

***Lhere Artepe Aboriginal Corporation RNTBC  
Policy and Procedures Manual***

Created on 7 September 2011 20 December 2011

**PREAMBLE**

The Lhere Artepe Aboriginal Corporation RNTBC is registered under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the CATSI Act).

The CATSI Act is administered by the Office of the Registrar of Indigenous Corporations (ORIC)

The corporation's rule book was approved by the Registrar on 29 June 2011.

Where applicable, these policies and procedures must always be consistent with the provisions of the Act and the rule book.

## Introduction

The Lhere Artepe Aboriginal Corporation RNTBC (LAAC) Policy and Procedures Manual (the "Manual") has been designed for a number of functions:

- To be an introduction to developing policies and procedures for the organisation; and
- To act as a reference guide for the organisation.

The Manual can act as a reference guide in relation to:

- Directors role
- Meeting statutory requirements
- Day-to-day financial management
- Complaints Handling
- Disputes resolution
- Risk Management
- Compliance
- Communication

LAAC will need to adopt the policies and procedures.

When developing policies and procedures, the corporation should take into consideration the following:

- The skills and experiences of the directors and members; and
- The skills and experiences of the staff.

## Review and Updating

The Manual has been compiled in a loose-leaf form to facilitate the updating of sections as the need arises. With this need in mind, an electronic copy also accompanies the manual.

Each page has a created on date in the footer, updates should be checked to identify if the page's created on date version of the manual is the most recent available.

This document details how the finances and assets of the LAAC will be managed and cared for. It covers:

- financial delegations (who has the authority to sign off on payments through EFT / cheque);
- issue of receipts for money received by LAAC;
- money banked into LAAC's account in a timely manner.

Note this policy and set of procedures must be revised if LAAC changes the supplier of bookkeeping services and/or accounting services.

## **Directors meetings Policy**

## Objective

To provide a comprehensive set of guidelines for the calling and conducting of directors' meetings.

The frequency of directors' meetings, conduct of business, use of the seal, election of members, quorum, and expulsion of members, sub-committees and vacancy of office are all items that are addressed in the rule book.

## Frequency of directors' meetings

The rule book states that regular director's meetings must be held and may meet to attend to its business as often as it considers necessary, but must meet at least once each 3 months (4 times a year minimum). The purpose of these meetings is to attend to corporation business. Directors must also attend any additional directors' meetings that are called from time to time in the interests of the corporation unless they have a legitimate reason for not attending at which time they should submit their apology.

## Meetings open to community members

Unless there are compelling reasons of confidentiality directors' meetings are open to the members of LAAC who are entitled to attend and may speak but not vote, at directors' meetings.

## Meeting Notification

The procedure for calling directors' meetings is as follows:

- The chairperson or a deputy chairperson or any three directors may call a directors' meeting. The directors may determine their own procedures for meetings, subject to these rules, and the CATSI Act.
- Under the CATSI Act and the LAAC rule book, directors may meet together and regulate their meetings as they consider reasonable and appropriate. This can be in person or by electronic means providing all participants in the meeting are able to hear and be heard by all other participants.
- An agenda (and any relevant board papers) will be made available to the directors when they are notified of the date of the directors' meeting. The agenda will indicate the topics for discussion and the order of discussion.

The rule book states that reasonable notice of all directors' meetings must be given to all members of LAAC. The LAAC directors have agreed reasonable notice to be of no less than seven (7) working days.

However, if an urgent matter arises that requires the directors attention a meeting of the directors may be called if all directors agree to waive the notice of less than seven (7) working days.

## How the Directors' Meeting is to be conducted

The directors' meeting will be conducted as follows (in order):

- Chairperson to declare the meeting open and appoint a minute taker (refer to section 'Role of the Minute Taker' for further information). Minute taker to record the time.
- Chairperson to call out names of people present and read out apologies from people unable to attend. Minute taker to record this and prepare to record all decision made for the duration of the meeting.

- Chairperson to declare that they have a quorum and that the meeting can proceed. If not enough directors are in attendance to make up a quorum, the chairperson will declare the meeting cancelled and a new date will be scheduled.
- Chairperson to read and confirm the minutes of the previous directors' meeting. The minutes can be adopted as they are or agreement can be made to adopt changes.
- Actions required from previous directors' meeting minutes are raised and progress reported.
- Agenda items are discussed and decisions made or noted for information. Questions arising can be decided by consensus, or, by a majority vote but if the decision relates to native title decision it can only be made after consultation with affected native title holders.
- Financial reports that correctly record and explain the corporation's financial transactions and its financial position and performance are presented and discussed. Decisions made or noted for information. The financial reports must include:
  - a balance sheet;
  - a profit and loss statement (year to date);
  - a list of creditors;
  - a list of debtors;
  - a list of all payments made for the period;
  - the latest bank statement(s) to provide information on payments made by the corporations since the last directors meeting; and
  - the monthly bank account reconciliation(s).
- Incoming and outgoing correspondence register of the corporation for consideration and/or action by the directors.
- The determination of the date, place and hour for the next directors', estate group, annual general meeting and general meeting to be decided by resolution at the directors' meeting.
- Chairperson calls for new business to be raised by directors. Any new business raised is discussed and/or deferred for further research and discussion at the next directors' meeting.
- Chairperson declares the meeting closed. Minute taker notes the time.

## Minutes

The directors (in particular the chairperson of each meeting) must ensure that minutes that accurately record the proceedings and resolutions of each directors' meeting are kept.

All decisions made by the directors during directors' meetings must be documented in the minutes. Minutes should be dated and numbered so that they can easily be referred to in correspondence.

Recording in the minutes the details of resolutions in the minutes, the directors that 'moved' and 'seconded' the resolution and whether the resolution is 'carried' or 'not carried' by a majority vote needs to be addressed.

The minutes of all directors' meetings are to be signed off by the chairperson of the meeting within a reasonable time after the meeting.

No director may make any public statement on behalf of the corporation except in accordance with the agreed policies and procedures authorised by the directors.

## Role of the Minute Taker

At the beginning of each meeting the chairperson will appoint a minute taker. The role of the minute taker is as follows:

Minutes of meetings need to record:

- members, directors and other persons present;
- the business discussed and the action that needs to be taken prior to the next meeting.

The minutes should accurately record the contents of a meeting rather than the personal reflections of the minute taker or a blow by blow description as to what was said.

Those who were absent should be able to get a clear and balanced view of what happened at the meeting and what decisions were made.

The minutes need to accurately record what resolutions/decisions were made and (briefly) why and if no decision was made to record that also.

Minutes of directors' meetings may be kept in writing, or by means of an audio or audio-visual recording.

## Quorum

The quorum is the minimum number of directors that must attend the directors' meeting for the decisions made at the directors' meeting to be valid. If a quorum is not present at a directors' meeting, the decisions made at the directors' meeting are not valid and cannot be used.

The quorum for a LAAC directors' meeting is stated in the rule book and is two Mparntwe nominees, two Antulye nominees, two Irlpme nominees and one additional director.

## Code of Behaviour

Directors operate most effectively if everyone is aware of the expectations of them. To clarify expectations, the following code of behaviour for directors has been ratified by the corporation.

Directors agree to:

- abide by the philosophy of the corporation and act honestly, in good faith and in the best interests of the corporation as a whole;
- observe all rules of the corporation including those specified in the rule book, and any others set by the directors/corporation;
- follow any policies and procedures set down in the corporation's Policy and Procedures Manual;
- attend directors' meetings whenever possible, and if unable to attend, to send apologies; if a director misses three (3) meetings in a row they will be removed as a director;
- consider matters before the directors having regard to any possible material personal interest he/she may have, the amount of information appropriate to properly consider the matter and what is in the best interests of the corporation;
- not make improper use of information acquired as a director to gain a personal advantage or to cause detriment to the corporation;
- not act on LAAC matters without the consent of the directors, including not interfering in the day-to-day operations of the corporation;
- adhere to all the accounting procedures of the corporation;
- represent the corporation in a positive way;
- not discuss confidential issues with people outside of the corporation or with staff or members of the corporation without the consent of the directors;
- follow any grievance procedures set down by the directors to try and resolve any conflicts with staff or members of the corporation;
- not abuse, physically or verbally, staff or members of the corporation.
- not attend meetings while under the influence of alcohol or prohibited substance

If a director fails to abide by the above rules they may be liable to expulsion as a director. Any expulsion on these grounds would need to be done by special resolution at a general meeting of the corporation. If the director is expelled they would still remain a member of the corporation. Directors can expel other directors but only under certain circumstances and this is outline in greater detail in the next section – Appointment of Directors.

## Confidentiality

It is the responsibility of the directors to ensure that matters of a confidential nature are not made available to unauthorised persons. Included with the process of directors' meetings should be the topic of disclosure in regard to community related issues. The directors will decide at the meeting what information should be made public.

## **Appointment of Members and Directors**

## Objective

Representation by each of the estate groups is required and this is done through the process set out below.

Each year before the annual general meeting is held, the directors must convene a meeting of the Mparntwe, Antulye and Irlpme estate groups to decide who the members and directors will be for their estate group. At this meeting the directors must:

- 1) provide native title holders with a detailed account of the activities and decisions of the corporation since the last meeting of the Mparntwe, Antulye and Irlpme estate groups;
- 2) present to native title holders the directors' report and the financial report;
- 3) where appropriate, obtain the approval of the relevant estate groups regarding any confidential list the directors have compiled or amended pursuant to rule 5.16 of the rule book in regard to native title holders list;
- 4) receive from the Mparntwe, Antulye and Irlpme estate groups their nominations for membership of the corporation and the directors for the next year;
- 5) deal with such other business as the meeting determines.

Only Mparntwe, Antulye and Irlpme native title holders are eligible to become members of the corporation.

Native title holders decided that each estate group will nominate 10 representatives from their estate to make up the membership of the corporation each year.

The rule book (rule 3.3) specifies that "*apmereke-artweye*" and "*kwertengerle*" for each estate group must nominate from the native title holders who will be the members and directors for their estate group.

All memberships expire at the end of approximately one year, but members can be renominated for membership in subsequent years.

Members of the corporation will comprise of thirty native title holders being 10 from each estate group.

The number of members of the corporation may only be varied by a general meeting of members with the prior agreement of native title holders given at a meeting of the Mparntwe, Antulye and Irlpme estate groups.

## Member term

Membership of the corporation is for approximately one year, being for the period from the close of one annual general meeting to the close of the next annual general meeting (or the balance of the relevant period in the case of a person filling a vacancy). A native title holder is eligible for nomination for subsequent terms of membership.

Each year at the meeting of Mparntwe, Antulye and Irlpme estate groups held before the annual general meeting and chairperson and other members of the directors must:

- 1) Provide native title holders with a detailed account of the activities and decisions of the corporation since the last meeting of the Mparntwe, Antulye and Irlpme estate groups;
- 2) Present to native title holders the directors' report and the financial report;
- 3) Where appropriate, obtain the approval of the relevant estate groups regarding any confidential list the directors have compiled or amended pursuant to rule 5.

## Director terms of appointment

The rule book (rule 5.2) specifies that “*apmereke-artweye*” and “*kwertengerle*” from each estate group must nominate which of the native title holders they have nominated for membership are also to be the directors.

The office bearers are appointed at the annual general meeting for approximately one year, being for the period from the close of one annual general meeting to the close of the next annual general meeting (or the balance of the relevant period in the case of a person filling a vacancy). A native title holder is eligible for re-election.

## How to become an office bearer (chairperson and deputy chairpersons)

There will be a chairperson and two deputy chairpersons who will be the office bearers, with each person being from a different estate group.

The chairperson and the two deputy chairpersons are to be admitted to office by a resolution passed by the members at the general meeting.

The office of chairperson or deputy chairperson is held for approximately one year, from the close of one annual general meeting to the close of the next annual general meeting (or the balance of the relevant period in the case of a person filling a vacancy). An office bearer is eligible for re-election.

A vacancy in the office of chairperson may be filled for the balance of the period of office by one of the other two deputy chairpersons or by another member of the corporation as decided by a resolution of a general meeting of members. The member so appointed will retain office until the close of the next annual general meeting, and will be eligible for re-election.

A vacancy in the office of deputy chairperson must be filled by a member of the corporation from the same estate group as the person who vacated the position, and must be nominated in writing by the members of the corporation representing that estate group as soon as practicable after the vacancy occurs.

## How to become an independent or specialist non-member director

The directors may appoint non-members directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

Non-member directors must give the corporation their consent in writing to be a director before being appointed. Non-member directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

## How to fill vacancies:

Directors can fill casual director vacancies, including office bearers. Directors can appoint someone as a director to make up a quorum. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

A vacancy must be filled by a member of the corporation from the same estate group as the person who vacated the position, and must be nominated in writing by the members of the corporation representing that estate group, as soon as practicable after the vacancy occurs. The member will retain office until the close of the next annual general meeting, and will be eligible for re-nomination.

### **How to stop being a director:**

- A director dies;
- A director resigns, in writing;
- A director's appointment expires at the close of each annual general meeting;
- A director is removed as a director by the members or the other directors;
- A director is disqualified from managing a corporation.

### **How to remove a director – by the members**

A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.

- The corporation must give the director concerned a copy of the notice as soon as possible;
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting.

### **How to remove a director - by other directors**

- Directors can only remove a director if the director fails to attend three or more consecutive directors' meeting without reasonable excuse;
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing;

If the director objects, they cannot remove the director. In that event the director can only then be removed at a general meeting by resolution of members.

## **Annual General Meetings (AGMs) and General Meetings**

## Annual General Meetings (AGMs) and General Meetings

This is a comprehensive set of guidelines for the conducting of LAAC's Annual General Meetings (AGMs) and General Meetings.

The purpose of AGMs is to:

- confirm the minutes of the previous general meeting
- present reports specified by the rule book:
  - General
  - Financial
  - Directors
- elect directors
- choose an auditor and agree on the fee
- check the register of members
- ask questions about how the corporation is managed.

AGMs must be held before the end of November each year.

General meetings must be held for a proper purpose and held at a reasonable time and place. General meetings are called to pass a specific resolution and require confirming the minutes of the previous general meeting,

A director can call a general meeting. Members can make a written request to a director to call a general meeting. This written request must state the resolution that is to be proposed at the meeting.

### Notice for General Meetings

At least 21 days notice for each AGM (and all other general meetings) is to be given to all persons entitled to attend.

All general meetings of the corporation are to be open to all native title holders and any native title holder in attendance at a meeting who is not a member may speak but not vote at the meeting.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- the resolution that is being proposed
- that a member can appoint a proxy.

### Proxies

Members can appoint a person as proxy to attend meetings and vote for them. Proxies can:

- speak at meetings and join in demanding a poll
- they can vote if their appointment allows them to.

A Proxy appointment must:

- contain the member's name and address, the corporation's name, the proxy's name, the meeting that the proxy is attending
- be signed by the member.

The corporation must receive the proxy's appointment at least 48 hours before the meeting. A person must not be a proxy for more than one member.

## Preparation for Annual General Meeting

In order to ensure that the corporation is ready to hold its AGM before 30 November each year, the following plan needs to be implemented:

### Production of audited financial statements

- by 31 July each year finalise the financial accounts to 30 June
- send the financial accounts to auditor by 10 August
- arrange for audit to be finalised by 30 September

Other reports (general reports and directors report rule 4.2)

- prepare directors report by 30 September each year
- oversight preparation of other "general" reports by 30 September each year

Estate Group Meetings

- hold estate group meetings by 31 October.

Notice for AGM

- issue notice for AGM by 1 November

## Procedures of the Annual General Meetings and General Meetings

Procedures for the AGM and general meetings are a way of making the corporation and its managers accountable to the members.

To ensure a productive AGM the following process should be adhered to:

- Confirming the minutes of the previous general meeting
- Presenting reports: general, financial, directors'
- Electing directors
- Choosing an auditor (if required) and agreeing on the fee
- Checking the register of members
- Asking questions about how the corporation is managed.

To ensure a productive General meeting the following process should be adhered to:

- Confirming the minutes of the previous general meeting
- Everything in the notice of the meeting.

## Minutes

The corporation must keep minute books in which it records within 1 month the following:

- Proceedings and resolutions of all meetings
- Resolutions passed by directors without a meeting

Note: The minutes of the all meetings may be kept in writing, or by means of an audio or audio-visual, recording.

## Confidentiality

It is the responsibility of the directors to ensure that matters of a confidential nature are not made available to unauthorised persons. Included with the process of directors' meetings should be the topic of disclosure in regard to community related issues. The directors will decide at the meeting what information should be made public.

No member may make any public statement on behalf of the corporation except in accordance with the agreed policies and procedures authorised by the directors.

## **Financial Management**

## Financial Management

Good financial management is essential for the operation of the corporation and under section 322-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the Act) the corporation is required to keep written records that correctly record and explain its transactions and financial position and performance and would enable true and fair financial reports to be prepared and audited for the corporation.

Without these records it is not possible to:

- Account for the income and expenditures of the corporation
- To have an audit undertaken
- To know with certainty that the corporation's finances have been used for what they were meant to be used for.

This means that without proper financial records it is possible, even easy, to defraud an organisation.

## Delegations

The directors may exercise all the powers of the corporation except any powers that the CATSI Act or the rule book requires the corporation to exercise.

Any delegations done in relation to the corporation requires the directors to pass a resolution at a directors meeting in accordance with rule 5.12 ('Delegation') of the corporations rule book.

Signatories are the directors of the corporation in accordance with rule 8 ('Finances') of the corporations rule book, unless delegation has been given. This provides that a director can delegate, by passing a resolution, any of their powers to:

- Another director
- A committee of directors
- An employee of the corporation.

## Authorisation

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

All accounts must be approved for payment at a directors' meeting or in accordance with a delegation approved pursuant to a resolution of the directors at a directors' meeting.

Receipts are to be issued for all money received by the corporation.

All money (including cash receipts) is banked into the corporation's bank account in a timely manner.

## Cheque payments

The payment must include all relevant paperwork, including the invoice.

The cheques in LAAC cheque books are to be numbered sequentially and each is to show the full registered name and the Indigenous Corporation Number (ICN) of the corporation.

Each cheque should show the following:

- date it is written,
- the amount in writing
- the amount in numbers
- be crossed or stamped with 'not negotiable'
- all payments are to be authorised by at least two directors, unless delegation has been given.

A cheque book is to be held in the office of the administration officer.

### **EFT Payments:**

The payment must include all relevant paperwork, including the invoice.

Payments are to be authorised by at least two directors, unless delegation has been given.

This policy is to be lodged with the branch of the bank holding the accounts of LAAC.

### **Staff Reimbursement**

#### **Travel Allowance**

For approved business, and with prior approval at a directors' meeting or in accordance with a delegation approved pursuant to a resolution of the directors, an allowance can be paid for meals and incidentals. Staff wishing to undertake travel on work matters must submit their request for travel with full details of when, where and why the travel is required to the corporation for consideration for approval by directors at a directors' meeting. The approval must be lodged and signed (approved) by the directors at a directors meeting before departure. If the travel requires the staff member to travel by commercial means (bus, train or air) this should be noted in the request with the cost and times of that travel set out in it.

#### **Other Reimbursable Expenses**

Staff shall receive travel and accommodation allowances at the rates set by the Australian Taxation Office (ATO) via the tax determinations released each year on reasonable travel and overtime meal allowance expense amounts.

## **Financial Reporting to Directors Meetings**

## Financial Reporting to Directors' Meetings

A Directors report is to be provided at each directors' meeting and should contain a detailed overview of the corporation's business performance during the financial year and the factors underlying the corporation's results and financial position.

At each directors' meeting held at least once every three months, the following financial reports are to be provided:

- Balance Sheet
- Profit and Loss Statement (year to date)
- List of Creditors
- List of Debtors
- List of all payments made during the period to date
- Latest bank statement
- Monthly bank account reconciliations.

A resolution will be required accepting the reports as being true and correct.

### Report Format

Each Financial Report will report on all aspects of financial operations for the period just ended (including all funded and non-funded activities). This will be on both a quarter and year-to-date basis and, where applicable, on an actual vs budget basis.

### Processes for Reporting

The table following sets out the details of the frequency of processing transactions and preparing statements to ensure up to date and accurate reporting is available for all directors' meetings.

Report	Details	Frequency
Profit & Loss	Profit & Loss Statements covering current period, year to date and budgets with variances	Monthly
Balance Sheet	Balance Sheet covering current balances, historical balances (when available) and monthly movements	Monthly
Bank Reconciliation	Confirm movements have been entered and reconciled	Monthly
Debtors Summary	List of all monies outstanding that have not been received as at the end of the period	Monthly
Creditors Summary	List of all unpaid accounts as at the end of the reported period	Monthly
Account Activity	Detailed transaction report of movements of any individual account covering selected periods	When required
Transaction Report	Detailed report covering all transactions for the selected period	When required
BAS Submissions	Periodic preparation and submission of cash or accrual basis Business Activity Statements. (Including GST, PAYG and FBT)	Quarterly

## **Annual Reporting**

## Annual Reporting

Aboriginal and Torres Strait Islander corporations must report under the CATSI Act 2006. A Corporation Reporting Guide can be found on ORIC's website at the following link (as an attachment to this policy): [http://oric.gov.au/html/publications/CATSI-Act/Corporation-reporting-generic\\_v1-5.pdf](http://oric.gov.au/html/publications/CATSI-Act/Corporation-reporting-generic_v1-5.pdf)

The guide also contains a template for the resolution of directors confirming that the corporation will be able to pay its debts when they become due and payable and that the financial statements and notes are in accordance with the CATSI Regulations 2007 (CATSI Regulations) including:

- compliance with the accounting standards
- providing a true and fair view of the financial position and performance of the corporation
- approve the directors' report.

The financial report must give a true and fair view of the corporation's finances and performance and should also be audited and an audit report obtained.

In order to ensure annual reporting requirements are met, the following should be done:

- By 31 July each year finalise accounts to 30 June
- Send to auditor by 10 August
- Audit to be finalised by 30 September
- Audited financial statements (financial report and auditor's report) are approved pursuant to a resolution of the directors and provided to members by 30 November each year
- The general report and audited financial statements are lodged with the Registrar by 31 December each year.

The table following sets out the details of the reports and frequency of processing transactions and preparing statements to ensure up to date and accurate reporting is available for all directors' meetings.

Report	Details	Frequency
<b>End of Year Accounts</b>	"reports as displayed in annual report"	
Reconciliations	Document balance sheet movements via supporting documentation and transaction histories	Annually
	Confirm payroll movements with expense and control accounts	Annually
Audit Documents	Prepare account history reports, trial balance, reconciliation's and supporting documentation of audit processes	Annually
Profit & Loss	Preparation of Profit & Loss (Income & Expenditure) Statement including comparison to previous year and consolidated accounts	Annually
Balance Sheet	Preparation of Balance Sheet including comparison to previous year	Annually
Notes to Accounts	Identifying accounting principles used, break-up of consolidated accounts and major considerations to be noted with the presentation of the financial statements	Annually
Statutory Reports	Preparation of Statement/s by directors ensuring compliance with statutory regulations	Annually
GST Reconciliation	Reconciliation of GST clearing accounts to BAS submissions (including adjustments)	Annually

## **Managing Material Personal Interests**

## Managing Material Personal Interests

Under the CATSI Act directors and officers of the corporation have a duty to give notice to other directors of a material personal interest. This is when a director or officer has a conflict of interest between their personal interests and the corporation's interests.

For example, if a director's spouse is applying for a job in the corporation the director has a duty to disclose that fact and not take part in the selection process.

Note that the CATSI Act ensures that native title interests held by directors or officers of this corporation do not need to be disclosed as a conflict of interest because this is an interest that they share in common with other native title holders.

The CATSI Act does not provide definitive guidance on what amounts to 'material personal interest' but this can usually be identified by directors or officers by always exercising his or her powers and discharges his or her duties:

- In good faith in the best interests of the corporation; and
- For a proper purpose.

Where a director has a personal interest that may affect decisions they make as a director, they need to carefully consider whether the interest is material. A personal interest will only be "material" where it has the capacity to influence a director's consideration of, and vote on, a particular matter.

In any situation where a director has a material personal interest in a corporation matter he/she must:

- Tell the other directors.
- Give notice to the other directors

The notice should be written and contain details of what the interest is and how it relates to the corporation and should then:

- Be given at the directors' meeting as soon as possible
- Be recorded in the minutes of the meeting.

Once a material personal interest has been disclosed that director must **not**:

- Be present at the directors' meeting while the matter in question is being considered;
- Vote on the matter in question unless allowed to do so under the CATSI Act.

## Related Parties

According to the CATSI Act 2006 corporations need to get the approval of their members before giving financial benefits to related parties (such as a spouse of a director). This is to make sure that corporations do their business in an open and transparent way and use the corporation's resources in such a way that doesn't just benefit a few people. Corporations are prevented from giving financial benefits to directors or related parties (such as a spouse of a director) unless this is approved by members. The Act also strengthens members' capacity to participate in managing the corporation, such as being able to request information about director payments and approving related party transactions.

## **Dispute Resolution**

## Disputes

Well managed disputes can strengthen your corporation and improve member participation. Unfortunately when disputes are handled poorly they can have impact on the running of the corporation by stopping services or even causing the corporation to fail. This guide sets out a process to assist with the management of disputes utilising common sense and patience.

A dispute is a disagreement between parties about how to run a corporation (corporate governance). A dispute can be between:

- Corporation members
- Corporation members and directors
- Corporation directors
- Corporation directors and senior employees
- Management
- A corporation and creditors.

**For all disputes** the following questions should be asked in regard to the dispute:

- What exactly is the problem (dispute) about:
  - Details of the issue should be put down in writing to retain integrity on the details of the dispute.
- What has the corporation done to try and find a solution that is in the best interest of the corporation and its members:
  - Note in writing what steps have been taken.

### Disputes between the corporation and members / between the corporation and native title holders

For disputes between members refer to rule 17 of the rule book. Where the directors are satisfied that a dispute between members or between the corporation and a native title holder is not frivolous, unreasonable or vexatious, the directors must convene a meeting of appropriate and relevant native title holders to consider and endeavour to resolve the dispute.

In the event the dispute is not resolved within 3 months from the commencement of the dispute, the directors may request an independent person acceptable to the parties to mediate or conciliate in relation to the dispute.

At this time, or at any time during the process of resolving the dispute, the Registrar can be asked to assist.

In the event the Registrar cannot help with a dispute, the parties involved in the dispute may ask another agency for help, or if all the parties agree, the Registrar may refer the dispute to another agency. For example, employment related disputes will be referred to the Workplace Ombudsman. Disputes that are about allegations of fraud or other criminal activity may be referred to the relevant state or territory police.

Where the dispute is resolved within the 3 month period, notes of the issue should be made in writing and tabled at the next directors' meeting.

## Role of the Registrar in disputes

The Registrar can assist at any time during the process of resolving the dispute and under the CATSI Act it is a statutory function of the Registrar to provide guidance about the rules governing the internal management of a corporation. This is mainly in the event:

- The operations of a corporation when, for example, essential services, such as distribution of food, are at risk.
- The corporation has stopped functioning because of a dispute.

Note that the Registrar will not assist with disputes involving employment, harassment or discrimination by a corporation unless these disputes indicate a more serious problem with how the corporation is run (internal governance).

As such, the Registrar can provide:

- Advisory opinions—a formal written letter by the Registrar giving an opinion about the situation in a dispute
- Advice—telephone, face-to-face or email
- Advice to try and quickly fix issues that are not too complex
- Conferencing—facilitated informal meetings of parties involved in the dispute
- Mediation—a voluntary and confidential process with accredited mediators to help the parties find a solution
- ORIC staff to attend corporation meetings to be observers, present information or provide advice.

## Disputes between directors

Where the dispute is between directors of the corporation the following procedure is to be followed:

- The directors involved in the dispute should meet with the chairperson, discuss the issue, and attempt to resolve it informally (if the chairperson is involved in the dispute, then another director should hold/chaire the meeting)
- If the dispute is resolved this way, details of the issue and how it was resolved should be noted and included in the meeting minutes
- If the issue cannot be resolved this way, a directors' meeting should be held to discuss the issue
- If the issue cannot be resolved the directors may request an independent person acceptable to the parties to mediate or conciliate in relation to the dispute
- ORIC's mediation and dispute resolution team may be able to help at this stage, to find a solution.

## Disputes between members and directors

Where the dispute is between members and directors of the corporation the following procedure is to be followed:

- Disputes between the corporation and a member or between the corporation and a native title holder are to be settled in accordance with the decision making processes of the native title holders.
- Where the directors are satisfied that a dispute between the Corporation and a member or between the corporation and a native title holder is not frivolous, unreasonable or vexatious, the directors must convene a meeting of appropriate and relevant native title holders to consider and endeavour to resolve the dispute.

- Where a dispute arises between the corporation and a member or between the corporation and a native title holder, members of the corporation and the directors must:
  - (a) participate in good faith in efforts to resolve the dispute; and
  - (b) attend meetings called for the purpose of resolving the dispute.
- In the event of a dispute between the corporation and a member or between the corporation and a native title holder not being resolved within 3 months from the commencement of the dispute, the directors may request an independent person acceptable to the parties to mediate or conciliate in relation to the dispute.

## **Complaint Handling Process**

## Complaint Handling Process

The corporation should demonstrate a commitment to an effective complaints handling system that reflects the needs, expectations and rights of complainants. All directors and staff should be familiar with the complaints handling procedure.

This requires a culture within the corporation that recognises the complainant's right to complain and provides the mechanisms for complaints to be addressed in an efficient, fair and timely manner.

These guidelines provide information for handling complaints, including how to make a complaint, how to deal with a complaint and how to support the people involved. A director or officer should be elected to be the Complaints Handling Officer and all complaints should be reported to the directors.

Whenever possible, informal resolution should be attempted first in all matters assessed as less serious. This should be apparent after discussion with the complainant. These guidelines provide direction in determining whether or not the matter reaches the threshold of seriousness that requires a formal approach.

### Key considerations for complaints

- Give equal treatment to all people
- Ensure that any action is compatible with the CATSI Act 2006
- Take all complaints seriously
- Treat complainants with sensitivity, respect and courtesy
- Give complainants the opportunity to have their complaint dealt with by an officer not previously involved in the matter
- Ensure all conflicts of interest are disclosed and acted upon
- Ensure an appropriate remedy is provided if the complaint is substantiated
- Have an appropriate policy for dealing with anonymous complaints
- Provide all parties with clear reasons as to why any actions have been taken
- Provide further avenues of review.

### What a complaint can be about

A complaint may relate to the activities of:

- The corporation; or
- A member of the corporation; or
- A director of a corporation; or
- An officer of a corporation; or
- An employee of a corporation.

### The Corporation

Where the complaint relates to the activities of the corporation the following procedure is to be followed:

- The complainant can phone and make an appointment to discuss his/her concerns with the complaints handling officer
- He/she may bring a friend or relative to be their support
- If the complaint can be resolved the details should be noted and the complainant and the complaints officer to each sign as a true record of the events.

- If the complaint cannot be resolved in an informal way he/she should be asked to put the complaint in writing, setting out the following details:
  - Name, address and contact details (with preference for how to be contacted)
  - Specific details of the situation which will include the reason for the complaint
  - What he/she would like to happen as a result of the complaint.
 Assistance should be offered if the person requires help with this process.
- The corporation will commit to resolve the complaint within a maximum of 45 days of receiving the written complaint.
- This response to the complainant should be a written reply setting out:
  - The reason that the issue occurred
  - What steps have been taken to:
    - Rectify the situation
    - Ensure the issue does not recur
    - Set out any other steps that may be required as part of the result expected by the complainant.
- The complaints handling officer should keep the complainant informed of progress of the complaint within the 45 days (for example, contact him/her weekly with any update and make a note of the call) and if it is not resolved after 45 days and is in relation to a breach or potential breach of the CATSI Act, the Corporations (Aboriginal and Torres Strait Islander) Regulations 2007 (the Regulations) or the corporation's rule book and may include:
  - Financial irregularities and/or
  - Misconduct of directors or other officers, the complainant can contact the office of the Registrar of Indigenous Corporations.

The Registrar's office will follow procedures outlined in Policy PS-02.

- Where the Registrar cannot help with a complaint, the Registrar will let the person making the complaint know the reason(s) but may refer the complaint with the consent of the complainant to another agency, such as:
  - The Administrative Appeals Tribunal or other tribunal
  - The Human Rights Commission
  - Commonwealth, state, territory, industry or specialist ombudsman
  - Other complaint-handling agencies.

Where the complaint is not upheld:

- A written response to the complainant setting out clearly the reasons why this is the result.

## Employee

Where the complaint relates to the activities of an employee of the corporation the following procedure is to be followed:

- The complainant can approach the complaints handling officer and make an appointment to discuss his/her concerns
- He/she may bring a friend or relative to be their support
- If the complaint can then be resolved the details should be noted and the complainant and complaints officer to each sign as a true record of the events

- If the complaint cannot be resolved in an informal way he/she should be asked to put it in writing, setting out the following details:
  - Name, address and contact details with preference for how to be contacted
  - Specific details of the situation which will include the reason for the complaint
- What he/she would like to see happen in order to resolve the complaint, Assistance should be offered if the person requires help with this process. The corporation will commit to resolve the complaint within a maximum of 45 days of receiving the written complaint.
- The complaints handling officer should keep the complainant informed of progress of the complaint with updates on at least a weekly basis.
- Unless the complaint is a dismissible offence according to the person's contract or Fair Work Practice, the status of the employee - ie their role and employment terms and conditions - should not be altered during this time unless by the request of the employee. In this event a directors meeting should be held to discuss and make any decision required.
- If the complaint is proved to be true and reasonable, the employee should be disciplined
- This response to the complainant should be a written reply setting out:
  - The reason that the issue occurred
  - What steps have been taken to:
    - Rectify the situation
    - Ensure the issue does not recur
- Set out any other steps that may be required as part of the result expected by the complainant.
- Look at whether internal procedures need to be implemented / changed in order to ensure the complaint does not recur.

Where the complaint is not upheld:

- A written response to the complainant setting out clearly the reasons why this is the result.

### **Member of the Corporation**

Where the complaint relates to the activities of a member of the corporation the following procedure is to be followed:

- The complainant can approach the complaints handling officer and make an appointment to discuss his/her concerns
- He/she may bring a friend or relative to be their support.
- If the complaint can then be resolved the details should be noted and the complainant and complaints officer to each sign as a true record of the events.
- If the complaint cannot be resolved in an informal way he/she should be asked to put it in writing, setting out the following details:
  - Name, address and contact details with preference for how to be contacted
  - Specific details of the situation which will include the reason for the complaint
  - What he/she would like to see happen in order to resolve the complaint, Assistance should be offered if the person requires help with this process.
- The corporation will commit to resolve the complaint within a maximum of 45 days of receiving the written complaint.

- The complaints handling officer should keep the complainant informed of progress of the complaint with updates on at least a weekly basis.
- A meeting of directors should be held to discuss the complaint
- If the complaint is proved to be true and reasonable the directors can:
  - Write or speak to the member about the complaint and if they are satisfied that the member is unlikely to offend again or if it was minor ask for this in writing from the member or if serious:
  - pass a special resolution cancelling the membership of the member according to rule 3.9 of the rule book.
- This response to the complainant should be a written reply setting out:
  - The reason that the issue occurred
  - What steps have been taken to:
    - Rectify the situation
    - Ensure the issue does not recur
- Set out any other steps that may be required as part of the result expected by the complainant.
- Look at whether internal procedures need to be implemented / changed in order to ensure the complaint does not recur.

Where the complaint is not upheld:

- A written response to the complainant setting out clearly the reasons why this is the result.

### Director or Officer of the Corporation

Where the complaint relates to the activities of a director or officer of the corporation the following procedure is to be followed:

- The complainant can approach the complaints handling officer and make an appointment to discuss his/her concerns
- He/she may bring a friend or relative to be their support
- If the complaint can then be resolved the details should be noted and the complainant and complaints officer to each sign as a true record of the events
- If the complaint cannot be resolved in an informal way he/she should be asked to put it in writing, setting out the following details:
  - Name, address and contact details with preference for how to be contacted
  - Specific details of the situation which will include the reason for the complaint
  - What he/she would like to see happen in order to resolve the complaint, Assistance should be offered if the person requires help with this process.
- The corporation will commit to resolve the complaint within a maximum of 45 days of receiving the written complaint.
- The complaints handling officer should keep the complainant informed of progress of the complaint with updates on at least a weekly basis.
- A meeting of directors should be held to discuss the complaint but the director or officer the complaint is against should not be in attendance unless directors wish to speak directly with the person.
- If the complaint is proved to be true and reasonable the directors can:

- Write or speak to the director or officer about the complaint and if they are satisfied that the director or officer is unlikely to offend again or it was minor ask for this in writing from the director or officer or
- Pass a special resolution removing the director or officer according to rule 5.7 and 5.8 of the rule book.
- This response to the complainant should be a written reply setting out:
  - The reason that the issue occurred
  - What steps have been taken to rectify the situation
  - Ensure the issue does not recur
- Set out any other steps that may be required as part of the result expected by the complainant.
- Look at whether internal procedures need to be implemented / changed in order to ensure the complaint does not recur.

Where the complaint is not upheld:

- A written response to the complainant setting out clearly the reasons why this is the result.

### Confidentiality

The complainant should be advised that confidentiality applies to their case, but generally it can't be guaranteed. If the complaint is about another person they have a right to know the allegations and be given a chance to respond.

### Anonymous complaints

Where a complainant wishes to remain anonymous, he/she should be advised that their preceding procedures should be followed and the person advised that their personal details will not be revealed unless it becomes necessary as part of the procedure – in which case the complainant to be informed at the time before details are revealed.

## **Risk Management Plan**

## Risk Management Plan

### What is risk?

Risk describes the uncertainty surrounding events and their outcomes that may have a significant effect, either positive or negative, on the corporation.

Even with good planning it may be impossible to eliminate the risks from any activity. However if something does go wrong, the existence of an effective risk management strategy should help to lessen the impact.

The objectives of the LAAC according to rule 2 of the rule book need to be safeguarded to ensure the corporation is able to continue to meet these objectives. This involves being mindful of what could happen in the future and taking steps to minimise any potential negative impact on the corporation. Assessing and managing these risks is key to the corporation demonstrating effective management and accountability.

### Sub-committee

In order to recognize and manage risks to the corporation on an ongoing basis the directors should elect a sub-committee for risk management. Sub-committees can be appointed in accordance with rule 16 of the rule book and should report back to the directors on a regular basis.

### Risk Identification

The corporation could be exposed to possible risks such as:

- Achievement of aims and objectives
- Disputes

Specific examples of risk in the corporation:

- Risk of losing key staff members
- Risk of internal fraud or theft
- Risk of serious damage to the corporation's reputation through internal disputes

### Risk Assessment

Once risks have been identified, the likelihood and the impact of the specified risk needs to be assessed. To assist with this process the sub-committee should complete the Risk Management assessment form (attached) which will recognize that:

- Risks are recognized and categorized according to the likely impact the risk will have on the corporation;
- That steps are taken to reduce the likelihood and/or impact of these risks
- Look at what is currently being done about the risk if applicable
- What more can be done about the risk
- Timescale
- Person responsible
- When it will be reviewed and reported back the directors.
- Whether they are satisfied that the remaining level of risk to the corporation is acceptable.

By following this process, the directors are demonstrating that they are taking a responsible, considered approach to managing the corporation and its assets. Directors can then be reassured that they are able to identify developments that could threaten their ability to perform their role effectively or could expose them to liabilities.

## Categorise/rate the risk

The risks need to be categorized so that priority can be given to this risks that are very likely to occur and likely to have a major impact on the corporation.

Categorising each risk according to:

- likelihood (ie whether or not it is reasonable to expect an event or outcome to happen);and
- impact (ie even if something did happen what would be the impact on the corporation and its work?)

Risks can be rated as high, medium or low risk.

## Managing the risks

Having identified and categorised the risks, the sub-committee now needs to work out what they can do about the most significant of these risks. For each, the following options should be considered:

- Avoid the risk -a decision needs to be made on whether to avoid the risk altogether by not entering into the activity or providing the service
- Control the risk - can the activity be managed so that the risk will be less likely to occur and less damaging if it does occur?  
Risks can be controlled through application of good practice, clear policies and procedures, staff training, clear record keeping, regular reporting etc.
- Finance the risk - Should you simply accept that the risk is likely to occur and provide resources to meet the liabilities when they happen?
- Transfer the risk – can you have a third party perform the risky activity or transfer the consequences of the risk to another person or organisation? This can be through insurance, indemnity, exemption from liability or by contracting another organisation to carry out the activity.

When the sub-committee goes through the risk assessment process, risks already identified have recorded how it is already being managed and identified what more you could or should consider doing to reduce the overall level of risk.

## Review the levels of Risk

At the end of this process the sub-committee needs to go back and review how these risks should be categorised. Given the measures that have been put in place to eliminate or mitigate (reduce) these risks, do they still constitute major risks?

Risk assessment should become an integral part of how you manage the corporation, its resources and its activities. It is now the sub-committee's responsibility to report back to the board and confirm that they are happy with this assessment of the risks faced by the corporation and are willing to accept the level of risk that remains.

The risk assessment should then feed into your overall and ongoing strategy for managing risk and should become an integral part of how you manage the corporation, its resources and its activities.

Directors, members and staff should be consulted when identifying and assessing risk.

Findings in the risk management review are to be included in the board papers of directors meeting at least annually, but more frequently if there are changes within the corporations

that may also alter risk factors - in that event a new risk assessment should be performed. The risk assessment form contains details of who should review and when.

The directors are responsible for reviewing the risks and ensuring that they are being effectively managed. It is important to schedule this in so that sufficient time is devoted to considering the information presented and its ramifications. If they carried out the assessment themselves, they should have an opportunity later to discuss the documented notes of that discussion to ensure acceptance and agreement at a directors' meeting.

## **Compliance Plan**

## Compliance Plan

The CATSI Act is aimed at promoting good governance and management of indigenous organizations while taking into account the special risks and requirements of the indigenous corporate sector. It aims to:

- create opportunities for innovation and best practice to flourish within indigenous organizations
- modernize corporate governance and accountability standards and improve security for funding bodies, creditors and other bodies doing business with indigenous organizations
- provide flexibility for indigenous groups in doing their own governance

The CATSI Act is administered by the office of the Registrar of Aboriginal and Torres Strait Islander Corporations.

## Running a corporation

An Indigenous corporation is run by their own rule book and the CATSI Act. The rule book sets out what the corporation is there for, what it is able to do and how it is to be managed. To run a corporation it's important that members and directors:

- Read and understand their rule book
- Follow their rule book and the CATSI Act
- Understand the corporation's money position and keep proper financial records
- Make sure meetings are run properly and regularly
- Make sure reports are lodged with ORIC each year
- Keep records up-to-date, especially the register of members
- Keep contact details up-to-date with ORIC
- Put the ICN on all public documents, such as letterhead and cheques.

A Healthy Corporation checklist attached provides details of all compliance matters the corporation must adhere to and should be used to ensure these are met.

## Responsibility for compliance

A sub-committee of directors should be formed - in accordance with rule 16 of the rule book - to be responsible for the compliance of the corporation. The sub-committee should meet at least three times a year and use the Healthy Corporation Checklist to ensure all compliance requirements have been and are being met.

As there are reporting requirements to be lodged between 1 July and 31 December each year:

- A meeting of the sub-committee should be convened at financial year end and may elect to outsource parts of the work to be done in accordance with rule 14 of the rule book. This could be in relation to, for example, preparation of financial statements and audits.

The sub-committee should ensure:

- Information is provided to the organization preparing the financial reports
- Information is provided to auditor

Follow-up to ensure:

- Reports are completed and ready for presentation at the AGM.

An AGM needs to be called within five months of the corporation's financial year end. As 21 days notice of the AGM needs to be provided to all those eligible to attend, the sub-committee should follow this up in October each year and use the checklist to ensure all requirements have been met and will be ready for presentation at the AGM.

LAAC RNTBC Policy and Procedures Manual

Reports will need to be included in the documentation for the AGM in order to have them accepted as true and correct.

The Healthy Corporation checklist should be included as part of the AGM documentation for discussion and acceptance by the directors and members. The completed checklist and resolution to accept that compliance has been met should be part of the AGM minutes and documentation and be available for directors and members to access if required.

### **Training**

A training plan will be conducted by an external party as part of the overall corporate governance training.

Training will also incorporate details regarding members and directors understanding that they have access to information relevant to their roles and responsibilities and compliance obligations under the CATSI Act, and how to apply that information.

### **Access to information**

Directors and members should be referred to the Policy and Procedures Manual for all information and checklists. The manual includes the Compliance Plan and also a copy of the rule book of the corporation.

### **Breaches**

As part of their role to manage compliance for the corporation, the compliance sub-committee should ensure that directors and members are aware of the compliance breach register - attachment – Compliance Breach Register. This register lists:

- Details of the breach, for example, annual financial statements not prepared, audit not carried out, AGM not held before the end of November

Breaches should be reported to the compliance sub-committee and details noted in the register and reported to the Registrar as soon as they are known.

The compliance sub-committee should work with the Registrar to correct the breach as quickly as possible.

The breach register should be included as part of the documentation for all directors meetings and the AGM.

## **Communication to members**

## Communication to members and directors

### Contact Person

Under the CATSI Act the corporation will have a contact person. The contact person will need to give their consent in writing before being appointed by directors.

The contact person of the corporation is an important role in ensuring communication is passed to the directors within 14 days of receipt.

The contact person's role may include but not be limited to:

- Receiving and passing on mail
- Lodging documents with the Registrar
- Keeping the register of members up to date and available
- Notifying the Registrar of any change of rules, objectives or the corporation name
- Execution of some documents for lodgement (ie general report, changes to directors or director's details etc).

The corporation should ensure that directors and members are able to access all information in regard to the corporation and related entities and this should be relayed at directors' meetings, AGMs and General Meetings of the corporation.

Directors and members should be aware of the Lhere Artepe website which can be used to source information and contact details. The website address is as follows:

<http://www.lhereartepe.org.au/>

Directors and members should be advised that if they require specific information they should put their request in writing (including by electronic means), stating:

- Details of the information they require.

Requested information will be provided as soon as practicable. The section 'Disclosure of Information to directors, members and estate groups' contained within this policy and procedures manual highlights time frames for some of the information that may be requested.

Additionally, many documents that provide information about the corporation are available for inspection at the registered office of the corporation. Again further information is available in the section 'Disclosure of Information to directors, members and estate groups'.

Where possible and without releasing information of a confidential manner, many of the corporation documents will be posted on the corporation's website.

### Communication

The Lhere Artepe Group comprises a number of economic development entities operating businesses and a social entity to undertake charitable activities. These entities whilst not owned or operated by Lhere Artepe Aboriginal Corporation RNTBC have resulted due to the determination of Native Title.

Information on the activities of the wider Lhere Artepe Group will be provided to directors and members of the corporation. This will be achieved at a number of different levels.

### **Directors Meetings**

Regular updates on the activities of other Lhere Artepe corporate entities will be provided at director meetings. These updates may be in written form (including through the submission of minutes of meetings) or attendance by directors (where practicable) of the other entities at the corporations directors meetings.

The reports are to contain an outline of the major activities of the business or enterprise and any changes to directors, management etc of the company.

The Lhere Artepe Group corporate structure will be provided to directors and when changes occur to the corporate structure updates will be provided.

### **General Meetings (including the AGM)**

At AGM's of the corporation, members will be provided with a report of the activities of relevant related entities. These reports will be provided in writing and include those from the three Lhere Artepe Estate Groups and also the business and social entities. The entities (where practicable) will also be represented by a director.

Copies of the corporate structure will be provided at the AGM and any changes to the previous year will be updated and highlighted to members, including any changes in directors etc. Estate Group members will provide details on the appointment of directors for Lhere Artepe Pty Ltd (refer to this section below).

Opportunity will also be given to allow members to ask questions regarding the activities and operation of the related entities.

### **Lhere Artepe Aboriginal Corporation RNTBC**

The directors of the corporation are to attend regular meetings in order to understand the activities and participate in the decision making of the corporation. Information will be provided to the directors by the contact person.

The directors of the corporation are to be responsible for communicating its activities to its members. Information will be passed to members formally at general meetings (including the AGM) and providing updates after directors meetings.

It will be the member's responsibility to inform their Estate Groups on the activities of the corporation. Estate Groups will be responsible for informing their Native Title representatives on the activities of the corporation.

### **Confidential Information**

The members and directors of the corporation must keep confidential, information that comes into their possession in the course of the corporation performing its functions or exercising its powers. Especially where information is:

- (a) Confidential according to the traditional laws and customs of Native Title holders; or
- (b) Is the subject of a request by a Native Title holder that it be kept confidential, unless Native Title holders have authorised disclosure of the information, or disclosure is required by law.

A breach of this by any person must be referred to a general meeting of the corporation which may deal with the matter as it sees fit, including the removing a person from membership or office under these rules.

### **Lhere Artepe Pty Ltd**

Lhere Artepe Pty Ltd oversees the functions of the economic and social entities within the Lhere Artepe Group.

This corporation is represented by an Executive board comprised of four (4) members from each of the Estate Groups, a total of 12.

Estate Groups are responsible and manage the process for nominating and appointing directors.

## **Disclosure of information to directors, members and estate groups**

The following policy outlines information to be disclosed to directors, members and estate groups to allow them to fully understand the activities of the corporation.

### **Rule Book**

The corporation rule book will be made available for inspection and copies available for members of the corporation at the registered address of the corporation. Additionally, a copy of the corporations rule book will also be available on the corporation's website.

Alternatively, members may write to the corporation (including by electronic means) seeking a copy and a copy will be provided within seven (7) days of receipt of the written request. Copies of the rule book will also be available at every meeting of the corporation.

### **Register of members and former members**

The register of members and former members will be made available for inspection at the registered address of the corporation. Additionally, a copy of the register of members and former members will be available on the corporations web site.

Alternatively, any person seeking a copy of the register of members and former members may write to the corporation (including by electronic means) seeking a copy and a copy will be provided within seven (7) days of receipt of the written request.

The register of members will also be available for inspection by members at the Annual General Meeting (AGM).

It should be noted that it is a member's responsibility to inform the corporation of any changes to their membership details.

### **Audited Financial Reports and Directors Report**

Audited Financial Reports and Directors Report will be provided to every member at the AGM of the corporation.

For a period of six (6) months from the 31 December each year once submitted to ORIC copies of Audited Financial Reports and Directors Reports will be available for inspection at the registered address of the corporation.

A member may request a copy of the audited Financial Report and Directors Report either in person or in writing (including by electronic means) and a copy will be provided within 14 days of receipt of the request.

### **Chief Executive Officer's Report**

The Chief Executive Officer's Report will be provided to every member at the AGM of the corporation.

At completion of the AGM, copies of the Chief Executive Officer's Report will be available for inspection at the registered address of the corporation for the remaining period of the financial year.

## **Policy and Procedure Manual**

A copy of the corporation's Policy and Procedure Manual will be available for inspection at the registered address of the corporation. The Policy and Procedure Manual outlines how the corporation will operate in relation to the following matters with the corporations members:

- Complaint handling
- Dispute resolution
- Compliance Plan
- Communication

These policies and procedures outlined will also be made available on the corporations website.

### **Minutes of General Meetings (including AGM)**

Minutes of General Meetings will be made available for inspection by members at the registered address of the corporation.

Members can also request copies of the minutes either in person or in writing (including by electronic means) and a copy will be provided within seven (7) days of receipt of the request.

### **Minutes of Directors Meetings**

If a member wishes to receive a copy of Directors meeting minutes they must apply to the corporation in writing (including by electronic means) outlining the date of the meeting they are seeking a copy of the minutes and the reason why.

The members request will be considered at the next directors meeting and the outcome will be forwarded to the member who made the request within seven (7) days of the meeting being held

It will be at the discretion of the board as to whether they provide a copy of the minutes and it may be for confidentiality reasons that members are supplied a copy of the minutes with sections removed or not able to be provided a copy at all.

Directors will communicate with members by providing regular updates on activities as deemed appropriate and posting these updates on the corporation website and also having information available at the registered office of the corporation.