



**WESTERN DESERT LANDS ABORIGINAL CORPORATION
(JAMUKURNU – YAPALIKUNU)**

ICN 4207

NOTICE OF ANNUAL GENERAL MEETING

DATE: 13th November 2018

TIME: 8:30am registration for a 9:00am start

PLACE: Parnngurr Community, Cotton Creek, Western Australia

Buses will be arranged from Hedland, Fitzroy Crossing and Bidyadanga to transport people to Parnngurr. We will also supply fuel to those members who are driving in their own car to the meeting. Please contact the WDLAC office on (08) 9486 9797 if assistance is required. Vouchers for food will be provided and water will be distributed at the meeting for those attending.

This Notice of Meeting should be read in its entirety. If Members are unsure how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Rhiannon McGarry on (08) 9486 9797.

Security will be provided on the day of the meeting to enable WDLAC to meet its code of conduct for members and staff

AGENDA

Welcome and Introduction

Confirmation of attendance and quorum

Apologies

BUSINESS

1. Confirmation of minutes of the WDLAC Annual General Meeting held on 1 November 2017 in Jigalong
2. Confirmation of minutes of the WDLAC Special General Meeting held on 3 August 2018 via Telephone Conference at Parnnugurr, Fitzroy Crossing, Bidyadanga and Punmu
3. Actions arising out of previous minutes
4. CEO Report
5. To receive and consider the financial report of the Corporation and the reports of the Directors and Auditor for the year ending 30 June 2018.

SPECIAL BUSINESS

1. Change to the Rule Book – amendment to Clause (b) of Rule 15.5 Remuneration

To consider, and if thought fit, to resolve as a special resolution the amended clause

15.5(b) The Directors may be paid remuneration in the sum of \$800 per day for Directors' Meetings up to an annual total fixed sum of not more than *\$87,600 divided between all Directors* (inclusive of superannuation)
2. Change to the Rule Book – addition of Clause (e)(iii) to Rule 15.5 Remuneration

To consider, and if thought fit, to resolve as a special resolution the additional clause

15.5(e)(iii) For the purposes of permitting the payment of Directors travelling and other expenses in connection with the Corporation's business
3. Change to the Rule Book – addition of Clause (g) to Rule 15.5 Remuneration

To consider, and if thought fit, to resolve as a special resolution the additional clause

15.5(g) A vehicle will be allocated to the Chair along with allowances as per the Policy and Procedure manual
4. General Business

If you are unable to attend, I encourage you to vote using the enclosed proxy form.

Please contact Rhiannon McGarry on (08) 9486 9797 to confirm your attendance for catering purposes only.

If you have any queries please do not hesitate to contact:

Rhiannon McGarry on 0400 706 142 or write to us at PO Box 3072, 249 Hay St East Perth WA 6892

Copies of the Unconfirmed Minutes of the 2017 Annual General Meeting, 3 August Special General Meeting and 2018 Annual Report are available for viewing at:-

- Perth Office Level 8, 12-14 The Esplanade, Perth

During business hours upon proof of identification.

Alternatively, on request a copy can be sent to your registered address.

Copies of the unconfirmed minutes will also be available at the meeting.

By order of the Board



SIMON HAWKINS
CONTACT PERSON

Appointment of Proxy Form

I,		(full name of member)
of		(address of member)
am a member of	Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) RNTBC	(name of Aboriginal and Torres Strait Islander corporation)
I appoint		(full name of proxy)
of	Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) RNTBC	(address of proxy)
Who is also a member of the Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) RNTBC, as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on		
		(date of meeting)
and at any adjustment of that meeting		
Signature of member		
Date		

NOTE: A proxy vote may only be given to a person who is a member of the corporation. (For more about proxies please refer to Rule 9.6 and section 201-90 of the CATSI Act.)

Please return your completed form to the corporation **at least 48 hours before** the meeting

Postal Address: PO Box 3072, 249 Hay Street, East Perth, WA, 6892

Facsimile: 08 9486 9798

Email: CEO@wdlac.com.au

Voting Directions to your proxy – please mark X to indicate your directions:

	FOR	AGAINST	ABSTAIN
<p>Resolution 1 Change to the Rule Book – amendment of Clause (b) to Rule 15.5 Remuneration</p> <p>To consider, and if thought fit, to resolve as a special resolution the amended clause</p> <p>15.5(b) The Directors may be paid remuneration in the sum of \$800 per day for Directors’ Meetings up to an annual total fixed sum of not more than <i>\$87,600 divided between all Directors</i> (inclusive of superannuation)</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Resolution 2 Change to the Rule Book – addition of Clause (e)(iii) to Rule 15.5 Remuneration</p> <p>To consider, and if thought fit, to resolve as a special resolution the additional Rule</p> <p>15.5(e)(iii) <i>For the purposes of permitting the payment of Directors travelling and other expenses in connection with the Corporation’s business</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Resolution 3 Change to the Rule Book – addition of clause (g) to Rule 15.5 Remuneration</p> <p>To consider, and if thought fit, to resolve as a special resolution the additional Rule</p> <p>15.5(g) <i>A vehicle will be allocated to the Chair along with allowances as per the Policy and Procedure manual</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairperson of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

If you mark the Abstain Box for a particular item, you are directing your proxy NOT to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

EXPLANATORY MEMORANDUM

This explanatory memorandum accompanies the Notice of Meeting for the AGM to be held on 13 November 2018 in Parngurr, commencing at 9.30 am WST. This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Members in deciding whether or not to pass the Resolutions which are the subject of the business today.

Information relevant to the business to be considered at the AGM is provided in this explanatory memorandum and Members should read this document in full.

SPECIAL BUSINESS

Resolution 1 – Change to the Rule Book – amendment of Clause (b) to Rule 15.5 Remuneration (Sitting fees)

An amendment to the Rule Book is proposed to increase the payment of Directors' Fees by \$30,000 from the current aggregate fixed sum of not more than \$57,600 to an agreed aggregate fixed sum of not more than \$87,600 (divided between all Directors) inclusive of superannuation. This is due to the increased activities, meetings, negotiations and inquiries of the Corporation.

The Resolution is a special resolution, and will be passed if more than 75% of the votes of those eligible to vote are cast in favour of the Resolution.

Resolution 2 – Change to the Rule Book – addition of Clause (e)(iii) to Rule 15.5 Remuneration (Directors travel expenses)

An addition to the Rule Book is proposed for the purposes of permitting the payment of Directors travelling and other expenses in connection with the Corporation's business.

The Resolution is a special resolution, and will be passed if more than 75% of the votes of those eligible to vote are cast in favour of the Resolution.

Resolution 3 – Change to the Rule Book – addition of clause (g) to Rule 15.5 Remuneration (Allocation of vehicle to the Chair)

An addition to the Rule Book is proposed for the purposes of allocating a vehicle to the Chair. The role of the Chair is expanding as WDLAC becomes more independent and as its financial position and governance has improved. The Chair is now expected to have a greater role in liaising with the community and presenting a positive image of the Corporation in the wider community. See proposed addition to the WDLAC Policy and Procedure manual at "**Annexure A**".

The Resolution is a special resolution, and will be passed if more than 75% of the votes of those eligible to vote are cast in favour of the Resolution.

“ANNEXURE A”

POLICY FOR A VEHICLE FOR THE CHAIR

ASSETS, VEHICLE MANAGEMENT AND INSURANCES

VEHICLE FOR WDLAC CHAIR

Except in exceptional cases, only the Chair of WDLAC may have the use or control of a WDLAC vehicle for legitimate work related purposes. These purposes are to be approved by the Chief Executive Officer prior to their travel.

The Chair is responsible for the care and operation of WDLAC assets whilst in the Chair's possession.

Chair's responsibilities include:

- inspecting the vehicle prior to taking control or possession and ensuring equipment is in good condition;
- reporting damage, loss of equipment or any other matter that may affect the operation of the vehicle, to the Regional Manager as soon as possible after the damage occurs. The Regional Manager will liaise with the Chief Financial Officer if need be for further action as required;
- reporting theft or malicious damage of the vehicle to the Regional Manager or Chief Financial Officer as necessary in order to make an insurance claim. The Regional Manager or Chief Financial Officer will in turn report the circumstances to the Police and to the Accountant;
- co-operating with WDLAC in the completion of insurance claim forms and subsequent investigations by the insurer if a WDLAC asset in their possession is damaged and subject to an insurance claim;
- keeping the vehicle in good and serviceable condition;
- signing a **Motor Vehicle Declaration** form (available from Human Resources and to be completed by Chairs prior to first use of vehicle).
- adhering to WDLAC Vehicle Policy as modified (to be given to Chairs when vehicle is first used).
- liability – see Vehicle Policy.
- logbook must be maintained for every trip and signed (logbook to be given to Chairs when vehicle is first used).
- expenses – fuel

