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1. Applicable Legislation

The *Aboriginal Land Rights (Northern Territory) Act 1976 (ALRA)* s 29A(5) requires the Anindilyakwa Land Council (ALC) to make written rules in relation to the convening of meetings, and to set the procedure for the conduct of meetings, of a committee appointed under *ALRA* s 29A(4). The rules are to be approved by the Minister. The *Public Governance, Performance and Accountability Act 2013 (PGPA Act)* came into effect on 1 July 2014 and applies to the ALC, setting out the duties and obligations of the Accountable Authority and officials. The rules are not a legislative instrument.

2. Policy Statement

Meetings of Members of the Finance Committee are the primary way to record discussion and decisions of the Finance Committee. Having well-run professional meetings with regular attendance by Finance Committee Members (**Members**) will deliver good governance and the responsible consideration of the ALC on behalf of the Traditional Owners and other Indigenous people living in the area of the ALC.

In order to conduct meetings in a way that contributes to positive outcomes, encourages a shared spirit of working together, and builds public respect for the culture and governance, the ALC Board have developed these rules to apply for all Finance Committee meetings. Members have agreed to support and follow these rules and require all staff and visitors attending the Finance Committee meetings to do the same. These rules will be reviewed at least every three years.

3. Composition of the Anindilyakwa Land Council Finance Committee

- 3.1 The Finance Committee comprises a minimum of seven and maximum of ten ALC Board Members including the Chair and Deputy Chair of the ALC.
- 3.2 The Finance Committee Members are appointed from time to time by a resolution of the ALC Board.
- 3.3 All Finance Committee Members must be current Members of the ALC Board. [as required by *ALRA* s 29A(1) of the *ALRA*].
- 3.4 For the sake of clarity, to be eligible to be a Member of the Finance Committee the person must be eligible to be a Member of the ALC. A Member of the Finance Committee who has become ineligible to be a Member of the ALC shall be deemed to have resigned from membership of the Finance Committee as from the date that the relevant circumstance became applicable to that person.
- 3.5 A register of members and their dates of appointment is to be maintained by the ALC Legal and Executive Operations Manager or their delegate
- 3.6 The term of appointment for a Finance Committee Member is three years from the date of appointment of the Member by the ALC.



- 3.7 The Chair of the ALC Board shall be the Chair of the Finance Committee
- 3.8 The Deputy Chair of the ALC Board shall be the Deputy Chair of the Finance Committee

4. Delegated Functions

- 4.1 As a committee formed pursuant to *ALRA* s 29A, the Finance Committee shall perform the following functions conferred upon it by the ALC:
- 4.1.1 make recommendations to the ALC pursuant to *ALRA* s 35(2) and/or s 35(4)
 - 4.1.2 review matters for and on behalf of the ALC so as to make recommendations to the ALC concerning matters pursuant to *ALRA* s 35A, s 35B and/or s.35C.
- 4.2 As a committee formed pursuant to *ALRA* s 29A, the Finance Committee shall exercise the powers delegated to it in writing by the ALC.

5. Convening Meetings

- 5.1 The ALC Chief Executive Officer (CEO) or the ALC Chair will convene meetings of the ALC Finance Committee.
- 5.2 The ALC Chair will preside over the meeting. If the ALC Chair is unavailable to preside the ALC Deputy Chair will preside.
- 5.3 If neither the ALC Chair nor the ALC Deputy Chair is available to preside over the meeting the Members may nominate a member to preside over the meeting until such time as the Chair or Deputy Chair can resume the role.
- 5.4 Finance Committee meetings will be held no less frequently than two times per year in addition to ALC member meetings.
- 5.5 Meetings will be held at a location decided by the ALC Chair.
- 5.6 All ALC Finance Committee Members will be invited to attend Finance Committee meetings. Notification will be in the form of a text message or telephone call a minimum of 24 hours prior to the Committee meeting.
- 5.6.2 Every Member who has provided the ALC with their phone number will receive a text message or phone call two days prior to the meeting.
- 5.7 If a Finance Committee meeting is cancelled, a notification made using the communication method listed in rule 5.6 will provide notice of the cancellation and if known, the rescheduled date.
- 5.8 The information provided in any notification will include the date, location, commencement time, and



expected finish time. Details will also be provided of the contact person and telephone number to which requests for items to be placed on the agenda may be made and to which apologies may be notified.

- 5.9 The absence of notice in accordance with rule 5.6 of these rules does not render the meeting invalid, provided the next Finance Committee meeting endorses the minutes of that meeting.
- 5.10 Meetings can be held at any location with preference being given to the ALC offices at Groote Eylandt, Cairns, and Darwin.
- 5.11 Telephone or video conferencing services may be made available for the attendance of members and guests remotely (refer to rule 8).
- 5.12 The ALC will provide logistical support for Members to attend ALC Finance Committee meetings. This will include suitable return charter flights to Groote Eylandt from Bickerton Island, and transport on Groote Eylandt to the Board meeting venue.
- 5.13 The ALC will provide catering at each Board meeting.

6. Quorum

- 6.1 Four Members of the Finance Committee shall constitute a quorum.
- 6.2 The minutes will clearly note the names of Members present and apologies received.
- 6.3 Members who have declared a conflict of interest in relation to a particular matter under consideration will not be included for the purpose of establishing the presence of a quorum before a vote is taken on that matter.
- 6.4 If a quorum is not reached the Member presiding will adjourn the business of the meeting until a quorum is present, except in the instance where Members who have declared a conflict of interest reduce the number attending to less than a quorum, where the meeting may continue but may not reach a decision in accordance with these rules.
- 6.5 If an agenda item is considered but no decision may be reached owing to the impact of rule 6.4 then the members remaining may ask that their consensus view be communicated to the ALC Board in the minutes.

7. Agenda Items

- 7.1 The ALC Chair, Deputy Chair or CEO will prepare an agenda for each Finance Committee meeting.
- 7.2 The following agenda items will be standing agenda items:
 - 7.2.1 Welcome, introductions, and apologies.





- 7.2.2 Review and endorsement of previous meeting minutes.
- 7.2.3 Review of actions from previous meeting/s.
- 7.2.4 Confirmation of, and agreement on, matters to be treated as confidential and excludable.
- 7.3 As required, the CEO will cause to provide Members with briefing papers, presentations, and reports to facilitate background and understanding of the matters discussed.
- 7.4 Briefing papers, presentations and reports will be presented in a simple English, non-technical form, concise, clear on what decision is required from the Board.
- 7.5 An advance copy of the proposed agenda settled by the Chair in consultation with the CEO will be made available and forwarded to a Member on their request prior to the meeting.
- 7.6 The Finance Committee meeting will follow the order of business established by the agenda unless it decides (by consensus or vote) to rearrange the order for the convenience of visitors, staff presenting to the Finance Committee, or to expedite Committee business.

8. Attendance

- 8.1 The ALC Chair shall preside over the meeting if he/she is present, if the Chair is not present, the Deputy Chair shall preside over the meeting.
- 8.2 Other regular attendees at the Finance Committee meetings shall be:
 - 8.2.1 The CEO
 - 8.2.2 The Royalty Financial Planning and Analysis Manager
 - 8.2.3 The Legal and Executive Operations Officer.
- 8.3 Other ALC staff and guests may attend the Finance Committee meetings by invitation only. The invitation applies to a single meeting unless otherwise stated.
- 8.4 The Member presiding can request at any time during the meeting that non-Member attendees remove themselves from the meeting.
- 8.5 A designated minute taker must be present at all times to record proceedings.
- 8.6 Members are normally expected to be in physical attendance at meetings but in exceptional circumstances, when a Member is not able to attend physically, and at the discretion of the Member presiding, Members may participate in the meeting for specific items by electronic means.
- 8.7 The Member presiding must acknowledge the arrival and departure of electronic attendees.
- 8.8 Electronic attendance must be recorded as such in the minutes.



- 8.9 The means of electronic communication to be used is at the discretion of the Member presiding.
- 8.10 Except in exceptional circumstances, a Member wishing to participate electronically at a meeting must submit their request to the CEO at least the working day before the meeting.
- 8.11 Electronic attendees are expected to have available the agenda papers and to have access to suitable electronic means for receiving tabled documents.

9. Discussion at Meetings

- 9.1 Members shall be given reasonable opportunity to speak about matters forming the business of the meeting and to raise new matters as appropriate to the functions of the Finance Committee.
- 9.2 The Member presiding may indicate by name the order of speakers from those who have indicated their wish to speak on a topic.
- 9.3 Members shall have the opportunity to speak for a reasonable time and shall complete their speech when required to do so by the Member presiding
- 9.4 Members other than the person who is speaking shall remain silent until the speaker concludes his/her remarks.
- 9.5 Members may speak to the meeting in their own language. In such cases the Member presiding shall use his or her best endeavours to ensure that other meeting attendees who are not proficient in that language are given an accurate account of the content of the speech so that all may understand and for the purposes of minute-taking.

10. Recommendations

- 10.1 The Finance Committee may only make recommendations to the ALC Board and recommendations are made by resolution.
- 10.2 Resolutions can only be made by the Finance Committee at meetings where quorum is achieved. The quorum must be present at the time the resolution is passed.
- 10.3 The Finance Committee endeavours to make decisions by consensus.
- 10.4 If consensus cannot be reached after a reasonable amount of effort has been made, the resolution will be decided by majority vote in accordance with rule 10.5.
- 10.5 Voting at a Finance Committee meeting shall proceed as follows:
 - 10.5.1 A resolution will be decided by a majority on a show of hands.





- 10.5.2 The Member presiding over the meeting has a deliberative vote and in the event of votes being equal, has a casting vote.

11. Conflict of Interest

- 11.1 During a Finance Committee meeting, if a matter arises and any member in attendance has a material personal or pecuniary interest in the matter, the Member must announce their interest in the matter and must not be present to participate in the discussion and decisions pertaining to that matter.
- 11.2 Rule 11.1 applies even if the Member has not provided prior written disclosure to the ALC on the interest.
- 11.3 The minutes of the meeting will note the name of the Member, the nature of the interest and confirm that the Member did not participate in discussion and decision on the matter.
- 11.4 The rules for quorum continue to apply (refer to rule 6).
- 11.5 Exceptions to rule 11.1 apply in the following instances:
- 11.5.1 The matter relates to all or substantially all Traditional Owners of the Groote archipelago region.
 - 11.5.2 The matter relates to the payment of royalties, rents, and other mining derived income to individual Traditional Owners of the Groote archipelago region, other than to an organisation.
 - 11.5.3 The Member holds knowledge and information that will be useful to inform the discussion and decision-making pertaining to the matter. In such instances, the Member may be present to provide such knowledge and information but is excluded from other discussion and decision pertaining to the matter.
 - 11.5.4 The Member's interest in the matter arises in the circumstances identified in r 12(2) of the Public Governance, Performance and Accountability Rule 2014 (Cth), namely because:
 - 11.5.4.1 the Member is a traditional Aboriginal owner in relation to land (within the meaning of the ALRA); or
 - 11.5.4.2 the Member has an entitlement to enter land, and use or occupy that land, under s 71 of the ALRA.

12. Record Keeping

- 12.1 An accurate account of the business discussed, and the decisions reached at each meeting will be recorded in written minutes.
- 12.2 The minutes will also include a list of attendees, including guests, apologies, date, start and finish time of the meeting.
- 12.3 At times, upon permission being granted by Members, the meeting may be recorded audibly to allow future Members to hear their people discussing issues and learn from them the decision-making process and hear their voices.
- 12.4 The minutes of each Finance Committee Meeting will be presented to the next ALC Board meeting to enable



the ALC Board meeting to decide on recommendations included in the Finance Committee Meeting minutes.

- 12.5 The minutes of the preceding meeting will be tabled, reviewed and confirmed as a true and fair account by two Members who were in attendance at the preceding meeting.
- 12.6 The ALC will make available, without charge, the minutes of its meetings (other than any part of the minutes that relates to a confidential matter), to be inspected by Traditional Owners or Indigenous people in the area of the ALC.
- 12.7 All resolutions of the meeting will be recorded in the minutes and will have a mover and a seconder.
- 12.8 Declared conflicts of interest for a matter under discussion will be noted in the relevant section of the minutes.
- 12.9 Actions arising from the meeting, including a responsible person for that action, will be listed in the minutes.

13. Induction and Training

- 13.1 The CEO will ensure that appropriate induction, training, and materials are provided for Members at the beginning of, and during, each Member's term, including training on the responsibilities of Finance Committee Members

14. Sitting Fees

- 14.1 Members who are not also employees of the ALC will be entitled to receive a 'sitting fee' for their attendance and participation at Finance Committee meetings.
- 14.2 Sitting fees will be paid in accordance with the *Remuneration Tribunal Act 1973* (Cth).

15. Non-Attendance

- 15.1 When a Member is unable to attend a meeting for any reason, it is the responsibility of the Member to send their apologies.
- 15.2 Members can submit an apology for a meeting in the following ways:
 - 16.2.2 Telephone call, email, or SMS message to the ALC CEO, Royalty Financial Planning & Analysis Manager or Legal and Executive Operations Officer.
 - 16.2.3 Verbal communication of the apology via one of the attending Members at the meeting.
- 1615.3 The ALC will maintain a register of attendance of Members at Finance Committee meetings.



- 15.4 If a Member fails to attend three consecutive Finance Committee meetings without providing an apology, the Member will be deemed to have resigned as a Member unless the Board agrees otherwise by resolution.
- 15.5 Where a Member dies, resigns, is disqualified, forfeits their Finance Committee membership or can no longer attend meetings, the ALC will be asked to appoint a new Finance Committee Member at the following ALC meeting.
- 15.6 Any Member forfeiting their position on the Finance Committee will be ineligible to be selected as Finance Committee Member for the remainder of their term on the ALC Board.

16. Code of Conduct

- 16.1 The Code of Conduct as approved by resolution of the Members of the ALC from time to time applies to all Finance Committee Members.
- 16.2 The Members of the ALC Finance Committee have agreed to follow the Code of Conduct during ALC Finance Committee Meetings.
- 16.3 The Code of Conduct will be available for reference during meetings.

17. Committee Members Obligations

- 17.1 A Finance Committee Member will:
 - 17.1.1 not act contrary to the interests of the Anindilyakwa Land Council, or do anything that may damage the reputation of the ALC.
 - 17.1.2 not engage in public criticism or disparagement of the ALC.
 - 17.1.3 will not be a declared candidate for a political party (*Electoral Act NT s 37; Commonwealth Electoral Act 1918 s 176*) whilst also being a Finance Committee Member; and
 - 17.1.4 keep confidential matters confidential.
- 17.2 In addition to those matters required to be included in the Member's disclosure of interests under ALRA s 29AA, a Member is required to advise the Chair or CEO:
 - 17.2.1 If the Member is charged with any offence that could result in their being ineligible for membership of the Board.
 - 17.2.2 If the Member is convicted or sentenced of any offence that would result in their being ineligible for membership of the Board.
 - 17.2.3 Of their acceptance of appointment to any position as office holder or spokesperson for a registered political party.
 - 17.2.4 Of their nomination and declaration as a candidate for election in a Territory or Federal election.
 - 17.2.5 If any other circumstances occur that affect their eligibility to be a Member.
 - 17.2.6 On appointment to any position (voluntary or salaried) that is substantially in conflict with the Member's obligations as a Finance Committee Member.



- 17.3 Should any of these circumstances arise the Member will promptly report the circumstance to the ALC Chair or CEO in writing, or in the case of the ALC Chair, shall report the circumstances to the Deputy Chair or CEO.
- 17.4 A person shall cease to be a Member of the Finance Committee if the person fails to report a circumstance in accordance with these rules.
- 17.5 Should the person have failed to notify the Chair of the change in circumstances and continued to sit as a Member of the Finance Committee during the period of non-eligibility, all fees and other expenses paid to the person by the ALC or incurred by the ALC in relation to the person's attendance at a meeting or meetings of the Finance Committee shall be reimbursed to the ALC and may be recoverable from the person by the ALC as a debt due to the ALC.

18. Enforcement Statement

- 18.1 Getting the best of meetings is the responsibility of the Committee. The ALC provides support to make sure things are organised properly, but in the end the responsibility is with the Finance Committee. As elected representatives who govern the ALC on behalf of all Traditional Owners and other Aboriginal people in the region, the Committee will do everything possible to make sure these rules are followed, including helping each other when the rules are broken, and supporting each other to implement them properly.
- 18.2 Any Member failing to comply with the Code of Conduct is liable to such sanction as the members of the ALC decide by resolution in a meeting.
- 18.3 Sanction imposed by resolution pursuant to this rule can include, in addition to other sanctions, exclusion from a future nominated meeting or meetings or expulsion from membership of the ALC Finance Committee.
- 18.4 Non-attendance at a meeting or meetings imposed as a sanction under this rule does not constitute failure to attend pursuant to rule 15.
- 18.5 Any Member failing to comply with the Code of Conduct may be excluded from the meeting for discussion of the matter of the failure to comply, provided that the Member is entitled to attend the meeting to make a statement to the Members prior to a vote being put on a resolution to decide the sanction.

19. Definitions

Term	Definition
ALC	The Anindilyakwa Land Council



Term	Definition
ALRA	The Aboriginal Land Rights (Northern Territory) Act 1976
Chair	The Chair of the ALC shall be the Chair of the Finance Committee in accordance with rule 3
Chief Executive Officer (CEO)	The individual appointed to or acting in the role of Chief Executive Officer of the ALC at the time of the meeting
Code of Conduct	The ALC Code of Conduct as amended or replaced from time to time
Confidential matter	<p>Means any excludable matter as defined in the ALRA, specifically:</p> <ul style="list-style-type: none">(a) a matter relating to a committee member or to any other person assisting a Land Council in the performance of its functions or in the exercise of its powers.(b) a matter involving personal hardship suffered by a person.(c) a trade secret or other information having a commercial value the disclosure of which would, or could reasonably be expected to, affect a person adversely in respect of the person's lawful business, professional, commercial, or financial affairs.(d) information the disclosure of which would found an action for breach of confidence;(e) information of such a nature that it would be privileged from being disclosed in legal proceedings on the ground of legal professional privilege.(f) information the disclosure of which would, or could reasonably be expected to, prejudice the enforcement or proper administration of the law. <p>and any matter involving:</p> <ul style="list-style-type: none">• ALC staff contracts (including contract negotiations, contract renewals or contract termination)• ALC commercial - in -confidence financial details; and• any and all information relating to proposed payment to any Aboriginal and Torres Strait Islander corporations pursuant to section 35(2) of the ALRA while still under consideration. <ul style="list-style-type: none">(g) a matter affecting the security of a Land Council, its members, its staff, or its property(h) information that is considered sacred or otherwise significant by a particular group of Aboriginals, the disclosure of which would be inconsistent with the views or sensitivities of those Aboriginals.
Deputy Chair	The individual appointed to or elected as the Deputy Chair of the Finance Committee in accordance with rule 3



Term	Definition
Finance Committee	Means the ALC Finance Committee established pursuant to s 29A(4) of the ALRA
Personal interest	A Personal Interest under the PGPA is the same as a Pecuniary Interest under the ALRA
Member	The term Member used in this document refers to an individual appointed or elected to the Finance Committee in accordance with s 29A of the ALRA.
Member presiding	The ALC Chair, Deputy Chair or Alternative Member of the Finance Committee who is presiding over the Finance Committee meeting.
Minister	The Minister administering ALRA
Pecuniary Interest	An interest in accordance with a determination of the Minister under ALRA s 29AA(1). In the absence of such a determination " pecuniary interest " is an interest that a person has in a matter because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person or another person with whom the person is associated.
PGPA	<i>The Public Governance, Performance and Accountability Act 2013</i>

