

Notice of Annual General Meeting and Consultation with Rio Tinto

Location: Wanangkura Stadium
Hamilton Road, South Hedland

Date: on Saturday 21st October 2017

Time: 9:00am Sharp – Meeting Starts

NOTICE

Gumala Aboriginal Corporation (“GAC”) hereby gives notice, pursuant to Rule 7 of the GAC Rule Book to all Banyjima, Innawonga and Niyaparli members that the Annual General Meetings of the Corporation will be held from **9:00am on Saturday the 21st of October 2017** at the **Wanangkura Stadium in South Hedland, WA.**

AGENDA

The general nature of business to be conducted at the Annual General Meeting will be:

- 9am** Open Meeting
- i. Welcome to Country
 - ii. Confirmation of meeting Chair
 - iii. Apologies
 - iv. Acceptance of proxy votes
 - v. Confirm agenda and voting process

- 930am** Minutes of previous general meeting and matters arising
- 10am** Reports of the Corporation for the financial year ending 30 June 2017
(Directors' report and EO report)
- 11am** Auditor's report
- 1130 – 1pm** Separate into language groups for Director Voting followed by LUNCH.
2 scrutineers to be elected from each language group to observe the count of votes, throughout the consultation meeting with Rio Tinto.
- 1pm** **Rio Tinto to consult with members on land disturbance payments**
- 2pm** Appointment of Auditor
- i. *“That Bentleys be re-appointed as auditors of GAC for a term of two years”*
- 215pm** General Business and Outcome of Election
- Outcome of vote declared and following resolutions considered:
- i. *“That all of the directors of GAC cease to hold office immediately”;* and
- ii. *“That the members of GAC immediately appoint 12 directors to the Board of GAC, comprising 2 Banyjima, 2 Innawonga and 2 Niyaparli, for a term of 2 years, and 2 Banyjima, 2 Innawonga and 2 Niyaparli, for a term of 1 year.”*
- 245pm** **Meeting Closed**
- 3pm** **GIPL meeting start**

REGISTRATION

Registration opens at 8:00am

Members **MUST** register attendance at the designated registration area **PRIOR** to entering the meeting – with **appropriate identification** for the registration process (eg. debit card, drivers' license). A coloured wristband will be issued to each registration and proxy holder, dependent upon language group.

Registering at group meetings is important for the following reasons:

- This is our record of Member attendance at the meeting and attendance is recorded in the minutes of the meeting;
- Once registered Members will receive a wrist band which entitles them to vote on resolutions at the meeting; and
- Registering is how we know Members attended the meeting and therefore confirmation of entitlement to a payment for attending should one be applicable.

PROXIES AND PROXY VOTES

Rule 7.14 of the GAC Rule Book sets out eligibility and nomination of proxies. A proxy is '*a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member*'.

A proxy must be over 18 years of age and does not need to be a member of GAC. Pursuant to Rule 7.14.2(c), a member cannot exercise more than three (3) proxy votes.

To appoint a proxy, please complete the *proxy form* attached and send it to governance@gumala.com.au by no later than **9:00am Thursday 19th October 2017**.

In accordance with Rule 7.14.4, ALL proxies must be received by GAC at least 48 hours prior to the meeting. Proxies not received by this date and time will be invalid.

VOTING/ELECTION OF DIRECTORS PROCESS

GAC Rule Book Rule 7.11.1 - Entitlement to vote

- (a) At a general meeting, each member has 1 vote, each on a show of hands, a poll or a division and count.

GAC Rule Book Rule 8.2 - Eligibility to be a director

A person is eligible to be elected as a director if the person is:

- (a) a member; and
- (b) at least 21 years of age.

GAC Rule Book Rule 8.6 - Process for election of directors

The process of electing directors will:

- (a) be by separate elections conducted by each of the Bunjima, Innawonga and Niapaili peoples using secret ballot to elect respectively each of the Bunjima, Innawonga and Niapaili directors; and
- (b) adopt the 'first past the post' voting system (or simple majority) in which the person with the highest 2 number of formal votes is elected for a 2 year term and the third and fourth highest formal votes are elected for a 1 year term.

PLEASE NOTE:

Members have voiced concerns in relation to the voting process – especially with the vote taking place at the end of the meeting and the time involved in counting the votes. It also prevents those who are travelling the opportunity to be involved and impacts the start time of the GIPL AGM.

With advice, GAC proposes to hold the election between 1130am and 1pm (during the lunch break). The count will take place from 1pm at the front of the meeting - whilst Rio Tinto consult with members.

The language groups may nominate scrutineers to observe and in order to maintain the integrity of the count – GAC staff members who are NOT traditional owners will tally the vote. Where there are any disputes, the chair of the meeting will make a final decision.

The outcome of the vote will occur after 2:30pm for a 2:45pm finish.

DIRECTORS RESPONSIBILITIES

The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law.

These duties as set out in Rule 9 of the GAC Rule Book, include:

- a duty of care and diligence;
- a duty of good faith;
- a duty of disclosure of material personal interests
- a duty not to improperly use position or information;
- a duty to prevent insolvent trading.

Consent to act as director

- (a) Before a person may be appointed as a director, that person must give the Corporation a signed consent to act as a director of the Corporation

The *consent to act as a director* form is attached.

KIDS ACTIVITIES

Children's activities will be provided, upstairs in the Jimblebar room.

PAYMENTS

As per the “**General Gumala Foundation Beneficiary and Member Group Meetings Policy**”, the following payments will be made, **within ten (10) business days**, to those members who attend the Rio Tinto Consultation on land disturbance payments.

These payments are a contribution towards the travel and out-of-pocket expenses of Members only who are attending the meeting. The allowances are calculated against the registered address of the Member at the time of the meeting and include allowances for fuel (per vehicle), airfares, meals and accommodation (per person).

Please note that any changes of addresses in the weeks leading up to or on the day of the meeting will be required to be supported by a recent utility bill or similar document which supports this change of address.

Travel

Where a person has driven to a general meeting, a travel allowance is payable per vehicle at **66c per kilometre travelled from registered address (capped at 1,000km)**.

In order to receive this allowance, the **DRIVER** of the vehicle must present at the registration table with the **REGISTRATION NUMBER** of the vehicle. The vehicle **must be at the venue** to receive travel allowance.

This allowance is determined by total KM's travelled to and from the meeting from the driver's place of residence but will be **capped at 1,000kms**.

For clarification, the **maximum amount payable** for vehicle travel, to the driver only, is **\$660.00**

Reimbursement of Airfares

If travelling by plane, economy airfares will be reimbursed, on presentation of proof of purchase. Members who are eligible to attend and vote at the meeting will be reimbursed up to a **maximum of \$1,000**. Please remember to bring a **copy of your receipt/invoice**, in order for this payment to be processed.

One Day Meetings

Where a person who has registered to attend a meeting is required to travel more than 100KM's from their registered home address for a meeting they will be entitled to a \$250 accommodation allowance payment (1 night).

Where a person who has travelled more than 400KM from their registered home address for a meeting they will be entitled to a \$500 accommodation allowance payment (2 nights).

Meal Allowance

Meal allowances will be paid in accordance with the 2016/17 ATO rates, for every day that there is a meeting:

Breakfast	\$26.45
Lunch	Provided at the meeting
Dinner	\$50.70

Consultation Payment

Each member who registers for the consultation with Rio Tinto, will receive a \$250 payment.

Taxation

It is the responsibility of each individual Member to declare travel allowances in their tax returns. Their tax accountant will determine if allowances are taxable or not.

Please note, **NO PAYMENTS** will be made prior to the meeting, or on the day.

RIO TINTO EMPLOYMENT ROADSHOW

Rio Tinto will have a recruitment and information stall at the venue, from 8am – 2pm.

MEMBERS CODE OF CONDUCT

At group meetings, everyone has the right to feel safe and comfortable. Issues will be resolved through discussion, consensus and civil debate. Shouting, bad language, bullying or aggressive behaviour will not be tolerated.

If the above described negative behaviour occurs, the Chair of the meeting will request the speaker to desist and return to their seat. Where the speaker continually refuses to behave they will be issued a warning that they may be asked to leave the meeting should their behaviour continue.

If their behaviour continues following this warning, they will be asked to leave the meeting. If the speaker still refuses to desist, the Chair will order power to that microphone be switched off and will request the assistance of security to remove the individual from the meeting.

The GAC Rule Book states at Clause 5.4.1 and 5.4.2 - Members' rights and responsibilities

Member Responsibilities:

- (a) to comply with the Act and these rules;
- (b) to notify the Corporation of any change in their address within 28 days;
- (c) to comply with any code of conduct adopted by the Corporation;
- (d) to treat other members and the directors with respect and dignity; and
- (e) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.

Members rights

- (i) can attend, speak and vote at a general meeting of the Corporation;
- (ii) can be elected or appointed as a director;
- (iii) cannot be removed as a member unless the directors and the Corporation have complied with rule 5.7;
- (iv) can put forward a resolutions to be voted on at a general meeting of the Corporation in accordance with rule 7.6;
- (v) can ask the directors to call a general meeting of the Corporation in accordance with rule 7.3.2;
- (vi) can access the following books and records of the Corporation:
 - (A) the register of members, under rule 6.5;
 - (B) the minute books, under rule 14.9;
 - (C) the Corporation's Rule Book, under rule 14.11;
 - (D) certain reports prepared by or for the directors and the Corporation, in accordance with the Act;

We look forward to seeing you all on the 21st October 2017.

Kind Regards



Jahna Cedar
Executive Officer



Steven W. Dhu
GAC Chairperson

PERSONAL INFORMATION FORM

FAMILY NAME:		NAME:	
RESIDENTIAL ADDRESS:		STATE:	POST CODE:
POSTAL ADDRESS (IF DIFFERENT THAN ABOVE):		STATE:	POST CODE:
HOME PH:	MOBILE:	DOB:	
EMAIL ADDRESS:			
LANGUAGE GROUP:	<input type="checkbox"/> Nyiyaparli	<input type="checkbox"/> Banyjima	<input type="checkbox"/> Innawonga
DO YOU HAVE ANY CHILDREN?	<input type="checkbox"/> YES	<input type="checkbox"/> NO	
<p>If yes, did you know your children are also eligible to be registered as Beneficiaries of the General Gumala Foundation Trust? Please contact our office for information on how to register your child as a Gumala Beneficiary.</p>			

BANK ACCOUNT INFORMATION

NAME OF BANKING INSTITUTION:	
NAME ON ACCOUNT:	
BSB NUMBER:	ACCOUNT NUMBER:
SIGNATURE: _____	
DATE: ____/____/____	

Please nominate one bank account only. This form will be used by the Foundation to record your details. The nominated bank account will be used for all Foundation payments to made to you. To ensure effective communications between you and the Foundation, all fields should be completed. Our communication methods have expanded to SMS and email and so mobile numbers and emails addresses are essential. Please ensure you sign and date this form as required before returning to our offices.

General Gumala Foundation
Gumala Investments Pty Ltd. (Trustee)
P: 08 9287 3900
F: 08 9325 2660
E: gipl@gumalatrust.com
M: PO Box 3015, EAST PERTH WA 6892

General Gumala Foundation
Gumala Aboriginal Corporation (Manager)
P: (08) 9219 4500
F: (08) 9219 4555
E: gac@gumala.com.au
M: PO Box 28, TOM PRICE WA 6751

**GAC Annual General Meeting,
Saturday 21 October 2017**

I, _____
(Name)

of _____
(Address)

being a Member of Gumala Aboriginal Corporation (“GAC”) from the

Banyjima / Innawonga / Niyiyaparli People (Please circle)

who is entitled to vote at a general meeting: appoint _____
Name of Proxy

as my proxy to vote on my behalf at the GAC AGM on Saturday 21 October 2017

A person must not exercise proxies for more than 3 members.

SIGNED : _____
(Member appointing the proxy)

SIGNED : _____
(Person receiving the proxy)

DATED : _____ 2017

Please Note: All proxy forms **MUST** be received by 9am on 19 October 2017 to
governance@gumala.com.au

Vehicle Registration Form
GAC Consultation with Rio Tinto 21 October 2017

Driver's Name:	
Driver's DOB:	
Driver's Phone No.:	
Car Registration:	
Car Make & Model:	
Car Park Location:	
<p>By signing below, I confirm that I am the driver of the above vehicle for vehicle registration purposes in claiming travel allowance for this meeting.</p>	
<p>Signed: _____ Date: _____ _____/_____/_____</p>	

Office Use Only:	
Vehicle Verified: YES <input type="checkbox"/>	NO <input type="checkbox"/>
Time: _____ AM / PM	
Comments: _____ _____	
Employee: _____	