

**Date this notice has been sent - 22 September 2023**

## **UPDATED NOTICE OF 2023 ANNUAL GENERAL MEETING**

**Date:** Saturday 28 October 2023  
**Time:** 9.30am – 3.30pm  
**Location:** Queen Elizabeth II Centre, 88 Durlacher St, Geraldton WA 6530  
**Attendees:** Members of Wajarri Yamaji Aboriginal Corporation RNTBC

### **BUSINESS OF MEETING**

1. House Keeping
2. Minutes of previous AGM – see attached Minutes and **Ordinary Resolution 1**
3. Amendments to Rule Book
  - Rule 9.5(d) inconsistency - see **Special Resolution 2**
  - Rule 10.2.1(d) inconsistency – see **Special Resolution 3**
  - “Unresolved” area - see **Special Resolution 4**
4. Corporation Reports
  - a. Auditor’s Report
  - b. Financial Report
  - c. Board Report
  - d. CEO Report
  - e. Winja Wajarri Barna Ltd (WWBL) Report
5. Appointment of Auditor – see **Ordinary Resolution 5**
6. Notification of Wajarri Yamaji Aboriginal Corporation (WYAC) Director Appointments – Rule 10.6.2 (WYAC Rule Book)
7. Election of WYAC Independent Director(s) – see **Ordinary Resolution 6**
8. Setting of WYAC Director remuneration – see **Ordinary Resolution 7**
9. Consent to Winja Wajarri Barna Ltd (WWBL) Director Appointments – see **Ordinary Resolution 8**
10. Consent to Winja Wajarri Barna Ltd (WWBL) Independent Director Appointment – see **Ordinary Resolution 9**
11. Setting of WWBL Director remuneration – see **Ordinary Resolution 10 and Ordinary Resolution 11**
12. General Business
13. Meeting Close

#### **Payments**

Travel assistance is not payable for this meeting

#### **Catering**

Morning tea and lunch will be provided. Please confirm any dietary requirements ASAP.

#### **Please RSVP or if you have any questions**

Contact Sharon on 9997 3444 or email [Sharon@wajarri.com.au](mailto:Sharon@wajarri.com.au) by Friday 20 October 2023.

## PROPOSED RESOLUTIONS AND EXPLANATORY STATEMENTS

### Ordinary Resolution 1 – Minutes of previous meeting

**RESOLVED** by ordinary resolution:

*The members of Wajarri Aboriginal Corporation RNTBC resolve to accept the minutes of the Annual General Meeting of 29 October 2022 as a true and correct record of the meeting.*

#### Explanatory Statement

The Board will ask the members to formally approve the minutes from the last Annual General Meeting which was held on 29 October 2022.

### Special Resolution 2 – Amendment to Rulebook to correct inconsistency

For the purposes of Rule 23 of the Rule Book of Wajarri Yamaji Aboriginal Corporation RNTBC and Division 69 of the CATSI Act, it is **RESOLVED** that:

**Rule 9.5(d) changed from “the person is no longer a member of a Land Committee” to “the person is no longer a member of a Land Group”.**

#### Explanatory Statement

Rule 9.5(d) is inconsistent with Rule 9.3 which only requires a Council of Elders member to be a member of a Land Group, not a member of the Land Committee as well. As such, to cease being a member of the Council of Elders should only require that they are no longer a member of the Land Group. The proposed change reflects this.

### Special Resolution 3 – Amendment to Rulebook to correct inconsistency

For the purposes of Rule 23 of the Rule Book of Wajarri Yamaji Aboriginal Corporation RNTBC and Division 69 of the CATSI Act, it is **RESOLVED** that:

**Rule 10.2.1(d) changed from:** “If a nominee for Director is not willing or able to learn or attain the qualifications in accordance with rule 9.1.3(c), the Land Committee in their discretion may accept the person’s nomination for Director if there remains, at all times, at least 2 Directors on the Board that satisfy rules (b)(iii) and (c) above”.

**to:** “If a nominee for Director is not willing or able to learn or attain the qualifications in accordance with rule 10.2.1(c), the Land Committee in their discretion may accept the person’s nomination for Director if there remains, at all times, at least 2 Directors on the Board that satisfy rules (b)(iii) and (c) above”.

#### Explanatory Statement

Rule 10.2.1(d) refers to Rule 9.1(c) which doesn’t exist and should refer to Rule 10.2.1(c) which relates to someone’s willingness to learn and attain qualifications that they don’t possess.

## Special Resolution 4 – Amendment to Rulebook to reflect decision of Common Law Holders as to “Unresolved Area”

For the purposes of Rule 23 of the Rule Book of Wajarri PBC and Division 69 of the CATSI Act, it is **RESOLVED** that:

- a) Rule 31.2.3 – to remove all reference to “unresolved area”
- b) Rule 31.3.4 – to remove all reference to “unresolved area”
- c) Schedule 1 Definitions – remove definition of “Unresolved Area”
- d) Replace “Schedule 2 – Land Group Areas” with “Schedule 2 – Map of Land Group Areas”

### Explanatory Statement

At a meeting of the Wajarri Yamaji Common Law Holders on 4 December 2021, the following resolutions were passed:

#### RESOLUTION CLH20211204/2

*The Common Law Holders RESOLVE that:*

- (a) they respect and agree that the Jack Hills Area (**Area**) (shown as the ‘Unresolved Area’ on page 15 in the notice of meeting) is part of Ngoonooru country;*
- (b) all heritage and native title decision making for this Area rests only with the Ngoonooru Wajarri People effective immediately; and*
- (c) the PBC Board be instructed to take steps to implement this in accordance with the PBC Rulebook at its next general meeting, and in the meantime delegate all necessary authority over the Area to the Ngoonooru Land Committee and Group effective immediately.*

#### RESOLUTION CLH20211204/3

*The Common Law Holders RESOLVE that the Unresolved Area, except for the Jack Hills Area referred to in resolution CLH20211294/2, become part of the Minangu Land Group Area and direct the PBC to take all necessary steps to give effect to this resolution in the PBC Rulebook at its 2021 AGM. In line with Wajarri Yamaji traditions and customs, this reflects right people speaking for right country.*

The proposed resolution gives effect to the Common Law Holder resolutions in the Rule Book.

## Resolution 5 – Appointment and Remuneration of Auditor

**RESOLVED** by ordinary resolution:

- (a) to appoint Armada Audit Services as the Wajarri PBC auditor for the financial years ending 30 June 2024; and*
- (b) approve the remuneration of the auditor as presented at this AGM.*

### **Explanatory Statement**

Under the CATSI Act a standard item of business at the AGM is for members to approve the appointment and remuneration of an auditor.

The Board recommends that the current auditor, Armada Audit Services, is reappointed for a further year.

### **Resolution 6 – Election of Wajarri Yamaji Aboriginal Corporation Independent Director**

**The Wajarri Yamaji Aboriginal Corporation WYAC Members resolve by ordinary resolution:**

*To elect the following persons as Independent Director(s) of WYAC:*

- *To be advised*

### **Explanatory Statement**

The members of Wajarri Yamaji Aboriginal Corporation must elect the WYAC Independent Director(s) (WYAC Rule Book, Rule 10.6.3(a)).

### **Resolution 7 – Setting of WYAC Director Remuneration**

**RESOLVED** by ordinary resolution:

*For the purposes of rule 12.4 of the Wajarri Yamaji Aboriginal Corporation (WYAC) Rule Book, to approve the Director remuneration of \$25,000 per annum and Chairperson remuneration of \$30,000 per annum until changed by the Members at a future AGM.*

*How that remuneration is paid is a matter for the Board of WYAC and can be withheld at the discretion of the Board for non-attendance by a Director at meetings.*

### **Explanatory Statement**

Under the WYAC Rulebook, the members must approve the remuneration which is paid to Directors. The WYAC Board considers the remuneration should remain the same as approved at the 2022 AGM, being \$25,000 per annum for Directors and \$30,000 for the Chairperson. Discretion by the Board as to how that remuneration is paid and the power to withhold payment for non-attendance is requested.

## Resolution 8 – Consent to WWBL Directors

**The WYAC Members resolve by ordinary resolution:**

*To consent to the appointment of the following persons as Directors of WWBL:*

- *Russell Simpson – 2yrs*
- *Leonie Boddington – 2yrs*
- *Judith Anaru – 2yrs*
- *Valerie Jones – 1yr*
- *Raymond Dann – 1yr*

### Explanatory Statement

The members of Wajarri Yamaji Aboriginal Corporation must consent to the appointment of WWBL Directors (WWBL Rule Book, Rule 8.7.2(b)).

## Resolution 9 – Consent to WWBL Independent Director

**The WYAC Members resolve by ordinary resolution:**

*To consent to the appointment of the following person as an Independent Director of WWBL:*

***To be advised***

### Explanatory Statement

The members of Wajarri Yamaji Aboriginal Corporation must consent to the appointment of the WWBL Independent Director (WWBL Rule Book, Rule 8.6.2).

## Resolution 10 – Approval of WWBL Director Remuneration

**The Members of WYAC resolve by ordinary resolution:**

*For the purposes of Rule 8.16(c) of the Winja Wajarri Barna (WWBL) Rule Book, to approve the WWBL Director remuneration as:*

*Salary: Chair - \$25,000 per year; Director - \$20,000 per year*

*This salary will remain until such time as the Members of WYAC approve a change.*

*How that remuneration is paid is a matter for the Board of WWBL and can be withheld at the discretion of the Board for non-attendance by a Director at meetings.*

### Explanatory Statement

Under the WWBL Rulebook (Rule 8.16), the Members of WYAC must approve the remuneration paid to WWBL Directors.

**Resolution 11 – Approval of WWBL Director Remuneration (if Resolution 10 is unsuccessful)**

**The Members of WYAC resolve by ordinary resolution:**

*For the purposes of Rule 8.16(c) of the Winja Wajarri Barna (WWBL) Rule Book, to approve the WWBL Director remuneration as:*

- Director's sitting fee for one full day: \$1000
- Director's sitting fee for a half day: \$500
- Chairperson's sitting fee for one full day: \$1500
- Chairperson's sitting fee for a half day: \$750

*This salary will remain until such time as the Members of WYAC approve a change.*

**Explanatory Statement**

This Resolution is proposed if Resolution 10 is unsuccessful.

Under the WWBL Rulebook (Rule 8.16), the Members of WYAC must approve the remuneration paid to WWBL Directors,