**NOTICE OF GAC ANNUAL GENERAL MEETING**

Gumala Aboriginal Corporation (“**GAC**”) hereby gives notice, pursuant to Rule 7 of the GAC Rule Book to all GAC Banjima, Yinhawangka and Nyiyaparli Members that the Annual General Meeting of the Corporation will be held **on Friday 6 October 2023.** The 2023 GAC AGM will be held as a **hybrid meeting**, allowing Members to attend **in-person** at the Wanangkura Stadium, or **online** via the Lumi online platform.

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| --- | --- |
| **Location:** | Wanangkura StadiumHamilton Road, South Hedland*and*Online via the Lumi online platform |
| **Date:** | Friday 6 October 2023 |
| **Time:** | 8:00 am | Registration Opens |
|  | 9:00 am | Consultation Meeting |
|  | 11:00 am 12:30 pm  | GAC AGM opened by ChairpersonLunch  |
|  | 1:00 pm 2:00 pm 2:15 pm  | GAC Voting beginsOutcome of Elections AnnouncementGAC AGM closed |

**GAC ANNUAL GENERAL MEETING**

**AGENDA**

|  |  |  |
| --- | --- | --- |
| **1.0** | **Meeting Open by Chairperson Naylor** | **11:30am** |
|  | Welcome to Country and a Minute’s Silence |  |
|  | Confirmation of Meeting Chair |  |
|  | Acceptance of Proxies and Apologies |  |
|  | Confirmation of Agenda and Voting Process |  |
| **2.0** | **Previous Minutes 21 October 2022** |  |
| **3.0** | **Election of Directors** |  |
| **4.0** | **Reports** |  |
|  | Directors’ Report |  |
|  | Executive Officer’s Report |  |
|  | Financial Report |  |
| **5.0** | **Reappointment of Auditor** |  |
| **6.0** | **General Business** |  |
| **7.0** | **Director Remuneration Review and Resolution** |  |
|  | Resolution*: “The Members of GAC approve the Directors Remuneration”.*  |  |
| **8.0** | **Outcome of Election with the following:**  |  |
|  | Resolution 1 *“Directors Nola Naylor, Charles Smith, Mary Mills, Stacey Sampi, Layneisha Sgro and Dakota Roy cease to hold office immediately.”* |  |
|  | Resolution 2 *“That the Members of GAC immediately appoint* [Vacant Banjima 1], [Vacant Banjima 2], [Vacant Nyiyaparli 1], [Vacant Nyiyaparli 2], [Vacant Yinhawangka 1] *and* [Vacant Yinhawangka 2] *to the GAC Board for a term of two years.*” |  |
| **9.0** | **Meeting closes** | **2.15pm** |

**REGISTRATION**

**In-person attendees**

Registration opens at **8:00 am**

In person attendees MUST register attendance at the designated registration area prior to entering the meeting. Please bring along the appropriate identification for the registration process (e.g., debit card, drivers’ license). Members will be issued with a Lumi voting device and a smart card. Proxy holders will be issued with additional smart cards for each proxy they hold.

**Online attendees**

Online attendees must log into the Lumi online portal with their designated login details to register their attendance.

**Registration is important for the following reasons:**

* It is a record of attendance at the meeting which is required to be recorded in the minutes of the meeting; and
* The Lumi device and smart cards entitles a Member and/or proxy holder to vote on resolutions at the meeting; and
* Registering provides confirmation of a Members’ entitlement to any payments associated with attending the meeting.

**ELECTION OF DIRECTORS PROCESS AS SET OUT IN GAC RULEBOOK**

**Rule 7.11.1 -** **Entitlement to vote**

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

**Rule 8.2.1 - 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.

**Rule 8.6.1 - Process for election of Directors**

The process of electing Directors will:

(a) be by separate elections conducted by each of the Banjima, Yinhawangka and Nyiyaparli peoples using secret ballot to elect respectively each of the Banjima, Yinhawangka and Nyiyaparli Directors; and

(b) adopt the ‘first past the post’ voting system (or simple majority) in which the person with the highest two (2) number of formal votes is elected for a two-year term.

The language groups may nominate scrutineers to observe, 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 at the end of the AGM.

**DIRECTORS’ RESPONSIBILITIES**

**Rule 9.1 – Director General Duties**

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 9.2 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.

**Rule 8.3 - Consent to act as Director**

1. 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 form.

Due to new Government requirements, any person who becomes a director from 1 November 2022, must have a valid Director ID or have applied for a Director ID prior to their appointment. Please ensure that you provide your Director ID or proof that you have applied for one, to your Consent to Act form. Without this information, your nomination and possible appointment will not be valid.

The *Consent to Act as a Director* form is available in this AGM pack or via the GAC website. Forms will also be available on the day for Members to complete. Nominations and should be sent to **governance@gumala.com.au**

The cut off time for nominations will be announced during the AGM.

Online attendees can nominate themselves to become a director. It is recommended that online attendees who wish to nominate themselves as a director submit a Consent to Act form to governance@gumala.com.au to later than 9am on the day of the AGM.

**PROXIES AND PROXY VOTES**

Rule 7.14 of the GAC Rule Book sets out eligibility and the nomination of proxies. Schedule 1 of the Rule Book defines a proxy as follows: ‘*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.

**Please note:**

In person attendees are eligible to hold proxies.

Online attendees are not eligible to hold proxies.

Proxy appointment:

To appoint a proxy, please complete the proxy form enclosed and send it to **proxies@gumala.com.au** by no later than **11.59pm on Wednesday 4 October 2023**.

In accordance with Rule 7.14.4, all proxies must be received by GAC at least 48 hours prior to the meeting. Proxies after this date and time will be invalid.

**VOTING PROCESS**

Lumi Voting System:

Banjima, Yinhawangka and Nyiyaparli Members will be able to elect their directors respectively using a confidential electronic ballot via **Lumi voting devices provided by Gumala (for in-person attendees)** or via **Lumi online platform which can be accessed on Members personal electronic devices (for online attendees).**

GAC is adopting the ‘first past the post’ voting system (or simple majority) in which the person with the highest two (2) number of formal votes is elected for a two-year term.

Scrutineers to observe are not required as the electronic voting system is transparent and not counted manually by staff but automatically tallied by the voting system. Where there are any disputes, the Chair of the meeting will make a final decision. The outcome of the vote will occur at the end of the AGM.

GAC staff members who are NOT Traditional Owners will be involved in finalising the election outcome via the Lumi system. Where there are any disputes, the Chair of the meeting will make a final decision. The outcome of the vote will occur at the end of the AGM.

**KIDS’ ACTIVITIES**

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

**PAYMENTS**

Please refer to the *Information on Reimbursement of Costs* form for information on travel, meal, and accommodation payments.

**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 behavior will not be tolerated.

If the above negative behavior 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 behavior 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**

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 resolution 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;

Member responsibilities:

(i) to comply with the Act and these rules;

(ii) to notify the Corporation of any change in their address within 28 days;

(iii) to comply with any code of conduct adopted by the Corporation;

(iv) to treat other Members and the Directors with respect and dignity; and

(v) to not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.

We look forward to seeing you all on **Friday 6 October 2023.**

Kind regards



**Justin Dhu Nola Naylor**

**GAC Executive Officer GAC Chairperson**