



Ngadju Native Title Aboriginal Corporation RNTBC

Under special administration

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PROPOSED CHANGES TO THE RULE BOOK

Topic Proposed change

Becoming a member

Eligibility—to be eligible for membership, applicants will need to prove they have been on Country. This requirement will be satisfied if a member applicant visits Norseman for the corporation's AGM to submit his or her application and introduces themselves to the meeting. The corporation will help prospective members by organising return to Country programs for people not living on Country.

Behaviour—members will need to agree to comply with the rule book and the membership code of conduct.

Approvals—before deciding on any membership application, the board of directors will consult with the elders advisory group.

General meetings

Quorum—there is no longer a requirement for a certain number of members from each family group. A quorum for a general meeting of members is 36 members regardless of their family group

No payments to attendees—no fees or allowances (for travel or accommodation) will be paid for attending general meetings unless the corporation has obtained funding for that purpose.

Directors—board composition

Numbers—the board will comprise up to six member directors and one or two independent specialist directors.

Representation—directors will no longer be required to represent a particular family group; and there will never be more than one director from a family group.

Independence & skill—there will always be at least one independent specialist director.

Topic	Proposed change
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Member directors—eligibility	
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Member directors must:

- be a member of the corporation;
- not be a member of the elders advisory group;
- not be a member of any advisory committee (or similar) to any trust of which the corporation or any member of the corporation is a beneficiary
- have demonstrated cultural knowledge and connection to Country;
- within one month of their appointment, sign the directors' confidentiality deed—and if a signed directors' confidentiality deed is not provided within that time, the appointment will be terminated immediately;
- within one month of appointment, sign the directors' code of conduct—and if a signed directors code of conduct is not provided within that time, the appointment will be terminated immediately;
- have completed suitable governance training either prior to their election or within six months of their appointment;
- within two months of their appointment, obtain a national police clearance certificate. (The corporation will pay for the clearance—and if the certificate is not provided within two months or it identifies a criminal offence within the last 10 years, the appointment will be terminated immediately.)

Any member who was a director during the period of 11 November 2018 to 11 November 2019 is ineligible for a directorship until the 2024 AGM.

Independent specialist directors—eligibility	
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Independent specialist directors must:

- be at least 18 years old;
- be an Australian resident;
- **not** be an employee of the corporation;
- have demonstrated skills and experience in financial management, corporate governance, accounting, law or a field relating to the corporation's activities;
- **not** be a member of the corporation or have any financial or familial interests in it;
- within three months of appointment, obtain a national police clearance.

Term of directorships	
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Directors are appointed for a maximum two-year term—with the exception required in order to phase in a rotational system of elections. (Half the member directors appointed during the special administration will be appointed until the 2022 AGM; the other half will be appointed until the 2023 AGM.)

Member directors are eligible for reappointment after their term expires.

Remuneration of directors	
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Directors will be paid sitting fees to attend directors meetings.

Directors will **not** be paid to attend any other meetings.

The proposed fee is \$750 per day plus travel, accommodation and a modest daily allowance.

Topic	Proposed change
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Quorum for directors' meetings	
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The quorum for directors meetings is:

- a majority of member directors and
- at least one independent specialist director

Reporting to directors	
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The CEO must provide the following reports to every directors' meeting:

- financial report
- operations report
- administrative / staffing reports
- governance report, including any breaches of legislation or the rules.

Keeping members informed	
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The CEO will conduct informal information sessions at least quarterly in Perth, Kalgoorlie and Norseman (and such other locations as the board may decide) to keep members informed of the corporation's activities.

The corporation will issue a newsletter at least quarterly.

Annual reporting	
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As well as requirements of the CATSI Act, the corporation must disclose in its annual report:

- the number of **board meetings** held during the reporting period—and for each director who held office during the year:
 - the number of board meetings they attended
 - the remuneration and allowances paid to them
- the number of **elders advisory group meetings** held during the reporting period—and for each person who was a member of the group during the year:
 - the number of EAG meetings they attended
 - the remuneration and allowances paid to them
- the number of board meetings and elders advisory group meetings the **chief executive officer** attended—and the remuneration and allowances paid to them
- the number of **information meetings** held and **newsletters** issued during the reporting period—and:
 - the date and location of information meetings
 - the date of issue of newsletters.

Topic

Proposed change

Elders advisory group

An elders advisory group of 10 people will be appointed with one member from each family group identified in the native title determination.

Advisors will:

- be guided by a charter
- be elected by each family group at the AGM
- serve a two-year term and be eligible for reappointment for a second term
- be consulted by the board of directors on matters including:
 - membership
 - law and custom
 - native title
 - Country
 - heritage
 - environmental issues
 - language and
 - identification of Ngadju people.

Remuneration of advising elders

Elders in the advisory group are to be paid sitting fees to attend meetings only as approved by a general meeting of members and in accordance with amounts budgeted for by the corporation.

The initial proposed amount is \$500 per day for a two-day scheduled meeting plus a small daily allowance and travel and accommodation costs.

Prohibition on multiple committee positions

Given the corporation's commitment to building capacity in the group and sharing all of the employment opportunities available, no person will be entitled to occupy more than one board or committee position.

If a person is on the board or directors s/he is not permitted to sit on the elders advisory group or any of the liaison committees for any of the mining agreements that the corporation is a party to—and vice versa.