

# CSC Principles

Terms used in this Annexure are defined in either the ILUA or the Trust Deed.

## 1. Purpose of Principles

In order to be eligible to act as the CSC:

- (a) the corporation must act in accordance with these Principles at all times; and
- (b) the rule book of the corporation (**Rulebook**) must be consistent with these Principles and the corporation has the discretion to determine the manner in which the Rulebook satisfies the Principles.

## 2. Form of Rule Book

The Rulebook must be:

- (a) a comprehensive written document containing all of the internal governance rules (as that phrase is defined in section 63-1 of the CATSI Act) of the CSC;
- (b) substantially consistent with contemporary governance standards; and
- (c) consistent with the ILUAs, the Trust Deed and the CATSI Act.

## 3. Objects

The objects of the CSC must include, but are not limited to the following:

- (a) acting as the CSC if approved and appointed by the Trustee;
- (b) supporting the Regional Corporations and Noongar Community in the manner contemplated in the Trust Deed and ILUAs;
- (c) advancing and improving the situation of the Noongar Community with a view to overcoming disadvantage within the Noongar Community; and
- (d) assisting the Noongar Community in relation to the planning, management and use of land and waters to which they have a traditional connection or traditional responsibility,

provided that all of the objects must be for charitable purposes as defined in section 12 of the Charities Act 2013 (Cth).

## 4. Not for Profit

- (a) The CSC must be carried out without purpose of profit or private gain for its members.
- (b) In carrying out its objects, the CSC must ensure that no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise by way of profit to any member, except for the payment in good faith of reasonable and proper remuneration to any member, officer, agent, consultant, contractor or employee of the CSC for or in return for services rendered to the CSC.

- (c) The Rulebook must be structured in such a way that supports and maintains the CSC's eligibility for endorsement as a charity for tax purposes.

## 5. Prohibited Activities

- (a) The CSC is not permitted to be a Representative Body at any time whilst it is the CSC.
- (b) The CSC is not permitted to undertake Unrelated Commercial Activities unless those activities:
  - (i) are undertaken from within a separate legal entity; and
  - (ii) are not funded from Operations Funding sourced from the Trust.
- (c) The CSC is permitted to undertake Related Commercial Activities.
- (d) For the purposes of this item 5:
  - (i) **Representative Body** has the meaning effected by section 253 of the *Native Title Act 1993* (Cth);
  - (ii) **Related Commercial Activities** means activities that directly further the CSC's altruistic purposes, being the purposes for which the Commonwealth government grants the relevant income tax exemption (usually on the basis of the CSC's objects as outlined in its Rulebook); and
  - (iii) **Unrelated Commercial Activities:**
    - A. means activities that are not Related Commercial Activities; and
    - B. includes participation in commercial development or land development projects or activities.

## 6. Membership

- (a) Membership of the CSC must be open only to all members of the Noongar Community who are over the age of 18 years.
- (b) Eligibility of persons for membership must be determined by the board of directors.
- (c) There must be an appeals process for applicants in the event that the board of directors determines an applicant is not eligible for membership and refuses to accept their membership application.
- (d) There must be a mechanism for the board of directors to cancel a person's membership on the basis that their behaviour is contrary to the best interests of the CSC.

## 7. Board of Directors

- (a) The board of directors of the CSC must be between 6 and 8 persons who are confirmed as eligible in accordance with clause 7(d) and comprised of:
  - (i) not more than 6 directors who are members of the CSC and are elected by the members of each of the 6 Regions (**Wards**), by way of a postal voting system in accordance with a suitable election manual,

and confirmed by the members in a general meeting (**Member Directors**); and

- (ii) not more than 2 expert directors appointed by the Member Directors (**Expert Director**),

provided that:

- (iii) there shall not be a Member Director appointed in respect of a Ward which does not have a registered ILUA; and
  - (iv) a director of the CSC must not during their term of office also be a director of a Regional Corporation.
- (b) The CSC must have such minimum eligibility requirements for the directors that:
    - (i) will ensure the board of directors comprises a mix of persons with appropriate skills, expertise, experience, integrity, commitment and standing within the Noongar Community; and
    - (ii) are otherwise consistent with contemporary governance standards.
  - (c) 2 or more Directors cannot be family members of one another which in relation to a person means:
    - (i) a child of the person (adopted or biological); or
    - (ii) a parent of the person (adopted or biological); or
    - (iii) a brother or sister of the person (adopted or biological); or
    - (iv) the spouse or de facto partner of the person.
  - (d) The eligibility of director candidates must be assessed and confirmed (i.e. pre-qualified) by the Nominations Committee of the Trust and the CSC may rely upon a decision of the Nominations Committee as to eligibility.
  - (e) The CSC must encourage all directors to undertake ongoing and appropriate governance training and provide them with necessary support.
  - (f) As far as practicable, the election of the Member Directors must occur at the same time as the election of member directors of the Regional Corporations.
  - (g) The CSC must have a procedure to resolve voting deadlocks in the board of directors.

## **8. Noongar Capacity Development**

- (a) The CSC is intended to play an important role in overcoming disadvantage within the Noongar Community and in progressing the Noongar Community towards successful self-governance and independence.
- (b) Having regard to item 8(a), the CSC must:
  - (i) develop and act in accordance with an Aboriginal employment strategy or policy;

- (ii) identify and engage with Noongar Community members that may be suitable for employment or committee positions within the CSC; and
- (iii) support strategies that will encourage capacity building within the Noongar Community including training and educational opportunities.

#### **9. Relationship with the Trust**

In recognition that the Trust is a primary source of the CSC's operational funding, the Rulebook must include provisions that will enable the board of directors to readily identify the CSC's obligations to the Trustee and the CSC's relationship with the Trust, as provided for in the Trust Deed, including but not limited to the following matters:

- (a) a Code of Conduct and Policy and Procedures Manual;
- (b) attendance by the Trustee at CSC meetings;
- (c) preparation and provision to the Trustee of annual reports, annual plans and budgets;
- (d) participation in the Noongar Relationship Committee; and
- (e) the manner in which the CSC will administer benefits and CSC Services amongst the Regional Corporations.

#### **10. Relationship with the Regional Corporations**

- (a) The CSC must establish and maintain a committee to be known as the Noongar Corporations Committee comprising from time to time:
  - (i) the following CSC representatives:
    - A. the chair of the board of directors; and
    - B. the chief executive officer; and
  - (ii) the following representatives from each Regional Corporation:
    - A. the chair of the board of directors; and
    - B. the chief executive officer.
- (b) The Rulebook must set out rules for the operation of the Noongar Corporations Committee including:
  - (i) a requirement that it undertake the specific functions included in the Trust Deed; and
  - (ii) guidance to the Noongar Corporations Committee on its additional purposes which may include consideration of ILUA implementation, policy development, partnership development, knowledge sharing, CSC Service provision, funding sources, cost/resource sharing and minimisation.

**11. Consultation on Cultural Matters**

The CSC and the Noongar Corporations Committee must jointly develop and maintain policies and procedures for the CSC to consult with relevant Noongar People regarding matters affecting Traditional Laws and Customs.

**12. Amending the CSC Principles**

Given the perpetual nature of the Settlement and the restrictions on amending this ILUA, the CSC Principles contained in this Annexure E may be amended or substituted by deed between the Trustee and the State following consultation with, and subject to the written consent of a majority of, the Regions which must comprise in respect of each Region:

- (a) written consent of the Regional Corporation; or
- (b) where there is no Regional Corporation, an Agreement Group Endorsement from the relevant Native Title Agreement Group.