

Noongar regional corporations

Initial directors nomination form

Community-minded, experienced and skilled Noongar people are sought to nominate for appointment as the initial member directors of the six Noongar regional corporations. All nominees must meet eligibility requirements.

Your nomination form should include:

- a completed Noongar regional corporation initial director nomination form
- a current CV
- a current national police certificate
- a head shot (*Optional* - for eligible candidates included in the notice of meeting to agreement group members)
- a candidate profile (180 words max. confined to biographical information about the candidate, their policies and/or beliefs)

Before you apply, please confirm your eligibility **against the requirements set out** in this document.

Deadline: nomination forms must be received (not sent) by 5:00pm, 4 June 2021

Please send your completed nomination form to the returning officer:

By hand: Returning Officer c/- Edwards Mac Scovell
Level 1, 8 St Georges Terrace
PERTH WA 6000

Or by post: Returning Officer c/- Edwards Mac Scovell
PO Box Z5325 St Georges Terrace
PERTH WA 6831

Or by email legal@emslegal.com.au

Should you have any questions about the nomination process, please contact:

Thomas Darbyshire - (08) 6245 0222 or by email at **tom.darbyshire@emslegal.com.au**.

Outline of the appointment process

- The **returning officer** will oversee and manage the nomination process for the initial directors of the regional corporations. Correctly completed nomination forms received before the deadline will be provided by the returning officer to the **Noongar Boodja Trust nominations committee** to assess the eligibility of nominees against the eligibility requirements.
- Nominees that are declared as meeting the eligibility requirements by the nominations committee will be notified in writing by the returning officer and their names will be added to agenda for the pre-incorporation (authorisation) meetings for each agreement group.
- The pre-incorporation (authorisation) meetings will be held in the second half of 2021 and will be called by a facilitator appointed by the trustee of the Noongar Boodja Trust to endorse:
 - a regional corporation for each agreement group and the **initial member directors**
 - the rule book and a cultural advice policy for each regional corporation
 - a central services corporation and its cultural consultation policy.
- Only members of the agreement groups (as defined in schedule 2 of the ILUAs) are eligible to vote in person at the pre-incorporation (authorisation) meetings i.e. no proxies and no postal votes. They will vote by secret ballot for up to four **initial member directors** of the regional corporations.
- The initial member directors will serve until the first general meeting of the regional corporations, to be held within three months of incorporation.

Diagram 1: The process of election for a Noongar regional corporation director

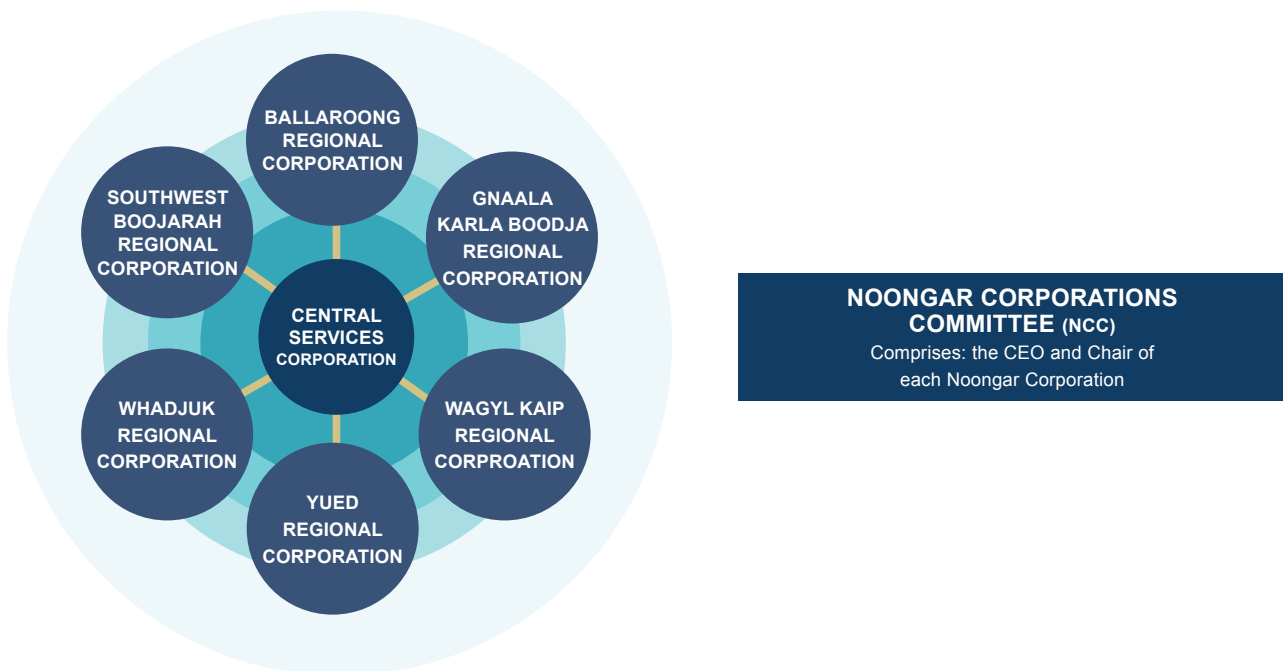


Noongar regional corporation initial member directors

What is a Noongar regional corporation?

The Noongar regional corporations are part of the structure of the Noongar Boodja trust established to receive, hold and manage all assets arising from the South West settlement. One of their key roles will be to hold and manage land.

Diagram 2: Noongar Boodja trust – governance structure



What will my role be as a Noongar regional corporation initial member directors?

Each agreement group will elect and appoint four **initial member directors** at the pre-incorporation (authorisation) meetings. The **initial member directors** will undertake the work to set-up the the regional corporation.

Your primary functions as an **initial member director** will be to:

1. conduct a membership drive
2. consider and decide membership applications
3. set up the office of the regional corporation and employ staff
4. consider the expert director skill-set required
5. seek nominations for
 - four member directors
 - two expert directors
6. appoint a returning officer, call for nominations for new member directors and conduct a postal vote
7. call a general meeting to appoint new directors. The initial member directors are eligible to nominate for election as a new member director.

Eligibility

Am I eligible to become a Noongar regional corporation initial member director?

To be eligible, you must:

1. Be a member of a South West settlement agreement group
2. Be at least 18 years
3. Be an Australian resident
4. Produce a National Police Certificate of no more than 12 months old
5. Demonstrate that you have a sound knowledge and understanding of financial matters
6. Show leadership experience
7. Have had experience as a director, or demonstrate that you will question, challenge and critique decisions, and commit to the highest standards of governance
8. Commit to uphold all the legal duties, responsibilities and obligations of a director
9. Have high repute and recognised integrity, and have not been convicted or named in pending criminal proceedings (excluding traffic violations and other minor offences) or civil proceedings related to securities or commodities law
10. Hold standing and respect within the Noongar community.

Initial member directors can become new member directors

Ineligibility

What will make me ineligible or disqualify me from becoming a Noongar regional corporation initial member director?

You are ineligible to be an initial director if you:

1. Are an employee of SWALSC
2. Are an **initial member director** of another regional corporation. You may nominate as a initial member director of more than one regional corporation but once you are elected as a director you become ineligible for further regional corporations.
3. Are a member of any committee, or a director of any company, established in accordance with the Noongar Boodja Trust deed of trust (for example, a member of the Noongar Boodja Trust nominations committee or investment committee, or a director of the Noongar Advisory Company.
4. Have another immediate or close family member who is elected as an initial member director*
5. Have been disqualified from managing corporations under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

Remuneration and expenses

Will I be paid as a Noongar regional corporation initial member director?

The initial member director role is **unpaid**. Noongar regional corporation directors can only be paid once the regional corporation is endorsed by the trustee of the Noongar Boodja Trust (Perpetual Trustee) and the State of Western Australia and the members have approved payments to directors, if any. Travel costs can be reimbursed to directors.

Time commitment

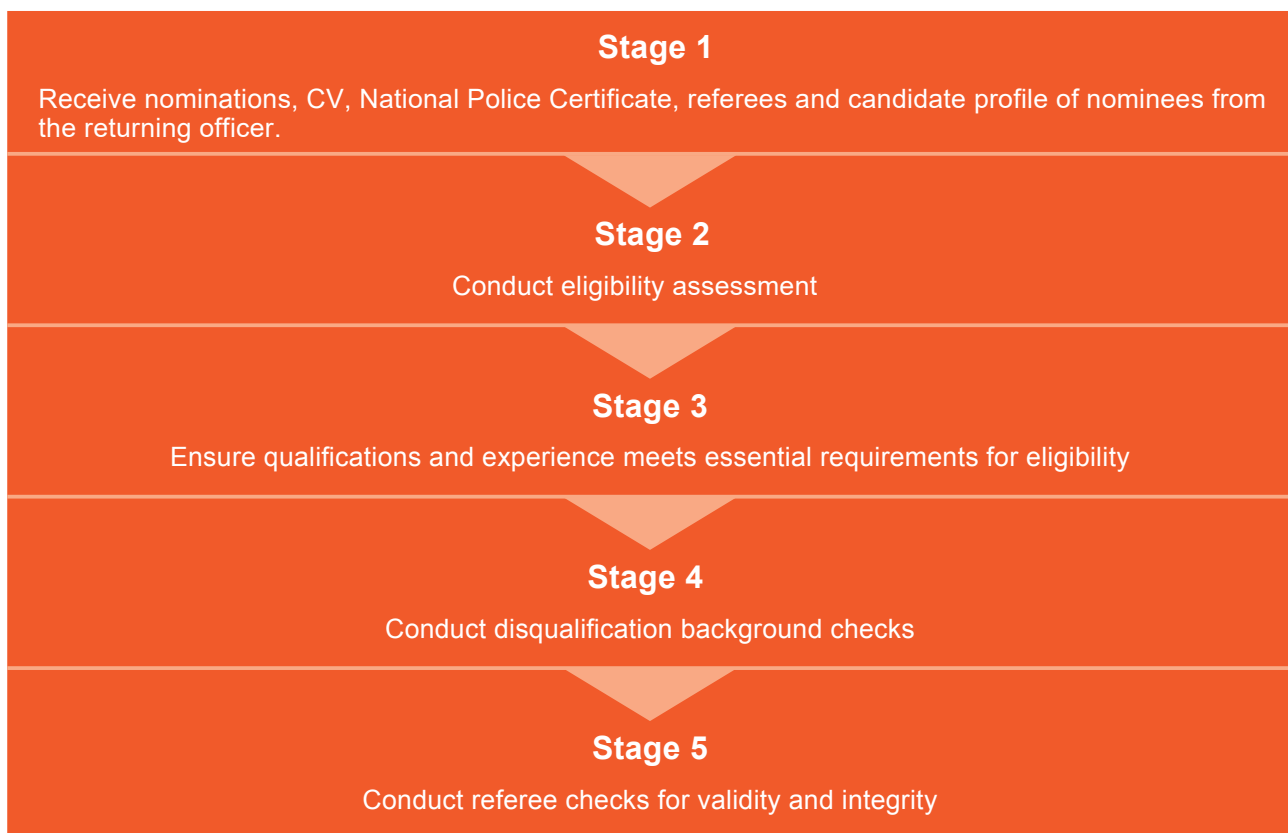
What time will I need to commit to the role?

The initial member directors will be required to:

- a. attend and participate in monthly directors' meetings
- b. attend to corporation business in between directors' meetings.

Assessment process - How will my eligibility be assessed?

The **Noongar Boodja Trust nominations committee** will follow the following process:



How to apply

1. Ensure that you are eligible to apply and meet the requirements.
2. Complete the nomination form, parts A, B, C & D.
3. Submit your nomination form, CV, photo, candidate profile and National Police Certificate to the returning officer. Methods of submission detailed on page 1.

Please ensure that your nomination form and attachments are complete. Any decision of the Noongar Boodja Trust nominations committee is final, and there will be no right of review or appeal.

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Noongar regional corporations – Initial member directors nomination form

Candidate details	
Surname	
Given Names	
Name on Ballot Paper	
Postal Address	
Phone Numbers	(H) (M)
Email	
Fax	

All nominations must be received by 5.00pm on Friday, 4 June 2021.

Lodge this nomination form and supporting documentation

(in-person, by post or by email) with the designated returning officer only.

<p>In-person: Returning Officer c/- Edwards Mac Scovell Level 1, 8 St Georges Terrace PERTH WA 6000</p>	<p>By post: Returning Officer c/- Edwards Mac Scovell PO Box Z5325 St Georges Terrace PERTH WA 6381</p>	<p>Email: legal@emslegal.com.au Subject: Attention Returning Officer</p>
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Noongar regional corporations – Initial member directors nomination form

Part A Candidate's declaration

Please respond with true or false to each question:

Declaration	True/false
I am a Noongar person.	
<p>I am a member of the agreement group/s selected below:</p> <p><input type="checkbox"/> Yued <input type="checkbox"/> South West Boojarah</p> <p><input type="checkbox"/> Gnaala Karla Booja <input type="checkbox"/> Wagyl Kaip & Southern Noongar</p> <p><input type="checkbox"/> Whadjuk <input type="checkbox"/> Ballardong</p>	
<p>I am entitled to vote in the agreement group/s selected below.</p> <p><input type="checkbox"/> Yued <input type="checkbox"/> South West Boojarah</p> <p><input type="checkbox"/> Gnaala Karla Booja <input type="checkbox"/> Wagyl Kaip & Southern Noongar</p> <p><input type="checkbox"/> Whadjuk <input type="checkbox"/> Ballardong</p> <p><i>You may wish to confirm with the South West Aboriginal Land and Sea Council (SWALSC) that you are entitled to vote in respect of this agreement group. (08 9358 7400)</i></p>	
I am at least 18 years of age.	
I am an Australian resident.	
Reputation and integrity	True/false
<p>I am not the subject of a pending criminal proceeding. <i>If you are, please provide information on the proceedings.</i></p>	
<p>I have not been found in a civil proceeding to have breached State or Federal securities or commodities laws.</p> <p><i>Guidance note: This includes any civil penalty for a contravention of the Corporations Act 2001 (Corporations Act) or the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act).</i></p>	
I have not been subject to any court or regulatory order limiting my commercial or business activity.	
<p>I am not:</p> <ul style="list-style-type: none"> • an undischarged bankrupt; • insolvent; or • subject to a personal insolvency agreement. 	
<p>I have not been convicted of:</p> <ul style="list-style-type: none"> • a serious (indictable) offence; • a dishonesty offence or fraud; or • an offence that affects the business or finances of a corporation. <p><i>Note: This includes any civil penalty or criminal offence under the Corporations Act or the CATSI ACT.</i></p>	
I have not been a director or senior employee of a native title representative body that has had its representative body status revoked.	

Conflicts of interest	True/false
I am not a director, officer or employee of SWALSC.	
<p>(If applicable) I am officer or employee of the State of Western Australia.</p> <ul style="list-style-type: none"> • <i>State government officers and employees are not excluded from appointment.</i> • <i>However, you may be asked to obtain permission from your employing authority to avoid any conflict with their official roles, prior to accepting a position as a pre-incorporation director.</i> 	
<p>I have no other commitments that will prevent me from acting effectively as a director.</p> <p><i>Consider obligations, affiliations and commitments relating to:</i></p> <ul style="list-style-type: none"> • <i>employment;</i> • <i>business interests;</i> • <i>membership, board or committee positions in other organisations;</i> • <i>family relationships.</i> 	
Disqualifications (Further information on disqualifications can be found on page 4)	True/false
<p>I am not currently on any register of persons who have been disqualified from:</p> <ul style="list-style-type: none"> • managing corporations; or • being a responsible person. <p><i>Consider registers maintained by regulators such as ORIC, ASIC and ACNC.</i></p>	
I have not been disqualified by any court from managing corporations. This includes Australian and foreign courts.	
I have not been disqualified from managing corporations under the CATSI Act or Corporations Act.	

Acknowledgements	True/false
<p>I consent to act as an initial member director of the Noongar regional corporation/s ticked below, if elected.</p> <p> <input type="checkbox"/> Gnaala Karla Boodja <input type="checkbox"/> Whadjuk <input type="checkbox"/> South West Boojarah <input type="checkbox"/> Yued <input type="checkbox"/> Wagyl Kaip and Southern Noongar <input type="checkbox"/> Ballardong </p>	
<p>(Only if applicable): I declare that I have nominated as an initial member director for one or more of these other Noongar regional corporations:</p> <p> <input type="checkbox"/> Gnaala Karla Boodja <input type="checkbox"/> South West Boojarah <input type="checkbox"/> Wagyl Kaip and Southern Noongar <input type="checkbox"/> Whadjuk <input type="checkbox"/> Yued <input type="checkbox"/> Ballardong </p>	
<p>I understand that I am allowed to act as an initial member director of only one Noongar regional corporation at any one time.</p>	
<p>I declare that I have read and understand the eligibility requirements for initial member directors.</p>	
<p>I have attached a CV to my nomination</p>	
<p>I have attached a current National Police Certificate to my nomination</p>	
<p>I consent to an eligibility background check being conducted including:</p> <p> <input type="checkbox"/> Australian Criminal History (ACIC) <input type="checkbox"/> 100 points ID <input type="checkbox"/> Banned and disqualified persons (APRA & ASIC) <input type="checkbox"/> Officeholder/directorship <input type="checkbox"/> Global reported criminal activity <input type="checkbox"/> Australian bankruptcy <input type="checkbox"/> Referee checks. </p>	
<p>I agree to notify the Noongar Boodja Trust nominations committee as soon as a possible if my facts or circumstances change such that any of the above declarations are no longer correct.</p>	
<p>I declare that the above statements are true and correct and that this declaration is signed with my true signature.</p>	

<p>Signature of nominee:</p>		<p>Date:</p>	
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Noongar regional corporations – Initial member directors nomination form

Part B Nominee's statement

In accordance with 8.2.2(d)(iv) of the (draft) rule book of the Noongar regional corporation, please attach:

1. A personal CV; and
2. A statement and some examples which demonstrate your qualifications and/or experience in each of the following areas:
 - a. **Financial literacy**; show how you possess a sound knowledge and understanding of financial matters.
 - b. **Leadership experience**; provide examples of where you have taken a lead role in a work or community capacity to achieve a successful outcome.
 - c. **Demonstrate preparedness to question, challenge and critique, and a willingness to understand and commit to a high standard of governance**; include any experience with corporate, community or social boards and committees.

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Part C Referees

Please list below the names and contact details of **two (2) referees** who can confirm **your qualifications and experience** outlined in Part B.:

Referees for qualifications and experience			
(1) Referee name:		Email:	Phone:
Referee role/position:			
(2) Referee name:		Email:	Phone:
Referee role/work position:			

Please list below the names and contact details of two (2) referees who can speak in support of your **standing and respect within the Noongar community and/or agreement group**.

Referees for community standing			
(1) Referee name:		Email:	Phone:
Referee role/position:			
(2) Referee name:		Email:	Phone:
Referee role/work position:			

Please note:

- your referees must **not** be immediate family members; and
- the same person **can** be a referee for both your qualifications and experience and your community standing, if appropriate.

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Part D National Police Certificate

Please attach a copy of a current National Police Certificate (NPC).

The prescribed application form for a National Police Certificate can be obtained:

- online from the following websites:
www.police.wa.gov.au/Police-Direct/National-Police-Certificates or
<http://auspost.com.au/national-police-certificates-wa.html>
OR
- from a participating Australia Post outlet.

PLEASE NOTE:

- **Your National Police Certificate must be no more than twelve (12) months old. Issuing of National Police Certificates can be delayed, so candidates should submit their applications for a certificate as soon as possible;**
- You will need to pay any costs associated with obtaining a National Police Certificate;
- Other types of police certificates will not be accepted;
- Minor offences will not automatically exclude you from the initial director nomination process; and
- Prior to submitting your nomination form, you may wish to apply for a spent conviction for any eligible conviction which is more than 10 years old. More information about spent convictions can be found at: <https://www.wa.gov.au/service/justice/criminal-law/apply-spent-conviction>