

# Notice of Annual General Meeting

The General Gumala Foundation (ABN 50 336 714 927)

---

Notice is hereby given that an Annual General Meeting of the Beneficiaries of The General Gumala Foundation (ABN 50 336 714 927) (**Foundation**) will be held at **2:30 pm on Friday, 6 October 2023 at Wanangkura Stadium, Hamilton Road, South Hedland WA (AGM)**.

1. AGM open.
2. Minute's silence.
3. Appointment of Meeting Chair.
4. Apologies.
5. Minutes of previous general meeting.
6. Financial reports for the financial year ended 30 June 2023.
7. Auditor's report.
8. Variations to Trust Deed – see proposed resolutions in the Explanatory Statement.
9. Other business.
10. Close of AGM.

## Joint Consultation Meeting

A joint consultation meeting between the Beneficiaries of the Foundation and the Members of the Gumala Aboriginal Corporation (ICN 2744) (**GAC**) will be held before the AGM, at 9:00 am.

## Further Information

Please refer to the Explanatory Statement which accompanies this Notice for further information on the items of business to be considered at the AGM.

## Payments

Due to the combined arrangements with GAC, please see the consolidated form which accompanies this Notice.

**By order of the Trustee's Board of Directors:**



**Yale Bolto**  
Interim Chairman

12 September 2023

## Meeting and Voting Information

---

**Participation and registration** Beneficiaries may attend the AGM in person or appoint a proxy to participate on their behalf. Beneficiaries who wish to vote must register to vote at the AGM. Registration will open at **8:00 am** and will close at **11:00 am on the day of the AGM**.

**View AGM online** Beneficiaries may also log on and ask questions through an online platform (see below for instructions). The online platform will not have online voting facilities.

Beneficiaries who utilise the online platform and wish to vote will need to lodge the Proxy Form to enable their vote to be counted.

Beneficiaries unable to attend can lodge the Proxy Form to enable their vote to be counted.

**Further instructions on how to log on to the online platform are available in the mail out pack.**

**Appointment of proxies** A Beneficiary entitled to attend and vote at the AGM is entitled to appoint a proxy. A proxy may be the Meeting Chair or any other person, but does not need to be a Beneficiary.

Beneficiaries who wish to appoint the Meeting Chair as their proxy must mark the relevant box on the Proxy Form.

Beneficiaries may direct a proxy whether to vote for or against, or to abstain from voting, on a Resolution by marking the relevant box on the Proxy Form. All proxy votes must be cast in accordance with such directions.

Alternatively, a Beneficiary may permit their proxy to vote on a Resolution at the proxy's discretion by not completing the voting directions on the Proxy Form.

Where the Meeting Chair is proxy, they intend to vote all undirected proxies held by them **FOR** each of the Resolutions.

A Beneficiary who appoints a proxy but subsequently attends the AGM may vote on the items of business at the AGM. Any such vote by the Beneficiary will invalidate the votes cast by their proxy.

**Lodgement of Proxy Forms** Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received at or before the commencement of the AGM:

- by post or hand delivery to the GAC office located at 1 Stadium Road, Tom Price WA 6751;
- by post or hand delivery to the GAC office located at Level 2, 65 Adelaide Terrace, East Perth WA 6004;
- by email to [gipl@gumalatrust.com](mailto:gipl@gumalatrust.com) or by fax to 08 9325 2660; or
- by hand delivery to the Meeting Chair or secretary of the AGM.

**Voting procedure** Voting on each Resolution at the AGM will be conducted by:

- electronic poll for those Beneficiaries present at the AGM in person; and

- manual poll for Beneficiaries represented by proxy at the AGM.

Voting facilities will not be available for Beneficiaries attending the AGM via the online platform (see above). To enable their votes to be counted, they will need to lodge the Proxy Form.

**Questions by  
Beneficiaries**

The Meeting Chair will allow a reasonable opportunity at the AGM for Beneficiaries to ask questions or make comments throughout the AGM. The Meeting Chair will also allow a reasonable opportunity for Beneficiaries to put questions to the representative of the Foundation's auditor.

# Explanatory Statement

---

The purpose of this Explanatory Statement is to provide Beneficiaries with all information known to the Trustee which is material to a decision on how to vote on the Resolutions set out below.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolution 1 – Requirements for Chairperson

### 1.1 Wording of Resolution

To consider, and if thought fit to pass, with or without amendment, the following resolution as a Special Resolution:

For the purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries ratify and approve the following variations to the Trust Deed:

(a) All references in the Trust Deed to:

- (i) “chairman” or “Chairman”, in any capacity, will be amended to “**chairperson**” or “**Chairperson**”, as the context requires; and
- (ii) “he”, “him” or “his” in relation to such chairman will be changed to “**them**”, “**they**” and “**their**” respectively.

(b) Amendment to clause 28.1(2)(b)(ii) of the Trust Deed (text of variation in red):

- (ii) *all decisions of the directors must be made by majority vote at a duly convened meeting. The **chairperson chairman** will be one of the **Traditional Owner representative directors -independent-directors** and the **chairperson chairman**—will have a second or casting vote in addition to **his—their** deliberative vote.*

### 1.2 Explanation

The proposed variation seeks to change the requirement that the chairperson of the Trustee’s board of directors be independent to a requirement that the chairperson be a Traditional Owner.

Further, the proposed variation also seeks to modernise all references to “chairman” (or the like) in the Trust Deed by removing gender-based wording.

## 2. Resolution 2 – Definition of “Appointing Committee”

### 2.1 Wording of Resolution:

To consider, and if thought fit to pass, with or without amendment, the following resolution as a Special Resolution:

For the purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries ratify and approve the following variations:

- (a) Amendment to the definition of “Appointing Committee” in clause 1 of the Trust Deed (text of variation in red):

*“Appointing Committee” means a committee convened from time to time as required under this Deed comprising:-*

- (1) *two independent members nominated by the Manager, neither of whom has:-*

*(a) family affiliation with any Traditional Owners; or*

*(b) any material business affiliation with any Traditional Owners of a nature which would prevent or hinder that person in the impartial and objective discharge of their role on the Appointing Committee; and*

- (2) *two members nominated by the Manager who serve on the Board of Directors of the Manager ~~one member nominated by the President for the time being of the Law Society of Western Australia Inc at the request of the Manager;~~*

~~(3) one member nominated by the President for the time being of the WA Chapter of the Institute of Chartered Accountants;~~

- (b) Deletion of clause 27.9 of the Trust Deed as follows:

~~In the event that at any time any of the offices referred to in sub-paragraphs (2) or (3) of the definition of “Appointing Committee” cease to exist then the Manager acting reasonably will by written declaration specify in replacement of such office such alternative office which as closely as practicable approximates the office which has so ceased to exist.~~

### 2.2 Explanation

The Law Society of Western Australia and the Institute of Chartered Accountants (renamed Chartered Accountants Australia & New Zealand) have both ceased providing nomination services. Therefore, the Appointing Committee cannot be properly established based on the current wording of the definition.

The Trustee has been unable to identify suitable alternative professional organisations which may perform the nomination function. Accordingly, the proposed variation seeks to ensure the Appointing Committee can be properly formed in a manner which preserves the requirement for half of the members to be independent.

### 3. Resolution 3 – Virtual Meeting Technology

#### 3.1 Wording of Resolution:

To consider, and if thought fit to pass, with or without amendment, the following resolution as a Special Resolution:

For the purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries ratify and approve the following variations:

- (a) Inclusion of a new definition of “Virtual Meeting Technology” in clause 1 of the Trust Deed:

*“Virtual Meeting Technology” means any technology that allows a person to participate in a meeting without being physically present at the meeting.*

- (b) Inclusion of a new clause 16.16 of the Trust Deed

*A general meeting may be held at two or more venues using Virtual Meeting Technology or using Virtual Meeting Technology only.*

#### 3.2 Explanation

The COVID-19 pandemic highlighted problems with the requirements for companies and other organisations to hold and conduct general meetings of their members.

To address some of these problems, amendments were made to the *Corporations Act 2001* (Cth) and the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) to allow bodies to hold:

- ‘virtual’ meetings, being meetings where all members participate via online facilities; or
- ‘hybrid’ meetings, being physical meetings that are also linked with online facilities that allow remote participation by members.

The purpose of these legislative changes was to ensure continued member engagement in general meetings. However, while the changes apply to meetings of GAC (which is subject to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth)), they do not currently apply to general meetings of the Foundation.

The proposed variations to the Trust Deed are intended to ensure meetings of Beneficiaries of the Foundation and meetings of the Members of GAC are consistent. In addition, they seek to make it easier for the Foundation to enable Beneficiaries to attend and participate in general meetings by using videoconferencing or similar technologies.

### 4. Resolution 4 – Extension of Date for Holding Annual General Meetings

#### 4.1 Wording of Resolution:

To consider, and if thought fit to pass, with or without amendment, the following resolution as a Special Resolution:

For purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries ratify and approve the following variation to clause 16.1 of the Trust Deed (text of variation in red):

*An annual general meeting of the Beneficiaries shall be held between 1<sup>st</sup> August and 31<sup>st</sup> December in each Accounting Period (or, if the Trustee reasonably determines, with the Manager's consent, the next 30<sup>th</sup> June after the Accounting Period). In the case of an emergency, natural disaster, health epidemic, or other potential risk to the health and safety of persons who may attend an annual general meeting, the Trustee may, acting reasonably, in good faith and in the best interests of the Beneficiaries, hold the annual general meeting after 31<sup>st</sup> December. All general meetings other than the annual general meeting shall be called extraordinary general meetings.*

#### 4.2 **Explanation**

The proposed variation will enable the Trustee to extend the date for holding an annual general meeting of the Foundation by up to 6 months, but only with GAC's consent. The Trustee must act reasonably when exercising this power.

The purpose of this variation is to give some flexibility as to when annual general meetings must be held, while still ensuring that Beneficiaries can meet and ask questions of the Foundation's management.

## 5. Resolution 5 – Appointment of Proxies

### 5.1 Wording of Resolution:

To consider, and if thought fit to pass, with or without amendment, the following resolution as a Special Resolution:

For the purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries ratify and approve the following variations:

- (a) Amendment to clause 16.12 of the Trust Deed (text of variation in red):

*Subject to clause 16.15, An adult Beneficiary may appoint a proxy to attend a General Meeting on his or her behalf. The instrument appointing a proxy shall be in writing in any usual form prescribed by the Trustee under the hand of the appointer or of its attorney duly authorised in writing.*

- (b) Amendment to clause 16.14 of the Trust Deed (text of variation in red):

*An instrument appointing a proxy shall not be treated as valid unless the instrument appointing the proxy and the power of attorney or other authority (if any) under which it is signed is deposited at the office of the ~~Manager~~ Trustee or at such other place within the State as is specified for that purpose in the notice convening the meeting (which may be with the chairman or secretary of the Meeting at or before the commencement of the Meeting), not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at or before the commencement of the Meeting.*

- (c) Inclusion of a new clause 16.15 of the Trust Deed:

*A person must not exercise proxies for more than 3 Beneficiaries.*

### 5.2 Explanation

The proposed variations seek to streamline the procedure for Beneficiaries to appoint a proxy to attend, vote and participate in general meetings of the Foundation on their behalf.

Beneficiaries will be required to provide a proxy appointment form at least 48 hours before a general meeting. Further, a person will be limited to acting as proxy for no more than 3 Beneficiaries.

These variations are consistent with the requirements for meetings of GAC.



## Glossary of Terms

---

In this Explanatory Statement, the following terms have the meaning set out below, unless the context otherwise requires:

<b>Annual General Meeting or AGM</b>	means the annual general meeting of Beneficiaries convened by this Notice, including or any adjournment of such meeting.
<b>Beneficiaries</b>	has the meaning given to that term in the Trust Deed.
<b>Explanatory Statement</b>	means this explanatory statement to the Notice of Annual General Meeting.
<b>Foundation</b>	means the General Gumala Foundation.
<b>GAC</b>	means the manager of the Foundation, Gumala Aboriginal Corporation (ICN 2744).
<b>Glossary</b>	means this glossary of terms.
<b>Meeting Chair</b>	means the chairperson of the AGM.
<b>Member</b>	means a member of GAC.
<b>Notice or Notice of Annual General Meeting</b>	means the notice of the AGM.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Resolution</b>	means a resolution specified in the Explanatory Statement
<b>Special Resolution</b>	has the meaning given to that term in the Trust Deed.
<b>Traditional Owner</b>	has the meaning given to that term in the Trust Deed.
<b>Trust Deed</b>	means the Consolidated Trust Deed of the General Gumala Foundation between Gumala Aboriginal Corporation (ICN 2744) as manager, Claire Boyd as founder and Gumala Investments Pty Ltd (ACN 077 593 581) as trustee, dated 27 February 1997, as amended.
<b>Trustee</b>	means the trustee of the Foundation, Gumala Investments Pty Ltd (ACN 077 593 581)
<b>WST</b>	means Australian Western Standard Time, being the time in Perth, Western Australia.