

9.1 Group Meetings: Governance

Adopted Board Meeting 4th August 2012.

Background

This policy sets out the rules for General Meetings. Note that the Trust Deeds contradict themselves as to whether there must be an Annual General Meeting, or not.

Constitution of IBN Corporation Pty Ltd

General Meetings of IBN Corporation

Directors may convene a General Meeting whenever they see fit.

Notice in accordance with Corporation Law (3 days) must be given to each person who is a member (i.e. the Representative Corporations), a director and an auditor of IBN Corporation.

A quorum is two Representative Corporations, or in the case of the Banyjima Corporations, both Banyjima Corporations and one other Corporation.

The Chair of Directors should chair the General Meeting, and if the Chair is not present within 15 Minutes then the members present must elect as chairperson another Director.

Chair's ruling is final in matters or procedure of the Meeting;

Decisions to be made by a majority of votes. The Chair does not have a casting vote.

Rights to vote: There is one I vote, one B vote and one N vote.

Requirements of the Trust Deeds

The Rules of the Trusts are substantially the same. Differences are noted in italics.

General Meetings

Annual General Meeting does not need to be held unless Trustee considers 'good and substantial reason.' Other General Meetings are called Extraordinary General Meetings. Each of the Beneficiaries can attend, speak and vote.

The Trustee may convene whenever a General Meeting sees fit.

All business of an Extraordinary Meeting is Special Business, and all business except the Consideration of the Accounts and Balance Sheets and the Reports of any Auditor is Special Business.

At least 7 days written notice or advertising of place, day and hour, and the general nature of any special business to be transacted in such manner as the Trustee may determine.

1. Posting to the address on the Trustee's Records;
2. or faxing;
3. or giving to Representative Corporations;

or putting up notice in any significant communities of Beneficiaries, by displaying the notice or advertising in a local newspaper or telephoning as many beneficiaries as practicable.

- (2) Quorum is necessary.
- (3) Quorum is 50 adult Beneficiaries.
- (4) Trustee will nominate Chair.
- (5) Chair may adjourn the meeting from time to time and from place to place (subject to conditions).
- (6) Chair does not have a casting vote.
- (7) Meeting not invalid for deficiency in notice or time or any other regulation, informality is to be permitted. A meeting will only be declared invalid with a Court order.
- (8) A meeting of the IBN Group deemed to be meeting of the Beneficiaries for the purposes of the Deeds.

Making Decisions:

Try to reach consensus to make a decision. The Chair will decide if consensus has been reached.

If consensus can not be reached within a reasonable time, then the Chair or any 5 Beneficiaries may call for a vote in which case the matter will be put to the vote. 50% or more of the votes in favour will pass the resolution.

The Chair may, and 10 Beneficiaries may Direct the Chair to decide that there should be a separate vote of the Banyjima, Yinhawangka, and Nyiyapalri beneficiaries.

Asking Questions:

After each matter or resolution has been put to the meeting, the Chairman will ask for a show of hands to indicate the number of Beneficiaries who may wish to speak. Where there are a large number of potential speakers, this will allow the Chairman to try and allocate time appropriately to all speakers, balancing the need to allow each speaker a reasonable opportunity to be heard, and the need to afford as many beneficiaries as possible the opportunity to speak. The Chairman may impose a reasonable time limit on each speaker but will not penalise a speaker for exceeding the suggested time frame, unless the Chairman reasonably believes that comments have become repetitive, are

timewasting or irrelevant to the matter or resolution at hand. This process is intended to ensure that Beneficiaries are considerate of each other's right to participate in the meeting.

All speakers will be asked to restrict themselves to no more than 2 questions or comments at any one appearance at the microphone. In rotating through the microphones, the Chairman will give priority to a person who wishes to address the meeting for the first time over a person who has already spoken on the same motion. A speaker wishing to speak more than once on a motion may line up for another turn.

The Chairman will take only questions and comments directly related to the matter or resolution at hand. However, any genuine questions which arise as a natural result of discussion during the meeting but which do not specifically relate to the matter or resolution at hand may be taken at the discretion of the Chairman. The Chairman will discourage and, if necessary, curtail irrelevant questions and comments.

The Chairman will try to answer all questions relevantly and frankly. If a question requires a very lengthy answer which the Chairman judges not to be of general interest to the meeting, the Chairman may offer to meet the beneficiary outside the meeting or refer the beneficiary to the information booth in the meeting foyer for the purpose of providing a full answer, as appropriate.

Code of Conduct

Everyone at the meeting is asked to remember that everyone is entitled to feel safe and comfortable at our General Meetings. There are elderly people and children at General Meetings. Issues will be resolved through debate and consensus and voting, not through abuse or bullying.

Shouting, swearing, insulting or aggressive behaviour will result in the speaker being asked to resume his or her seat. Where a speaker refuses to respond to the Chairman's request, the Chairman will warn the speaker that he or she has the power to ask the speaker to leave the meeting. If the speaker still refuses to respond, the Chairman will request that the power to the microphone be shut off and warn the speaker that he or she will be asked to leave the meeting if he or she does not resume a seat.

If the speaker still persists, the Chairman will ask the security guards to escort that person from the meeting where the Chairman judges it necessary to maintain good order and the functioning of the meeting. Although the Chairman has power to order removal from the meeting, it is generally to be regarded as a power of last resort.

If a Beneficiary (*Traditional Owner*) refuses to follow the reasonable directions of the Chair, then the following will apply:

After the first warning is ignored, sitting fees will not be paid. If sitting fees have already been paid then the equivalent will be taken from any future Christmas Payment due to the Member.

Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chairperson of the meeting, whose

decision is final.

No proxies may be appointed at General Meetings of the IBN Trusts.