

Governance Story for Aboriginal Corporations

Keeping records



Governance Story for Aboriginal Corporations series

These books help members and directors of Aboriginal corporations understand governance.



The Central Land Council (CLC) and Aboriginal corporation directors in the CLC region made these books.

This book is only for learning. It is not advice. If you have a question or a problem, talk to a lawyer. The writers of this book, CLC and ORIC are not responsible for things you do because of this book.

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Hard words

records	Records are different ways to keep important information, like papers, photos, videos and sounds.
corporation	A group of people want to hold land, make money or work together. So, they make a legal person, called a corporation. A corporation is only a person on paper.
Aboriginal corporation (AC)	A corporation that is about making the lives of Aboriginal people or communities better. Most of the directors have to be Aboriginal people.
members	The Aboriginal corporation belongs to a group of people. These people are the members.
directors board of directors board	The corporation members choose a small group of members to govern and make decisions for the corporation.
staff	The people who get paid to work for the corporation.
chief executive officer (CEO)	The staff person who manages the operations. Operations is the everyday work of the corporation.
confidential confidentiality	Things about the corporation that only one person or a group of people can know about.
CATSI Act	The law about how to set up and manage Aboriginal corporations. The full name is the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> .
ORIC	The organisation that makes sure Aboriginal corporations follow the CATSI Act. The full name is Office of the Registrar of Indigenous Corporations.



What are records?

Records are different ways to keep important information.

Records can be:

- written documents, like minutes or emails
- on paper
- on a computer
- sounds
- videos
- art
- photographs.



Records tell the corporation's story

Records can tell people:

- why and how the corporation started
- what the corporation has done
- what the corporation wants to do
- who the members, directors and staff are
- the corporation money story
- what happened at corporation meetings
- what decisions people made for the corporation
- who the corporation is talking to and working with.

Records about decisions

Records show important information about decisions the corporation made.

They show:

- what the corporation decided
- where the corporation decided it
- when the corporation decided it
- who decided it
- why the corporation decided that way.

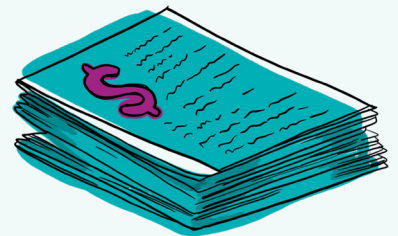


Why are records important?

Records tell people about the corporation's story. Good records can help show people that the corporation works the right way.

Records help people:

- remember important information
- look after the governance of the corporation
- understand how to work together
- remember the corporation's story
- make good decisions
- check that the corporation is working the right way
- see how they can do things better.



Records also help other people, organisations and government decide to work with the corporation.

Keeping records safe

Corporations have to make sure they keep all records safe. Many corporation records are confidential. This means that the corporation has to make sure only the right people can see them. So, it is good to make policies, or rules, about how to keep all the records.

The policies can say:

- how to keep records safe
- who can look at records
- how to lock up records so only the right people can see them
- how the right people can look at the records.



The board of directors has to look after the corporation records. If the corporation has staff, the directors can ask the staff to help look after the records.



Keeping records

Different laws say that corporations have to keep different records. The corporation can also choose to keep other records.

Keeping records for different laws

CATSI Act

An Aboriginal corporation has to follow the law called the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*, or CATSI Act.



The CATSI Act says Aboriginal corporations have to keep records to show they are doing the right thing for their members.

These are some of the records the CATSI Act says the corporation has to keep:

- corporation rules
- membership papers
- meeting papers
- finances, or money story
- board of directors decisions.

ORIC

ORIC is the Office of the Registrar of Indigenous Corporations. It checks that all Aboriginal corporations are following the rules in the CATSI Act.



Other laws

Other laws also say that corporations have to keep records to show they are working the right way.



Examples

Law

Aboriginal Land Rights Act 1976 (ALRA)

The law that helped Aboriginal people get land back. It says that Aboriginal land trusts have to hold this land.

Records

Agreements, leases and licenses

The records that show who can use or work on Aboriginal land.

Native Title Act 1993

The law about how to claim, use and look after native title rights. It says what prescribed bodies corporate, or PBCs, have to do.

Certificate of consultation and consent

This shows:

- the PBC talked to the right native title holders
- the right native title holders said "yes" to an agreement.

Work Health and Safety Act 2011

The law about making sure people are safe and healthy at work.

Accident report

The record that shows what happened in an accident. This record helps the corporation learn how to stop that accident from happening again.

Types of records

There are many types of records that corporations keep.

Corporation rules



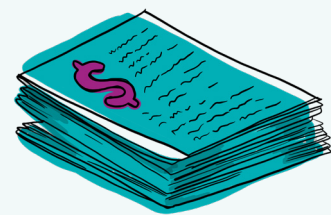
Member and director papers



Meeting papers



Financial reports



Plans



Agreements



Reports



Other records



Corporation rules



Rule book

The rule book has rules about how the Aboriginal corporation:

- works
- makes decisions
- follows the laws.

The rule book is also called a constitution.

How do corporations keep their rule book?

Most corporations keep a copy of the rule book on a computer. They make paper copies for meetings. ORIC also keeps a copy of every Aboriginal corporation rule book on the ORIC website.

Sometimes, rule books change. It is good to keep a copy of the old rule books forever. But always make sure that everyone follows the rules in the newest rule book.

Who can look at the rule book?

Anyone can look at a rule book on the ORIC website. If a member wants a paper copy of the rule book, the corporation has to print it for them.

How can the corporation change its rule book?

Some rules in the rule book are in the CATSI Act. So, the corporation cannot change these rules. But there are some rules that the corporation can change. This means a corporation can write its own rules to make sure it looks after the members and community the right way.

To change the rule book:

- members have to agree to changes at a general meeting
- ORIC has to check and say the new rules are OK.

It is shared –
every member
can read it

It is easy to
understand

What makes a rule book good?

The members
make changes
when the
corporation
needs to



It has only
the most
important rules

It has rules that
work for the
members and
directors

It has rules that
the law says
have to be in the
rule book

It has rules
that the law
says are OK

Policies and procedures

Policies

Policies are rules that directors and managers make. They tell people how to behave and make decisions for the corporation. There are some policies for directors and other policies for staff.

Procedures

Procedures are rules and instructions about how members, directors and staff do their work or look after things that the corporation owns.

How do corporations keep policies and procedures?

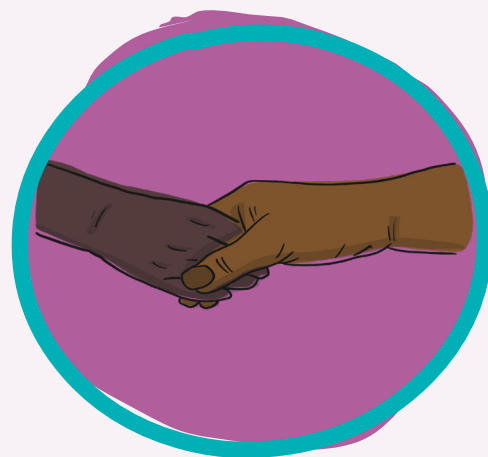
Most of the time, corporations keep policies and procedures on a computer. They sometimes make copies on paper.

The board of directors and managers can change policies and procedures at any time.

Code of conduct

A code of conduct is a type of policy. It has rules about how to work well together. It tells directors and staff the right way to behave.

Directors and staff need to understand the code of conduct. They also need to agree to follow the code of conduct.





Member and director papers

Membership application

Membership application forms are the papers that people filled in when they asked to be a member.



The corporation writes a letter to tell the person if the board of directors said "yes" or "no" to their membership application.

Why do corporations keep membership application papers?

Corporations keep the membership application papers so the board can check that people meet the corporation's membership rules. It is good to check the papers in case there are any problems with the membership later.

Who can look at membership application papers?

Membership application papers have personal information, like address and phone number. So, the corporation has to make sure only the right people look at this information.

The directors and the person who applied to be a member can see the membership application form and letter.

Sometimes, the board makes a committee to help with membership applications. Then, the committee can also see the papers.

Member and former member registers

The Aboriginal corporation has to have a member register and a former member register.

Member register

This is a list of all the members. It has to show these things about every member:

- name
- address
- when they started being a member
- if the person is not Aboriginal.

Former member register

This is a list of all the people who stopped being members. It has to show:

- all the former members' names and addresses
- the date each person stopped being a member.

Some corporations keep one register with members and former members together. Others have 2 separate registers. Both ways are OK.

How do corporations keep the member and former member registers?

Most corporations keep the registers on a computer. Corporations have to take paper copies to general meetings so that members can:

- check their information is straight and true
- tell the directors if their information has changed.

Who can look at the member and former member registers?

If a member asks to see the member register, the corporation has to show them. They can see the register on a computer or a paper copy.

Member list

One time every year, Aboriginal corporations have to send the member register to ORIC. ORIC makes a list from the register that only has the members' names. The ORIC member list does not have members' addresses.

Anyone can look at the member list on the ORIC website.

The member list on the ORIC website is not the member register.

The information on the ORIC website might be old.



Consent to be a director

Every corporation director has to sign a form, called a Consent to Become a Director. Consent means that the person agrees to be a director.

What is in a consent to become a director form?

When the director fills in that form, they have to:

- give their name, address, phone number and date of birth
- give their director ID number
- agree that they meet the rules in the CATSI Act for being a director
- sign the form.

If a person was already a director and the members voted for them again, they have to fill in the Consent to be a Director form again.

Alternate directors also have to fill in the Consent to be a Director form.

A person cannot make board decisions until they sign the Consent to be a Director form and give it to the corporation.

How do corporations keep these forms?

Corporations keep these forms for 7 years or more. Corporations can keep the paper forms or save a copy onto a computer.

The corporation has to send a copy of every Consent to be a Director form to ORIC. They have 14 days after the director is chosen to send that form.

Change of contact information

When information about the corporation's directors change, the corporation has to fill in a Notification of a Change to Corporation Directors, Contact Person or Secretary form. The corporation has 28 days to send the form to ORIC.

The form tells the corporation and ORIC if:

- the corporation changed its contact person or secretary
- a person stopped being a director
- a new person started being a director
- there is a new alternate director
- information about a director changed, like their name, address, phone number or email.

ORIC and the corporation have to keep copies of the form in their records.

How do corporations keep these forms?

Corporations keep these forms for 7 years or more.

Corporations can keep the paper forms or save a copy onto a computer.

Who can look at these forms?

ORIC keeps the notification forms on its website, so anyone can look at them.

Meeting papers

Meeting notice

A meeting notice tells people the corporation is going to have a meeting.



For general meetings, the corporation has to send a meeting notice to:

- all the members and directors
- other people who are allowed to be at the meeting.

If the corporation has a secretary or contact person, it also has to send them the meeting notice.

For directors' meetings, the corporation has to send a meeting notice to all the directors and any other people who they want to invite.

Proxy form

If a member cannot go to a general meeting, they can send another person to talk and vote for them. This person is called a proxy. Members can choose their proxy. Then, they write a proxy form to tell the corporation. The corporation writes the information from the proxy form in the meeting minutes.



Check your rule book to find out:

- when to send out the meeting notice
- who to send it to
- if members can have proxies.

Agenda

An agenda is the list of things that people will talk about in a meeting. Every person at the meeting gets the agenda.

Minutes

Minutes are the record of the meeting. Minutes say:

- when and where a meeting happened
- who was at the meeting
- what people talked about
- what decisions people made
- what people need to do after the meeting.

The corporation has to keep minutes for meetings where people make decisions. These meetings might be:

- general meetings
- annual general meetings, or AGMs
- directors' meetings
- committee meetings.

If the board votes on decisions outside a meeting, they have to write the decision in minutes.

How do corporations keep minutes?

Corporations can keep minutes in a paper book or on a computer.



It is good to keep meeting minutes forever.

Who can look at minutes?

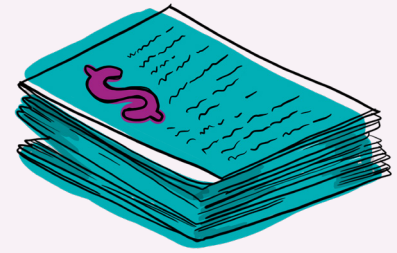
People who went to the meeting and people who were invited to the meeting can look at the minutes.



Financial records

The corporation's money story is about:

- where the corporation's money comes from
- what the corporation spends the money on.



Another word for money story is finance.

Financial records are the papers that tell the corporation's money story. Corporations have to keep different financial records to tell different parts of the money story.

Financial records have to be straight and true. They have to show:

- what money the corporation gets
- what money the corporation spends
- if the money story is good or bad.

How do corporations keep financial records?

Corporations have to keep financial records for 7 years.

It is the board's job to look after the financial records. The board can delegate this job to the staff.



What financial records do corporations need to keep?

income and expense statement

A report that shows:

- what money the corporation got
- what money the corporation spent
- how much money is left in the bank.

It is also called a profit and loss report.

balance sheet

A report about the corporation's money story on one day. It shows:

- how much money was in the bank
- what the corporation owned or had.

budget

A money plan that shows:

- what money the corporation plans to get
- where the money will come from
- when the corporation will get the money
- how the corporation will spend the money.

audit report

A finance expert from outside the corporation makes an audit report every year. It says if the money story for the last financial year was straight and true.

A financial year is from 1 July to 30 June the next year.

Only some Aboriginal corporations need an audit report.

tax returns

Records that show what money the corporation owes the government, for:

- goods and services tax, or GST
- income tax
- payroll tax.

payroll

Records that show what money the corporation pays staff, like:

- salaries
- superannuation
- holiday, sick and other types of leave.

deeds

Records that show what land or buildings the corporation owns.

asset register

The list of things the corporation owns that it could sell, like cars, computers and buildings.

other financial records

Records that show how the corporation got and used money, like:

- receipts
- invoices
- bills
- purchase orders
- bank statements
- deposit books
- cheque books.

Asset register

The asset register is the list of things the corporation owns that it could sell, like cars, computers and buildings.

The register shows:

- what the asset is
- how much the corporation bought the asset for
- where the asset is
- the bar code or serial number of the asset
- the value of the asset, or how much the corporation can sell the asset for.

How do corporations keep their asset register?

Most corporations keep the asset register on a computer. Some small corporations might keep their asset register in a book.

Who can look at the asset register?

Anyone that is part of the corporation can look at the asset register. Most of the time, only directors and staff look at it.

It is good for the board to check the asset register:

- every financial year
- every time the corporation gets a new asset.

Plans

A plan is a record that shows what the corporation wants to do. There are different plans for different parts of the corporation.

These are the main plans most corporations have:

- strategic plan
- business plan
- risk management plan.

How do corporations keep plans?

Most corporations keep the plans on a computer. They make paper copies to take to meetings.

It is good to change the plans when:

- the board, members or community want to do new things
- there is a better way to do things
- the money story changes.

It is also good to change the plans when things outside of the corporation change, like:

- laws
- community needs
- government policies.



Strategic plan

The board decides the corporation goals and how to make those goals happen. This is called strategic planning.

The strategic plan is the record that the directors make at the end of the strategic planning.

Who can look at the strategic plan?

Anyone can look at the strategic plan. It is good to share this plan with other people and organisations.

Business plan

A business plan says how the corporation will do the things in the strategic plan.

Who looks at the business plan?

Most of the time, directors and staff look at the business plan to do their work.

Risk management plan

A risk is the chance of something going wrong. There are risks in every corporation.

A risk management plan says:

- what the risks are
- how to stop risks before they happen
- what to do when a risk might happen.

Who looks at risk management plans?

Most of the time, directors and staff look at risk management plans to do their work.

Agreements

Agreements are records that have the rules about how the corporation agrees to work with people or other organisations.



It is good to have agreements because they:

- say everything that everyone agreed on
- make it clear what everyone has to do
- can help fix problems
- can help everyone work together in a good and fair way.

Another word for an agreement is a contract.

An Aboriginal corporation might have different types of agreements. Here are some examples.

service agreement

This is between the corporation and other organisations, like CLC, to help the corporation do its work.

funding agreement

This is between the corporation and another organisation for money to do corporation work.

lease agreement

This is between the corporation and a landowner to use their land.

employment agreement

This is between the corporation and its staff. It says what the corporation and the staff will do for each other.

Indigenous Land Use Agreement (ILUA)

This is between the corporation, native title holders and other organisations that want to use land with native title.



How do corporations keep agreements?

The people or organisations who agree to the things in the agreement are called parties.

All the parties have to sign the agreement. Then, they have to do all the things in the agreement.

The corporation has to keep a copy of the signed agreement. It can be on a computer or on paper.

Some agreements last for a short time only, like a month or a year. Other agreements can last for many years. It is good to keep most agreements for 7 years after the agreement has finished.

After our CEO left, we kept their contract on the computer for 7 years. It is good to know what we agreed. We also use it to write a new contract for the next CEO.



We have an ILUA with a mining company. The mining company, the government and our PBC are the parties to the agreement.

That agreement will last until the mine stops. If that mine is there for 100 years, we will keep that agreement for 107 years, or more.



Who can look at agreements?

All the parties get a copy of the agreement. Sometimes, other people also get a copy, like lawyers or the government.

Most of the time, the board of directors and staff look at the agreements to check everyone is doing the things they agreed to.

Members can ask to see some agreements that are not confidential. Confidential means only the right people can look at it.

It is good to also keep other records

There are many other records that Aboriginal corporations need to keep.

Our PBC keeps the photos, videos and recordings from our native title claim meetings. We use these to teach our young ones about country.



Our health service keeps records about all its programs and projects. These records show what happened. We use these records to share information about our work and learn how to do things better.



Lodging reports with ORIC

The CATSI Act says that Aboriginal corporations have to lodge, or send, some reports to ORIC. These reports show ORIC that the corporation is doing things the right way.

Most corporations have to lodge their reports with ORIC at the end of every financial year.

If you ask early, ORIC might agree for you to lodge your reports later, or only one time every 2 or 3 years. But there has to be a good reason.



Types of reports for ORIC

Different sized Aboriginal corporations have to lodge different reports with ORIC. These are the reports that some corporations lodge.

general report

The general report shows:

- members' and directors' names
- contact person's name and address
- how much money the corporation has
- how many staff it has.

financial report

The financial report shows:

- the income and expense report for the financial year
- the balance sheet for the financial year
- extra information about the money story
- a declaration from the directors.

A declaration is a paper that the directors sign to say they are telling the truth.

audit report

The audit report says if the money story for the last financial year was straight and true.

directors' report

The directors' report has to show:

- what the corporation did well
- what the corporation did not do well
- why and how those things happened.

What size is the corporation?

This is how ORIC decides if the corporation is small, medium or big.

Small corporation

The corporation is small if 2 of these things are true.



- ☐ The corporation made less than \$100,000 in the financial year.



- ☐ The corporation owns assets that it could sell for less than \$100,000.



- ☐ The corporation has less than 5 staff.

Medium corporation

The corporation is medium sized if 2 of these things are true.



- ☐ The corporation made more than \$100,000 but less than \$2.5 million in the financial year.



- ☐ The corporation owns assets that it could sell for more than \$100,000 but less than \$2.5 million.

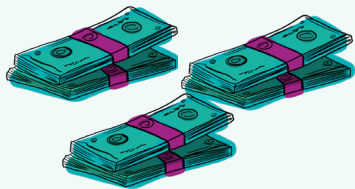


- ☐ The corporation has more than 5 staff but less than 24 staff.



Big corporation

The corporation is big if 2 of these things are true.

☐

The corporation made \$5 million or more in the financial year.

☐

The corporation owns assets that it could sell for more than \$2.5 million.

☐

The corporation has more than 24 staff.

The corporation might be small now and grow to be medium or big later.

What reports to lodge with ORIC

Small, medium and big corporations have to send different reports to ORIC.

Small corporations

- general report
- financial report, if the corporation has money

Medium corporations

- general report
- financial report
- audit report

Big corporations

- general report
- financial report
- audit report
- directors' report



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