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 25th November 2025
Place:	JD Hardie Centre (LOT 5991 Cottier Drive, South Hedland)

Persons on the Register of Members maintained by KNAC are invited to attend and participate in the meeting.

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. Only people listed on the Register of Members (KNAC members) can register and attend this meeting.

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 2024 AGM *See Ordinary Resolution 1 at Annexure A*	Chairperson
3	Corporation reports: I. CEO report II. Financial report (including auditors report)	CEO Finance and Audit Committee Chairperson
4	Reappointment of auditor for FY26-28 financial years *See Ordinary Resolution 2 at Annexure A*	Chairperson
5	Election of a Member Director *See Ordinary Resolution 3 at Annexure A*	Chairperson
6	Special Resolution: Change to Rule Book **a) Section 3.2** (a) of the Rule Book be amended to state: Subject to rule 3.2(b), the income and property of the Corporation must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member. (b) Rule 3.2(a) does not prohibit making a payment, transfer or distribution: (i) referred to in rule 9.9;	Chairperson

	(ii) in good faith for a good or service supplied to the Company by a Member, where: (1) the supply has the prior approval of the Board; and (2) the amount payable is not more than an amount which commercially would constitute reasonable payment for the good or service; (iii) for indemnification of, or payment of, premiums on contracts of insurance for any Director to the extent permitted by law; or to any Member in good faith in the promotion of the Objects. *See Special Resolution and explanatory notes at Annexure B*	
7	Questions on how the corporation is managed	Chairperson
8	Any other business	Chairperson
9	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 7.

Member Director Nominations

In accordance with Section 9 of the KNAC Rule Book, Member Director nominations were sought and received in writing from 29 August – 30 September 2025. 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 4 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 2024 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 2025 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

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

Regards,

L. Stream

Leonard Stream
KNAC Chairperson
28 October 2025

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 26 November 2024 as a true and correct record of the meeting.

Ordinary Resolution 2 – Appointment of Auditor

That HLB Mann Judd be reappointed as auditor for the years ending 30 June 2026, 2027 and 2028 in accordance with the fee schedule presented to the meeting.

Ordinary Resolution 3 - Election of Member Directors

For the purpose of rule 9.4.3 of the KNAC Rule Book, the Members resolve to appoint the following persons as a Member Director of KNAC to hold office from today's date until the conclusion of the 2028 Annual General Meeting:

Under rule 9.1 of the KNAC Rule Book, KNAC can have up to 7 Member Directors.

- 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 4 eligible Member Directors can be appointed at the 2025 AGM.
- The successful applicants will be appointed for a term of 3 years in accordance with rule 9.5 of the KNAC Rule Book.

Eligible applicants are listed in alphabetical order. Nominations have been received and reviewed in accordance with Section 9.4 of the KNAC Rule Book.

Sue Bung:

My name is Sue Bung, and I am a proud Nyiyaparli woman. I am writing to formally submit my application to be considered for the position of Director in the Nyiyaparli Aboriginal Corporation. The apical I am following is Wirpangunha.

I believe I possess the skills, governance experience, and extensive knowledge of Nyiyaparli culture and country to contribute meaningfully to the board. I am passionate about advocating for positive change and initiatives that will benefit all Nyiyaparli people and our community as a whole.

I am eager to join the team and work collaboratively to support our people, protect our culture, and advance our collective goals.

Thank you for considering my application. I look forward to the opportunity to contribute to our community's future.

Deborah Drage:

Member since 2013

Family- IRINGKULAYI- Drage/Moses- Martin family.

Lived in Hedland/Newman most of my life then relocated to Newman/ Geraldton for the past year's.

I have a lot of mining experience with companies that I've worked for. So I have very strong understanding when conversations about mining are spoken at meeting's.

I also had Previous experience as are Director for KNAC. Understand the role and responsibilities as are director.

Governance responsibilities

Good governance is are big key to becoming are good director and the responsibility you take on. Good governance practices give fare results.

Support in any way that i can with membership, mining understand, heritage matters and general community support.

I sat on numerous board's an give as much support that i can for the NYIYAPALI people. Enjoyed doing all that I was apart of.

1. Social Surround Committee.

2. AET Advisory Group

3. Mutual Trust Council

4. Karlka Advisory Group (KAG)

5. Karlka Commerce -BHP Traineeships Working Group

6. Mutual Trust Housing committee

7. Volunteer- Newman Futures Steering Committee

8. Volunteer- Nyiyaparli Women's Collective (NWC)

9. Been a part of the Living Water Rio Tinto and Rehabilitation at Roy Hill.

Currently still are family representatives on the trust.

I have lore and cultural experience from in and around the Pilbara region. Have are good understanding of connection. With my experience and knowledge I'd say I'd be are good advocate for the NYIYAPALI Peoples going forward. I have are passion to help drive for the best opportunity that i can get to support NYIYAPALI TOs weather it's employment, training, contracts, education, sponsorship or just community care. I've help many and achieved a lot. Having are voice for those that don't I'd be happy to be your voice and hope to achieve better things going forward for the NYIYAPALI community.

Thank you for giving me the opportunity and for considering my application.

Edith Hall:

Dear KNAC Members,

I am applying to be a director of KNAC for several reasons. I have a passion for supporting and advocating for my family. When I say my family, I mean all of the Nyiyaparli People. I want to be involved with the KNAC Board, Committees and decision making that helps all Nyiyaparli.

I have a lot of experience with KNAC and the Board. I have been on the KNAC Board in the past, and I am also on the Board of another organisation – allowing me to bring this experience to KNAC. I have also worked in KNAC in different roles, such as admin, the language project and the home support program.

I believe in following the code of conduct, rule book and corporation rules. I believe in confidentiality of the work that the KNAC Board does.

I also believe that all of us members, should receive fair and equal treatment from KNAC and the KNAC Board. This is something that I would do if elected.

I am excited to apply for this role and I hope that I am successful. Thank you for your consideration.

Keith Hall

My name is Keith Hall. I am a member of the Hall/Yuline family and my Apical Ancestor on the Nyiyaparli Native Title Claim is Pitjarrpangu.

I have been involved with Karlka Nyiyaparli Aboriginal Corporation for many years, including heritage work, supporting our old people, serving on committees including negotiations with mining companies and government. I was also the Chair of the KNAC Board from 2022-2025. During this time I led lots of positive change and results for my people. I am passionate about helping my people live a better life with respect, opportunities and choices and to achieve self-determination.

While I was Chairperson I championed good corporate governance, a clear code of conduct for members and staff, greater presence in Newman, expansion of our pastoral properties, more community programs and partnerships and increased engagement of our members.

I especially want to see Nyiyaparli asset ownership and a Nyiyaparli Cultural Centre in Newman as part of the improvements in Newman and recognition and celebration of our people, culture, history and language on our country. I also want to work with our Trustee to better define their role through an improved Service Agreement that brings greater opportunities for our people through our corporation.

If I was appointed to the KNAC Board again I would continue to speak up and work for the whole Nyiyaparli community to make things better for my people.

Melanie Major

Nyiyaparli Members,

My name is Melanie Major, and I am proud to be a Nyiyaparli woman and a descendant of Mayahana. I am nominating for a position as a Member Director because I believe in the strength of KNAC and the future of our people.

I have seen the good work KNAC has done to protect our country and culture, and to create opportunities for members and families. These benefits are real, and I want to help make sure they continue and grow.

My experience includes project reporting, evaluation, and accountability, and I am also completing studies in Law and Business. I have worked across governance and strategic planning, constructing and delivering programs, and supporting long-term outcomes. These skills give me a strong understanding of governance, rights, and responsibilities, which I believe will help me contribute to good decision-making for the benefit of all members.

Most importantly, my commitment is to the Nyiyaparli people. If elected, I will work with honesty and respect to progress our membership, identify and strengthen our rights and ensure that the voices of our people are heard.

I would be honoured to have your support and your vote.

Kevin Nelson

My name is Kevin Nelson, and I am a proud Nyiyaparli man. My apical ancestor is Parnkahanha. I have recently been involved in several committees with KNAC, where I have gained valuable knowledge in governance and leadership. As a senior language speaker and cultural advisor for Nyiyaparli people, I see myself as a representative on the board, helping to make informed decisions for the future of our people.

I believe I possess strong cultural connection necessary to contribute positively to the board. My goal is to advocate for initiatives and changes that will benefit all Nyiyaparli members. I am committed to working collaboratively to improve the lives of our community.

I believe I will be a great asset to the board and am passionate about creating more opportunities for the betterment of our members. I look forward to representing our people and contributing to the future of KNAC.

Thank you for your consideration.

Christina Stone

I am writing to formally express my interest in applying for a position as a Karlka director. Having reviewed the available information, I believe my skills and experience make me a strong candidate for consideration.

I have sat as a director on several boards spanning over 17 years. I have developed comprehensive skills during this time which include chairperson, vice chair, Governance and Risk, Finance- Audit committees, I am also the Chairperson of the following entities, Karlka Fencewright, Karlka Recruiting Group along with various other committees, I have a diploma in Business Governance, I have also completed the AICD governance course which I believe would allow me to contribute effectively to the Karlka Board.

My motivation for seeking this opportunity stems from seeing our Corporation improve in all aspects of the corporation, including our governance and processes and continuing to improving positive outcomes for our members and the community. I am particularly drawn to some major projects which I have been instrumental in over the past three years of my current term, and I am eager to contribute to its ongoing success.

Carol-Anne Tucker

Hello my name is Carol Anne Tucker I am a TO and I have an interest in wanting to continue as a Director of the KNAC Board. I think we have done a lot of good things as a Board for our community but there is plenty more to do and I want keep making things better for Nyiyaparli.

I have also played a lot of roles in such as Committees / Council and DMC for many of years which I have gained from a lot of experience from I am also a very active member within the Nyiyaparli Community and have experience of the Corporation through the Ranger program too.

I am also seeing myself as a young leader for the future and making the best decisions for our members if I was re-appointed as Director for the KNAC Board and especially having a lot of experience and a lot of Cultural knowledge from our past, present and emerging families.

Note

1. Up to 4 eligible Member Directors can be appointed at the 2025 AGM

2. All 8 nominees listed are eligible for election under Rule 9.2.1 and 9.2.2 (a)

3. Voting process:

   - All 8 applicants will have the opportunity to speak to their nomination

   - Members can vote for **any or all** of the Member Director applicants listed

   - No additional nominations can be accepted on the day

   - Voting will be decided by a show of hands

   - Up to 4 Member Directors will then be appointed to the KNAC Board based on receiving the highest number of votes

   - The 4 applicants with the highest votes will then be assessed against Rule 9.2.2 (b) as only 1 of the following nominees can be elected:

     a) Christina Stone **or** Melanie Major (as Leonard Stream is a current Director)

     b) Keith Hall **or** Edith Hall (as Kimmy Yuline is a current Director)

ANNEXURE B

Proposed Special Resolution and Explanatory Statement

***Special Resolution** means a resolution that must be passed by at least 75 per cent of the votes cast by the Members entitled to vote on the resolution.*

At the start of 2025, KNAC made applications to Revenue Queensland and Revenue NSW for exemption from pay-roll tax on the basis that KNAC is a charitable entity.

Both Revenue QLD and Revenue NSW determined that KNAC is not eligible for exemption from pay-roll tax under the charitable exemption because KNAC does not satisfy the not-for-profit requirement due to the wording contained in rule 3.2(a) of its Rule Book.

KNAC's not-for-profit rule is included at rule 3.2 of its Rule Book and rule 3.2(a) states as follows (our emphasis added):

> *"Subject to the CATSI Act and the Rule Book, all funds or property of the Corporation **not subject to any special trust** can be used at the discretion of the Directors to carry out the Objects."*

Revenue QLD and Revenue NSW consider that rule 3.2(a) means that not all of KNAC's property is required to be applied solely in furtherance of its objects, but rather only that property that is not subject to a special trust is required to be applied solely in furtherance of its objects.

In other words, Revenue QLD and Revenue NSW think rule 3.2(a) means that KNAC property is the subject of a special trust and is not required to be applied solely in furtherance of KNAC's objects and this breaches the not-for-profit requirement.

Currently, KNAC is exempt from WA pay-roll tax pursuant to the charitable exemption and is also exempt from Federal income tax on the basis that the ATO has endorsed KNAC as a charity. However, both exemptions rely on KNAC satisfying the not-for-profit requirement.

Given the uncertain legal position and the possible financial impacts that may arise if Revenue WA and/or the ATO did seek to impose tax on KNAC, our legal team recommend that rule 3.2(a) be amended to put beyond doubt that KNAC complies with the not-for-profit requirement.

In order to amend rule 3.2(a), the members of KNAC need to pass a special resolution approving of the amendment.

Please note that the proposed amendment replaces the whole of rule 3.2 with a new rule 3.2 which, based on experience, is generally acceptable to the ATO as satisfying the not-for-profit requirement.

Proposed Amendment to rule 3.2 of KNAC's Rule Book

Rule 3.2 is deleted and replaced with the following new rule 3.2:

3.2 Not-for-profit

(a) Subject to rule 3.2(b), the income and property of the Corporation must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member.

(b) Rule 3.2(a) does not prohibit making a payment, transfer or distribution:

(iv) referred to in rule 9.9;

(v) in good faith for a good or service supplied to the Company by a Member, where:

a. the supply has the prior approval of the Board; and

b. the amount payable is not more than an amount which commercially would constitute reasonable payment for the good or service;

(vi) for indemnification of, or payment of, premiums on contracts of insurance for any Director to the extent permitted by law; or

(vii) to any Member in good faith in the promotion of the Objects.