



## MARRA WORRA WORRA ABORIGINAL CORPORATION (ICN 104) ("MWWAC")

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### NOTICE OF ANNUAL GENERAL MEETING

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Please be advised that an Annual General Meeting of MWWAC will take place as follows:

<b>Date:</b>	<i>Monday, 27 November 2023</i>
<b>Time:</b>	<i>8.30am for 9.00AM Start</i>
<b>Venue:</b>	<i>MWWAC Office, 158 Great Northern Highway, Fitzroy Crossing</i>

This notice contains important information about the meeting. It sets out the business of the meeting and the decisions that MWWAC Members will be asked to make at the meeting.

#### 1. Attendance of Members Only | Member Registration

Only MWWAC Members that are listed on MWWAC's register of members will be able to attend the Annual General Meeting (**AGM**) and vote on resolutions.

If you would like to check if you are a registered MWWAC Member, please contact the MWWAC Office.

Any applications for membership that are received by MWWAC after the date of this Notice of AGM will not be processed before the AGM. No applications for membership will be accepted at the AGM.

#### 2. Arrival of Members at AGM

On arrival at the meeting, Members should check the Register of Members and, if needed, update their name, address and any other details.

Members should sign next to their name on the Register of Members to record their attendance.

#### 3. Proxy Votes

In accordance with rule 5 of the MWWAC Rule Book, there will be no proxy voting at the AGM. Only Members that are attending the AGM can vote.

#### 4. Director Nominations

There are two continuing Directors who have one year remaining on their terms, being Mr Peter Murray (Walmajarri) and Ms Denise Andrews (Bunuba).

Eight additional Directors will be appointed for two years.

Three directors elected must be from one of the three remaining language groups (Gooniyandi, Wangkatjungka and Nygingka).

Directors elected will be the candidates with the highest vote count for their respective language group.

Five additional Directors will be appointed and will be the highest vote count regardless of language group (from those candidates that were not already elected above).

All Directors will be elected for a two-year term in accordance with rule 6.5.

In summary:

Number of Directors	Term of Office
2 continuing Directors (representing Walmajarri and Bunuba)	One year remaining
3 Directors, one from each remaining language group (Gooniyandi, Wangkatjungka and Nygingka)	Two-year term
5 additional Directors (any language group)	Two-year term
<b>Total Directors – 10 (at least one from each language group)</b>	

Members will receive one vote each per Rule 4.10 and will vote for all Directors positions by secret ballot.

The Government has introduced a new requirement for all Directors to apply for a unique identification number (Directors ID) from November 2022.

Director nominees must ensure that all intending Directors apply and provide MWWAC with their Director ID before the close of Director nominations.

Failure to comply with the Directors ID rules may result in hefty penalties.

Information for applying Directors ID can be found at Australian Business Registry Services: [Apply for your director ID | Australian Business Registry Services \(ABRS\)](#)

If you are interested in nominating to be appointed as a Director, you must contact the MWWAC Office to obtain a *MWWAC Director Application Pack* before the AGM. Completed application forms must be returned to the MWWAC Office by no later than **5pm, Friday 17 November 2023**.

No Director nominations will be accepted at the AGM.

No Director nominations will be accepted without a Director ID.

#### 5. Travel Costs

MWWAC will provide buses to pick up and drop off Members from some of our communities. Members who use their own vehicle will be provided with a fuel voucher to use at Ngiyali Roadhouse after the meeting.

## 6. Business of the Meeting

In accordance with rule 4.4 of the MWWAC Rule Book, only the business set out in this notice can be decided at the meeting. This includes resolutions.

It is intended that a special resolution be proposed for the meeting to provide for the repeal of the current rule book of the MWWAC and the adoption of a new rule book as approved by the Members of MWWAC. The special resolution to be put to Members of MWWAC is as follows:

*“The Members of MWWAC resolve that the:*

- 1. current rule book of the Marra Worra Worra Aboriginal Corporation be repealed; and*
- 2. proposed rule book be adopted as the rule book of Marra Worra Worra Aboriginal Corporation.”*

Members can review a copy of the proposed rule book at the Marra Worra Worra Aboriginal Corporation offices at 158 Great Northern Highway, Fitzroy Crossing.

No resolutions can be proposed from the floor at the meeting. This is so that all Members have notice of the resolutions that will be considered and information that helps them decide how to vote at the meeting.

Please contact the MWWAC office if you have any queries in relation to the AGM.

**Notice provided on behalf of the Board of Directors on 2 November 2023**

Peter Murray  
Chairperson

## BUSINESS OF THE ANNUAL GENERAL MEETING (AGENDA)

Item	Description
1	<b>Welcome, Attendees and Apologies</b> 1.1 Welcome from the Chair 1.2 Check registration of Members 1.3 Attendance and Apologies 1.4 Establish a quorum is present 1.5 Welcome to Country
2	<b>Corporation Reports</b> 2.1 Chairperson/Directors' Report 2.2 CEO Report 2.3 Presentation of Financial Report 2.4 Presentation of Auditor Report 2.5 Tabling of Director Reimbursement and Remuneration Policy
3	<b>Members resolutions</b> 3.1 <b>Ordinary Resolution 1:</b> Confirmation of the Previous Minutes of Annual General Meeting of Members on Monday, 21 November 2022 3.2 <b>Ordinary Resolution 2:</b> Auditor Appointment and Approval of Auditor Fees 3.3 <b>Ordinary Resolution 3:</b> Remuneration of Directors 3.4 <b>Special Resolution 4:</b> Adoption of New Rule Book for MWWAC 3.5 <b>Ordinary Resolution 5:</b> Election and Appointment of Directors
5	<b>Members Questions about how the Corporation is managed</b>
6	<b>Close</b>

## PROPOSED RESOLUTIONS

### 1. Resolution 1 – Confirmation of the Previous Minutes of Annual General Meeting of Members on Monday, 21 November 2022

**RESOLVED** by ordinary resolution:

*The Members of MWWAC resolve to accept the minutes of the MWWAC Annual General Meeting held on Monday, 21 November 2022 as a true and correct record of the meeting.*

#### Reasons for the Resolution

The MWWAC Board will ask the Members to formally approve the Minutes of the last MWWAC General Meeting, which was held on Monday, 21 November 2022.

#### Legal Requirements

The resolution to approve the Minutes is an ordinary resolution. The resolution must be passed by consensus or, where consensus can't be reached, by more than 50% of the Members present and voting.

### 2. Resolution 2 – Auditor Appointment and Approval of Auditor Fees

**RESOLVED** by ordinary resolution:

*The Members of MWWAC:*

- (a) Appoint William Buck as the MWWAC auditor for the 2023/2024 financial year; and*
- (b) Approve the remuneration of William Buck to undertake the audit for the 2023/2024 financial year, estimated to be approximately \$69,500 (exclusive of GST and travel costs).*

#### Reasons for the Resolution

Under the CATSI Act a standard item of business at the annual general meeting is for Members to approve the appointment and remuneration of an auditor. This matter must be considered by the Members at this Annual General Meeting.

William Buck has completed the audit for 2022/2023 and the MWWAC Board recommends that Members re-appoint William Buck for 2023/2024.

#### Legal Requirements

The resolution to appoint an auditor and approve their remuneration is an ordinary resolution. The resolution must be passed by consensus or, where consensus can't be reached, by more than 50% of the Members present and voting.

### 3. Resolution 3 – Remuneration of Directors

**RESOLVED** by ordinary resolution:

*For the purposes of rule 6.13 of the MWWAC Rule Book, the Members of MWWAC resolve to approve the following remuneration for Directors attending MWWAC Director meetings and for completing other official business on behalf of MWWAC:*

- (a) remuneration for attendance at a Directors meeting is \$850 for the Chair and \$700 for Directors;*
- (b) remuneration for attendance at any meeting as authorised by a resolution of the Board of Directors is \$850 for the Chair and \$700 for Directors; and*
- (c) remuneration for attendance at any meeting or for completing other MWWAC official business as requested by the Chief Executive Officer is \$850 for the Chair and \$700 for Directors,*

*noting that:*

- (d) all remuneration is payable subject to the terms of the Director Reimbursement and Remuneration Policy as tabled in the 2023 AGM; and*
- (e) no additional payments will be made where travel to a meeting is required, other than as provided in MWWAC's Travel Allowance Policy.*

#### **Reasons for the Resolution**

Under clause 6.13 of the current MWWAC Rule Book, the MWWAC Members must determine and approve the rate of remuneration which is paid to MWWAC Directors.

The MWWAC Board considers that the following sitting fees are appropriate, taking into account the time and skills required to be a MWWAC Director:

1. The Chairperson will receive:
  - \$850 per day to attend Board meetings, or any other meeting approved by the Board or the CEO;
2. Each other Director will receive:
  - \$700 per day to attend Board meetings, or any other meeting approved by the Board or the CEO;

Directors will be entitled to receive the full sitting fee subject to compliance with any Remuneration Policy that the Board approves, according to the requirements of that Policy.

Directors must also comply with the MWWAC Travel Allowance Policy. Directors will not be entitled to receive additional payments where they are required to travel to a meeting other than what is allowed under the MWWAC Travel Allowance Policy.

#### **Legal Requirements**

The resolution to approve the Director's remuneration is an ordinary resolution. This means that the resolution must be passed by consensus or, where consensus can't be reached, by more than 50% of the Members present and voting.

If the Members do not approve the resolution, the Directors' remuneration will continue at the rates that the Members have previously approved.

#### 4. Resolution 4 – Adoption of New Rule Book for MWWAC

**RESOLVED** by special resolution:

*The Members of MWWAC resolve that the:*

1. *current rule book of the Marra Worra Worra Aboriginal Corporation be repealed and*
2. *proposed rule book be adopted as the rule book of Marra Worra Worra Aboriginal Corporation.*

#### **Reasons for the Resolution**

The current rule book of the MWWAC was last modified on 21 April 2020.

The Board of Directors have arranged a review of the current rule book to identify opportunities for improvement in the governance of MWWAC and to assist the Board of Directors to meet the objectives of MWWAC.

Through that review, it was identified that beneficial changes could be made to the rule book of MWWAC that would be best accommodated through the repeal of the current rule book and the adoption of a new rule book as approved by the members of MWWAC.

To provide for those beneficial changes, a new proposed rule book has been developed for the consideration of the members of MWWAC which was approved by the Directors of MWWAC at a Directors Meeting held on 26 October 2023.

The new rule book includes additional detail to provide for robust arrangements for the governance of the MWWAC for the benefit of members.

Members can review a copy of the proposed rule book at the Marra Worra Worra Aboriginal Corporation offices at 158 Great Northern Highway, Fitzroy Crossing.

#### **Legal Requirements**

Pursuant to s.69-5 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006, a special resolution is required to provide for a change to the constitution of MWWAC.

A special resolution will be passed where:

- there has been a notice of a general meeting which sets out the intention to propose the special resolution and states the resolution; and
- the special resolution has been passed by at least 75% of the votes cast by members entitled to vote on the special resolution

Within 28 days after the special resolution is passed, MWWAC must lodge with the Office of the Registrar of Indigenous Corporations a copy of the special resolution, a copy of those parts of the minutes of the 2023 Annual General Meeting that relate to the passing of the special resolution, a Directors Statement (from 2 Directors of MWWAC confirming that the special resolution was passed in accordance with internal governance rules) and a copy of the new rule book of MWWAC.

The Registrar of the Office of the Registrar of Indigenous Corporations will determine whether the new rule book will be registered with the new rule book to take effect on the day that the rule book is registered.

## 5. Resolution 5 – Election and Appointment of Directors

**RESOLVED** by ordinary resolution:

*The Members of MWWAC appoint the following people as Directors of MWWAC, each for a two year term commencing at the conclusion of this Annual General Meeting and ending at the completion of the second AGM following their appointment:*

**NAMES TO BE ADVISED AFTER DIRECTOR NOMINATIONS CLOSE AT 5PM ON 17 NOVEMBER 2023**

### **Reasons for the Resolution**

The current Rule Book states that MWWAC **must have a minimum of five (5) and a maximum of twelve (12) Directors**, with ten (10) of the Directors to be made up from each of the five main Language Groups of Bunuba, Gooniyandi, Walmajarri, Wangkatjunga and Nygingka.

At the AGM, Members will be given the opportunity to appoint up to 10 Directors. There are two continuing Director whose terms are not complete. The election process at the AGM will ensure representation from each Language Group, which is required under the Rule Book.

### **Legal Requirements**

Directors must meet the requirements of rule 6.3 of the current MWWAC rule book.

Under rule 6.4 of the MWWAC Rule Book, Directors must give the MWWAC their consent in writing to be a Director and are appointed by an ordinary resolution. The resolution must be passed by consensus or, where consensus can't be reached, by more than 50% of the Members present and voting.

### **Director Identification Number**

Please note all Members nominating to be Board members and continuing Board members will require a Director's Identification Number. This will be required prior to the AGM. For assistance in obtaining a Director's Identification Number please contact the MWWAC Office who can provide guidance information for applying for this.