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Community Culture Commerce

## **KARLKA NYIYAPARLI ABORIGINAL CORPORATION RNTBC ICN 3649**

### **Notice of annual general meeting**

All Members of the corporation are advised that an annual general meeting of the Members of Karlka Nyiyaparli Aboriginal Corporation RNTBC (**KNAC**) will take place as follows:

**Time:** 9.30 a.m.  
**Date:** Tuesday 26th November 2024  
**Place:** JD Hardie Centre (LOT 5991 Cottier Drive, South Hedland)

On arrival at the meeting, Members should check the register of members and if needed, update their name, address, and any other details.

### **Behaviour at the AGM**

All Members attending the AGM are required to maintain a safe and respectful meeting space.

The KNAC Code of Conduct applies to this meeting. As such attendees are reminded that no violence, abuse, threats or bullying will be tolerated. Any Members identified by the Chairperson as engaging in these behaviours will be removed from the meeting by security and will not receive their meeting fee. Further, any Member removed from the meeting for these dangerous and disruptive behaviours may also be suspended from KNAC representation for a period of time. They may also be subject to Section 8.13 (d) of the Rule Book- cancellation of membership.

Copies of the KNAC Code of Conduct will be available on the day.

**Registration for the morning session closes at 10.00am and at end of meeting for the afternoon session.**

**Please be advised that kids entertainment (for over 4 year olds) will be provided on site on the day from 9am.**

## AGENDA

Item	Description	Presenter
1	Welcome: I. Introduction from Chair II. Welcome to Kariyarra Country III. Apologies IV. Confirmation of quorum	KNAC Chairperson  Kariyarra Elder
2	Confirmation of the minutes of the 2023 AGM <i>See Ordinary Resolution 1 at Annexure A</i>	Chairperson
3	Corporation reports: I. CEO report  II. Financial report (including auditors report)	CEO  Finance and Audit Committee Chairperson
4	Director Remuneration <i>See Ordinary Resolution 2 at Annexure A</i>	Chairperson
5	Election of a Member Director <i>See Ordinary Resolution 3 at Annexure A</i>	Chairperson
6	Questions on how the corporation is managed	Chairperson
7	Any other business	Chairperson
8	Close	Chairperson

### **Further Information:**

#### **No Proxies**

A Member is not entitled to appoint a proxy to attend and vote for them at the meeting as per KNAC Rule Book Rule 8.11.

#### **Proposed Resolutions**

Only those resolutions set out in this notice of meeting can be decided at the meeting. This allows all Members to have notice of the proposed resolution in advance of the meeting and information that helps them decide how to vote at the meeting. If you have a question to ask KNAC, you are invited to raise this during agenda item 6.

#### **Member Director Nominations**

In accordance with Section 9 of the KNAC Rule Book, Member Director nominations were sought and received in writing from 2 October - 1 November 2024. The written

nominations will be available online and at our offices, as well as at the registration desk on the morning of the meeting for consideration when voting for up to 1 Member Director appointment at the AGM.

### **Personal Details for Payments**

*If KNAC does not have your personal details, payment cannot be made to you.*

If you are not in the payroll system, the personal detail forms and Tax File Declaration Form will be available at the meeting.

### **Payments**

Payments for meeting attendance will be made in accordance with the Remuneration Policy. Separate payments are made for the morning and afternoon sessions.

*Private vehicle allowance:* to receive the allowance you must provide your car registration number when you register.

*Flights:* to receive a reimbursement for flights, you must provide a copy of the itinerary/account.

### **Registration**

#### **On the meeting day: Morning Session**

- Registrations open at 8.30am
- Registrations will be taken for the morning session up to 10.00am
- *If you register after that time, you will not be paid for the morning session.*

#### **On the meeting day: Afternoon Session**

- Registrations open at the end of the meeting
- If you do not register at that time, you will not be paid for the afternoon session.
- *Payment for the afternoon session will be made the day after the meeting.*

### **Copies of Documents**

A copy of the KNAC Rule Book is available on our website. It is also available to Members upon request from the KNAC Office and will be available on the day.

A copy of the 2023 AGM minutes will be mailed out to members directly with this notice and will be available on the day.

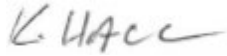
The Consolidated Financial Report for the year ended 30 June 2024 will also be placed on our website once finalised by the Board. Copies will then also be available to Members upon request from the KNAC Office, and on the day.

## **Questions**

If you have any queries, phone the KNAC office at 8 Byass Street, South Hedland, WA 6722 on (08) 9140 2755 or email [ceo@karlka.com.au](mailto:ceo@karlka.com.au)

Postal address is: PO Box 2161, South Hedland WA 6722.

Regards,



Keith Hall  
KNAC Chairperson  
28 October 2024

## **ANNEXURE A**

### **Proposed Resolutions and Explanatory Statement**

***Ordinary Resolution*** means a resolution that must be passed by a majority of the votes cast by the Members entitled to vote on the resolution.

#### **Ordinary Resolution 1 – Minutes of previous AGM**

*The Members of KNAC resolve to accept the minutes of the meeting held on 28 November 2023 as a true and correct record of the meeting.*

#### **Ordinary Resolution 2 - Director Remuneration**

*For the purpose of rule 9.9 of the KNAC Rule Book, the Members of KNAC resolve to approve an increase of 10% to the remuneration payable to KNAC Directors and Chairperson.*

Under rule 9.9 of the KNAC Rule Book, the KNAC Directors may receive reasonable remuneration which is approved by the Members in a General Meeting.

The KNAC Directors' current remuneration was set in 2018 and has not been increased since then.

The KNAC Directors consider that it is fair and reasonable for the Members to approve a 10% increase to their remuneration, for the following reasons:

- 6 years has passed since the current rate of remuneration was set.
- The rate of remuneration has not increased during this period, despite consistent increases to the Consumer Price Index and despite the significantly increased workload of KNAC Directors.
- In 2024, KNAC Directors are responsible for overseeing:
  - Significant native title and heritage responsibilities.
  - A new Corporate and Communities arm, which has been developed to support the Nyiyaparli community.
  - All businesses of the Nyiyaparli group, which were previously overseen by the Karlka Developments Board.
- KNAC Directors receive an annual remuneration which is paid weekly. The Chairperson receives a higher rate, due to their additional responsibilities.

- The annual remuneration covers all activities expected of a Director/Chairperson and additional day rates are **not** provided. This includes the following activities:
  - Attending monthly Board meetings.
  - Reading all Board papers and correspondence sent between Board meetings.
  - Attending Board committee meetings, which are usually held between 4 and 8 times a year, including the Finance and Audit Committee and the Governance and Risk Committee
  - Attending Native Title Board negotiation meetings up to 6 times a year
  - Attending events and conferences.

If the Members approve the remuneration increase, it will take effect immediately following the AGM. KNAC will formalise the increase by preparing an amendment to the “Members, Directors and subsidiary Directors and committee remuneration policy and procedures”.

If the Members do not approve the remuneration increase, the KNAC Directors and Chairperson will continue to receive the current rate of remuneration as set in 2018.

**Ordinary Resolution 3 - Election of a Member Director**

*For the purpose of rule 9.4.3 of the KNAC Rule Book, the Members resolve to appoint the following person as a Member Director of KNAC to hold office from today’s date until the conclusion of the 2027 Annual General Meeting:*

\_\_\_\_\_.

Under rule 9.1 of the KNAC Rule Book, KNAC can have up to 7 Member Directors. Currently there is 6 and therefore there is a vacant Member Director position that can be filled.

- Nominations for appointment as a Member Director have been received and reviewed in accordance with rule 9 of the KNAC Rule Book.
- No additional nominations can be accepted on the day.
- All applicants have been assessed to determine whether they are eligible for election under Rule 9.2.1 and 9.2.2.
- All eligible applicants will be presented to the Members.
- Up to 1 eligible Member Director can be appointed at the 2024 AGM.

- **Voting process:**
  - All eligible applicants will have the opportunity to speak to their nomination.
  - Members can vote for any or all of the Member Director applicants listed.
  - Voting will be decided by a show of hands.
  - Up to 1 new Member Director will then be appointed to the KNAC Board based on receiving the highest number of votes.
- The successful applicant will be appointed for a term of 3 years in accordance with rule 9.5 of the KNAC Rule Book.