

BUNUBA DAWANGARRI ABORIGINAL CORPORATION RNTBC (BDAC)

ICN: 7813 ABN: 80 365 218 271

Annual General Meeting Notice

Date: Wednesday November 23 2022

Place: Old Fitzroy Crossing School Undercover Area

Member Registration: 9am

Time: 9.30-4.30pm

Agenda

| Time | Item | Presenter |
|------|--|---|
| 9:00 | Member Registration | |
| 9:30 | Welcome, Code of Conduct and 1 minute silence | Chair |
| | Apologies and Proxies received | Chair |
| | Confirm Previous Annual General Meeting minutes The members of the Bunuba Dawangarri Aboriginal Corporation RNTBC (ICN 7813) resolve to approve the minutes of the last Annual General meeting held | Chair |
| | Board Report | Chair |
| | BDAC Financial Report and Auditors' Report The members of the Bunuba Dawangarri Aboriginal Corporation RNTBC (ICN 7813) resolve to approve the Financial reports as presented | SW Accountants and Auditors – Dee Newman/ John D'Orazio |
| | Appointment of Auditor 2022/23 Financial Year The members of the Bunuba Dawangarri Aboriginal Corporation RNTBC (ICN 7813) resolve to approve Key Audit Solutions as the auditor for the 2022/23 financial year. | SW Accountants and Auditors on behalf of Auditor (Criterion Audit Stephen Rellis) |
| | Approval of BDAC Director Sitting Fees BDAC members in accordance with Rule 10.3 of the BDAC Rulebook resolve to approve sitting fee payments remaining at \$400 per meeting for the 2022/23 year and \$500 for the Chairperson. | Chair |
| | Election of Directors for 2023- 24 | **** Please note all Directors appointed need to have applied for an Australian Government Director Identification Number before the AGM to be eligible to be appointed and provide this to the Chair of the meeting**** |
| | Special Resolutions to change the Bunuba Dawangarri Aboriginal Corporation Rule Book (see page 3)". | Andrea Myers with KLC. |

| | | |
|---------|--|----------------------|
| | Member Questions | Chair |
| 12pm | Lunch | |
| 12.30pm | ILUA Authorisation Living Areas Information and Q and A session | Darcy Doyle - Allens |

A short BDAC Directors meeting will be held for the newly appointed board to appoint their chair and vice-chairperson and to take nominations for BOAC and BAC.

Travel

For travel support – please contact Danielle Mills at the KLC Office on 0418 967 479 or by email Danielle.mills@klc.com.au BEFORE 12pm November 18 2022

Code of Conduct

- All persons have the right to be treated with respect
 - Elders are to be shown appropriate respect
 - Only one person is to speak at a time
- When a person is talking, show respect by listening
 - No abusive or foul language will be tolerated
 - No verbal or physical abuse will be tolerated
 - Mobile phones are to be switched off or silenced
- People to be sober and not drink alcohol during the meeting
 - Anyone breaching this code will be asked to leave

PROPOSED SPECIAL RESOLUTIONS

A copy of the current registered Rule Book of the Bunuba Aboriginal Corporation RNTBC can accessed:

- www.oric.gov.au
- Bunuba PBC - 7 Forrest Road, FITZROY CROSSING WA 6765

A draft Rule Book with the proposed changes notified below can be accessed at:

- Bunuba PBC office – 7 Forrest Road, FITZROY CROSSING WA 6765 – contact finance@bunuba.com
- By emailing Andrea Myers at ravehamlet@hotmail.com and asking for a copy

There are 10 proposed special resolutions to be considered at the 2022 AGM about changing the Rule Book.

Words which are crossed out are proposed to be removed from the Rule Book.

Words which are underlined are proposed to be added to the Rule Book.

Proposed Special Resolution 1: Amend Rule 5.2.4 (Deciding membership applications) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to modify **Rule 5.2.4** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

Rule 5.2.4 Deciding membership applications

- (a) The directors will consider and decide membership applications.
- (b) Applications will be considered and decided in the order in which they are received by the corporation.
- (c) Within 14 days of receiving the application, the directors shall refer the application for the consideration and advice of the dawangarri for the relevant muway which the applicant claims he or she is a member.
- (d) The directors of the Corporation will consider and decide the membership application/s by resolution at the next directors' meeting after consideration of the advice of the dawangarri.
- (e) The directors must ~~not~~ accept an application for membership of the corporation ~~unless~~ if the applicant:
 - (i) applies according to rule 5.2.3; and
 - (ii) meets all the eligibility for membership requirements; ~~or~~
 - (iii) ~~is ineligible after consideration by the applicant's dawangarri.~~
- (f) ~~The directors must not accept an application if it results in a majority of members being non-Indigenous.~~
- (g) ~~The directors may not refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.~~

- (f) ~~However~~ If the directors refuse to accept a membership application because the applicant does not meet the requirements under rule 5.2.4(e), then the directors must notify the applicant in writing of the decision and the reasons for it.

Proposed Special Resolution 2: Amend Rule 8.2.4 (Consent to act as director) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to modify **Rule 8.2.4** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

8.2.4 Consent to act as director

- (a) Before a person may be appointed as a director, that person must:
- (i) give the corporation a signed consent to act as a director of the corporation in substantially the form set out in Schedule 5; and
 - (ii) inform the corporation of their Director identification number or, if they do not already have a Director identification number, make an application for a Director identification number as required by the CATSI Act.
- (b) The corporation must keep the consent.

Proposed Special Resolution 3: Amend Rule 8.6 (Alternate directors) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to modify **Rule 8.6** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

8.6 Alternate directors

- (a) With the other directors' approval, a director (appointing director) may appoint an alternate from his or her muway to exercise some or all of the director's powers for a specified period.
- (b) If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.
- (c) The appointing director may terminate the alternate's appointment at any time.
- (d) An appointment of an alternate or its termination must be in writing in substantially the form set out in Schedule 6. A copy must be given to the corporation.
- (e) The alternate director must give their consent to be an alternate director in writing in substantially the form set out in Schedule 7. A copy must be given to the corporation.

Proposed Special Resolution 4: Amend Rule 8.8(a) (How to fill vacancies) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to modify **Rule 8.8(a)** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

8.8 How to fill vacancies

- (a) If a directorship becomes vacant, the directors may appoint a replacement from the members in accordance with rule 8.2.2(a) until a general meeting is held and a new person appointed in accordance with rule 8.4.1.
- (b) If the office of chairperson becomes vacant before the end of its term, the directors may elect a new chairperson from the remaining directors to complete that term.

Proposed Special Resolution 5: Amend Rule 9.2 (Exercise of powers) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to amend **Rule 9.2** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

9.2 Exercise of powers

The corporation shall not exercise a power except to fulfil an object of the corporation and in performing a function or exercising a power shall:

- (a) so as to protect the interests of ~~affected~~ native title holders;
- (b) so as to ensure the maintenance of traditional Bunuba laws and customs;
- (c) so as to minimise, and to the maximum extent practicable avoid, exposing native title holders to claims, actions or debts for which they may be personally liable and
- (d) when making a native title decision, comply with the Regulations. ~~rule 9.3 and make the decision in accordance with the consent and direction of affected native title holders.~~

Proposed Special Resolution 6: Repeal and replace Rules 9.3.1 (Native title Decisions) and 9.3.2 (Evidence of consultation and consent) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to repeal **Rule 9.3.1 and Rule 9.3.2 and replace with new Rule 9.3.1 and Rule 9.3.2** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

9.3.1 Native title decisions

- (a) Before making a native title decision, the corporation must consult with and obtain the consent of the native title holders in accordance with the Regulations.

9.3.2 Evidence of consultation and consent

- (a) As soon as practicable after a native title decision is made, the corporation must prepare a certificate in accordance with regulation 9 of the Regulations and in the substantially in the form set out in Schedule 8. The certificate must be signed by 2 directors of the corporation.
- (b) A certificate prepared and signed in accordance with regulation 9 of the Regulations is prima facie evidence that the corporation has consulted and obtained consent of native title holders as required by regulation 8 of the Regulations.

Proposed Special Resolution 7: Amend Rule 17 (Dispute resolution process) as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to amend **Rule 17.1 and add new Rule 17.7** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

17.1 General principles

- (a) This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the Act or the corporation's constitution applies, which arises between:
 - (i) members
 - (ii) members and directors
 - (iii) directors ~~or~~
 - (iv) ~~the corporation and native title holders.~~
- (b) Procedures in these rules for resolving disputes between the corporation and a member or between the corporation and a native title holder shall be settled, as far as is possible and/or relevant in accordance with traditional Bunuba laws and customs.
- (c) When a meeting, a mediation or an arbitration is convened in accordance with these rules, the corporation, members and native title holders must attend meetings and participate in good faith in order to resolve the dispute.

17.7 Disputes between the corporation and non-members

(a) The dispute resolution process set out in rule 17.1 – 17.6 also applies to disputes between the corporation and a person who is or claims to be a native title holder, whether or not they are a member, but only if the dispute is in relation to:

- (i) whether or not the person is a native title holder; or
- (ii) the corporation's performance of functions under Native Title Legislation.

(b) The dispute resolution process set out in rule 17.1-17.6 does not apply to disputes between the corporation and non-members except for in the specific circumstances set out in rule 17.7(a).

Proposed Special Resolution 8: Amend and add new definitions into the Dictionary at Schedule 1 as follows:

*The members of Bunuba Aboriginal Corporation RNTBC resolve to amend the **Dictionary at Schedule 1** of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:*

(i) Delete:

~~**Affected native title holders** means those native title holders who hold native title rights and interests that may be affected by a proposed native title decision.~~

(ii) Amend definition of “Native title Decision”:

Native title decision means a decision:

- (a) to surrender native title rights and interests in relation to a determination area or part of a determination area or
- (b) to enter an indigenous land use agreement under Subdivision B, C or D of Division 3 of Part 2 of the Act or an agreement under Subdivision P (right to negotiate) of that Division; or
- (c) to allow a person who is not a common law holder, or a class of persons who are not common law holders, to become members of a prescribed body corporate; or
- (d) to include one or more consultation processes in the constitution of a prescribed body corporate; or
- (e) to do, or agree to do, any other act that would affect the native title rights and interests of the native title holders,

and includes a decision refusing to make a proposed native title decision.

(iii) Add definition of “Native Title Legislation”:

Native Title Legislation has the same meaning as in section 700-1 of the Act.

Proposed Special Resolution 9: Amend Schedule 2 – Application for membership form as follows:

The members of Bunuba Aboriginal Corporation RNTBC resolve to amend the Application for membership form at Schedule 2 of the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:

(i) Delete:

~~*Under Rule 5.8(f) if a person is refused membership they and their nominating PBC must be given reasons~~

(ii) Amend:

Reason if Application is refused, see Rule 5-8 5.2.4(f)

Proposed Special Resolution 10: Add new forms at Schedule 5, 6, 7 and 8 as follows:

The members of Bunuba Aboriginal Corporation RNTBC resolve to add the following Schedules 5-8 to the Bunuba Aboriginal Corporation RNTBC rule book on the same or substantially the same terms as below and agreed by the members at the AGM:

Schedule 5 – Consent to act as Director

BUNUBA DAWANGARRI ABORIGINAL CORPORATION RNTBC

ICN: 7813 ABN: 80 365 218 271

Consent to become a Director

I,(first and last name)

of

(Residential address, a postal address is not sufficient)

give consent to become an alternate director of **Bunuba Dawangarri Aboriginal Corporation**.

I confirm my date of birth was/...../.....

and my place of birth was

Director Identification Number:.....

I acknowledge that I am automatically disqualified from managing corporations if I:

- 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
- am 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,

and I will notify the corporation if any of the above events occur after my appointment.

.....
(signature of person)

.....
(date)

Email Address: _____

Note: this form should be completed and given to the corporation **before** the person is appointed as a director
— **Rule 8.2.4, Section 246-10(1) of the CATSI Act.**

Schedule 6 – Appointment of Alternate Director

BUNUBA DAWANGARRI ABORIGINAL CORPORATION

ICN: 7813 ABN: 80 365 218 271

Appointment of Alternate Director

I (Full name)
of(Residential Address).
..... (Postal Address)

Being a director of Bunuba Dawangarri Aboriginal Corporation, for _____ (muway group)

hereby appoint _____ (Full Name of Alternate),
from same muway as myself _____(Address of Alternate)

being a member of the Corporation, as my alternate to vote for me on my behalf at all Board/ Sub Committee meetings of the corporation that I am unable to attend, and at any adjournment of those meetings.

Send all notices of Director’s meeting to my alternate (Yes/ No)
Alternate Director’s email address _____

I acknowledge that an alternate directors will be 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
- am 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,

and I will notify the corporation if any of the above events occur after my appointment.

.....
(signature of person)

.....
(date)

Rule 8.6 BDAC Rule Book d) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

Schedule 7 – Consent of Alternate Director

BUNUBA DAWANGARRI ABORIGINAL CORPORATION

ICN: 7813 ABN: 80 365 218 271

Appointment of Alternate Director

I(Full name)

of (Residential Address).

..... (Postal Address)

Being a director of Bunuba Dawangarri Aboriginal Corporation, for (muway group)

hereby appoint (Full Name of Alternate),
from same muway as myself (Address of Alternate) being a member of the Corporation, as my alternate to vote for me on my behalf at all Board/ Sub Committee meetings of the corporation that I am unable to attend, and at any adjournment of those meetings.

Send all notices of Director’s meeting to my alternate (Yes/ No)
Alternate Director’s email address

I acknowledge that an alternate directors will be 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
- am 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,

and I will notify the corporation if any of the above events occur after my appointment.

.....
(signature of person)

.....
(date)

Rule 8.6 BDAC Rule Book d) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

Schedule 8

Regulation 9 Consultation and Consent Certificate Template

Rule 9.3.2 and PBC Regulations, regs 8 and 9

Certification by Prescribed Body Corporate

Bunuba Dawangarri Aboriginal Corporation RNTBC (the body corporate) certifies that the common law holders were consulted about, and have consented to, the proposed native title decision in accordance with regulation 8 of the PBC Regulations.

| | |
|--|--|
| The proposed native title decision | <i>*Enter details of the proposed native title decision (e.g. decision to enter into an ILUA, decision to enter into a s31 agreement, etc)</i> |
| Details of the process of making the decision | <i>*Include here any details about any meetings held about the decision, notice of the meetings, purpose of the meeting</i> |
| Details (including names) of the common law holders who participated in the process of making the native title decision | <i>*Enter details of the names of the common law holders who participated in the process</i> |
| Details of the consultation and consent process | <i>*Identify if a traditional decision-making process applies to the making of the decision and what it was, and how it was followed *Or identify that there is no traditional decision-making process that applies to this decision, and identify what the agreed and adopted process for decision-making was and how it was followed</i> |

Date: _____

Executed by the body corporate in accordance with subsection 99-5(1) or (2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth):

DIRECTOR NAME

SIGNATURE

DIRECTOR NAME

SIGNATURE