



ABN: 28 295 487 837 ICN: 3649

8 Byass Street, South Hedland, WA 6722
PO Box 2161, South Hedland, WA 6722

Phone: (08) 9140 2755 Fax: (08) 9140 2744
Email: reception@karlka.com.au

Community Culture Commerce

Karlka Advisory Group (KAG) Terms of Reference

in accordance with Rule 22 of the Karlka Nyiyaparli Aboriginal Corporation RNTBC (ICN: 3649)

KAG Purpose

The purpose of KAG is to ensure connection between Nyiyaparli culture and the activity of the Karlka Nyiyaparli Aboriginal Corporation (KNAC) by providing advice to the KNAC board on culture and heritage matters.

KAG Function

The functions of the Karlka Advisory Group shall include (but not be limited to) making recommendations and providing guidance to the Directors and to assist the Directors with decision-making, on the following matters:

- law and custom;
- native title;
- land and waters;
- protection of sites and heritage;
- environmental matters;
- language;
- identification of Nyiyaparli People; and
- changes to the Rule Book.

The board of Directors may, at its discretion, refer any matters relevant to the functions of the KAG as set out in rule 22.1 above, to the group for consideration and recommendation, including membership application referrals.

Referral of consideration of applications for membership of the Corporation or appeals against refusal to accept applications for memberships of the Corporation may occur under rule 6.1.3(d) or 6.1.4(d). In making a recommendation to the Board regarding a membership application or an appeal against refusal of a membership application, the KAG shall refer to Rule 22.4 of the KNAC Rule Book.

Recommendations of the KAG must be decided by consensus, but where a consensus decision cannot be reached a recommendation may be decided by a majority of votes cast. The KAG must communicate its recommendations to the board of Directors in writing, and the Board must request recommendations or information in writing also.

The KAG does not:

- a) get involved in KNAC operations – that is the role of the Chief Executive Officer (CEO) under the direction of the board
- b) engage with corporate strategy, financial, business and commercial matters – that is the role of the board
- c) engage with, make representations to or make decisions with external stakeholders – that is the role of the board

Committee Member Requirements:

The composition of the KAG is outlined in Rule 22.5 of the Rule Book

A person ceases to be a member of the KAG if:

- (a) the person dies;
- (b) the person resigns by notice in writing to the board of Directors;
- (c) the person is removed by resolution of Karlka Advisory Group on the grounds that the person has failed to attend 3 consecutive meetings of the Karlka Advisory Group
- (d) the person is deemed to have breached the KNAC Code of Conduct by resolution of the Board

If any member of the KAG is removed in accordance with these conditions, the board of Directors must appoint a replacement member nominated by the Common Law Holders at the next Common Law Holders meeting.

Term of Committee Members:

Subject to the Terms of Reference and Rule Book, each committee member may hold this office until the earlier of:

- I. the expiry of a period of 3 years
- II. the means by which a member ceases to be a member of the KAG listed above

Committee members may reapply to be appointed to the KAG at the end of their term in accordance with the process of appointment outlined in Item 22.5 of the Rule Book.

KAG Meeting Frequency & Format

The KAG is required to meet at least quarterly unless requested to do so more frequently by the board of Directors to consider a referral.

Meetings shall be called by the Corporation giving reasonable notice to each member of the Karlka Advisory Group, stating:

- (i) the date, time and place of the meeting; and
- (ii) the matters referred for consideration and recommendation

The quorum for a meeting of the KAG is a majority of the members, not including the Nyiyaparli Cultural Elders who shall only attend meetings at their discretion. The quorum must be present at all times during the meeting.

The Corporation must provide administrative support to the KAG for meetings and reporting outcomes following meetings. This will include the administration of a Conflicts of Interest Register to be tabled at all meetings as a standing item.

Remuneration

The Karlka Advisory Group members may be paid such reasonable remuneration for attendance at meetings as the board of Directors resolves.

On 1 June 2022 the Board resolved that KAG members be paid the agreed rate of \$875 per day or \$475 per half day plus all reasonable expenses associated with holding meetings of the KAG.

Review

These Terms of Reference will be annually reviewed by the KNAC Board.