

# Ngadju Native Title Aboriginal Corporation RNTBC

Under special administration

ICN 8297 | ABN 40 829 460 147

Level 8, 225 St Georges Terrace, Perth WA 6000 | GPO Box 2710, Cloisters Square PO, Perth WA 6850  
 Phone: (08) 9462 3500 | Fax: (08) 9462 3555 | Web: nntac.org.au | Email: reception@nntac.org.au

## NEWSLETTER

Issue 4, June 2020

### Dear members and other interested people,

Our names are Jack James and Paula Smith and we are from Rodgers Reidy in Perth. On 11 November 2019, the Registrar of Indigenous Corporations appointed us special administrators of Ngadju Native Title Aboriginal Corporation RNTBC (Ngadju).

This is our fourth newsletter. All newsletters and meeting notices will be available on the public Register of Indigenous Corporations at [oric.gov.au](http://oric.gov.au)—use the ‘Find a corporation’ tool and search using ‘Ngadju Native Title’ or ‘8297’ (the ICN). Then follow the link to ‘documents’.

### PROGRESS OF SPECIAL ADMINISTRATION

We are now in the final stage of the special administration—preparing Ngadju for return to members’ control.

	ACTION	STATUS
1	Take control of the assets, including bank accounts; build a complete picture of issues and challenges; and establish a clear plan of action.	Complete
2	Restore good operational order.	Complete
3	Prepare the corporation for return to members’ control.	In progress

### MEETINGS AND WORKSHOP

Restrictions on travel and meetings are easing, so from the last day of June we are planning to hold:

- our third information meeting
- a workshop about a proposed Indigenous land use agreement with IGO
- a meeting of native title holders.

The meetings will be held in three locations—Perth, Kalgoorlie and Norseman—as follows.

WHAT	WHEN	WHERE
Information meeting	5pm, 30 June	Holiday Inn 778/788 Hay St Perth
Information meeting	10am, 1 July	Rydges Hotel 21 Davidson St Kalgoorlie
IGO ILUA meeting	9am–12 noon, 2 July	Norseman Sporting Complex Sinclair St Norseman
Information meeting and meeting of native title holders	1pm, 2 July	Norseman Sporting Complex Sinclair St Norseman
	9am, 3 July	

Notices for the above meetings are attached, including agendas. Please read the notice of the meeting of native title holders carefully. It contains important information that native title holders will be asked to consider and vote on at the meeting.

### INFORMATION MEETINGS

Information meetings are open to all members and other interested people to attend—except for media. Come along to hear from the special administrators about the work being done and to ask questions.

### IGO ILUA WORKSHOP

As members would be aware, IGO is interested in entering into an Indigenous land use agreement (ILUA) with Ngadju. To ensure native title holders can make a well-informed decision, we are holding a workshop so members can discuss and ask questions about the concept of an ILUA and the terms of this proposed ILUA.

To be clear, this is just a workshop. No agreement will be made at this stage—a lot more work is required.

## MEETING OF NATIVE TITLE HOLDERS

The meeting of native title holders is open to all Ngadju native title holders to attend. Observers can only attend if the native title holders agree. Media are not allowed to attend.

## MEETING ATTENDANCE & TRAVEL ALLOWANCES

There will be no sitting fees paid for attending the meetings. However, Ngadju will make the following payments—in accordance with rates set by the Australian Taxation Office—to members who attend the ILUA workshop and the meeting of native title holders in Norseman on 2 and 3 July 2020:

- **accommodation** allowance: \$114 per night. A member who attends the meetings on 2 and 3 July will receive \$342 for accommodation (for three nights). If a member attends only one of the two days they will receive \$228.
- **meal** allowance: \$49.60 per night for evening meals only (since breakfast and lunch will be provided on the two meeting days). A member who attends the meetings on 2 and 3 July will receive \$148.80 for meals (for three nights). If members attend only one of the two days they will receive \$99.20.
- **travel** allowance: 68 cents per kilometre for travel in the Goldfields region. There is no payment for travel that takes place outside the Goldfields region.

**Eligibility:** travel allowance is payable to native title holders who:

- drive to the meeting (passengers are not eligible)
- travel by other means eg plane, bus, taxi
- travel from their normal residence (outside of Norseman).

**Calculation:** Whatever the method of transport, the rate of payment is based on travel from your normal residence and is only paid for the portion of the journey that takes place within the Goldfields region of Western Australia—as below. Please note:

- If your normal residence is outside of the Goldfields region, the location identified in the table as being on the most direct route from your normal residence will be used when calculating the allowance.
- For those who do not drive, costs will be reimbursed at the face value of the ticket or up to the amount identified in the schedule—whichever is lower.

**Claims:** You must sign your name on the record of attendance on arrival at the meeting and provide the following evidence.

- If you are a driver, at the time of registration, you must show your **driver's licence** and provide your vehicle **registration number**.
- If you paid your own travel costs, you must show your **ticket and receipt**.

ORIGIN	DISTANCE (one way)	REIMBURSEMENT (both ways)
Cocklebiddy	437 km	\$594.32
Esperance	204 km	\$277.44
Hyden	302 km	\$410.72
Kalgoorlie	188 km	\$255.68
Kambalda	133 km	\$180.88
Leinster	557 km	\$757.52
Ravensthorpe	356 km	\$484.16

Payments will be processed on Monday 6 July.

## OPERATIONAL MATTERS

### OFFICE REOPENED

We are pleased to advise that in accordance with the Western Australian Government's roadmap to ease COVID-19 restrictions, the Ngadju office reopened on 18 May 2020. Staff are continuing to observe social distancing and hygiene requirements.

### ROB KLUG, CEO

We are pleased to advise that following an extensive recruitment process, Robert (Rob) Klug has accepted the position of chief executive officer (CEO). Rob commenced with Ngadju on 28 April.



Rob started his working life as an accountant with KPMG before qualifying as a lawyer. He worked for a number of years at a senior level in the international law firm, Herbert Smith Freehills.

Rob's most recent role, prior to joining Ngadju, was chief commercial officer and general counsel at Sandfire Resources Limited. Whilst at Sandfire, Rob negotiated and managed a number of native title and heritage agreements, particularly with the Yugunga-Nya people, an agreement that has resulted in Sandfire paying over \$20 million in royalties so far.

With his significant experience in native title and heritage negotiations, and his legal background and qualifications, Rob will be a great benefit to Ngadju and its members.

Rob is committed to engaging with staff, members, the new board (once appointed), stakeholders and others in an effective and transparent way and working with all parties to ensure the future success of Ngadju.

Please join us in welcoming Rob to NNTAC and we look forward to introducing you to Rob at the upcoming meetings. Rob's contact details are:

- email—[robert.klug@nntac.org.au](mailto:robert.klug@nntac.org.au)
- mobile—0419 431 131

### OTHER STAFFING

We are implementing some changes to the staff structure of Ngadju to make sure the structure is the right size and best fit.

### HERITAGE SERVICES

Due to the COVID-19 outbreak, the decision was made to suspend all heritage services to ensure no Ngadju people or staff were put at risk. With the easing of restrictions, we are looking to resume heritage services in the next month or so. However, to ensure everyone is safe, the heritage survey protocols are being reviewed and amended to cater for social distancing and other legal requirements.

Details of the updated protocols will be released in the coming weeks.

### ABBOTT TRUSTEE SERVICES

Since our appointment, we have had regular contact with Abbott Trustee Services (Abbotts) who are the trustee of the Ngadju Charitable Trust No 2 (the Trust). The Trust operates independently of Ngadju and has its own advisory committee.

### 2020–21 budget

The Trust provides funding to Ngadju to assist with meeting its operational costs. The funding that is provided is based on a budget as prepared by Ngadju and approved by Abbotts and the advisory committee.

We prepared an operating budget for Ngadju for the period 1 July 2020 to 30 June 2021 which we submitted to Abbotts for review by the Trust advisory committee. That budget is now approved—for more detail, see the section on the money story.

### LIMITED SCOPE FORENSIC AUDIT

As previously advised, the Trust engaged Bentleys (chartered accountants) to undertake a limited scope forensic audit of certain financial matters for the financial years 2017–18 and 2018–19. The corporation provided Bentleys with full access to its accounting system and addressed all questions received in a timely manner. The audit was completed in early May 2020 and its key findings and recommendations follow.

### Key findings

- Based on the limited scope review, no instances of fraud or misappropriation were detected.
- Of the 1527 debit card transactions during the period of review (totalling \$518,656), 19 transactions (totalling \$2,033) did not have supporting documentation. In the circumstances, this is not unreasonable.
- The CEO had broad delegated authority and did not breach that delegation.
- Quarterly management accounts (showing actual versus budgeted results and an analysis of expenditure over budget) were tabled at five board meetings. The minutes do not record much discussion of these accounts, however on three occasions they were formally approved.
- Management has provided explanations for expenditure that was over budget. The explanations appear reasonable.

### Recommendations

1. Prepare policies for consideration and approval by the board, on:
  - delegations—clearly setting out the delegated authority of the CEO and all staff.
  - debit card use, authorisation (including limits and thresholds for dual authorisation for prior approval) and processes
  - procurement.

2. Minutes of directors meetings should include the tabling, discussion and ratification of management accounts—at least quarterly.
3. Establish and maintain a gift register and refer all gifts to the board for approval.

Prior to the end of the special administration, we will prepare the policies as set out in the recommendations above.

## MONEY STORY

A summary of Ngadju's recent financial information is below. We have implemented a new format for reporting income and expenses to make it clearer for members what the corporation is spending its money on.

### FINANCIAL POSITION AND PERFORMANCE

The corporation accrued a profit of \$14,787 for the 10 months ending 30 April 2020. We are continuing to review the finances of Ngadju to identify cost reductions.

In previous newsletters, we discussed (amongst other things) two important financial matters, being:

- funds from Goldfields Land & Sea Council Aboriginal Corporation (GLSC)
- some payments received by Ngadju under certain mining agreements.

## BALANCE SHEET

### (STATEMENT OF FINANCIAL POSITION)

Assets & liabilities (unaudited)	30 April 2020
<b>Assets</b>	
Current assets	2,384,051
Non-current assets	344,900
<b>Total assets</b>	<b>2,728,951</b>
less	
<b>Liabilities</b>	
Current liabilities	937,302
Non-current liabilities	-
<b>Total liabilities</b>	<b>937,302</b>
<b>EQUITY</b>	<b>1,791,649</b>

## INCOME STATEMENT (STATEMENT OF FINANCIAL PERFORMANCE)

as at 30 April '20 (unaudited)

<b>Income</b>	
PBC administration funding	1,291,667
Heritage services	524,798
Mining agreement income	420,107
Grants and contributions	51,677
Reimbursement income	114,235
Other income	32,149
<b>Total income</b>	<b>2,434,633</b>
less	
<b>Expenses</b>	
<b>Land access &amp; native title expenses</b>	
Legal fees—land access	211,103
Consulting fees—land access	155,677
Negotiation committee wages	30,332
Negotiation committee travel & accommodation	36,239
Heritage survey TO wages	295,695
Heritage survey TO travel	22,176
Heritage survey anthropologist & other expenses	48,991
<b>Total land access &amp; native title expenses</b>	<b>800,213</b>
Board meeting & governance expenses	
Legal fees—governance	81,599
Consulting fees—governance	9,246
Directors' wages & superannuation	153,113
Board meetings—travel & accommodation	50,223
Member meeting—travel & accommodation	60,075
Member programs & services	41,505
<b>Total board meeting &amp; governance expenses</b>	<b>395,761</b>
<b>Administration &amp; office expenses</b>	
Accounting & bookkeeping fees	55,370
Audit fees	12,940
Computer expenses	32,167
Depreciation	48,354
Insurance	31,953
Legal fees—general	54,968
Meeting costs	44,969
Motor vehicle expenses	24,343
Office rent, cleaning & utilities	88,835
Recruitment expenses	39,478
Salaries, wages & superannuation	700,802
Other employee expenses	17,379
Printing, postage & stationery	8,259
Telephone & internet expenses	27,332
Travel & accommodation—general	31,484
Other expenses	5,242
<b>Total administration &amp; office expenses</b>	<b>1,223,875</b>
<b>Total expenses</b>	<b>2,419,849</b>
<b>SURPLUS</b>	<b>14,784</b>

## MONEY FROM GLSC

As previously advised, these are funds transferred from GLSC. At a meeting on 3 February 2016 the Ngadju people agreed certain funds held by GLSC would be transferred to the corporation. As a result, in March 2019 approximately \$1,299,092 was transferred into a corporation bank account.

These funds have not been used. As at 30 April 2020 the amount was \$1,301,566, which includes interest earned since the funds were received.

As detailed in our previous newsletter, we think these funds should be paid into a discretionary trust so that the funds can be distributed to members. However, at the upcoming meeting we will ask native title holders to vote on where this money should go.

## MONEY FROM MINING AGREEMENTS

A detailed review of the funds received from various mining agreements has been undertaken. This has been a very useful exercise and will help Ngadju better manage the various mining agreements into the future.

That review identified certain amounts that we believe should more appropriately be paid to a separate Trust rather than Ngadju. As such, any of these funds that Ngadju has received since our appointment have been set aside and not used for operational expenses. So far, these funds total \$539,314 and will be paid to the Trust shortly. We will also direct that future royalty income under those particular agreements be paid to the Trust.

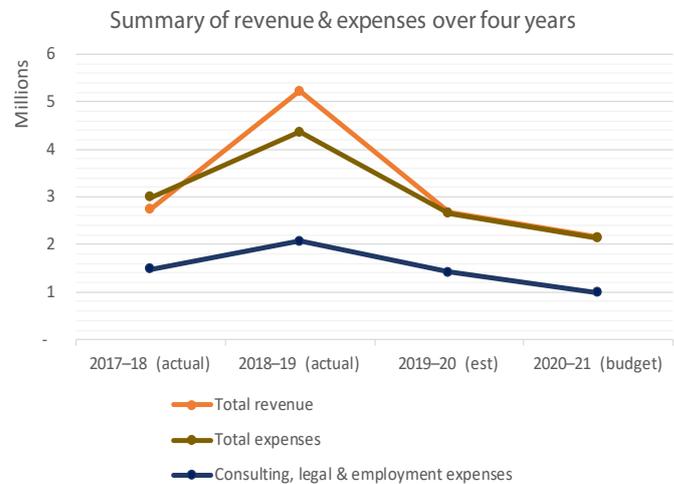
## BUDGET, 2020–21

As noted, the operating budget we prepared for Ngadju for the period 1 July 2020 to 30 June 2021 has been approved by the Trust advisory committee. The amount of operational funding to be provided to Ngadju for the period 1 July 2020 to 30 June 2021 is \$1,550,000.

The 2020–21 budget represents a significant reduction in total revenue and total expenses as compared to previous years:

REDUCTIONS in...	REVENUE	EXPENSES
2017–18 (actual)	\$2,747,078	\$2,997,844
2018–19 (actual)	\$5,227,807	\$4,366,455
2019–20 (forecast)	\$2,663,197	\$2,661,362
2020–21 (forecast)	\$2,151,810	\$2,140,391

The following chart highlights reductions in revenue, expenses and the three largest expense categories of consulting, legal and employment (combined).



In relation to the 2020–21 budget, we set out the following.

## REVENUE

There are two main reasons for the lower forecast revenue (as compared to 2017–18, 2018–19 and 2019–20):

- GLSC funds were recorded as income in 2018–19
- income from the mining agreements

## MONEY FROM GLSC

The 2018–19 financial statements record GLSC funds of \$1.5 million as revenue in 2018–19. This included a one-off payment of \$1.3 million. Following our review, we consider these funds should be paid to a trust of benefit to members. This is to be discussed at the meeting for native title holders.

## MONEY FROM CURRENT MINING AGREEMENTS

In each of 2017–18 and 2018–19, income from Ngadju's mining agreements was over \$1 million. Having reviewed the mining agreements, we consider that some funds received under those agreements should be directed to the Trust. As such, we have not forecast such funding as income in 2020–21 budget. The only mining agreement income forecast for 2020–21 (being \$150,000) is for money that can properly be held by Ngadju and used for operational purposes.

Further, Ngadju currently holds \$539,314 in a separate bank account. This is money received from mining companies since our appointment that we believe should be directed to the Trust. It is not recorded as income in 2019–20 but it appears on the balance sheet.

While the forecast mining agreement income for Ngadju is lower in the 2020–21 budget than previous years, the majority of funds due from the mining companies will be paid directly to the Trust—which has not occurred in previous years.

## EXPENSES

Since our appointment, we have sought to:

- refocus Ngadju on core business, being native title, heritage and land management
- ensure Ngadju is only applying funds in respect to core business and only receiving funds from mining companies in accordance with the terms of the mining agreements
- reduce operating costs.

As detailed above, forecast 2020–21 expenses are significantly lower than previous years (particularly compared to 2018–19). The lower overall expenditure is forecast to be achieved through reductions in the following expenses:

- legal fees
- consulting fees
- employee costs (excluding heritage workers)

## CONSULTING & LEGAL FEES

The following table provides a summary of the historical and forecast fees for legal and consulting.

FEES for...	LEGAL	CONSULTING
2017–18 (actual)	\$498,183	\$365,840
2018–19 (actual)	\$523,045	\$456,073
2019–20 (forecast)	\$420,059	\$170,961
2020–21 (forecast)	\$216,000	\$35,000

The budget has only allowed for consulting fees for land access (\$23,000) and governance (\$12,000). The governance costs are to be funded through a grant from NIAA.

The newly employed CEO, Rob Klug, is a qualified lawyer with experience in native title negotiations. We expect significant savings in legal fees as Rob will undertake a large portion of this work.

## EMPLOYMENT COSTS

We have identified savings by reducing staff numbers and through changes to the organisation structure and roles.

Forecast 2020–21 employee expenses have been reduced and are lower than previous years (particularly compared to 2018–19):

EMPLOYEE EXPENSES	
2017–18 (actual)	\$626,196
2018–19 (actual)	\$1,091,935
2019–20 (forecast)	\$834,085
2020–21 (forecast)	\$731,732

## 2020–22 STRATEGIC PLAN

A strategic plan for Ngadju for 2020–22 has been prepared. It sets out the vision for Ngadju for the next two years—which is primarily to focus on core business. A copy will be posted to the Ngadju website and is available by emailing [reception@nntac.org.au](mailto:reception@nntac.org.au).

## ADVISORY GROUP

We met with the advisory group on 29 May 2020 to discuss suggested changes to the rule book. We will have a further meeting on 10 June 2020. Once we have gathered its feedback, we will prepare a summary of suggested changes to send to members for comment.

## APPOINTMENT OF NEW DIRECTORS

As we are in the final stage of the special administration, we want to start the process for the appointment of new directors.

### Member directors

The process for the appointment of member directors will be in two stages:

- seek nominations from members interested in becoming a member director
- write to all members to advise who has nominated and invite them to vote.

For members who would like to nominate themselves as a director, a nomination form is attached. Please complete and return it to us by 26 June 2020.

## Independent directors

We think that the new board should comprise two independent non-member specialist directors with skills and/or experience in finance, law, governance and/or native title. To identify people who wish to be considered for the role, we will use:

- the Forum for Directors of Indigenous Organisations—[fdio.com.au](http://fdio.com.au)
- ORIC's *Independent Directory*—[director.oric.gov.au](http://director.oric.gov.au)

The closing date for expressions of interest will be around 26 June 2020. We will discuss applications with the advisory group and then arrange for the advisory group to meet shortlisted candidates.

*To find out more about special administrations visit [oric.gov.au/special-admins](http://oric.gov.au/special-admins) or call 1800 622 431 (not free from mobiles)*

## SPECIAL ADMINISTRATORS

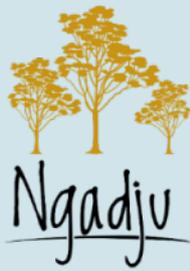


**Jack James and Paula Smith**

Rodgers Reidy

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# NOTICE of INFORMATION MEETINGS

On 11 November 2019, the Registrar of Indigenous Corporations appointed us—Jack James and Paula Smith—as special administrators of Ngadju Native Title Aboriginal Corporation RNTBC.

Anticipating that restrictions on travel and meetings will ease, we will hold our third round of information meetings about the special administration.

We invite all members of the corporation and interested people to come to the meeting. To respect the privacy of participants, **no media will attend.**

<b>WHEN</b>	5pm Tuesday 30 June	10am Wednesday 1 July	1pm Thursday 2 July
<b>WHERE</b>	Holiday Inn 778/788 Hay Street Perth	Rydges Hotel 21 Davidson Street Kalgoorlie	Norseman Sporting Complex Sinclair Street Norseman

### AGENDA

1. Update on the special administration
2. Address by Rob Klug, CEO
3. Ngadju's money story
4. Review of Ngadju's rule book
5. Next steps in the special administration
6. Questions

**Light refreshments will be served at each meeting.**

**This is your opportunity to discuss the future of your corporation. Please come along.**

### SPECIAL ADMINISTRATORS



**Jack James and Paula Smith**

Rodgers Reidy

**Phone:** (08) 9328 6262

**Email:** [jjames@rodgersreidy.com.au](mailto:jjames@rodgersreidy.com.au)

[psmith@rodgersreidy.com.au](mailto:psmith@rodgersreidy.com.au)



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## NOTICE of IGO ILUA WORKSHOP

**WHEN** 9am–12 noon  
Thursday 2 July 2020

**WHERE** Norseman Sporting Complex  
Sinclair Street  
Norseman

### AGENDA

1. Overview—what is an ILUA?
2. Advantages and disadvantages of an ILUA
3. Why an ILUA with IGO might be good for Ngadju
4. Discussion and questions

**Light refreshments will be served.**

**On 11 November 2019, the Registrar of Indigenous Corporations appointed us—Jack James and Paula Smith—as special administrators of Ngadju Native Title Aboriginal Corporation RNTBC.**

As you may know, IGO is interested in forming an Indigenous land use agreement (ILUA) with Ngadju. ILUAs are important agreements, so we are holding a workshop and to ensure that native title holders understand the proposal and have a chance to discuss and ask questions.

**Ngadju's new CEO, Mr Rob Klug, has some experience with ILUAs. He will facilitate the workshop along with Mr Graham Castledine, Ngadju's lawyer.**

To be clear, this is just a workshop. No agreements will be made regarding any ILUA—a lot more work is required for that.

We invite all native title holders to come along. This is your opportunity to discuss the future of your corporation. A representative from IGO will be at the meeting to discuss the proposed ILUA and answer questions.

To respect the privacy of participants, **no media will attend.**

### SPECIAL ADMINISTRATORS



Jack James and Paula Smith

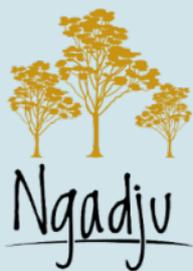
Rodgers Reidy

**Phone:** (08) 9328 6262

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[psmith@rodgersreidy.com.au](mailto:psmith@rodgersreidy.com.au)

**PLEASE NOTE:** We are anticipating that restrictions on travel and meetings will ease. If they do not, we will need to postpone the meeting. We apologise for any inconvenience.

Based on attendance at previous information meetings, we believe the above venue is large enough for us to maintain social distance.



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# NOMINATION & CONSENT to be a DIRECTOR

All parts of this form must be completed.

### PART A—PERSONAL DETAILS

I, \_\_\_\_\_ (your full name)

of \_\_\_\_\_ (your residential address—not postal)

phone \_\_\_\_\_

email \_\_\_\_\_

date of birth \_\_\_\_\_

place of birth \_\_\_\_\_

nominate and—if appointed—give consent to become a director of the corporation.

### PART B—FAMILY GROUP AFFILIATION

I declare that I have a primary affiliation with the following family group. (Please select one only.)

Family	Ancestor	Primary affiliation
Belang	Belang (Bilanj, also known as Jinny)	<input type="checkbox"/>
Dalgetty/ Ray/ Munroe	Minnie & Tumi	<input type="checkbox"/>
Donaldson	Polly Raylinya	<input type="checkbox"/>
Flynn	Peter Flynn	<input type="checkbox"/>
Graham	Maggie & Jumbo	<input type="checkbox"/>
Jacobs	Linesman Jacob & Kakaanj	<input type="checkbox"/>
Rule	Karitjabana & Ngilinj	<input type="checkbox"/>
Schultz	Diamond & Lucy	<input type="checkbox"/>
Wicker	Wicker (Wika)	<input type="checkbox"/>
Wilson/ Nine	Mary Kuuban (Kuubanj)	<input type="checkbox"/>

## **PART C—DISCLOSURE OF INTERESTS**

I also set out the following as standing notice to the directors of the corporation under sections 268-1 and section 268-10 of the CATSI Act regarding directors' duty to disclose any material personal interests that might conflict with the interests of the corporation.

1. I have the following interests in contracts or proposed contracts with the corporation:
2. I declare I have the following associations with other corporations or businesses:  
*(Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder.)*
3. Office held whereby duties or interests might be created in conflict with my duties as a director of the corporation:
4. Any other material personal interest relevant to the affairs of the corporation:

## **SECTION D—RELEVANT EXPERIENCE AND/OR QUALIFICATIONS**

## **SECTION E—ACKNOWLEDGEMENT AND SIGNATURE**

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

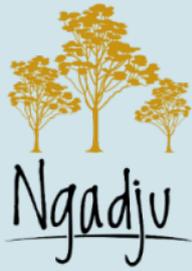
- have been convicted of an offence under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (the Act) that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- am an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept to the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

and I will notify the Corporation within 14 days if any of the above events occur after my appointment.

I also acknowledge that my appointment as a director is subject to the rules of the corporation and the CATSI Act.

Signature of nominee: \_\_\_\_\_

Date: \_\_\_\_\_



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# NOTICE of MEETING of NATIVE TITLE HOLDERS

## AGENDA

1. Confirmation of chairperson, quorum and attendance
2. Consideration of proxies
3. Confirmation of minutes of the meeting of native title holders on 17 November 2017
4. Report by the special administrators
5. GLSC funds held by NNTAC
6. GLSC funds held by Jackson McDonald
7. Variation to Avoca mining agreement
8. Variation to Accent agreement
9. Authorisation of Stennet state deed
10. Proposed agreement with Great Southern Nickel
11. Proposed agreement with Central Northern Gold Consolidated (CNGC)/ Pantoro
12. Proposed agreement with Lukah Mining
13. Adoption of proposed standard heritage protection agreement
14. Update on compensation agreement with Silver Lake
15. Request to provide Ngadju anthropological reports to Marlinyu Ghoorlie native title claim group
16. General business

A meeting of Ngadju people native title holders will be held as described in these pages. Please read this whole notice and if you have a query about any agenda item, do not hesitate to contact **Rob Klug, CEO**—phone **(08) 9462 3500**.

Restrictions on travel and meetings are being eased. However, due to the expected number of attendees and also to ensure there is space to practise social distancing, the meeting will be held at the Norseman Sporting Complex.

### DAY ONE

1pm Thursday 2 July

### DAY TWO

9am, Friday 3 July

**Norseman Sporting Complex**  
Sinclair Street, Norseman

## SPECIAL ADMINISTRATORS



**Jack James and Paula Smith**

Rodgers Reidy

**Phone:** (08) 9328 6262

**Email:** jjames@rodgersreidy.com.au  
psmith@rodgersreidy.com.au

## WHO ARE THE NATIVE TITLE HOLDERS?

According to the Federal Court’s determinations of 2014 and 2017, Ngadju native title holders are biological descendants of the following apical ancestors and people they have adopted in accordance with Ngadju tradition and custom:

- Belang (Bilanj aka Jinny)
- Minnie and Tuumi
- Karitjabana and Ngilinj
- Kakaanj
- Mary Kuuban (Kuubanj)
- Ojurdilj and Oja/bulj
- Ojaruptjal and Tjupu
- Diamond and Lucy
- Linesman Jacob
- Wicker (Wika)
- Peter Flynn
- Maggie and Jumbo
- Polly Raylinya.

## CONDUCT OF THE MEETING

At the meeting of Ngadju native title holders on 23 November 2017 it was resolved to apply the Ngadju rule book to confirm quorum and define the conduct of the meeting, including how people may vote.

## VOTING IN PERSON

To vote in person, come to the meeting.

## VOTING BY PROXY

The rule book allows proxy votes, but only if:

- the proxy is listed on the register of members as having the same primary affiliation as the member, and
- the Corporation receives the proxy’s appointment at least 48 hours before the meeting.

A form to appoint a proxy is attached to this meeting notice.

## SUPPORT TO ATTEND

There will be no sitting fees paid for attending the meetings. However, Ngadju will provide breakfast and lunch for attendees on 2 and 3 July, and make the following payments—in accordance with rates set by the Australian Taxation Office:

- **accommodation** allowance: \$114 per night. A member who attends the meetings on 2 and 3 July will receive \$342 for accommodation (for three nights). If a member attends only one of the two days they will receive \$228.

- **meal** allowance: \$49.60 per night for evening meals only (since breakfast and lunch will be provided on the two meeting days). A member who attends the meetings on 2 and 3 July will receive \$148.80 for meals (for three nights). If members attend only one of the two days they will receive \$99.20.
- **travel** allowance: 68 cents per kilometre for travel in the Goldfields region. There is no payment for travel that takes place outside the Goldfields region.

**Eligibility:** travel allowance is payable to native title holders who:

- drive to the meeting (passengers are not eligible)
- travel by other means eg plane, bus, taxi
- travel from their normal residence (outside of Norseman).

**Calculation:** Whatever the method of transport, the rate of payment is based on travel from your normal residence and is only paid for the portion of the journey that takes place within the Goldfields region of Western Australia—as below. Please note:

- If your normal residence is outside of the Goldfields region, the location identified in the table as being on the most direct route from your normal residence will be used when calculating the allowance.
- For those who do not drive, costs will be reimbursed at the face value of the ticket or up to the amount identified in the schedule—whichever is lower.

**Claims:** You must sign your name on the record of attendance on arrival at the meeting and provide the following evidence.

- If you are a driver, at the time of registration, you must show your **driver’s licence** and provide your vehicle **registration number**.
- If you paid your own travel costs, you must show your **ticket and receipt**.

ORIGIN	DISTANCE (one way)	REIMBURSEMENT (both ways)
Cocklebiddy	437 km	\$594.32
Esperance	204 km	\$277.44
Hyden	302 km	\$410.72
Kalgoorlie	188 km	\$255.68
Kambalda	133 km	\$180.88
Leinster	557 km	\$757.52
Ravensthorpe	356 km	\$484.16

Payments will be processed on Monday 6 July.

AGENDA ITEM	PROPOSED RESOLUTION	NOTES
GLSC funds held by NNTAC	Ngadju people native title holders resolve to approve the transfer of \$1,301,772.54 plus interest held by NNTAC in its holding account to <i>either</i> Ngadju Charitable Trust No.2 <i>or</i> Ngadju Direct Benefits Trust.	<p>The GLSC previously held money (mostly from mining agreements) on behalf of the Ngadju people. This money was regarded as general in purpose, rather than being subject to any specific conditions or requirements.</p> <p>This money (\$1,301,772.54) has now been transferred from GLSC's lawyers (Jackson McDonald) to NNTAC and is currently in a holding account. The Ngadju native title holders now need to consider which trust they wish these funds to be paid into and for what purpose they should be used.</p> <p>A representative from Abbott Trustee Services will be at the meeting to discuss various options for using these funds.</p>
GLSC funds held by Jackson McDonald	Ngadju people native title holders resolve to authorise NNTAC to direct Jackson McDonald to transfer the special purpose funds of approximately \$260,000 held by that firm on behalf of the GLSC to Ngadju Charitable Trust No.2.	This money held by the GLSC on behalf of the Ngadju people was subject to a special condition requiring it be used for special purposes such as education, training, law and culture, or sport. It remains in Jackson McDonald's trust account pending further instruction. It is considered appropriate that these funds be transferred to Ngadju Charitable Trust No.2 to be allocated by the trustee to programs consistent with the designated purpose.
Variation to the agreement with Avoca Mining	Ngadju people native title holders resolve to approve the deed of variation incorporating mining lease M15/1873 into the current 2018 agreement with Avoca and to authorise the special administrators to execute the deed of variation in the terms (or substantially similar terms) as set out in the draft considered at the meeting together with any related agreements, including a state deed for the grant of M15/1873	<p>NNTAC is a party to an existing 2018 agreement with Avoca covering specific tenements. Avoca has agreed to negotiate a new overarching agreement with NNTAC to replace the 2018 agreement. However, this negotiation will take some time.</p> <p>Meantime, Avoca has an application for mining lease M15/1873, which they regard as urgent due to operational requirements. The NNTAC negotiation committee has agreed in principle to vary the 2018 agreement to include this tenement (on the same terms) until the new agreement is in place.</p>
Variation to the agreement with Accent Resources	Ngadju people native title holders resolve to approve the deed of variation incorporating mining lease M63/657 into the current 2011 agreement with Accent and to authorise the special administrators to execute the deed of variation in the terms (or substantially similar terms) as set out in the draft considered at the meeting together with any related agreements, including a state deed for the grant of M63/657.	<p>The Ngadju people are a party to an existing 2011 agreement with Accent covering specific tenements.</p> <p>Accent has an application for mining lease M63/657 which is going through the right-to-negotiate process. The NNTAC negotiation committee has agreed in principle to vary the 2011 agreement to include this tenement (with improved commercial terms) by means of a deed of variation.</p>

AGENDA ITEM	PROPOSED RESOLUTION	NOTES
Authorisation of Stennet state deed	Ngadju people native title holders resolve to authorise the execution by the special administrators of a state deed allowing the grant of M63/672 to Stennet Pty Ltd	<p>In late 2018, two directors of NNTAC signed an ancillary agreement relating to a gypsum mining project conducted by Stennet Pty Ltd. They also signed a state deed for the grant of M63/664 (which has since been granted).</p> <p>The ancillary agreement obliged NNTAC to agree to the grant of any other tenement within a two kilometre radius of M63/664. Stennet has now applied for an additional mining lease (M/672) which is within this radius, and has required NNTAC to execute another state agreement for this purpose.</p> <p>As NNTAC can find no evidence that the ancillary agreement was the subject of either common law holder or board approval, it is considered that approval should now be sought from the common law holders before executing the new state deed.</p>
Proposed agreement with Great Southern Nickel (GSN)	Ngadju people native title holders resolve to agree to the proposed agreement with GSN and authorise the special administrators to execute the agreement in the terms (or substantially similar terms) as set out in the draft considered at the meeting together with any related agreements, including a state deed for the grant of M28/395.	<p>Great Southern Nickel (GSN) has been in the right-to-negotiate process in relation to M28/395 for its Silver Knight project.</p> <p>The NNTAC negotiation committee has attempted to obtain the best possible proposal from GSN in relation to this project. The committee is unable to recommend authorisation of the agreement based on the current proposal. The proposed agreement is now being referred to native title holders for consideration. Mr Creasy has been invited to attend the meeting.</p>
Proposed agreement with Central Norseman Gold Consolidated (CNGC)/Pantoro	Ngadju people native title holders resolve to agree to the proposed agreement with CNGC/Pantoro and to authorise the special administrators to execute the agreement in the terms (or substantially similar terms) as set out in the draft considered at the meeting together with any related agreements, including state deeds for the grant of M63/659, M63/666 and M63/668.	<p>CNGC/Pantoro has been in the right-to-negotiate process in relation to mining lease applications M63/659, M63/666 and M63/668 for its Lady Miller project.</p> <p>The NNTAC negotiation committee has agreed in principle to the proposed terms set out in the draft agreement for this project and recommend that the native title holders agree to these terms.</p>
Proposed agreement with Lukah Mining	Ngadju people native title holders resolve to agree to the proposed agreement with Lukah Mining and to authorise the special administrators to execute the agreement in the terms (or substantially similar terms) as set out in the draft considered at the meeting together with any related agreements, including state deeds for the grant of M15/1837 and M15/1856.	<p>Lukah Mining has been in the right-to-negotiate process in relation to M15/1837 and M15/1856 for a small 'scrape and detect' gold mining project.</p> <p>The NNTAC negotiation committee has agreed in principle to the proposed terms set out in the draft agreement for this project and recommend that the native title holders agree to these terms.</p>

AGENDA ITEM	PROPOSED RESOLUTION	NOTES
Adoption of proposed Ngadju standard heritage protection agreement	<p>Ngadju people native title holders resolve to:</p> <ol style="list-style-type: none"> <li>1. adopt the proposed Ngadju standard heritage protection agreement tabled at the meeting as the Ngadju Preferred Heritage Protection Agreement;</li> <li>2. in accordance with regulation 9(1)(a)(ii) of the Native Title (Prescribed Body Corporate) Regulations, authorise the special administrators and (after their appointment is terminated) the board to make native title decisions to enter into agreements regarding the grant of exploration and prospecting licences and miscellaneous licences for low-impact infrastructure within the Ngadju determination area, provided that the terms of those agreements are substantially the same as the Ngadju Preferred Heritage Protection Agreement;</li> <li>3. authorise NNTAC or its appointed agent to lodge objections to the proposed application of the expedited procedure to prospecting and exploration licence applications and objections to applications for low-impact infrastructure miscellaneous licences; and</li> <li>4. authorise NNTAC to withdraw any objections as referred to in 3 above in circumstances where an agreement of the kind referred to in 2 above has been executed or NNTAC forms the view that entry of such agreement by the parties is not commercially achievable and pursuing the objection is not considered appropriate.</li> </ol>	<p>Many applications for exploration, prospecting and miscellaneous licences are made in Ngadju country. Most mining companies offer to enter into the state-approved Goldfields regional standard heritage agreement (RSHA) in order to fast-track these applications. The RSHA is not considered acceptable to the Ngadju native title determination and the proposed Ngadju preferred heritage protection agreement (NHPA) will offer stronger protection while still hopefully being acceptable to the majority of mining companies.</p> <p>The following material terms of the proposed NHPA should be noted:</p> <ul style="list-style-type: none"> <li>• survey day rate of \$600 inclusive of superannuation—this rate is at the high end of rates paid across the mining industry including in the Pilbara region of Western Australia. NNTAC want to enter into fair agreements with mining companies so that mutually beneficial results can be achieved. If the rate is any higher than this NNTAC fears that no mining companies will sign the agreement and it will be difficult to negotiate surveys or they will not want to explore on Ngadju land</li> <li>• alternative anthropologist/archaeologist – Dr Jim Taylor is an extremely valuable and valued consultant for the Ngadju people. However it is difficult for the Ngadju to do surveys when Jim is unavailable such as at the current time when he is not able to travel to Perth due to COVID-19 restrictions. From time to time NNTAC would like to use other consultants that are Perth-based. Mr John Cecchi is one such consultant. John is both an archaeologist and an anthropologist and has worked with Ngadju people previously.</li> </ul>

AGENDA ITEM	PROPOSED RESOLUTION	NOTES
<p>Update on the compensation agreement with Silver Lake</p>	<p>No resolution is required for this agenda item.</p>	<p>In 2004 the Ngadju native title claim group entered into a deferred production mining agreement with Moto Goldmines (the Moto agreement). Under this agreement mining lease M28/171 (known as 'french kiss') was issued. However, the agreement required the parties to subsequently agree on the terms of mining compensation payable to Ngadju.</p> <p>The mining lease is now held by Silver Lake Pty Ltd. This company has not conceded that it is legally liable to take on the obligations of Moto under the original agreement. However, it has previously proposed terms of a mining compensation agreement that are advantageous to Ngadju.</p> <p>Negotiations in relation to the Moto agreement have not progressed due to the impasse on whether Silver Lake is liable to take it on. Given that such an agreement would be advantageous to Ngadju, and assuming that Silver Lake upholds the offer, the special administrators wish to know if native title holders would be happy to sign.</p> <p>As the mining lease has already been granted, this is not a 'native title decision' requiring common law holder approval. However, a summary of the proposed terms of the agreement will be provided at the meeting and feedback invited before the special administrators decide whether or not to execute the mining compensation agreement.</p>

AGENDA ITEM	PROPOSED RESOLUTION	NOTES
<p>Request to provide Ngadju anthropological reports to Marlinyu Ghoorlie native title claim group</p>	<p>Ngadju people native title holders resolve to authorise NNTAC to consent to the Marlinyu Ghoorlie native title claim applicants' solicitor inspecting and copying the following reports prepared in connection with the Ngadju native title claim:</p> <ol style="list-style-type: none"> <li>1. 2003 report of Kingsley Palmer</li> <li>2. 2009 report of Kingsley Palmer; and</li> <li>3. 2012 responsive report of Kingsley Palmer</li> </ol> <p>provided that the Federal Court makes orders that:</p> <ol style="list-style-type: none"> <li>1. The contents of what is inspected and/ or copied are not to be communicated to any person other than for the purposes of the Marlinyu Ghoorlie native title claim proceedings (the proceedings);</li> <li>2. Any document copied or produced is not to be further copied or produced or provided to any other person except for the purposes of the Marlinyu Ghoorlie Proceedings and NNTAC will be advised in writing after each document has been copied or provided of the identity of the person to whom each document has been provided; and</li> <li>3. The documents are not to be used for any purpose other than for the proceedings.</li> </ol>	<p>The Marlinyu Ghoorlie claim is by Brian Champion and others. The claim group's solicitor, Simon Blackshield, wants NNTAC on behalf of the Ngadju people to consent to him being able to inspect and copy three reports prepared by Kingsley Palmer in support of the Ngadju native title claim.</p> <p>In Mr Blackshield's affidavit in support of his application he explains that his clients contend that the society under whose laws and customs they hold native title is the 'Kalamaia Kalaako Kaburn society'. In the Federal Court's decision when deciding to grant Ngadju native title, the court found that the Kalaako were now extinct and that they had constituted a sub-group of the pre-sovereignty Ngadju society. Part of the evidence on which the Federal Court drew those conclusions in relation to Kalaako is the reports of Kingsley Palmer. Therefore Mr Blackshield wants to read what Kingsley Palmer had to say about the Kalaako people in his reports and also potentially make copies and give to other people.</p>



**Ngadju Native Title Aboriginal Corporation RNTBC**  
Under special administration

ICN 8297 | ABN 40 829 460 147

Level 8, 225 St Georges Terrace, Perth WA 6000 | GPO Box 2710, Cloisters Square PO, Perth WA 6850  
Phone: (08) 9462 3500 | Fax: (08) 9462 3555 | Web: nntac.org.au | Email: reception@nntac.org.au

## APPOINTMENT OF A PROXY

### FOR THE MEETING OF NATIVE TITLE HOLDERS ON 2 AND 3 JULY 2020

I, \_\_\_\_\_ *(full name of native title holder)*

of \_\_\_\_\_ *(your residential address—not postal)*

am a Ngadju people native title holder and

I appoint \_\_\_\_\_ *(full name of proxy)*

of \_\_\_\_\_ *(address of proxy)*

as my proxy to vote on my behalf at the meeting of the  
Ngadju people native title holders on 2 and 3 July 2020  
and at any adjournment of that meeting.

Signed \_\_\_\_\_ *(signature of native title holder)*

Date \_\_\_\_\_ *(date of signing)*

#### Notes:

- A proxy must be a native title holder with the same primary affiliation as the person they are representing.
- A person may only be a proxy for one member.
- This form must be returned to [jjames@rodgersreidy.com.au](mailto:jjames@rodgersreidy.com.au) or [psmith@rodgersreidy.com.au](mailto:psmith@rodgersreidy.com.au) at least 48 hours before the meeting.