the Registrar grants an exemption pursuant to Part 6-8 of the CATSI Act. If the Registrar declines to grant an exemption pursuant to Part 6-8 of the CATSI Act, the maximum number is 9 directors.

5.2 Eligibility of directors

A director must be:

~~at least 18 years old~~

a member of the ~~corporation~~Corporation.

~~(a) an Aboriginal person~~

5.3 Majority of director requirements

A majority of directors of the ~~corporation~~Corporation must:

- usually reside in Australia; and
- not be employees of the ~~corporation~~Corporation.

5.4 How to become a director

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

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

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

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

5.5 Directors' terms of appointment

Directors are appointed by resolution passed in general meeting for a term of up to two years (being the period specified in s 246-25(2) of the CATSI Act).

If the Registrar grants an exemption pursuant to ~~s 310.5~~Part 6-8 of the CATSI Act, directors may be appointed for a term of up to three years.

Directors are eligible to be re-elected.

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

The chairperson ~~and deputy chairperson are each~~ elected by resolution passed in general meeting for a term of up to two years.

~~If the Registrar grants an exemption pursuant to s 310.5 of the CATSI Act, the chairperson may be appointed for a term of up to three years.~~

~~The deputy chairperson is elected by resolution passed in general meeting for a term of up to two years.~~

If the Registrar grants an exemption pursuant to ~~s 310.5~~Part 6-8 of the CATSI Act, the ~~chairperson and~~ deputy chairperson may ~~each~~ be appointed for a term of up to three years.

5.7 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

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

5.8 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

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

A director is disqualified from managing a corporation.

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

5.9 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the ~~corporation~~Corporation at least 21 days before the next general meeting (or AGM).
- The ~~corporation~~Corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the ~~corporation~~Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

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By other directors:

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

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5.10 Directors' and officers' duties

The duties are:

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

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

5.11 Conflict of interest (material personal interest)

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

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The director must give details of what the interest is and how it relates to the [corporation](#). These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

5.12 Payment

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they are employed by the [corporation](#), or if they have a contract to provide goods or services to the [corporation](#) (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in 5.11 and 5.13).

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

5.13 Related party benefit

If [the Corporation](#) wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must comply with [part 6](#) of the CATSI Act and, where required, follow the procedure to get the approval of the members.

5.14 Directors' meetings

Directors must meet at least every [12](#) months.

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

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

5.15 Quorum for directors' meetings

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

5.16 Chairing directors' meetings

~~The chairperson will chair directors' meetings, or if the chairperson is not present, the deputy chairperson.~~

~~If the chairperson and deputy chairperson are not present at a meeting, the directors can elect a director to chair their meetings.~~

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

5.17 Using technology

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

5.18 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chairperson has a vote, plus a casting vote.

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

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6. Contact person or secretary

The contact person or secretary must be at least 18 years old.

~~The contact person or secretary must give the Corporation his or her consent in writing to become a contact person before being appointed.~~

The directors appoint a contact person or secretary.

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

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

~~The contact person or secretary must give the corporation his or her consent in writing to become a contact person before being appointed.~~

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

7. Records

The ~~corporation~~Corporation must keep the:

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

These records must be kept at the ~~corporation's~~Corporation's document access address or registered office.

8. Finances

The ~~corporation~~Corporation must follow these procedures.

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

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9. Application of funds

Directors can use the money and property of the [corporationCorporation](#) to carry out its business. They cannot give the money and property to members of the [corporationCorporation](#).

Note: This rule does not stop the [corporationCorporation](#) from making reasonable payment to:

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

10. Winding up

The winding up of the [corporationCorporation](#) will follow the CATSI Act.

If the [corporationCorporation](#) is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over the members can pass a special resolution about how to distribute those assets. However surplus assets of the [corporationCorporation](#) cannot be given to any member or any person to be held on trust for any member.

11. Dispute resolution

11.1 Resolving internal Corporation disputes

If a dispute arises between a member or director and:

- one or more members
- one or more directors, or
- the Corporation

about a matter other than a native title dispute described in rule 11.2**Error! Reference source not found.**, the parties must first try to resolve it themselves.

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

The dispute notice must be in writing and must say what the dispute is about. It must be given to the [corporationCorporation](#).

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

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision. The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance to resolve the matter.

The directors must help the parties try to resolve the dispute within 20 business days after the [corporationCorporation](#) receives the notice. This may include third party assistance or mediation.

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

Rule Book of Top-End (Default PBC-CLA) Aboriginal Corporation RNTBC, approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.

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~~12. Consultation with, and consent of, 11.2 Resolving native title holders disputes~~

~~Subject~~ If a dispute arises between the Corporation and a person who is or who claims to be a common law holder, whether or not the person is a member of the Corporation, and ~~rules 13 and 14~~ in performing the dispute is about:

- ~~• whether a person is or is not a common law holder;~~
- ~~• the Corporation's performance of its functions in its capacity as an RNTBC the corporation under the native title legislation; or~~
- ~~• other matters directly related to a determination for which the Corporation is appointed as the agent PBC;~~

~~the Corporation must follow the process in this rule.~~

~~First, the Corporation must encourage the parties to try to resolve the dispute between themselves.~~

~~If the dispute is not resolved within 120 business days, any party may give a dispute notice to the other parties and the Corporation.~~

~~The dispute notice must be in writing and must say what the dispute is about.~~

~~The directors must help the parties resolve the dispute within 120 business days after the Corporation receives the notice.~~

~~In helping the parties resolve the dispute the directors may:~~

- ~~• seek third party assistance, including mediation;~~
- ~~• satisfy themselves that the dispute is unlikely to be resolved and take no further action; or~~
- ~~• take any other action they deem appropriate.~~

12. Making a Native Title Decision

~~(a) Before making a Native Title Decision, the Corporation must consult with, and obtain the consent of, the native title holders before making any decision, or doing any act, that will affect the native title rights or interests of the native title holders, in accordance with the PBC Regulations and the Native Title Act. However, the Corporation does not need to consult and obtain consent in relation to a Standing Instructions Decision covered by an approval under subregulation 8(8) of the PBC Regulations.~~

~~If there is~~

13. Making a particular process of decision Compensation Application

~~(b) Before making that, under a Compensation Application, the Aboriginal custom or tradition of the native title holders, Corporation must be followed in relation to the giving of consult and obtain consent mentioned in sub rule 12(a), that consent must be consent that is given in accordance with that process regulation 8B of the PBC Regulations.~~

~~(c) If sub rule 12(b) does not apply, the consent mentioned in sub rule 12(a) must be consent that was given by the native title holders in accordance with a process~~

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Commented [ORIC2]: In this case the Corporation is the party to the dispute. This dispute resolution clause should ideally be drafted to articulate the process the corporation will follow.

Commented [ORIC3]: Consider whether this rule should distinguish between high level native title decisions (regulation 8) or low level native title decisions (regulation 8A) of the PBC Regulations.

See more at [PBC decision making - certification and free for service Discussion Paper \(www.pbc.gov.au\)](https://www.pbc.gov.au/decision-making-certification-and-freedom-of-service-discussion-paper)

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~~of decision-making agreed to, and adopted, by them for the decision or for decisions of that kind.~~

- ~~(d) If the corporation acts as agent for more than one group of native title holders, it is required to consult with and obtain the consent of only those groups of native title holders whose native title rights or interests will be affected by the decision or act.~~

~~Note: The Native Title (Prescribed Bodies Corporate) Regulations (Cth) state that if the corporation fails to comply with regulation 5 in relation to an agreement to surrender native title rights and interests, or to do any other act that will affect the native title rights or interests of the native title holders, the agreement has no effect.~~

13. Consultation with native title representative bodies

- ~~(a) If the corporation proposes to surrender native title rights and interests, or to do any other act in its capacity as an RNTBC that will affect the native title rights or interests of the native title holders, it must act in accordance with sub-rules 13(b) and 13(c).~~

- ~~(b) The corporation must (in addition to complying with any other obligations imposed on it by these rules) ensure that the native title holders understand the purpose and nature of the proposal by:~~

- ~~(i) consulting and considering the views of the NLC; and
(ii) if the corporation considers it to be appropriate and practicable, giving notice of those views to the native title holders.~~

- ~~(c) The corporation must:~~

- ~~(i) obtain a document, which is signed by at least five members of the corporation that certifies that the NLC has been consulted about the act or decision and its views have been considered; and
(ii) obtain a document, which is signed by an authorised member of the NLC, that certifies that the NLC has been consulted by the corporation.~~

~~Note: The Native Title (Prescribed Bodies Corporate) Regulations (Cth) state that if the corporation fails to comply with rule 13 in relation to an agreement to surrender native title rights and interests, or to do any other act that will affect the native title rights or interests of the native title holders, the agreement has no effect.~~

14. Evidence of consultation and consent

- ~~(a) The native title Corporation must make and keep records for all;~~
- ~~(i) consultations with affected common law holders are taken about a Native Title Decision, including a record of the process that affected common law holders used to have been consulted on, and give their consent;~~
 - ~~(ii) any conditions imposed by affected common law holders when they gave their consent to have consented to, a decision a Native Title Decision;~~
 - ~~(iii) variations or act of the corporation if a document, signed revocations of conditions previously imposed by affected common law holders after they gave their consent to a Native Title Decision;~~
 - ~~(iv) any other directions given by affected common law holders in relation to a Native Title Decision;~~

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approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.~~

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(v) consultations with Specified Persons about a Compensation Application, including a record of the process that Specified Persons used to give their consent; and

(vi) any other directions given by Specified Persons in relation to a Compensation Application.

~~(b) As soon as practicable after the Corporation has made a Native Title Decision or decided to make a Compensation Application, the Corporation must prepare a written certificate in relation to consultation and consent in accordance with sub-rule 14(b), ~~certify~~ regulation 9 of the PBC Regulations.~~

~~(c) that the native title holders have been consulted about, and have consented to.~~ The Corporation will provide a copy of the certificate in relation to consultation and consent to a person who asks for it in writing, if the person:

(i) is a common law holder in relation to the decision recorded in the certificate; or

~~(i) has a substantial interest in the decision or not; or~~

~~(ii) that the decision or not is of a kind about which native title holders have been consulted, and the native title holders have made a decision that decisions of that kind can be made, or acts of that kind can be done, by the corporation.~~

~~(b) A document mentioned in sub-rule 14(a) is signed in accordance with this rule if~~

~~(i) it is signed by at least five members of the corporation (the signatories); and~~

~~(ii) each of the signatories is a native title holder whose native title rights and interests will be affected by the decision or not, or there are fewer than five members of the corporation who are native title holders whose native title rights and interests will be affected by the decision or not but the signatories include all of them.~~

15. Powers

(a) Subject to the provisions of the CATSI Act, the Native Title Act, and the PBC Regulations, the ~~corporation~~ Corporation shall have power to do all such lawful things as may seem to the directors necessary to carry out the objectives of ~~corporation~~ the Corporation.

(b) Without limiting the generality of sub-rule 15(a), for the purpose of performing its functions the Corporation may, on behalf of the native title holders (and as authorised by them), enter into agreements, be consulted, and exercise procedural rights.

16. Amendment of these rules

(a) Subject to the Native Title Act and the PBC Regulations, amending these rules involves three steps. The amendment does not occur until the third step is complete.

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- (b) The ~~corporation~~Corporation can only amend these rules by resolution passed by 75% or more of the members of the ~~corporation~~Corporation present and eligible to vote at a general meeting held in accordance with these rules. The resolution containing the proposed amendment must be included in the notice of the general meeting.
- (c) A copy of the proposed amendment must be lodged with the Registrar within 28 days after the resolution in sub-rule ~~4516~~(b). The proposed amendment is not effective until after the Registrar has approved it in accordance with the CATSI Act.

17. Dictionary

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

AGM means annual general meeting.

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

CLA means community living area.

Corporation means the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC.

Common law holder has the same meaning as in the *Native Title Act*.

Community living area means an area granted or created as an Aboriginal community living area by or under a law of the Northern Territory.

Note: Land granted to an association under subsection 46(1A) of the *Lands Acquisition Act* of the Northern Territory (including that land as held by a successor to an association) is a community living area (see s 4(c) and 31(1)(b)(i) of the *Northern Territory National Emergency Response Act 2007* (Cth)).

Compensation Application means an application for compensation for effects on native title rights and interests, including an application made under the *Native Title Act* for a determination of compensation.

Native Title Act means the *Native Title Act 1993* (Cth).

Native Title Decision has the same meaning as in regulation 3 of the *PBC Regulations*.

Native title holder means the Aboriginal person or persons who hold the native title rights and interests in an area of land and/or waters has the same meaning as in the *Native Title Act*.

Native title rights and/or interests has the same meaning as in the *Native Title Act*.

NLC means the Northern Land Council and its successors.

(Note: The NLC is a body which is established under s 21 of the *Aboriginal Land Rights (Northern Territory) Act 1976*, and which has been determined under s 203 of the *Native Title Act* as a representative Aboriginal/Torres Strait Islander body for the northern half of the Northern Territory.

NLC Executive Council is a committee comprised of NLC members appointed from time to time pursuant to s 29A of the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth).

PBC means prescribed body corporate.

PBC Regulations means the *Native Title (Prescribed Bodies Corporate) Regulations 1999* (Cth).

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the *CATSI Act*.

RNTBC means Registered Native Title Body Corporate.

Specified Persons has the same meaning as in the *PBC Regulations*.

Standing Instructions Decision has the same meaning as in the *PBC Regulations*.

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Schedule 1—Application for membership form

Application for membership

(name of Aboriginal and Torres Strait Islander corporation)

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

I,

(first name of applicant)

(last name of applicant)

of

(address of applicant)

apply for
membership of

Top End (Default PBC/CLA)
Aboriginal Corporation RNTBC

(name of Aboriginal and
Torres Strait Islander
corporation)

Signature of
applicant

Date

.....
Office use only

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

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Chairperson's signature

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Schedule 2—Appointment of proxy form

Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (name of Aboriginal and Torres Strait Islander corporation)

I appoint _____ (full name of proxy)

of _____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (annual general meeting or other general meeting, as the case may be) to be held on

_____ (date of meeting)

and at any adjournment of that meeting.

Signature of member

Date

NOTE: A proxy vote may be given to a member of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC or another person.

Schedule 3—Consent to become a director form

Consent to become a director

I, _____ (full name of person)

of _____ (address of person)

give consent to become a director of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (name of Aboriginal and Torres Strait Islander corporation)

as nominated at the general meeting of the Corporation (annual general meeting or other general meeting, as the case may be) held on:

_____ (date of meeting)

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

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.

Rule Book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC, approved by the Delegate of the Registrar, Lorraine Rogge, on 05 February 2014.

From: [REDACTED]
To: [Harriet Roberts](#)
Cc: [s47F \[REDACTED\]](#); [s47F \[REDACTED\]](#); [Huey, Andrew](#)
Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book
Date: Thursday, 9 March 2023 9:16:00 AM
Attachments: [image001.png](#)
[Top End Default - Compare and contrast - ORIC Comments.docx](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)

Hello Harriet,

I apologise that ORIC has not reverted to you with comments on the draft rule book you submitted in December. Andrew Huey has asked I reply to you on his behalf.

Please find some brief comments in the attached 'compare and contrast' document which we generated from the amended rule book you submitted, where ORIC makes some brief suggestions with respect to the NTLA requirements.

As you would know there was productive conversation here in Canberra in January with respect to the alignment of the requirements under section 141-25(2) with the membership model currently adopted by the Top End (Default PBC/CLA). As was discussed in the meeting, the amendments currently proposed in the **attached** rule book are clarificatory in nature and at this stage do not propose to modify the membership eligibility rule (rule 3.2). I understand NLC continue to consider this question.

We make some brief additional suggestions with respect to other NTLA requirements, for your consideration.

Kind regards,

[s22\(1\)](#)

[s22\(1\)](#) [REDACTED] | Acting General Counsel, Legislation and Policy
Office of the Registrar of Indigenous Corporations

[s22\(1\)](#) [REDACTED] freecall 1800 622 431

Ngunnawal Country | Charles Perkins House, 16 Bowes Place, Phillip, ACT 2606 | PO Box 29
WODEN ACT 2606

oric.gov.au



ORIC acknowledges the Traditional Custodians of country throughout Australia and their continuing connection to land, waters and community. We pay our respect to them and their cultures and to their Elders both past and present.

From: Harriet Roberts <RoberH@nlc.org.au>
Sent: Friday, 23 December 2022 4:13 PM
To: Huey, Andrew <Andrew.Huey@niaa.gov.au>
Cc: [s47F \[REDACTED\]](#) <s47F@nlc.org.au>; [s47F \[REDACTED\]](#) <s47F@nlc.org.au>

Subject: Top End (Default PBC/CLA) Aboriginal Corporation RNTBC - Amended rule book [NLC-NLC.FID23595]

Dear Mr Huey

Thank you for your time on 15 December 2022 to discuss amendments to the rule book of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (the **Top End PBC**).

As discussed at that meeting, please find **attached** the Top End PBC's amended rule book for ORIC's consideration.

We will also be in touch in the new year to discuss potential dates for a meeting with ORIC, NIAA and AGD.

Please let us know if you have any questions or would like to discuss.

Kind regards

Harriet

Harriet Roberts

Lawyer

Northern Land Council



45 Mitchell St, Darwin NT 0800

GPO Box 1222, Darwin NT 0801

Ph: **s47F**

Email: roberh@nlc.org.au | Website: www.nlc.org.au

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s22(1)

Subject: NLC and ORIC Top End Default PBC catchup [SEC=OFFICIAL]
Location: CEO Meeting Room
Start: Fri 31/03/2023 3:00 PM
End: Fri 31/03/2023 4:00 PM
Recurrence: (none)
Meeting Status: Accepted
Organizer: s47F

-----Original Appointment-----

From: s47F @nlc.org.au>
Sent: Monday, 20 March 2023 3:55 PM
To: s47F; Joe Martin-Jard; s47F, s47F; Stroud, Tricia; Huey, Andrew; CEO Meeting Room
Subject: Teams meeting with Northern Land Council and the Registrar - Update [SEC=OFFICIAL]
When: Friday, 31 March 2023 1:30 PM-2:30 PM (UTC+09:30) Darwin.
Where: CEO Meeting Room

From: s22(1) @oric.gov.au>
Sent: Monday, 20 March 2023 2:22 PM
To: s47F @nlc.org.au>
Cc: s47F @nlc.org.au>; s47F @nlc.org.au>; s47F <s47F @oric.gov.au>
Subject: RE: Teams meeting with Northern Land Council - Update [SEC=OFFICIAL]

OFFICIAL

Hello s47F

I have returned from a few days leave and am just responding to you on this request.

Tricia would be available at that time on the 31st and Andrew Huey (Deputy Registrar) would also join so please feel free to send an invitation to both when you get an opportunity?

Tricia.stroud@oric.gov.au Andrew.huey@oric.gov.au

Regards

s22(1)

s22(1) | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431
Turrbal and Yuggera Country | Level 19, 215 Adelaide Street QLD 4000 | PO Box 29 WODEN ACT 2606
oric.gov.au



ORIC acknowledges the traditional custodians of country throughout Australia and their continuing connection to land, waters and community. We pay our respect to them and their cultures and to their elders both past and present.

RNTBCs, Have you updated your rule book?

Revise your rules for membership and disputes
before 25 March 2023



From: s47F [redacted] <[redacted]@nlc.org.au>
Sent: Thursday, 16 March 2023 5:56 PM
To: s47F [redacted] <s47F [redacted]@oric.gov.au>
Cc: s47F [redacted] <[redacted]@nlc.org.au>; s47F [redacted] <[redacted]@nlc.org.au>
Subject: Teams meeting with Northern Land Council - Update

Dear s47F [redacted]

I hope you are keeping well.

Registrar Stroud mentioned at our last meeting that we would catch up again on Teams in a couple of weeks for an update to discuss matters.

I am wondering if the Registrar is available on 31 March 2023 in the afternoon after 2.00 pm Darwin time to arrange a meeting with Joe Martin-Jard. Alternatively, please let us know what dates and times will suit and s47F [redacted] and I will work that in with our CEO's schedule.

Kind regards

s47F [redacted]

[redacted]
Lawyer (Community Planning & Development Projects)

Northern Land Council



**NORTHERN
LAND COUNCIL**

Our Land, Our Sea, Our Life

45 Mitchell St, Darwin NT 0800

GPO Box 1222, Darwin NT 0801

s47F

s47F @nlc.org.au | Website: www.nlc.org.au

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From: s22(1) (Protected)
Subject: RE: NLC TED PBC [SEC=OFFICIAL]
Date: Wednesday, 19 April 2023 2:49:37 PM

OFFICIAL

Not at all 😊

From: s22(1) @oric.gov.au>
Sent: Wednesday, 19 April 2023 1:59 PM
To: s22(1) @niaa.gov.au>
Subject: RE: NLC TED PBC [SEC=OFFICIAL]

Do you mind if I call s22(1)?

From: s22(1) @niaa.gov.au>
Sent: Wednesday, 19 April 2023 12:12 PM
To: s22(1) @oric.gov.au>
Subject: FW: NLC TED PBC [SEC=OFFICIAL]

OFFICIAL

Hi s22(1) – please see s22(1) email below. Is there an update on the TED PBC please? Thanks, s22(1)

From: s22(1) @niaa.gov.au>
Sent: Wednesday, 19 April 2023 11:53 AM
To: s22(1) @niaa.gov.au>
Cc: s22(1) @niaa.gov.au>
Subject: NLC TED PBC [SEC=OFFICIAL]

OFFICIAL

Hi s22(1)

We're hoping you might be able to provide an update on where things are up to with rulebook changes for the TED PBC.

s22(1) flagged our last engagement on this was early Jan/Feb and at the time, the NLC was in the process of reconsidering its amendments and approach following initial ORIC review and feedback.

Any update you can provide would be great.

Also happy to chat if easier.

Thanks
s22(1)

s22(1) Advisor
PBC Policy | Land and Native Title Branch
National Indigenous Australians Agency (NIAA)

s47F

Note: I work part-time and am not in the office on Thursdays.

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From: [REDACTED]
To: [Stroud, Tricia](mailto:Stroud.Tricia)
Subject: FW: Top End Default [SEC=OFFICIAL]
Date: Thursday, 20 July 2023 3:21:00 PM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.png](#)

OFFICIAL

Just FYI below – I am trying to get a copy of the correspondence

From: [s22\(1\)](#) [REDACTED]@niaa.gov.au>
Sent: Thursday, 20 July 2023 2:50 PM
To: [s22\(1\)](#) [REDACTED]@oric.gov.au>
Subject: RE: Top End Default [SEC=OFFICIAL]

OFFICIAL

No worries, thank you – as a heads up one of the PBCs (Beetaloo) has written to Jody this week, with concerns about TED rulebook compliance, and is likely to write to Minister next week, and potentially will write to ORIC as well. We will likely need to brief on this next week, so we will likely seek input from your team.

From: [s22\(1\)](#) [REDACTED]@oric.gov.au>
Sent: Thursday, 20 July 2023 2:46 PM
To: [s22\(1\)](#) [REDACTED]@niaa.gov.au>
Subject: RE: Top End Default [SEC=OFFICIAL]

OFFICIAL

Not yet [s22\(1\)](#) – Its on my list but to the extent that its possible I would be keen to circulate a draft to you.

From: [s22\(1\)](#) [REDACTED]@niaa.gov.au>
Sent: Thursday, 20 July 2023 2:44 PM
To: [s22\(1\)](#) [REDACTED]@oric.gov.au>
Subject: Top End Default [SEC=OFFICIAL]

OFFICIAL

Hi [s22\(1\)](#)

Following from our catch up a few weeks ago, just wanted to touch base and see if there has been any update on letter to NLC, re TED rulebook?

Happy to chat, if easier.

Cheers

[s22\(1\)](#)

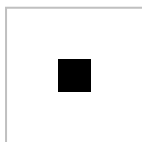
[REDACTED]
Director

PBC Policy | Land and Native Title Branch | Economic Empowerment Group
National Indigenous Australians Agency

s22(1) [REDACTED] [REDACTED]@niaa.gov.au

w. niaa.gov.au w. indigenous.gov.au

Charles Perkins House, Woden ACT | PO Box 6500 CANBERRA ACT 2600



The National Indigenous Australians Agency acknowledges the traditional owners and custodians of country throughout Australia and acknowledges their continuing connection to land, waters and community. We pay our respects to the people, the cultures and the Elders past, present and emerging.



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From: s22(1)
To: s22(1); s22(1); s22(1)
Cc: [Stroud, Tricia](#); [Huey, Andrew](#)
Subject: FW: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC [SEC=OFFICIAL]
Date: Monday, 24 July 2023 12:01:06 PM
Attachments: [20230720_ORIC letter re CATSI TED PBC FINAL.docx \(1\).pdf](#)

OFFICIAL

Hi all – we have received the attached letter from s47F (Chair NurrDALinji Native Title Aboriginal Corporation) complaint about the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC and it is non-compliance with section 141-25(2) CATSI Act in its rule book. s47F is asking what steps ORIC is taking to ensure compliance with the provision. Note in the letter s47F us to consider using powers to appoint a special administrator.

Can I refer this matter to the native title section to respond to s47F on Tricia's behalf?
Refer JN1559272.

Regards s22(1)

From: NurrDALinji Contact <contact@nurrDALinji.org.au>
Sent: Thursday, 20 July 2023 8:00 AM
To: ORIC Info <info@oric.gov.au>
Subject: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC

Dear Ms Stroud

Please find attached a letter from the NurrDALinji Native Title Aboriginal Corporation.

Thank you for considering it.

s47F

Chair



Nurrdalini Native Title Aboriginal Corporation

ABN: 32 608 508 769

ICN: 9392

20 July 2023

Ms Tricia Stroud
Registrar of Indigenous Corporations
Office of the Registrar of Indigenous Corporations
Level 1, Charles Perkins House
16 Bowes Place
Woden ACT 2606

By email: info@oric.gov.au

Dear Ms Stroud,

Non-compliance of Top End (Default PBC/CLA) Aboriginal Corporation with CATSI Act

I refer to my letter to the Directors of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC ("TED PBC"), dated 5 May 2023, which I copied to ORIC, in which I drew their attention to s 141-25(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) ("CATSI Act") and TED PBC's non-compliance with that provision.

Nurrdalini received no reply from TED PBC or its parent body - the Northern Land Council ("NLC") to that letter.

The TED PBC remains non-compliant with s 141-25(2) of the CATSI Act.

Nurrdalini would like to know what steps you and your Office are taking, or propose to take, to enforce compliance with this provision.

About Nurrdalini Native Title Aboriginal Corporation

Nurrdalini Native Title Aboriginal Corporation ("Nurrdalini"), was registered with the Office of the Registrar of Indigenous Corporations on 9 October 2020, following an historic meeting of native title holders from throughout the Beetaloo Basin held at Daly Waters.

The name "Nurrdalini" means "mixed tribe" in Alawa language, reflecting both our members' diversity and unity. Our members are over 60 native title holders from 11 native title determination areas across the Beetaloo Sub-basin area of the Northern Territory. Membership is open to all adult native title holders for these determinations.

Nurrdalini's objects include becoming the registered native title body corporate for all or some of the determinations in our area, but to date that has not occurred. In the meantime, we aim to support Beetaloo Sub-basin native title holders who want to be consulted about what happens on our country. We want all native title holders to be heard and to be able to participate in determining our future.

TED PBC

As you may know, the TED PBC is the registered native title body corporate (“RNTBC”) for all 86 determinations of native title in the NLC’s administrative area. Its permitted members are not common law native title holders, but are instead the members of the NLC’s Executive Council. These nine NLC members are also TED PBC’s directors. The TED PBC has no bank account, holds no assets and has no staff. It is entirely controlled and administered by the NLC. It is truly a body that exists in name only. In effect, the NLC has made itself both representative body and RNTBC: principal and agent; client and legal representative.

This is a highly unusual arrangement which, in NurrDALINJI’s view, is also contrary to the plain intention of native title law. There is no comparable entity to the TED PBC in any other region in Australia outside the NLC’s representative body area. In other regions, representative bodies actively support and facilitate native title holders to establish their own PBCs following a determination of native title. Native title holders in the NLC’s representative body area, however, are entirely shut out from their RNTBC, and its governance and business remains entirely obscure to them.

RNTBC amendments to the CATSI Act

As you know, s 141-25(2) of the CATSI Act was introduced by the *Native Title Legislation Amendment Act 2021*. The Explanatory Memorandum noted the central place played by RNTBC’s in the administration of native title. According to the Explanatory Memorandum the purpose of the RNTBC amendments was clear. It stated:

“These amendments collectively seek to ensure that common law holders enjoy and have control over their native title rights and interests, in particular, following a determination of native title.”

It noted that:

“RNTBCs are the primary bodies that perform functions in relation to native title rights and interests. Accordingly, membership of an RNTBC allows common law holders to exercise important rights in relation to their native title rights and interests.”

It referenced the views of the United Nations Human Rights Council and concluded:

“The Bill will advance the rights of the common law holders by creating new requirements for RNTBCs relating to eligibility for membership and limiting the grounds for cancelling membership of an RNTBC. These measures will assist to prevent RNTBCs from arbitrarily acting to exclude common law holders from membership and to ensure that all common law holders may be represented in an RNTBC, directly or indirectly. This will allow common law holders to be involved in decision-making that may affect their native title rights and interests.”

Request for action and information

The situation established by the TED PBC is precisely what the RNTBC amendments was intended to guard against. In the Beetaloo Sub-basin area and across the Top End of the Northern Territory, common law native title holders may not, amongst other things:

- become a member of their RNTBC,
- become a director,
- obtain access to books and records,

- requisition a general meeting, or even
- attend or ask questions at an AGM.

This is a disgraceful situation, which the NLC and TED PBC appear to be perpetuating with impunity. This is of particular concern to native title holders in the Beetaloo Sub-basin area at present, given the pressures we are feeling as our country is the subject of intense attention from the gas industry and the Northern Territory and Commonwealth governments.

For years now we have been raising matters like this with the NLC and the TED PBC, yet there has been no move to address them. As I noted at the beginning of this letter, we have had no response to our 5 May 2023 letter to TED PBC and ORIC's website shows that its Rule Book remains unchanged.

I do note from ORIC's website, however, that the membership of TED PBC *has* recently changed. It now appears to have 17 members despite the fact that, to our knowledge, the NLC's Executive Council still has just 9 members. This can only mean that TED PBC is not following its own Rule Book about entitlement to membership.

Could you please advise, considering your responsibility for administering the CATSI Act as it applies to RNTBCs, what steps you and your office are taking, or proposing to take, to ensure the TED PBC complies with s 141-25(2) of the CATSI Act? You have a range of tools available to you under the Act. However, it seems to us that the NLC and TED PBC have no intention of complying. We urge you to consider exercising your authority under Division 487 of the CATSI Act to appoint a special administrator.

Conclusion

The control that the TED PBC (and consequently the NLC) exerts over native title holders is profound: the NLC's TED PBC manages and controls the native title rights and interests of native title holders over an area of the Northern Territory that is more than double the size of Tasmania, and close to the size of Victoria.

In the meantime, we are also taking some other steps aimed at achieving a lawful and responsive RNTBC. As you may know, the Australian National Audit Office (ANAO) is currently conducting a performance audit of the governance of the NLC. We have made both a primary and supplementary submission to this audit, noting other extremely troubling aspects of the TED PBC, its relationship with the NLC and its ability to properly represent native title holders and their interests.

I will also be writing to the National Indigenous Australians Agency about its continued funding of the TED PBC.

If anything I have said above is unclear, or you would like to explore these matters further with us, please let me know.

I look forward to your early response.

Yours faithfully,

A black rectangular box containing the text 's47F' in a large, bold, orange font.

Chairperson

From: [REDACTED]
To: [Stroud, Tricia](#)
Cc: [Huey, Andrew](#)
Subject: TED correspondence to NIAA [SEC=OFFICIAL]
Date: Monday, 24 July 2023 3:27:00 PM
Attachments: [Attachment A.pdf](#)

OFFICIAL

Tricia attached for your information is the separate correspondence that the NIAA is responding to with respect to TED.

From: [s22\(1\)](#) [REDACTED]@niaa.gov.au>
Sent: Monday, 24 July 2023 2:56 PM
To: [s22\(1\)](#) [REDACTED]@oric.gov.au>
Subject: FYI [SEC=OFFICIAL]

OFFICIAL

[s22\(1\)](#) [REDACTED] | Advisor
PBC Policy | Land and Native Title Branch
National Indigenous Australians Agency (NIAA)

[s22\(1\)](#) [REDACTED]

[s22\(1\)](#) [REDACTED]



Nurrdalindi Native Title Aboriginal Corporation

ABN: 32 608 508 769

ICN: 9392

20 July 2023

Ms Jody Broun
Chief Executive Officer
National Indigenous Australians Agency
Charles Perkins House
16 Bowes Place
Woden ACT 2606

By email: jody.broun@niaa.gov.au

Dear Ms Broun,

Non-compliance of Top End (Default PBC/CLA) Aboriginal Corporation with CATSI Act

I am the Chairperson of Nurrdalindi Native Title Aboriginal Corporation (“Nurrdalindi”) and I write to you about the Top End (Default PBC/CLA) Aboriginal Corporation (“TED PBC”) and its parent body the Northern Land Council (“NLC”), which I understand is funded by the National Indigenous Australians Agency (“NIAA”).

About Nurrdalindi Native Title Aboriginal Corporation

By way of introduction, Nurrdalindi was registered with the Office of the Registrar of Indigenous Corporations on 9 October 2020, following an historic meeting of native title holders from throughout the Beetaloo Sub-basin area held at Daly Waters.

The name “Nurrdalindi” means “mixed tribe” in Alawa language, reflecting both our members’ diversity and unity.

Our members are over 60 native title holders from 11 native title determination areas across the Beetaloo Sub-basin area of the Northern Territory. Membership is open to all adult native title holders for these determinations.

Nurrdalindi’s objects include becoming the registered native title body corporate for all or some of the determinations in our area, but to date that has not occurred. In the meantime, we aim to support Beetaloo Sub-basin native title holders who want to be consulted about what happens on our country. We want all native title holders to be heard and to be able to participate in determining our future.

Top End (Default PBC/CLA) Aboriginal Corporation

As you may know, the TED PBC is the registered native title body corporate (“RNTBC”) for all 86 determinations of native title in the NLC’s administrative area. Its permitted members are not

common law native title holders, but are instead the members of the NLC's Executive Council. These nine NLC members are also TED PBC's directors. The TED PBC has no bank account, holds no assets and has no staff. It is entirely controlled and administered by the NLC. It is truly a body that exists in name only. In effect, the NLC has made itself both representative body and RNTBC: principal and agent; client and legal representative.

This is a highly unusual arrangement. There is no comparable entity to the TED PBC in any other region in Australia outside the NLC's representative body area. In other regions, representative bodies actively support and facilitate native title holders to establish their own PBCs following a determination of native title. Native title holders in the NLC's representative body area, however, are entirely shut out from their RNTBC, and its governance and business remains entirely obscure to them.

We understand that NIAA provides funding for the ongoing operations of the TED PBC. We see from the last Northern Land Council's (NLC) 2021-2023 Annual Report (p 153) that the NLC received \$500,000 in that financial year for "Prescribed Bodies Corporate support funding". As I have said, TED PBC has no bank account and unlike other RNTBCs, does not publicly record any funding income.

We therefore wish to bring to NIAA's attention the fact that the TED PBC arrangement is contrary to the plain intent of native title law. TED PBC is, amongst other things, non-compliant with the important new provision in s 141-25(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) ("CATSI Act").

As you may know, s 141-25(2) of the CATSI Act was one of a number of new RNTBC laws introduced by the *Native Title Legislation Amendment Act 2021*. The Explanatory Memorandum for the Bill noted the central place played by RNTBC's in the administration of native title. According to the Explanatory Memorandum the purpose of the RNTBC amendments was clear. It stated:

"These amendments collectively seek to ensure that common law holders enjoy and have control over their native title rights and interests, in particular, following a determination of native title."

It noted that:

"RNTBCs are the primary bodies that perform functions in relation to native title rights and interests. Accordingly, membership of an RNTBC allows common law holders to exercise important rights in relation to their native title rights and interests."

It referenced the views of the United Nations Human Rights Council and concluded:

"The Bill will advance the rights of the common law holders by creating new requirements for RNTBCs relating to eligibility for membership and limiting the grounds for cancelling membership of an RNTBC. These measures will assist to prevent RNTBCs from arbitrarily acting to exclude common law holders from membership and to ensure that all common law holders may be represented in an RNTBC, directly or indirectly. This will allow common law holders to be involved in decision-making that may affect their native title rights and interests."

The way in which s 141-25(2) of the CATSI Act contributes to this is to impose certain requirements on the constitutions of RNTBCs. It says that an RNTBC's constitution:

“must include eligibility requirements for membership that provide for all the common law holders of native title to be represented, directly or indirectly.”

The situation established by the TED PBC is precisely what the RNTBC amendments was intended to guard against. Its constitution says that membership is only open to the members of the NLC’s Executive Council and that only these members are eligible to be directors. As a result, in the Beetaloo Sub-basin area and across the Top End of the Northern Territory, common law native title holders cannot, amongst other things:

- become a member of their RNTBC,
- become a director,
- obtain access to the RNTBC’s books and records,
- requisition a general meeting, or even
- attend or ask questions at an AGM.

This is a disgraceful situation, which the NLC and TED PBC appear to be perpetuating with impunity. This is of particular concern to native title holders in the Beetaloo Sub-basin area at present, given the pressures we are feeling as our country is the subject of intense attention from the gas industry and the Northern Territory and Commonwealth governments.

For years now we have been raising matters like this with the NLC and the TED PBC, yet there has been no move to address them. As I noted at the beginning of this letter, we have had no response to our 5 May 2023 letter to TED PBC and the website of the Office of the Registrar of Indigenous Corporations shows that its constitution remains unchanged.

This is not the only way the TED PBC arrangement is operating outside of the law. Through the TED PBC arrangement, the NLC has effectively ignored important aspects of the scheme in the *Native Title Act 1993* (“NTA”) under which, amongst other things:

- separation between the native title representative body on the one hand and registered native title bodies corporate on the other is essential (e.g. s 201B(1) of the NTA, which has effect that an RNTBC is not eligible to be recognised as a representative body), and
- representative bodies are permitted to perform their facilitation and assistance functions only if requested to do so by the RNTBC (or other relevant stakeholder) (s 203BB(2) of the NTA).

The NLC has collapsed the distinction between representative body and RNTBC into one, effectively denying common law holders essential agency in relation to our own affairs.

We also have strong reasons to doubt that the TED PBC was lawfully determined to be the PBC for the 11 determinations of native title Nurrudalini draws its members from. This is because consent of the kind required by s 59A of the NTA (and see also reg. 4A of the *Native Title (Prescribed Bodies Corporate) Regulations 1999*).

Conclusion

I have brought these matters to your attention because we are concerned that NIAA may be considering further funding the TED PBC. I am sure you agree that NIAA should not continue to fund the TED PBC if it does not comply with important Commonwealth law.

Could you please give consideration to the important matters raised in this letter and advise how you view the TED PBC’s non-compliance and what you plan to do in response?

In the meantime, we are also taking some other steps aimed at achieving a lawful and responsive RNTBC. As you may know, the Australian National Audit Office (ANAO) is currently conducting a performance audit of the governance of the NLC. We have made both a primary and supplementary submission to this audit, noting other extremely troubling aspects of the TED PBC, its relationship with the NLC and its ability to properly represent native title holders and their interests.

I will also be writing to the Registrar of Indigenous Corporations about action the Registrar might consider taking under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

If anything I have said above is unclear, or you would like to explore these matters further with us, please let me know.

I look forward to your early response.

Yours faithfully,

A large black rectangular redaction box covering the signature area. The text 's47F' is written in orange on the left side of the box.A small black rectangular redaction box covering the name of the signatory. The text 's47F' is written in orange on the left side of the box.

Chairperson

s42

From: s22(1) [redacted]@oric.gov.au>
Sent: Monday, 24 July 2023 12:51 PM
To: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; s22(1) [redacted]@oric.gov.au>; s22(1) [redacted]@oric.gov.au>; s22(1) [redacted]@oric.gov.au>; s22(1) [redacted]@oric.gov.au>
Cc: Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

Yes all good

s22(1) [redacted] | Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) [redacted] freecall 1800 622 431
Level 7, Citi Central Building, 46-48 Sheridan Street, Cairns QLD 4870 | PO Box 29 WODEN ACT 2606

oric.gov.au



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Got questions on how to govern your corporation? Check your rule book for the answers



From: Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Sent: Monday, 24 July 2023 12:34 PM
To: s22(1) @oric.gov.au; s22(1) @oric.gov.au;
s22(1) @oric.gov.au; s22(1) rew@oric.gov.au
Cc: Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

Thanks guys.

s42

Can we send an acknowledgement back to s47F for now.

Cheers

TS

From: s22(1) @oric.gov.au
Sent: Monday, 24 July 2023 12:07 PM
To: s22(1) @oric.gov.au; s22(1) @oric.gov.au;
s22(1) @oric.gov.au; s22(1) @oric.gov.au
Cc: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

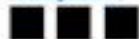
OFFICIAL

Yes s22(1). No worries.

s22(1) | Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431
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Got questions on how to govern your corporation? Check your rule book for the answers

From: s22(1) [REDACTED] <[REDACTED]@oric.gov.au>
Sent: Monday, 24 July 2023 12:01 PM
To: s22(1) [REDACTED] <[REDACTED]@oric.gov.au>; s22(1) [REDACTED] <[REDACTED]@oric.gov.au>; s22(1) [REDACTED] <[REDACTED]@oric.gov.au>; s22(1) [REDACTED] <[REDACTED]@oric.gov.au>
Cc: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: FW: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC [SEC=OFFICIAL]

OFFICIAL

Hi all – we have received the attached letter from s47F [REDACTED] (Chair NurrDALinji Native Title Aboriginal Corporation) complaint about the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC and it is non-compliance with section 141-25(2) CATSI Act in its rule book s47F [REDACTED] asking what steps ORIC is taking to ensure compliance with the provision. Note in the letter s47F [REDACTED] urges us to consider using powers to appoint a special administrator.

Can I refer this matter to the native title section to respond to s47F [REDACTED] on Tricia's behalf? Refer JN1559272.

Regards s22(1) [REDACTED]

From: NurrDALinji Contact <contact@nurrDALinji.org.au>
Sent: Thursday, 20 July 2023 8:00 AM
To: ORIC Info <info@oric.gov.au>
Subject: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC

Dear Ms Stroud

Please find attached a letter from the NurrDALinji Native Title Aboriginal Corporation.

Thank you for considering it.

s47F [REDACTED]

Chair



Nurrdalinji Native Title Aboriginal Corporation

ABN: 32 608 508 769

ICN: 9392

5 May 2023

The Board of Directors
Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (ICN 7848)
45 Mitchell Street
DARWIN CITY NT 0800

Cc: Registrar, ORIC

Dear Directors

Application for membership to the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

As you will be aware, on 25 March 2021, changes to the *Native Title Act 1993* (Native Title Act) and the *Corporations (Aboriginal and Torres Strait Islander Act 2006)* (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.

Section 141-25(2) of the CATSI Act now requires that RNTBCs must include in their constitution eligibility requirements for membership that provide for all the common law holders to be represented, directly or indirectly.

The changes referred to above included additional new processes for deciding member applications (see section 144-10 (3A) of the CATSI Act).

These changes were required to be made, and reflected in rule books of RNTBCs by **25 March 2023**.

The Nurrdalinji Native Title Aboriginal Corporation (Nurrdalinji) was established by native title holders so that those native title holders could exercise control and management of their native title rights and interests, including to achieve self-determination and achieve our aspirations for self-management.

We consider that becoming members of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC is important for supporting our aspirations for self-management, and we would like to understand from you:

1. the process by which common law holders can now become members of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (as required by the CATSI Act and the Native Title Act)
2. what changes have been made to the rule book of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC to ensure compliance with the Native Title Act and the CATSI Act (in response to the changes to these Acts referred to above).

Yours sincerely

Chair, Nurrdalinji Aboriginal Corporation



Nurrdalinji Native Title Aboriginal Corporation

ABN: 32 608 508 769

ICN: 9392

S42

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s42

s42

s42

From: s22(1) [redacted] <[redacted]@oric.gov.au>
Sent: Monday, 24 July 2023 12:51 PM
To: s22(1) [redacted] <[redacted]@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>
Cc: Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

Yes all good

s22(1) [redacted] | Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) [redacted] | freecall 1800 622 431
Level 7, Citi Central Building, 46-48 Sheridan Street, Cairns QLD 4870 | PO Box 29 WODEN ACT 2606

oric.gov.au
■■■

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From: Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Sent: Monday, 24 July 2023 12:34 PM
To: s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>; s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>; s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>
Cc: Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

Thanks guys.

s42 [redacted].

Can we send an acknowledgement back to s47F [redacted] for now.

Cheers

TS

From: s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>
Sent: Monday, 24 July 2023 12:07 PM
To: s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>; s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>; s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>
Cc: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

Yes s22(1) [redacted]. No worries.

s22(1) [redacted] | Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) [redacted] | freecall 1800 622 431
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To: s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>; s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>; s22(1) [redacted] <[s22\(1\)\[redacted\]@oric.gov.au](mailto:s22(1)[redacted]@oric.gov.au)>
Cc: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>

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OFFICIAL

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Can I refer this matter to the native title section to respond to s47F on Tricia's behalf? Refer JN1559272.

Regards s22(1)

From: Nurrdalinji Contact <contact@nurrdalinji.org.au>

Sent: Thursday, 20 July 2023 8:00 AM

To: ORIC Info <info@oric.gov.au>

Subject: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC

Dear Ms Stroud

Please find attached a letter from the Nurrdalinji Native Title Aboriginal Corporation.

Thank you for considering it.

s47F

Chair

S42

S42

S42

s42

s42

From: s22(1) [redacted] <[redacted]@oric.gov.au>

Sent: Monday, 24 July 2023 12:51 PM

To: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>; s22(1) [redacted] <[redacted]@oric.gov.au>

Cc: Huey, Andrew <Andrew.Huey@oric.gov.au>

Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC

[SEC=OFFICIAL]

OFFICIAL

Yes all good

s22(1) [redacted] | Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) [redacted] | freecall 1800 622 431
Level 7, Citi Central Building, 46-48 Sheridan Street, Cairns QLD 4870 | PO Box 29 WODEN ACT 2606

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Cc: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: RE: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

Yes s22(1) No worries.

s22(1) | Senior Native Title Engagement Officer, Native Title Unit
Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431
Level 7, Citi Central Building, 46-48 Sheridan Street, Cairns QLD 4870 | PO Box 29 WODEN ACT 2606

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From: s22(1) [redacted]@oric.gov.au
Sent: Monday, 24 July 2023 12:01 PM
To: s22(1) [redacted]@oric.gov.au; s22(1) [redacted]
s22(1) [redacted]@oric.gov.au; s22(1) [redacted]@oric.gov.au
Cc: Stroud, Tricia <Tricia.Stroud@oric.gov.au>; Huey, Andrew <Andrew.Huey@oric.gov.au>
Subject: FW: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC
[SEC=OFFICIAL]

OFFICIAL

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Regards s22(1) [redacted]

From: NurrDALinji Contact <contact@nurrDALinji.org.au>
Sent: Thursday, 20 July 2023 8:00 AM
To: ORIC Info <info@oric.gov.au>
Subject: Attn Ms Stroud - Non-compliance with CATSI Act/Top End Default PBC

Dear Ms Stroud

Please find attached a letter from the NurrDALinji Native Title Aboriginal Corporation.

Thank you for considering it.

s47F [redacted]

Chair

S42

S42

S42

From: s22(1)
To: Stroud, Tricia; s22(1)
Subject: RE: TED correspondence [SEC=OFFICIAL]
Date: Tuesday, 25 July 2023 4:29:55 PM
Attachments: 230725_Letter from Registrar_TED_Directors.pdf
image001.png
image002.png
image003.png
image004.png
230725_Letter from Registrar_Wilson_Nurdalinji.pdf

OFFICIAL

Hi Tricia

I will stay logged on so just send me a text to let me know if you want me to send the letters directly from you or on your behalf.

I have attached for your records s22(1)

Regards

s22(1)

s22(1) | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations

s22(1) | freecall 1800 622 431

Turrbal and Yuggera Country | Level 19, 215 Adelaide Street QLD 4000 | PO Box 29 WODEN ACT 2606

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S42



25 July 2023

The Directors

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

c/o Harriet Roberts

Contact Person

roberh@nlc.org.au

Dear Ms Roberts

Membership model of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

I am writing to you in your capacity as a director of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (the corporation).

The Office of the Registrar of Indigenous Corporation (ORIC) is initiating follow-up correspondence with directors of registered native title body corporates (RNTBCs) where ORIC has identified the RNTBC has not yet made the rule book changes required in order to be consistent with amendments made to the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act) by the Native Title Legislation Amendment Act 2021 (NTLA).

I want to particularly recognise the unique circumstances of this corporation, which is the RNTBC for 86 native title determinations in the Northern Land Council (NLC) region of the Northern Territory.

I have met with the NLC on 24 January 2023 and 23 March 2023 to discuss these issues and want to thank the NLC for proactively raising the matter.

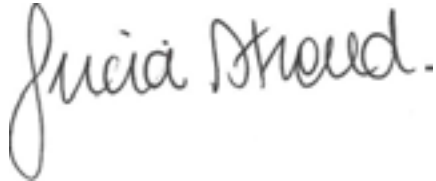
The corporation does not currently have a governance structure that reflects the objects of the recent amendments made to the CATSI Act by the NTLA. These amendments are directed at requiring the alignment of membership criteria with native title determinations.

In our meetings, the NLC's representatives have also raised various challenges for rethinking the corporation's membership model. I agree that a new representative membership model is not a matter that can be decided by the current membership of the corporation but is a matter for the common law holders for whom the corporation holds native title rights and interests.

I would like to propose a meeting with the board to discuss the development of a plan to work towards a membership structure that aligns membership with the determined common law holders of native title for whom the corporation manages native title rights and interests.

Can I propose a meeting with the current directors at the earliest to discuss.

Yours sincerely

A handwritten signature in cursive script that reads "Tricia Stroud." The signature is written in a dark ink and is positioned below the typed name.

Tricia Stroud
Registrar



25 July 2023

s47F

Chairperson

Nurrdalinji Native Title Aboriginal Corporation

contact@nurrdalinji.org.au

Dear s47F

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

Thank you for your letter of 20 July 2023 regarding Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (TED).

I wanted to provide you an expedited response, noting that you raise issues that will be relevant to all common law holders of native title under the 86 determinations of native title in the NLC region of the Northern Territory, for which TED manages native title rights and benefits.

There are currently approximately 90 of the 259 RNTBCs who have not yet made the rule book changes required in order to be consistent with amendments made to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)* by the *Native Title Legislation Amendment Act 2021 (NTLA)*.

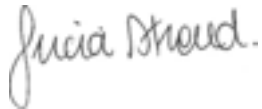
ORIC is, over the coming months, contacting all RNTBCs who are not yet fully compliant to understand their plans to become consistent with these requirements. Each RNTBC's circumstances will be different and the circumstances of Top End (Default PBC/CLA) Aboriginal Corporation RNTBC are particularly unique.

I have written to the directors of TED seeking submissions on their plans to achieve consistency with the requirements. In doing so I recognise that as the RNTBC for 86 native title determinations, the rule book changes will require careful consideration of the circumstances of the 86 determinations.

I do not propose to take any regulatory action available to me under the CATSI Act until I can consider these plans.

Please feel free to contact s22(1) [REDACTED], Senior Native Title Engagement Officer on s22(1) [REDACTED]@oric.gov.au if you wish to discuss these matters further with representatives in ORIC.

Yours sincerely

A handwritten signature in cursive script that reads "Tricia Stroud." The signature is written in a dark ink and is positioned above the printed name and title.

Tricia Stroud
Registrar

s42

From: s22(1) [redacted] <[\[redacted\]@niaa.gov.au](mailto:[redacted]@niaa.gov.au)>
Sent: Wednesday, 26 July 2023 2:41 PM
To: s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>
Subject: RE: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

Hello

See attached our proposed draft response. Let me know if you have any concerns – also, is it possible to get copies of the final signed versions of your letters? No worries if not but just conscious we might get some questions/follow up from the NLC once they receive it.

Thanks

s22(1) [redacted]

From: s22(1) [redacted] <[\[redacted\]@oric.gov.au](mailto:[redacted]@oric.gov.au)>
Sent: Tuesday, 25 July 2023 4:01 PM
To: s22(1) [redacted] <[\[redacted\]@niaa.gov.au](mailto:[redacted]@niaa.gov.au)>
Subject: RE: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

As a heads up I believe Tricia will send the updated versions of the correspondence today or tomorrow. I will let you know once sent

From: s22(1) [redacted] <[redacted]@niaa.gov.au>

Sent: Tuesday, 25 July 2023 1:05 PM

To: s22(1) [redacted] <[redacted]@oric.gov.au>

Subject: RE: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

Thanks for sharing – I'm just waiting on s22(1) [redacted] to have a look through and clear some minor comments – I've asked her to look at it before the end of today.

s22(1) [redacted]

From: s47F [redacted] <[redacted]@oric.gov.au>

Sent: Monday, 24 July 2023 4:46 PM

To: s47F [redacted] <[redacted]@niaa.gov.au>; s47F [redacted] <[redacted]@niaa.gov.au>

Subject: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

s47F [redacted] and s47F [redacted],

Thanks both for separate conversations on recent correspondence to both Jody Broun and the Registrar, which I attach here.

As discussed, ORIC welcomes your comment on proposed draft correspondence to TED and Nurrdalindji in the word doc attached.

Your comments at the earliest would be much appreciated. Happy to discuss timeframes if needed.

s22(1) [redacted]

s22(1) [redacted] | Acting General Counsel, Legislation and Policy

Office of the Registrar of Indigenous Corporations

s22(1) [redacted] freecall 1800 622 431

Ngunnawal Country | Charles Perkins House, 16 Bowes Place, Phillip, ACT 2606 | PO Box 29

WODEN ACT 2606

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Australian Government
National Indigenous Australians Agency

CHIEF EXECUTIVE OFFICER
JODY BROUN

Reference: EC23-001383

s47F

Chairperson
Nurrdalindi Native Title Aboriginal Corporation
contact@nurrdalindi.org.au

Dear s47F

Thank you for your letter of 20 July 2023 regarding the membership of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (Top End Default PBC).

I appreciate you taking the time to raise your concerns and for outlining your aspirations for Nurrdalindi Native Title Aboriginal Corporation, its members, and Native Title holders across the Beetaloo Sub-basin.

As you have identified, the Top End Default PBC is a unique corporation, and plays an important role in managing and protecting the rights and interests of common law holders across 86 Native Title determinations in the Northern Land Council (NLC) region. Its functions include consulting and engaging with Traditional Owners and obtaining their consent in regards to any decisions that affect Native Title rights and interests.

I am aware the Northern Land Council is working with the Office of the Registrar of Indigenous Corporations and is considering the new rulebook requirements following amendments made to *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) by the *Native Title Legislation Amendment Act 2021* (NTLA). It will be important to ensure that arrangements are reflective of, and consistent with, the needs and aspirations of Native Title holders across the NLC region.

I invite you to reach out to the National Indigenous Australians Agency if you have any further questions. The contact officer in the NIAA is Ms Rachel Kerrigan, who can be contacted on s22(1) or at Rachel.Kerrigan@niaa.gov.au.

Yours sincerely

JODY BROUN
Chief Executive Officer

August 2023

From: s22(1)
To: [Huey, Andrew](#)
Subject: FW: FOR REVIEW Recent correspondence [SEC=OFFICIAL]
Date: Friday, 4 August 2023 12:17:00 PM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)
[Att A - Draft Response.docx](#)

OFFICIAL

Just for your reference – attached the latest NIAA correspondence to Beetaloo CLHs

From: s22(1) @niaa.gov.au>
Sent: Friday, 4 August 2023 11:55 AM
To: s22(1) @oric.gov.au>
Cc: s22(1) @niaa.gov.au>; Kerrigan, Rachel (Protected) <rachel.kerrigan@niaa.gov.au>
Subject: RE: FOR REVIEW Recent correspondence [SEC=OFFICIAL]

OFFICIAL

Hi s22(1)

Just FYI attached is an updated draft of the response to NNTAC. There have been some changes as it has gone up the line for clearance. Currently with our Band 2 for review before it goes to Jody.

Feel free to reach out if you would like to discuss.

Thanks

s22(1)

From: s22(1) @oric.gov.au>
Sent: Wednesday, 26 July 2023 4:30 PM
To: s22(1) @niaa.gov.au>
Subject: FW: FOR REVIEW Recent correspondence [SEC=OFFICIAL]

OFFICIAL

Some suggestions in the attached which I have discussed with the Acting Registrar Andrew Huey.

Happy to discuss.

s22(1)

From: s22(1) @niaa.gov.au>
Sent: Wednesday, 26 July 2023 2:41 PM
To: s22(1) @oric.gov.au>
Subject: RE: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

Hello

See attached our proposed draft response. Let me know if you have any concerns – also, is it possible to get copies of the final signed versions of your letters? No worries if not but just conscious we might get some questions/follow up from the NLC once they receive it.

Thanks

s22(1)

From: s22(1) [redacted]@oric.gov.au>

Sent: Tuesday, 25 July 2023 4:01 PM

To: s22(1) [redacted]@niaa.gov.au>

Subject: RE: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

As a heads up I believe Tricia will send the updated versions of the correspondence today or tomorrow. I will let you know once sent

From: s22(1) [redacted]@niaa.gov.au>

Sent: Tuesday, 25 July 2023 1:05 PM

To: s22(1) [redacted]@oric.gov.au>

Subject: RE: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

Thanks for sharing – I'm just waiting on s22(1) to have a look through and clear some minor comments – I've asked her to look at it before the end of today.

s22(1)

From: s22(1) [redacted]@oric.gov.au>

Sent: Monday, 24 July 2023 4:46 PM

To: s22(1) [redacted]@niaa.gov.au>; s22(1) [redacted]@niaa.gov.au>

Subject: Recent correspondence [SEC=OFFICIAL]

OFFICIAL

s22(1)

Thanks both for separate conversations on recent correspondence to both Jody Broun and the Registrar, which I attach here.

As discussed, ORIC welcomes your comment on proposed draft correspondence to TED and Nurrdalindji in the word doc attached.

Your comments at the earliest would be much appreciated. Happy to discuss timeframes if needed.

s22(1)

s22(1) [redacted] | Acting General Counsel, Legislation and Policy

Office of the Registrar of Indigenous Corporations

s22(1) freecall 1800 622 431

Ngunnawal Country | Charles Perkins House, 16 Bowes Place, Phillip, ACT 2606 | PO Box 29
WODEN ACT 2606

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Australian Government

National Indigenous Australians Agency

**CHIEF EXECUTIVE OFFICER
JODY BROUN**

Reference: EC23-001383

Mr Johnny Wilson
Chairperson
Nurrdalindi Native Title Aboriginal Corporation
contact@nurrdalindi.org.au

Dear Mr Wilson

Thank you for your letter of 20 July 2023 regarding the membership of the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC (Top End Default PBC).

I appreciate you taking the time to raise your concerns and for outlining your aspirations for Nurrdalindi Native Title Aboriginal Corporation, its members, and Native Title holders across the Beetaloo Sub-basin.

As you know, the Top End Default PBC is responsible for consulting and engaging with Traditional Owners, and obtaining their consent in regards to any decisions that affect Native Title rights and interests. As you have identified, changes to the *Corporations (Aboriginal and Torres Strait Islander Act) 2006* made by the *Native Title Legislation Amendment Act 2021* have now come into effect. These changes require PBCs to update their rulebooks to comply with new membership and other requirements.

I understand the Registrar of Indigenous Corporations, Ms Tricia Stroud, recently wrote to you indicating ORIC is working with PBCs who have not yet made these rulebook changes, and has asked Top End Default PBC Directors about their plans to achieve consistency with the new requirements. It will be important to ensure that any new arrangements align with the needs and views of the Native Title holders the Top End Default PBC represents.

I invite you to reach out to the National Indigenous Australians Agency (NIAA) if you have any further questions regarding this matter. The contact officer in the NIAA is Ms Rachel Kerrigan, who can be contacted on **s47F** or at Rachel.Kerrigan@niaa.gov.au.

Yours sincerely

JODY BROUN
Chief Executive Officer
August 2023

From: s22(1)
To: s22(1)
Subject: FW: Response: Reply to Letter from the Registrar - Top End (Default PBC/CLA) AC RNTBC [SEC=OFFICIAL]
Date: Thursday, 17 August 2023 10:46:10 AM
Attachments: image001.png
image002.png
image003.png
image004.png
20230810_letter_to_ORIC_(T.Stroud).docx.pdf
image001.png
image002.png
image003.png
image004.png

OFFICIAL

I started reading a bit of the Top End file yesterday but probably a chat about it may also assist!
Perhaps if we have time, add that to s22(1) ?

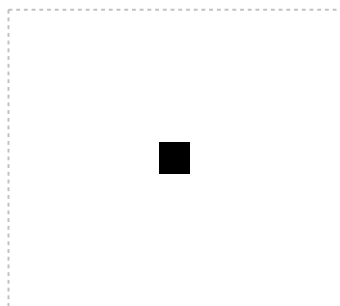
s22(1)

From: s22(1)@oric.gov.au
Sent: Thursday, 17 August 2023 10:26 AM
To: s22(1)@oric.gov.au
Cc: s22(1)@oric.gov.au; s22(1)@oric.gov.au;
Stroud, Tricia <Tricia.Stroud@oric.gov.au>
Subject: Response: Reply to Letter from the Registrar - Top End (Default PBC/CLA) AC RNTBC [SEC=OFFICIAL]

OFFICIAL

Good morning everyone,
I have spoken to Tricia and forwarded her this email this morning.
s22(1) could you please upload to ERICCA if not already there? I have forwarded you two emails I sent originally for uploading into ERICCA as well.
I will respond this morning to acknowledge receipt of the email as well and will copy in ORIC Info.
s22(1) was working with Tricia on this one and will be able to brief you to assist Tricia with a response.
Regards

s22(1)
Executive Asssistant to the Registrar



Freecall: [1800 622 431](tel:1800622431)
Phone: s22(1)
Mobile: s22(1)
Email: s22(1)@oric.gov.au

Turrbal and Yugerra Country,
PO Box 29 Woden ACT 2606

oric.gov.au



ORIC acknowledges the Traditional Custodians of country throughout Australia and their continuing connection to land, waters and community. We pay our respect to them and their cultures and to their Elders both past and present.

From: NurrDALinji Contact <contact@nurrDALinji.org.au>
Sent: Wednesday, 16 August 2023 5:20 PM
To: s22(1) [REDACTED] <[\[REDACTED\]@oric.gov.au](mailto:[REDACTED]@oric.gov.au)>; ORIC Info <info@oric.gov.au>
Subject: Reply to Letter from the Registrar - Top End (Default PBC/CLA) AC RNTBC [SEC=OFFICIAL]

Thank you s22(1) [REDACTED] for sending this response from the Registrar.

Attached you will find NurrDALinji Aboriginal Corporation's reply, Ms Stroud's attention.

Regards,

s47F [REDACTED]

Chair
NurrDALinji Aboriginal Corporation

On Tue, Jul 25, 2023 at 4:43 PM s22(1) [REDACTED] <[\[REDACTED\]@oric.gov.au](mailto:[REDACTED]@oric.gov.au)> wrote:

OFFICIAL

Good afternoon,

Please find attached a letter from the Registrar.

Regards

s22(1) [REDACTED]

s22(1) [REDACTED] | Executive Assistant | Registrar
Office of the Registrar of Indigenous Corporations

s22(1) [REDACTED] | freecall 1800 622 431

Turrbal and Yuggera Country | Level 19, 215 Adelaide Street QLD 4000 | PO Box 29 WODEN ACT 2606

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Nurrdalinji Native Title Aboriginal Corporation

ABN: 32 608 508 769

ICN: 9392

16 August 2023

Ms Tricia Stroud
Registrar
Office of the Registrar of Indigenous Corporations
Level 1, Charles Perkins House
16 Bowes Place
WODEN ACT 2606

Dear Registrar,

Top End (Default PBC/CLA) Aboriginal Corporation RNTBC

I refer to my letter of 20 July 2023 and your reply of 25 July 2023.

We appreciate that your office has other non-compliant RNTBCs to deal with. Unfortunately, however, your reply does not address the immediate problem that common law native title holders in the Beetaloo Sub-basin area and across the Top End have. The issue is not one of technical non-compliance that can be fixed by changing a few words in the Top End (Default PBC/CLA) Aboriginal Corporation RNTBC's ("TED PBC's") constitution. Native title recognition is supposed to give us back a degree of agency in relation to what happens on our lands. RNTBCs play a pivotal role in this scheme. We have never had our own functioning and lawful RNTBC. Section 141-25(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* is clearly intended to address situations like ours and help safeguard the interests of common law native title holders by ensuring they are able to become members of their RNTBC and hence participate in its affairs and governance.

In the Beetaloo Sub-basin area there are massive proposals on foot right now that however you look at them will change our lands forever. We have major concerns about how the Northern Land Council ("NLC") and TED PBC are looking after our interests. Yet none of us are able to become a member of the RNTBC, request a meeting of the RNTBC, ask questions of the directors, have access to its records or exercise any of the other protections available to members of any other corporation. They don't even reply to our letters when we raise our concerns with them. We are looking to you to help us address this by enforcing the law. It is not clear to us that there is anyone else who is able to do this.

It is no answer to say that the NLC and TED PBC have to consider 86 separate determinations of native title. As you know, they have had years to do this. They have instead preferred to hang on to the current model which centralises all power in relation to both Aboriginal land and native title in the NLC. They refused to help us establish our own PBC and actively opposed us when we tried. It is precisely because this is no ordinary PBC that we are seeking your intervention. You cannot expect that we will now be

content to sit back and give the NLC and TED PBC more time to tell you how it is going to address the problem.

The NLC and TED PBC are clearly non-compliant with this important law. They knew the s 141-25(2) requirement to change the membership structure was coming for years before it commenced. They allowed the commencement date to arrive without taking any action. They have been non-compliant for almost 5 months now. We have also pointed out that the NLC/TED PBC arrangement is contrary to native title law in other fundamental respects as well. We have raised some of these other issues with the National Indigenous Australians Agency.

In these circumstances it is reasonable for us to expect that you will take immediate action rather than contact the NLC/TED PBC sometime over the coming months (as you propose) to ask them what they intend to do. They have had more than enough time to tell you their plans and, respectfully, there has been more than enough time to consider their plans. We think the appropriate enforcement action is to appoint a special administrator. The administrator can oversee the process of making the TED PBC compliant and lawful or, if this is not possible, of ensuring that it does not continue to be the RNTBC. We do not know how else our interests are going to be protected.

I eagerly await your further response.

Yours faithfully

s47F

s47F

Chairperson

cc. The Hon Linda Burney MP, Minister for Indigenous Australians