

Date this notice is sent: 15 October 2024

**Notice of Annual General Meeting (AGM)
of Yinhawangka Aboriginal Corporation RNTBC ICN 7837 (YAC)**

All members of YAC are advised that an annual general meeting of the members of YAC will take place as follows:

Time: 9:00AM – 2:00PM (Registration from 8:00AM)

Date: Wednesday 13 November 2024

Venue: Red Earth Arts Centre, Karratha, WA

Business of Meeting

1. **Open Meeting**
 - 1.1 Welcome to country
 - 1.2 Confirmation of chair
 - 1.3 Attendees and quorum
 - 1.4 Apologies and proxies
2. **Minutes of previous meeting**
3. **Corporation reports**
 - Auditors report
 - Financial report
 - Board report
 - CEO report

4. **Special resolution to amend the YAC Rule Book** (explanatory statement including wording of proposed special resolution attached and forming part of this Notice in **Schedule 1**)
5. **Approval of related party benefits transactions and policy** (explanatory statement including wording of proposed resolutions attached and forming part of this Notice in **Schedule 2**)
6. **Appointment of auditor**
7. **Nomination of living cultures steering committee members (one male and female from each apical group)**
 - 2x Jardunha
 - 2x Minatanghuna
 - 2x T & W
8. **Appointment of Directors**
 - 1x Jardunha
 - 1x Minatanghuna
 - 1x T & W
9. **Setting of director remuneration**
10. **Questions of the corporation**
11. **General business**
12. **Meeting close**

Proxy Appointments

- A member can appoint one proxy to attend and vote at this meeting. A proxy must also be a member of YAC.
- A person must not be a proxy for more than three members.
- To appoint a proxy a completed **proxy nomination form** must be received by the corporation before 9:00am on Monday 11 November 2024.

- A proxy nomination form is attached to this notice. Additional forms can be obtained from the YAC office or at www.yinhawangka.com.au/forms

Registration

- All Yinhawangka members must register their attendance before entering the meeting and to be eligible to receive meeting payments.
- All members must make sure that they check their contact details at registration and update them on the day if necessary.
- Registration will open at 8am and close at 9.30am
- Yinhawangka members will not be permitted to enter the meeting once registration has closed.

Payment

- Members who attend the AGM will be entitled to \$65 payment.
- Meeting fees will be paid by YAC within 10 business days after the meeting.

Code of Conduct

- YAC is committed to providing a safe and secure environment for all Yinhawangka People, YAC personnel and invitees during YAC business
- Everyone attending this meeting agree to abide by the YAC Code of Conduct and YAC's policies and procedures including its Lateral Violence Policy. Please review these prior to the meeting here: www.yinhawangka.com.au/policies
- YAC reserves the right to remove anyone from the meeting in the event there is a breach or suspected beach of its Code of Conduct or Lateral Violence Policy

Catering

- Breakfast, morning tea and lunch will be provided at the meeting
- Please confirm any dietary requirements by Monday 11 November 2024 emailing admin@yinhawangka.com.au with your name and instructions

YAC Office contact details

Shop 5, Lot 804 Ashburton Avenue, Paraburdoo Shopping Centre, Paraburdoo 6754

admin@yinhawangka.com.au

(08) 9189 5110

Schedules 1 and 2 follow and form part of this Notice

Schedule 1 - Explanatory statement and proposed wording of special resolution

Proposed change to the Yinhawangka Aboriginal Corporation RNTBC (YAC) Rule Book

Background

YAC is seeking approval from its members to amend the current Rule Book at the upcoming 2024 Annual General Meeting (AGM). The proposed amendment aims to further clarify and strengthen the eligibility criteria for membership, ensuring that the membership criteria are consistent with YAC's objectives and role as prescribed body corporate.

Currently, the Rule Book outlines eligibility criteria for becoming a member of YAC. It requires applicants to be over 18 and be Aboriginal, however, it does not explicitly require members to be a Yinhawangka Person. Whilst other parts of the Rule Book indicate that members are intended to be Yinhawangka, the core criteria should be made clearer.

The proposed amendment will update the eligibility criteria in the Rule Book to specifically state that a member must be a "Yinhawangka Person." This is in line with YAC's role as the PBC for the Yinhawangka People.

Current eligibility criteria for membership

Under the existing Rule Book, individuals seeking membership must meet the following criteria:

"7.1A Who is eligible?"

A member must be:

- at least 18 years old
- an Aboriginal or Torres Strait Islander person"

Proposed amendment to the Rule Book

It is proposed to add an additional eligibility criterion into this section as follows:

"7.1A Who is eligible?"

A member must be:

- at least 18 years old
- an Aboriginal or Torres Strait Islander person
- a Yinhawangka Person"

Definition of "Yinhawangka Person"

A "Yinhawangka Person" is defined in the Rule Book already. It is tied to the definition of Common Law Holders of Native Title under the Yinhawangka Determination. There is no proposed change to the definition of Yinhawangka Person.

Reason for the proposed amendment

The purpose of this amendment is to ensure that YAC's Rule Book is reflective of its core objectives: to act as the PBC, and to protect and promote the interests, heritage, and culture of the Yinhawangka People, by specifically ensuring a member is a Yinhawangka Person.

Proposed special resolution

"RESOLVED by special resolution that the members approve an amendment to the Yinhawangka Aboriginal Corporation RNTBC Rule Book to insert the requirement to "be a Yinhawangka Person" into the rule 7.1A eligibility criteria for membership. Any two YAC directors are authorised to sign the relevant ORIC forms to give effect to the amendment.

Implications of the amendment

If the special resolution is passed, the Rule Book will be updated to reflect this additional membership criterion and YAC will apply to ORIC to seek registration of the amendment. The amendment will only take effect after ORIC has registered it. This amendment will ensure that YAC's position in assessing membership applications is strong and clear, and helps applicants know they must be Yinhawangka.

If the amendment is not supported, the Rule Book member eligibility criteria does not specifically require applicants to be Yinhawangka which increases risk of non-Yinhawangka people submitting membership applications.

Schedule 2 - Explanatory statement and proposed wording of resolutions

Related Party Benefits Transactions and Related Party Benefits Policy

Background

Yinhawangka Aboriginal Corporation RNTBC (**YAC**) ICN 7837 is committed to transparency and good governance in all its transactions, particularly when dealing with related parties. In compliance with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)* and ORIC's Policy Statement PS-09, YAC must seek member approval for related party benefits transactions, ensuring that any benefits provided to related parties are in the best interest of YAC.

YAC has engaged in certain transactions in the 2024 and 2025 financial years that YAC has recently identified as related party benefits transactions. In line with the related party benefits provisions of the CATSI Act, YAC wishes to provide YAC members with a transparent update on these transactions, and is seeking member approval for these transactions at the upcoming 2024 AGM.

In addition, YAC is seeking member approval for a **Related Party Benefits Policy** that will set up a good process for YAC to meet its related party benefits obligations going into the future.

The Policy would permit YAC to engage Yinhawangka businesses (involving related parties) to provide goods and services, provided that appropriate governance and procurement measures are in place to manage conflicts of interest and ensure that these transactions are fair and in YAC's best interest.

This Explanatory Statement includes the following sections:

- Details of the three Related Party Benefits Transactions
 - Proposal for Related Party Benefits Policy
 - Proposed resolutions for member approval
 - Annexure A – Summary of proposed Related Party Benefits Policy
 - Annexure B – Proposed Related Party Benefits Policy
 - Annexure C – Letter from ORIC in response, regarding members approval for a related party benefit
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Details of the Related Party Benefits Transactions

Transaction one:

- **Related party:** COOK, BRENDON NICHOLAS VAUGHAN. Brendon Cook is a related party because he is the father of a YAC director (Brandon Cook).
- **Nature of transaction:** Provision of heritage services to YAC (conducting heritage surveys) and attendance fees for YAC's Cultural Heritage and Language Committee (**CHLC**). Brendon Cook has invoiced YAC as a contractor for these services during the 2024 and 2025 financial years.
- **Value of transaction:** \$105,183.81 for FY24
- **Reason for transaction:**

This engagement took place throughout the last financial year, and is planned to continue in the 24/25 financial year. Brendon Cook has chosen to invoice YAC for his participation in heritage surveys and CHLC meetings as a contractor instead of the usual employee/payroll arrangement with other CHLC members and Yinhawangka survey participants.

Brendon Cook is the Minatangunha Traditional Owner Lead on the CHLC and is authorised by the CHLC to participate in heritage surveys.

YAC has standard heritage day rates agreed with all proponents, and Brendon Cook invoices YAC according to this day rate after he completes his work.

Brendon receives the same remuneration for heritage and CHLC services through this arrangement as all other heritage and CHLC participants.

This transaction is being reported to members as a related party benefit *only* because Brendon Cook has asked YAC to structure it as a contractor relationship.

- **Director Recommendations:** The YAC Board recommends approval of the transaction as the financial benefits given are in line with YAC's terms of remuneration for all heritage survey participants and CHLC members.
- Directors Brandon Cook and Lorraine Injie did not consider the proposed resolution, given their disclosed interests in the various related party benefits transactions. They removed themselves from the discussion.
- Directors Robyn Hayden and Cecil Parker did not consider the proposed resolution as they were apologies at the relevant Board meeting.
- **Director interests:** Director Brandon Cook has an interest in outcome of the proposed resolution, as the son of Brendon Cook.

Details of the Related Party Benefits Transactions

Transaction two:

- **Related party:** Gobawarrah Yinhawangka Aboriginal Corporation RNTBC (**GY**). GY is a related party because it is controlled by the father (Roy Tommy) and son (Kurstion Tommy) of a YAC director (Robyn Hayden) (within the meaning of “control” in the CATSI Act).
- **Nature of transaction:** Two vehicles were sold to GY for fair market price in September 2024.
- **Value of transaction:** \$36,000 inclusive of GST
- **Reason for transaction:**

YAC publicly advertised the sale of corporation vehicles in the 24/25FY. YAC received only one offer which was from GY and accepted that offer.

- **Director Recommendations:** The YAC Board recommends approval of the transaction as it was conducted on ‘arm’s length terms’ for fair market value.
- Directors Brandon Cook and Lorraine Injie did not consider the proposed resolution, given their disclosed interests in the various related party benefits transactions. They removed themselves from the discussion.
- Directors Robyn Hayden and Cecil Parker did not consider the proposed resolution as they were apologies at the relevant Board meeting.
- **Director Interests:** Director Robyn Hayden has an interest in the outcome of the proposed resolution, as she is directly related to two GY directors. It is noted that there are a number of other directors on the board of GY in addition to those persons.

Details of the Related Party Benefits Transactions

Transaction three:

- **Related party:** Jilarda Pty Ltd (**Jilarda**). Jilarda is a related party because it is controlled by the son (Aaron Martin) of a YAC director (Lorraine Injie) (within the meaning of “control” in the CATSI Act).
- **Nature of transaction:** Provision of services to YAC. Jilarda has been engaged to conduct a consultation with members under the Living Cultures project. Jilarda’s terms of engagement have been agreed and its work has commenced, but Jilarda has not yet received payment for services.
- **Value of transaction:** \$16,864.76
- **Reason for transaction:**

This engagement took place following the Living Cultures supplier expression of interest process. YAC received 19 submissions to provide services for the project including Yinhawangka owned businesses, and other businesses that proposed to involve Yinhawangka employees or personnel in the project.

Jilarda Pty Ltd has provided valuable services required for YAC’s operations to get the Living Cultures project going. These services were procured in good faith, and the transaction has been conducted transparently and in accordance with YAC’s procurement and financial policies and procedures. Jilarda Pty Ltd was one of many suppliers who tendered for work under the Living Cultures tender process. The director conflict of interests were managed in the process and conflicted directors not involved in the procurement process or in any decision making.

- **Director Recommendation:** The YAC board recommends the approval of this transaction, as it is beneficial to YAC and complies with YAC’s objectives for the Living Cultures project. The transaction has been conducted at fair market value, ensuring that YAC receives value for money.
 - Directors Brandon Cook and Lorraine Injie did not consider the proposed resolution, given their disclosed interests in the various related party benefits transactions. They removed themselves from the discussion.
 - Directors Robyn Hayden and Cecil Parker did not consider the proposed resolution as they were apologies at the relevant Board meeting.
 - **Director Interests:** Director Lorraine Injie has an interest in the proposed resolution, as she is the mother of Aaron Martin who controls the related party.
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Proposal for the Related Party Benefits Policy

Introduction to Policy

YAC also proposes the adoption of a Related Party Benefits Policy (**Policy**) to allow YAC to engage related parties of YAC who may be Yinhawangka persons (as contractors) or Yinhawangka-owned businesses and contractors, to provide goods and services to YAC, such as for the Living Cultures project and other projects, or as a contractor in respect of heritage surveys or CHLC activities. The Policy will outline the procedures for related party benefits transactions, ensuring that:

- Proper governance and oversight are in place.
- All related party benefits transactions are transparent, fair, and in the best interest of YAC.
- Conflicts of interest are managed appropriately.

The Policy will empower YAC to support local Yinhawangka businesses and contractors while ensuring all financial dealings are compliant with the CATSI Act and aligned with YAC's strategic goals.

Under the CATSI Act, YAC must get approval from its members before it enters into certain transactions with a related party (i.e. a YAC director or people / businesses that are closely connected to a YAC director). The Policy would help streamline this process. The CATSI Act permits YAC members to give their approval to a "class or kind" of related party benefit (section 290-1).

The proposed resolution in relation to the Policy is for members to approve the giving of a financial benefit of a class or kind as along as it falls within the terms of the Policy.

A summary of the Policy is set out in **Annexure A of this Schedule 2**. The proposed Policy is set out in **Annexure B of this Schedule 2**.

Additional Information for Members (as per section 290-10 of the CATSI Act)

- **Which related parties are involved:** All Yinhawangka businesses and contractors may seek to be engaged by YAC to provide services or goods. This means that any related party of YAC may from time to time seek to be engaged, and if so receive a financial benefit.
- **Nature of the financial benefits:** The nature of the financial benefit that may be given to a related party is a contract with YAC to provide services or goods.
- **Director Recommendations:** The directors of YAC recommend that the members vote in favour of Proposed Resolution 4. This is because:

- decisions about contracts will be reviewed by the Related Party Benefits Committee and no related party will be awarded a contract prior to the Related Party Benefits Committee being satisfied that the process for their selection was fair and transparent;
 - the Related Party Benefits Committee is a process that provides a layer of monitoring and oversight;
 - the Related Party Benefits Committee will comprise the CEO or CFO, and two YAC directors who do not have a conflict of interest in relation to the contract;
 - the process is fair, open and transparent;
 - the process allows YAC to manage contracting opportunities more promptly, rather than having to wait a long time until the next member's meeting so that it can seek specific approval; and
 - quick response times will allow more Yinhawangka contractors and businesses to take advantage of opportunities.
- **Director Interests:** None of the directors have a specific interest in the outcome of Proposed Resolution 4.
 - **All other information:** The information that is known to YAC and the directors relevant to Proposed Resolution 4 is set out in the Notice including this Schedule 2 and the relevant Annexures. The directors are not aware of information that is not provided in this Notice that is reasonably required by members to allow them to make a decision as to whether it is in the best interests of the YAC to pass Proposed Resolution 4.
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Proposed resolutions for member approval

Resolution 1: Approval of the related party benefits transaction with Brendon Cook

"That the YAC members approve by ordinary resolution:

- *The giving of a financial benefit to Brendon Cook, a related party, for services provided to Yinhawangka Aboriginal Corporation, with the value of the transaction being \$105,183.81 in FY24, in accordance with Section 284-1 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006.*
- *Ongoing payment to Brendon Cook in FY25 as a contractor to YAC for heritage services and CHLC participation, subject to:*
 - *those payments being in accordance with the same standard heritage day rates as agreed with all proponents and received by all other heritage and CHLC participants; and*
 - *compliance with YAC's policies and procedures for remunerating these activities as approved by the YAC Board from time to time.*

Resolution 2: Approval of the related party benefits transaction with Gobawarra Yinhawangka Aboriginal Corporation RNTBC

"That the YAC members approve by ordinary resolution the financial benefit given to Gobawarra Yinhawangka Aboriginal Corporation RNTBC, a related party, for the sale of two vehicles in September 2024, with the value of the transaction being \$36,000, in accordance with Section 284-1 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006."

Resolution 3: Approval of the related party benefits transaction with Jilarda Pty Ltd

"That the YAC members approve by ordinary resolution the giving of a financial benefit to Jilarda Pty Ltd, a related party, for services provided to Yinhawangka Aboriginal Corporation, with the value of the transaction being \$16,864.76, in accordance with Section 284-1 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006."

Resolution 4: Approval of the related party benefits policy for engaging Yinhawangka businesses and contractors

"That the YAC members approve by ordinary resolution:

- The adoption of the Related Party Benefits Policy (substantially as set out in the Notice of AGM) to allow YAC to engage related parties of YAC that are Yinhawangka persons or Yinhawangka- owned businesses and contractors to provide goods or services to YAC, provided that appropriate governance and procurement processes are in place, to ensure that these transactions are conducted fairly and transparently, in YAC's best interest and in compliance with the Corporations (Aboriginal and Torres Strait Islander) Act 2006.*
- Where a related party of YAC seeks to be engaged to provide goods or services to YAC, then for the purposes of section 284-1 of the CATSI Act and for all other purposes, the YAC members give approval for YAC to give a financial benefit to that related party, provided that the requirements and processes set out in the Related Party Benefits Policy are followed."*

Exclusion from voting

In accordance with Section 290-35(1) of the CATSI Act, the following persons are excluded from voting:

- Brandon Cook in respect of Proposed Resolution 1 (Cook) (note that Brendon Cook is not currently a YAC member);
- Robyn Hayden, Roy Tommy and Kurston Tommy in respect of Proposed Resolution 2 (GY);
- Lorraine Injie and Aaron Martin in respect of Proposed Resolution 3 (Jilarda); and
- any other related parties of YAC who would receive a financial benefit from the proposed resolutions.

Conclusion

YAC's board recommends that members vote in favour of the above resolutions. The approval of these resolutions will allow YAC to maintain its commitment to transparency, good governance, and the support of Yinhawangka businesses while safeguarding YAC's interests.

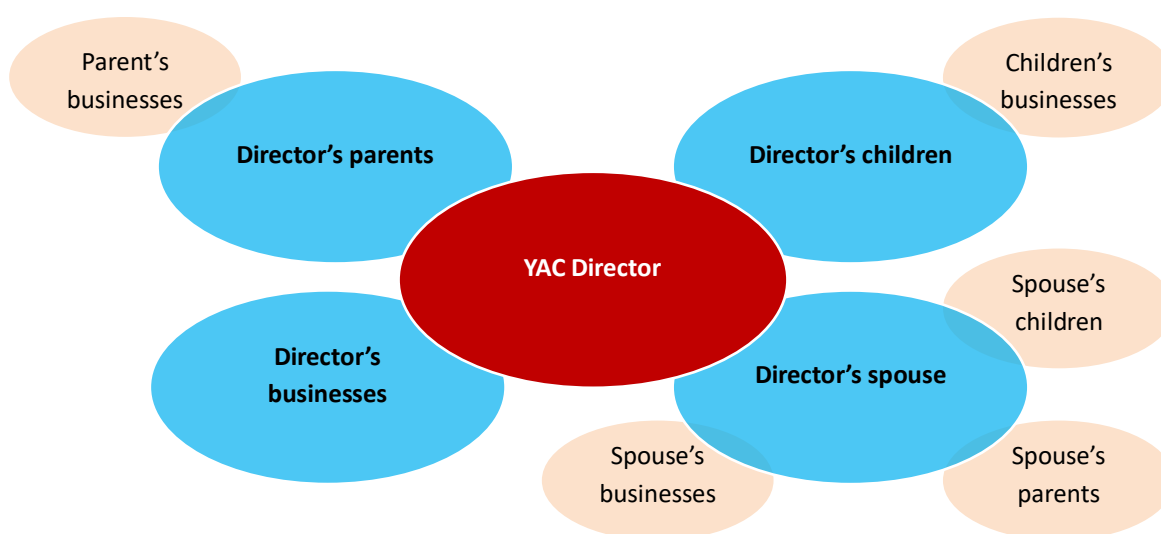
Annexure A

Summary of Related Party Benefits Policy

BACKGROUND

Under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) (**CATSI Act**), YAC is required to seek approval from its members before it can give a financial benefit to a **related party** of YAC.

WHO IS A RELATED PARTY?



A person or a business is also a related party if they fitted into one of the above categories in the previous 6 months or if they believe they will fit into one of the above categories in the future.

WHAT IS A BENEFIT?

The Policy will apply anytime that YAC intends to **buy goods or services** from a related party. This can include engaging Yinhawangka persons as a contractor to participate in meetings, committees or other YAC activities.

There are other types of financial benefits (for example, renting a building or providing a loan) that the Policy **will not apply** to. The Board must get approval from YAC's members before agreeing to provide any other types of financial benefits to a related party.

PROCESS UNDER THE POLICY

If YAC wants to buy goods or services from a related party, it must follow the process in the Policy:

Select a candidate

YAC staff undertake the normal procurement or selection processes to engage a service provider.

Related Party

YAC staff determines if the preferred candidate is a related party.

If the preferred candidate is a related party then the Policy takes effect

Set up Committee

YAC CEO or CFO sets up a Related Party Benefits Committee to review the arrangement.

The Committee is made up of 3 people (the CEO or CFO, and 2 YAC directors who are independent of the preferred candidate).

Review

The Committee will make sure that the selection of the preferred candidate is fair, transparent and accountable.

The Committee must:

1. review the recruitment process to make sure it was fair;
2. be satisfied that the preferred candidate was selected because they were the best for the job; and
3. make sure that the contract is fair and reasonable.

Approve

The Committee must be satisfied with its review before YAC engages the preferred candidate.

If the Committee is not satisfied, then the YAC staff must complete the selection process again.

RELATED PARTY BENEFITS POLICY

Policy number:		Version:	
Drafted by:		Approved by Board on:	

INTRODUCTION AND PURPOSE

This policy sets out the process that must be followed when Yinhawangka Aboriginal Corporation RNTBC (**YAC**) proposes to provide a financial benefit to a related party of YAC through the purchase of goods or services.

YAC has developed this Related Party Benefits Policy (**Policy**) to:

- provide a fair and transparent process for managing situations where a related party of YAC is selected as the preferred candidate for a business or contracting opportunity; and
- comply with the CATSI Act requirements for providing related party benefits.

SCOPE

This Policy applies to all contracting opportunities to provide goods or services to YAC (**Opportunities**). This can include engaging Yinhawangka persons as a contractor to participate in heritage surveys, meetings, committees or other YAC activities.

This Policy only applies in respect of Opportunities where:

- YAC has conducted its usual selection processes in accordance with all relevant policies, including, where applicable, the YAC 'Procurement Policy';
- YAC has identified a preferred candidate that is a related party of YAC; and
- no exception applies under the CATSI Act in respect of the related party benefits requirements.

This Policy applies to YAC and all related parties of YAC.

The YAC Board retains its usual power to contract with businesses and award Opportunities to non-related parties of YAC, without referral to the Committee (subject to all relevant policies including, where applicable, the YAC Procurement Policy).

YAC must ensure that member approval is obtained prior to providing a financial benefit to a related party in all circumstances where this Policy does **not** apply (i.e. where the financial benefit does not relate to the provision of goods and services).

POLICY STATEMENT

YAC is committed to being open and transparent with its members and ensuring that related party benefits transactions are always properly managed.

YAC may be giving a related party a Benefit, where that related party is selected for an Opportunity in accordance with YAC's usual procurement or selection processes.

Under the CATSI Act, YAC is required to seek approval from its members before it can award a **financial benefit** to a **related party** of YAC.

Through approving this Policy, the YAC members acknowledge and agree that a Benefit that is provided to a related party in accordance with this Policy is an approved financial benefit for the purposes of the CATSI Act.

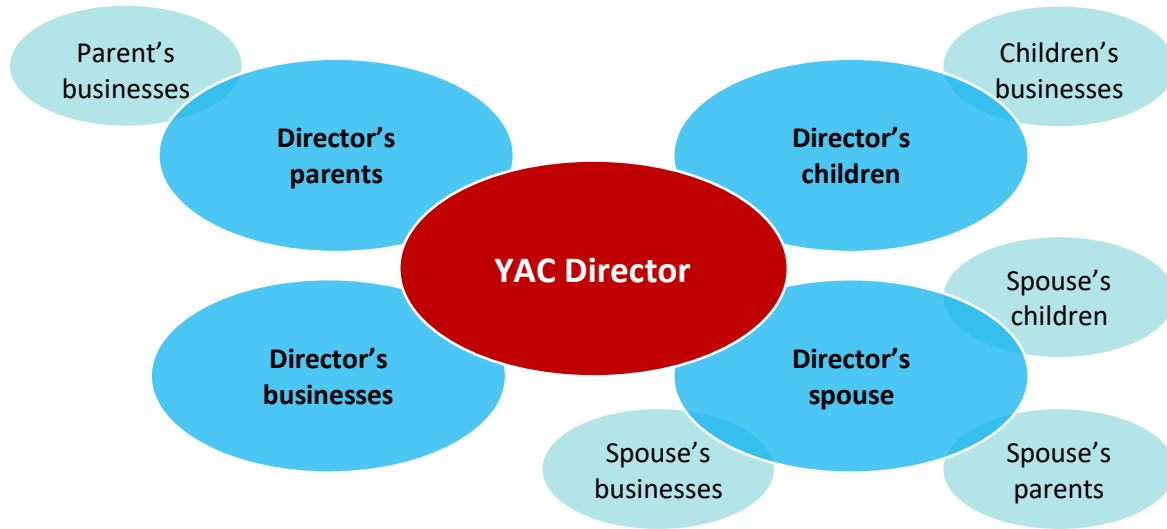
PROCEDURE

1. Who is a related party?

A related party of YAC is a:

- YAC director and their spouse
- Parent or child of a YAC director or their spouse
- Business owned by a YAC director
- Business owned by a spouse, parent or child of a YAC director

Figure 1. Related Party Map



An entity (a person or a business) is a related party of YAC:

- for 6 months after they stop fitting into one of the categories shown in Figure 1; and
- if they believe that they will fit into one of the above categories in the future.

2. Assessment by the Related Party Benefits Committee

2.1. Engagement of the Committee

Where the CEO or CFO identifies, or is made aware, that a related party of YAC would be awarded a Benefit arising from an Opportunity, the provisions of this Policy apply and the Related Party Benefits Committee (**Committee**) must be engaged.

A related party of YAC cannot be awarded an Opportunity by YAC, prior to the Committee being engaged to review the Opportunity and the selection of the preferred candidate.

2.2. Purpose of the Committee

The primary purpose of the Committee is to ensure that the selection and engagement of the related party as the preferred candidate is **fair, transparent and accountable**.

2.3. Composition of the Committee

The Committee is comprised of the following people:

- (a) 2 YAC directors; and

- (b) the YAC CEO or CFO (depending on their availability).

The chairperson of the Committee will be the YAC CEO or CFO (as the case may be).

Figure 2. Related Party Benefits Committee



2.4. Appointment of Committee members

When an Opportunity arises and the YAC CEO or CFO convenes a Committee meeting, the YAC Board will appoint 2 YAC directors to sit on the Committee to be involved in the review of the relevant Opportunity and selection of the preferred candidate. The YAC directors appointed must not have an interest in, or have a related party with an interest in, the relevant Opportunity.

2.5. Committee processes

The Committee must operate under the terms of reference set out as an Annexure to this Policy.

2.6. Functions of the Committee

Review the process – the Committee must review the process that YAC undertook in order to advertise the Opportunity and assess candidates. The Committee must satisfy itself that:

- (c) the Opportunity was widely promoted and that a broad cross section of people or businesses had the chance to apply (as appropriate to the relevant Opportunity);
- (d) a sufficient number of people or businesses applied for the Opportunity to be sufficiently contested or, where the Opportunity was not contested, there is a reasonable explanation as to why there was an insufficient number of applicants for the Opportunity to be sufficiently contested; and
- (e) a fair and transparent process was used for identifying and assessing candidates.

If the Opportunity relates to a committee position, or participation in YAC heritage survey activities, then the Committee must consider whether it is satisfied that the person's selection was undertaken in accordance with the charter, terms of reference or policies for the relevant committee or activity.

Review the selection - the Committee must review the process and selection outcome and satisfy itself that the person or business was selected on the basis of their merit.

Review the terms - the Committee must review the terms upon which the person or business is to be engaged and ensure that they are reasonable and at arm's length. This includes the length of the contract and the remuneration to be paid.

Approve selection – If the Committee is satisfied with the matters outlined above, the Committee must approve the selection. In the event that the Committee is not comfortable that the selection outcome is justified, the selection will not be approved and the selection process will be revisited.

Double dipping - Where the Opportunity involves a Yinhawangka person participating as a contractor in meetings, committees or other YAC activities, the terms of the engagement must ensure that the person will not be separately remunerated with personal sitting fees for their service.

3. Interaction of other YAC Policies

YAC directors should consider the applicability of the Conflict of Interest Policy when considering a related party benefit, or how this Policy applies.

All YAC members, directors and employees are subject to a Code of Conduct in respect of their dealings with YAC – including in respect of related party benefits matters.

4. Member Approval

For this Policy to apply, the YAC members will need to consent to it at a YAC general meeting and then again each year at a YAC general meeting.

This consent will constitute consent to related party benefits transactions under the CATSI Act, provided that the provisions of this Policy are complied with.

This Policy may only be amended with the consent of the YAC members at a YAC general meeting.

5. Reporting

The Committee must report any related party benefits transactions (or potential transactions) it has considered to the YAC Board at its next meeting.

The YAC CEO must report directly to the YAC members at the YAC annual general meeting on any related party benefits transactions arising during that year.

DEFINITIONS

Benefit means the payment of money by YAC for payment of goods and services provided to YAC.

It does not incorporate any other benefit that may otherwise be a financial benefit for the purposes of the CATSI Act. For completeness, a financial

benefit under the CATSI Act may include, for example, the provision of a loan, the transfer of property or the sale or purchase of an asset.

CATSI Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

Committee means the Related Party Benefits Committee established under this Policy.

Policy means this Related Party Benefits Policy.

RELATED DOCUMENTS AND LEGISLATION

The following policies are either referenced or relate to this document:

- > HR_POL_000 Code of Conduct (employees)
- > HR_POL_001 Code of Conduct Procedure
- > DIR_POL_018 Director - Conflict of Interest Policy
- > DIR_POL_011 Procurement Policy
- > *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth)

ADMINISTRATION

Printed copies of this policy are uncontrolled, and values can only be assured at the time of printing.

AUTHORISATION

Name: _____ Signature: _____

Chief Executive Officer for Yinhawangka Aboriginal Corporation RNTBC.

AMENDMENTS TO THIS POLICY

This Policy may only be amended with the consent of the YAC members at a YAC general meeting.

ANNEXURE

Related Party Benefits Committee

TERMS OF REFERENCE

Background and Purpose

- (f) The Yinhawangka Aboriginal Corporation RNTBC (**YAC**) Related Party Benefits Committee (**Committee**) is established under the Related Party Benefits Policy (**Policy**), in accordance with YAC's rule book.
- (g) The purpose of the Committee is to:
 - (i) review the engagement of related parties of YAC for Opportunities; and
 - (ii) to ensure that fair, transparent and accountable decisions are made.

2. Definitions

The definitions used in the Policy apply to these Terms of Reference.

3. Responsibilities under the Policy

The Committee is bound to act in accordance with the provisions of the Policy.

4. Committee Composition and Appointment

The Committee is comprised as specified in the Policy, and appointed on an ad hoc basis as Opportunities arise.

5. Committee Process

- (a) Where an Opportunity arises, YAC will undertake its usual procurement and selection processes to identify its preferred candidate.
- (b) Where the CEO identifies that the preferred candidate for the Opportunity is a related party of YAC, the Committee is to be engaged. The Committee must then undertake the functions specified in the Policy.

6. Meetings

- (a) The Committee will hold such meetings and at such times and places as the YAC CEO may determine, in light of Opportunities that are presently available or likely to be available in the future.
- (b) Committee meetings may be held in person, electronically or via telephone.

7. Minutes

- (a) The Committee must keep minutes of all meetings and other proceedings of the Committee.
- (b) The minutes must be signed by the YAC CEO or CFO.

8. Quorum and Decisions

- (a) A quorum for a Committee meeting is:
 - (i) 2 YAC directors; and
 - (ii) the YAC CEO or CFO.
- (b) The Committee will endeavour to make decisions by consensus.
- (c) Where consensus cannot be reached, questions arising at any Committee meeting must be decided by a majority of votes.

9. Reporting

- (a) The YAC CEO must maintain a register of the Opportunities which the Committee was involved in reviewing (**Register of Related Party Benefits Transactions**).
- (b) The Register of Related Party Benefits Transactions must state:
 - (i) the number and type of Opportunities that were considered;
 - (ii) the dates when the Committee met to consider the Opportunities; and
 - (iii) the outcome of each Opportunity considered.
- (c) The Register of Related Party Benefits Transactions must be open for inspection to all YAC members, provided that any “commercial in confidence”, sensitive or otherwise confidential information must not be disclosed.
- (d) The Committee must report any related party benefits transactions (or potential transactions) it has considered to the YAC Board at its next meeting.
- (e) The YAC CEO must report directly to the YAC members at the YAC annual general meeting on the matters considered by the Committee during that year.

10. Conflict of Interest

Where any actual or perceived conflict of interest arises in the course of reviewing an Opportunity:

- (a) the member of the Committee who is affected by the conflict of interest must not take part in the review of the respective Opportunity; and
- (b) the YAC Board must appoint another director to review the respective Opportunity.

11. Committee Remuneration

The Committee shall not receive any additional remuneration for undertaking Committee business (other than in the usual course of being a YAC employee or director).



Australian Government

Office of the Registrar of Indigenous Corporations

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PO Box 29
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ABN 30 429 895 164

2 October 2024

Yinhawangka Aboriginal Corporation RNTBC
PO Box 94
PARABURDOO WA 6754

Dear Directors,

Members approval for a related party benefit

I am writing regarding the corporations' intention to request the members approval for a related party benefit.

Regarding the notice of the meeting, the resolution and other material you are proposing to provide to the members in relation to the request for members approval of a related party benefit, I have no comment to make.

Please note that the proposed resolution minutes, once passed at the proposed meeting, must be forwarded to ORIC.

If you want to speak to any one at our office about this, please call ORIC using the free number 1800 622 431 or you can send an email to info@oric.gov.au. There is also a helpful website at www.oric.gov.au

Yours sincerely

Anne Lewis
Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations