

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 5, July 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 fifth newsletter. All newsletters and meeting notices will be available on the public Register of Indigenous Corporations at 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

To bring the special administration to an end as soon as possible, our focus is now on these tasks:

- finalise review of the rule book
- appoint a new board
- appoint an elders advisory group.

EXTENSION OF THE SPECIAL ADMINISTRATION

The special administration is due to end on 17 July 2020. The Registrar has extended it until 31 July 2020 in order for us to finalise the appointment of the new incoming board of directors and the elders advisory group. This process is discussed in further detail below.

RULE BOOK REVIEW

As previously advised, we had a number of meetings with the advisory group to discuss the rule book and proposed changes. As a result, we have submitted the proposed revision to ORIC for review and comment.

A summary of the proposed changes to the rule book is attached below. A full copy of the draft rule book will be available shortly on the ORIC website.

We welcome any comments from members.

NEW BOARD OF DIRECTORS

An important step in the final stage of the special administration is the appointment of a new board. The draft rule book provides that the board can have a maximum of eight directors comprising:

- up to six member directors; and
- up to two independent specialist directors

(A person is ‘independent’ if they are a non-member and have no financial or familial interests in the corporation.) The new board will take control of the corporation as soon as the special administration ends.

MEMBER DIRECTORS

In our last newsletter we asked for nominations from members wishing to be appointed a director. In response, we received 14 nominations. Based on the draft rule book, three of these would be ineligible. The names of the 11 nominees are:

- Graeme Dimer
- Alwyn Graham
- Barry Michael Graham
- Hector Graham
- Sharon Johnson
- Gaile Mallard
- Verna Newchurch
- James Schultz
- Pearl Scott
- Darren Stokes
- Lynette Whitby.

We are now asking members to vote for six of the above nominees. Attached is a voting paper. Please complete and return it to us by 5pm 24 July 2020.

INDEPENDENT SPECIALIST DIRECTORS

We are working with the Forum for Directors of Indigenous Organisations (FIDIO) to identify people for the role of independent specialist directors.

Expressions of interest were required to be lodged by 26 June 2020. We have had a good response and are currently reviewing the applications.

ELDERS ADVISORY GROUP

One of the proposed revisions to the rule book is to establish an elders advisory group whose function will be to advise the board on matters such as:

- membership
- law and custom
- native title
- Country
- heritage
- environmental issues
- language
- identification of Ngadju people.

The elders advisory group will comprise 10 senior Ngadju people—including one member from each family group.

We are now asking members to nominate for the 10 members of the elders advisory group. Attached is a nomination form. Members should only nominate an elder from their family group. Please complete and return it to us by 5pm 24 July 2020.

MONEY STORY

A summary of Ngadju's recent financial information is set out on the following page.

FINANCIAL POSITION AND PERFORMANCE

The corporation generated a profit of \$55,861 for the year ending 30 June 2020. This is a very good result given that at the date of our appointment the corporation was operating at a loss.

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

- GLSC funds
- payments received by Ngadju under certain mining agreements

GLSC funds

As previously advised, these are funds transferred from Goldfields Land & Sea Council Aboriginal Corporation (GLSC). At a meeting held 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 June 2020 the amount was \$1,301,672.54, which includes interest earned since the funds were received.

At the meeting of Native Title Holders held on 2 July 2020 it was resolved that these funds be transferred to the Ngadju Direct Benefits Trust. On 9 July 2020, we transferred these funds to the Ngadju Direct Benefits Trust.

Payments received under mining agreements

As previously advised, a detailed review of funds received from various mining agreements was undertaken which identified certain amounts that we consider should more appropriately be paid to a separate charitable trust rather than Ngadju.

As such, any of these funds that Ngadju has received since our appointment had been set aside and not used for operational expenses. These funds total \$539,314 and were paid to Ngadju Charitable Trust No 2 on 10 June 2020. We have directed that all future royalty income under those particular agreements be paid to Ngadju Charitable Trust No 2.

BALANCE SHEET

(STATEMENT OF FINANCIAL POSITION)

	30 June 2020 (unaudited)
Assets	
Current assets	1,743,568
Non-current assets	337,096
TOTAL ASSETS	2,080,664
<i>less</i>	
Liabilities	
Current liabilities	247,935
Non-current liabilities	-
TOTAL LIABILITIES	247,935
EQUITY	1,832,729

INCOME STATEMENT

(STATEMENT OF FINANCIAL PERFORMANCE)

	30 June 2020 (unaudited)
Income	
PBC administration funding	1,550,000
Heritage services	586,350
Mining agreement income	527,379
Grants and contributions	89,621
Reimbursement income	132,575
Other income	139,265
TOTAL INCOME	3,025,190
<i>less</i>	
Expenses	
Land access & native title expenses	
Legal fees—land access	266,143
Consulting fees—land access	79,468
Negotiation committee wages	40,187
Negotiation committee travel & accommodation	37,954
Heritage survey TO wages	311,145
Heritage survey TO travel	27,740
Heritage survey anthropologist & other expenses	148,958
Total land access & native title expenses	911,595
Board meeting & governance expenses	
Legal fees—governance	99,339
Consulting fees—governance	10,719
Directors' wages & superannuation	152,821
Board meetings—travel & accommodation	50,222
Member meeting—travel & accommodation	84,594
Member programs & services	41,505
Total board meeting & governance expenses	439,200
Administration & office expenses	
Accounting & bookkeeping fees	65,660
Audit fees	12,940
Computer expenses	37,063
Depreciation	56,585
Insurance	40,063
Legal fees—general	84,668
Meeting/security costs	45,176
Motor vehicle expenses	29,975
Office rent, cleaning & utilities	107,599
Recruitment expenses	40,613
Salaries, wages & superannuation	918,913
Other employee expenses	79,630
Printing, postage & stationery	8,990
Telephone & internet expenses	32,402
Travel & accommodation—general	37,540
Other expenses	20,717
Total administration & office expenses	1,618,534
TOTAL EXPENSES	2,969,329
SURPLUS	55,861

SPECIAL ADMINISTRATORS



Jack James and Paula Smith

Rodgers Reidy

Phone: (08) 9328 6262

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

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



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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

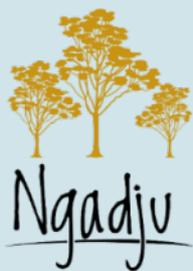
Elders in the advisory group are to be paid sitting fees to attend meetings only as approved by a general meeting of members and in accordance with amounts budgeted for by the corporation.

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.



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VOTE—MEMBER DIRECTORS

I, _____ (your full name)

of _____ (your residential address—not postal)

phone _____

email _____

confirm that I am a member of the corporation and cast my votes for six member directors as below.

Please mark **up to six boxes** only—with a ✓

First name	Last name	Vote
Graeme	DIMER	<input type="checkbox"/>
Alwyn	GRAHAM	<input type="checkbox"/>
Barry Michael	GRAHAM	<input type="checkbox"/>
Hector	GRAHAM	<input type="checkbox"/>
Sharon	JOHNSON	<input type="checkbox"/>
Gaile	MALLARD	<input type="checkbox"/>
Verna	NEWCHURCH	<input type="checkbox"/>
James	SCHULTZ	<input type="checkbox"/>
Pearl	SCOTT	<input type="checkbox"/>
Darren	STOKES	<input type="checkbox"/>
Lynette	WHITBY	<input type="checkbox"/>



Make your vote count!

If you tick more than six boxes your votes will be invalid and not counted.

Be sure to sign and date your vote.

Signed: _____

Date: _____

Vote by 5PM 24 JULY 2020—return this form to jjames@rodgersreidy.com.au



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NOMINATION—ELDERS ADVISORY GROUP

PART A—PERSONAL DETAILS

I, _____ (your full name)
of _____ (your residential address—not postal)
_____ phone _____
email _____

confirm that I am a member of the corporation and declare my primary affiliation is as follows.

Please **mark only one** affiliation—with a ✓

Family	Ancestor	Primary affiliation
Belang	Belang (Bilanj AKA 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 (Kuuban)	<input type="checkbox"/>

I hereby nominate the following elder
who shares my primary affiliation: _____

Signed: _____

Date: _____

Nominate by 5PM 24 JULY 2020—return this form to jjames@rodgersreidy.com.au