



**SOUTH WEST NATIVE TITLE SETTLEMENT
REGIONAL
PRE-INCORPORATION**

Dear Ballardong Agreement Group member

It is my pleasure to inform you of the date for the upcoming Ballardong regional pre-incorporation meeting.

This is a very important milestone on the way towards full Noongar control of the Noongar Boodja Trust.

The meeting will take place on Saturday 14 August, from 10am-4pm. It will be held in two venues simultaneously, and you may attend whichever venue is most convenient for you:

Northam Town Hall

Cnr Wellington & Gordon Street, Northam

Perth Convention and Exhibition Centre, River View Room 1 & 2 (Combined)

21 Mounts Bay Road, Perth

Meetings will take place from 10am until 4pm, and the registration desk will be open from 9am.

The following documents are included in this pack to help you make decisions on the day:

- Letter from SWALSC Board
- Letter from meeting facilitator
- Meeting notice and agenda
- Ballardong rule book and summary of changes
- Ballardong cultural advice policy
- Candidate profiles for election of initial directors
- Terms of appointment of initial directors
- Election rules
- Recruitment process for staff
- Evidence of satisfaction of transition principles
- Cultural consultation policy

You may also be entitled to attend the regional pre-incorporation meetings for any other agreement group that you are connected with. If you wish to discuss your eligibility for any other agreement group, or to request documents for additional meetings, please call SWALSC on 9358 7400.

You can also access hard copies of all the relevant documents at SWALSC regional office locations or download them at www.noongar.org.au/preincorporation.

These meetings are an essential step in the process of becoming a regional corporation. I strongly encourage you to take this opportunity to participate in this history-making event.

Sincerely



Brendan Moore
SWALSC CHAIR





Dear Member of the Ballardong Agreement Group

My name is Mandy Gadsdon and I am the Director of Think Culture, a supply Nation certified business. I have over twenty years experience working with businesses, not for profit, and Aboriginal community controlled organisations.

I have been nominated by the Trustee of the Noongar Boodja Trust and appointed by the South West Aboriginal Land and Sea Council Aboriginal Corporation (SWALSC) to be the independent facilitator to formally convene and facilitate your Agreement Group's pre-incorporation meeting as required under the Ballardong Indigenous Land Use Agreement (ILUA).

Schedule 6 of the Noongar Boodja Trust Deed requires an independent facilitator to undertake certain roles relating to Agreement Group endorsements for the creation of your Regional Corporation and the Central Services Corporation.

As the independent facilitator, my role is to:

- convene your pre-incorporation meeting;
- ensure that the meeting is conducted fairly and in accordance with the election rules and relevant provisions of the ILUA and *Corporations (Aboriginal and Torres Strait Islander) Act 2006*;
- ensure the attendance list and the minutes for the meeting are accurate, complete, and available for inspection by Agreement Group members and the Trustee; and
- authorise the Agreement Group endorsements made at your pre-incorporation meeting.

An independent Returning Officer has been separately appointed to conduct the voting process for resolutions and conduct ballots for the Initial Directors, where required. Voting for resolutions will be conducted in accordance with the decision-making method decided by your meeting. The ballots for the Initial Directors, if required, will be conducted in accordance with the election rules enclosed with this mail out, which are also available on the SWALSC webpage at www.noongar.org.au/preincorporation.

In addition to providing these services, I am committed to working with you and your fellow Agreement Group members to provide a respectful, culturally safe, and supportive environment to discuss and make decisions about the establishment of your Regional Corporation.

Please take the time to read through the notices and the enclosed documentation ahead of the meeting so that you are informed about the decisions you will be asked to make. You can share this information with family and other members of your Agreement Group.

Kind regards

A handwritten signature in black ink that reads 'M Gadsdon'.

Mandy Gadsdon
Director
Think Culture
7 July 2021

Notice of Ballardong Native Title Agreement Group meeting

- Date: **Saturday, 14 August 2021**
- Time: 10.00am – 4.00pm
- On Country Venue: **Northam Town Hall,
cnr Wellington & Gordon St**
(this is the primary meeting and will be streamed via video to the Perth venue)
- Perth Venue: **Perth Convention and Exhibition Centre**
(attendees will watch the meeting through the video stream from the on country venue, and will have full participation and voting rights)

Native Title Agreement Group Meetings:

This pack includes the meeting documents only for Ballardong Ward Native Title Agreement Group (the **Agreement Group**) meeting. The meeting will be held in two venues to maximise opportunity for attendance. The meeting on country will be the primary meeting, and it will be video conferenced/streamed to the Perth venue. Attendees at both meetings will have the same voting and participation rights.

You have received this pack because one or more of the following applies to you:

- you are a member of Ballardong Ward;
- you have expressed an interest in becoming a member of the regional corporation for the Ballardong Agreement Group; or
- you have attended a SWALSC information session for the Ballardong Agreement Group.

You are able to either attend the on country meeting, or the Perth meeting, whichever is most convenient for you. You are also able to attend other ILUA agreement group meetings where you are also an Agreement Group member. If you would like a pack of the meeting documents for another ILUA agreement group area, please contact SWALSC on 9358 7400 or online at www.noongar.org.au/preincorporation or contact your closest SWALSC Regional Office. The schedule and locations of all Agreement Group meetings is below:

Purpose of Meeting:

The purpose of the meeting is to seek endorsement from the Ballardong Agreement Group for the resolutions listed below. These endorsements from the Agreement Group are required under the Noongar Boodja Trust deed (executed on 29 March 2021), to progress the next steps toward establishing the six regional corporations and the Central Services Corporation (**CSC**) which will provide support services to them (together the **Noongar Corporations**).

Role of Facilitator:

Schedule 6 of the Noongar Boodja Trust Deed includes requirements for an Agreement Group endorsement of the resolutions which need to be considered. There must be a meeting of the Agreement Group, which is called by a facilitator (**Facilitator**). The Facilitator is to be nominated by the trustee of the Noongar Boodja Trust. Perpetual Trustee Company Limited (the Trustee) has nominated Warlbru Pty Ltd (ABN: 49 275 397 372), t/a Think Culture to be the facilitator, being a party independent of the South West Aboriginal Land and Sea Council Aboriginal Corporation (**SWALSC**) and Perpetual. SWALSC and Perpetual are providing logistical and administrative support for the meeting. Please see **attached** a letter from the Facilitator introducing themselves and officially calling the meeting.

Documents included in the Meeting Pack:

1. The notice of the Agreement Group meeting;
2. Letter from the Facilitator calling the Agreement Group meeting;
3. Agenda (including wording of resolutions);
4. Meeting guide explaining each resolution;
5. Regional Corporation Rule Book with summary of minor rule book changes;
6. Initial Cultural Advice Policy with summary of minor changes; and
7. Recruitment process for senior management and staff of Noongar corporations;
8. Information about candidates for initial director positions
9. Terms of appointment of initial directors;
10. Election Rules for this Agreement Group meeting;
11. Evidence of satisfaction of Transition Principles (both for SWALSC transition to the CSC and for Regional Corporation establishment); and
12. Regional corporation membership application form.

The meeting pack is available online at www.noongar.org.au/preincorporation, and in hard copy at SWALSC regional office locations.

Structure of Meeting:

This Agreement Group meeting is being called under Schedule 6 of the Noongar Boodja Trust Deed. There is no minimum number of attendees (quorum) required in order for the meeting to proceed.

Voting on the proposed resolutions in this notice will be conducted by an independent returning officer. The initial directors will be selected by the Agreement Group through a secret ballot election. All other resolutions will be passed by a majority of persons voting on a show of hands by those agreeing to the resolution.

The wording of the proposed resolutions is set out in the agenda that follows. Background information for each of the resolutions is set out in the meeting guide that is included in the meeting pack.

Only resolutions set out in this notice can be considered at the meeting, in the form that is set out in the agenda. They cannot be changed in any way. This is so that all Agreement Group members have clear notice of resolutions and information that helps them to decide whether to attend, and how to vote at the meeting.

The meeting will be asked to endorse the Rule Book for the regional corporation and also the Initial Cultural Advice Policy in the formats provided with this notice. A summary of the changes made to the Rule Book following that the last rule book workshop is included in the meeting pack. The meeting will not be considering any further changes to these documents. There will be the opportunity to consider changes to these once the corporation is registered, at future meetings of the corporation.

Additional Meeting Information:

Only members of the Ballardong Native Title Agreement Group, (formerly the Ballardong claim group) in the Indigenous land use agreement (ILUA) are permitted to attend and vote at the meeting. No proxies are permitted.

There is an opportunity to pre-register your attendance before the meeting if you would like to do so. This will mean you do not need to register on the day, and will help minimise waiting times for all attendees. If you would like to pre-register, please do so online at www.noongar.org.au/preincorporation. SWALSC will contact you before the meeting to confirm your registration.

The Facilitator will keep an attendance list and prepare minutes of the meeting. This is required as part of their role under the Noongar Boodja Trust Deed.

The primary meeting will take place on country. The on country meeting will be streamed via video to the Perth venue. Agreement Group members have the option to attend either the on country or the Perth meeting. Both meetings will have the same participation and voting rights. Holding two meetings at the same time gives Agreement Group members the maximum opportunity to attend. There will be administrative and technical support in the Perth venue to ensure that Agreement Group members who choose to attend the Perth meeting have full participation and voting rights. As the meeting is being streamed via video, a recording will be taken. This will be referred to after the meeting only for the purpose of the Facilitator finalising the minutes.

Regional Corporation Establishment Process

The ILUA sets out “Transition Principles” at Annexure Y of Schedule 10. These are the principles guiding the establishment process for the regional corporations and are focused on ensuring that Agreement Group members have an opportunity to participate in setting up the regional corporation. The Transition Principles must be followed in order for a corporation to be endorsed as the regional corporation.

The Regional Corporation Transition Program was developed to help guide the Noongar community through this process and provide information about the establishment steps. It was first released in 2016, and then updated in 2019. A copy can be viewed at www.noongar.org.au/preincorporation.

During recent years, SWALSC has been undertaking a number of activities with the Agreement Group to implement the Transition Program, in order to satisfy the Transition Principles. These activities have provided opportunities for the Agreement Group to obtain information and participate in discussions about the regional corporation. Information about these activities can be found in the summary entitled “Evidence of satisfaction of Transition Principles”, which is part of the meeting pack.

Regional Corporation Next Steps:

If the Agreement Group endorses the proposed regional corporation at the meeting, the next step is to finalise the corporation’s application for registration. This will be submitted to ORIC to register the corporation.

There must be at least *five* initial members of the corporation for ORIC registration. At this early stage of implementation, it is most practical and flexible for there to be a small number of members to complete the registration steps. This will include the initial members holding a short “pre-incorporation” meeting after the Agreement Group meeting, to pass the necessary resolutions for ORIC registration.

It is proposed that the four initial directors act as the initial members for this purpose. Given a fifth initial member is required, it is proposed the SWALSC member-elected Director for the relevant Ward act in this capacity. Through their election to the SWALSC board on behalf of the Ward they have been acknowledged as an Agreement Group member and are therefore clearly eligible for membership of the Agreement Group regional corporation. This small initial membership is an interim measure only to ensure the ORIC registration and charity registration are not delayed.

Membership applications are provided in this notice and will be available at the meeting. After the corporation is registered it will be the job of the initial directors to process all other membership applications that have been received as soon as possible.

Becoming a member is important as members will be eligible to seek election as a member director (provided they meet the relevant criteria) and will be eligible to vote for member directors.

For Agreement Group members that could not attend the Agreement Group meeting there will be ongoing opportunities to apply to the corporation to become a member.

AGENDA

- 1. Opening by the Facilitator**
- 2. Welcome to country at each meeting location**
- 3. One minute silence**
- 4. Item A – Resolution 1 – Decision making process and Notification of Agreement Group endorsement**

‘The Ballardong Agreement Group resolves that:

(a) the process of decision making that has been agreed to and adopted by the Agreement Group in relation to decisions of the kind being considered at the meeting, is:

- (i) in relation to the selection of initial directors of the proposed regional corporation, by secret ballot election in accordance with the Election Rules in the meeting pack; and*
- (ii) for all other resolutions, by majority decision by show of hands of Agreement Group members present at the meeting; and*

(b) any two of the elected initial directors present at the meeting are authorised to sign and deliver written notice of the Agreement Group endorsements, passed by resolution at this meeting, to Perpetual Trustee Company Limited in the form specified in Schedule 6 of the Noongar Boodja Trust Deed.’

- 5. Item B – Resolution 2 – Endorsement of the Initial Cultural Advice Policy**

‘The Ballardong Agreement Group resolves that the tabled Initial Cultural Advice Policy of the proposed Agreement Group regional corporation (available at www.noongar.org.au/formaldocuments) is endorsed.’

- 6. Item C – Resolution 3 – Endorsement of the Regional Corporation Rule Book**

‘The Ballardong Agreement Group resolves that the tabled rule book of the proposed Agreement Group regional corporation (available at www.noongar.org.au/formaldocuments), incorporating the name of the proposed Agreement Group regional corporation and any replaceable rules being adopted, is endorsed.’

- 7. Item D – Declaration – Election of Four Initial Directors of the Agreement Group Regional Corporation**

‘The following persons are declared by the Returning Officer as the elected initial directors of the proposed Agreement Group regional corporation upon registration:

- (a) in accordance with and subject to the terms of appointment for initial directors; and*
- (b) to hold office until Member Directors are elected in accordance with the rule book of the proposed Agreement Group regional corporation:*

[The names of the elected Initial Directors will be inserted here].’

8. Item E – Resolution 4 – Endorsement of the Initial Directors and Initial Members so they can apply for Registration of proposed Agreement Group regional corporation under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)

'The Ballardong Agreement Group resolves that:

- (a) *The elected initial directors are endorsed as the initial directors of the proposed Agreement Group regional corporation upon registration:
 - (i) *in accordance with and subject to the terms of appointment for initial directors; and*
 - (ii) *to hold office until Member Directors are elected in accordance with the rule book of the proposed Agreement Group regional corporation.**
- (b) *The elected initial directors together with the SWALSC member-elected Director for the Ward are endorsed to be the initial members of the proposed Agreement Group regional corporation on registration (initial members).*
- (c) *The initial members and the elected initial directors are authorised to do whatever is reasonably required to register the proposed Agreement Group regional corporation under the Corporations (Aboriginal and Torres Strait Islander) Act 2006, including appointing one of the initial directors as the applicant for the registration application and making any amendments to the endorsed rule book required only for such purpose.*
- (d) *The initial members are authorised to appoint an initial contact person of the proposed Agreement Group regional corporation.*
- (e) *The initial members and the elected initial directors are authorised to do whatever is necessarily required to obtain registration of the corporation as a charity, including making any amendments to the endorsed rule book required only for such purpose.'*

9. Item F – Resolution 5 – Agreement Group Endorsement of Proposed Agreement Group Regional Corporation

'The Ballardong Agreement Group resolves that:

- (a) *The proposed Agreement Group regional corporation is upon registration under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 endorsed as the regional corporation for the Ballardong Agreement Group region for the purposes of the Noongar Boodja Trust Deed subject to the following conditions being met:
 - (i) *completion of a comprehensive membership drive;*
 - (ii) *election by the corporation members of up to 4 Member Directors through a postal vote process;*
 - (iii) *appointment by the Member Directors of 2 Expert Directors;*
 - (iv) *adoption of the staff recruitment process set out in the meeting pack;*
 - (v) *any other matters required for compliance with the Regional Corporation Principles in Part B in Annexure E of Schedule 10 of the ILUA.**
- (b) *Upon registration of the proposed Agreement Group regional corporation under the Corporations (Aboriginal and Torres Strait Islander) Act 2006, the initial directors are authorised to seek charity registration, and endorsement for the corporation.'*
- (c) *The corporation is authorised to make an ENE nomination to Perpetual Trustee Company Limited for appointment of the corporation as the regional corporation for the Ballardong Agreement Group region under clause 4.1(a) of the Noongar Boodja Trust Deed after:*

- (i) *satisfaction of the conditions specified in resolution 2(a); and*
- (ii) *endorsement of the corporation as a registered charity further to resolution 2(b).*
- (d) *Following appointment of the corporation as the Agreement Group regional corporation under the Noongar Boodja Trust Deed, the Agreement Group instructs and authorises the corporation to take transfer of all right, title, interest and obligations in all existing agreements, currently being held by the South West Aboriginal Land & Sea Council (ICN: 3832) (SWALSC), in its own right and for and on behalf of the Agreement Group, and for the corporation to become a party to all such agreements, for and on behalf of the Agreement Group, as if it was an original party to such agreements.*

10. Item G – Resolution 6 – Agreement Group Endorsement of SWALSC as the Central Services Corporation

‘The Ballardong Agreement Group resolves that:

- (a) *The South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832) is endorsed as the central services corporation for the purposes of the Noongar Boodja Trust Deed, having regard to the information set out in SWALSC’s “Evidence of satisfaction of Transition Principles” in the meeting pack.*
- (b) *Upon receiving endorsement from a majority of the Agreement Groups, the South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832) is authorised to make an Eligible Noongar Entity (ENE) nomination to Perpetual Trustee Company Limited for appointment of the corporation as the central services corporation under clause 5.1(a) of the Noongar Boodja Trust Deed.’*

11. Item H – Resolution 7 – Holding cultural material

‘The Ballardong Agreement Group resolves that:

It is noted and acknowledged that the South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832) is holding cultural and traditional information, documents, records, data and material that is of significance to Agreement Group members according to their traditional laws and customs that has been received by SWALSC for the purpose of native title claim matters (Cultural Material) in accordance with its functions as former Native Title Representative Body of the Agreement Group.

The South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832), if endorsed as the central services corporation:

- (a) *is requested and authorised by the Agreement Group to continue holding and protecting the Cultural Material on behalf of the Agreement Group on an interim basis;*
- (b) *must make all reasonable efforts to transfer the Cultural Material to the corporation that becomes appointed by Perpetual Trustee Company Pty Ltd as the Agreement Group’s regional corporation under the Noongar Boodja Trust Deed, once the regional corporation confirms it has sufficient corporate capacity, infrastructure and processes to receive, manage and protect the Cultural Material.’*

12. Regional Corporation Member Applications Reminder

13. Meeting closure

End of agenda.

MEETING GUIDE

The purpose of this Meeting Guide is to provide Agreement Group members with important background information in relation to each resolution that is on the agenda.

ITEM A: RESOLUTION 1 – Decision making process and notification of Agreement Group endorsement

Explanation:

This meeting is an Agreement Group meeting for the purpose of Schedule 6 of the Noongar Boodja Trust Deed. Schedule 6 does not specify how the Agreement Group makes decisions at its meetings. This is a matter for the Agreement Group.

Consistent with earlier meetings of the Agreement Group, it is proposed that:

- the initial directors will be selected by the Agreement Group through a secret ballot election process as specified in the Election Rules; and
- all other resolutions will be decided by a majority of persons voting, on a show of hands.

Schedule 6 (item (c)) of the Noongar Boodja Trust Deed says that Agreement Group endorsements must be notified in writing to the trustee by two people authorised by the Agreement Group. There is a template form in Schedule 6 to be used for this notice in writing.

The Agreement Group needs to authorise two persons present at the meeting to undertake this task. It is proposed that the elected initial directors could attend to this.

Resolution 1:

The Ballardong Agreement Group resolves that:

- *the process of decision making that has been agreed to and adopted by the Agreement Group in relation to decisions of the kind being considered at the meeting, is:*
 - (a) *in relation to the selection of initial directors of the proposed regional corporation, by secret ballot election in accordance with the Election Rules in the meeting pack; and*
 - (b) *for all other resolutions, by majority decision by show of hands of Agreement Group members present at the meeting; and*
- *any two of the elected initial directors present at the meeting are authorised to sign and deliver written notice of the Agreement Group endorsements, passed by resolution at this meeting, to Perpetual Trustee Company Limited in the form specified in Schedule 6 of the Noongar Boodja Trust Deed.*

ITEM B: RESOLUTION 2 – Endorsement of Initial Cultural Advice Policy

Explanation:

The Agreement Group must endorse a cultural advice policy for the corporation. This is required for the corporation to be endorsed as the regional corporation by the WA Government and by Perpetual as trustee.

The “Transition Principles” in the ILUA (Annexure Y of Schedule 10), require that the Agreement Group members had an opportunity to participate in the development of the Initial Cultural Advice Policy.

Information about the development of the Initial Cultural Advice Policy can be found in the summary entitled “Evidence of satisfaction of Transition Principles”, which is part of the meeting pack and is available at www.noongar.org.au/formaldocuments.

By endorsing the Initial Cultural Advice Policy, the Agreement Group confirms that the Initial Cultural Advice Policy was developed in accordance with the Transition Principles and genuinely reflects the outcomes of the Transition Program.

Resolution 2:

The Ballardong Agreement Group resolves that the tabled Initial Cultural Advice Policy of the proposed Agreement Group regional corporation (available at www.noongar.org.au/formaldocuments) is endorsed.

ITEM C: RESOLUTION 3 – Endorsement of Rule Book

Explanation

The Agreement Group must endorse a rule book for the corporation. This is required for the corporation to be endorsed as the regional corporation by the WA Government and by Perpetual as trustee. It is also required for the corporation to be registered by ORIC.

The ILUA includes minimum core requirements for a regional corporation and its Rule Book to ensure strong governance. These are called the Regional Corporation Principles, found in Part B of Annexure E of Schedule 10. The Rule Book has been designed to follow the Regional Corporation Principles.

The “Transition Principles” in the ILUA (Annexure Y of Schedule 10), require that the Agreement Group members had an opportunity to participate in the development of the rule book.

Information about the development of the rule book can be found in the summary entitled “Evidence of satisfaction of Transition Principles”, which is part of the meeting pack and is available at www.noongar.org.au/formaldocuments.

By endorsing the Rule Book, the Agreement Group confirms that the Rule Book was developed in accordance with the Transition Principles and genuinely reflects the outcomes of the Transition Program.

Resolution 3:

The Ballardong Agreement Group resolves that the tabled rule book of the proposed Agreement Group regional corporation (available at www.noongar.org.au/formaldocuments), incorporating the name of the proposed Agreement Group regional corporation and any replaceable rules being adopted, is endorsed.

ITEM D: DECLARATION – Election of four initial directors of the Agreement Group regional corporation

Explanation

The initial directors will become the first directors of the regional corporation when it is incorporated under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

Role of Initial Directors

The initial directors will only hold office until the first Member Directors are elected. This will take effect at the end of at the first general meeting of the corporation at which the first Member Directors are declared elected. The initial directors have limited responsibilities and powers, in order to assist with the establishment of the corporation.

The role is limited because the initial directors do not comprise the full board of the regional corporation as required by the Regional Corporation Principles. Further, the corporation will not have funding from the Noongar Boodja Trust at this stage to support any substantive activities.

It is important that initial directors understand the limited scope of this role when accepting the position. These are set out in the terms of appointment for the initial directors.

A copy of the terms of appointment for the initial directors is included in the meeting pack and is available at www.noongar.org.au/formaldocuments.

Election Process

Agreement Group members have nominated to be an initial director and been pre-qualified as meeting the eligibility requirements of the proposed rule book of the regional corporation. Information about each candidate is included in the meeting pack.

Four initial directors will be elected by the Agreement Group members by secret written ballot from the pre-qualified nominees (the elected initial directors). If there are only four eligible candidates the Returning Officer will make a declaration that they are elected unopposed. Once elected, an initial director will be ineligible for initial director elections in other Agreement Group areas.

The results of the election do not need to be endorsed by resolution of the Agreement Group.

The Parties to the ILUA: The South West Aboriginal Land and Sea Council and The Western Australian Government, together with the Noongar Booja Trustee have jointly developed the Election Rules specifically to guide the election of the initial directors. The Facilitator has issued the Election Rules when calling the Agreement Group meeting under Schedule 6 of the Trust Deed. The Election Rules are included in the meeting pack and are available at www.noongar.org.au/formaldocuments.

Once the regional corporation is established, the board will develop an election manual for future elections.

Declaration by the Returning Officer of Election Result

The following persons are declared by the Returning Officer as the elected initial directors of the proposed Agreement Group regional corporation upon registration:

- a. in accordance with and subject to the terms of appointment for initial directors; and***
- b. to hold office until Member Directors are elected in accordance with the rule book of the proposed Agreement Group regional corporation:***

[The names of the elected Initial Directors will be inserted here].

ITEM E: RESOLUTION 4 – Endorsement of the Initial Directors and Initial Members So They Can Apply for Registration of Proposed Agreement Group Regional Corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)*

Explanation

If the Agreement Group endorses the proposed Agreement Group regional corporation at the meeting, the application for the corporation's registration will need to be finalised and submitted to ORIC for registration.

There must be at least five initial members of the corporation for ORIC registration. At this early stage of implementation it is most practical and flexible for there to be a small number of members to complete the registration steps and to ensure the corporation is able to promptly secure charity registration. The initial members may need to make very minor amendments to the rule book for this purpose.

It is proposed that the elected initial directors and the SWALSC member-elected Director for the relevant Ward be the five initial members for this purpose. This is an interim measure, to ensure the ORIC registration and charity registration are not delayed.

The initial members will need to hold a short "pre-incorporation" meeting after the Agreement Group meeting, to pass the necessary resolutions for ORIC registration. There are a number of matters that must be approved by the initial members, before ORIC can register a new Aboriginal corporation. These matters are sometimes known as the "pre-incorporation requirement".

These matters must be passed by 75 percent of the people that agree to become members of the corporation on registration (in this case the initial members). These initial members have to:

- authorise the applicant to apply for registration;
- approve the proposed rule book;
- nominate the people who will become initial directors of the corporation, and
- nominate the person who will become the contact person or secretary, depending on whether the corporation expects to be small, medium or large in its first year .

Each person who consents to become a member on registration must sign a copy of the application for registration. For this reason, to ensure the prompt registration of the corporation, it is proposed that there be only a small number of initial members.

It will be the job of the initial directors to process all other membership applications as soon as possible after ORIC registers the corporation and charity registration has been progressed. The corporation will need to have completed a wide scale membership drive in order to be endorsed by the WA Government and Perpetual as the regional corporation.

Resolution 4:

The Ballardong Agreement Group resolves that:

- (a) The elected initial directors are endorsed as the initial directors of the proposed Agreement Group regional corporation upon registration:
 - (i) in accordance with and subject to the terms of appointment for initial directors; and***
 - (ii) to hold office until Member Directors are elected in accordance with the rule book of the proposed Agreement Group regional corporation.******
 - (c) The elected initial directors together with the SWALSC member-elected Director for the Ward are endorsed to be the initial members of the proposed Agreement Group regional corporation on registration (initial members).***
 - (d) The initial members and the elected initial directors are authorised to do whatever is reasonably required to register the proposed Agreement Group regional corporation under the Corporations (Aboriginal and Torres Strait Islander) Act 2006, including appointing one of the initial directors as the applicant for the registration application and making any amendments to the endorsed rule book required only for such purpose.***
 - (e) The initial members are authorised to appoint an initial contact person of the proposed Agreement Group regional corporation.***
 - (f) The initial members and the elected initial directors are authorised to do whatever is necessarily required to obtain registration of the corporation as a charity, including making any amendments to the endorsed rule book required only for such purpose.***
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ITEM F: RESOLUTION 5 – Agreement Group Endorsement of the Proposed Agreement Group Regional Corporation

Explanation:

The Agreement Group nominates one Aboriginal corporation to be the regional corporation for the purposes of the Noongar Boodja Trust and the ILUA. In order to be recognised as the regional corporation and receive funding from the Noongar Boodja Trust, the corporation must:

- be endorsed by the Agreement Group as the nominated regional corporation;
- be endorsed by the WA Government and Perpetual, as being eligible to be the regional corporation;
- have become registered as a charity;
- satisfy all the requirements in Regional Corporation Principles in Part B, Annexure E of Schedule 10 of the ILUA; and
- have been established in a way that satisfies the Transition Principles in Annexure Y of Schedule 10 of the ILUA.

There are some further steps that will need to be taken before the corporation can obtain an endorsement from the WA Government and Perpetual. However, the Agreement Group can provide its endorsement of the corporation to become the regional corporation, on the condition that these additional steps are completed.

Resolution 5:

The Ballardong Agreement Group resolves that:

- (a) The proposed Agreement Group regional corporation is upon registration under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 endorsed as the regional corporation for the [Ballardong] Agreement Group region for the purposes of the Noongar Boodja Trust Deed subject to the following conditions being met:***
 - (i) completion of a comprehensive membership drive;***
 - (ii) election by the corporation members of up to 4 Member Directors through a postal vote process;***
 - (iii) appointment by the Member Directors of 2 Expert Directors;***
 - (iv) adoption of the staff recruitment process set out in the meeting pack;***
 - (v) any other matters required for compliance with the Regional Corporation Principles in Part B in Annexure E of Schedule 10 of the ILUA.***
- (b) Upon registration of the proposed Agreement Group regional corporation under the Corporations (Aboriginal and Torres Strait Islander) Act 2006, the initial directors are authorised to seek charity registration, and endorsement for the corporation from the Commissioner of Taxation for income tax exemption under sub-division 50-B of the Income Tax Assessment Act 1997.***
- (c) The corporation is authorised to make an ENE nomination to Perpetual Trustee Company Limited for appointment of the corporation as the regional corporation for the [Ballardong] Agreement Group region under clause 4.1(a) of the Noongar Boodja Trust Deed after:***
 - (i) satisfaction of the conditions specified in resolution 5(a); and***
 - (ii) endorsement of the corporation as a registered charity further to resolution 5(b).***
- (d) Following appointment of the corporation as the Agreement Group regional corporation under the Noongar Boodja Trust Deed, the Agreement Group instructs and authorises the corporation to take transfer of all right, title, interest and obligations in all existing agreements, currently being held by the South West Aboriginal Land & Sea Council (ICN: 3832) (SWALSC), in its own right and for and on behalf of the Agreement Group, and for the corporation to become a party to all such agreements, for and on behalf of the Agreement Group, as if it was an original party to such agreements.***

ITEM G: RESOLUTION 6 – Agreement Group Endorsement of SWALSC as the Central Services Corporation

Explanation:

The Noongar Boodja Trust Deed provides for one Aboriginal corporation to be the central services corporation for the purposes of the Noongar Boodja Trust and the ILUA. In order to be recognised as the central services corporation and receive funding from the Noongar Boodja Trust, the corporation must:

- satisfy all the requirements in the CSC Principles in Part A, Annexure E of Schedule 10 of the ILUA;
- be established in a way that satisfies the Transition Principles in Annexure Y of Schedule 10 of the ILUA;
- be endorsed by a majority of the Agreement Groups as the nominated central services corporation; and
- be registered as a charity.

SWALSC is seeking endorsement from the Agreement Groups as the nominated central services corporation. Over the past 5 years, SWALSC has taken steps to implement the central services corporation Transition Program in order to satisfy the Transition Principles. These activities have provided opportunities for the Agreement Group to obtain information and participate in discussions about the establishment of the central services corporation. Information about these activities and how SWALSC meets the CSC Principles and Transition Principles can be found in the summary entitled “Evidence of satisfaction of Transition Principles”, which is part of the meeting pack and is available at www.noongar.org.au/formaldocuments.

Once the above matters have all been completed, the corporation can nominate to be endorsed by the WA Government and Perpetual as the central services corporation under the Noongar Boodja Trust Deed.

Resolution 6:

The Ballardong Agreement Group resolves that:

- (a) The South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832) is endorsed as the central services corporation for the purposes of the Noongar Boodja Trust Deed, having regard to the information set out in SWALSC’s “Evidence of satisfaction of Transition Principles” in the meeting pack.*
- (b) Upon receiving endorsement from a majority of the Agreement Groups, the South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832) is authorised to make an Eligible Noongar Entity (ENE) nomination to Perpetual Trustee Company Limited for appointment of the corporation as the central services corporation under clause 5.1(a) of the Noongar Boodja Trust Deed.*

Item H: RESOLUTION 7 – Holding of Cultural Material

Explanation:

SWALSC is currently holding a range of cultural and traditional information, documents, records, data and material that is of significance to Agreement Group members according to their traditional laws and customs that has been received by SWALSC for the purpose of native title claim matters (**Cultural Material**). SWALSC is holding the Cultural Material for and on behalf of Agreement Group members in accordance with its functions as former Native Title Representative Body.

In accordance with the wishes of the Agreement Group, it is intended that the regional corporation will accept a transfer of the Cultural Material when ready to do so. It is critical that the Cultural Material be appropriately preserved and protected during this transitional phase, until the regional corporation is in a position to receive and hold the Cultural Material.

Resolution 7:

The Ballardong Agreement Group resolves that:

It is noted and acknowledged that the South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832) is holding cultural and traditional information, documents, records, data and material that is of significance to Agreement Group members according to their traditional laws and customs that has been received by SWALSC for the purpose of native title claim matters (Cultural Material) in accordance with its functions as former Native Title Representative Body of the Agreement Group.

The South West Aboriginal Land and Sea Council Aboriginal Corporation (ICN 3832), if endorsed as the central services corporation:

- (a) is requested and authorised by the Agreement Group to continue holding and protecting the Cultural Material on behalf of the Agreement Group on an interim basis;*
 - (b) must make all reasonable efforts to transfer the Cultural Material to the corporation that becomes appointed by Perpetual Trustee Company Pty Ltd as the Agreement Group's regional corporation under the Noongar Boodja Trust Deed, once the regional corporation confirms it has sufficient corporate capacity, infrastructure and processes to receive, manage and protect the Cultural Material.*
-

**Ballardong Aboriginal Corporation
Regional Corporation Rule Book - Summary of Most Recent Changes
July 2021**

The purpose of this document is to summarise for the Agreement Group the changes that have been made to the Rule Book since it was last provided to the Agreement Group, which was in March of 2021.

If you have any questions about these changes, please contact SWALSC on (08) 9358 7499 or reception@noongar.org.au

Topic	Rule Number	Change
Objects	3	<p>The objects of the corporation have been revised to:</p> <ul style="list-style-type: none"> • ensure the objects are consistent with the Regional Corporation Principles in the ILUA. The Principles are the necessary key features for the corporation that form part of the ILUA. The corporation must meet and follow the Principles at all times in order to be endorsed as a Regional Corporation by the Trustee. The objects must be consistent with the Principles; and • ensure the objects meet the requirements for the corporation to be endorsed as a registered charity by the ACNC and as a public benevolent institution (a type of tax exempt entity) by the Australian Taxation Office.
ILUA	4.3(c)	There is a new rule specifying that the corporation must not assign or transfer its rights and obligations under the ILUA (Indigenous Land Use Agreement).
Number of Members to Call Meetings etc	7.3.2, 7.6.1, 7.6.3	<p>Some rules have been revised to align with the requirements in the CATSI Act regarding the minimum number of members that can come together to request the corporation to take certain steps.</p> <p>These requests are to ask the corporation for a corporation meeting, to move a resolution at a corporation meeting, and to ask the corporation to give the members a statement about a corporation meeting.</p>
Proxies	7.12	Proxy appointments for members have been removed. This means that members cannot have a proxy vote on their behalf at a member meeting.

Number of Directors	8.1.1	The rule book clarifies that the corporation must have at least four directors. The only time when a lower number is allowed is if an Initial Director stops holding office (eg they resign).
Responsible Person Requirement	8.1.3, 25	References to “Responsible Person” have been removed. It was previously a requirement for a PBI (public benevolent institution) to have a majority of directors that are qualified as “Responsible Persons” under the ACNC legislation. The ACNC is the Australian charities regulator. This requirement no longer applies.
Initial Directors	8.4	<p>A new rule has been included about the Initial Directors. This says that there will be four directors on registration called the Initial Directors. They must follow the terms of appointment that will be proposed at the Agreement Group meeting, which outlines their interim role and functions. One of their functions is to arrange for a postal vote election for the first Member Directors.</p> <p>If one Initial Director stops holding office (eg resigns), the vacant position is to be filled by the candidate from the Initial Director election that received the next highest number of votes. If there are no available candidates, three remaining Initial Directors are allowed to continue. However, if any more Initial Directors stop holding office, then an Agreement Group meeting needs to be held to elect replacement Initial Directors, to ensure there are at least three Initial Directors.</p> <p>The Initial Directors hold office until a general meeting of the corporation at which the first Member Directors will be appointed. The rule says what happens if not enough eligible candidates express interest in being a Member Director, and allows one or more Initial Directors to continue temporarily until a by-election can be held for additional Member Directors.</p>
Term of Appointment of Directors	8.6, 8.11.1, 8.11.2	<p>The rule book has been clarified to confirm that:</p> <ul style="list-style-type: none"> • the term of office for directors is two years, unless the corporation has obtained an exemption from ORIC; • if the terms of appointment of all directors expire at the same time and there are no directors, the terms are extended until there is a general meeting. This is important to ensure the corporation is not left without directors; and • any director that is appointed to fill a vacancy holds office for the remainder of the term of the person they are replacing.
Ceasing to be Eligible	8.9	A new paragraph has been included to clarify that a director will cease to hold office if they are no longer eligible to be a director (and the Selections Committee has confirmed they are not eligible).
Director Duties	9.1	The duties of the corporation directors have been described in more detail, specifically relating to their duties around financial oversight.

Noongar Relationship Committee	14	The rule book has been amended to confirm that the corporation must participate in the Noongar Relationship Committee, in addition to the Noongar Corporations Committee.
Cultural Advice Policy	15.2	The rule book has been amended to specify that establishing and updating the Cultural Advice Policy must be done with participation from the Agreement Group.
ACNC Compliance	8.2.2, 8.9, 17.4.1, 19.4	Some additions have been made regarding compliance with mandatory ACNC requirements, because the corporation will seek registration as a charity with the ACNC.
Dispute Resolution	21.1	The wording in the dispute resolution rule has been simplified, which relates to the types of disputes that the process covers.
Winding Up	23	The “winding up” rule has been revised. This is the rule that says what happens to any remaining corporation assets if the corporation closes down. The changes are to ensure the rule meets the requirements for the corporation to be endorsed as a deductible gift recipient (DGR) by the Australian Taxation Office. The corporation will be a “PBI” which is one type of DGR. A DGR can receive gifts and donations from donors (eg philanthropists) that the donor can deduct from their income tax. This can be a means of attracting potential donors.
Definitions	25	New definitions have been included, where required by the recent changes. These include definitions of “ACNC Act”, “Contribution”, “Initial Directors” and “Standards”. The definition of “Authorised Decision Makers has been removed, as it is not used.
Errors	Through out	Typographical and referencing errors have been fixed, along with formatting. Some definitions have been slightly revised, such as “Agreement Group”, “Election Manual”, “Noongar Boodja Trust Deed”, “Unrelated Commercial Activities”.

Rule Book

BALLARDONG ABORIGINAL CORPORATION

[Regional Corporation for Ballardong Region]

This document is current as of June 2021 and may be subject to change.

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1. NAME AND NATURE OF THE CORPORATION

1.1 Name of Corporation

- (a) The name of the Corporation is Ballardong Aboriginal Corporation (ICN:).
- (b) Ballardong refers to the Noongar language group north-east of Perth. Towards the eastern boundary of the Ballardong region is the Njaki Njaki dialect group. The Ballardong people have cultural connection to the towns of Brookton, Northam, York, Beverley, Goomalling, Cadoux, Koorda, Wyalkatchem and Cunderdin, as well as the towns of Kellerberrin and Merredin which are located to further east. The Ballardong region also includes the south-east towns of Bruce Rock, Toodyay, Narambeen, Hyden, Kondinin, Kulin, Dumbleyung, Kukerin, Lake Grace and Varley.
- (c) The Corporation is an Aboriginal Corporation registered under the CATSI Act.

1.2 Noongar Settlement

By way of background, the Corporation acknowledges that with respect to the Native Title Claim relating to the Region:

- (a) the registered native title claimants of the Native Title Claims in the South West region of Western Australia and other representative parties for and on behalf of the Native Title Agreement Groups (**Agreement Groups**) propose to enter into Indigenous Land Use Agreements (**ILUAs**) with the State of Western Australia that includes (**Noongar Settlement**):
 - (i) the resolution of the Native Title Claims;
 - (ii) a settlement package for the benefit of the Noongar People;
 - (iii) the establishment of the Noongar Boodja Trust to receive and administer the settlement package; and
 - (iv) recognition of the Noongar People's traditional custodianship of the Noongar Lands;
- (b) each of the ILUAs will be authorised by an Agreement Group, being the members of the Native Title Claim Group for that Region and other persons who have been identified as persons who may hold native title in relation to part or all of the relevant Region. There are 6 Agreement Groups;
- (c) each Agreement Group will establish a Regional Corporation principally for the purpose of supporting the interests of that Agreement Group under the Noongar Settlement;
- (d) the Regional Agreement Group has endorsed or intends to endorse the Corporation as the Regional Corporation for the Region by an Agreement Group Endorsement;
- (e) the Central Services Corporation (CSC) will be established principally for the purpose of:
 - (i) supporting, assisting, and providing services to the Regional Corporations; and

- (ii) centralising administrative systems, professional experience, and expertise amongst the Eligible Noongar Entities;
- (f) the CSC and the Regional Corporations (together the Eligible Noongar Entities) are the sole beneficiaries of the Noongar Boodja Trust;
- (g) the CSC will establish the Noongar Corporations Committee, comprising the Chairperson and CEO of each of the Eligible Noongar Entities. The Noongar Corporations Committee will be the primary source of consultation amongst the Eligible Noongar Entities regarding the Noongar Settlement; and
- (h) if appointed as the Regional Corporation for the Region, the Corporation will:
 - (i) have to exercise the rights and comply with the obligations of a Regional Corporation under the Regional ILUA and the Noongar Boodja Trust Deed;
 - (ii) have ongoing financial and other reporting obligations to the Noongar Boodja Trustee;
 - (iii) be an Eligible Noongar Entity and may therefore receive financial and governance support from the Noongar Boodja Trust;
 - (iv) have representatives on the Noongar Corporations Committee, being the Chief Executive Officer and the Chairperson;
 - (v) as far as practicable, in the interests of increasing efficiency and minimising unnecessary costs, utilise the CSC Regional Services funded by the Noongar Boodja Trust; and
 - (vi) work cooperatively and collaboratively with the other Eligible Noongar Entities to ensure that each Regional Corporation is able to reasonably access the CSC Regional Services.

2. INTERPRETATION

See rule 25 for the meanings of terms and phrases used in this Rule Book.

3. OBJECTS OF THE CORPORATION

- (a) The objects for which the Corporation is established are to alleviate poverty, distress, suffering and disadvantage of Aboriginal people living within the Region including by:
 - (i) directly assisting the Ballardong People to:
 - (A) maintain, protect, promote and support their culture, customs, heritage, identity, lore, and language including through living Elders knowledge, published historical research and oral histories; and
 - (B) manage and use the land and waters within the Region to which they have a Traditional Connection; and
 - (ii) directly assisting and supporting the Ballardong People to manage their native title benefits arising under the Regional ILUA

including to:

- (A) exercise the rights and comply with the obligations of a Regional Corporation under the Regional ILUA and the Noongar Boodja Trust Deed; and
 - (B) exercise the rights and comply with the obligations of the Ballardong People under the Regional ILUA, if the Ballardong People assign their contractual rights and obligations under the Regional ILUA to the Corporation;
 - (iii) undertaking any other things or activities which are incidental or ancillary to the attainment of the above objects; and
 - (iv) only acting in a manner that is for charitable purposes.
- (b) In pursuing its Objects, the Corporation:
- (i) must conduct itself in accordance with the Corporation's Cultural Advice Policy;
 - (ii) may work with the broader population of Noongar People across all Noongar Lands to achieve and advance the aspirations of the Noongar Settlement;
 - (iii) may benefit members of the Noongar People other than the Ballardong People provided such benefits are incidental to and consistent with the Corporations Objects; and
 - (iv) must not pay or apply any of its fund or property in dividends, bonus or otherwise to any Member, except for the payment in good faith of reasonable and proper remuneration to any, Member, Officer, servant, agent, consultant, contractor, or employees of the Corporation.
- (c) The Regional Corporation must do such other things as are incidental or conducive to the delivery of the Regional Corporation Core Functions outlined in Schedule 3 of the Noongar Boodja Trust Deed.

4. POWERS OF THE CORPORATION

4.1 Powers of the Corporation

To the extent necessary or convenient to carry out, or incidental to carrying out, the Objects and subject to the provisions of the CATSI Act and rules 3(b) and 4.2, the Corporation has all the powers of a body corporate, including the following:

- (a) to raise funds by way of public appeal, grants, bequests gift or otherwise, in the terms and manner that the Corporation considers appropriate;
- (b) to manage and account for the funds of the Corporation and invest any funds not immediately required for the purpose of the Corporation;
- (c) to purchase, hire, lease or otherwise acquire, hold, or deal with real or personal property;
- (d) to deal with any property not immediately required for the purpose of the Corporation;

- (e) to borrow money;
- (f) to appoint agents to advise it and to transact any business of the Corporation on its behalf;
- (g) to enter into any Agreements and contracts;
- (h) to take and defend any legal proceedings or other proceedings, including proceedings relating to land or heritage issues and interests;
- (i) to receive and apply any grant or donated funds from Commonwealth, State or local governments or from any other sources;
- (j) to enter into any arrangements with any government or authority;
- (k) to obtain from any government or authority any rights, privileges or concessions and carry out, exercise, and comply with those arrangements, rights, privileges, and concessions;
- (l) to hold an interest in, guarantee or be a member of other incorporated entities and commercial ventures;
- (m) to engage in economic enterprise or economic activity;
- (n) to appoint and remove or suspend contractors, employees and agents and determine the powers, duties and payment of contractors, employees, and agents;
- (o) to ensure the protection of the Corporation's assets; and
- (p) to do all other things which are incidental or conducive to the Objects and the exercise of the powers of the Corporation.

4.2 Limitation of Powers

- (a) Notwithstanding rule 4.1, the Corporation shall not:
 - (i) enter into any Agreements, arrangements or commitments which are inconsistent with the Objects; or
 - (ii) exercise a power except to fulfil its Objects.
- (b) In exercising a power, the Corporation shall act to:
 - (i) protect the interests of the Regional Agreement Group; and
 - (ii) avoid exposing the Regional Agreement Group to claims, actions or debts for which they may be personally liable.

4.3 Prohibited activities

- (a) The Corporation 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.
- (b) The Corporation is permitted to undertake Related Commercial Activities.
- (c) The Corporation is not permitted to assign, transfer, novate or otherwise dispose of its rights, titles, obligations or interests under or in respect of the ILUA in any circumstances (other than in accordance with the ILUA).

5. MEMBERSHIP OF THE CORPORATION

5.1 Members on registration

- (a) A person may only become a Member when the Corporation is registered in compliance with the CATSI Act, and the person makes an application and is accepted as a Member in accordance with this rule 5.
- (b) Members' names must be entered on the Register of Members.

5.2 Members by application

5.2.1 *How to become a Member after registration*

A person becomes a Member if:

- (a) the person wants to become a Member and applies in writing;
- (b) the person is eligible for membership;
- (c) the Directors accept the application; and
- (d) the person's name is entered on the Register of Members.

5.2.2 *Who can apply to become a Member (eligibility for membership)*

A person is eligible to apply for membership of the Corporation if the person is an individual who is:

- (a) a member of the Regional Agreement Group; and
- (b) at least 18 years of age.

5.2.3 *Membership application*

- (a) A person who wants to become a Member must apply to the Corporation.
- (b) The application must be in the prescribed form as set from time to time by the Directors.
- (c) The prescribed form must include:
 - (i) the Applicant's full name, residential and preferred postal address, date of birth and contact number if available;
 - (ii) an undertaking that the Applicant shall be bound by the rules of the Corporation;
 - (iii) sufficient genealogical information so as to allow confirmation that the Applicant is part of the Regional Agreement Group.

5.2.4 *Deciding membership applications*

- (a) The Directors must consider and decide membership applications in accordance with this rule 5.2.4.
- (b) Applications will be considered and decided in the order in which they are received by the Corporation.
- (c) The Directors must not accept an application for membership of the Corporation unless the Applicant:
 - (i) applies according to rule 5.2.3; and
 - (ii) meets all the eligibility for membership requirements under rule

5.2.2.

- (d) The Corporation must not unreasonably refuse to accept an individual who is an adult member of the Agreement Group as a member of the Corporation, provided that the individual applies for membership in accordance with rule 5.2.3 and either:
 - (i) the individual has not been previously removed as a member of the Corporation in accordance with this Rule Book; or
 - (ii) where the individual has been previously removed as a member of the Corporation, with the endorsement of the Members by Special Resolution in a General Meeting.
- (e) In determining membership applications, the Directors:
 - (i) must apply the description of the Regional Agreement Group in the Regional ILUA; and
 - (ii) may take into account any other information they consider relevant, including:
 - (A) the views of the Members in a General Meeting;
 - (B) the views of any Eligible Noongar Entity;
 - (C) the views of any Noongar People;
 - (D) Law and Custom;
 - (E) the findings of any bona fide genealogical studies, land ownership studies or land boundary studies; and
 - (F) any relevant determination of any court or tribunal;
 - (G) any historical connection to the Region.
- (f) If the Directors refuse to accept a membership application, they must notify the Applicant in writing of the decision and the reasons for it.
- (g) The Directors may request further particulars and take such reasonable measures as they think are appropriate in the event that they are uncertain of whether the Applicant is part of the Regional Agreement Group.
- (h) New members lists must be reported at general meetings.
- (i) The Directors must not accept an application if, by accepting the application, the Corporation would be in breach of the requirements in section 141.10 of the CATSI Act.

5.2.5 Appeal if Directors do not accept application or identification

- (a) If the Directors do not accept a membership application or that an Applicant is a part of the Regional Agreement Group, the Applicant is entitled to appeal the decision by notifying the Directors of the basis on which they appeal.
- (b) Upon receipt of an appeal by an Applicant under rule 5.2.5(a), the Directors must:
 - (i) at the next General Meeting, consult with the Members as to

whether or not to accept the application; and

- (ii) decide whether or not to accept the application having regard to any Resolution passed by the Members at a General Meeting under rule 5.2.5(b)(i).

5.2.6 Entry on the Register of Members

- (a) If the Directors accept a membership application, the Applicant's name must be entered on the Register of Members within 14 days.
- (b) However, if:
 - (i) the Applicant applies for membership after a notice has been given for the holding of a General Meeting, and
 - (ii) the meeting has not been held when the Directors consider the application, then the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

5.3 Membership fees

The Corporation must not impose fees for membership of the Corporation.

5.4 Members' rights and obligations

5.4.1 Members' rights

- (a) In addition to other rights under the CATSI Act, a Member has the following rights:
 - (i) to attend, speak and vote at a General Meeting of the Corporation;
 - (ii) subject to rule 8.5, to be nominated for election as a Director;
 - (iii) to put forward Resolutions to be voted on at a General Meeting of the Corporation in accordance with rule 7.6;
 - (iv) to ask the Directors to call a General Meeting of the Corporation in accordance with rule 7.3.2;
 - (v) to access the following Books and records of the Corporation:
 - (A) the Register of Members, under rule 6.5.2;
 - (B) the minute books, under rule 17.9;
 - (C) the Rule Book, under rule 17.11; and
 - (D) certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act;
 - (vi) to ask the Directors to provide access to any other records or Books of the Corporation in accordance with rule 17.10; and
 - (vii) to have any Disputes regarding the Corporation with another Member or with the Directors dealt with under the process in rule 21.
- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.

- (c) A Member cannot be removed as a Member unless the Directors and the Corporation have complied with rule 5.7.
- (d) If a Member believes that his or her rights have been breached or ignored by the Directors, the Member can use the Dispute Resolution Process in rule 21.

5.4.2 Members' responsibilities

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and this Rule Book;
- (b) to notify the Corporation of any change in their address within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other Members, staff, Directors, and the members of the Noongar Corporations Committee, with respect and dignity; and
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Directors' meetings or General Meetings.

5.4.3 Liability of Members

The Members are not liable to contribute to the property of the Corporation on winding up.

5.5 How a person stops being a Member

- (a) A person will stop being a Member if:
 - (i) the person resigns as a Member under rule 5.6;
 - (ii) the person dies; or
 - (iii) the person's membership of the Corporation is cancelled under rule 5.7.1.
- (b) A person ceases to be a Member when the Member's name is removed from the Register of Members as a current Member of the Corporation.

5.6 Resignation of a Member

- (a) A Member may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing.
- (c) The Corporation must move the Member's name from the Register of Members of the Corporation to the Register of Former Members within 14 days after receiving the resignation notice.

5.7 Process for cancelling membership

5.7.1 Cancelling membership if Member is not or ceases to be eligible

- (a) The Directors may, by Resolution, cancel the membership of a Member if the Directors resolve that the Member:
 - (i) is not eligible for membership; or
 - (ii) has ceased to be eligible for membership.

- (b) Before cancelling the membership, the Directors must give the Member notice in writing stating that:
 - (i) the Directors intend to cancel the membership for the reasons specified in the notice;
 - (ii) the Member has 14 days to object to the cancellation of the membership; and
 - (iii) the objection must be in writing.
- (c) If the Member does not object, the Directors must cancel the membership.
- (d) If the Member does object:
 - (i) the Directors must not cancel the membership; and
 - (ii) only the Corporation by Resolution in a General Meeting may cancel the membership.
- (e) If a membership is cancelled, the Directors must give the Member a copy of the Resolution (being either the Resolution of the Directors or the Resolution of the General Meeting) as soon as possible after it has been passed.

5.7.2 Membership may be cancelled if Member cannot be contacted

- (a) The membership of a Member may be cancelled by Special Resolution at a General Meeting if the Corporation:
 - (i) has not been able to contact that Member at their address entered on the Register of Members for a continuous period of 2 years before the meeting; and
 - (ii) has made 2 or more reasonable attempts to contact the Member during that 2 year period.
- (b) If the Corporation cancels the membership, the Directors must send that person a copy of the Resolution at their last known address, as soon as possible after the Resolution has been passed.

5.7.3 Cancelling membership if a Member misbehaves

- (a) The Corporation may cancel the membership of a Member by Special Resolution in a General Meeting if the General Meeting is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of any General Meeting or Directors meeting.
- (b) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the Resolution, as soon as possible after it has been passed.

5.7.4 Membership may be cancelled for breach of the code of conduct

- (a) The Corporation may cancel the membership if the Directors are satisfied the Member has consistently and seriously breached the code of conduct as set from time to time by the Directors.
- (b) Any such cancellation shall occur in accordance with rule 5.7.3.

5.7.5 Amending Register of Members after a membership is cancelled

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

5.8 Different classes of Members

The Corporation does not have different classes of Members.

5.9 Observers

- (a) The Directors have the discretion to allow Observers to attend one or more meetings of the Corporation, either by application or by invitation of the Directors.
- (b) All applications to be an Observer must be in writing and addressed to the Board and otherwise comply with any requirements set by the Board from time to time.
- (c) The Board will develop eligibility criteria for becoming an Observer to assist it in exercising its discretion to decide whether to allow a person to be an Observer.
- (d) If the Board accepts an application from or invites an Observer to attend any meeting of the Corporation, the Board must determine:
 - (i) the obligations imposed on the Observer, which must also include adherence to the Corporation's code of conduct;
 - (ii) the rights that the Observer has with respect to the Corporation; and
 - (iii) how an Observer ceases to be an Observer.

6. REGISTERS OF MEMBERS AND FORMER MEMBERS

6.1 Corporation to maintain Register of Members

The Corporation must set up and maintain a Register of Members.

6.2 Information on the Register of Members

6.2.1 Information about individuals

The Register of Members must contain the following information about Members:

- (a) the Member's name (given and family name), address and date of birth (where known). The Register may also contain any other name by which the Member is or was known; and
- (b) the date on which the Member's name was entered on the Register.

6.2.2 Change of particulars

- (a) The address of a Member is deemed to be as recorded in the Register of Members.
- (b) Should a Member change their address, the Member is required to complete a membership record amendment form, which includes:
 - (i) the new address of the Member; and
 - (ii) the date of the proposed change.

6.3 Corporation to maintain Register of Former Members

- (a) The Corporation must set up and maintain a Register of Former Members.
- (b) The Corporation may maintain the Register of Former Members in 1 document with the Register of Members.

6.4 Information on the Register of Former Members

- (a) The Register of Former Members must contain the following information about each individual who stopped being a Member within the last 7 years:
 - (i) the Member's name (given and family name), address and date of birth (where known); and
 - (ii) the date on which the individual stopped being a Member.
- (b) The Register of Former Members may also contain any other name by which the individual is or was known.

6.5 Location and inspection of Registers of Members and Former Members

6.5.1 Location of Registers

The Corporation must keep the Register of Members and the Register of Former Members at:

- (a) the Corporation's Registered Office if it is registered as a large corporation; and
- (b) the Corporation's document access address if it is registered as a small or medium corporation.

6.5.2 Right to inspect Registers

- (a) The Register of Members and Register of Former Members must be open for inspection by any person, and any person has a right to inspect the Registers.
- (b) If a Register of Members or Register of Former Members is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the Register (unless the person and the Corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

- (a) A Member may inspect the Registers without charge.
- (b) A person who is not a Member may inspect the Registers only on payment of any fee required by the Corporation.

6.5.4 Right to get copies

The Corporation must give a person a copy of the Registers (or part of either Register) within 7 days (or such longer period as the Registrar may allow) if the person:

- (a) asks for the copy; and

- (b) pays any fee (up to the prescribed amount) required by the Corporation.

6.6 Making Register of Members available at AGM

The Corporation must:

- (a) make the Register of Members available for inspection (without charge) by Members at the AGM; and
- (b) ask each Member attending the AGM to check and update their entry if their details have changed.

6.7 Provision of Registers to Registrar

If the Registrar requests a copy of the Register of Members, or the Register of Former Members, it must be provided within 14 days or such longer period as the Registrar specifies.

7. ANNUAL GENERAL MEETINGS (AGMS) AND GENERAL MEETINGS

7.1 AGMS

7.1.1 *Holdings AGMs*

The Corporation must hold an AGM within 5 months after the end of the Financial Year.

7.1.2 *Extension of time for holding AGMs*

- (a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM provided the application is made before the end of the period referred to in rule 7.1.1.
- (b) If the Registrar grants an extension, the Corporation must hold its AGM within the extended period specified by the Registrar.

7.1.3 *Business of AGM*

The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) confirmation of the minutes of the previous General Meeting, except at the first AGM;
- (b) the consideration of the reports under Chapter 7 of the CATSI Act which are required to be presented at the AGM;
- (c) when required, note the appointment of new Directors who have been elected in accordance with rule 8.13;
- (d) the appointment and remuneration of the Auditor (if any);
- (e) checking of details on the Register of Members (see rule 6.6(b)); and
- (f) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any) (see rule 7.13).

7.2 General Meetings

The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.

7.2.1 Purpose of General Meeting

A General Meeting must be held for a proper purpose.

7.2.2 Time and place of General Meeting

- (a) A General Meeting must be held at a reasonable time and place.
- (b) If the Directors change the place of a General Meeting, notice of the change must be given to each person who is entitled to receive it.

7.2.3 Business of General Meeting

The business at each General Meeting must include:

- (a) confirmation of the minutes of the previous General Meeting; and
- (b) all matters set out in the notice of the General Meeting.

7.3 Calling General Meetings

7.3.1 Director may call meetings

- (a) A Resolution at a properly constituted Directors' meeting may call a General Meeting of the Corporation.
- (b) Such a Directors' Resolution to call a General Meeting must set out any Resolution or Special Resolution to be proposed at the General Meeting.
- (c) Any General Meeting Resolution or Special Resolution so proposed must be set out in the notice of the General Meeting in accordance with rule 7.4.4(a)(iii).

7.3.2 Members may ask Directors to call General Meetings

- (a) The Directors must call and arrange to hold a General Meeting on the request of the following number of Members:
 - (i) where the Corporation has 2 to 10 Members, 1 Member;
 - (ii) where the Corporation has 11 to 29 Members, 3 Members;
 - (iii) where the Corporation has 29 to 50 Members, 5 Members; and
 - (iv) where the Corporation has 51 Members or more, 10% of Members;
 - (v) and in a manner consistent with this rule 7.3.2.
- (b) A request under rule 7.3.2(a) must:
 - (i) be in writing;
 - (ii) state any Resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request;
 - (iv) nominate a Member to be the contact Member on behalf of the Members making the request; and
 - (v) be given to the Corporation.
- (c) Separate copies of a document setting out a request under rule 7.3.2 may be used for signing by Members if the wording of the request is identical in each copy.

7.3.3 Directors may apply to deny a Members' request to call a General Meeting

- (a) If the Directors resolve:
 - (i) that a request under rule 7.3.2 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the Members as a whole,

a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request.
- (b) An application to the Registrar must:
 - (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The Directors must, as soon as possible after making an application, give the contact Member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 Timing for a requested General Meeting

- (a) If the Directors agree to call a General Meeting or do not apply to the Registrar to refuse the request for any other reason, they must call the meeting within 21 days after the request was sent to them.
- (b) If:
 - (i) the Directors have applied to deny a request; and
 - (ii) the Registrar refuses that request,

the Directors must call the meeting within 21 days after being notified of the Registrar's decision.
- (c) If the Registrar grants the Directors application to deny a request for a meeting, the Directors must notify the contact Member of the Registrar's decision within 21 days after being notified of the Registrar's decision.

7.4 Requirement for notice of General Meeting**7.4.1 Notice for General Meeting**

- (a) At least 21 day's notice must be given of a General Meeting.
- (b) The Corporation:
 - (i) may call an AGM on shorter notice if all the Members agree beforehand; or
 - (ii) may call any other General Meeting on shorter notice if at least 95% of the Members agree beforehand.
- (c) At least 21 day's notice must be given of a General Meeting at which a Resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in place of a Director removed; or
 - (iii) remove an Auditor,

and shorter notice cannot be given for these kinds of meetings.

7.4.2 Requirement to give notice of General Meeting to Members, Officers

- (a) The Corporation must give written notice of a General Meeting to the following people:
 - (i) each Member entitled to vote at the meeting;
 - (ii) each Director; and
 - (iii) the Secretary (if any).
- (b) The Corporation may give the notice of a meeting to a Member personally or by sending it by post, fax or other electronic means nominated by the Member.
- (c) A notice of a meeting:
 - (i) sent by post is taken to be received 3 days after it is posted; and
 - (ii) sent by fax, or other electronic means, is taken to be received on the Business Day after it is sent.

7.4.3 Requirement to give notice of General Meeting and other communications to Auditor

The Corporation must give its Auditor (if any):

- (a) notice of a General Meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the General Meeting that a Member is entitled to receive.

7.4.4 Contents of notice of General Meeting

- (a) A notice of a General Meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this);
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a Resolution or Special Resolution is to be proposed at the meeting, set out an intention to propose it and state what it is.
- (b) The information included in a notice of a General Meeting must be worded and presented clearly and concisely.

7.5 Failure to give notice

A General Meeting, or any proceeding at a General Meeting, will not be invalid just because:

- (a) the notice of the General Meeting has accidentally not been sent to a person; or
- (b) a person has not received the notice.

7.6 Members' Resolutions

7.6.1 Notice of Members' Resolutions

- (a) If a Member or Members wish to move a Resolution at a General Meeting, a notice of that Resolution must be given to the Corporation by at least the required number of Members under rule 7.6.1(d).
- (b) A notice of Members' Resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed Resolution; and
 - (iii) be signed by the Members proposing to move the Resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy.
- (d) For the purposes of rule 7.6.1(a) the required number of Members is:
 - (i) where the Corporation has 2 to 10 Members, 1 Member;
 - (ii) where the Corporation has 11 to 29 Members, 3 Members;
 - (iii) where the Corporation has 29 to 50 Members, 5 Members; and
 - (iv) where the Corporation has 51 Members or more, 10% of Members.
- (e) The Corporation is responsible for the cost of giving Members notice of the Member's Resolution.

7.6.2 Consideration of Members' Resolutions

- (a) If the Corporation has been given notice of a Member's Resolution it must be considered at the next General Meeting that occurs more than 28 days after the notice is given.
- (b) The Corporation must give all its Members notice of that Resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a General Meeting.
- (c) The Corporation does not have to give notice of a Resolution or consider the Resolution at a General Meeting if the Directors consider the Resolution is defamatory.

7.6.3 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its Members a statement about:
 - (i) a Resolution that is proposed to be moved at the General Meeting; or
 - (ii) any other matter that may be considered at that General Meeting.
- (b) This request must be:
 - (i) made by at least the required number of Members under rule 7.6.3(f);
 - (ii) in writing;
 - (iii) signed by the Members making the request; and

- (iv) given to the Corporation.
- (c) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way as it gives notice of the relevant General Meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3(b), the required number of Members for the Corporation is:
 - (i) where the Corporation has 2 to 10 Members, 1 Member;
 - (ii) where the Corporation has 11 to 29 Members, 3 Members;
 - (iii) where the Corporation has 29 to 50 Members, 5 Members; and
 - (iv) where the Corporation has 51 Members or more, 10% of Members.

7.7 Quorum for General Meeting

7.7.1 Quorum

The quorum for a meeting of the Corporation's Members is 10% of Members or 50 Members, whichever is less, who are entitled to vote at General Meetings.

7.7.2 Quorum to be present

The quorum must be present at all times during the meeting.

7.7.3 Adjourned meeting where no quorum

- (a) A meeting of the Corporation's Members that does not have a quorum present within 1 hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place.
- (b) If no quorum is present at the resumed meeting within 1 hour after the time for the meeting, the meeting may continue if a lower quorum of 6% or 25 Members is reached, whichever is less.
- (c) If the lower quorum set out in 7.7.3(b) is not reached for the resumed meeting, then the meeting is dissolved.

7.8 Chairing General Meeting

- (a) The Chairperson elected as per rule 8.12 shall chair General Meetings.
- (b) If a Chairperson has not been elected or the Chairperson is not available or declines to chair the meeting, the Directors must elect a Director from amongst their number to chair the meeting.
- (c) If no Directors are available or decline to chair the meeting, the Members must elect an individual Member present to chair the meeting.

- (d) The chair of a General Meeting (**General Meeting Chair**) must adjourn the General Meeting if the majority of Members present agree or direct that the General Meeting Chair do so.

7.9 Use of technology for General Meeting

The Corporation may hold a General Meeting at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at General Meetings

- (a) If the Corporation has an Auditor, the Auditor is entitled to attend any General Meeting of the Corporation.
- (b) The Auditor is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor in their professional capacity.
- (c) The Auditor is entitled to be heard even if:
 - (i) the Auditor retires at that meeting; or
 - (ii) that meeting passes a Resolution to remove the Auditor from office.
- (d) The Auditor may authorise a person in writing as the Auditor's representative for the purpose of attending and speaking at any General Meeting.

7.11 Voting at General Meetings

7.11.1 Entitlement to vote

- (a) At a General Meeting, each Member has 1 vote for each Poll or Resolution.
- (b) A member who is serving a Sentence of Imprisonment for an offence against the law of the Commonwealth or of a State or Territory is not entitled to vote at a general meeting.
- (c) The General Meeting Chair shall not have a casting vote.
- (d) If the General Meeting Chair is a Member, he or she is entitled to vote at a General Meeting in his or her capacity as a Member.

7.11.2 Objections to right to vote

A challenge to a right to vote at a General Meeting:

- (a) may only be through written objection addressed to the Corporation no less than 48 hours prior to the commencement of the meeting, and
- (b) must be determined by the General Meeting Chair, whose decision is final.

7.11.3 How voting is carried out

- (a) A Resolution put to the vote at a General Meeting must be decided by simple majority on a show of hands or Secret Ballot.
- (b) A Special Resolution put to the vote at a General Meeting must be decided by at least a 75% majority of persons present and entitled to vote on a show of hands or Secret Ballot.

- (c) On a show of hands, a declaration by the General Meeting Chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the General Meeting Chair nor the minutes need to state the number or proportion of the Votes recorded for or against.
- (d) A Poll may be taken to decide on whether a Vote is to be conducted by way of Secret Ballot. This Poll can be requested by the General Meeting Chair or Members present.
- (e) A Member requested Poll for a Secret Ballot must be performed in accordance with rules 7.11.4 and 7.11.5.
- (f) The results of a Vote or a Poll are determined by the General Meeting Chair.

7.11.4 Matters on which Members can demand a Poll

- (a) At a General Meeting, a Poll may be demanded on procedural matters or the conduct of the meeting but must be consented to by a majority at the meeting on a show of hands.
- (b) A demand for a Poll may be withdrawn.

7.11.5 When Members can demand a Poll

- (a) At a General Meeting, a Poll may be demanded by:
 - (i) at least 5 Members entitled to vote on the Resolution;
 - (ii) Members with at least 5% of the Votes that may be cast on the Resolution; or
 - (iii) the General Meeting Chair.
- (b) The Poll may be demanded:
 - (i) before a Vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

7.11.6 When and how Polls must be taken

- (a) At a General Meeting, a Poll on the question of an adjournment must be taken immediately.
- (b) At a General Meeting, a Poll demanded on other matters must be taken when and in the manner the General Meeting Chair directs.

7.12 Proxies

A Member is not entitled to appoint a Proxy to attend and vote at a General Meeting on their behalf.

7.13 Questions at AGMs

7.13.1 Questions and comments by Members on Corporation management at AGM

The General Meeting Chair of an AGM must give Members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

7.13.2 Questions by Members of Auditors at AGM

If the Corporation's Auditor or the Auditor's representative is at an AGM, the General Meeting Chair must give Members a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's report;
- (c) the accounting policies adopted by the Corporation in the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

7.14 Disruptions to General Meetings

- (a) If the General Meeting Chair or Directors in their opinion consider that a person in attendance at a General Meeting is disrupting the General Meeting, the General Meeting Chair, or 1 of the Directors if no General Meeting Chair has been elected, may give verbal notice to that person that he or she is disrupting the General Meeting.
- (b) If the person continues to disrupt the General Meeting, the General Meeting Chair or a Director if no General Meeting Chair has been elected, may give a second verbal notice to that person that he or she is disrupting the General Meeting.
- (c) If, after 2 verbal notices, the person continues to disrupt the General Meeting, the General Meeting Chair or a Director if no General Meeting Chair has been elected, can direct that person to be removed from the General Meeting.
- (d) If a person is removed in accordance with rule 7.14(c) more than once, then that person's membership may be cancelled in accordance with rule 5.7.3.

7.15 Adjourned meetings

7.15.1 When Resolution passed after adjournment of meeting

A Resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

7.15.2 Business at adjourned meetings

Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

7.15.3 Re-notification of adjourned meeting

If a General Meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the Members, Directors and the Secretary or Contact Person stating the date, time and place of when the General Meeting will be resumed.

8. DIRECTORS OF THE CORPORATION

8.1 Composition of Directors

8.1.1 *Minimum number of Directors*

Subject to rule 8.4.1, the Corporation must have at least 4 Directors.

Maximum number of Directors

8.1.2 After the Initial Directors have ceased holding office, the Corporation must not have more than 6 Directors comprising of:

- (a) up to 4 Directors that are Members and are elected by the Members (Member Directors) in accordance with rule 8.13; and
- (b) subject to rule 8.5.2(e), 2 Expert Directors.

8.1.3 *Majority of Director requirements*

- (a) A majority of the Directors must be individuals who are Noongar People.
- (b) A majority of the Directors must ordinarily reside in Australia.
- (c) A majority of the Directors must be Members.
- (d) 2 or more Directors must not be Family Members of each other.

8.2 Eligibility of Directors

8.2.1 *Selections Committee*

- (a) Prior to the appointment of any Directors other than the Initial Directors, the Corporation shall establish and appoint a Selections Committee to assess the eligibility of nominees to be appointed as Directors.
- (b) The Selections Committee will comprise:
 - (i) where the Corporation is an Eligible Noongar Entity, the Nominations Committee as set out in the Noongar Boodja Trust Deed; and
 - (ii) in all other instances a minimum of 3 and a maximum of 5 individuals appointed by the Board who are not Directors or employees of the Corporation.
- (c) If requested to do so by the Board, the Selections Committee will seek expressions of interest for vacant Director positions.
- (d) The Selections Committee will:
 - (i) consider and decide whether in the reasonable opinion of the Selections Committee, candidates are eligible to be Member Directors or Expert Directors (as the case requires) having regard to:
 - (A) rule 8.2.2; and
 - (B) any information provided by the candidates.
 - (ii) provide the Returning Officer with a list of candidates who are considered eligible to be Member Directors (**Eligible Member Directors**) or Expert Directors (**Eligible Expert Directors**); and.

- (iii) make recommendations to the Board as to the Selection Committee's preferred pool of candidates for appointment as Expert Directors.

8.2.2 Eligibility of Directors

- (a) An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the CATSI Act may only be appointed as a Director of the Corporation if the appointment is made:
 - (i) with permission granted by the Registrar, or
 - (ii) with leave granted by the court.
- (b) An individual is only eligible for appointment as:
 - (i) a Member Director if the individual is a Member; and
 - (ii) an Expert Director if the individual meets the expertise requirements set out in any relevant expressions of interest for Expert Directors.
- (c) An individual is not eligible for appointment as a Director if the individual is:
 - (i) an employee of the Corporation; or
 - (ii) if the Corporation is a Regional Corporation:
 - (A) a director of another Eligible Noongar Entity; or
 - (B) a committee member of any committee, or a director of any company, established in accordance with the Noongar Boodja Trust Deed unless that person holds that office by virtue of being a Director of the Corporation.
- (d) An individual is only eligible for appointment as a Director if the individual:
 - (i) is at least 18 years of age;
 - (ii) is an Australian resident;
 - (iii) has never been disqualified from managing corporations or disqualified from being a director of a company or a responsible person of a charity under the ACNC Act;
 - (iv) substantially satisfies the following qualifications and requirements:
 - (A) financial literacy;
 - (B) leadership experience;
 - (C) experience with directorships and boards, or can demonstrate a preparedness to question, challenge and critique, and a willingness to understand and commit to the highest standards of governance;
 - (D) commitment to uphold all the legal duties, responsibilities and obligations of a Director;
 - (E) absence of other commitments which would restrict the ability of the person to act effectively as a Director;

- (F) is of high repute and recognised integrity;
 - (G) has not been convicted in the last five years of a criminal offence punishable by imprisonment of 12 months or more by any Australian jurisdiction; and
- (v) is able to produce a National Police Certificate which is acceptable to the Selections Committee.

8.2.3 Consent to act as a Director

- (a) Before a person may be appointed as a Director, that person must give the Corporation a signed consent to act as a Director of the Corporation.
- (b) The Corporation must keep the consent.

8.3 Directors on registration

A person becomes a Director, Secretary or Contact Person of the Corporation on registration of the Corporation if the person is specified in the application for incorporation and they have given their consent.

8.4 Initial Directors

8.4.1 Appointment of Initial Directors

- (a) There shall be a maximum of four Directors on registration of the Corporation (**Initial Directors**) who must be Members of the Corporation.
- (b) The Initial Directors must, to the extent permitted at law, act in accordance with the terms of their appointment endorsed by the Regional Agreement Group prior to their election.
- (c) The Initial Directors shall elect an Initial Director to chair their meetings from amongst them.
- (d) Subject to rule **Error! Reference source not found.**, an Initial Director holds office until the end of the General Meeting of the Corporation at which the first Member Directors are appointed.
- (e) If one Initial Director ceases to be a Director under rule **Error! Reference source not found.**:
 - (i) where possible, the vacancy shall be managed under rule 8.7 as if it were a vacancy of a Member Director; and
 - (ii) if there are no available eligible candidates to fill the vacant position under rule 8.7, the vacancy shall not be filled, and the Corporation is permitted to have three Initial Directors until the first Member Directors are appointed.
- (f) If two or more Initial Directors cease to be a Director under rule 8.9(a):
 - (i) until there are three Initial Directors in office, the remaining Initial Directors (if any) may only act to the extent that there is an emergency requiring them to act or to appoint one or more replacement Initial Directors under this rule 8.4.1(f);
 - (ii) a replacement Initial Director must be a Member of the Corporation;
 - (iii) the remaining Initial Directors must, as soon as possible, request the

Noongar Boodja Trustee to arrange for a meeting of the Regional Agreement Group to be convened by a facilitator under the Noongar Boodja Trust Deed, for the purpose of the Regional Agreement Group endorsing replacement Initial Directors, chosen through a selection and election process similar to the process for the Initial Directors; and

- (iv) the appointment of a replacement Initial Director becomes effective from the end of the meeting of the Regional Agreement Group at which their election is declared.

8.4.2 Appointment of first Member Directors

- (a) The first Member Directors shall be appointed with effect from the end of the General Meeting of the Corporation at which their election is declared.
- (b) If there are less than four Eligible Member Directors seeking appointment as the first Member Directors, then:
 - (i) one or more Initial Directors shall continue in office as Directors on an interim basis, to ensure there are four Directors of the Corporation, and shall be selected by Resolution of the Initial Directors from amongst those remaining Initial Directors that are not seeking appointment as a Member Director;
 - (ii) a by-election in accordance with rule 8.13(a)(vi) is required as soon as practicable for those Member Director positions that have not been filled;
 - (iii) the Initial Directors continuing in office under rule 8.4.2(b)(i) shall not be Member Directors for the purpose of this Rule Book; and
 - (iv) the term of office of a Member Director appointed through a by-election under rule 8.4.2(b)(ii) shall be determined as if the Member Director had been appointed with effect from the end of the General Meeting referred to in rule 8.4.2(a).

8.5 Becoming a Director by Appointment

8.5.1 Appointment of Member Directors

- (a) Member Directors are appointed:
 - (i) from the list of Eligible Member Directors provided by the Selections Committee in accordance with rule 8.2.1(d)(ii); and
 - (ii) by an election in accordance with rule 8.13.
- (b) The appointment of a Member Director:
 - (i) becomes effective from and is noted at the next AGM following their election; and
 - (ii) cannot be opposed at an AGM.

8.5.2 Appointment of Expert Directors

- (a) Expert Directors are appointed:

- (i) from the list of Eligible Expert Directors provided by the Selections Committee in accordance with rule 8.2.1(d)(ii); and
 - (ii) by Resolution of the Member Directors.
- (b) In appointing an Expert Director in accordance with rule 8.5.2(a), the Member Directors may:
- (i) consider any recommendations from the Selections Committee in accordance with rule 8.2.1(d)(iii); and
 - (ii) undertake such other assessment processes and interviews as are considered appropriate and reasonable.
- (c) The Corporation will seek to have 2 Expert Directors at all times.
- (d) If no candidates are appointed in accordance with rule 8.5.2(a), the Board may request the Selections Committee to seek further expressions of interest.
- (e) If an Expert Director vacancy occurs, an expression of interest process consistent with this rule to fill the vacancy shall commence no later than 3 months following the date of the vacancy.

8.6 Term of appointment

- (a) Subject to these rules, each Director may hold office until the earlier of:
- (i) unless the Registrar has issued a determination exempting the Corporation (or the relevant Director) from compliance with section 246-25(2) of the CATSI Act, 2 years following that Director's appointment; or
 - (ii) the date on which the Director retires or is removed, or the office becomes vacant by virtue of such other rule of the Rule Book.
- (b) A Director is eligible for reappointment, subject to rule 8.6(c).
- (c) A Director must not be appointed for more than 2 consecutive terms, (excluding any term of office as an Initial Director).
- (d) If a person is appointed to fill a vacancy under rule 8.7, the replacement Director may hold office until the earlier of:
- (i) the balance of the term for which the replaced Director would have held office had that replaced Director not retired or been removed or that office not become vacant; or
 - (ii) the date on which the replacement Director retires or is removed, or the office becomes vacant by virtue of such other rule of the Rule Book.
- (e) If the terms of appointment of all the Directors of the Corporation expire so that there are no Directors at a particular time, the terms are extended until the next General Meeting that occurs after the last Director's appointment has ended.

8.7 Member Director casual vacancies

- (a) If a Member Director position becomes vacant:

- (i) subject to rule 8.7(b), the Board must appoint the candidate with the next highest Vote in the most recent election of Member Directors to fill the vacancy; and
 - (ii) the appointment of that candidate as a Member Director becomes effective at the time when that candidate consents to acting in that position.
- (b) If:
- (i) the candidate referred to in rule 8.7(a) is unavailable or is unwilling to be appointed; or
 - (ii) the appointment of that candidate would result in the composition of the Board being contrary to rule 8.1.3;
- then the next candidate with the next highest Vote in the most recent election of Member Directors shall be eligible, and so forth until the ballot is exhausted.
- (c) If no candidates from the most recent election are appointed as a Member Director to fill a vacancy, a by-election in accordance with rule 8.13(a)(vi) is required.

8.8 Alternate Directors

- (a) A Director may not appoint an alternate to exercise any of the Director's powers.
- (b) The Directors of the Corporation may not appoint other persons as Directors to make up a quorum.

8.9 How a person ceases to be a Director

- (a) A person ceases to be a Director if:
 - (i) the person dies;
 - (ii) the person resigns as a Director as provided in rule 8.10;
 - (iii) the term of the person's appointment as a Director expires;
 - (iv) the person is removed as a Director by the Members as provided for in rule 8.11.1;
 - (v) the person is removed as a Director by the other Directors as provided for in rule 8.11.2;
 - (vi) the person becomes disqualified from managing corporations under Part 6-5 of the CATSI Act;
 - (vii) the person ceases to be eligible to be a Director under rule 8.2.2 and the Selections Committee confirms this in writing to the Board; or
 - (viii) the person becomes disqualified from managing corporations under the ACNC Act.
- (b) A Director is under an obligation to inform the Corporation if any of the events listed in rule 8.9(a) has occurred.

8.10 Resignation of Director

A Director may resign as a Director by giving notice of resignation in writing to the Corporation.

8.11 Process for removing a Director

8.11.1 Removal by Members

- (a) The Corporation may, by Resolution in a General Meeting, remove a Director from office despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an Agreement between the Corporation and the Director concerned; or
 - (iii) an Agreement between any or all Members of the Corporation and the Director concerned.
- (b) A notice of intention to move a Resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the Resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (d) The Director concerned is entitled to put their case to the Members entitled to vote on the Resolution by:
 - (i) giving the Corporation a written statement for circulation to Members (see rules 8.11.1(e) and 8.11.1(f)); or
 - (ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).
- (e) The Corporation is to circulate the written statement given under rule 8.11.1(d)(i) to Members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 8.11.1(e)(i), having the statement distributed to Members attending the meeting and read out at the meeting before the Resolution is voted on.
- (f) The written statement given under rule 8.11.1(d)(i) does not have to be circulated to Members if it is defamatory.
- (g) If a person is appointed to replace a Director removed under this section, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director;
 is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

8.11.2 Removal by other Directors

- (a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' meetings. In that instance, the Directors may remove a Director by Resolution.
- (b) Rule 8.11.2(a) operates despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an Agreement between the Corporation and the Director concerned; or
 - (iii) an Agreement between any or all Members and the Director concerned.
- (c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing:
 - (i) stating that the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive Directors' meetings; and
 - (ii) stating that the Director concerned has 14 days to object in writing to the removal.
- (d) If the Director concerned does not object, the Directors must remove the Director concerned.
- (e) If the Director concerned does object:
 - (i) the Directors cannot remove the Director concerned; and
 - (ii) the Corporation, by Resolution in a General Meeting, may remove the Director in accordance with rule 8.11.1(a).
- (f) If the Director concerned is removed, the Corporation must give them a copy of the Resolution as soon as possible after the Resolution has been passed.
- (g) If a person is appointed to replace a Director removed under this section, the time at which:
 - (i) the replacement Director; or
 - (ii) any other Director;is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

8.12 How a Chairperson is elected

The Directors shall elect a Director to chair their meetings from amongst the Member Directors (**Chairperson**). The Directors will determine the period for which that Director is to be the Chairperson.

8.13 Procedure for election of Member Directors

- (a) The Directors must set an Election Manual for the Corporation which shall, in respect of an election of Member Directors, determine the process for:
 - (i) setting an election timetable;
 - (ii) receiving nominations;
 - (iii) receiving and counting Votes;
 - (iv) determining the outcome of an election;
 - (v) preserving records of the tally of Votes received, which may be required for the purpose of filling a Member Director vacancy in accordance with rule 8.7(a) and 8.7(b); and
 - (vi) conducting a by-election to fill a Member Director vacancy in accordance with rule 8.7(c) or rule 8.13(j). The conduct of a by-election must comply with this rule 8.13.
- (b) For the purpose of rule 8.13(a), where the Corporation is a Regional Corporation, the election timetable set out in the Election Manual must, to the extent practicable, align with the election timetable for the election of the Member Directors of the Central Services Corporation.
- (c) Nomination for election as a Member Director must be in writing in such manner as prescribed by the Election Manual. Nominations will be provided to the Selections Committee for assessment in accordance with rule 8.2.1.
- (d) Voting for Member Directors shall be conducted as follows:
 - (i) voting must not occur at General Meetings and shall be conducted through postal vote, as set out in the Election Manual;
 - (ii) only those persons with names recorded as Members on the Register of Members at the time of the prescribed closing of the electoral roll are entitled to vote;
 - (iii) a Member may only vote once and is not entitled to vote by or with a Proxy; and
 - (iv) voting shall occur at a time determined by the Directors but must take place no later than 21 days and no earlier than 3 months prior to the expiry of the current Directors' terms.
- (e) The electoral roll closes the moment an election is declared.
- (f) The Directors must appoint, or delegate to the Chief Executive Officer the power to appoint, an individual as the returning officer to conduct elections (**Returning Officer**). The Returning Officer must not:
 - (i) be a Member of the Corporation;
 - (ii) be a member of staff of the Corporation, or
 - (iii) have a conflict of interest.
- (g) Subject to rule 8.13(h), the Returning Officer must declare an election in favour of the 4 candidates who received the highest Votes in the election.

- (h) If the appointment of a candidate pursuant to rule 8.13(g) would result in the composition of the Board being contrary to rule 8.1.3, then the Returning Officer must declare the election in favour of the next candidate with the next highest Vote in the election (provided that the appointment of that candidate would not itself result in the composition of the Board being contrary to rule 8.1.3) and so forth until the ballot is exhausted.
- (i) The Returning Officer may declare an election invalid if a candidate and/or their nominee interferes with a Member's ballot paper or uses coercion or improper inducement to obtain a Vote.
- (j) If an election results in the appointment of less than 4 Member Directors, a by-election in accordance with rule 8.13(a)(vi) is required to fill any Member Director vacancies.

9. GENERAL DUTIES AND CORPORATE GOVERNANCE TRAINING

9.1 General duties

- (a) The Directors, Secretary, other Officers and employees must comply with the duties imposed on them by the CATSI Act, ACNC Act and the general law. These may include, for example:
 - (i) a duty of care and diligence;
 - (ii) a duty of good faith in the best interests of the Corporation and to further the charitable purposes of the Corporation set out in rule 3;
 - (iii) a duty of disclosure of actual or perceived Material Personal Interests (see rule 10.3);
 - (iv) a duty not to improperly use position or information;
 - (v) a duty to prevent insolvent trading; and
 - (vi) to ensure that the financial affairs of the Corporation are managed responsibly.
- (b) The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.
- (c) The Directors must develop appropriate financial oversight procedures to ensure the Corporation complies with the Standards.

9.2 Governance Training

The Directors must ensure that all Directors undertake ongoing corporate governance training, including director duties and responsibilities. The Corporation will meet the expense of the training and otherwise provide full support and encouragement of the Directors and their efforts in completing the training.

9.3 Code of conduct

The Directors must develop a code of conduct and policies and procedures that must be complied with by all Directors and Officers of the Corporation.

9.4 Director evaluation

The Directors must establish a process to evaluate their performance during their

term. The Corporation will meet the expenses, if any, of implementing an evaluation process.

10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS

10.1 Powers of Directors

- (a) The business of the Corporation is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all the powers of the Corporation in compliance with these rules and the laws of the Commonwealth and Western Australia.
- (c) In accordance with the CATSI Act and these rules, the Directors may delegate any of their powers.
- (d) The Directors shall not concern themselves with the day to day management of the offices of the Corporation, this being the sole province of the Chief Executive Officer.

10.2 Powers of Chief Executive Officer

The Chief Executive Officer, under the direction of the Directors, has authority to:

- (a) exercise the day to day operational affairs of the Corporation; and
- (b) exercise all the powers given to it under these rules in compliance with these rules and the laws of the Commonwealth and Western Australia.

10.3 Duty of Director to disclose Material Personal Interests

- (a) A Director who has an actual or perceived Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless rule 10.3(b) says otherwise.
- (b) A Director does not need to give notice of an interest under rule 10.3(a) if:
 - (i) the interest:
 - (A) arises because the Director is a Member and is held in common with the other Members;
 - (B) arises in relation to the Director's remuneration as a Director; or
 - (C) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or
 - (ii) all the following conditions are satisfied:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 10.3(a);
 - (B) if a person who was not a Director when the notice under rule 10.3(a) was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially

- increased above that disclosed in the notice; or
- (iii) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- (c) The notice required by rule 10.3(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest; and
 - (B) the relation of the interest to the affairs of the Corporation;
 - (ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter; and
 - (iii) the details must be recorded in the minutes of the meeting.
 - (d) A contravention of this rule 10.3 by a Director does not affect the validity of any act, transaction, Agreement, instrument, Resolution or other thing.
 - (e) This rule 10.3 does not apply to the Corporation if the Corporation has only 1 Director.

10.4 Remuneration

- (a) The Directors may be paid remuneration provided that the payment of such remuneration does not conflict with any of the Corporation's funding Agreements and is agreed to by the Corporation by Resolution in General Meeting.
- (b) Rule 10.4(a) does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided that rule 10.3 has been complied with.
- (c) The Corporation may pay the Directors' travelling and other expenses that the Directors incur:
 - (i) in attending Directors' meetings or any meetings of committees of Directors;
 - (ii) in attending any General Meetings of the Corporation; or
 - (iii) in connection with the Corporation's business.

10.5 Negotiable instruments

- (a) At least 1 Director together with the Chief Executive Officer of the Corporation may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.
- (b) The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

10.6 Delegation

- (a) The Directors may by Resolution delegate any of their powers to:
 - (i) a committee of Directors;

- (ii) a Director;
 - (iii) a sub-committee of the Corporation;
 - (iv) an employee of the Corporation; or
 - (v) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the Directors.
 - (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.
 - (d) A delegate must always exercise powers in accordance with this Rule Book and the CATSI Act.

10.7 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) the Corporation or entity must:
 - (A) obtain the approval of the Members in the way set out in Division 290 of the CATSI Act; and
 - (B) give the benefit within 15 months after the approval; or
 - (ii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the CATSI Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract;
 - (ii) the making of the contract was approved in accordance with rule 10.7(a)(i)(A); and
 - (iii) the contract was made:
 - (A) within 15 months after that approval; or
 - (B) before that approval, if the contract was conditional on the approval being obtained,

Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

11. DIRECTORS' MEETINGS

11.1 Frequency of Directors' meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation but must meet at least 4 times per Financial Year.

11.2 Calling and giving notice of Directors' meetings

- (a) The Directors will normally determine the date, time and place of each Directors' committee meeting at the previous meeting.

- (b) It shall be the Chief Executive Officer's responsibility to give reasonable notice of a Directors' meeting to every Director.
- (c) The Chairperson may declare an extraordinary meeting of the Directors. In doing so, the Chairperson must notify the Chief Executive Officer who shall be responsible to give notice to the other Directors.
- (d) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (e) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
 - (i) the date, time and place of the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed Resolutions.
- (f) A Resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting under rule 11.2(e) or in giving notice of any changes to the item, date or place of the Directors' meeting.

11.3 Quorum at Directors' meetings

The quorum for a Directors' meeting is a majority of the Directors, and the quorum must be present at all times during the meeting.

11.4 Chairing Directors' meetings

- (a) The Director elected as Chairperson under rule 8.12 shall normally chair meetings of the Directors.
- (b) The Directors must elect a Director present to chair a meeting, or part of it, if the previously elected Chairperson is not available, or declines to act, for the meeting or the part of the meeting.

11.5 Use of technology

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

11.6 Resolutions at Directors' meetings

11.6.1 Passing of Directors' Resolutions

- (a) At a Directors' meeting at which a quorum is present, the Directors may exercise all the powers and discretions vested in or exercisable by the Directors under this Rule Book.
- (b) A Resolution of the Directors must be passed by a majority of the Votes cast by Directors entitled to vote on the Resolution.
- (c) The chair of a Directors' meeting shall have a casting vote.

11.6.2 Circulating Resolutions of Directors

- (a) The Directors may pass a Resolution without a Directors' meeting being held if all Directors entitled to vote on the Resolution sign a statement that they are in favour of the Resolution set out in the document (Circulating Resolution).
- (b) Separate copies of a Circulating Resolution may be used for signing by Directors if the wording of the Resolution and statement is identical in each copy.
- (c) A Circulating Resolution is passed when the last Director signs.

12. SECRETARY AND CONTACT PERSON

12.1 Requirements for Secretary or Contact Person

12.1.1 Who may be a Secretary or Contact Person

- (a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary if the appointment is made with:
 - (i) the Registrar's permission under section 279-30(7) of the CATSI Act; or
 - (ii) the leave of the court under section 279-35 of the CATSI Act.

12.1.2 Consent to act as Secretary or Contact Person

- (a) The Corporation must receive a signed consent from a person to act as Secretary or Contact Person of the Corporation before that person is appointed as Secretary or Contact Person of the Corporation.
- (b) The Corporation must keep each consent received under rule 12.1.2(a).

12.2 Becoming a Secretary or Contact Person on registration

- (a) A person becomes a Secretary or a Contact Person of the Corporation on registration of the Corporation if the person is specified in the application with his or her consent as a proposed Secretary or Contact Person of the Corporation.
- (b) If:
 - (i) the Corporation is registered as a small or medium corporation; and
 - (ii) the application for registration does not specify a person to be the Contact Person for the Corporation, the applicant becomes the Contact Person for the Corporation on registration.
- (c) If:
 - (i) a person is specified in the application for registration of the Corporation as the Contact Person for the Corporation;
 - (ii) that person is specified without his or her consent;
 - (iii) before registration, the Registrar becomes aware of that fact; and

- (iv) the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the Contact Person for the Corporation on registration, the applicant becomes the Contact Person for the Corporation on registration.

12.3 How a Secretary or Contact Person is appointed

The Directors appoint a Secretary or Contact Person.

12.4 Terms and conditions of office for Secretary or Contact Person

A Secretary or Contact Person holds office on the terms and conditions (including remuneration) that the Directors determine.

12.5 Duties of Secretary and Contact Person

12.5.1 Contact Person must pass on communications received

While entered on the register of Aboriginal and Torres Strait Islander corporations as the Contact Person, a person:

- (a) appointed with their consent as the Contact Person; or
- (b) determined to be the Contact Person,

must pass on to a least 1 of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

12.5.2 Secretary must pass on communications received

While entered on the register of Aboriginal and Torres Strait Islander corporations as the Secretary, a person appointed with his or her consent to be the Secretary must pass on to at least 1 of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

12.5.3 Effectiveness of acts by secretaries

- (a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with this Rule Book or the CATSI Act.
- (b) Rule 12.5.3(a) does not deal with the question whether an effective act by a Secretary:
 - (i) binds the Corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

13. CHIEF EXECUTIVE OFFICER

13.1 Appointment

- (a) The Directors may appoint and remove the Chief Executive Officer of the Corporation on such terms and conditions as the Directors determine or are agreed to in contract between the Directors and the Chief Executive Officer.
- (b) The Chief Executive Officer shall be an employee of the Corporation.
- (c) The Chief Executive Officer shall not be eligible to be a Director of the Corporation during the term of his or her appointment as Chief Executive Officer.

- (d) Eligibility for appointment as the Chief Executive Officer will be based on merit, however, the Corporation recognises that it is an Aboriginal corporation and that there is a strong preference that the Chief Executive Officer will be a Noongar Person.

13.2 Functions

- (a) The Chief Executive Officer will be responsible for the day to day management, administration and legal compliance of the Corporation in accordance with any Strategic Plan, Annual Plan and otherwise at the specific direction of the Board.
- (b) The Chief Executive Officer must keep the Directors informed so as to enable them to undertake their proper functions as Directors.

14. NOONGAR CORPORATIONS COMMITTEE AND NOONGAR RELATIONSHIP COMMITTEE

- (a) If the Corporation is an Eligible Noongar Entity within the meaning of the Noongar Boodja Trust Deed, the Corporation must procure that the Chief Executive Officer and Chairperson participate as representatives of the Noongar Corporations Committee.
- (b) The Corporation must participate in the Noongar Relationship Committee in accordance with the Regional ILUA.

15. CULTURAL DECISIONS

15.1 Making a Corporate Cultural Decision

- (a) The Board can only make a Corporate Cultural Decision:
 - (i) after having received Cultural Advice following the Cultural Advice Policy; or
 - (ii) where the circumstances in rule 15.3 apply.
- (b) The Board must make a Corporate Cultural Decision consistent with any Cultural Advice unless to do so would, in the reasonable opinion of the Directors be:
 - (i) contrary to law or the terms of the Regional ILUA;
 - (ii) likely to result in the Corporation assuming an unsustainable cost burden; or
 - (iii) likely to result in the assumption of unacceptable risk.

15.2 Managing Corporate Cultural Decisions

- (a) The Board must, with participation from the Regional Agreement Group, establish and regularly update a Cultural Advice Policy which must:
 - (i) be consistent with this Rule Book and the Regional Corporation Principles;
 - (ii) establish a process for identifying persons with Cultural Authority in relation to a Corporate Cultural Decision having regard to:

- (A) Law and Custom;
- (B) the Cultural Interests of the Agreement Group in relation to certain land and waters within the Region; and
- (C) the varying nature of Corporate Cultural Decisions and that not all Corporate Cultural Decisions can be treated alike;
- (iii) require the Corporation to provide reasonable assistance to persons with Cultural Authority to provide Cultural Advice; and
- (iv) be endorsed by Resolution of the Members in a General Meeting.
- (b) The Corporation must, as far as practicable, resolve all Corporate Cultural Decisions within 90 days of the Corporate Cultural Decision first arising.
- (c) Where a Corporate Cultural Decision must be made in relation to a matter which is the subject of the Regional ILUA, the Corporate Cultural Decision must be made in accordance with the relevant obligations and timeframes set out in the Regional ILUA (or in an Agreement under the Regional ILUA).
- (d) Where the land and waters affected by a Corporate Cultural Decision include land and waters the subject of an ILUA adjacent to the Regional ILUA, the Corporation must notify the adjacent Regional Corporation (or if there is none, the legal representative of the Agreement Group of that Region) of the outcome of the Corporate Cultural Decision.

15.3 Making a Corporate Cultural Decision without Cultural Advice

The Directors of the Corporation may make a Corporate Cultural Decision without receiving Cultural Advice where:

- (a) the Corporation has made at least 2 bona fide attempts to obtain the Cultural Advice following the Cultural Advice Policy; and
- (b) the Corporation has been unable to obtain Cultural Advice within 21 days of the second bona fide attempt by the Corporation.

15.4 Policies and Procedures for Cultural Land

If the Corporation is an Eligible Noongar Entity within the meaning of the Noongar Boodja Trust Deed, the Corporation must develop appropriate policies and procedures for maintaining an interest in Cultural Land granted to it by the Noongar Boodja Trustee having regard to the:

- (a) protection, preservation and use of the Cultural Land as a place of cultural significance;
- (b) Title Protection Criteria; and
- (c) terms and conditions (if any) imposed by the Noongar Boodja Trustee on the grant of the interest in accordance with the Noongar Boodja Trust Deed.

16. EXECUTION OF DOCUMENTS AND THE COMMON SEAL

16.1 Corporation may have Common Seal

- (a) The Corporation may have a Common Seal.
- (b) If the Corporation does have a Common Seal:

- (i) the Corporation must set out on it the Corporation's name and ICN;
- (ii) the Common Seal must be kept by a person nominated by the Directors; and
- (iii) the Corporation may have a duplicate Common Seal. The duplicate must be a copy of the Common Seal with the words 'duplicate seal' added.

16.2 Execution of documents

16.2.1 Agent exercising Corporation's power to make contracts, etc.

The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation. The power may be exercised without using a Common Seal.

16.2.2 Execution of documents (including deeds) by the Corporation

- (a) The Corporation may execute a document without using a Common Seal if the document is signed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary (if any); or
 - (iii) if the Corporation has only 1 Director, that Director.
- (b) If the Corporation has a Common Seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary; or
 - (iii) if the Corporation has only 1 Director, that Director.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 16.2.2(a) or 16.2.2(b).
- (d) This rule 16.2.2, does not limit the ways in which the Corporation may execute a document (including a deed).
- (e) The Directors may delegate their authority to execute documents to others. Such delegation shall be given in writing.

17. FINANCES AND RECORD KEEPING

17.1 Application of funds and property

- (a) Subject to the CATSI Act and this Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Objects.
- (b) Subject to the CATSI Act and this Rule Book, no portion of the funds and property of the Corporation may be paid or distributed to any Member of the Corporation.
- (c) Nothing in rule 17.1(b) is intended to prevent:

- (i) the payment in good faith of reasonable wages to a Member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the Member as an employee); or
- (ii) reasonable payment in good faith to a Member for a contract for goods or services provided by that Member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

17.2 Minutes of meetings

- (a) The Corporation must keep minute books in which it records within 1 month:
 - (i) proceedings and Resolutions of General Meetings;
 - (ii) proceedings and Resolutions of Directors' meetings (including meetings of a committee of Directors);
 - (iii) resolutions passed by Members without a meeting;
 - (iv) resolutions passed by Directors without a meeting; and
 - (v) if the Corporation has only 1 Director, the making of declarations by the Director.
- (b) The minutes of the meeting may be kept:
 - (i) in writing; or
 - (ii) by means of an audio, or audio-visual recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual recording of the meeting, the Corporation must ensure that, on the recording each person attending the meeting states their name.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either the General Meeting Chair or the Chairperson (as the case requires):
 - (i) of the meeting; or
 - (ii) of the next meeting,

signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio visual recording, the Corporation must ensure that either the General Meeting Chair or the Chairperson (as the case requires):
 - (i) of the meeting; or
 - (ii) of the next meeting,

signs a declaration under rule 17.2(f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 17.2(f) must:
 - (i) identify the audio, or audio-visual recording;
 - (ii) if the recording is not a recording of the whole of the meeting,

- identify the part of the meeting that is recorded; and
- (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a Resolution without a meeting are signed by a Director within a reasonable time after the Resolution is passed.
- (h) If the Corporation has only 1 Director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made.
- (i) The Corporation must keep its minute books at:
 - (i) its Registered Office if it is registered as a large corporation; or
 - (ii) its document access address if it is registered as a small or medium corporation.
- (j) A minute that is recorded and signed in accordance with this rule 17.2 is evidence of the proceeding, Resolution or declaration to which it relates, unless the contrary is proved.

17.3 Rule Book and records about Officers, Contact Person, etc

The Corporation must keep:

- (a) an up-to-date copy of its Rule Book (incorporating any changes to the Rule Book made in accordance with the CATSI Act and the terms of the Rule Book);
- (b) written records relating to:
 - (i) the names and addresses to the Corporation's current Officers and Secretary or Contact Person (as the case may be);
 - (ii) the Corporation's Registered Office (if any); and
 - (iii) the Corporation's document access address (if any).

17.4 Financial records

17.4.1 *Obligation to keep financial records*

- (a) The Corporation must keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance;
 - (ii) would enable true and fair financial reports to be prepared in accordance with Australian Accounting Standards;
 - (iii) would enable those financial records to be audited in accordance with Australian Accounting Standards; and
 - (iv) comply with the record keeping and reporting requirements in the CATSI Act and the ACNC Act.
- (b) This obligation extends to transactions undertaken as trustee.

17.4.2 Period for which financial records must be retained

The financial records must be retained for 7 years after the transactions covered by the records are completed.

17.5 Physical format

If the records that the Corporation is required to keep under rules 17.3 and 17.4 are kept in electronic form:

- (a) the records must be convertible into hard copy; and
- (b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

17.6 Place where records are kept

If the Corporation is registered as:

- (a) a large corporation, the records that the Corporation is required to keep under rules 17.3 and 17.4 must be kept at the Corporation's Registered Office; or
- (b) a small or medium corporation, the records that the Corporation is required to keep under rules 17.3 and 17.4 must be kept at the Corporation's document access address.

17.7 Right of access to Corporation books by Director or past Director

- (a) A Director may inspect the Books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against them.
- (b) A person who has ceased to be a Director may inspect the Books of the Corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against them.
- (c) This right continues for 7 years after a person ceases to be a Director.
- (d) A person authorised to inspect Books under this rule 17.7 for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.
- (e) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the Books under this rule 17.7.
- (f) This rule 17.7 does not limit any right of access to Corporation Books that a person has apart from this rule 17.7.

17.8 Access to financial records by Directors

- (a) A Director has a right of access to the records that the Corporation is required to keep under rule 17.3 or rule 17.4.
- (b) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under rule 17.3 or rule 17.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 17.8(b) may make copies of the records unless the Court orders otherwise.

17.9 Members' access to minutes

- (a) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by Members, at its Registered Office, the minute books for the meetings of its Members and for Resolutions of Members passed without meetings. The Books must be made available for inspection each Business Day from at least 10am to 12 noon and from at least 2pm to 4pm.
- (b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members, at its document access address, the minute books for the meetings of its Members and for Resolutions of Members passed without meetings. The Books must be made available within 7 days of a Member's written request for inspection.
- (c) The Corporation must make minutes available free of charge.
- (d) A Member may ask the Corporation in writing for a copy of:
 - (i) any minutes of a meeting of the Corporation's Members or an extract of the minutes; or
 - (ii) any minutes of a Resolution passed by Members without a meeting.
- (e) The Member may ask the Corporation for an English translation under section 376-5(3) of the CATSI Act if the minutes are not in the English language.
- (f) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the Member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (g) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.
- (h) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

17.10 Inspection of Books by Members

The Directors, or the Corporation by a Resolution passed at a General Meeting, may authorise a Member to inspect the Books of the Corporation.

17.11 Access to governance material

17.11.1 Corporation to provide Member with rules, if requested

If a Member asks for a copy of the Corporation's Rule Book, the Corporation must provide it:

- (a) free of charge; and
- (b) within 7 days.

17.11.2 Registered Office

If the Corporation is registered as a large corporation, the Corporation must make available for inspection by Members and Officers at its Registered Office, its Rule Book. This Rule Book must be available for inspection each Business Day from at least 10am to 12 noon and from at least 2pm to 4pm.

17.11.3 Document access address

If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members and Officers at its document access address, its Rule Book. This Rule Book must be made available for inspection within 7 days of a Member's or Officer's written request for inspection.

17.11.4 General provisions regarding access to rules

The Rule Book of the Corporation includes:

- (a) the Corporation's rules;
- (b) any Replaceable Rules that apply to the Corporation; and
- (c) any other material concerning the internal governance of the Corporation that is prescribed.

18. AUDITOR

- (a) In order to comply with Division 333 of the CATSI Act, the Directors shall appoint an Auditor who is:
 - (i) independent;
 - (ii) a Certified Practising Accountant who is a member of the Institute of Chartered Accountants in Australia or CPA Australia; and
 - (iii) a registered company auditor who is registered under Part 9.2 of the Corporations Act 2001 (Cth),

to ensure that any requirements set out in the CATSI Act relating to the examination or auditing of the Corporation's financial records are complied with.

- (b) The Directors must make enquiries with at least 3 candidates before deciding on who shall be appointed as the Auditor of the Corporation.

19. ANNUAL REPORTING

19.1 General reporting to Registrar

- (a) The Corporation must prepare a general report in respect of each Financial Year and must be presented to the Members at the AGM.
- (b) The general report must comply with the requirements of the CATSI Act:

19.2 Financial Report

- (a) The Corporation must prepare a financial report for each Financial Year in accordance with Division 330 of the CATSI Act and the Regulations.
- (b) If required by section 333-20 of the CATSI Act, the Corporation must have its financial report audited by its Auditor in accordance with the Australian Auditing Standards at least once per Financial Year and must obtain an auditor's report from the Auditor.

19.3 Directors' report

The Corporation must prepare a Directors' report for each Financial Year in accordance with Division 330 of the CATSI Act and of the Regulations.

19.4 ACNC Reporting

The Corporation must prepare reports for each Financial Year in accordance with Division 60 of the ACNC Act.

20. REGIONAL CORPORATION OBLIGATIONS

20.1 When rules apply

- (a) The rules contained in this rule 20 only apply whilst the Corporation is a Regional Corporation.
- (b) Where a rule contained in this rule 20 conflicts with a rule contained elsewhere in this Rule Book, to the extent permitted by the CATSI Act, this rule 20 will apply to the extent of the inconsistency.

20.2 Requirement to give notice of General Meeting and other communications to the Noongar Boodja Trustee

The Corporation must give the Noongar Boodja Trustee:

- (a) notice of a General Meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the General Meeting that a Member is entitled to receive.

20.3 Noongar Boodja Trustee's right to be heard at General Meetings

- (a) The Noongar Boodja Trustee is entitled to attend any General Meeting of the Corporation.
- (b) The Noongar Boodja Trustee is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the Noongar Boodja Trustee in their professional capacity.

- (c) The Noongar Boodja Trustee may authorise a person in writing as the Noongar Boodja Trustee's representative for the purpose of attending and speaking at any General Meeting.

20.4 Additional audit requirements

The Corporation must procure an annual report from the Auditor regarding the Corporation's compliance with the NBT Funding Guidelines and Payment Conditions for any funding provided by the Noongar Boodja Trust in the previous Financial Year.

20.5 NBT Special Purpose Report

If requested to do so by the Noongar Boodja Trustee, the Corporation must prepare a NBT Special Purpose Report.

20.6 Annual Plan

The Board must prepare an Annual Plan that sets out how the Corporation will deliver Regional Corporation Core Functions.

20.7 Reports to be provided to Noongar Boodja Trustee

The Corporation must provide the Noongar Boodja Trustee with, in respect of a Financial Year a copy of:

- (a) any report prepared by an Auditor appointed in accordance with rule 18;
- (b) the reports referred to in rule 19;
- (c) the report prepared by the Auditor in accordance with rule 20.4;
- (d) the NBT Special Purpose Report (if any) prepared in accordance with rule 20.5; and
- (e) the Annual Plan prepared in accordance with rule 20.6;

as soon as practicable after the Corporation receives that report.

21. DISPUTE RESOLUTION PROCESS

21.1 General

This rule sets out the steps which must be taken to try to resolve any disagreement or Dispute about how the CATSI Act, the affairs of the Corporation or the Corporation's rules apply. Disputes that are dealt with in this section are those that may arise between:

- (a) Members;
- (b) Members and Directors; or
- (c) Directors.

21.2 Informal negotiations

If a Dispute arises, the parties must first try to resolve it themselves on an informal basis.

21.3 Giving of Dispute Notice

- (a) If the Dispute is not resolved in accordance with rule 21.2 within 10 Business Days, any party to the Dispute may give a Dispute Notice to the other parties.
- (b) A Dispute Notice must be in writing and must say what the Dispute is about.
- (c) A copy of the notice must be given to the Corporation.

21.4 Referring Dispute to the Directors

The Directors must make a reasonable effort to help the parties resolve the Dispute within 20 Business Days after the Corporation receives the Dispute Notice.

21.5 Seeking assistance from the Registrar**21.5.1 Seeking assistance from the Registrar about the meaning of the CATSI Act or the Corporation's Rule Book**

- (a) If a Dispute or any part of a Dispute relates to an issue arising out of 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.
- (b) The Registrar's opinion will not be binding on the parties to a Dispute.

21.6 Referring Dispute to a General Meeting

- (a) If the Directors cannot resolve the Dispute within 20 Business Days after receiving the Dispute Notice, it must hold a General Meeting of the Corporation and put the matter to the Members to resolve. The General Meeting must be held within 3 months after the Corporation receives Dispute Notice.
- (b) When passing any Resolution about a Dispute, the Members in the General Meeting are subject to the CATSI Act and these rules.

22. NOTICES AND COMMUNICATIONS**22.1 General**

- (a) Unless the CATSI Act or these rules otherwise require, notices must be given in writing (including by fax).
- (b) Notices of Directors' meetings given under rule 11.2(b) can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

22.2 How a notice to a Member may be given

Unless the CATSI Act or these rules require otherwise, a notice or communication may be given:

- (a) personally;
- (b) left at a Member's address as recorded in the Register of Members;
- (c) sent by pre-paid ordinary mail to the Member's address as recorded in the Register of Members;

- (d) sent by fax to the Member's current fax number for notices (if the Member has nominated one); or
- (e) sent by email to the Member's current email address (if the Member has nominated one).

22.3 When notice taken as being given

Unless the CATSI Act or these rules require otherwise, if a notice or communication:

- (a) is given by post, it is taken to have been given 3 days after posting;
- (b) is given by fax, it is taken to have been given on the Business Day after it is sent;
- (c) is given:
 - (i) after 5pm in the place of receipt; or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

23. WINDING UP

23.1 No distribution of surplus assets to Members

The income and property of the Corporation must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Member, Officer, servant, agent, consultant, contractor or employee of the Corporation except in good faith in the promotion of the Objects.

23.2 Voluntary winding up of the Corporation

- (a) Voluntary winding up of the Corporation can only occur in accordance with the Act and after:
 - (i) The Directors call a Special General Meeting specifically and exclusively for the purpose of voluntary wind up; and
 - (ii) At the Special General Meeting called specifically and exclusively for the voluntary wind up of the Corporation, a motion supporting the voluntary wind up of the Corporation is passed by at least a 75% majority of the Members present.
- (b) The Corporation may be wound up if:
 - (i) the Corporation so resolves by a Special Resolution of a General Meeting convened for that purpose; and
 - (ii) the Members are given at least 21 days' notice specifying the intention to propose the Resolution as a Special Resolution.
- (c) The Secretary shall, within 3 weeks after the passing of a Special Resolution, in accordance with this rule, lodge with the Registrar a notice, in

the prescribed form, of the passing of the Resolution and a copy of the Resolution.

23.3 Distribution of funds on winding up and revocation of endorsement

- (a) Upon the winding up of the Corporation, the excess property and funds of the Corporation (to the extent not covered by rule 23.3(i)), shall be transferred to a corporation, fund or entity which:
 - (i) is established for the benefit of Aboriginal people of Western Australia;
 - (ii) is charitable at law;
 - (iii) has one or more objects similar to the Objects of the Corporation;
 - (iv) is approved by the Commissioner of Taxation as an institution to which income tax deductible gifts can be made; and
 - (v) prohibits distributions or payments of its or their income and property among its Members to an extent at least as great as is imposed on the Corporation under or by virtue of this Rule Book.
- (b) If, upon the revocation of the Corporation's endorsement as a deductible gift recipient by the Commissioner of Taxation or upon the winding up of the Corporation (whichever occurs first), there remains excess gifts, Contributions or money received because of such gifts or Contributions, the same must be transferred to a corporation, fund or entity which:
 - (i) is established for the benefit of Aboriginal people of Western Australia;
 - (ii) is charitable at law;
 - (iii) has one or more objects similar to the Objects of the Corporation;
 - (iv) is approved by the Commissioner of Taxation as an institution to which income tax deductible gifts can be made; and
 - (v) prohibits distributions or payments of its or their income and property among its Members to an extent at least as great as is imposed on the Corporation under or by virtue of this Rule Book.
- (c) The decision as to the corporation, fund or entity to be given the surplus assets (whether under rule 23.3(a) or 23.3(b)) must be made by a Special Resolution of the Members at or before the time of winding up. If the Members do not make this decision, the Corporation may apply to the Supreme Court to make this decision.
- (d) No payment shall be made to a Member upon winding up other than as is authorised by these rules except as bona fide compensation for services rendered or expense incurred on behalf of the Corporation.
- (e) The Commissioner of Taxation shall be notified in the event of the winding up of dissolution of the Corporation.

24. AMENDMENT OF THE RULE BOOK

24.1 Corporation wants to change the Rule Book

For the Corporation to change its Rule Book, the following steps must be complied with:

- (a) the Corporation must pass a Special Resolution by a 75% majority at a General Meeting;
- (b) if the Corporation is a Regional Corporation, the Corporation must seek the advice of the Noongar Boodja Trustee on whether the proposed changes will affect the Corporation's eligibility to remain as a Regional Corporation. This advice must be provided to the Members prior to the General Meeting at which the proposed changes are to be considered;
- (c) the corporation must lodge certain documents under rule 24.2;
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

24.2 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the Special Resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;
 - (iii) a Directors' statement signed by:
 - (A) 2 Directors; or
 - (B) if there is only 1 Director, that Director, to the effect that the Special Resolution was passed in accordance with the CATSI Act and the Corporation's Rule Book; and
 - (iv) a copy of the change to the Rule Book.
- (b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
 - (i) the documents referred to in rule 24.2(a); and
 - (ii) proof that the extra requirement has been met, within 28 days after it has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rule Book as it would be if the Registrar registered the change, it must do so.

24.3 Date of effect of change

A Rule Book change under rule 24 takes effect on the day the change is registered.

25. DEFINITIONS AND INTERPRETATION

25.1 Definitions

In these rules:

Aboriginal persons or Aboriginal people	means persons of the Aboriginal race of Australia.
ACNC Act	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
Agreement	means any agreement with: <ul style="list-style-type: none"> (a) the State of Western Australia; (b) the Commonwealth of Australia; (c) any local government; (d) any corporate or non-corporate entity; or (e) any legal or natural persons.
Agreement Group	means persons belonging to the relevant “Native Title Agreement Group” as defined in Schedule 2 of the Regional ILUA.
Agreement Group Endorsement	has the meaning given to that term in clause 1.1 of the Noongar Boodja Trust Deed.
Annual General Meeting or AGM	means a General Meeting held in accordance with rule 7.1.
Annual Plan	means a plan for the activities of the Corporation during a Financial Year.
Applicant	means a person who is eligible to become a Member of the Corporation and has applied to become a member in accordance with rule 5.
Auditor	means the person, company or firm that is appointed as the auditor of the Corporation from time to time in accordance with rule 18.
Australian Accounting Standard	means the standards of that name maintained by the Australian Accounting Standards board created by section 226 of the <i>Australian Securities and Investments Commission Act 2001</i> (Cth).
Australian Auditing Standards	means the standards made by the Auditing and Assurance Standards board created by section 227A of the <i>Australian Securities and Investment Commission Act 2001</i> (Cth).
Ballardong People	means those persons who are members of the Regional Agreement Group.

Board or Board of Directors	means those individuals elected or appointed in accordance with rule 8 to manage the affairs of the Corporation in accordance with the CATSI Act and this Rule Book.
Books	include a register, any record of information, financial reports, or records, or documents of a corporation however compiled, recorded, or stored.
Business Day	means a day which is not a Saturday, Sunday or bank or public holiday in Western Australia.
CATSI Act	means the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth) as amended from time to time and any regulations made under it.
Central Service Corporation	means the corporation appointed by the Noongar Boodja Trustee as the “Central Services Corporation” under the Noongar Boodja Trust Deed.
Chairperson	means the Director elected as Chairperson under rule 8.12.
Chief Executive Officer	means the Chief Executive Officer of the Corporation from time to time.
Circulating Resolution	means a Resolution of the Directors passed in accordance with rule 11.6.2.
Claimant Applications	has the meaning given to that phrase in the Native Title Act.
Commissioner of Taxation	means a Commissioner of Taxation, second Commissioner of Taxation and Deputy Commissioner of Taxation as provided for in sections 4 and 7 of the <i>Taxation Administration Act 1953</i> (Cth).
Common Seal	means the common seal of the Corporation referred to in rule 16.1.
Consent form	means any form through which consent is given as required by these rules.
Contact Person	means a person elected or appointed in accordance with rule 12.
Contribution	means: <ul style="list-style-type: none"> (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the <i>Income Tax Assessment Act 1997</i> (Cth) in relation to a fundraising event; or

- (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the *Income Tax Assessment Act* (Cth) in relation to a successful bidder at an auction that was a fundraising event, held for the Objects.

Corporation

means the Corporation referred to in rule 1.

CSC Regional Services

means the services that must be provided by the Central Services Corporation from time to time and described as the “CSC Regional Services” in accordance with the Noongar Boodja Trust Deed.

Corporate Cultural Decision

means a decision of the Corporation to do or agree to do an act that is likely to materially affect Cultural Interests in the Region, including a decision:

- (a) about how land and waters in the Region should be used or managed;
- (b) to request the Noongar Boodja Trustee to convert Cultural Land within the Region to Development Land pursuant to the Noongar Boodja Trust Deed;
- (c) about whom should perform the role of “Aboriginal Consultant” under an Aboriginal heritage agreement in relation to land and waters within the Region;
- (d) by the Noongar Boodja Trustee that necessitates a:
- (i) Decision to Proceed in relation to:
- a. Development Land; or
- b. Housing Land; or
- (ii) Cultural Land Development Decision in relation to Cultural Land; or
- (e) as to the grant of an interest to the Corporation in relation to Cultural Land.

Cultural Advice

means advice in relation to a Corporate Cultural Decision from persons identified as having Cultural Authority in relation to that Corporate Cultural Decision following the Cultural Advice Policy.

Cultural Advice Policy

means policy, procedure and mechanisms developed by the Board in accordance with rule 15.2(a) in relation to the process of making Corporate Cultural Decisions and obtaining Cultural Advice.

Cultural Authority	means the right and responsibility recognised under Law and Custom for a particular person or group of persons to speak for and make decisions about land and waters on behalf of the Regional Agreement Group
Cultural Interests	means the communal, group or individual rights and interests of the Regional Agreement Group in relation to land and waters, recognised under Law and Custom.
Cultural Land	has the meaning given in the Noongar Boodja Trust Deed.
Cultural Land Development Decision	has the meaning given in the Noongar Boodja Trust Deed.
Decision to Proceed	has the meaning given in the Noongar Boodja Trust Deed.
Development Land	has the meaning given in the Noongar Boodja Trust Deed.
Director/s	means a person or people who hold office as a Director of the Corporation in accordance with rule 8.
Directors' Minute Book	means the books and records in which the minutes of all Directors' meetings are kept under rule 17.2 and copies of any Circulating Resolution.
Directors' Resolution	means a Resolution made by Directors in a manner consistent with these rules.
Dispute	means a dispute referred to in rule 21.
Dispute Notice	means the notice referred to in rule 21.3.
Dispute Resolution Process	means the process set out in rule 21.
Election Manual	means the manual which provides the process for the appointment of Member Directors by election as set out in by rule 8.13(a) of this Rule Book and as established by the Directors from time to time.
Eligible Expert Directors	has the meaning given in rule 8.2.1(d)(ii);
Eligible Member Directors	has the meaning given in rule 8.2.1(d)(ii);
Eligible Noongar Entity	means the entities recognised as the "Eligible Noongar Entities" in accordance with the Noongar Boodja Trust Deed.

Expert Director	means a Director of the Corporation having recognised qualifications and demonstrated experience that is appropriate and relevant to the matter for which the expert is required and who is appointed as a Director in accordance with rule 8.5.2.
Family Member	in relation to a person means: <ul style="list-style-type: none"> (a) a child of the person (adopted or biological); or (b) a parent of the person (adopted or biological); or (c) a brother or sister of the person (adopted or biological); or (d) the spouse or de facto partner of the person.
Financial Year	refers to each 12 month period from 1 July to 30 June.
General Meeting	refers to a general meeting of the Members of the Corporation called and held in accordance with rule 7 and includes any Special General Meeting and Annual General Meeting.
General Meeting Chair	means the person elected to chair a General Meeting under rule 7.8.
General Meeting minute book	means the books and records in which the minutes of all general meetings are kept under rule 17.2.
Housing Land	has the meaning given in the Noongar Boodja Trust Deed.
ILUAs	means each of the Indigenous Land Use Agreements entered into by the State and the Native Title Claims which are entered on the Register of Indigenous Land Use Agreements established and maintained under Part 8A of the Native Title Act, and which are collectively referred to as the ILUAs, one of which is the Regional ILUA.
Indigenous Corporation Number or ICN	means that number given by the Registrar to the Corporation on registration.
Initial Directors	means those Directors of the Corporation referred to in rule 8.4.1(a).
Law and Custom	means the body of traditions, laws, customs, and beliefs recognised and held in common by the Noongar People and includes those traditions, laws, customs and beliefs exercised in relation to a particular area of land and waters.

Material Personal Interest	has the meaning given to it in rule 10.3.
Member	means a person whose name appears on the Register of Members.
Member Director	means a Member of the Corporation who is appointed as a Director in accordance with rule 8.5.1.
Members' Resolution	means those Resolutions referred to in rule 7.6.
Native Title Act	means the <i>Native Title Act 1993</i> (Cth) as amended from time to time.
Native Title Claims	means the Claimant Applications lodged in the Federal Court and allocated numbers as follows:
<i>Ballardong</i>	NNTT file number WC 2000/007 Federal Court file number WAD 6181/1998.
<i>Gnaala Karla Booja/Harris Family</i>	NNTT file numbers WC 1998/058, WC1996/041 Federal Court file number WAD 6274/1998, WAD6085/1998.
<i>South West Boojarah/Harris Family</i>	NNTT file numbers WC 2006/004, WC1996/041 Federal Court file numbers WAD 253/2006, WAD6085/1998.
<i>Whadjuk</i>	NNTT file number WC 2011/009 Federal Court file number WAD 242/2011.
<i>Wagyl Kaip/Southern Noongar</i>	NNTT file numbers WC 1998/070, WC 1996/109 Federal Court file numbers WAD 6286/1998 WAD 6134/1998.
<i>Yued</i>	NNTT file number WC 1997/071 Federal Court file number WAD 6192/1998.

NBT Funding Guidelines	means the guidelines established by the Noongar Boodja Trustee and described as the “Funding Guidelines” in accordance with the Noongar Boodja Trust Deed.
NBT Special Purpose Report	means a report that the Noongar Boodja Trustee may require the Regional Corporation to prepare in respect of a Financial Year and described as a “Special Purpose Report” in accordance with the Noongar Boodja Trust Deed.
Negotiable Instrument	has the meaning described in section 700 of the CATSI Act.
Nominations Committee	means the committee called the “Nominations Committee” established in accordance with the Noongar Boodja Trust Deed.
Noongar Boodja Trust	means the trust established under the Noongar Boodja Trust Deed.
Noongar Boodja Trustee	means the trustee of the Noongar Boodja Trust from time to time.
Noongar Boodja Trust Deed	means Noongar Boodja Trust Deed executed on 29 March 2021 between William Michael Gerard Lawrie as settlor and Perpetual Trustee Company Limited as trustee.
Noongar Corporations Committee	means the Committee referred to in 1.2(g) of these rules.
Noongar Lands	means the lands and waters inside the outer boundary of the combined areas of the ILUAs and the Native Title Claims.
Noongar People	means the Aboriginal society which comprises all Noongar Persons.
Noongar Person	means an individual who: <ul style="list-style-type: none"> (a) has a Traditional Connection to Noongar Land; (b) is a descendant of the Aboriginal people known as the Noongar People; and (c) identifies as and is accepted as a member of the Noongar People by those persons.
Objects	means the objects set out in rule 3.
Observer	means an observer as referred to in rule 5.9.
Officer	is a Director, Secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a

	substantial part of the business of the Corporation or could significantly affect the Corporation's financial standing.
Operations Fund	means the fund described as the "Operations Fund" as established by the Noongar Boodja Trustee in accordance with the Noongar Boodja Trust Deed.
Operations Funding	means any funds which the Corporation receives from the Operations Fund from time to time.
Payment Conditions	means the conditions the Noongar Boodja Trustee may place for the release of distributions to Eligible Noongar Entities and described as the "Payment Conditions" in accordance with the Noongar Boodja Trust Deed.
Poll	means a vote on meeting procedure by show of hands. A secret ballot can be demanded by poll.
Proxy	means a person who has been appointed to attend, speak, and vote at a meeting on behalf of another person.
Region	means the region described in Schedule 1.
Regional Agreement Group	means the persons in the "Native Title Agreement Group" as defined in the Regional ILUA.
Regional ILUA	means the ILUA directly relating to the Region and the Regional Native Title Claim.
Regional Native Title Claim	means the Native Title Claim directly relating to the Region, as described in Schedule 1.
Regional Corporation	means a corporation appointed by the Noongar Boodja Trustee as a "Regional Corporation" in respect of the region of a Native Title Claim under the Noongar Boodja Trust Deed.
Regional Corporation Core Functions	means the functions that are to be undertaken by the Regional Corporation from time to time and described as the "Regional Corporation Core Functions" in Schedule 3 of the Noongar Boodja Trust Deed.
Regional Corporation Principles	means the "Regional Corporation Principles" described in the Regional ILUA.
Register of Former Members	means the register of former members kept in accordance with rule 6.

Register of Members	means the register of members kept in accordance with rule 6.
Registered Office	means the registered office referred to in rule 17.11.2 and includes the document access address if the Corporation is registered as a small or medium corporation.
Registers	means the Register of Members and Register of Former Members kept in accordance with rule 6.
Registrar	means the Registrar of Aboriginal and Torres Strait Islander corporations appointed in accordance with the CATSI Act.
Regulations	means the <i>Corporations (Aboriginal and Torres Strait Islander) Regulations 2007</i> (Cth) as amended from time to time.
Related Commercial Activities	means activities that directly further the Corporation's altruistic purposes, being the purposes for which the Commonwealth government grants a relevant income tax exemption to the Corporation.
Replaceable Rule	is a rule under the CATSI Act that can be either applied or be changed.
Resolution	means a formal decision by a meeting of the corporation and agreed by a vote.
Returning Officer	means the person appointed as such by the Directors or the Chief Executive Officer in accordance with rule 8.13(f) to conduct, oversee and declare elections of Member Directors.
Rule Book	means this rule book and any or substitutions.
Secret Ballot	means a method by which a Member's vote is cast in secret.
Secretary	means a person appointed in accordance with rule 12, unless the Corporation is registered as a small or medium corporation, where the secretary would act as a Contact Person, and all references in these rules to "secretary" is a reference to the Contact Person.
Selections Committee	means: <ul style="list-style-type: none"> (a) where the Corporation is an Eligible Noongar Entity, the Nominations Committee; or (b) in all other cases, a committee to be established by the Board for determining eligibility of persons to be Directors of the

Corporation in accordance with rule 8.2.

Sentence of Imprisonment	a person is serving a sentence of imprisonment only if: <ul style="list-style-type: none"> (a) the person is in detention on a full-time basis for an offence against a law of the Commonwealth or a State or Territory; and (b) that detention is attributable to the sentence of imprisonment concerned.
Special General Meeting or SGM	means a General Meeting other than an Annual General Meeting.
Special Resolution	means a Resolution passed in accordance with rule 7.11.3(b).
Standards	means the governance standards referred to in section 45-10 of the CATSI Act.
State	means the State of Western Australia.
Strategic Plan	means the strategic plan for the Corporation
Title Protection Criteria	has the meaning given to it in the Noongar Boodja Trust Deed.
Traditional Connection	means a connection to country arising under Law and Custom through: <p>either:</p> <ul style="list-style-type: none"> (a) a genealogical connection to the Aboriginal persons in occupation of the Noongar Lands at sovereignty; or (b) another form of connection to the Noongar Lands (including through adoption or acceptance); and <p>the person asserts and is recognised by a substantial portion of the Noongar People as having, rights and responsibilities under the Law and Custom in respect of the Noongar Lands.</p>
Unrelated Commercial Activities	means activities that are not Related Commercial Activities.
Vote	means a vote on a Resolution by show of hands or Secret Ballot.

26. INTERPRETATION

- (a) A word of expression defined in the CATSI Act and used in this Rule Book has the same meaning given to it in the CATSI Act.
- (b) Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.

- (c) The Replaceable Rules set out in the CATSI Act apply to the Corporation only to the extent that they are not inconsistent with this Rule Book.

26.2 Inconsistency with Legislation

- (a) If there is any inconsistency in this Rule Book with the CATSI Act, the CATSI Act will apply to the extent of the inconsistency.

SCHEDULE 1 – REGION

Geographical Region as per the Ballardong ILUA.

The Agreement Area covers all the land and waters within the external boundary of Native Title Determination Application WAD6181/1998 Ballardong People (WC2000/007) as accepted for registration on 3rd July 2008.

REGION BOUNDARY (Page intentionally left blank – see next page)

INDIGENOUS LAND USE AGREEMENT

Ballardong People ILUA

Ballardong People ILUA

NOTE: To determine areas subject to claim within the external boundary, reference to the application description is necessary.

Map created by: Geospatial Services
National Native Title Tribunal. (20/08/2014)

Application boundary data compiled by NNIT or source from Landgate (WA).

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NOTE: Topographic images should be used as a guide only.

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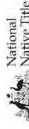


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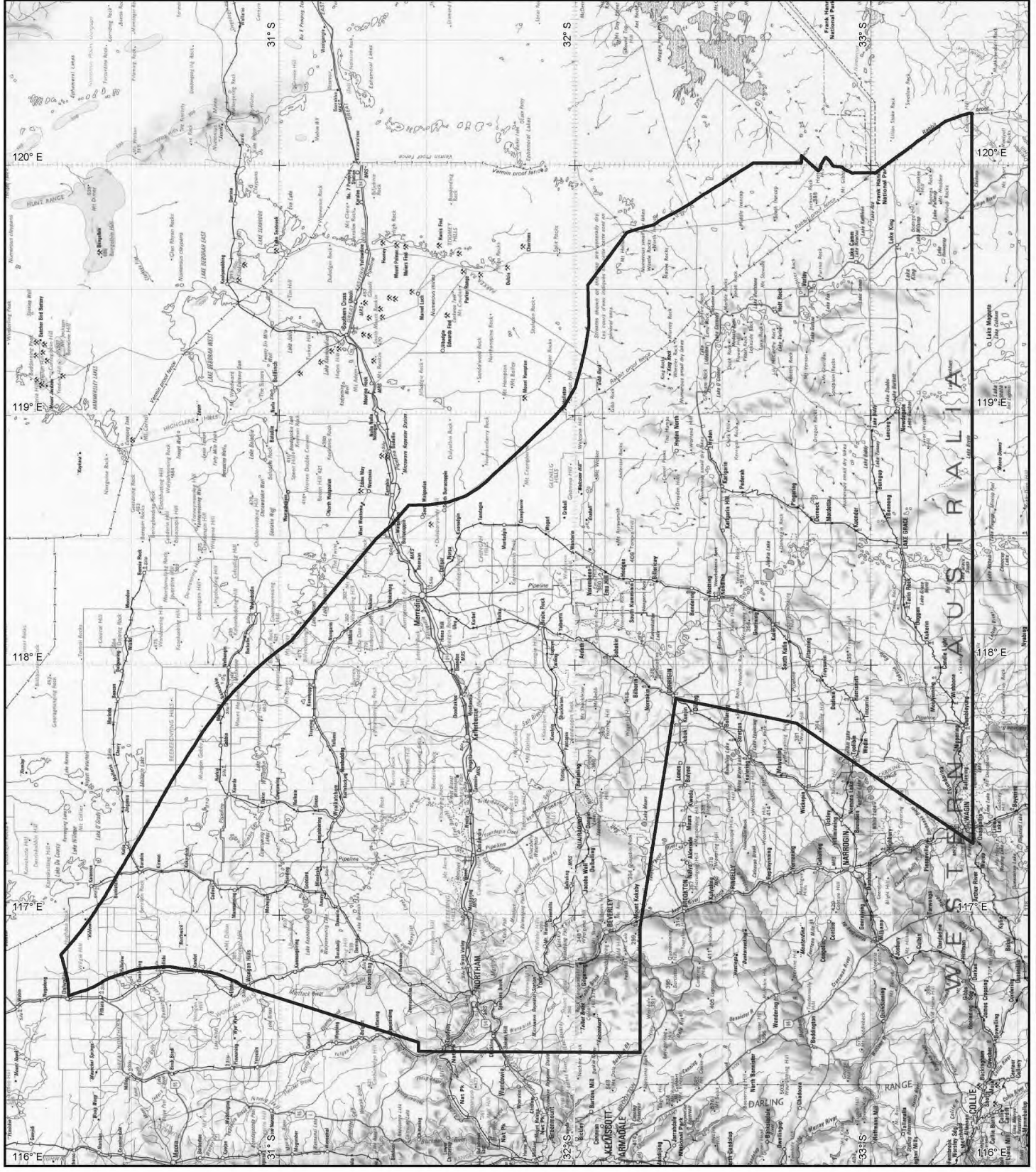
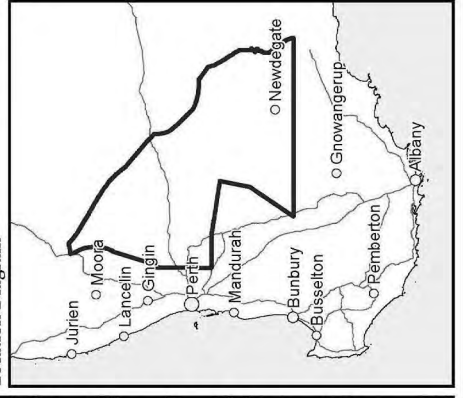
Latitude and Longitude based on Geocentric Datum of Australia 1994

Non Projection



National Native Title Tribunal

Location Diagram



LOGO

BALLARDONG ABORIGINAL CORPORATION CULTURAL ADVICE POLICY

Compiled by: SWALSC

Issue date: 14 May 2021

[Regional Corporation for Ballardong Region]

Cultural Advice Policy Guidelines

Document Information

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1. PRINCIPLES

- (a) This document, including Appendixes 1 to 7, sets out the policy for managing Cultural Advice to ensure the proper making of cultural decisions by the Ballardong Aboriginal Corporation (**Corporation**). To ensure the highest level of Cultural Advice is secured, we adopt the following set of principles:
- (i) Transparency – our processes will be transparent and open;
 - (ii) Accountability – we will be accountable for our actions and our decisions;
 - (iii) Consistency – our processes and decision making will be consistent;
 - (iv) Scale – our processes will be appropriate to the scale of the task;
 - (v) Conflicts of interest – at all times we will declare and manage any conflicts of interest;
 - (vi) Timeliness – we will act in a timely manner for the benefit of all parties; and
 - (vii) Efficiency – our processes will be efficient and will provide value to the community.

2. CULTURAL VALUES AND RESPONSIBILITIES

2.1 Cultural protocols and practices

- (a) We acknowledge, value, honour and respect our Noongar cultural protocols and practices. Our cultural protocols and practices designate us as the custodians of our country, which means we have responsibilities to our country that we need to meet. Our cultural protocols and practices endow and bestow us with values of respect and reverence for the land and waters and all that is in them.

2.2 Right people for country

- (a) While the lands of our families overlap and while there are no exclusive domains in Noongar country, we acknowledge and accept that through our traditions and culture, our families are connected to specific areas and have traditional ownership and custodianship of our lands and waters.
- (b) When seeking Cultural Advice and making cultural decisions, we will ensure that the people who are empowered to speak for an area of land through cultural protocols and practices are also empowered through this policy.

2.3 Acknowledging knowledge holders

- (a) We acknowledge that the people who possess direct knowledge of a place or area of country are of key importance in making cultural decisions. We acknowledge that we need to incorporate all our cultural knowledge in our Cultural Advice and decisions. By including all knowledge holders we ensure that we meet our responsibilities to country in the best way possible.

2.4 Sharing and passage of knowledge

- (a) Our culture and customs have been inherited from our ancestors. The strength of Noongar culture is only secure when there is a broad understanding of our country and culture amongst our community. To ensure our culture is robust and strong, when conducting our business and involving ourselves in decisions about country, we will endeavour to share knowledge both with our countrymen and countrywomen and with our next generation.

2.5 Inclusion

- (a) For too many years we have been subject to the policies and laws of exclusion. We will not exclude each other. Instead, we acknowledge that to be strong, to make good decisions, and to fulfil our cultural obligations, we must work together as families and as a community. Our approach is to be inclusive when we provide Cultural Advice and make decisions about our lands and waters.

2.6 Respect

- (a) We respect our Elders and acknowledge their privileged position in our Noongar nation as community and cultural leaders and the special authority that is granted by them for our Noongar culture. We respect women and men and acknowledge the special role they have in our society and the special knowledge they possess respectively. We respect our youth; they are the ones who will inherit our knowledge. We will make every effort to ensure knowledge is passed on to them and respected. We respect each other. We are a nation of people and are proud and strong. In order to remain a strong nation, we will work together with the mutual respect we all deserve.

3. SCOPE

- (a) This policy applies to the Corporation which, in its day to day activities, must make a variety of decisions about lands and waters to meet the obligations of the in the [Insert region] Indigenous Land Use Agreement (**ILUA**). Many of these decisions will affect the Cultural Interests of the Ballardong Agreement Group (**Agreement Group**). These decisions are called 'Corporate Cultural Decisions' in the Rule Book of the Corporation (Rule Book).
- (b) These Corporate Cultural Decisions do not give permission to the Corporation or the Board of the Corporation to have authority over the general cultural affairs of the community, instead they relate strictly to some of the decisions the Corporation must make to meet its obligations in the ILUA.
- (c) To comply with the ILUA, the Rules of the Corporation must set out that:
 - (i) The Corporation must establish and regularly update this Cultural Advice Policy (**Policy**), and the Policy needs to be consistent with the Rule Book;
 - (ii) The Policy must establish a process for identifying people with Cultural Authority from which Cultural Advice can be taken;
 - (iii) The process for identifying people with Cultural Authority needs to take into account cultural protocols and practices, who is connected to the country affected and who has knowledge of the country affected, as well as the scale of the decision (i.e., is it a small or large area);
 - (iv) The Corporation is required to give reasonable assistance to people with Cultural Authority to provide Cultural Advice;

- (v) The policy must be endorsed by the Ballardong Agreement Group.

4. POLICY PROTOCOLS

- (a) Protocols are ethical principles which guide behaviour in a particular situation. These protocols are designed to protect Noongar cultural and intellectual property rights.
- (b) The protocols pave the way for improving working relationships between Noongar people and their potential partners and consequently for achieving better outcomes. Cultural and intellectual property rights include the right for Noongar people to:
 - (vi) own and control our cultural and intellectual property;
 - (vii) ensure that any means of protecting our cultural and intellectual property is based on the principle of self-determination;
 - (viii) be recognised as the Cultural Authority of our culture and to regulate how stories and information are presented;
 - (ix) authorise or refuse the use of our cultural and intellectual property according to cultural protocols and practices;
 - (x) maintain the secrecy and sacredness of our knowledge and other cultural practices;
 - (xi) be given full and proper attribution for sharing our heritage; and
 - (xii) control the recording of cultural customs and expressions, the particular language which may be intrinsic to cultural identity, knowledge, skill and teaching of culture.

5. PARTIES TO THE POLICY

- (a) This policy applies to:
 - (i) Employees of the Corporation;
 - (ii) Employees of the Central Services Corporation (CSC); and
 - (iii) Members of the Corporation.

6. PURPOSE AND INTENT OF THIS POLICY

- (a) This Policy has been prepared to:
 - (i) enable the Corporation to meet the obligations of the ILUA and its rules;
 - (ii) set out the principles and values through which the Corporation and the Noongar members of the Agreement Group need to engage with the process;
 - (iii) articulate the specific areas and types of decisions that this Policy governs;
 - (iv) set out the considerations that need to be taken into account in cultural decision making;
 - (v) articulate a process to follow in identifying those people with Cultural Authority; and
 - (vi) articulate a process or processes to gain the required Cultural Advice from the identified people.

7. PROCESS FOR SEEKING CULTURAL ADVICE

7.1 Two sets of knowledge

- (a) There is no single tool that can be employed which will provide a simple instruction on how to gain Cultural Advice or from whom to seek it; rather a proper process relies on the application of two sets of knowledge:

- (i) Application of research base

Information/evidence gathered through the research process conducted by the South West Aboriginal Land and Sea Council (SWALSC). This Noongar knowledge base is critical in being able to identify those with Cultural Authority and therefore being able to provide Cultural Advice to the Corporation.

- (ii) Application of the Cultural Advice Committee

Community knowledge of families, including who is connected to the country affected and who has knowledge of the country affected (by the proposed survey, or otherwise) is of particular importance. The terms of reference for the Cultural Advice Committee are set out at Appendix 7.

7.2 Heritage surveys

- (a) It is understood that all lands and waters are culturally important to Noongar people regardless of its history, tenure or current condition. Protecting Noongar heritage is an important part of maintaining Noongar culture. Noongar heritage is of immense cultural, scientific, educational and historic interest to the whole community. It provides Noongar people of today with an important link to their present and past culture.
- (b) Places that are significant for Noongar people can be fragile and therefore easily damaged. It is important to identify key knowledge holders for Cultural Advice to ensure that Noongar heritage is protected as much as possible.
- (c) On many occasions the Corporation or the CSC will receive requests seeking Cultural Advice or instructions on heritage related matters.
- (d) The Corporation may receive requests:
- (i) through the Noongar Standard Heritage Agreement (NSHA) process in the form of an activity notice;
 - (ii) from a proponent seeking advice or information on how to consult with Noongar people (without NSHA involvement);
 - (iii) from a Noongar community member identifying a heritage issue; or
 - (iv) from a Heritage Consultant.
- (e) Each contact or correspondence needs to be assessed and an appropriate follow up action implemented in accordance with Appendix 5 – Heritage Survey Selection Process.
- (f) All Cultural Interest or Corporate Cultural Decision matters must be referred to the Cultural Advice Committee, in accordance with Appendix 7, for Cultural Advice.

7.3 Ceremonial Engagement

- (a) Requests for Noongar ceremonial engagement in events such as conferences, functions or meetings happen frequently. Each engagement may consist of a single speech (in language or English or both); it may include a cultural performance (a song or dance); or it may be a combination of these.
- (b) Noongar cultural protocols establish who can and cannot 'speak for country'. These cultural protocols take into consideration age, gender and family lineage under Noongar cultural protocols and practices. Noongar cultural protocols are to be observed as sacred and any digression is considered a breach of custom.
- (c) The act of nominating a representative who has traditional connection to a particular place, area or region is an acknowledgement of respect for traditional owners. Nominating a representative with the right 'to speak for country' demonstrates respect for people, respect for rights and respect for country.
- (d) When providing cultural ceremonial services, such as 'welcome to country', artistic performances and songs, Aboriginal people are using their intellectual property. In line with standard practices, a form of payment is to be sought either to individuals or to the Corporation for providing such a service, in accordance with Appendix 6 – Procedure of Noongar Ceremonial Engagement).
- (e) All Cultural Interest or Corporate Cultural Decision matters must be referred to the Cultural Advice Committee, in accordance with Appendix 7, for Cultural Advice.

7.4 Other decisions

Other areas and types of decisions governed by this Policy may be added from time to time.

8. CONFIDENTIALITY STATEMENT

- (a) Some Noongar material is unsuitable for public scrutiny. Noongar people have the right to keep their sacred and ritual knowledge secret in accordance with cultural protocols and practices. Secret and sacred material refers to information that is restricted under cultural protocols and practices and therefore unsuitable for publication.
- (b) Secret and sacred material should not be published unless duly authorised. Any authorisation granted for the use of sensitive materials in a particular instance, should be prominently displayed.
- (c) Privacy and confidentiality agreements concerning Noongar people's personal affairs are also to be respected. It is necessary to consult with Elders and/or other Noongar people in authority to identify any sensitive, sacred or religious issues that might prevent use of particular material. Some types of personal information may require special caution.
- (d) Some images and knowledge may be gender-specific and may only be seen and obtained by men or by women. Gender-based works and information may require special communication procedures, which are to be discussed with the community prior to distribution.

9. APPENDICES

Appendix 1: Definitions used in this document

Appendix 2: ILUA Obligation for the Corporation with regard to Cultural Decisions

Appendix 3: Rule Book Obligations for the Corporation with regard to Cultural Decisions

Appendix 4: The Cultural Land Fund Trustee Requirements in the Noongar Boodja Trust Deed

Appendix 5: Procedure of Heritage Survey Selection Process

Appendix 6: Procedure of Noongar Ceremonial Engagement

Appendix 7: Cultural Advice Committee terms of reference

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APPENDIX 1

Definitions

The following definitions apply to the whole of this document.

CATSI means the Corporation (Aboriginal and Torres Strait Islander) Act 2006.

Committee means the Noongar Elders Cultural Advice Committee established in accordance with this Cultural Advice Policy- Procedures and as envisaged under the ILUA and Rule Book.

Corporation means the Regional Corporation registered as Ballardong Regional Corporation [insert Indigenous Corporation Number] with the Office of the Registrar of Indigenous Corporations.

Corporate Cultural Decision has the same meaning given in the Rule Book, being a decision of the Corporation to do, or agree to do, an act that is likely to materially affect Cultural Interests in the Region, including a decision:

- (a) about how land and waters in the Region should be used or managed;
- (b) to request the Noongar Boodja Trustee to convert Cultural Land within the Region to Development Land pursuant to the Noongar Boodja Trust Deed;
- (c) by the Noongar Boodja Trustee that necessitates a Decision to Proceed in relation to:
 - (i) Development Land; or
 - (ii) Housing Land; or
 - (iii) Cultural Land Development Decision in relation to Cultural Land; or
 - (iv) as to the grant of an interest to the Corporation in relation to Cultural Land.

Cultural Advice has the same meaning given in the Rule Book being advice in relation to a Corporate Cultural Decision from persons identified as having Cultural Authority in relation to that Corporate Cultural Decision following the Cultural Advice Policy.

Cultural Advice Committee means the committee of regional Noongar Elders, as set out in Appendix 7.

Cultural Advice Policy means policy, procedure and mechanisms developed by the Board in accordance with rule 15.2(a) of the Corporation Rule Book in relation to the process of making Corporate Cultural Decisions and obtaining Cultural Advice.

Cultural Authority means the right and responsibility recognised under traditional laws and customs for a particular person or group of persons to speak for and make decisions about land and waters on behalf of the Regional Agreement group.

Cultural Interests means the values and/or rights and interests with respect to land and waters that are held in common by the Noongar community and recognised under their traditions and/or extant cultural practices. Circumstances where Cultural Interests may be affected include, but are not limited to, the management or development of land or waters where heritage or environmental values exist or where an activity may impact upon the exercise of customary activities.

Cultural Land has the same meaning given in the Noongar Boodja Trust Deed namely: any estate, right, interest in land or Management Order held by the Land Sub and vested in the Trust from time to time and identified by the Trustee as Cultural Land.

Cultural Land Development Decision has the same meaning given in the Noongar Boodja Trust Deed namely: a decision to do any of the following in relation to the whole or part of any Cultural Land in a Region:

- (a) granting an interest to a third party other than the Relevant Regional Corporation;
- (b) undertaking works that are, in the reasonable opinion of the Trustee, likely to involve significant ground disturbance; and
- (c) erecting any building or improvement.

Decision to Proceed means a decision to enter into a binding agreement or arrangement to exploit land by any of the following:

- (a) selling;
- (b) leasing, licensing or otherwise granting a third party a right or interest to occupy or possess;
- (c) mortgaging, charging or otherwise granting any security or preferential interest of any kind; and
- (d) erecting one or more buildings or improvements, or renovating existing buildings or improvements, the aggregate cost of which in a financial year exceeds \$500,000 (indexed annually in accordance with the Consumer Price Index).

Development Land means any estate, right or interest in real property held by the Land Sub and vested in the Trust from time to time and identified by the Trustee as Development Land.

Housing Land has the same meaning as clause 12.2 of the Noongar Boodja Trust Deed.

ILUA means the Region's Indigenous Land Use Agreement registered on 17 October 2019 and forming part of the South West settlement reached between the Noongar people and the State of Western Australia.

Land Sub has the meaning given in the ILUA being a subsidiary company to be established by the Trustee under clause 22.1 of the Trust Deed to hold any interest in land and with which the care, control and management of reserves will be placed.

Trust means the Noongar Boodja Trust established under the Trust Deed.

Trustee means the trustee of the Trust from time to time.

Trust Deed means the trust deed that establishes the Trust, a copy of which is attached at Annexure G to the ILUA.

Regional Corporation Principles means the Regional Corporation Principles as detailed in Part B of Annexure E in the ILUA.

Regional Corporation Officer means any Officer employed by the Regional Corporation.

Rule Book means the rulebook for the CATSI Corporation that constitutes a Regional Corporation as referred to in the Trust Deed.

APPENDIX 2

ILUA Obligation for the Corporation with regard to Cultural Decisions

Regional Corporation Principles Clause 12

Cultural Decisions

- (a) A Regional Corporation must have a process providing for cultural decisions to be made in accordance with the advice and recommendations of persons who have traditional connection and Cultural Authority under Traditional Laws and Customs over the land and waters the subject of the proposed cultural decision.
- (b) A Regional Corporation must have a mechanism to resolve cultural decisions which must include:
 - (i) the process for determining those persons who should advise and make recommendations to the Regional Corporation in relation to cultural decisions;
 - (ii) a requirement that the Regional Corporation will make a cultural decision in accordance with advice of those persons determined under item 12(b)(i);
 - (iii) the timeframe for resolution of a cultural decision;
 - (iv) the default outcome if there is no resolution via the cultural decision process; and
 - (v) a requirement to notify the outcome of a cultural decision to the Regional Corporation of any adjacent Region that will be affected by a cultural decision.
- (c) Cultural decisions by a Regional Corporation must comply with any relevant obligations and timeframes on the Regional Corporation under the ILUA.

APPENDIX 3

Rule Book Obligations for the Corporation with regard to Cultural Decisions *Ballardong Aboriginal Corporation Rule Book Clause 15:*

15. CULTURAL DECISIONS

15.1 Making a Corporate Cultural Decision

- (a) The Board can only make a Corporate Cultural Decision:
 - (i) after having received Cultural Advice following the Cultural Advice Policy; or
 - (ii) where the circumstances in clause 15.3 apply.
- (b) The Board must make a Corporate Cultural Decision consistent with any Cultural Advice unless to do so would, in the reasonable opinion of the Directors be:
 - (i) contrary to law or the terms of the Regional ILUA;
 - (ii) likely to result in the Corporation assuming an unsustainable cost burden; or
 - (iii) likely to result in the assumption of unacceptable risk.

15.2 Managing Corporate Cultural Decisions

- (a) The Board must establish and regularly update a Cultural Advice Policy which must:
 - (i) be consistent with this Rule Book and the Regional Corporation Principles;
 - (ii) establish a process for identifying persons with Cultural Authority in relation to a Corporate Cultural Decision having regard to:
 - Law and Custom;
 - the Cultural Interests of the Agreement Group in relation to certain land and waters within the Region; and
 - the varying nature of Corporate Cultural Decisions and that not all Corporate Cultural Decisions can be treated alike;
 - (iii) require the Corporation to provide reasonable assistance to persons with Cultural Authority to provide Cultural Advice; and
 - (iv) be endorsed by Resolution of the Members in a General Meeting.
- (b) The Corporation must, as far as practicable, resolve all Corporate Cultural Decisions within 90 days of the Corporate Cultural Decision first arising.
- (c) Where a Corporate Cultural Decision must be made in relation to a matter which is the subject of the Regional ILUA, the Corporate Cultural Decision must be made in accordance with the relevant obligations and timeframes set out in the Regional ILUA (or in an agreement under the Regional ILUA).
- (d) Where the land and waters affected by a Corporate Cultural Decision include land and waters the subject of an ILUA adjacent to the Regional ILUA, the Corporation must notify the adjacent Regional Corporation (or if there is none, the legal representative of the Agreement Group of that Region) of the outcome of the Corporate Cultural Decision.

15.3 Making a Corporate Cultural Decision without Cultural Advice

- (a) The Directors of the Corporation may make a Corporate Cultural Decision without receiving Cultural Advice where:
 - (i) the Corporation has made at least 2 bona fide attempts to obtain the Cultural Advice following the Cultural Advice Policy; and
 - (ii) the Corporation has been unable to obtain Cultural Advice within 21 days of the second bona fide attempt by the Corporation.

APPENDIX 4

The Cultural Land Fund Trustee Requirements from the Noongar Boodja Trust Deed

10.1 General Purpose of the Cultural Land Fund

- (a) In accordance with clause 6.2, the Trustee must establish a Sub Fund of the Trust Fund to be called the Cultural Land Fund to be administered in accordance with this clause 10 and otherwise in accordance with this Deed.
- (b) The Trustee acknowledges that the members of the Noongar Community remain the spiritual and cultural custodians of the Cultural Land and continue to practice their values, languages, beliefs and knowledge in relation to the Cultural Land.

10.2 Accepting Land into the Cultural Land Fund

- (a) Subject to clause 10.2(b), at the request of an Eligible Noongar Entity or an Agreement Group, or as required under an ILUA, the Trustee may accept any estate, right or interest in land or Management Order and hold and manage that land or Management Order as Cultural Land in the Cultural Land Fund in consultation with and on the recommendation of one or more Relevant Regional Corporations (if there is one).
- (b) In consultation with the Noongar Advisory Company, where the Trustee accepts any estate, right or interest in land or Management Order to be held in the Cultural Land Fund, the Trustee must clearly identify:
 - (i) the estate, right or interest in land or Management Order that is accepted by the Trustee as Cultural Land;
 - (ii) the Region or Regions in which that Cultural Land is located; and
 - (iii) the Relevant Regional Corporation or Corporations (if any) that is acting for the relevant Agreement Group or Agreement Groups in relation to that Cultural Land and must give written notice of those matters to the Noongar Relationship Committee.

10.3 Holding Cultural Land

- (a) The Trustee must, subject to the Title Protection Criteria and the conditions imposed by the Minister for Lands pursuant to section 46(1) of the Land Administration Act 1997 (WA):
 - (i) at the request of a Relevant Regional Corporation and subject to clause 10.3(b), grant the Relevant Regional Corporation an interest over the whole or any part of the Cultural Land:
 - A. in the form of a lease or sublease, license or other form of legal or equitable tenure;
 - B. in compliance with any applicable requirements under the Land Administration Act 1997 (WA) and any conditions imposed by the Minister for Lands on the grant of the interest on the Trustee or on the Land Sub in the case of a Management Order; and
 - C. otherwise on such terms and conditions as the Trustee deems appropriate; and
 - (ii) otherwise hold and manage the Cultural Land:
 - A. in consultation with the Relevant Regional Corporation (if there is one); and
 - B. by exercising the Trustee's investment powers in accordance with clause 19, Schedule 5 and the Investment Policy or Default Investment Policy (as

the case requires); and
prior to making any Cultural Land Development Decision in relation to Cultural Land in a Region, consult with the Relevant Regional Corporation (if there is one).

- (b) In exercising its powers under clause 10.3(a)(i), the Trustee:
- (i) may consult with and consider the recommendations of the Noongar Advisory Company; and
 - (ii) must be satisfied that the grantee of an interest in Cultural Land:
 - A. complies with the Title Protection Criteria;
 - B. can meet the outgoings and costs of maintaining the interest in the Cultural Land; and
 - C. reports to the Trustee in such form and at such times as the Trustee determines in its discretion but at least once annually.
- (c) For the purposes of this clause 10.3, the Title Protection Criteria are:
- (i) the Cultural Land must be held by the Trustee and managed in consultation with the Relevant Regional Corporation;
 - (ii) subject to clause 10.4, title to the Cultural Land will be held in perpetuity by the Trustee; and
 - (iii) any interest in the Cultural Land granted under this clause 10.3 must:
 - A. not be capable of alienation by sale, transfer, assignment or other disposal by the Relevant Regional Corporation or be made subject to any encumbrance, mortgage, charge or other security; and
 - B. be granted on the condition that the interest will automatically terminate if an ENE Termination Notice is issued in respect of the Relevant Regional Corporation.

Conversion to Development Land

- (c) Notwithstanding the provisions of this clause 10, the Trustee may reclassify Cultural Land other than land the subject of a Management Order as Development Land:
- (i) only at the request of the Relevant Regional Corporation;
 - (ii) following consultation with the Noongar Advisory Company; and
 - (iii) with the Agreement Group Endorsement.
- (d) Upon reclassification under this clause 10.4, the reclassified Cultural Land shall be treated as Development Land pursuant to clause 11.

APPENDIX 5

Interim Procedure of Heritage Survey Selection Process (pre-incorporation)

Phase 1: Contact or receipt of correspondence

- (a) Each contact or correspondence needs assessment:
 - (i) request through Noongar Standard Heritage Agreement (NSHA) in form of an Activity Notice
- (b) In relation to a heritage survey matter, establish whether the proponent has entered into a NSHA – protocol to be followed, including Activity Notice Process.
- (c) If the proponent is required to enter into a NSHA, or elects to do so, a formal legal process is to be undertaken. The NSHA on execution by the parties is entered into the NSHA Register. The formal process includes:
 - (i) entering into consultation and arrangements for NSHA;
 - (ii) drafting of NSHA;
 - (iii) endorsement of final draft NSHA via letter;
 - (iv) execution of NSHA; and
 - (v) entering NSHA onto the NSHA Register.
- (d) The Senior Legal Officer is responsible for the coordination of establishing and entering into NSHAs.
- (e) Request from a proponent seeking advice or information on how to consult with Noongar people (without NSHA):
 - (i) obtain a detailed description of the project and request further information (work program, timeframe and maps). Refer to the DAA Due Diligence Guidelines and discuss whether the proposed activity is ground disturbing and level of impact. Encourage proponent to enter into a NSHA where applicable. If the proponent is willing to enter into a NSHA it could do for all future projects;
 - (ii) assess if heritage issues exist; and
 - (iii) discuss heritage survey selection process as applicable.
- (f) Noongar community member calling to alert to a heritage issue:
 - (i) Discuss and gather details of heritage issue;
 - (ii) Follow up with entity that is undertaking relevant activity.
- (g) Assess if further action is required.
- (h) Request from Heritage Consultant:
 - (i) discuss details of proposed activity and whether a NSHA has been entered into;
 - (ii) discuss request for heritage survey; and
 - (iii) discuss timeframes.

Steps:

Steps	Activity/task	Responsibility
Initial consultation/assessment	Discuss and take notes – request further information	
	Create file (within two days of	

	request)	
NSHA	Coordinate NSHA	
Cultural Advice	Formulate Cultural Advice	

Phase 2: Management of Heritage Matter

- (a) Management of the heritage matter will depend on the issue and activity required. Activities can be defined as follows:
- (i) whether a heritage survey process is required;
 - (ii) whether a submission is to be lodged;
 - (iii) whether further consultation is required; or
 - (iv) whether a request to enter into a NSHA needs following up.
- (b) Request for Heritage Survey:
- (i) the Regional Corporation (RC) or Central Services Corporation (CSC) does not coordinate or conduct heritage surveys – they are undertaken by a heritage service provider on behalf of the proponent;
 - (ii) the RC or CSC seeks Cultural Advice to identify the appropriate people who speak for and have knowledge of country as a recommendation to the proponent for participation in the heritage survey. Under the NSHA eight participants are required for the survey process. The RC or CSC provides the proponent with a list of names, usually more than eight names for the proponent to make their selection. A fee is charged for the service;
 - (iii) prior to undertaking a Seeking Cultural Advice process the proponent must in writing agree to the service.

Steps:

Steps	Activity/task	Responsibility
Approval from proponent	Written agreement from proponent (letter or email) for the RC or CSC to provide the Selection Panel Service	
	Inform Finance Section Request purchase order	
Receipt of request	Liaise with Research for advice	
	Undertake Research within 10 working day	Research Officer
	Liaise with Community members for community knowledge input	
	Coordinate Selection Panel Meeting	
	Conduct Selection Panel Meeting	
Update proponent	Provide Selection Panel Report	
	Update Finance Section	
	Invoice proponent	
Heritage Survey undertaken	Request preliminary report and final reports	

Phase 3: Reporting

- (a) There is a compliance obligation to report on heritage activity including:
 - (i) number of NSHAs entered into;
 - (ii) heritage survey matters;
 - (iii) S18 Applications lodged; and
 - (iv) other submissions lodged.
- (b) Currently there is a Register for NSHA.
- (c) A Register should be maintained for Heritage Survey matters to report and track activity.

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APPENDIX 6

Procedure for Noongar Ceremonial Engagement

On the occasions that the Central Services Corporation (**CSC**) and the Ballardong Aboriginal Corporation are contacted by an agency for assistance to provide a “Welcome to Country” ceremony, the following process must be completed so that the request can be fulfilled.

Procedure

- (a) If the request is received by the CSC:
 - (i) complete the attached application form (Form ABC) for the event; and
 - (ii) forward application form to the appropriate RC.
- (b) If the request is received by the RC:
 - (i) complete the attached application form (Form [XYZ]) for the event; and
 - (ii) process the request in accordance with steps to be set from time to time.

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Request for Welcome to Country ceremony

Name of Caller: _____

Name of Company/Agency: _____

Contact details: _____

Type of Request: _____

Welcome to Country Only (in language/English or both)	
Cultural performance	
Smoking ceremony	

Type of Event: _____

Date: _____

Time: _____

Location: _____

Actions:

Identify appropriate elder (list male/female – dependant on event)	
If possible, introduce elder to event organiser/contact	
Who will meet the elder	
Partner to accompany elder (if requested)	
Who will chaperone/escort them (treated as a dignitary)	
Decide if they are staying for the event ie. dinner/conference (?)	
Dietary requirements	
Exchange contact details (if required)	

It is important to remember that the Noongar representative/s must be comfortable with all arrangements.

APPENDIX 7

BALLARDONG ABORIGINAL CORPORATION

**Cultural Advice Committee
Terms of Reference**

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1. INTRODUCTION

- (a) Noongar Elders will be appointed to a regional Noongar Elders Cultural Advice Committee (**Cultural Advice Committee**) which is empowered to provide Cultural Advice to the Corporation when it is required to make a Corporate Cultural Decision.
- (b) The Cultural Advice Committee is intended to be the principal means through which Cultural Advice is provided to the Corporation for the purposes of the Corporation making a Corporate Cultural Decision.
- (c) The Objects of the Corporation, as set out in Clause 2 of the Rule Book requires the Corporation to work to maintain, protect, promote, and support Noongar culture, customs, language and traditions within the geographical boundaries of the Corporation.
- (d) In accordance with Clause 15 of the Rule Book, the Corporation must have a Cultural Advice Policy mechanism so as to be able to make cultural decisions. This mechanism must include:
 - (i) a process for determining those persons who should advise and make recommendation to the Corporation in relation to cultural decisions;
 - (ii) a requirement that the Corporation will make a cultural decision in accordance with advice of those persons determined above;
 - (iii) the timeframe for resolution of a cultural decisions; and
 - (iv) a requirement to notify the outcome of a cultural decision to the Regional Corporation of any adjacent Region that will be affected by a cultural decision.
- (e) The Cultural Advice Policy and this Terms of Reference for the Committee has been the subject of wide consultation, multiple workshops and information gathering from the Noongar community over an extended period of time. It aims to support the Corporation in adhering to its obligations relating to cultural decision making.
- (f) This Appendix 7 should be read in conjunction with the Rule Book and the Cultural Advice Policy itself. The principles set out in the Cultural Advice Policy will be adopted by the Corporation to guide it in making culturally appropriate decisions and adhering to its obligations in relation to cultural decisions.
- (g) Cultural decisions made by the Corporation must comply with all obligations and timeframes as set out in Clause 15 of the Corporation Rule Book.

2. CULTURAL ADVICE COMMITTEE

- (a) The establishment of a Noongar Elders Cultural Advice Committee was a key recommendation made during community consultations, that would serve to achieve compliance with the obligations and principles of the ILUA and Rule Book on cultural decision making.
- (b) The Cultural Advice Committee provides Cultural Advice to the Corporation in support of Regional Corporation decision making processes, in accordance with the Cultural Advice Policy.
- (c) The Cultural Advice Committee will comprise up to six (6) Noongar women and six (6) Noongar men, with a minimum of three each of women and men who are recognised, acknowledged and respected by the Noongar community as Noongar Elders, and who:
 - (i) are keepers of tradition, custom, lore and culture;
 - (ii) work with integrity, honesty and are trusted;
 - (iii) have historical, cultural and/or traditional connection and knowledge of the Regional Corporation's land base;
 - (iv) have extensive knowledge and understanding of their country, area, families, stories; and
 - (v) have a history of sharing cultural knowledge, information and customs.

3. OBJECTS OF THE CULTURAL ADVICE COMMITTEE

- (a) The Cultural Advice Committee must convene on a regular basis, or as required, to provide unbiased advice on cultural matters relating to lands and waters in in the Region that will enable the Corporation to make Corporate Cultural Decisions (see definition in Appendix 1).

4. ELIGIBILITY CRITERIA TO SERVE ON THE CULTURAL ADVICE COMMITTEE

(a) Criteria

To be eligible for election and to serve as a Cultural Advice Committee member, an individual must:

- (i) possess the cultural knowledge and authority required to fulfil the Cultural Advice Committee objects;
- (ii) be recognised as a Noongar community Elder and be well respected by the Noongar people;
- (iii) be aware that cultural advice and decisions may include (but are not limited to) matters related to Noongar land, lore and custom, sacred material and places, cultural safety, custodianship, cultural securities, other cultural interests, and having the cultural capacity and authority to share knowledge of country; and
- (iv) be able to act with honesty, care and diligence, and in the best interest of the Corporation and Regional Noongar people.

- (b) Persons not eligible to be appointed to the Committee

An individual is not eligible for appointment as a Cultural Advice Committee member if the individual:

- (i) is an employee of the Corporation or the Central Services Corporation;
- (ii) is a Director of another Noongar Regional Corporation; or
- (iii) is a committee member of any committee or is a Director of any corporation established in accordance with the Noongar Boodja Trust Deed.

5. PROCESS FOR NOMINATION AND APPOINTMENT

- (a) Calls for nominations will be put out to the members of the via post, social media and newsletters and any other appropriate means.
- (b) The Corporation will assess eligibility of the Noongar people nominated against the Eligibility Criteria detailed in clause 4. Once a nominee's eligibility has been confirmed, the nominee will be notified and invited to provide material to support their nomination which will be presented at the first General Meeting of the Corporation immediately following the close of nominations.
- (c) The nominations will be presented to the Corporation members at the General Meeting for voting.
- (d) Voting will proceed in accordance with the Corporation Rule Book and Election Manual, which includes the capacity to hold a Secret Ballot.
- (e) Following the voting process, a resolution must be passed by simple majority to confirm the appointment of members to serve on the Cultural Advice Committee.

6. INDUCTION

- (a) The Corporation will ensure that all newly elected Cultural Advice Committee members are duly inducted to ensure that the members are properly informed of their roles, responsibilities and scope of duties. The induction process will provide the new member with:
 - (i) a letter of appointment outlining the role and expectations of Cultural Advice Committee members;
 - (ii) a copy of the Corporation Rule Book;
 - (iii) a copy of the Cultural Advice Policy and Procedures and any applicable Code of Conduct;
 - (iv) a Declaration of Standing Interests Form;
 - (v) other relevant policies, procedures and governance documents necessary to ensure effective performance of the role and duties of a member; and
 - (vi) information on training and workshops available and specific to the role.

7. CONFLICT OF INTEREST

- (a) All members of the Cultural Advice Committee are required to declare any real or apparent conflicts of interest. This declaration is to inform the Cultural Advice Committee and the Corporation that the member has a personal interest that may cause or be seen to cause a conflict in relation to sound decision making.
- (b) Although many potential conflicts are often inconsequential, it is the individual's responsibility to declare those interests that could potentially be perceived as a conflict of interest. A conflict of interest may include:
 - (i) being involved in any decision-making process which may compromise the position and role of a Cultural Advice Committee member, or for personal gain;
 - (ii) not using the position to obtain a private benefit;
 - (iii) allowing decisions to be influenced by family or other personal relationships; or
 - (iv) seeking or accepting gifts or favours for services performed in connection with

duties as a Cultural Advice Committee member.

- (c) Cultural Advice Committee members must declare any conflict of interest at commencement of their appointment by way of notice in the Form attached hereto marked Annexure A – Declaration of Standing Interest(s) and prior to each Cultural Advice Committee members' meeting in the Form attached hereto and marked Annexure B – Declaration of Interest(s).
- (d) If a declaration has been made prior to a Cultural Advice Committee meeting in the Form attached hereto and marked Annexure B, the following procedure must be adhered to:
 - (i) the declaring member may choose to leave the meeting for the duration of the discussion of the relevant Agenda item; or
 - (ii) the Cultural Advice Committee may vote (by majority) on whether the declaring member will be required to leave the meeting for the duration of the discussion of the relevant Agenda item.
- (e) If there is no conflict of interest at the time of completing the Form, but one arises subsequently, Cultural Advice Committee members must inform the Committee, as soon as is practicable.

8. MEETINGS

(a) Number of Meetings

- (i) The Cultural Advice Committee will endeavour to meet at least six (6) times per year and may schedule additional meetings for urgent business.

(b) Quorum

- (i) The quorum for a meeting must be not less than one-half of the elected members (up to six members in total) who, for cultural reasons or by lore, are not restricted to make decisions in relation to the matter.
- (ii) Proxies are not allowed.
- (iii) The quorum must be present at all times during the meeting. If a quorum is not achieved on the day, the meeting will be re-scheduled.

(c) Operation

- (i) The Corporation will work with the Cultural Advice Committee to develop a written agenda for each meeting, which shall be distributed, no less than one week prior to a scheduled meeting.
- (ii) The Corporation will facilitate the meeting and provide all necessary administrative support to Cultural Advice Committee meetings and processes.
- (iii) A chairperson will be elected by Cultural Advice Committee members, who shall hold that position for a period to be agreed by the members.
- (iv) In respect of each matter, the following process will apply:
 - The chair will introduce the matter;
 - A Corporation Officer or any other person who has expert anthropological or technical knowledge relevant to the matter will provide the Cultural Advice Committee with relevant information for consideration.
 - The Cultural Advice Committee will take an appropriate length of time to deliberate upon the matter and ask questions.
 - All discussions will be recorded in the minutes.
 - The Cultural Advice Committee's final advice and recommendations in relation to each individual matter will be recorded in the form of a Resolution passed by majority of the members present.

- (d) The Corporation will ensure the draft minutes of the meeting are sent to the Cultural Advice Committee within a two-week period following the meeting date, and at the subsequent meeting, the members will endorse or amend the minutes.
- (e) For the avoidance of doubt, where required the Corporation may proceed to make the Corporate Cultural Decision in accordance with the Cultural Advice received prior to the minutes being endorsed.

9. MAKING A CORPORATE CULTURAL DECISION WITHOUT ADVICE FROM THE CULTURAL ADVICE COMMITTEE

- (a) The Corporation may only make a Corporate Cultural Decision without advice if the circumstances set out in Rule 15.3 of the Rule Book apply, being that the Corporation has been unable to receive Advice from the Cultural Advice Committee.

10. EXECUTIVE SUPPORT

The Corporation will provide executive support to the Cultural Advice Committee by:

- (a) managing the promotion of vacant positions in the Cultural Advice Committee and facilitating the process for calling for nominations;
- (b) assessing eligibility of nominees and facilitating the voting process at general meetings;
- (c) coordinating meetings, circulating invitations and agendas;
- (d) attending committee meetings;
- (e) providing minute takers to record meetings, providing draft minutes of the meeting to Cultural Advice Committee within fourteen (14) days of meeting.
- (f) securely maintain records of:
 - (i) the induction processes (confidentiality forms etc);
 - (ii) attendances at meetings;
 - (iii) recommendations, decisions and actions from meetings;
 - (iv) register of conflicts of interest; and
 - (v) database of Noongar community members.

- (g) respecting confidentiality of information divulged by the Cultural Advice Committee and other information associated with the committee;
- (h) providing maps of lands for consideration for use for cultural purposes, detailing tenure, past uses of lands, potential impacts on cultural or spiritual uses of lands;
- (i) providing access to the Corporation's resources as required to obtain additional information on cultural lands;
- (j) providing access to IT equipment and support at meetings; and
- (k) organising the appropriate training for the members of the Cultural Advice Committee to acquire skills to perform their duties.

11. TERM OF APPOINTMENT OF THE CULTURAL ADVICE COMMITTEE

- (a) Elected Cultural Advice Committee members will have a rotational term of appointment to provide equal opportunity and ensure the transfer of knowledge within the community.
- (b) The number of persons referred to in the following table is based on a 12-person committee, noting the Corporation may decide to have fewer members on the committee in the future.

1stGM	Selection of 2 men and 2 women to serve for 3 years – Being the members with the 1 st and 2 nd most votes respectively. Selection of 2 men and 2 women to serve for 2 years – Being the members with the 3 rd and 4 th most votes respectively. Selection of 2 men and 2 women to serve for 1 year – Being the members with the 5 th and 6 th most votes respectively.
2nd GM	Selection of 2 men and 2 women to serve for a three-year term.
3rd GM	Selection of 2 men and 2 women to serve for a three-year term.
4th GM	Selection of 2 men and 2 women to serve for a three-year term.

- (c) Annual selection and appointment of men and women as a revolving replacement mechanism will proceed as depicted above and will continue on an ongoing basis.

12. CESSATION OF MEMBERSHIP

- (a) A member can resign from the Cultural Advice Committee by giving written notice to the Corporation.
- (b) The Corporation, by resolution at a General Meeting, may terminate a Cultural Advice Committee member's tenure if the Corporation resolves that the member:
 - (i) can no longer fulfil the objects of the committee;
 - (ii) is no longer eligible as a member; or
 - (iii) has otherwise not met the high standards required of the Cultural Advice Committee.
- (c) Positions that become vacant for reasons stated above, can be filled by the person with the next highest number of votes from the previous voting process.
- (d) The replacing Cultural Advice Committee member will serve only for the remaining term of the member ceasing.

ANNEXURE A – DECLARATION OF STANDING INTEREST FORM



Declaration of Standing Interest(s)

I (insert full name)	
----------------------	--

Being a member of Noongar Elders Cultural Advice Committee, hereby declare a conflict of interest with respect to the following item(s).

<p>Related interests</p> <p>Do you have affiliation with an organisation, either as an officer of its Board or Staff, which could conflict with your fiduciary duties as a member of the Noongar Elders Cultural Advice Committee?</p> <p><i>If so, please provide the function title and the nature of the interest.</i></p>	
<p>Contracts and Agreements</p> <p>Do you have any current contract, agreement or arrangement which may give rise to an obligation or an expectation of reward for your role on the Noongar Elders Cultural Advice Committee for yourself or a family member?</p> <p><i>If so, please provide details.</i></p>	
<p>Other interests</p> <p>Do you have any financial or other interest held or accruing to you or a member of your immediate family during the return period of which you are aware which could reasonably raise an expectation of a conflict of interest with your fiduciary duties?</p> <p><i>If so, please provide details.</i></p>	

This information is true and correct to the best of my knowledge. I declare that as far as I am aware none of these private interests’ conflict with any of my official duties. I undertake to advise the CULTURAL ADVICE COMMITTEE in writing if a conflict or perceived conflict arises in the future and to not be involved in any decision-making process in which I may be compromised.

Signature		Date	
-----------	--	------	--

I have noted the information contained in the declaration.

Signature		Date	
-----------	--	------	--

ANNEXURE B – DECLARATION OF INTEREST FORM

Declaration of Interest(s)

I (insert full name)	
----------------------	--

Being a member of the Noongar Elders Cultural Advice Committee, hereby declare a conflict of interest with respect to the following item(s) listed for action during the of Noongar Elders Cultural Advice Committee meeting held in

Location		Date	
----------	--	------	--

Agenda Item No.	Discussion Item	Declaration (Nature and extent of the conflict and interest)

This information is true and correct to the best of my knowledge. I declare that as far as I am aware none of these private interests' conflict with any of my official duties. I undertake to advise the CULTURAL ADVICE COMMITTEE in writing if a conflict or perceived conflict arises in the future and to not be involved in any decision-making process in which I may be compromised.

Signature		Date	
-----------	--	------	--

I have noted the information contained in the declaration.

Signature		Date	
-----------	--	------	--

CANDIDATE PROFILES

**NOONGAR REGIONAL CORPORATIONS
BALLARDONG**

**ELECTION OF INITIAL DIRECTORS
2021**

BARBARA BYNDER

Barbara identifies as Ballardong Noongar and has connections to Whadjuk and Yued people following her maternal lineage. Following her father's lineage Barbara has linkages to Badimia Yamitji people. Barbara is passionate about country, people and Aboriginal culture and heritage. Barbara is a member of the Ballardong Elders Group.

Barbara has extensive experience working in Cultural Heritage across government and corporate projects, as a University Lecturer, Researcher, Artist and Educator. Currently, Barbara is the principal owner of Karda Designs and works as a consultant in partnership with Farley Garlett, Whadjuk Elder, Consultant and Cultural Advisor. Barbara's experience in boards and as a Director includes her current role as a member of the Board for Regional Arts WA and sits on peer Review panels for the Australia Council for the Arts.

Barbara is a qualified practising Anthropologist. Barbara's love of Anthropology came during her position as Deputy Curatorial Director of the Berndt Museum of Anthropology, the University of Western Australia, and continues to work directly with Aboriginal communities throughout Western Australia to engage with heritage, culture, and people today.



DAVID JOHN COLLARD

After growing up in the wheatbelt region on Ballardong country David left for education and completed a Degree in Social Science and several jobs in the city of Perth and the Southwest region.

Returning to assist his Elders to set up several projects to protect and sustain Ballardong language, culture and establishing future steps for economic independence using the ILUA.

David has a large background in natural resource management that includes representing Nyungars on the Forestry Stewardship Council of Australia, the National Marine Parks Advisory Council.

David previously held contracts with the Department of Water and the State NRM Office looking at increasing Aboriginal engagement in these portfolios where he led the State offices to increase Aboriginal employment and through the procurement process.

David is well known for getting the job done and his large network also know they can count on him to come up with solutions when there is a problem. As a Change Manager David has been successful in all his work and provides good strong leadership as a Nyungar man from the Ballardong country.



**The words in these profiles are as supplied by the candidates.
Profiles are of Candidates Eligible as at 09 July 2021**

CHARNE HAYDEN

KIYA, I am a leader, advocate and spokesperson for my people and will bring to this position skills, knowledge and principles based on my connection to country and family. I believe in working alongside you and have no hesitations in speaking out on any injustice or issues that are internal or external to our principles and protocols. I am passionate, articulate and forthright and will listen to your concerns and can be relied upon to carry things through to the best of my ability.

If elected I will bring a high level of communication, managerial and organisational skills that includes experience in policy direction, corporate governance, community management and constitutional reform. I am a mover and a shaker that you can rely on and trust as your representative to take this Regional Corporation into the future.



KERRY-ANN WINMAR

As a Whadjuk Ballardong Traditional Owner with strong family connections across Perth and the Southwest, I have extensive knowledge of language and culture and am dedicated to the Nyungar community.

As Director of Nyungar Tours, 2020 NAIDOC Perth Business of the Year, I offer understanding of our culture to people around the world. I have worked in Aboriginal health, tourism, mentoring and cross-cultural awareness for over 25 years. I am a Nyungar language ambassador and represented our community at the 2020 Australian Human Rights Conference.

As an experienced Director and Trustee, I have long advocated for our community. I believe that honesty and transparency is vital, and success comes from remaining true to Nyungar values and leading with integrity. This invokes loyalty and strength in unity, creating mutual respect and motivation for shared goals. Courage is also essential to make hard decisions. I am not shy in voicing my ideas but strongly believe in putting personal opinions aside to listen to all.

As initial Director, I would commit my skills, knowledge and experience to creating real changes for our community.



MURRAY YARRAN

I am of Aboriginal descent from the Ballardong /Whudjuk Region.

I live in Badjaling Noongar Community. I know the Ballardong Region, the issues we face the importance of the Noongar Settlement and what can be achieved for our people.

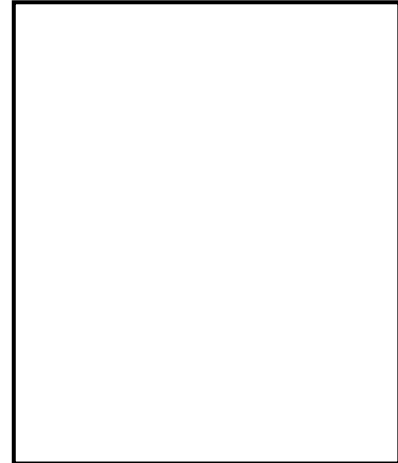
I have been employed & Chairperson of Wheatbelt Aboriginal Corporation

First chairperson of Wangkininy ATSIC Regional Council .
Founding member & employee of the Noongar Land Council based in Narrogin.

I have an in-depth knowledge and understanding of the past and current issues affecting Noongar individuals, families, communities and the wider community which can be demonstrated by:

- An appreciation of the disadvantages families face through the effects of welfare dependency, unemployment, health, homelessness, family and domestic violence, abuse, mortality rate of infants, suicide, poor education outcomes, racism, social and cultural alienations, deaths in custody and various other social issues, law & justice
- The impact of the Stolen Generation on contemporary Aboriginal families and the wider community;

I am dedicated to improving life outcomes for all families who are 'hard to reach', and to see our children and families fulfil their ambition.



**South West Native Title Settlement
Election Rules
Initial Directors of Regional Corporations
2021**

1. Scope

These Rules apply to agreement group meeting elections for Initial Directors in preparation for the registration of the Noongar Regional Corporations being established through the South West Native Title Settlement (Settlement). It is imperative that Initial Director elections are conducted with the highest degree of integrity, fairness and transparency.

The role of the Initial Directors is defined in the Initial Director Terms of Appointment, provided with the Notice for the Agreement Group Meeting.

2. Purpose

These Election Rules have been prepared for the purpose of the agreement group meetings held in the second half 2021 to establish the Noongar Regional Corporations through the Settlement. The Parties to the ILUA: the South West Aboriginal Land and Sea Council and the Western Australian Government, together with the Noongar Boodja Trustee have jointly developed these Election Rules. The Noongar Boodja Trustee has nominated an independent facilitator to call and convene the agreement group meetings, as required under the Noongar Boodja Trust Deed. The facilitator has issued these Election Rules as part of its role in convening the meeting.

These Election Rules will specifically guide the election process only for the Initial Directors of the Regional Corporations. Once the Regional Corporations are registered, they will be responsible for agreeing their own Election Manual for future member director elections that will be conducted by postal vote.

3. Candidate Eligibility

The eligibility criteria for Directors of a Noongar Regional Corporation is set out in the relevant Regional Corporation Rule Book. This impacts on the eligibility of individuals to become an Initial Director of any Regional Corporation.

The Noongar Nominations Committee has reviewed, and deemed eligible, all of the candidates that are on the ballot of election as against the criteria in Rule 8 of each Regional Corporation Rule Book.

As a result, nominations from the floor will not be accepted.

4. Before the Agreement Group Meeting

Before the meeting, an expressions of interest process for Initial Directors has been undertaken which included:

- the date by which director nominations must be submitted to and how they can be submitted;

- information about Initial Director eligibility, roles and responsibilities;

SWALSC has engaged an independent Returning Officer to manage the election process. This is important to ensure that SWALSC is not involved in the elections.

The Returning Officer may take such action and give such directions as are considered necessary for the conduct of an election:

- (a) to ensure the secrecy of the ballot and ensure that no irregularities occur in or in connection with the election;
- (b) to remedy any inadequacy or inconsistency of these rules or any other applicable rules.

The Returning Officer may appoint other officers to assist with the elections.

The Returning Officer has:

- received and collated nominations;
- provided nominations to the Noongar Nominations Committee to review and verify eligibility of candidates; and
- wrote to candidates to confirm their nomination was eligible or ineligible.

Where an election has been called and the number of eligible candidates for a position equals the number of vacancies, those candidates will be deemed elected at the time of the meeting notice being released. The meeting notice will include the Returning Officer's declaration that the candidates are elected unopposed.

5. Election Process for Initial Directors

- a. The election process for the Initial Directors will be conducted by an independent Returning Officer.
- b. The Returning Officer will oversee the secret ballot process at each agreement group meeting.

6. Form of Ballot Papers

- a. The Returning Officer is responsible for printing the ballot papers. The ballot papers are to include:
 - i. The number of positions available;
 - ii. The names of the candidates nominating in alphabetical order of surname;
 - iii. How many votes should be placed; and
 - iv. Clear and concise direction as to the manner in which the vote is to be recorded.

Candidates will not be asked to speak to their nominations, as this information was provided to members before the agreement group meeting with the notice of meeting.

7. Voting Process

- a. Voting will take place on the same day and time at both the primary on country meeting venue and at the Perth meeting venue. Members of the agreement

group must attend either the primary on country meeting or the Perth meeting in person to cast a vote in the election of the Initial Directors. There are no proxy votes.

- b. Individuals shall be provided with an appropriate physical space in which to cast their vote confidentially.
- c. The Returning Officer must at all times ensure the security of the ballot papers.
- d. Voting for Initial Directors will take place through a secret ballot procedure.
- e. As there are 4 Initial Director positions available, a voter is able to place a vote for 4 candidates.
- f. A ballot paper will be considered valid if 4 boxes have been clearly either ticked or marked or crossed.
- g. A ballot paper is considered to be invalid if it:
 - i. has less than 4 boxes ticked/marked/crossed;
 - ii. has more than 4 boxes ticked/marked/crossed;
 - iii. has not been completed in accordance with the directions on it; or
 - iv. the voter's intention is not clear, in the judgement of the Returning Officer. The Returning Officer may use discretion in judging whether the voter's intention is clear.

The Returning Officer must explain to members how to cast a vote, and what constitutes an invalid ballot paper.

A member wishing to vote should have his/her name marked off before receiving the ballot paper. ***Each member is entitled to vote for 4 candidates at each election.***

If a member makes a mistake when voting, a replacement ballot paper can be given in exchange for the spoilt one.

8. Counting of the votes

At the close of the ballot the Returning Officer will remove the ballot papers from the ballot box, examine each ballot paper for validity and conduct the count.

An independent person, nominated by the Returning Officer, will be present during the counting process.

In the event that two or more candidates have an equal number of votes, the name of each candidate will be placed into unmarked identical envelopes (one name per envelope). The envelopes will be placed into a box, and the Returning Officer will draw one envelope from the box, containing the name of the successful candidate.

9. Results

- a. the Returning Officer at the on country meeting will add the results from the Perth meeting to the on country meeting results. The Returning Officer will then advise the meeting facilitator of the combined result, including:
 - i. the number of invalid ballot papers;
 - ii. the number of votes received by each candidate; and
 - iii. the total number of votes cast.
- b.
- c. The Returning Officer must declare an election in favour of the 4 candidates who received the highest number of votes in the secret ballot election process at the agreement group meeting.
- d. The meeting facilitator will ask the Returning Officer to announce the result of the election to members of the agreement group in attendance at the agreement group meeting. This will include the information specified in item **Error! Reference source not found.** above.
- e. The results of the election do not need to be endorsed by resolution of the members.

10. Elected Initial Directors

- a. An elected Initial Director is no longer eligible to be a candidate at a subsequent agreement meeting in an ILUA area.
- b. Where an Initial Director is elected and they are also a candidate in a future election the returning officer will automatically withdraw them from subsequent election processes.
- c. If an Initial Director resigns after being elected they remain ineligible to stand as Initial Directors at subsequent group meetings...

RETENTION OF MATERIALS

All materials (ballot papers, etc) are to be kept by the Returning Officer for six months from the date of the pre-incorporation meeting prior to being destroyed.

DEFINITIONS

- Ballot** means a method of secret voting by means of printed and written materials in which a vote is cast.
- Candidate** means a member who has submitted an eligible nomination for a vacant Initial Director position.
- Rules** means these Initial Director Election Rules



South West Aboriginal
Land and Sea Council
Aboriginal Corporation

Policy

Cultural Consultation Policy

Introduction

This policy is written to meet the requirements in the Central Services Corporation (**CSC**) rule book, in that the corporation and the Noongar Corporations Committee (**NCC**) must jointly develop and maintain a cultural consultation policy. This policy must establish a process for the corporation to consult with persons with Cultural Authority on matters affecting Cultural Interests¹.

Purpose

This is a preliminary policy. A final policy will be adopted by the corporation, in consultation with the NCC after the corporation is appointed as the CSC.

Scope

The NCC is a committee of the CSC, accordingly this policy extends to the operations of the NCC.

Definitions (as per CSC Rule Book)

Cultural Interests:	means the communal, group or individual rights and interests of the Noongar people recognised under law and custom.
Law and Custom:	means the body of traditions, laws, customs and beliefs recognised and held in common by the Noongar people and includes those traditions, laws, customs and beliefs exercised in relation to a particular area of land and waters, traditionally accessed resources, and persons.
Cultural Authority:	means the right and responsibility recognised under Law and custom for a particular person, or group of persons to speak for and make decisions on behalf of the Noongar community about certain matters affecting cultural interests.

Corporate Cultural Decision	<p>means a decision of a Regional Corporation to do or agree to do an act that is likely to materially affect Cultural Interests in the Region, including a decision:</p> <p>(a) about how land and waters in the region should be used or managed;</p> <p>(b) to request the Noongar Boodja Trustee to convert cultural land within the region to Development Land pursuant to the Noongar Boodja Trust Deed;</p> <p>(c) about who should perform the role of “Aboriginal Consultant” under an Aboriginal heritage agreement in relation to land and waters within the region;</p> <p>(d) by the Noongar Boodja Trustee that necessitates a:</p> <p>(i) Decision to Proceed in relation to:</p> <p style="padding-left: 20px;">A. Development Land; or</p> <p style="padding-left: 20px;">B. Housing Land; or</p> <p>(ii) Cultural land development decision in relation to Cultural Land; or</p> <p>(e) as to the grant of an interest to the corporation in relation to Cultural Land.</p>
Noongar Land:	Means the lands inside the outer boundary of the combined areas of the wards as outlined in schedule 1 of the rule book.

Policy

In dealing with a regional corporation on any matter that may affect regional cultural interests, the CSC must ensure that the regional corporation is supported by available research when seeking a decision in accordance with that region’s cultural advice policy.

In considering any matters relevant to the cultural interests of the general Noongar community, the corporation must develop and implement such consultative mechanisms as are required to enable constructive consultation with persons who collectively have cultural authority relevant to the entirety of the Noongar land.

The NCC must consider how best to assist the Trustee in relation to providing advice to the Trustee regarding its dealings with the traditional laws and customs relevant to the Noongar community.

Related documents

- CSC rule book
- Regional corporation rule books
- *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) and subsidiary regulations
- *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and subsidiary regulations
- Noongar Boodja Trust

Review

The document will be reviewed every two years from the date of approval, or whenever the Board or CEO determines that a need has arisen.

WHAT IS THE PROCESS FOR EMPLOYMENT OF REGIONAL CORPORATION STAFF?

The Agreement Groups will have an opportunity to consider and provide feedback on the Regional Corporation staff recruitment process outlined below at the Town Information Sessions:

1. Regional Corporation board will consider the skills required for a Chief Executive Officer. Specific details regarding the selection criteria, short listing and interview process will be determined by the Regional Corporation board following the appointment of Member Directors and Expert Directors (at the first “full board” meeting).
2. The Board will engage an Independent Recruitment Company to conduct the recruitment process for a Chief Executive Officer.
3. Once appointed, the Chief Executive Officer and Board will inform the Regional Corporation Members about the Regional Corporation’s proposed organisational structure, including how staff will be recruited, selected and appointed through an open, independent and transparent process.
4. The proposed Regional Corporation staffing requirements will need to take into account the purpose and role of the Regional Corporation.
5. The Board and Chief Executive Officer will report to the membership at the first and every opportunity in relation to the progress of recruitment of Regional Corporation staff.
6. Regional Corporation Members will have an opportunity to apply for staffing positions within their Corporations, and will be provided with sufficient notice to do so. Agreement Group members will be asked to endorse the staff recruitment process at the Pre-incorporation meetings.

Agreement members have an opportunity to get involved at the Town Information Sessions, by providing feedback on the Staff Recruitment Process.

To further participate in the staff recruitment process after the incorporation of the Regional Corporations, Agreement Group members can do so by ensuring they become Regional Corporation Members and/or Directors of their Regional Corporation. Membership provides an opportunity to vote in Directors that will make decisions about the Regional Corporation Chief Executive Officer.

Noongar Governance Structure

Initial Directors – Regional Corporations

Terms of Appointment – Ballardong Aboriginal Corporation

1. Purpose

- (a) Each ILUA Agreement Group will elect four Initial Directors at their Agreement Group meeting. These persons will also be the initial members of the Regional Corporation¹, together with the SWALSC member-elected Director for the Ward. The initial members will come together at a pre-incorporation meeting (Pre-incorporation Meeting), to confirm the appointment of the Initial Directors and then apply to ORIC for registration of the Regional Corporation.
- (b) The Initial Directors will have an important role undertaking the necessary work for the establishment of the Regional Corporations. However, their role is interim only, as they are not the “Member Directors” that the Regional Corporation members will be appointing in due course through a postal vote process. Therefore, the scope of the Initial Directors’ roles and activities needs to be limited, given it is interim in nature, and they do not comprise the “full board” under the Rule Book.
- (c) These Terms of Appointment outline the scope and nature of the role of the Initial Directors. They have been structured to align with the proposed Regional Corporation Rule Book.
- (d) A person who accepts an appointment as an Initial Director must only do so subject to compliance with these Terms of Appointment.

2. Definitions

In these Terms of Appointment, the following words have the following meanings:

- (a) **ILUAs:** means the six indigenous land use agreements for the Noongar settlement;

¹ In this document the new corporations for each Agreement Group are referred to as Regional Corporations, for ease of reference. Note however that the corporations will actually be Nominee Noongar Entities at the time that this document has effect. This means the corporations are being established for the intended purpose of becoming Regional Corporations, but are not yet appointed as Regional Corporations by the Trustee of the Trust.

- (b) **Noongar Community:** has the meaning given in the Trust Deed;
- (c) **ORIC:** means the Office of the Registrar for Indigenous Organisations;
- (d) **State:** means the State of Western Australia, acting through the Department of the Premier and Cabinet;
- (e) **SWALSC:** means the South West Aboriginal Land and Sea Council;
- (f) **Transition Principles:** has the meaning given in the ILUAs;
- (g) **Trust:** means the Noongar Boodja Trust;
- (h) **Trust Deed:** means the trust deed for the Trust, executed on 29 March 2021; and
- (i) **Trustee:** means the trustee of the Trust.

3. **Functions of Initial Directors**

Subject to clause 4, the Initial Directors will perform the functions listed below in preparation for the endorsement of the Regional Corporation by the Trustee. The Initial Directors will be provided with secretariat support from SWALSC in undertaking these functions.

(a) **Relevant Documents**

- (i) Become familiar with the proposed Regional Corporation Rule Book, Transition Principles and Regional Corporation Transition Program. The Initial Directors must ensure that the Regional Corporation can complete the remaining tasks necessary to satisfy the Trustee that it is eligible to be appointed as a Regional Corporation, including the appointment of Member and Expert Directors.

(b) **Regional Corporation Membership**

- (i) Promote the Membership Drive within the Noongar Community;
- (ii) Assist SWALSC with the continuation of the Membership Drive;

- (iii) Consider whether submitted membership Expressions of Interest forms meet the proposed Regional Corporation Rule Book membership criteria;
 - (iv) Approve eligible membership applications after the entity is registered with ORIC; and
 - (v) Ensure new members are promptly registered on the Membership Register.
- (c) **Expert Director Skill Set**
 - (i) Consider and develop descriptions of the necessary skill sets for the Expert Directors of the Regional Corporation, subject to the eligibility requirements in the Rule Book.
- (d) **Member Director and Expert Director Nominations**
 - (i) Become familiar with the Member and Expert Director Nomination process.
 - (ii) Seek nominations for Member Directors and Expert Directors.
- (e) **Postal Vote Election for Member Directors**
 - (i) Review and consider the Election Manual for Member Director elections, which must be conducted through postal voting in compliance with the Rule Book.
 - (ii) Appoint a returning officer to conduct a postal vote for election of the first Member Directors.
- (f) **General Meetings**
 - (i) Prepare for, call and hold the first general meeting of the Regional Corporation within three months after the Regional Corporation is registered (or such longer period as ORIC may approve by way of exemption).
 - (ii) If the postal vote for Member Directors is not completed prior to the first general meeting of the Regional Corporation, call and hold a further general meeting of the Regional Corporation as soon as possible to confirm the appointment of the first Member Directors.
- (g) **Governance Training**
 - (i) Consider undertaking governance training (e.g. ORIC or AICD training), provided that it is freely available to the Regional Corporation, or funded by another organisation.

4. Limitation on Role of Initial Directors

- (a) Subject to clause 4(b), the Initial Directors must not do or purport to do any of the following:
 - (i) hold himself or herself out as having authority to act on behalf of the

- Regional Corporation;
- (ii) engage in any negotiations with third parties on behalf of the Regional Corporation;
 - (iii) enter into any contract on behalf of, or otherwise bind, the Regional Corporation;
 - (iv) appoint Expert Directors of the Regional Corporation;
 - (v) secure funding on behalf of the Regional Corporation; or
 - (vi) incur any liabilities on behalf of the Regional Corporation.
- (b) Notwithstanding clause 4(a), the Initial Directors may undertake such matters as are strictly necessary:
- (i) for the Regional Corporation to seek endorsement as the Regional Corporation in accordance with the Regional Corporation Principles and the Transition Principles in the ILUAs; and
 - (ii) for the Initial Directors to comply with their duties as directors under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth), the general law and the Rule Book.
- (c) The above limitations are in place because:
- (i) the Initial Directors are intended to have an interim role only, to facilitate critical establishment steps for the Regional Corporation;
 - (ii) during the term of the Initial Directors' appointment, the Regional Corporation will not yet be endorsed by the Trustee and the State as the Regional Corporation, and will therefore not have access to funding or staff; and
 - (iii) it is recognised that it is the role of the "full board" comprising the Member Directors and Expert Directors to determine the strategy and plans for the Regional Corporation, and this is outside of the scope of the Initial Directors.

5. Term of Appointment

- (a) The appointment of the Initial Directors becomes effective from when the Regional Corporation is registered by ORIC.
- (b) Except as otherwise provided for in the Rule Book, an Initial Director (including any Initial Director appointed to fill a casual vacancy under clause 7) holds office only until the earlier of:
 - (i) the conclusion of the general meeting of the Regional Corporation at which the first Member Directors are appointed; or
 - (ii) the date on which the Initial Director retires or is removed, or the office becomes vacant in accordance with the Rule Book.
- (c) An Initial Director may nominate to become a Member Director of a Regional Corporation if they are deemed eligible through the nomination process and

elected by the members through the election process.

6. Seeking election in multiple Agreement Groups

- (a) A person is permitted to nominate for election for more than one Agreement Group. However, a person is permitted to be an Initial Director for only one Agreement Group.
- (b) Where an Initial Director is elected and they are also a candidate in a future election the returning officer will automatically withdraw them from subsequent election processes for other Agreement Groups.
- (c) Resigning from an Initial Director position does not enable the candidate to be reinstated as eligible in subsequent elections for other Agreement Groups.
- (d) A person who is a member of multiple Agreement Groups may opt not to nominate for election across multiple Agreement Groups, and instead focus on a particular Agreement Group.

7. Initial Director Casual Vacancies

If an Initial Director position becomes vacant during the term of their appointment, the vacancy shall be managed under rule 8.4.1 of the Rule Book.

8. Remuneration

The Initial Directors are not paid as the Regional Corporations are not formally established and are not yet eligible to receive funding from the Trustee.

9. Amendment of Terms of Appointment

These Terms of Appointment may be amended by agreement in writing between the Initial Directors, SWALSC and the State.

Evidence in Support of Transition Principles

Transition principle	Evidence in support of SWALSC adherence to principle
<p>Maximise Noongar community participation in the development of the Nominee Noongar entities by the execution of a well-defined communication, consultation, and participation plan during the transition period</p>	<ol style="list-style-type: none"> i. Broad marketing (communication) strategies were identified and implemented for the Transition Program. The SWALSC used various means of notification with the aim to reach the varying demographical groups. SWALSC used: <ul style="list-style-type: none"> • Mailout • Website • Newsletter • Text message • Email • Verbal notification of upcoming meetings and on the day of each meeting • Social Media ii. Both members and non-members of the SWALSC were considered for notification and those whose details we had on file invited to participate in all meetings and workshops throughout the regions. iii. Noongar Regional Officers were employed in the regions to encourage participation in meetings throughout the transition period. The regional officers' telephoned members and known regional agreement group members, pursued door knock campaigns and visited the various Aboriginal Corporations in the region to keep them up to date on the progress for the transition program and encouraged them to participate in the meetings scheduled.
<p>Encourage maximum participation in and membership of the Nominee Noongar entities by the relevant Agreement Group members and to ensure that those relevant persons have the opportunity to:</p> <ol style="list-style-type: none"> i. Review, amend and adopt the template rulebook (as amended) of their relevant Nominee Noongar entity. ii. Review, amend and adopt the initial Cultural Advice Policy of their Nominee Regional Corporation (RC); and iii. Review, amend and adopt the initial Cultural Consultation Policy of the Nominee Central Services Corporation (CSC). 	<ol style="list-style-type: none"> i. Throughout 2021, SWALSC convened 28 community meetings where Agreement Group members were given an opportunity to review and amend the template rulebook of their relevant Nominee Noongar entity. Agreement Group members will be given the opportunity to adopt the template rulebook at the upcoming pre-incorporation meetings. These meetings were in addition to the 26 Agreement Group and Focus Group workshops that took place in 2015 and 2016 where the rulebook was discussed in detail. The rulebook Agreement Group members will be asked to endorse at the pre-incorporation meetings reflects all community feedback received by SWALSC. ii. Throughout 2021, SWALSC convened 22 community meetings where Agreement Group members were given an opportunity to review and amend the initial Cultural Advice Policy of their Nominee Regional Corporation. These meetings were in addition to the 26 Agreement Group and Focus Group workshops that took place in 2015 and 2016 where the Cultural Advice Policy was discussed in detail. The Cultural Advice Policy Agreement Group members will be asked to endorse at the pre-incorporation meetings is the document created by community through an extensive consultation process. iii. The Cultural Consultation Policy of the Nominee Central Services Corporation has been available on the SWALSC website for several years. Further, the policy has been included within the pre-incorporation mailout documents allowing the community a further opportunity to review the policy prior to its adoption by the relevant Agreement Group.

Transition principle	Evidence in support of SWALSC adherence to principle
<p>Ensure the relevant Agreement Groups participate in:</p> <ul style="list-style-type: none"> i. The recruitment, election, and appointment of a new board of directors, including independent directors, in accordance with the rule book and the relevant regional corporation principles and CSC principles. i. The recruitment, selection and appointment of appropriate senior management and staff; and ii. The relevant Agreement Group Endorsement of a nominee regional corporation and a nominee central services corporation. 	<ul style="list-style-type: none"> i. The relevant Agreement Groups will have the opportunity to participate in the recruitment, election and appointment of a new board of directors including directors at the first general meeting to be called by the initial directors following the incorporation of the relevant regional corporation. ii. The relevant Agreement Groups have been given an opportunity to consider and provide feedback on the recruitment process for regional corporation staff. The draft recruitment process was included within the Transition Program: Establishment of the Regional Corporations 2016 document. The document was distributed at all 44 of the community meetings convened by SWALSC in 2021. The document has also been distributed at numerous meetings, as well as available at the SWALSC office for several years. The draft process has been included in the documents sent as part of the pre-incorporation meeting mailouts. In addition, the relevant Agreement Groups will have an opportunity to endorse the process at the upcoming pre-incorporation meetings. iii. The relevant Agreement Group Endorsement of a nominee regional corporation and a nominee central services corporation at the upcoming pre-incorporation meetings.

