Carnarvon COMMON GROUND

'Built by us, for us'

The Rule Book of Carnarvon Common Ground Aboriginal Corporation

ICN 11935

This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

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1. Name

The name of the corporation is: **Carnarvon Common Ground Aboriginal Corporation.**

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2. Interpretation

Dictionary

Board of Directors or **Board** means the governing body of the corporation elected by members under rule 7.

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

Community means Aboriginal and Torres Strait Islander people living in Carnarvon who are affected by or have an interest in the corporation's activities.

Community Meeting means the quarterly meetings open to all community members as established under rule 16.

Corporation means Carnarvon Common Ground Aboriginal Corporation.

Elders Advisory Council means the advisory and guidance body established under rule 9.

Gascoyne Region means the local government areas and communities within the Gascoyne region including (but not limited to) Carnarvon, Gascoyne Junction, Denham, Exmouth and surrounding areas on traditional lands of the Aboriginal peoples of the Gascoyne.

Operations Team means the employed staff implementing community-agreed priorities as established under rule 10.

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations.

Traditional Lore and Custom means the Lores, customs, traditions and practices of the Aboriginal peoples of the Gascoyne region, including respect for Elders and kinship, rules about ceremonies and cultural knowledge, use and protection of cultural sites, and proper ways of behaving in community.

Working Group means any of the priority-based working groups established under rule 8.

Yinggarda Aboriginal Corporation (YAC) means Yinggarda Aboriginal Corporation Registered Native Title Body Corporate (ICN 9184).

Nganhurra Thanardi Garrbu Aboriginal Corporation (**NTGAC)** means Nganhurra Tharnardi Garrbu Aboriginal Corporation Registered Native Title Body Corporate (ICN 9183).

Budina Aboriginal Corporation (BAC) means Budina Aboriginal Corporation Registered Native Title Body Corporate (ICN 8705).

Middamia Aboriginal Corporation means Middamia Aboriginal Corporation Registered Native Title Body Corporate (ICN 10156).

Malgana Aboriginal Corporation means Malgana Aboriginal Corporation Registered Native Title Body Corporate (ICN 8935).

Nanda Aboriginal Corporation means Nanda Aboriginal Corporation Registered Native Title Body Corporate (ICN 8871)-

Woodgoomungooh Aboriginal Corporation (WAC) means Woodgoomungooh Aboriginal Corporation Registered Native Title Body Corporate (ICN 9040)

Kulyumba Aboriginal Corporation (KAC) means Kulyumba Aboriginal Corporation Registered Native Title Body Corporate (ICN 7266)

Wajarri Yamatji Aboriginal Corporation (WYAC) means Wajarri Yamatji Aboriginal Corporation Registered Native Title Body Corporate (ICN 7878).

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3. Objectives

The purpose of Carnarvon Common Ground Aboriginal Corporation is to create lasting positive change for Aboriginal and Torres Strait Islander people in Carnarvon by leading community-driven, culturally grounded, and future-focused action, working in close partnership with Yinggarda Aboriginal Corporation as native title holders and with recognition of other Traditional Owner groups in the Gascoyne region.

Regional Context

The corporation acknowledges that the Gascoyne region encompasses the lands of multiple Aboriginal peoples, including:

- **Yinggarda people** – traditional owners of the Carnarvon to Wooramel area, represented by Yinggarda Aboriginal Corporation Registed Native Title Body Corporate (ICN 9184)
- **Baiyungu - Yinigudara – West Thalanji people** – traditional owners of the Exmouth Peninsula and surrounding areas to Quobba represented by Nganhurra Thanardi Garrbu Aboriginal Corporation. Registed Native Title Body Corporate (ICN 9183).
- **Budina people** – traditional owners of areas within the Gascoyne region, represented by Budina Aboriginal Corporation Registed Native Title Body Corporate (ICN 8705).
- **Middamia people** – traditional owners of areas within the Gascoyne region, represented by Middamia Aboriginal Corporation Registed Native Title Body Corporate (ICN 10156).
- **Malgana people** – traditional owners of Denham, Dirk Hartog Island and surrounding areas, represented by Malgana Aboriginal Corporation Registed Native Title Body Corporate (ICN 8935).
- **Nanda people** – traditional owners of areas in the Gascoyne Region and the Midwest Region. Kalbarri, Northampton and Shark Bay areas. Represented by Nanda Aboriginal Corporation Native Title Body Corporate (ICN 8871)
- **Thudgarri – Jawili, Thinn-Mah – Warriyanka people** – traditional owners of areas within the Gascoyne, represented by Woodgoomungooh Aboriginal Corporation Registed Native Title Body Corporate (ICN 9040)

- **Thudgarri -** traditional owners for UlLorearra Station and surrounding areas, represented by Kulyumba Aboriginal Corporation Registed Native Title Body Corporate (ICN 7266)
- **Wadjardi people** – Traditional owners of Mt Augustus in the central eastern area of the Gascoyne region, represented by Wajarri Yamatji Aboriginal Corporation Registed Native Title Body Corporate (ICN 7878).

While operations are primarily based in Carnarvon (on Yinggarda Country), the corporation recognises and respects the traditional ownership and cultural authority of all these peoples across the Gascoyne region.

Specific Aims

The corporation specifically aims to:

- **Empower the community** by ensuring Aboriginal people have genuine, ongoing voice and decision-making power in shaping programs, priorities, and services that affect their lives.
- **Co-design, implement, and deliver community-led initiatives and services** in priority areas including health, healing, justice, cultural strengthening, youth, and family wellbeing, with attention to both prevention and meaningful intervention.
- **Preserve and celebrate culture, language, and custom**, upholding and revitalising Aboriginal and Torres Strait Islander traditions in partnership with traditional owners and embedding respect for cultural authority across all activities.
- **Drive social, economic, and political transformation** by strengthening families, supporting education and employment pathways, building skills, creating sustainable economic development opportunities, and fostering strong local enterprises.
- **Promote justice reinvestment and a whole-of-life approach** that prioritises early intervention, healing, diversion from the justice system, and supports across all life stages, aiming for intergenerational improvement in wellbeing and safety.
- **Close the Gap** by taking sustained, practical action to eliminate disparities in justice, health, housing, education, and social outcomes between Aboriginal and Torres Strait Islander peoples and the wider community, in line with national priorities and local needs.
- **Advocate for Aboriginal rights, fair representation, and equity**, both locally and in engagement with government and non-government sectors.
- **Collaborate with all stakeholders**, especially Yinggarda Aboriginal Corporation and other native title holders and Traditional Owner groups, to align actions and pool resources for maximum community benefit.
- **Build capacity and confidence** within community members, leaders, and organisations for long-term, sustainable governance and self-determination.
- **Continually review and adapt strategies** based on evidence, data, and community knowledge, committed to genuine long-term change.

The corporation will operate according to the principle of **"built by us, for us"**, ensuring Aboriginal and Torres Strait Islander people lead all aspects of planning, decision-making and service delivery in Carnarvon.

4. Powers of the Corporation

Subject to these rules, the CATSI Act and any other applicable Lore, the corporation has the power to do all things necessary or convenient to carry out its objectives, including but not limited to:

a. Acquiring, holding, managing and disposing of real and personal property;

b. Entering into contracts, agreements and partnerships;

c. Employing staff and engaging contractors;

d. Applying for and receiving grants, donations and other funding;

e. Establishing and operating programs and services;

f. Establishing subsidiary entities or partnerships;

g. Investing funds in accordance with its objectives;

h. Doing all other Loreful things to achieve its objectives.

5. Members

5.1 Membership Eligibility

A person is eligible to be a member of the corporation if they are:

a. At least 18 years old;

b. An Aboriginal or Torres Strait Islander person; and

c. Living in Carnarvon.

5.2 How to Become a Member

a. A person applies in writing using the application form at Schedule 1;

b. The person must be eligible under rule 5.1;

c. The directors must consider all applications within a reasonable period;

d. The directors must accept the application by resolution if the applicant meets the eligibility requirements;

e. The person's name and details are entered on the register of members within 14 days;

f. The person does not become a member until their name is entered on the register.

5.3 Members' Rights

A member can:

a. Attend, speak and vote at general meetings and AGMs;

b. Elect to participate in Working Groups;

c. Attend Community Meetings;

d. Be nominated as a director (if eligible);

e. Put forward resolutions at general meetings;

f. Request directors to call a general meeting;

g. Access the rule book and minutes of meetings;

h. Raise disputes under the dispute resolution process;

i. Access other information as determined by the Board.

5.4 Members' Responsibilities

A member must:

a. Follow the corporation's rules;

b. Comply with any Code of Conduct adopted by the corporation, including any cultural and behavioural expectations set by the Elders Advisory Council and community;

c. Respect Traditional Lore and Custom and the native title rights of Aboriginal peoples of the Gascoyne region;

d. Update their contact details when they change;

e. Treat other members, directors, staff, Elders and community with respect;

f. Support the objectives of the corporation;

g. Attend meetings where possible or provide apologies.

5.5 No Membership Fee

Members are not required to pay fees to join or for ongoing membership.

5.6 How to Stop Being a Member

A person stops being a member if they:

a. Resign in writing;

b. Pass away;

c. Have their membership cancelled under rules 5.7 or 5.8;

5.7 Cancelling membership

a. A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- can't be contacted for two years

- misbehaves
- is not an Aboriginal or Torres Strait Islander person (if this is a requirement for membership).

b. The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

c. When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

5.8 Directors' limited right to cancel membership

a. For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 3.1.

b. To do this, the directors must:

- write to the member to tell them:
  - the directors are going to cancel their membership
  - the member has 14 days to object to the planned cancellation
  - if the member objects, they must write to the corporation to say so
- allow the member 14 days to object in writing to the intended cancellation.

c. If the member does not object, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

d. If the member objects, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

5.9 Register of Members

The register must contain names, addresses, dates of membership, and Aboriginal or Torres Strait Islander status. It must be kept at the corporation's document access address and be available at the AGM.

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6. General Meetings and AGMs

6.1 AGM Timing

An AGM must be held before the end of November each year. At least 21 days' notice of the AGM must be given in accordance with rule 6.4.

6.2 AGM Business

AGM business includes:

a. Checking the register of members;

b. Confirming minutes of the previous meeting;

c. Presenting reports (general, financial, directors');

d. electing member-elected directors if required and noting any appointment or reappointment of YAC-appointed directors made under rule 7.3;

e. Appointing auditors (if required);

f. Considering Working Group reports;

g. Considering Elders Advisory Council reports;

h. Any other business specified in the notice.

6.3 Calling General Meetings

a. The directors can call a general meeting at any time by passing a resolution.

b. Members may request the directors to call a general meeting by putting their request in writing, stating the reasons for the meeting and any business to be considered.

c. A written request under rule 6.3(b) must be signed by at least:
   i. 1 member, if there are 2–10 members in total;
   ii. 3 members, if there are 11–20 members in total;
   iii. 5 members, if there are 21–50 members in total; or
   iv. 10% of all members, if there are 51 or more members.

d. If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

e. If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole

a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

f. The directors' application to the Registrar to deny the members' request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

g. The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

6.4 Notice Requirements

For annual general meetings (AGMs), at least 21 days' notice must be given to:

a. Each member individually

b. All directors

c. The contact person/secretary

d. The auditor (if applicable)

e. Working Group coordinators

f. Elders Advisory Council members

g. Yinggarda Aboriginal Corporation as native title holders

For any other general meeting, 21 days' notice must be given to the same people listed in rule 6.4(a), as relevant.

Notice may also be given through community notice boards, local radio, social media and other culturally appropriate methods.

6.5 Quorum

Quorum requirements:

- 2–29 members: 5 members or 25% of membership (whichever is lower)
- 30–99 members: 15 members or 20% of membership (whichever is lower)
- 100+ members: 25 members or 15% of membership (whichever is lower)

6.6 Chairing Meetings

The chairperson will be elected by the directors or, if unavailable, by the members present.

6.7 Voting

Each member has one vote. The chairperson has a casting vote if they are a member. Resolutions are decided by majority vote unless otherwise specified.

6.8 Voting in Person Only

a. Voting at general meetings, including the AGM, is by members who are present at the meeting in person or, if permitted by the board, using approved teleconference or online meeting technology.

b. Members are not allowed to appoint proxies or vote by proxy.

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7. Directors

7.1 Role of directors

Directors are responsible for providing strategic direction and oversight of the corporation's activities. They must make strategic decisions, ensure compliance with this rule book and the CATSI Act, and make sure the corporation is implementing the community's agreed priorities and action plans. Directors must also ensure that management and the Operations Team are regularly informed by genuine community input, including from Elders, Working Groups and Community Meetings, and that the corporation's business is managed in the best interests of the community.

7.2 Number and composition

The corporation will have 6 to 9 directors comprising:

a. 4 directors elected by members at the AGM in accordance with rule 7.9 (member-elected directors);

b. 2 directors appointed by Yinggarda Aboriginal Corporation as native title holders, in accordance with rule 7.3 (YAC-appointed directors); and

c. Up to 3 independent directors, including key community stakeholders or persons with specialist skills, appointed by the Board in accordance with this rule book.

The Board must not elect, appoint or accept the appointment of any director if doing so would cause the corporation to breach the CATSI Act or the majority requirements in rule 7.10.

7.3 YAC-appointed directors

a. Yinggarda Aboriginal Corporation (YAC), as the native title holders for the Carnarvon area, may appoint up to 2 YAC-appointed directors to the Board in accordance with this rule.

b. A person is not eligible to be appointed as a YAC-appointed director unless the person:

   i. is a member of the corporation;
   ii. is eligible under rule 7.4 and the CATSI Act;
   iii. meets all mandatory director selection criteria approved under rule 7.5 and set out in Schedule 4 at the time of appointment; and
   iv. has signed the consent to become a director form in Schedule 2 or any replacement form approved by the Board.

c. Before appointing a YAC-appointed director, YAC must consider:

   i. the mandatory director selection criteria approved under rule 7.5;
   ii. the Board Skills Matrix referred to in rule 7.7;
   iii. the collective representation and skills needs of the Board referred to in rule 7.6; and
   iv. whether appointing the person would allow the corporation to continue to comply with the CATSI Act and rule 7.10.

d. Before a YAC appointment takes effect, the Board must confirm by resolution that the proposed appointee meets the requirements of paragraph b

e. The Board's role under this paragraph is limited to verifying eligibility and compliance with this rule book and the CATSI Act and does not permit the Board to substitute another candidate for YAC's proposed appointee.

f. To appoint a YAC-appointed director, YAC must give the corporation written notice:

   i. identifying the person appointed;
   ii. confirming that the appointment has been made in accordance with YAC's own decision-making processes; and
   iii. attaching the signed consent to become a director form and any information reasonably required by the Board to confirm eligibility and compliance with the mandatory director selection criteria.

g. A YAC-appointed director takes office on the date the Board resolves under paragraph (d) that the person meets the requirements of this rule or, if a later date is specified in the notice from YAC, on that later date.

h. A YAC-appointed director holds office for a term of 2 years and is eligible for reappointment, subject to rule 7.8, rule 7.14, the CATSI Act, and continued compliance with the eligibility and selection criteria applying at the time of reappointment.

i. A YAC-appointed director has the same rights, responsibilities and duties as every other director and must act in good faith in the best interests of the corporation as a whole. A YAC-appointed director is not a delegate of YAC and must exercise independent judgment as a director of the corporation.

j. If a YAC-appointed director ceases to hold office before the end of their term, YAC may appoint another person who meets the requirements of this rule to fill the vacancy for the balance of the term.

k. Nothing in this rule limits the right of members to remove a YAC-appointed director in accordance with rule 7.14 or the CATSI Act.

7.4 Eligibility of directors

A director must:

a. Be at least 21 years old;

b. Be a member of the corporation, other than an independent director under rule 7.2(c);

c. Be an Aboriginal or Torres Strait Islander person, other than an independent director under rule 7.2(c);

d. Not be an employee of the corporation;

e. Not be disqualified from managing corporations under the CATSI Act;

f. Have appropriate clearances as required;

g. Have a DirectorID;

h. Be willing to undergo relevant training as determined by the Board; and

i. Be able to meet all mandatory director selection criteria approved by the Board.

Independent directors appointed under rule 7.2(c) must meet requirements a, d, e, f, g and h and any other requirements specified by the Board but may be non-members and may be non-Aboriginal or non-Torres Strait Islander persons with relevant professional expertise.

YAC-appointed directors appointed under rule 7.3 must meet all requirements in paragraphs a to i unless this rule book expressly provides otherwise.

7.5 Mandatory director selection criteria

a. The Board must develop and approve mandatory selection criteria for directors. An initial set of criteria is provided at Schedule 4, which the Board may adopt, modify or replace by resolution.

b. The criteria must relate to skills, experience, cultural knowledge, community standing and capacity to perform director duties, and may include but are not limited to the areas listed in rule 7.6.

c. The Board must review the mandatory selection criteria at least every three years or when requested by community consultation. In reviewing the mandatory selection criteria, the Board may seek input from the Elders Advisory Council and the community but retains final decision-making authority.

7.6 Director skills, experience and representation

When developing the mandatory selection criteria and when electing or appointing directors, consideration must be given to ensuring that:

a. The Board collectively represents the diverse groups within the Aboriginal and Torres Strait Islander community in Carnarvon including Elders, women, men, young people, families and representatives of different language groups and communities; and

b. The Board collectively has the right skill sets, including:

i. **Aboriginal and Torres Strait Islander community leadership**, lived experience in community, ability to represent community views, experience chairing or participating in community meetings, and demonstrated commitment to self-determination;
ii. **financial management and governance**, including reading financial reports, budgeting, risk management, audit and compliance, fundraising and funding agreements, and experience on boards, committees or corporate governance roles;
iii. **legal and regulatory compliance**, including understanding of governance obligations under the CATSI Act, charities and not-for-profit law, workplace health and safety, and key contract or regulatory requirements relevant to services and programs;
iv. **community development and service delivery**, including planning, designing and running programs, case management or support work, evaluation and reporting, and partnership work with government and non-government agencies;
v. **cultural knowledge and Traditional Lore and Custom**, including knowledge of local language groups, kinship systems, cultural protocols, men's and women's business, cultural safety, and appropriate ways of engaging Elders and Traditional Owners;
vi. **youth and family services**, including experience working with young people and families, understanding of child protection systems, education and training pathways, and youth leadership or mentoring;
vii. **health and healing programs**, including experience in health, mental health, AOD, social and emotional wellbeing, disability support, or healing and trauma-informed practice, including knowledge of local Aboriginal health and healing services;
viii. **justice and advocacy**, including knowledge of the criminal justice system, youth justice, family violence, housing and homelessness, and experience in advocacy, policy, human rights or justice reinvestment approaches;
ix. **native title and Traditional Owner relationships**, including understanding of native title processes, prescribed body corporate roles, and strong relationships and communication skills for working with Yinggarda Aboriginal Corporation and other Traditional Owner groups in the Gascoyne region;
x. **organisational management and strategic planning**, including experience in management, human resources, project management, strategy development, monitoring and evaluation, and using data and evidence to inform decisions;
xi. **communication and stakeholder engagement**, including strong interpersonal skills, ability to explain complex information in plain language, community facilitation, and building partnerships with funders and service providers;
xii. **business development and commercial acumen**, including experience starting or running a business, understanding of markets, pricing, contracts, tenders and income diversification, including grants, fee-for-service and social enterprise;

xiii. **strategic and business planning**, including ability to read and contribute to business plans, set KPIs, understand cashflow and sustainability, and make decisions based on financial and non-financial performance data;
xiv. **enterprise and asset management**, including experience managing property, leases, vehicles or other assets, and understanding risk, insurance, maintenance and lifecycle planning;
xv. **human resources and people management**, including experience supervising staff, workforce planning, recruitment, performance management, workplace culture and WHS in a small-to-medium organisation;
xvi. **procurement and contract management**, including understanding how to negotiate, monitor and acquit contracts with government, NGOs and suppliers, including service level agreements and reporting requirements; and
xvii. **social enterprise and impact measurement**, including knowledge of how to balance social outcomes with financial sustainability, and use simple tools to track and report impact to funders and community.

7.7 Board Skills Matrix

To support these requirements, the Board must maintain a Board Skills Matrix that identifies the skills, experience, cultural knowledge and community representation of each director against the criteria referred to in rule 7.6 and any mandatory or desirable director selection criteria approved by the Board. The Board must use the Board Skills Matrix to:

a. Identify strengths and gaps in the Board's collective skills and representation;

b. Inform director recruitment, succession planning and training or professional development priorities; and

c. Report in general terms to members at each AGM on how the Board's skills and representation align with the corporation's needs and objectives.

7.8 Expression of Interest and pre-assessment

Before each election of member-elected directors, the corporation must call for Expressions of Interest (EOIs) from eligible members who wish to be considered for election as a director.

a. EOIs must:

i. be made in the approved form; and
ii. provide enough information for the Board to assess the applicant against the mandatory selection criteria in rule 7.5.

b. The Board, with input from the Elders Advisory Council, must assess all EOIs against the mandatory selection criteria.

c. Only applicants who meet all mandatory selection criteria are eligible to be nominated to members for election as directors.

d. Applicants who do not meet all mandatory selection criteria must not be put forward to members for election and must be advised of the decision and the reasons in writing.

e. The list of eligible candidates endorsed under this rule must be included in the notice of meeting for the AGM at which the election will be held.

f. The Board must follow the Director EOI and Pre-Assessment Procedure set out in Schedule 5, or such other procedure as may replace it by Board resolution from time to time, when calling for EOIs, assessing candidates and advising applicants of outcomes.

g. The Board may use the Director EOI and Pre-Assessment Procedure in Schedule 5, with any necessary changes, to assess a proposed YAC-appointed director or independent director against the mandatory director selection criteria and the Board's current skills and representation needs.

7.9 Terms of appointment

a. Directors are appointed for a term of two (2) years and are eligible for re-election or reappointment at the end of each term, subject to meeting all eligibility requirements in rule 7.4 and the mandatory director selection criteria approved under rule 7.5 at the time of nomination, election, appointment or reappointment.

b. Terms should be staggered so that, as far as practicable, approximately one-third of the directors retire at each AGM. The Board may, for this purpose, determine shorter initial terms for some directors after the first election.

c. No director may serve more than three consecutive terms (a maximum of six (6) consecutive years), unless members approve an additional consecutive term by special resolution at a general meeting in exceptional circumstances, for example, to maintain continuity during major projects or where there is difficulty recruiting suitably qualified candidates.

d. A director who has served the maximum number of consecutive terms must stand down for at least one full 2-year term before being eligible to be elected or appointed as a director again.

e. Nothing in this rule affects the right of members to remove a director earlier in accordance with rule 7.14 or the CATSI Act.

7.10 How to become a director

a. Member-elected directors are elected by members at the AGM from the list of eligible candidates endorsed under rule 7.8, using a simple majority vote. Each member present has one vote for each director position to be filled, and the required number of candidates with the highest number of votes are elected. A candidate for election as a member-elected director must:

   i. have submitted an Expression of Interest under rule 7.8;
   ii. have been assessed by the Board as meeting all mandatory selection criteria;
   iii. be nominated by two members;
   iv. consent to the nomination using the form at Schedule 2; and

b. demonstrate commitment to the corporation's objectives.

c. YAC-appointed directors are appointed in accordance with rule 7.3.

d. Independent directors are appointed by the Board in accordance with rule 7.2(c), rule 7.4 and any procedure approved by the Board.

7.11 Majority requirements

a. A majority of directors must be:

b. Aboriginal or Torres Strait Islander people;

c. Members of the corporation; and

d. Residing in Carnarvon.

The Board must also ensure compliance with any majority of directors requirements under the CATSI Act, including that a majority of directors ordinarily reside in Australia and a majority of directors are not employees of the corporation.

7.12 Directors meetings

Directors must meet at least quarterly. Reasonable notice must be given to all directors. A majority of the total number of directors forms a quorum.

7.13 Directors duties

Directors must comply with their duties under the CATSI Act and this rule book, including:

a. care and diligence;

b. good faith and acting in the corporation's best interests;

c. disclosing conflicts of interest;

d. not improperly using their position or information;

e. not trading while insolvent; and

f. complying with any other duties of directors set out in the CATSI Act or regulations.

7.13A Conflict of interest

a. Directors must declare any material personal interest in matters being considered by the Board as soon as they become aware of the interest.

b. Unless permitted under the CATSI Act, a director who has a material personal interest in a matter must not:

    i. be present while the matter is being discussed; or
    ii. vote on the matter.

c. Without limiting this rule, a YAC-appointed director must declare any actual or potential material personal interest arising from their role, duties, relationships or dealings with Yinggarda Aboriginal Corporation, and the Board must manage that conflict in accordance with the CATSI Act and this rule book.

7.13B Directors behaviour and Code of Conduct

a. In addition to their legal duties, directors must comply with any Code of Conduct adopted by the corporation, including cultural and behavioural expectations set by the community.

b. Directors must behave in a way that does not significantly interfere with the corporation's governance, operations, reputation or relationships, or bring the corporation into disrepute.

c. Serious or repeated breaches of the Code of Conduct by a director may be treated as misconduct and may result in action under rule 7.14 or other action permitted by this rule book or the CATSI Act.

7.13C Payments to directors

a. Subject to the corporation having sufficient funds and a budget approved by the Board, directors may receive sitting fees for attending directors meetings and other approved

governance meetings, at rates determined by the members or in accordance with a remuneration policy approved by the members.

b. Subject to the corporation having sufficient funds and a budget approved by the Board, the chairperson may receive an additional stipend to recognise their extra responsibilities, at a rate determined by the members or in accordance with a remuneration policy approved by the members.

c. Apart from sitting fees and the chair's stipend, directors are not entitled to any other payment or reimbursement including for travel or other duties, unless they are providing services under a separate contract approved by the Board and all conflict of interest rules in this rule book and the CATSI Act are followed.

7.14 Removal of directors

Directors may be removed, or cease to hold office, as follows:

a. By members — general grounds: Members may remove a director by resolution at a general meeting, provided at least 21 days' notice of the proposed resolution is given to all members and to the director concerned, and the director is given a reasonable opportunity to speak or provide a written response at the meeting.

b. By Board — non-attendance only: The other directors may resolve to remove a director if they miss three (3) consecutive directors meetings without a reasonable excuse, provided the director has first been given written notice of the concern and an opportunity to explain their absence.

c. Automatic — loss of eligibility: A person ceases to be a director automatically if they become disqualified from managing corporations under the CATSI Act or otherwise cease to be eligible under rule 7.4.

d. Resignation: A director may resign at any time by giving written notice to the corporation, effective on the date specified in the notice or, if no date is specified, when the notice is received.

e. End of term: A director's appointment ends automatically when their term expires under rule 7.9 and they are not re-elected or reappointed.

f. Serious misconduct / Code of Conduct: Members may remove a director at a general meeting under paragraph (a) if the director has engaged in serious or repeated breaches of this rule book, the Code of Conduct, or their director duties in a way that significantly interferes with the corporation's governance, operations, reputation or relationships.

g. YAC-appointed directors: A YAC-appointed director may also be removed by YAC in accordance with rule 7.3(i), without limiting any separate removal power of members under this rule or the CATSI Act.

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8. Elders Advisory Council

8.1 Purpose

The Elders Advisory Council provides cultural and traditional guidance to ensure all corporation activities respect Traditional Lore and Custom.

8.2 Composition

The Elders Advisory Council comprises Aboriginal and Torres Strait Islander Elders as follows:

a. Elders (up to 10 total) elected by the community to reflect the diverse community membership, including representation from different language groups across the Gascoyne region;

b. At least half of the Council should be women elders and half men elders;

c. All Elders must be permanent residents in Carnarvon.

8.3 Eligibility

Elders must be:

a. Respected Aboriginal or Torres Strait Islander community members;

b. Recognised for their cultural knowledge and community leadership;

c. Permanent residents in Carnarvon;

d. Willing to provide leadership, cultural and traditional guidance to the corporation.

8.4 Functions

The Elders Advisory Council will:

a. Provide leadership, cultural and traditional advice and guidance;

b. Advise on Traditional Lore and Custom;

c. Assist in resolving traditional/cultural disputes;

d. Mentor and support younger community members;

e. Help preserve and transfer cultural knowledge;

f. Provide guidance on cultural protocols, ceremonies and sacred matters;

g. Advise on the cultural appropriateness of programs and services when requested by the Board or Working Groups.

h. Work with RNTBC's of the Gascoyne Region on cultural and country matters relating to their language group. Yinggarda Aboriginal Corporation and other Traditional Owner groups on cultural and country matters.

8.5 Meetings

The Council will meet quarterly (4 meetings per year), or more frequently as required. Special meetings may be called by any 3 Council members or by the Board of Directors.

8.6 Decision-Making and Recommendations

The Elders Advisory Council provides guidance and recommendations on:

a. Cultural appropriateness of programs and services;

b. Resolution of disputes involving cultural matters;

c. Use of cultural knowledge and intellectual property;

d. Protocols for cultural events and ceremonies;

e. Other matters referred to them by the Board or community.

The Board of Directors and Working Groups must seriously consider and respect the cultural guidance provided by the Elders Advisory Council. Final decisions on all matters rest with the Board and community through appropriate decision-making processes.

8.7 Relationship with Board and Operations

The Board of Directors and Operations Team must:

a. Consult with the Elders Advisory Council on significant decisions, particularly those with cultural implications;

b. Seriously consider and respect the cultural guidance and recommendations of the Council;

c. Provide resources to support the Council's work;

d. Report to the Council quarterly on corporation activities.

Where the Board and Elders Advisory Council have differing views on a matter with cultural implications**:** The Board retains final decision-making authority but must document the Council's cultural guidance and the reasons for any decision that differs from their recommendations. Such decisions must be reported to the community at Community Meetings.

8.8 Relationship with Traditional Owner Groups

The corporation acknowledges the special role of Yinggarda Aboriginal Corporation as native title holders and will:

a. Consult with YAC on matters affecting native title rights and interests;

b. Respect YAC's nomination of 2 Directors;

c. Collaborate with YAC on cultural matters and country management;

d. Seek YAC's approval on activities taking place on Yinggarda Country;

e. Identify and pursue opportunities to partner with YAC on the planning, design and delivery of services and initiatives where there is a shared or overlapping community interest;

f. Recognise and respect the cultural authority and connection to Country of all Aboriginal peoples of the Gascoyne region (Yinggarda, Budina, Middamia, Wadjardi, Baiyungu, Thudgarri, Malgana, Nanda and Thalanyji)

9. Contact Person or Secretary

For small and medium corporations, the Board will appoint a contact person. For large corporations, a secretary will be appointed. This person must:

a. Be at least 18 years old;

b. Consent in writing to the appointment;

c. Forward correspondence to directors within 14 days;

d. Maintain corporation records as required

e. Report/updates required to ORIC (if delegate powers have been granted to contact person/secretary)

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10. Records

The corporation must keep:

a. Minutes of all meetings;

b. This rule book;

c. Register of members and former members;

d. Names and addresses of directors and officers;

e. Written financial records;

f. Working Group records and reports;

g. Cultural protocols and guidelines;

h. Correspondence with Yinggarda Aboriginal Corporation and other Traditional Owner groups.

Records must be kept at the document access address or registered office.

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11. Finances

11.1 Financial Management

The corporation must:

a. Keep accurate written financial records;

b. Deposit all money into corporation bank accounts;

c. Require director approval for expenditures;

d. Require two authorised signatures for all payments;

e. Provide receipts for all money received;

f. Maintain adequate documentation for all transactions.

11.2 Business Arm

The corporation may establish a business arm for:

a. Asset management;

b. Grant applications and acquittals;

c. Operating costs and sourcing ongoing funding;

d. Financial management and governance;

e. External administration services including finance management, payroll, budgeting, financial compliance, governance and auditing.

11.3 Trust Account

If the corporation holds money in trust, it must maintain separate trust accounts and records.

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12. Application of Funds

13.1 Not-for-Profit Status

The corporation is not-for-profit. Directors may use corporation funds to carry out its objectives but cannot distribute profits or assets to members except as reasonable payment for services or in carrying out objectives.

13.2 Community Benefit

All funds must be used for the benefit of Aboriginal and Torres Strait Islander people in the Carnarvon region in accordance with the corporation's objectives.

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13. Dispute Resolution

13.1 Internal Resolution

Parties to a dispute must first attempt to resolve it through:

a. Direct discussion between the parties;

b. Mediation with assistance from Elders or respected community members;

c. Referral to the appropriate Working Group if relevant.

13.2 Formal Process

If internal resolution fails, disputes may be:

a. Referred to the Elders Advisory Council for guidance on cultural matters;

b. Referred to the Board for governance matters;

c. Referred to Yinggarda Aboriginal Corporation for matters affecting native title;

d. Referred to an external mediator agreed by all parties;

13.3 Cultural Disputes

Disputes involving Traditional Lore and Custom should be referred to the Elders Advisory Council for their guidance and recommendations. Where disputes affect native title rights, the Elders Advisory Council will consult with Yinggarda Aboriginal Corporation first and other Traditional Owner groups where relevant. The Board retains final authority on all corporation decisions while respecting cultural guidance provided.

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14. Cultural Authority and Traditional Lore

14.1 Cultural Respect

The corporation acknowledges and respects the Traditional Lore and Custom of Aboriginal peoples of the Gascoyne region, and specifically recognises:

- **Yinggarda people** – traditional owners of the Carnarvon to Wooramel area, represented by Yinggarda Aboriginal Corporation Registered Native Title Body Corporate (ICN 9184)
- **Baiyungu - Yinigudara – West Thalanji people** – traditional owners of the Exmouth Peninsula and surrounding areas to Quobba represented by Nganhurra Thanardi Garrbu Aboriginal Corporation Registered Native Title Body Corporate (ICN 9183).
- **Budina people** – traditional owners of areas within the Gascoyne region, represented by Budina Aboriginal Corporation Registered Native Title Body Corporate (ICN 8705).
- **Middamia people** – traditional owners of areas within the Gascoyne region, represented by Middamia Aboriginal Corporation Registered Native Title Body Corporate (ICN 10156).
- **Malgana people** – traditional owners of Denham, Dirk Hartog Island and surrounding areas, represented by Malgana Aboriginal Corporation Registered Native Title Body Corporate (ICN 8935).
- **Nanda people** – traditional owners of areas within the Gascoyne Region and Midwest Region including Kalbarri, Northampton and parts of the Shire of Shark Bay, represented by Nanda Aboriginal Corporation Registered Native Title Body Corporate (ICN 8871)
- **Thudgarri – Jawili, Thinn-Mah – Warrianka people** – traditional owners of areas within the Gascoyne, represented by Woodgoomungooh Aboriginal Corporation Registered Native Title Body Corporate (ICN 9040)
- **Thudgarri people**- traditional owners for the UlLorearra Station and surrounding areas, represented by Kulyumba Aboriginal Corporation Registered Native Title Body Corporate (ICN 7266)

- **Wadjardi people** – Traditional owners of Mt Augustus in the central eastern area of the Gascoyne region, represented by Wajarri Yamatji Aboriginal Corporation Registered Native Title Body Corporate (ICN 7878).

All corporation activities must respect the cultural authority and Country connections of these peoples.

While the corporation recognises and respects the cultural authority and Country connections of all Aboriginal peoples of the Gascoyne region, most of the corporation's activities will take place in and around Carnarvon on Yinggarda Country. In this area, Yinggarda Aboriginal Corporation is the key native title body and primary cultural authority that the corporation will work with on matters affecting native title rights and interests. Other Traditional Owner groups have native title areas outside the Yinggarda determination area, and the corporation will engage with them as appropriate where activities extend into or affect their Country.

14.2 Cultural Protocols

All corporation activities must:

a. Respect cultural protocols and boundaries;

b. Obtain appropriate cultural approvals;

c. Involve relevant cultural authorities;

d. Protect cultural intellectual property;

e. Follow guidance from the Elders Advisory Council;

f. Respect native title rights and interests held by Traditional Owner groups of the Gascoyne region.

14.3 Cultural Guidance and Recommendations

The Elders Advisory Council provides cultural guidance and recommendations on:

a. Use of cultural knowledge and practices;

b. Cultural protocols for meetings and events;

c. Resolution of cultural disputes;

d. Protection of sacred and sensitive information.

The Board and Community Role in Cultural Decisions: While the Elders Advisory Council's cultural guidance is valued and must be seriously considered, decisions about corporation activities ultimately rest with the Board and community through appropriate decision-making processes. The Board must document and report to the community how cultural guidance has been considered in decision-making.

14.4 Native Title Recognition

The corporation acknowledges that:

a. The Gascoyne region encompasses the traditional lands of multiple Aboriginal peoples;

b. Yinggarda Aboriginal Corporation (YAC) holds native title in trust for the Yinggarda common lore holders;

c. YAC and the Yinggarda Traditional Owners are the primary cultural authority for Yinggarda Country, and the corporation will respect and work in partnership with them;

d. Activities must be conducted consistent with native title rights and interests and in accordance with cultural protocols as advised by YAC, Elders and other Traditional Owner groups;

e. While operations are primarily based in Carnarvon, the corporation recognises and respects the cultural authority of all Aboriginal peoples of the Gascoyne region.

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15. Changing the Rule Book

15.1 Process for Changes

This rule book may be changed by:

a. Special resolution passed by 75% of members voting at a general meeting;

b. 21 days written notice specifying the proposed changes;

c. Consultation with the Elders Advisory Council on cultural matters;

d. Consultation with Yinggarda Aboriginal Corporation on matters affecting native title;

e. Registration of changes with ORIC.

15.2 Community Consultation

Before proposing rule book changes, the Board must:

a. Consult with Working Groups;

b. Seek guidance from the Elders Advisory Council;

c. Consult with Yinggarda Aboriginal Corporation where appropriate;

d. Hold Community Meetings to explain proposed changes;

e. Consider all feedback received.

16. Winding Up

If the corporation is wound up, any surplus assets must be transferred to:

a. Another Aboriginal and Torres Strait Islander corporation with similar objectives;

b. An organisation that provides services to Aboriginal and Torres Strait Islander people in the Gascoyne region;

c. As determined by a special resolution of members, informed by community decision making and in consultation with the Elders Advisory Council, in accordance with Traditional Lore and Custom and in consultation with Yinggarda Aboriginal Corporation and other relevant Traditional Owner groups. Assets may not be distributed to members personally.

Carnarvon COMMON GROUND

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Schedule 1 – Application for Membership Form

CARNARVON COMMON GROUND ABORIGINAL CORPORATION

ICN: 11935

Application for Membership

Personal Details:

- Full Name: _____
- Address: _____
- Phone: _____
- Email: _____
- Date of Birth: _____

Eligibility:

- I am an Aboriginal and/or Torres Strait Islander person: Yes ☐ No ☐
- I am at least 17 years old: Yes ☐ No ☐
- I live in the Gascoyne region: Yes ☐ No ☐

Which language group/region do you identify with?

(e.g. Yinggarda, Baiyungu, Thaarkari, Malgana, Thulanji, Other): _____

Would you like to volunteer in one or more Working Groups?

- ☐ Early Childhood and Education Working Group
- ☐ Employment and Economic Development Working Group
- ☐ Culture Working Group
- ☐ Justice and Safety Working Group
- ☐ Health and Wellbeing Working Group
- ☐ Youth Working Group
- ☐ Healing Working Group

Declaration:

I declare that the information provided is true and correct. I understand the objectives of Carnarvon Common Ground Aboriginal Corporation and agree to support these objectives and follow the corporation's rules. I acknowledge the traditional ownership of Aboriginal peoples across the Gascoyne region and I respect the native title rights of all Traditional Owner groups.

Signature: _____ **Date:** _____

For Office Use Only:

- Application received: _____
- Directors' meeting date: _____
- Application approved: Yes ☐ No ☐
- Member number: _____
- Date added to register: _____

Schedule 2 – Consent to Become a Director Form

CARNARVON COMMON GROUND ABORIGINAL CORPORATION

ICN: 11935

Consent to Become a Director

Personal Details:

- Full Name: _____
- Address: _____
- Phone: _____
- Email: _____
- Date of Birth: _____

Director Eligibility & Declaration:

I confirm that I:

- ☐ Am at least 21 years old
- ☐ Am a member of the corporation (or am applying as an independent director with specialist skills)
- ☐ Am an Aboriginal or Torres Strait Islander person
- ☐ Am not an employee of the corporation
- ☐ Am not disqualified from managing corporations under the CATSI Act
- ☐ Have appropriate clearances (police/working with children where required)
- ☐ Have/will obtain a Director ID
- ☐ Agree to undertake relevant training as required by the Board
- ☐ Meet or am committed to meeting the mandatory director selection criteria

Skills and Experience:

Please briefly outline the skills, experience, or knowledge you would bring to the Board (considering areas such as community leadership, financial management, governance, cultural knowledge, youth services, health, justice, or other relevant areas):

_____

_____

_____

Commitment to Objectives:

I demonstrate my commitment to the corporation's objectives by (please indicate):

- ☐ Having actively participated in Working Groups
- ☐ Having participated in Community Meetings
- ☐ Having engaged with community consultation processes
- ☐ Other involvement (please describe): _____

Conflicts of Interest:

Are you aware of any potential conflicts of interest that should be disclosed to the Board?

☐ No ☐ Yes – please describe: _____

Acknowledgment:

I acknowledge that I have read the corporation's Rule Book and Code of Conduct, understand the role and responsibilities of a director, and commit to upholding the corporation's objectives, respecting Traditional Lore and Custom, and supporting the community-driven governance model.

I understand that my Expression of Interest will be assessed by the Board against the mandatory director selection criteria and in accordance with **Schedule 5 – Director EOI and Pre-Assessment Procedure.**

I consent to becoming a director of Carnarvon Common Ground Aboriginal Corporation.

Signature: _____ **Date:**_____

For Office Use Only:

- EOI received: _____
- Board assessment date: _____

Meets mandatory criteria: Yes ☐ No ☐

- Nominated by: _____
- and _____
- Eligible to stand for election: Yes ☐ No ☐

Assessment of this Expression of Interest must be carried out in accordance with **Schedule 5 – Director EOI and Pre-Assessment Procedure**.

Schedule 3 – Working Group Application Form

CARNARVON COMMON GROUND ABORIGINAL CORPORATION

ICN: 11935

Working Group Participation Form

Personal Details:

- Full Name: _____
- Phone: _____
- Email: _____
- Member ID (if applicable): _____

Working Group Selection:

Which Working Group(s) would you like to participate in? (You can select more than one)

- ☐ Early Childhood and Education
- ☐ Employment and Economic Development
- ☐ Culture
- ☐ Justice and Safety
- ☐ Health and Wellbeing
- ☐ Youth
- ☐ Healing

Reasons for Interest:

Please tell us why you're interested in this/these Working Group(s) and what you hope to contribute:

_____

_____

_____

Experience and Skills:

What relevant experience, skills, or knowledge do you bring to the Working Group?

_____

_____

Availability:

Working Groups meet at least monthly. Can you commit to attending meetings regularly?

☐ Yes ☐ No ☐ Sometimes

If sometimes, please explain: _____

Agreement:

I agree to:

- ☐ Follow the Working Group rules and the corporation's Code of Conduct
- ☐ Act with integrity and in the best interests of the corporation and community
- ☐ Respect Traditional Lore and Custom and Native Title rights of Aboriginal peoples of the Gascoyne region

Signature: _____Date: _____

For Office Use Only:

- Application received: _____
- Referred to Working Group coordinator: _____
- Date confirmed as participant: _____
- Orientation provided: Yes ☐ No ☐ Date: _____

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Schedule 4 – Mandatory Director Selection Criteria

CARNARVON COMMON GROUND ABORIGINAL CORPORATION

ICN: 11935

Director Selection Criteria

These criteria have been developed to ensure the Board of Directors has the collective skills, experience, cultural knowledge and community representation needed to lead Carnarvon Common Ground Aboriginal Corporation effectively and in the best interests of the community.

All candidates for election or appointment as a director must demonstrate that they meet **all mandatory criteria** listed in Section A and **at least three of the desirable criteria** listed in Section B.

Section A: Mandatory Criteria (All Candidates Must Meet)

All candidates must:

1. Eligibility

Meet all eligibility requirements in Rule 7.4 of the corporation's rule book, including age (at least 21), Aboriginality (except independent directors), membership, not being an employee, not disqualified under the CATSI Act, appropriate clearances, Director ID, and willingness to undergo training.

2. Commitment to Community

Demonstrate genuine commitment to improving outcomes for Aboriginal and Torres Strait Islander people in the Gascoyne region and support the corporation's objectives and principles of self-determination.

3. Cultural Respect

Show understanding of and respect for Traditional Lore and Custom, including proper protocols for engaging with Elders and Traditional Owners, and commitment to working respectfully with Yinggarda Aboriginal Corporation and other Traditional Owner groups.

4. Good Character and Standing

Be of good character and standing in the community, with no serious unresolved conduct issues, and able to act with integrity, honesty and transparency in all corporation matters.

5. Time and Availability

Be able to commit sufficient time to attend and prepare for at least quarterly Board meetings, AGMs, and other governance meetings as required, and to respond to urgent matters between meetings.

6. Governance Understanding

Demonstrate an understanding of (or willingness to learn about) the role and responsibilities of a director, including fiduciary duties, compliance obligations under the CATSI Act, and the difference between governance (Board role) and management (CEO/staff role).

7. Willingness to Complete Governance Training

Agree to complete approved director and financial governance training (for example ORIC or equivalent training) within 12 months of appointment, and to participate in ongoing professional development as required by the Board.

8. Behaviour and Role Model Expectations

Agree to uphold the corporation's Code of Conduct at all times, model respectful behaviour in community (including zero tolerance for lateral violence, bullying and harassment), and avoid conduct such as serious criminal activity or drug trafficking/dealing that would damage the corporation's reputation or conflict with its objectives.

9. No Recent Serious Conduct Issues

Must not have had their membership or directorship cancelled or suspended by this corporation (or another Aboriginal or Torres Strait Islander corporation) for serious misconduct in the last 3 years, unless the Board decides there are exceptional circumstances and documented evidence of rehabilitation.

10. Teamwork and Collective Decision-Making

Be willing and able to work as part of a Board team, respect collective decisions (even when they personally disagree), maintain confidentiality of Board discussions, and avoid using their position for personal, family or factional interests. Candidates must demonstrate commitment to working constructively to prevent lateral violence and factionalism at Board level.

11. Basic Literacy and Numeracy for Governance

Have sufficient reading, writing and numeracy skills (with reasonable support if needed) to read Board papers and financial summaries, understand key risks and opportunities, ask informed questions, and participate meaningfully in Board decision-making.

Section B: Desirable Criteria (Candidates Must Meet At Least Three)

The Board collectively should include directors with the following skills, experience and attributes. Each candidate must demonstrate at least three of these:

12. Aboriginal and Torres Strait Islander Community Leadership

Lived experience in community, demonstrated ability to represent community views, experience in community meetings or forums, and commitment to community-driven decision-making.

13. Financial Management and Governance

Ability to read and interpret financial reports, understanding of budgets, risk management, audit processes, fundraising and grant acquittal, or prior experience on boards, committees or in corporate governance roles.

14. Legal and Regulatory Compliance

Knowledge of governance obligations under the CATSI Act, charities and not-for-profit Lore, workplace health and safety, contract Lore, or regulatory compliance relevant to Aboriginal corporations and service delivery.

15. Community Development and Service Delivery

Experience in planning, designing or delivering community programs, case management or support work, program evaluation and reporting, or partnership work with government and non-government agencies.

16. Cultural Knowledge and Traditional Lore

Deep knowledge of local language groups, kinship systems, cultural protocols, men's and women's business, cultural safety practices, and appropriate ways of engaging Elders and Traditional Owners across the Gascoyne.

17. Youth and Family Services

Experience working with young people and families, understanding of child protection systems, education and training pathways, youth justice, or youth leadership and mentoring.

18. Health and Healing Programs

Experience in health, mental health, alcohol and other drugs, social and emotional wellbeing, disability support, trauma-informed practice, or knowledge of local Aboriginal health and healing services in the Gascoyne.

19. Justice and Advocacy

Knowledge of the criminal justice system, youth justice, family violence, housing and homelessness, human rights, policy development, or experience in advocacy and justice reinvestment approaches.

20. Native Title and Traditional Owner Relationships

Understanding of native title processes, Prescribed Body Corporate roles and responsibilities, and strong relationships and communication skills for working effectively with Yinggarda Aboriginal Corporation and other Traditional Owner groups.

21. Organisational Management and Strategic Planning

Experience in organisational management, human resources, project management, strategy development, monitoring and evaluation, or using data and evidence to inform decision-making.

22. Communication and Stakeholder Engagement

Strong interpersonal and communication skills, ability to explain complex information in plain language, experience facilitating community consultations, or building partnerships with funders and service providers.

23. Business Development and Commercial Acumen

Experience starting or running a business or social enterprise, understanding of markets, pricing, contracts, tenders, income diversification, or balancing financial sustainability with community outcomes.

24. Enterprise and Asset Management

Experience managing property, leases, vehicles or other assets, and understanding of risk, insurance, maintenance planning, and lifecycle management for community assets.

25. Procurement and Contract Management

Experience negotiating, monitoring or acquitting contracts with government, NGOs or suppliers, including service level agreements, funding agreements, and reporting requirements.

Section C: Board Collective Representation

In addition to individual criteria, the Board as a whole must reflect the diversity of the Aboriginal and Torres Strait Islander community in the Gascoyne region. When assessing candidates and electing directors, consideration must be given to ensuring the Board includes:

- Representation of Elders, women, men, young people, and families
- Representatives of different language groups (Yinggarda, Baiyungu, Thudgarri, Malgana, Thalanyji and others)
- A mix of skills across the areas listed in Section B above
- People with strong connections to Carnarvon and the broader Gascoyne region

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Assessment Process

1. All candidates must submit an Expression of Interest (EOI) using the approved form, addressing how they meet **all** mandatory criteria (Section A) and at least **three** desirable criteria (Section B).
2. The Board, with input from the Elders Advisory Council, will assess all EOIs against these criteria.
3. Only candidates who meet **all eleven mandatory criteria** and **at least three desirable criteria** will be endorsed as eligible for election.
4. Candidates who do not meet the criteria will be advised in writing with reasons and, where possible, offered support to build skills or experience for future nomination.
5. The Board may interview candidates or request additional information to properly assess their suitability against these criteria.

Review and Updates

These criteria must be reviewed by the Board at least every three years, or when requested through community consultation, to ensure they remain relevant and support the corporation's objectives and community needs.

Any changes to these criteria must be approved by Board resolution and reported to members at the next AGM or general meeting.

Approved by Board resolution:

Date: _____

Signed: _____
(Chairperson, Carnarvon Common Ground Aboriginal Corporation)

Schedule 5 – Director EOI and Pre-Assessment Procedure

This procedure supports rule 7.8, Expression of Interest and pre-assessment, and must be followed by the Board when managing the process for director elections and when assessing any proposed YAC-appointed director or independent director under that rule.

1. Purpose

The purpose of this procedure is to:

a) ensure a fair, transparent and culturally respectful process for selecting candidates to stand for election as directors;

b) help the Board assess candidates consistently against the mandatory director selection criteria approved under rule 7.5;

c) provide clear communication to all applicants about outcomes and next steps; and

d) allow the Board, with any necessary changes to the process, to assess a person proposed to be appointed as a YAC-appointed director or independent director against the corporation's mandatory director selection criteria, eligibility requirements, and current Board skills and representation needs.

2. Calling for Expressions of Interest (EOIs)

2.1 The Board must call for EOIs at least weeks before the AGM (or other meeting) at which director elections will be held.

2.2 The call for EOIs must:

- Use the approved Director EOI / Consent to Become a Director form (Schedule 2, or any updated form approved by the Board).
- Clearly state the closing date and how EOIs must be submitted.
- Refer to the mandatory director selection criteria and where candidates can access them (for example, Schedule 4 or a Board-approved criteria document).

2.3 The call for EOIs should be advertised through:

- Direct notice to members (mail, email or SMS where possible).
- Community notice boards and other local communication channels.
- Any other culturally appropriate methods approved by the Board.

3. Receipt and Initial Check

3.1 A designated staff member or officer (not being an applicant) must record all EOIs received and check that:

- The EOI is on the approved form.
- All required sections of the form are completed.
- The EOI was received by the closing date.

3.2 Where minor information is missing, reasonable efforts should be made to contact the applicant to obtain the missing information before the Board assessment meeting.

4. Assessment Against Mandatory Criteria

4.1 The Board must convene a meeting (or use a scheduled Board meeting) to assess all EOIs against the mandatory director selection criteria approved under rule 7.5.

4.2 The Board may use a Board Skills Matrix or similar tool to support this assessment but must ensure that:

- Each applicant is assessed individually against every mandatory criterion.
- The assessment focuses on whether the applicant meets the minimum standard for each criterion, not on popularity or personal relationships.

4.3 The Board must seek **input** from the Elders Advisory Council on cultural standing, cultural knowledge or other matters where cultural guidance is relevant. This input is advisory only and final decisions remain with the Board.

4.4 The Board must record:

- Whether each applicant meets each mandatory criterion (Yes/No).
- Any comments or reasons supporting the assessment.
- Whether the applicant is endorsed as eligible to stand for election.

5. Determining Eligibility

5.1 Only applicants who meet **all** mandatory director selection criteria may be endorsed as eligible to be nominated to members for election as directors.

5.2 Applicants who do not meet one or more mandatory criteria must not be put forward to members for election.

5.3 Where the Board is uncertain about an applicant's eligibility under the CATSI Act (for example, potential disqualification), the Board must seek appropriate advice before making a final decision.

6. Communication with Applicants

6.1 All applicants must be advised in writing of the outcome of their EOI as soon as practicable after the Board has made its decision, and no later than days before the AGM where possible.

6.2 Letters to **successful applicants** must:

- Confirm that they have been endorsed as eligible to stand for election as a director.
- Explain the next steps in the election process (including nomination, speaking to their EOI at the meeting if applicable, and any induction or training expectations).

6.3 Letters to **unsuccessful applicants** must:

- State that they have not been endorsed as eligible to stand for election as a director on this occasion.
- Provide brief reasons, referencing the mandatory criteria not met.

- Where appropriate, suggest ways the applicant can build skills or experience (for example, participation in Working Groups, training or community roles) and invite them to consider re-applying in future.

7. Notice of Eligible Candidates

7.1 The list of eligible candidates endorsed under this procedure must be included in the notice of meeting for the AGM (or other general meeting) at which the election will be held, in accordance with rule 7.5(e).

7.2 The notice may include short candidate statements, provided these are prepared in a consistent format approved by the Board.

8. Record-Keeping and Review

8.1 The corporation must keep:

- Copies of all EOIs received.
- Board assessment records (including any Elders Advisory Council input).
- Copies of outcome letters sent to applicants.

8.2 These records must be kept in accordance with the corporation's records rules and any applicable privacy and confidentiality requirements.

8.3 The Board must review this procedure at least every three years, or earlier if required, to ensure it remains effective and culturally appropriate. Any amendments may be approved by Board resolution and noted to members at the next AGM.