



**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: Wednesday 25 November 2026
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. 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

Please note that the Annexures form part of the notice of AGM

Item	Description	Presenter
1	Welcome: I. Introduction from Chair II. Welcome to Kariyarra Country III. Apologies IV. Confirmation of quorum	Meeting Chair Kariyarra Elder
2	Confirmation of the minutes of the 2025 AGM <i>See Ordinary Resolution 1 at Annexure A</i>	Chairperson
3	Corporation reports: I. CEO report II. Financial report (including auditors report)	CEO Palisades Accounting
4	Election of a Member Director <i>See Ordinary Resolution 2 and Explanatory Statement at Annexure A</i>	Chair
5	Special Resolutions: Changes to Rule Book a) Rule 4.1 - Powers of the Corporation b) Rule 6.1.4 - Membership c) Rules 6.3 and 6.7.3 - Code of Conduct d) Rule 8.10.3 - Voting by Poll e) Rule 8.2.4 - Use of Technology for General Meetings <i>See Special Resolutions and Explanatory Statements at Annexure B</i>	Chair
6	Questions on how the corporation is managed	Chair
7	Any other business	Chair
8	Close	Chair



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 Rule 9 of the KNAC Rule Book, Member Director nominations were sought and received in writing from 15 September– 21 October 2026. 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 2 Member Director appointments 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 2025 AGM draft 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 2026 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,

Leonard Stream
KNAC Chairperson
27 October 2026



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 2025 as a true and correct record of the meeting.

Ordinary Resolution 2 - 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 the conclusion of today's meeting until the conclusion of the 2029 Annual General Meeting:

- 1.
- 2.

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 2 eligible Member Directors can be appointed at the 2026 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 Rule 9.4 of the KNAC Rule Book.

1. Nabila Bung

Hi my name is Nabila Bung I am a proud Nyiyaparli women. I have called Newman home for the past 10 years.

I have been a Karlka member for 15 years and have been attending meetings before I became a member when the first connection report meeting was held in Newman in 2011 with my elders Bruce Bung Snr, Susan Bung Snr, my late mother Frances Bung (dec).

I am writing this letter to the community to become a Karlka Director.

I have been working as a Nyiyaparli Ranger for the past year. I love being a ranger. I get to look after the country and the hundreds of species that live within the Newman boundary. It also gives me the opportunity to connect with my Nyiyaparli ancestors, which I enjoy greatly.

I am also actively involved with supporting the Newman community with the women's shelter doing FIP (food in the park) and Nightfields which I enjoy working with children and alongside YMCA.

I've just started working on the MNP which is Martu Night Patrol which is getting youths off the streets, meals and a safe environment to go home to.

I believe Karlka needs a young, passionate person like myself. I will put in 110% of my time and effort into work to become the best I can be if the community gives our next generation like myself a chance to be heard.

Newman is not just where I live; it's the place I call home.

2. Tracey Geesu

I, Tracey Anne Geesu, wish to formally nominate myself for the position of Member Director of Karlka Nyiyaparli Aboriginal Corporation RNTBC (KNAC).

I have been a KNAC member for more than 10 years, exceeding the three-year membership requirement referred to in Rule 9.2. I believe I can bring valuable leadership, community development, employment, and training experience to the



KNAC Board. I am currently employed as a Service Manager for Nyiyaparli Health and Wellbeing Centre and previously worked as an Aboriginal Development Coordinator for Fortescue, where I was involved in supporting Aboriginal people with employment, training, professional development, and workplace opportunities.

I also have previous governance and leadership experience as a Chairperson and Board Director with a Community Development Employment Program (CDEP). Through this experience, I developed an understanding of governance, community representation, accountability, and the importance of ensuring that decisions reflect the needs and aspirations of community members.

A particularly important part of my experience has been working with and representing Nyiyaparli people, including helping people access training and employment opportunities within the mining industry. This has strengthened my commitment to creating meaningful pathways for our people rather than simply short-term opportunities. If elected as a KNAC Member Director, I want to contribute to stronger representation of members and better communication between members and the Corporation. I am particularly passionate about creating opportunities for our young people, improving employment and training pathways, supporting community wellbeing, and ensuring that members have a meaningful voice in matters affecting them. I am equally committed to protecting Nyiyaparli culture, Country, and our connection to future generations. Economic and employment opportunities are important, but they should be pursued in a way that respects our culture, Country, and community.

As a Director, I would support good governance, transparency, and accountability. I would listen to members, raise their concerns respectfully at Board level and work collaboratively with fellow directors, management, Elders and the broader Nyiyaparli community.

After more than 10 years as a KNAC member, I am seeking this opportunity because I believe it is time for me to contribute my experience, knowledge and leadership at Board level and continue working for positive outcomes for Nyiyaparli people.

I respectfully submit my nomination for consideration for the position of KNAC Member Director 2026.



3. **Melanie Major**

My name is Melanie Major. I am a Nyiyaparli woman and descendant of Apical Mayhna, and I am nominating to become a KNAC Member Director because I care deeply about our people, our Culture, our Country and the future of our mob.

I believe KNAC belongs to its Members. Our people should feel that they have a voice, that they are treated fairly and respectfully, and that they can ask questions and understand the decisions being made on their behalf. That matters to me.

Through my work in community legal services, governance and community engagement, and now as a Director of Jilarda Consultants, I have seen that good governance is about more than policies and compliance. It is about people: listening to our Members, respecting culture and family, protecting Country, and thinking about what we leave behind for our children and grandchildren.

Being a Director comes with responsibility: listening, asking questions, having difficult but respectful conversations, and deciding in the interests of the Corporation and its Members. I am prepared to do that, and to speak up respectfully when an issue needs addressing, while listening when others hold a different view. Strong leadership is not about one person having all the answers; it is about working together and finding a way forward that strengthens our people.

I want our Members and cultural knowledge holders to know their knowledge and experience are respected. I want our families to feel connected to their Corporation. I want our young people to see opportunities for themselves and understand they have an important place in KNAC's future.

If elected, I will bring my legal, governance and business knowledge, my professional experience, my cultural understanding and, most importantly, my commitment to our people – working towards stronger communication between the Board and Members, transparent and accountable governance, and decisions that consider the long-term interests of Nyiyaparli People.

My commitment is simple: I will listen. I will ask questions. I will represent our Members fairly. I will respect our culture and our people. And I will always remember who the Corporation is here for.

I respectfully ask for your support and the opportunity to serve our Members as a KNAC Member Director.



4. Claire McHugh

I am writing to nominate myself for election as a Member Director of Karlka Nyiyaparli Aboriginal Corporation RNTBC (KNAC). I am a Traditional Owner and KNAC member, and I wish to represent my family and fellow members to the best of my ability.

My KNAC membership commenced in April 2012, so I meet the three-year membership requirement in Rule 9.2.

I am a Traditional Owner and KNAC member seeking to serve as a Member Director so I can represent my family and contribute to decisions that affect the wider membership. I would bring a respectful, community-minded voice to the Board and take seriously the responsibility to act in KNAC's interests as a whole.

What I would bring

My professional background includes community engagement, stakeholder relationships, cultural awareness, Indigenous employment strategies and community program delivery. My resume also outlines experience in law enforcement, compliance, project work and community health services. These roles have strengthened my communication, listening and relationship-building skills, and my ability to work with people from different backgrounds.

My approach to governance

Good governance means making informed decisions, understanding the Board's responsibilities, managing conflicts of interest, protecting confidential information and being accountable to members. I would prepare for meetings, listen to different views, ask questions when something is unclear and consider the long-term wellbeing of KNAC and its members. I would also respect cultural authority, community protocols and the need for open, careful communication.

Why members should vote for me

Members should vote for me because I will approach the role with care, integrity and a willingness to learn. I want members to feel heard and represented, while ensuring decisions are made fairly and for the benefit of the corporation and its membership. If elected, I will work constructively with other directors, communicate respectfully and remain accountable for the trust members place in me.

5. Linda Parker

This letter informs you that I wish to nominate for a position with Karlka Nyiyaparli Aboriginal Corporation Board of Directors in the hopes of being re-elected.



Over the last five years I've really enjoyed being able to add valuable advice and assist in decision making to actively make KNAC the best corporation it can be. Working alongside our current board of Directors have continued to provide leadership and support to the corporation and its members and staff to ensure accountability across the governance of Karlka.

Knowing what has been achieved and knowing what is to come for our members, it would give me great pleasure, appreciation, and satisfaction to see this through for another three years. I know we have even more to achieve, and I know I can help.

In particular, this year I have worked on the review of our agreements to get a better deal for our people, and on the Nyiyaparli Health and Wellbeing Project to support better community health outcomes and a place to stay in Perth when we need to be there for medical reasons.

In support of my application, if I am re-elected to the KNAC Board of Directors, I look forward to adding value in all core areas of our corporation for the benefit of our community.

Please accept my nomination to continue to be a part of the Board.

6. Leonard Stream

I, Leonard Stream, am interested in continuing being a Director for Karlka Nyiyaparli, as I have a vast knowledge and experience in this field. With over ten years of experience, I have been a part of numerous beneficial projects and decisions concerning KNAC, whether through negotiation, governance, or cultural governance since the corporation's establishment.

As cultural heritage concerns and discussions are routinely discussed in Director meetings, it is vital for me to be a part of these discussions as I have knowledge that has been passed onto me from the Elders of this Corporation. I make sure that the decisions regarding significant cultural boundaries relating to sacred heritage sites is protected and preserved and in line with the cultural protocols and governance of the Nyiyaparli people.

As a current Director and part-time KNAC employee, I have supported, coordinated, and delivered substantial time and development as a KNAC member. Since 2024 I have also served as Chairperson of the Board, following 3 years as Vice Chair. It is critical that people with experience in cultural governance and business experience serve in these positions since we are discussing extremely



serious matters. At this present time, I am currently a representative in the following committees:

- Heritage and Environment Committee
- Agreement Review Committee
- Karlka Advisory Group (Chair)
- Fortescue Marsh Joint Management Board (Chair)

My current commitment and dedication to this organisation is exemplified by involvement with KNAC previously and currently. I am trustworthy and act in confidence in the best interests of my people, this organisation, and in accordance with our cultural governance. With the knowledge passed down to me from cultural elders/leaders and Karlka founders, it is my desire and determination to carry on this tradition for the future generation of Nyiyaparli people.

Note

1. Up to **2** eligible Member Directors can be appointed at the 2026 AGM
2. All **6** nominees listed are eligible for election under Rule 9.2.1 and 9.2.2(a)
3. Voting process:
 - All **6** 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 for applicants will be decided by a show of hands
 - Up to **2** Member Directors will then be appointed by ordinary resolution to the KNAC Board based on receiving the highest number of votes
 - The **2** 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) Tracey Geesu **or** Melanie Major **or** Claire McHugh **or** Leonard Stream (as Christina Stone is a current Director)



ANNEXURE B

KNAC Rule Book Amendments

Proposed Special Resolutions and Explanatory Statements

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 2026, the KNAC Board engaged an Independent Consultant to undertake a review of the KNAC Rule Book. As a result, 17 possible amendments were identified for Board consideration- ranging from technical edits to strategic alignment. These options were then vetted by KNAC legal counsel and presented to Directors for discussion.

As such 5 initial proposed amendments are tabled at the 2026 KNAC AGM for member decision.

Please note that where it is proposed that a rule will be amended:

- words in **red** will be **inserted** into the rule; and
- words that are crossed out (~~example~~) will be **deleted** from the rule.



SPECIAL RESOLUTION 1: Powers of the Corporation

Rule Book Reference: Rule 4.1 and definition of “RNTBC” (in Schedule 1)

Explanatory Statement

As KNAC has been formally determined to be an RNTBC, the references to PBC in rule 4.1 are no longer necessary.

The proposed changes are intended to modernise rule 4.1 by removing outdated conditional language (i.e. “*If the Corporation is determined to be*”).

Additionally, the definition of “Registered Native Title Body Corporate” or “RNTBC”, which was missing in the Rule Book, has been added.

Proposed Special Resolution 1:

In accordance with rule 21 of the KNAC Rule Book and section 69-5 of the CATSI Act, the Members of KNAC resolve by Special Resolution to make the following changes to the KNAC Rule Book relating to the powers of the Corporation:

Amending rule 4.1 and inserting a new definition of “Registered Native Title Body Corporate or RNTBC” so that they read as follows, and making any consequential rule numbering or other amendments required as a result of these amendments:

4.1 Functions and powers of the Corporation as a Prescribed Body Corporate and Registered Native Title Body Corporate

If the ~~The~~ Corporation is ~~has been~~ determined to be the ~~Prescribed Body Corporate or Registered Native Title Body Corporate~~ ~~and~~:

- (a) the Corporation has the functions and powers prescribed by the PBC Regulations from time to time for a ~~PBC~~ or ~~an~~ RNTBC that holds Native Title Rights and Interests; and
- (b) the specific functions, powers and Native Title Decision Making Process outlined in Schedule 2 apply to the Corporation.

....

Definitions (Schedule 1)

Registered Native Title Body Corporate or RNTBC means a Prescribed Body Corporate whose name and address are registered on the National Native Title Register under the Native Title Act.



SPECIAL RESOLUTION 2: Membership

Rule Book Reference: Rule 6.1.4

Explanatory Statement

The proposed changes to rule 6.1.4 clarify the process for appealing a decision to refuse an application for membership.

New rule 6.1.4(g) has been added to address the practical issues arising where applicants submit repeated membership applications or appeals without providing any new information. These repeat applications can require significant staff and Director time commitment without progressing the application.

The new provision establishes a clear framework allowing the Directors, once the appeal process has been exhausted, to decline to reconsider further applications or appeals from the same person within a reasonable period (12 months) unless the applicant provides substantially new information that was not previously considered.

This approach seeks to balance fairness to applicants, who retain the right to appeal and to submit a new application, with the need for the Corporation to manage its decision-making processes and resources efficiently.

Proposed Special Resolution 2:

In accordance with rule 21 of the KNAC Rule Book and section 69-5 of the CATSI Act, the Members of KNAC resolve by Special Resolution to make the following changes to the KNAC Rule Book relating to membership:

Amending rule 6.1.4 so that it reads as follows, and making any consequential rule numbering or other amendments required as a result of these amendments:

6.1.4 Appeal against refusal to accept application for membership

- (a) If an application for membership is rejected, the Applicant is entitled to appeal the rejection by using the procedure outlined in this rule.
- (b) The Applicant must write to the Corporation setting out the basis on which the Applicant feels that the rejection was incorrect or unreasonable.
- (c) At the next meeting of the Directors following receipt of an appeal, the Directors must reconsider the original membership application in light of the reasons stated in the appeal and determine whether to accept or reject the appeal in accordance with rule 6.1.4.
- (d) In deciding an appeal:



- (i) the Directors may determine to accept or reject the appeal by ordinary resolution in accordance with rule 12.6.1; and
 - (ii) the Directors may, at their discretion, consult with the Karlka Advisory Group, in which the appeal will be decided at the next meeting of the Directors after the Karlka Advisory Group have delivered their recommendations.
- (e) If an appeal is accepted, the Corporation must notify the Applicant in writing and add the Applicant's name to the Register of Members within 14 days of the decision.
- (f) If the appeal is rejected, the Corporation must notify the Applicant and provide in writing reasons for the rejection within 14 days of the decision.
- (g) Where an application for membership has been rejected and, if the person appeals, any appeal process under this rule has been exhausted:
 - (i) the Directors are not required to reconsider a further application or appeal by the same person within 12 months of the date of the final decision unless the Applicant provides substantially new information that was not previously considered;
 - (ii) the Directors may determine, acting reasonably, whether the Applicant's new information is of sufficient substance to warrant reconsideration of the application; and
 - (iii) nothing in this rule prevents a person from submitting a new application after the expiry of 12 months from the date of the final decision.



SPECIAL RESOLUTION 3: Code of Conduct

Rule Book Reference: Rules 6.3 and 6.7.3, and definition of Code of Conduct (in Schedule 1)

Explanatory Statement

Rule 6.3:

This amendment introduces a new rule 6.3 to provide a clear and visible framework for adopting and applying a Code of Conduct for Members and Directors. The rule expressly states the power for the Directors to adopt, amend or replace a Code of Conduct and requires that it be made available to Members and available at relevant meetings.

The rule also outlines the actions the Board may take where a Member materially breaches the Code of Conduct, such as issuing warnings, requiring undertakings as to future conduct, removing a Member from representing KNAC on committees or external bodies, or placing reasonable conditions on in-person attendance at meetings or Corporation premises. In practice, the Board would need to consider the proportionality of the disciplinary action with the specific conduct.

The rule has been prepared having regard to CATSI Act requirements, and current guidance from the ORIC Registrar regarding membership matters.

The rule makes clear that any action under the rule must not impact a Member or Common Law Holder's legal rights, including the right to attend, speak and vote at General Meetings or Common Law Holder meetings.

The rule also requires the Directors to follow a fair process before taking action, including notifying the Member of the alleged breach and providing an opportunity to respond.

Rule 6.7.3:

The amendment to rule 6.7.3 adds clarification about the types of behaviour that may justify the cancellation of a Member's membership by Special Resolution.

In particular, the new paragraph (b) confirms that repeated, material substantiated breaches of KNAC's Code of Conduct that disrupt or undermine the proper functioning, governance or safety of KNAC or its meetings may constitute behaviour that significantly interferes with the operation of KNAC.

This clarification aligns the membership cancellation rule with the new Code of Conduct framework in rule 6.3.

Proposed Special Resolution 3:

In accordance with rule 21 of the KNAC Rule Book and section 69-5 of the CATSI Act, the Members of KNAC resolve by Special Resolution to make the following changes to the KNAC Rule Book relating to the Code of Conduct:



Amending rules 6.3 and 6.7.3 and inserting a new definition of Code of Conduct in Schedule 1 so that they read as follows, and making any consequential rule numbering or other amendments required as a result of these amendments:

Definitions (Schedule 1)

Code of Conduct has the meaning given in rule 6.3.1(a).

...

6.3 Code of Conduct

6.3.1 Adoption of Code of Conduct

- (a) The Directors may adopt, amend or replace a code of conduct applicable to Members and Directors (**Code of Conduct**).
- (b) The Code of Conduct from time to time:
 - (i) must be made available:
 - (A) to Members on request; and
 - (B) at each General Meeting, meetings concerning Native Title Decisions, and any other Common Law Holders meeting that the Corporation convenes or facilitates; and
 - (ii) is applicable to proceedings at General Meetings, meetings concerning Native Title Decisions, and any other Common Law Holders meetings that the Corporation convenes or facilitates.

6.3.2 Consequences of Non-Compliance by Member

- (a) Where a Member is determined, following a fair process consistent with the Code of Conduct, to have materially breached the Code of Conduct, the Directors may, acting reasonably and proportionately, take one or more appropriate actions in response to the breach.
- (b) Actions that may be taken under rule 6.3.2(a) include, without limitation:
 - (i) issuing a warning or requiring remedial action;
 - (ii) requiring the Member to give an undertaking as to future conduct;
 - (iii) suspending or removing the Member from representing the Corporation on any committee, advisory group or external body, or in any external activity with third party stakeholders;
 - (iv) suspending the Member from attending the Corporation's offices or facilities in-person, provided the Member continues to have reasonable alternative opportunity to exercise the Member's rights and access the Corporation's services; or
 - (v) imposing reasonable conditions on in-person attendance at Corporation meetings, provided that the Member retains a reasonable opportunity to participate and vote, including by electronic means where available.



- (c) Any action taken under this rule 6.3.2 must not suspend, remove or limit a Member's statutory rights under the CATSI Act or a Member or Common Law Holder's other rights at Law, including the right to attend, speak and vote at General Meetings or Common Law Holder meetings.

6.3.3 Natural Justice

- (a) Before taking action under rule 6.3.2, the Directors must:
- (i) give the Member written notice of the alleged breach;
 - (ii) provide the Member with a reasonable opportunity to respond; and
 - (iii) consider the Member's response before making a determination.

...

6.6.36.7.3 Cancelling Membership if a Member misbehaves

- (a) The Corporation may cancel the membership of a Member by Special Resolution in a General Meeting if the General Meeting is satisfied that the Member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) For the avoidance of doubt, behaviour that may constitute conduct of the kind described in rule 6.7.3(a) includes, without limitation, repeated material substantiated breaches of the Code of Conduct that have disrupted or undermined the proper functioning, governance or safety of the Corporation or its meetings.
- ~~(b)~~(c) If the Corporation cancels a membership under this rule, the Directors must give that person a copy of the resolution as soon as possible after it has been passed.



SPECIAL RESOLUTION 4: Voting by Poll

Rule Book Reference: Rule 8.10.3 and Definition of Poll (in Schedule 1)

Explanatory Statement

The proposed changes amend the definition of “Poll” to confirm the position that a poll is a formal count of votes.

The amendments to rule 8.10.3 also align KNAC’s Rule Book with the requirements under the CATSI Act regarding *who* may demand a poll and *when* a poll may be demanded.

New rule 8.10.3(d) clarifies that, once a poll is demanded, it must be conducted at the time and in the manner directed by the Chairperson, subject to any policy adopted by the Board regarding the conduct of polls. This allows the Board to develop a policy to guide a meeting chairperson on how polls are conducted, including practical methods such as the method and timing of the vote.

New rule 8.10.3(e) clarifies that a poll cannot be demanded on procedural matters such as electing the Chairperson or adjourning a meeting. This is intended to ensure that procedural matters are dealt with efficiently and do not delay the conduct of the meeting. This is permitted under the CATSI Act.

Proposed Special Resolution 4:

In accordance with rule 21 of the KNAC Rule Book and section 69-5 of the CATSI Act, the Members of KNAC resolve by Special Resolution to make the following changes to the KNAC Rule Book relating to voting by poll:

Amending rule 8.10.3 and the definition of Poll in Schedule 1 so that they read as follows, and making any consequential rule numbering or other amendments required as a result of these amendments:

Definitions

Poll has the meaning given in rule 8.10.3 of the Rule Book **is a formal count of votes.**

...

8.10.3 Voting by Poll

- (a) At a General Meeting or AGM, a Poll may be demanded by:
 - (i) at least 5 Members entitled to vote on the resolution; or



- (ii) Members with at least 5% of the votes that may be cast on the resolution on a Poll; or
- (iii) the Chairperson.
- (b) The Poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (c) A demand for a Poll may be withdrawn.
- (d) A Poll demanded on any matter must be taken when and in the manner the Chairperson directs, subject to any policy adopted by the board of Directors regarding the taking of Polls.
- (e) Notwithstanding this rule 8.10, a Poll must not be demanded on a resolution to:
 - (i) elect the Chairperson of the meeting; or
 - (ii) adjourn the meeting.



SPECIAL RESOLUTION 5: Use of Technology for General Meetings

Rule Book Reference: Rule 8.2.4

Explanatory Statement

The proposed changes to rule 8.2.4 clarify that General Meetings may be conducted using technology, including secure electronic platforms, to allow Members to participate from multiple locations.

The changes recognise the practical need for hybrid meetings that allow for participation in person and online. It ensures accessibility for all members (regardless of location) and allows secure electronic voting to ensure that all members can participate and engage in corporation matters.

These amendments are intended to support broader participation by Members, particularly those who may not be able to attend meetings in person, while ensuring the integrity of the meeting and voting process.

Proposed Special Resolution 5:

In accordance with rule 21 of the KNAC Rule Book and section 69-5 of the CATSI Act, the Members of KNAC resolve by Special Resolution to make the following changes to the KNAC Rule Book relating to the use of technology for General Meetings:

Amending rule 8.2.4 so that it reads as follows, and making any consequential rule numbering or other amendments required as a result of these amendments:

8.2.4 Use of Technology for General Meetings

~~A General Meeting may be held at 2 or more venues using any technology that gives the Members as whole a reasonable opportunity to participate.~~

- (a) The Corporation may hold a General meeting at two or more venues using any technology (including any suitable secure electronic platform, or combination of secure electronic platforms) that gives the Members as a whole a reasonable opportunity to participate.
- (b) For the purposes of rule 8.2.4(a), electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications, provided that such electronic platform must accommodate Member voting to be conducted in a secure and verifiable manner.