

WDLAC BOARD MEMBER CONSENT TO ACT & CODE OF CONDUCT

*Note: this form should be completed and given to the corporation **before** the person is appointed as a director — section 246-10(1) of the CATSI Act.*

I,

(first and last name, and any traditional names)

of

(residential address, a postal address is not sufficient but include that as additional information)

give **consent to become a director** of the Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) RNTBC (ICN 4207) (**WDLAC**).

I understand that the term of my appointment will be from _____ to _____.

I provide the following information:

- (a) My date of birth is:.....
- (b) My place of birth is:.....
- (c) My telephone number is (mobile, landline).....
- (d) My preferred method of contact is (post, email, telephone):.....
- (e) My area sub-group is:.....
- (f) My language group is:.....
- (g) When I go to Board meetings or read Board papers **I will / I will not** (circle one) need help translating documents and discussions into English.

I confirm that I am a **current member of WDLAC** and am **eligible** to be a director of WDLAC.

(Note: The person must be a current member, at least 18 years of age, not disqualified from being a director – unless an exemption is granted by ORIC or the court, and not convicted of an offence in the last 5 years under Commonwealth, State or Territory laws attracting imprisonment of 3 months or longer for fraud or misappropriation of funds, or for any other offence, 12 months or longer – unless an exemption is granted by ORIC)

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

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

and I **will notify** the corporation if any of the above events occur after my appointment.

The matters in which I have or may have a **relevant or material personal interest**, held directly or indirectly are:

- (a) other directorships of companies, associations, Aboriginal corporations or their related bodies corporate:
 - i.
- (b) other businesses or companies or associations in which I have an interest (e.g. as owner, partner, shareholder, member, director):
 - i.
- (c) other entities in which I have an interest, am a director or am a member (e.g. Martu Trust, Desert Trusts, Martu Mining Services Ltd, Martu Holdings Pty Ltd, Martu Aboriginal Law and Culture (Aboriginal Corporation), Desert Food Security Pty Ltd or any other related entity of WDLAC, or any entity that WDLAC is likely to deal with):
 - i.
- (d) contracts in which I have an interest or I am a party (e.g. joint venture, supply, employment, etc.) that may relate to or affect WDLAC or my role as a director of WDLAC:
 - i.
- (e) any other actual or potential conflicts of duties or interests, including as a result of the following interests in property, assets, companies, community organisations, contracts or securities:
 - i.

and I **will notify** the corporation if any of the above information changes after my appointment.

I **am/am not** (circle one) an employee of WDLAC.

Code of Conduct

I agree to comply with the following Code of Conduct in my role as a director and as a member of the Board.

I acknowledge the Board of directors is accountable for directing and monitoring the affairs of WDLAC. The primary role of the Board is to represent the interests of members, staff and stakeholders. As a director I acknowledge I share this overall accountability, both individually and collectively, with my fellow Board members.

I acknowledge that being appointed as a director, brings significant obligations and expectations about my behaviour. Some of these obligations are prescribed by law; others cover the way in which I personally conduct myself as a Board member.

I understand that every director is expected to comply with this code. I also expect my fellow directors will follow this code of conduct and they have the right to expect the same of me. I am aware that breaching these obligations is a serious governance issue for which there are penalties at law.

I accept that my role as a Board Member is the role of a Director and I acknowledge that as a Director I must exercise my powers and discharge my duties under the CATSI Act, the regulations and the WDLAC rules in the following way:

(a) Act with care and diligence –

- (i) I must take my responsibilities seriously;
- (ii) I must follow WDLAC's Rule Book and the law and will commit to learning more about the laws that apply to WDLAC, including native title laws;
- (iii) I must arrive to meetings prepared, on time and be ready to ask questions, including about:
 - A. how WDLAC is being run and what its plans are to meet its charitable purposes;
 - B. how money is being received and spent and whether there is enough money to pay WDLAC's current and expected debts when they are due;
 - C. whether WDLAC is paying its taxes and keeping its insurances paid and up to date;
 - D. how WDLAC is complying with its Rules and the law, including those related to native title, tax, employment, and any other laws that apply to WDLAC;
 - E. how records are being kept;
 - F. how WDLAC is dealing with staff, members and other key stakeholders, including resolving disputes; and
 - G. decisions proposed by key management including the benefits, the risks, the alternatives, the consequences of not making a decision, and how decisions fit with WDLAC's charitable purposes, financial position and strategy.
- (iv) I will make sure I read all papers before Board or Committee meetings;

- (v) I will seek clarification or information on issues of which I am uncertain or which I do not understand;
 - (vi) I will actively contribute to meetings, present my point of view, and give credit to the contributions of others;
 - (vii) I will follow through on commitments made by me to the Board or specific tasks and activities delegated to me;
 - (viii) I will make myself familiar with the *CATS/ Act* and the WDLAC Rule Book to be clear about the role of the WDLAC Board and my duties as a Director;
 - (ix) I will attend all Board meetings, which will be held at least 4 times a year, plus any general meeting of the corporation. If I am on a committee of the Board, I understand that I may need to attend more meetings;
 - (x) If I have a legitimate reason why I cannot attend a meeting I must notify the WDLAC office as soon as possible;
 - (xi) I will not be intoxicated or under the influence of any substance when attending meetings;
 - (xii) I will undertake any Board induction and I will commit to further training to improve my understanding of governance and my role as a director.
- (b) **Act in good faith** in the best interests of the corporation for a proper purpose –
- (i) I must act honestly and look after the corporation.
 - (ii) I must make decisions that are best for the corporation and all its members, not myself or friends or family.
- (c) **Not to trade if the corporation becomes insolvent** –
- (i) I must make sure there is enough money in the bank to pay the bills of the corporation when they are due;
 - (ii) I must make sure I understand the financial position of the corporation;
 - (iii) I will consider reports and budgets prepared by key management, and regularly ask how we are performing against our budget expectations during the year;
 - (iv) If I think the corporation cannot pay its debts when they fall due, I will direct key management to make sure the corporation stops trading and will not approve any new financial commitments or contracts. I will also notify ORIC.
- (d) **Not improperly use my position or information** to gain advantage for myself or to hurt the corporation;
- (e) Not be involved in any **conflict of interest** –
- (i) I must not make decisions about the corporation if it benefits me or my family;
 - (ii) I will disclose any direct or indirect financial interest in any matter being, or about to be, considered by the Board and to not be present during deliberation of that matter without the approval of the committee and to not vote on any motion relating to that matter;
 - (iii) I must make sure I tell the corporation about any conflict of interest;

- (iv) I will ask the company secretary to record any interests I declare.
- (f) **Obey the rules of confidentiality-**
 - (i) I will not make any public statement on behalf of the corporation unless authorised by the Directors.
 - (ii) I will keep all contents of board meetings and any correspondence I receive as a Director confidential.
- (g) I will **communicate** with the greater Martu community so they can be informed of the issues and decisions that may affect them.
- (h) I must **respect** other directors, members, stakeholders and WDLAC staff, and treat them with courtesy, honesty and fairness, without letting personal relationships or personal views affect my professional conduct;
- (i) I will not speak when someone else is speaking. So as not to disturb the meeting I will not answer my phone during the meeting and will turn my mobile phone off/ have it on silent during the meeting. I will not yell at or be rude to other directors or WDLAC staff;
- (j) I will **not disrupt** a Board meeting for my own benefit;
- (k) I will **participate in a constructive and positive way** to enhance Board productivity, good governance, the reputation of the Board and WDLAC;
- (l) I will **support the final decisions of the Board**, even if I do not personally agree with them. A divisive Board cannot represent the best interests of WDLAC or its members and stakeholders. If my disagreement with a decision is so strong that I cannot support it, and is of such significance that I consider that my ability to fulfil my duties as a Director is impaired, I may wish to resign from the Board;
- (m) I understand **Board members are senior representatives** of WDLAC. I am aware that abuse of alcohol or drugs reflects not only on me but on my Board colleagues and ultimately on the reputation and standing of WDLAC and its members.
- (n) I understand that I may **only be paid as a director for doing official Corporation business** such as attending Board meetings.
- (o) I am aware that my entitlement to receive fees in my role as a director of WDLAC is contingent upon me agreeing to abide by this code.
- (p) I acknowledge that **disciplinary action** may be taken against me if I breach the code of conduct.

(q) I understand that if I get paid as a director and am also an employee, **I cannot receive two types of payment for doing the same activity.** I must choose and tell WDLAC before the activity is done what type of remuneration I want to receive for doing the activity. I also understand that WDLAC may pay travel and other expenses related to Board meetings. I understand that I am responsible for ensuring that my taxes associated with my director fees are paid and that I notify the Australian Taxation Office, Centrelink or any other relevant government agency about the payments I receive.

SIGNATURE _____

DATE _____

Adopted by the Board: 26 June 2015