MUTITJULU COMMUNITY ABORIGINAL CORPORATION

ICN 4611

NOTICE OF ANNUAL GENERAL MEETING

All members of the Mutitjulu Community Aboriginal Corporation are invited to the annual general meeting of the corporation.

Date: **Wednesday 30th November 2022**

Time: **02:00 pm**

Location: **Recreation Hall, Mutitjulu Community**

Agenda

* Welcome
* Apologies
* Checking the register of members
* Confirming the minutes of the previous AGM
* Directors’ report to members about the corporation’s:
* performance over the past 12 months
* financial position and proposed activities
* Asking questions about how the corporation is managed
* Reappointing the auditor
* Proposed changes to the rule book.
* Vote on the following **special resolution**:

1. that the whole current rule book of the corporation be repealed and

2. that the proposed rule book attached to this notice be adopted as the rule book of the corporation

 ***See Attached Summary of changes. A copy of the proposed new Rule Book can be obtained in full from the MCAC Office***.

* Election of directors – (*not required if Rule Book adopted*)
* Close the meeting

**A light lunch will be provided at the end of the meeting for those attending.**

**Note: Special Resolution**

This will require 75% of the people present and eligible to vote at the AGM supporting the changes and also ORIC will need to approve the changes to the Rule Book.

**Summary of Proposed Changes to Rule Book**

A Special Resolution is proposed to update the Rule Book of Mutitjulu Community Aboriginal Corporation (**MCAC**) to bring it up to date with the latest recommended changes of the *The Corporations (Aboriginal and Torres Strait Islander) Act 2006* (**CATSI Act**) and to improve the functionality of the Corporation and Board in managing the Corporation and its business arms.

The MCAC Rule Book was last amended in November 2019 (three years ago) so it is timely to consider these changes.

**Key Changes:**

* Reducing the number of member Directors required to be appointed from nine (9) to five (5).

 

* Reducing the number of non-member directors that can be appointed from three (3) to two (2).

**Why?**

MCAC is a relatively small community with some members living outside Mutitjulu and over the past few years it has become increasingly difficult to get the required number of directors nominating at each AGM.

When the required number of directors are not available, or different directors are turning up at each meeting decisions can’t be made, and projects and other matters are delayed for long periods leading to delays in achieving outcomes for the community.

Some people feel pressured when they are nominated at the AGM and possibly don’t really want to be directors.

All new directors will be required to have director Identification numbers prior to becoming directors and this may be difficult for some members of the community. Existing directors will also need them.

It has impacted on our relationships with various stakeholders, Parks, CLC, NIAA, NT Government, OTL etc., when we aren’t seen as professional enough or that our governance is lacking because we can’t fulfill our obligations. This impacts on our ability to get further funding or to acquit the funds we have been given.

MCAC have a number of high-quality people in the community, in management and external advisers that are all striving to achieve things for MCAC which these changes will help, but more importantly these people will also make sure things are done properly and the right checks and balances are in place and governance remains appropriate.

**Outcomes**

MCAC will seek to have 5 directors who are interested in and want to be directors and working for the community over the term of their appointment (2 years).

There will still be gender balance required, i.e., 2 male, 2 female and a Chair of either gender.

There will still be the ability to appoint up to two (2) independent / expert directors when and if they are required.

There will still be regular changing of the directors as positions will still become vacant every year at the AGM with half of the board potentially changing at each AGM allowing anyone who wants to be a director to nominate and be elected if they receive enough votes from the community.

A quorum for a directors meeting will now be three (3) Directors making it more likely meetings can proceed and decisions made leading to better progress in the community.

* Other changes or additions to Director Rules
	+ Majority of Directors:
		- **Must reside in Mutitjulu** rather than just Australia.
		- Cannot be employees in a *management* role (rather than just employees, excluding those employees who simply work for Parks as Rangers or under the Municipal Services who have no control over the running of the Corporation).
		- Have a Director Identification Number (required by law).
	+ **Increasing the sitting fees to $500 per day** (from $150 per meeting) but remains at no more than once per month.
	+ May also pay the directors a sitting fee of up to $45 per hour, (an increase from $35 per hour), or part thereof, to attend meetings other than director’s meetings, that are considered relevant and important corporation business. (Provided no other party, e.g., CLC, Parks etc., is paying them).
	+ Have the ability to have a young trainee director so they can learn about MCAC and hopefully become a director in the future.
	+ The directors of MCAC will be appointed as directors of any subsidiary controlled by MCAC.

Other changes to the Rule Book also look to strengthen the rules around conflicts of interest and conduct of both directors and the members by adopting the recommendations contained in the ORIC Rule Book examples.

The Objects have been amended to include the required charitable clauses in line with the ACNC and Tax Office requirements to ensure MCAC retains its charitable status.

A full copy of the proposed new Rule Book is available from the MCAC Office.