



## RULES FOR THE CONVENING AND CONDUCT OF ALC MEMBERS MEETINGS

<b>Responsible Officer:</b>	CEO
<b>Applicable Legislation:</b>	<p>Aboriginal Land Rights (Northern Territory) Act 1976 (ALRA) S.31(7) requires the Anindilyakwa Land Council to make written rules, not inconsistent with ALRA, providing for and in relation to the convening of meetings, and the procedure for the conduct of meetings, of the Council. The rules are not a legislative instrument.</p> <p>ALRA S.31(7A) requires the Anindilyakwa Land Council to give a copy of the rules made under S.31(7) to the Minister for his or her approval.</p> <p>The Public Governance, Performance and Accountability Act 2013 (PGPA) came into effect on 1 July 2014 and applies to the Anindilyakwa Land Council.</p>
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<b>Document outline:</b>	<ol style="list-style-type: none"> <li>1. Definitions</li> <li>2. Policy statement</li> <li>3. Convening meetings</li> <li>4. Quorum</li> <li>5. Agenda items</li> <li>6. Attendance</li> <li>7. Discussion at meetings</li> <li>8. Decision making</li> <li>9. Conflict of interest</li> <li>10. Record keeping</li> <li>11. Sitting fees</li> <li>12. Non- attendance</li> <li>13. Code of conduct</li> <li>14. ALC Members obligations</li> <li>15. Our enforcement statement</li> </ol>

## 1. DEFINITIONS

<b>ALC</b>	The Anindilyakwa Land Council
<b>ALRA</b>	The Aboriginal Land Rights (Northern Territory) Act 1976 - C2013C00556 as applies at the time of the meeting.
<b>Annual Report</b>	The Annual Report of the ALC required under ALRA
<b>Chair</b>	The individual appointed to or elected as the Chair of the Land Council in accordance with S.30 of ALRA
<b>Chief Executive Officer</b>	The individual appointed to or acting the role of Chief Executive Officer of the ALC at the time of the meeting
<b>Code of Conduct</b>	The ALC Code of Conduct as amended or replaced from time to time
<b>Confidential matter</b>	Means any excludable matter as defined in the ALRA, and any matter involving 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.
<b>Deputy Chair</b>	The individual appointed to or elected as the Deputy Chair of the Land Council in accordance with S.30 of ALRA
<b>Finance Committee</b>	Means the ALC Finance Committee established pursuant to section 29A(4) of the ALRA
<b>Personal interest</b>	A Personal Interest under the PGPA is the same as a Pecuniary Interest under ALRA
<b>Member</b>	An individual appointed or elected to ALC in accordance with S.29 of ALRA
<b>Method of Choice</b>	The Method of Choice approved by the Minister and in force at the time required for filling a vacancy in accordance with rule 12
<b>Minister</b>	The Minister administering ALRA

<b>Pecuniary Interest</b>	An interest in accordance with a determination of the Minister under ALRA S.29AA(1). In the absence of such a determination " <b>pecuniary interest</b> " 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
<b>PGPA</b>	The Public Governance, Performance and Accountability Act 2013 - C2013A00123 as applies at the time of the meeting.

## 2. POLICY STATEMENT

Meetings of Members of the Anindilyakwa Land Council (ALC) are the primary way to record discussion and decisions of the Land Council. Having well- run professional meetings with regular attendance by ALC Members will deliver good governance of the ALC to represent 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 Members of the ALC have developed these rules to apply for all Members meetings. Members have agreed to support and follow these rules, and require all staff and visitors attending the ALC Member meetings to do the same. These rules will be reviewed and updated annually.

## 3. CONVENING MEETINGS

- 3.1 The Chair of the ALC will convene meetings as necessary for the efficient conduct of the affairs of the ALC in accordance with ALRA Section 31 (1).
- 3.2 To support planning and notification where possible the ALC Members' meetings will be held no less frequently than quarterly.
- 3.3 At the request of at least 6 Members of the ALC, the Deputy Chair may convene a meeting of the ALC, and if the Deputy Chair does so, he/she will preside over that meeting in accordance with ALRA Section 31(2).
- 3.4 The Minister, where he/she considers that the circumstances require it, can convene a meeting of the ALC and appoint a Member of the ALC to preside at the meeting.
- 3.5 The Chief Executive Officer may, with the approval of the Chair, or in his absence, the Deputy Chair, convene meetings as necessary for the efficient conduct of the affairs of the ALC.
- 3.6 All ALC Members will be invited to attend ALC Members meetings. Where possible notification will be in the form of:
  - 3.6.1 Fliers displayed at the ALC office and at the Shire Council Office in each township (Angurugu, Umbakumba and Milyakburra) at least one week prior to the meeting;
  - 3.6.2 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;
  - 3.6.3 If a meeting is cancelled a flier will be displayed in the afore-mentioned areas providing notice of the cancellation and if known, the rescheduled date;
  - 3.6.4 The information provided on the flier and text message will include the date,

location, commencement time, and expected finish time. Details will also be provided of the contact person and telephone number, to request items to be placed on the agenda and to notify of apologies.

- 3.7 The absence of notice in accordance with rule 3.6 does not render the meeting invalid, provided the next Members meeting endorses the minutes of that meeting.
- 3.8 Meetings will generally be held in Alyangula, though periodically meetings will be held in one of the three Indigenous townships of Angurugu, Umbakumba and Milyakburra.
- 3.9 Suitable transport will be arranged for all Members as required, including return charter flights from Bickerton Island to Groote Eylandt.

#### **4. QUORUM**

- 4.1 In accordance with ALRA section 31(4), the quorum for a meeting of the ALC is defined as follows:
  - 4.1.1 Where the number of Members of the ALC at the time of the meeting is an even number – a quorum will be exactly one half of that number.
  - 4.1.2 Where the number of Members of the ALC at the time of the meeting is an uneven number- a quorum will be one half of that number minus 1.
  - 4.1.3 For example if the number of ALC Members is 23, a quorum of the meeting is achieved with 11 Members in attendance.
- 4.2 The minutes will clearly note the names of Members present and apologies received.
- 4.3 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.
- 4.4 If a quorum is not reached the Member presiding will adjourn the business of the meeting until a quorum is present.

#### **5. AGENDA ITEMS**

- 5.1 The Chair, Deputy Chair or Chief Executive Officer will prepare an agenda for each ALC meeting.
- 5.2 The following agenda items will be standing agenda items:
  - 5.2.1 Welcome, introductions and apologies.
  - 5.2.2 Review and endorsement of previous meeting minutes.
  - 5.2.3 Review of Actions from previous meeting/s.
  - 5.2.4 An update from Chief Executive Officer on key operational matters.
  - 5.2.5 Finance Report.
  - 5.2.6 Report on Attendance.
  - 5.2.7 Report of Committees of the ALC.
  - 5.2.8 Confirmation of, and agreement on, matters to be treated as confidential and excludable.
- 5.3 The following agenda items will be standing annual agenda items:
  - 5.3.1 Review of meeting rules.
  - 5.3.2 Review of register of interests.
  - 5.3.3 Review of the performance of the Chief Executive Officer.
  - 5.3.4 Approval of the Annual Report.
- 5.4 As required, the Chief Executive Officer will cause to provide Members with briefing papers, presentations and reports to facilitate background and understanding of the matters discussed.

- 5.5 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.
- 5.6 An advance copy of the proposed agenda settled by the Chair in consultation with the Chief Executive Officer will be made available and forwarded to a Member on their request prior to the meeting; and
- 5.7 The Members' 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 meeting, or to expedite Anindilyakwa Land Council business.

## **6. ATTENDANCE**

- 6.1 The 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 in accordance with ALRA Section 31(1).
- 6.2 Other regular attendees of the ALC Members meetings shall be:
  - 6.2.1 The Chief Executive Officer;
  - 6.2.2 The office manager (for the purposes of arranging logistics and minute taking);
  - 6.2.3 The Deputy Chief Executive Officer.
- 6.3 Other ALC staff and guests may attend the Members' meetings by invitation only, the invitation applies to a single Members' meeting unless otherwise stated.
- 6.4 The presiding chair of the Members' meeting can request at any time during the meeting that non-member attendees remove themselves from the meeting.
- 6.5 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 presiding Chair, Members may participate in the meeting for specific items by electronic means.
- 6.6 The presiding Member must acknowledge the arrival and departure of electronic attendees.
- 6.7 Electronic attendance must be recorded as such in the minutes.
- 6.8 The means of electronic communication to be used is at the discretion of the presiding Chair.
- 6.9 Except in exceptional circumstances, a Member wishing to participate electronically at a meeting must submit their request to the Chief Executive Officer at least the working day before the meeting.
- 6.10 Electronic attendees are expected to have read the agenda papers and to have access to suitable electronic means for receiving tabled documents.
- 6.11 The Code of Conduct and conduct at meetings outlined in rule 10 of this document applies to all attendees of the meeting.

## **7. DISCUSSION AT MEETINGS**

- 7.1 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 ALC.
- 7.2 The presiding Member may indicate by name the order of speakers from those who have indicated their wish to speak on a topic.
- 7.3 Members shall have the opportunity to speak for a reasonable time and shall complete their speech when required to do so by the presiding Member.
- 7.4 Members other than the person who is speaking shall remain silent until the speaker concludes his/her remarks.

7.5 Members may speak to the meeting in their own language. In such cases the presiding Member shall use his best endeavours to ensure that other Members who are not proficient in that language are given an accurate account of the content of the speech.

## **8. DECISION MAKING**

8.1 Resolutions can only be made at meetings when a quorum is achieved. The quorum must be present at the time the resolution is passed.

8.2 The ALC endeavours to make decisions by consensus.

8.3 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 8.4.

8.4 Voting at a Members' meeting shall proceed as follows:

8.4.1 A resolution may be decided by a majority on a show of hands.

8.4.2 Pursuant to ALRA Section 31(6) at a meeting the Member presiding over the meeting has a deliberative vote and in the event of votes being equal, has a casting vote.

8.4.3 Pursuant to ALRA Section 31(5) a question arising at the meeting of the Anindilyakwa Land Council shall be decided by a majority of the votes of the Members present and voting.

## **9. CONFLICT OF INTEREST**

9.1 Section 29(1) of the PGPA Act states that an official of a Commonwealth entity, which includes Members of the ALC, who has a material personal interest that relates to the affairs of the entity must disclose details of the interest.

9.2 Section 29AA of the ALRA requires that each Member of the ALC must make written disclosure of the Member's direct or indirect pecuniary interests.

9.3 The ALC will maintain a register of interests ("**Register**") as follows:

9.3.1 Members of the ALC will be required to fill in the Register when they first hold office.

9.3.2 All Members will be required to update their details when there is a change or at the time of the first meeting of each calendar year.

9.3.3 The Register will document details of ALC Members whom hold director and board level positions within Aboriginal Corporations, institutions, businesses and other organisations that have regular dealings with the ALC.

9.3.4 The ALC will store in a secure place the Register in a single file which will be called "Register of Pecuniary Interest of ALC Members".

9.3.5 Schedule 1 of this document provides a template for the Register.

9.3.6 The Register will be reviewed and updated annually.

9.4 During an ALC Board meeting, if a matter arises and Members in attendance have a material personal or pecuniary interest in the matter, all relevant Members must announce their interest in the matter and must not be present to participate in the discussion and decisions pertaining to that matter.

9.4.1 Rule 9.4 applies even if the Member has not provided prior written disclosure to the ALC on the interest.

9.4.2 The minutes of the meeting will note the name/s of the Member/s, the nature of the interest and confirm that the Member/s in question did not participate in discussion and decision on the matter.

9.4.3 The rules for a quorum continue to apply (refer to rule 4).

9.5 Exceptions to rule 9.4 apply in the following instances:

- 9.5.1 The matter relates to all or substantially all Traditional Owners of the Groote archipelago region.
- 9.5.2 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.
- 9.5.3 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.
- 9.5.4 For clarity Clause 9.5.1 will be considered as applying where the matter relates to the payment of royalties, rents and other mining derived income to Traditional Owners of the Groote archipelago region via multiple organisations under an omnibus determination.

## **10. RECORD KEEPING**

- 10.1 An accurate account of the business discussed and the decisions reached at each meeting will be recorded in writing (“minutes”).
- 10.2 The minutes will also include a list of attendees, including guests, apologies, date, start and finish time of the meeting.
- 10.3 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.
- 10.4 The minutes of the preceding meeting will be tabled, reviewed and confirmed as a true and fair account by two Members whom were in attendance at the preceding meeting.

- 10.5 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.
- 10.6 The ALC will make available, without charge, the minutes of its committee meetings (other than any part of the minutes that relates to an excludable matter), to be inspected by Traditional Owners or Indigenous people in the area of the ALC.
- 10.7 All resolutions of the meeting will be recorded in the minutes and will be confirmed by two Members.
- 10.8 Declared conflicts of interest for a matter under discussion will be noted in the relevant section of the minutes.
- 10.9 Actions arising from the meeting, including a responsible person for that action, will be listed in the minutes.
- 10.10 The ALC will make available, without charge, its rules, to be inspected by Traditional Owners or Indigenous people in the area of the ALC.

## **11. SITTING FEES**

- 11.1 Elected Members (who are not also employees of the ALC) who attend meetings called by the ALC will be entitled to receive a 'sitting fee' for their attendance and participation at the meeting.
- 11.2 Sitting fees will be paid in accordance with the Australian Governments Remuneration Tribunal Act 1973.
- 11.3 The ALC applies a policy - "Remuneration of the ALC Board and Sub-Committee Members" - which provides detailed information on the eligibility for and payment of sitting fees.

## **12. NON-ATTENDANCE**

- 12.1 When a Member is unable to attend a meeting for any reason, it is the responsibility of the Member to send their apologies.
- 12.2 Members can submit an apology for a meeting in the following ways:
  - 12.2.1 Writing an email to the ALC office manager
  - 12.2.2 Telephone call or SMS message to the ALC Chief Executive Officer or office manager
  - 12.2.3 Verbal communication of the apology via one of the attending Members at the meeting.
- 12.3 All attendance and apologies will be recorded in the minutes of the meeting.
- 12.4 The ALC will maintain a register of attendance of Members at Member meetings.
- 12.5 If a ALC Member fails to attend 3 Member meetings in a 12 month period and does not provide an apology, the following will take place:
  - 12.5.1 The ALC will issue a written warning for failure to advise, pursuant to rule 12.2, of non-attendance of 3 meetings in a 12 month period.
  - 12.5.2 If following the issuing of a written warning the Member further fails to attend a meeting without an advice pursuant to rule 12.2 the Member will be deemed to have resigned as a Member.
  - 12.5.3 The Method of Choice provides details for dealing with Member vacancies.

## **13. CODE OF CONDUCT**

- 13.1 The ALC Code of Conduct as approved by resolution of the Members from time to time applies to all Members.



13.2 All Members of the ALC have agreed to follow the Code of Conduct during Member meetings

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13.3 The Code of Conduct will be available for reference during meetings.

#### **14. ALC MEMBERS OBLIGATIONS**

14.1 An ALC Member will –

- 14.1.1 not act contrary to the interests of the Anindilyakwa Land Council, or do anything that may damage the reputation of the ALC;
- 14.1.2 not engage in public criticism or disparagement of the ALC; or
- 14.1.3 not be a declared candidate for a political party (s.37 Electoral Act NT; s.176 Commonwealth Electoral Act 1918) whilst also being a Finance Committee member.
- 14.1.4 keep confidential matters confidential.

14.2 In addition to those matters required to be included in the Anindilyakwa Land Council Member's disclosure of interests under section 29AA, a Member is required to advise the Chair:

- 14.2.1 If the Member is charged with any offence that would result in their being ineligible for membership of a committee;
- 14.2.2 If the Member is convicted of any offence that would result in their being ineligible for membership of a committee;
- 14.2.3 Of their acceptance of appointment to any position as office holder or spokesperson for a registered political party;
- 14.2.4 Of their nomination and declaration as a candidate for election in a Territory or Federal election;
- 14.2.5 If any of the circumstances occur that affect their eligibility to be a Member apply;
- 14.2.6 On appointment to any position (voluntary or salaried) that is substantially in conflict with the Member's obligations as a committee member.
- 14.2.7 Should any of these circumstances arise the Member will promptly report the circumstance to the Chair in writing, or in the case of the Chair, shall report the circumstances to the Deputy Chair.

14.3 A person shall cease to be a Member if the person fails to report a circumstance in accordance with these rules.

14.4 Should the person have failed to notify the Chair of the change in circumstances and continued to sit as a Member 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 ALC shall be reimbursed to the ALC and may be recoverable from the person by the ALC as a debt due to the ALC.

#### **15. OUR ENFORCEMENT STATEMENT**

15.1 Getting the best of our meetings is our responsibility. We have staff to make sure things are organised properly, but in the end the responsibility stops with us. As elected representatives who govern the Anindilyakwa Land Council on behalf of all Traditional Owners and other Aboriginal people in our region, we will do everything possible to make sure we follow these rules, including helping each other when we break the rules, and backing-up each other to implement them properly.

15.2 Any Member failing to comply with the Code of Conduct is liable to such sanction as the Members decide by resolution in a meeting, provided such resolution is made in accordance with rule 8.

15.3 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.

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15.4 Non-attendance at a meeting or meetings imposed as a sanction under this rule does not constitute failure to attend pursuant to rule 12.

15.5 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.