

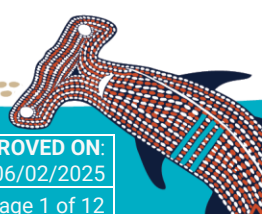


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1. Applicable Legislation

The *Aboriginal Land Rights (Northern Territory) Act 1976 (ALRA)* s 31 requires the Anindilyakwa Land Council (**ALC**) to make written rules providing for and in relation to the convening of meetings, and the procedure for the conduct of meetings, necessary for the efficient conduct of ALC’s affairs. 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.





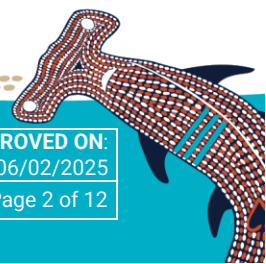
2. Policy Statement

Meetings of Members of the ALC (**Board meetings**) are the primary way to record discussion and decisions of the ALC Board. Professionally run Board meetings with regular attendance by ALC Members (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, Members have developed these rules to apply for all ALC Board meetings. Members have agreed to support and follow these rules and require all staff and visitors attending Board meetings to do the same. These rules will be reviewed at least every three years.

3. Convening meetings

- 3.1 The Chair of the ALC will convene Board meetings as necessary for the efficient conduct of the affairs of the ALC in accordance with *ALRA* s 31(1).
- 3.2 Board meetings will be held no less frequently than quarterly.
- 3.3 At the request of at least six Members of the ALC, the Deputy Chair may convene a Board meeting, and if the Deputy Chair does so, he or she will preside over that meeting in accordance with *ALRA* s 31(2).
- 3.4 The Minister, where he or she considers that the circumstances require it, can convene a Board meeting and appoint a Member of the ALC to preside at the meeting.
- 3.5 The Chief Executive Officer (CEO) may, with the approval of the Chair, or in his or her absence, the Deputy Chair, convene ALC Board meetings as necessary for the efficient conduct of the affairs of the ALC.
- 3.6 All Members will be invited to attend Board meetings. Notification will be in the form of a text message or telephone call a minimum of 24 hours prior to the Board meeting.
- 3.7 If a Board meeting is cancelled, a notification will be made using the communication method listed in rule 3.6 to provide notice of the cancellation and if known, the rescheduled date.
- 3.8 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.
- 3.9 The absence of notice in accordance with rule 3.6 does not render the Board meeting invalid, provided that the minutes of that Board meeting are endorsed at the following Board meeting.





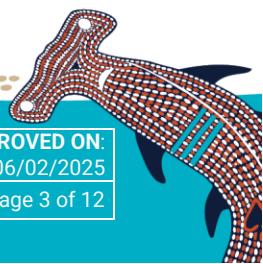
- 3.10 Board meetings will generally be held in Alyangula, though periodically, meetings may be held in one of the three Indigenous townships of Angurugu, Umbakumba and Milyakburra.
- 3.11 Telephone or video conferencing services may be made available for the attendance of members and guests remotely (refer to rule 6.5).
- 3.12 The ALC will provide logistical support for Members to attend Board meetings. This will include suitable return charter flights to Groote Eylandt from Bickerton Island, and transport on Groote Eylandt to the Board meeting venue or video conferencing.
- 3.13 The ALC will provide catering at each Board meeting.

4. Quorum

- 4.1 In accordance with ALRA s 31(4), the quorum for a Board meeting is defined as follows:
 - 4.1.1 Where the number of Members of the ALC 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 is an odd number – a quorum will be one half of the number that is less by one of that odd number.
 - 4.1.3 For example if the number of 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, and who do not fall within any of the exceptions in rule 9.5, 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 quorum is not reached the Member presiding will adjourn the business of the Board meeting until a quorum is present.

5. Agenda items

- 5.1 The ALC Chair, Deputy Chair or CEO will prepare an agenda for each Board 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 minutes from previous meeting.
 - 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, if requested by the Board.

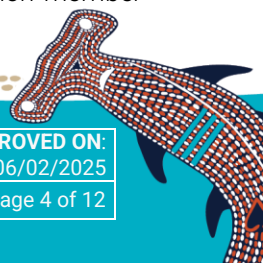




- 5.2.7 Report of committees of the ALC, if a committee meeting has taken place since the most recent meeting of the Board.
- 5.2.8 Consideration of any conflicts of interest and / or matters to be treated as excludable matters.
- 5.3 The following agenda items will be standing annual agenda items:
- 5.3.1 Review of Board register of interests.
 - 5.3.2 Review of the performance of the CEO.
 - 5.3.3 Approval of the Annual Report and Financial Statements.
- 5.4 The ALC Board 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 ALC Board meeting, or to expedite ALC business.
- 5.5 As required, the ALC CEO will provide Members with board briefing papers, presentations, and reports to facilitate background and understanding of the matters discussed. The Independent Board Advisor will provide advice and support the Members to understand the papers provided.
- 5.6 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.
- 5.7 An advance copy of the proposed agenda settled by the ALC Chair in consultation with the CEO will be provided to the Members during the Pre-Board Meeting. An opportunity will be given for feedback on agenda items.
- 5.8 The Pre-Board Meetings will be held in advance of the Board meeting to provide adequate time for the board to read, interpret and understand the information prior to a decision being made.
- 5.9 The purpose of the Pre-Board Meeting is to share important Information, including the board papers and agenda in advance of a Board meeting. The pre-board meeting is not intended to make decisions or table resolutions.

6. Attendance

- 6.1 The ALC Chair shall preside over the meeting if he or she is present. If the ALC Chair is not present, the Deputy Chair shall preside over the meeting in accordance with ALRA s 31(1).
- 6.2 Other regular attendees of the Board meetings shall be:
- 6.2.1 The ALC CEO
 - 6.2.2 The ALC Legal and Executive Operations Manager
 - 6.2.3 The ALC Chief Financial Officer
 - 6.2.4 Other ALC staff and guests may attend Board meetings by invitation only. Such an invitation applies to a single Board meeting unless otherwise stated.
- 6.3 The presiding Member of a Board meeting can request at any time during the meeting that non-member



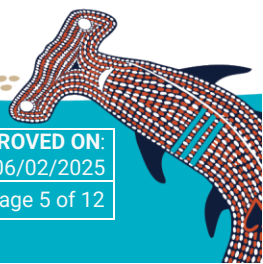


attendees remove themselves from the meeting.

- 6.4 A designated minute taker must be present at all times to record proceedings.
- 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 Member, the Member may participate in the Board meeting by telephone or video conference.
- 6.6 The presiding Member must acknowledge the arrival and departure of electronic attendees.
- 6.7 Electronic attendance must be recorded in the minutes.
- 6.8 The means of electronic communication to be used is at the discretion of the presiding Member (refer to rule 3.11)
- 6.9 Except in exceptional circumstances, a Member wishing to participate electronically at a meeting must submit their request to the ALC CEO at least one 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.

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 or her remarks.
- 7.5 Members may speak to the meeting in their own language. In such cases the presiding Member shall use his or her best endeavours to ensure that 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 minute taking purposes.



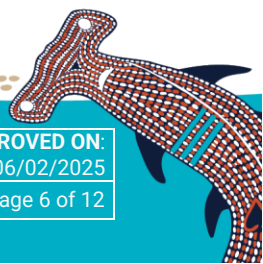


8. Decision making

- 8.1 Resolutions can only be made at meetings when 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 Board meeting shall proceed as follows:
 - 8.4.1 A resolution may be decided by a show of hands.
 - 8.4.3 Pursuant to *ALRA* s 31(5), a question arising for resolution shall be decided by a majority of the votes of the Members present and voting.
 - 8.4.2 Pursuant to *ALRA* s 31(6), the presiding Member has a deliberative vote and in the event of votes being equal, has a casting vote.

9. Conflict of interest

- 9.1 Pursuant to the *PGPA Act* s 29(1), a Member who has a material personal interest that relates to the affairs of the ALC must disclose details of the interest.
- 9.2 The *ALRA* s 29AA requires that each Member 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 Members who 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 the Register in a secure place in a single file.
 - 9.3.5 The Register will be reviewed and updated annually.
- 9.4 During an ALC Board meeting, if a matter arises and a Member in attendance has a Material Personal Interest in the matter, the Member must announce his or her interest in the matter and (subject to the exceptions and process identified in rules 9.5 and 9.6) 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.

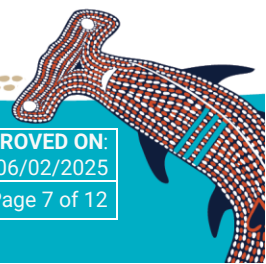




- 9.4.2 The minutes of the meeting will note the name of the Member, the nature of the interest and record that the Member did not participate in discussion and decision on the matter.
- 9.4.3 The rules for quorum continue to apply (refer to rule 4).
- 9.5 Exceptions to rule 9.4 may apply in the following 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 The exclusion of members **will result in the ALC lacking a quorum** in relation to an agenda item and being rendered substantially incapable of performing its functions and exercising its powers in relation to that item, in which case those members may remain in and participate in the meeting and agenda item.
- 9.5.5 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:
- 9.5.5.1 the **Member is a traditional Aboriginal owner in relation to land** (within the meaning of the *ALRA*); or
- 9.5.5.2 the Member **has an entitlement to enter land, and use or occupy that land**, under s 71 of the *ALRA*.
- 9.5.6 For clarity, rule 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.
- 9.6 In considering whether to apply an exception in rule 9.5 such that a Member, after disclosing a Material Personal Interest, may remain present and participate in the discussion and / or decisions pertaining to that matter, each instance will be considered on a case-by-case basis including by reference to the circumstances identified in r 12(2) of the *Public Governance, Performance and Accountability Rule 2014 (Cth)*, and also by reference to any practical considerations such as the need to maintain a quorum or facilitate the efficient conduct of the business of the meeting.

10. Record keeping

- 10.1 An accurate account of the business discussed and the decisions reached at each meeting will be recorded in written 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 who were in attendance at the preceding meeting.

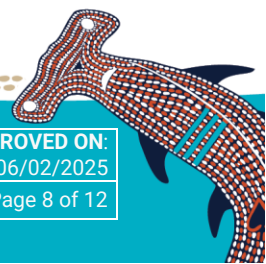
- 10.5 The ALC will make available, without charge, the minutes of its meetings (other than any part of the minutes that relates to an excludable matter), to be inspected by any Traditional Aboriginal Owner of the ALC region or any Aboriginal person living in the area of the ALC.
- 10.6 At any time before minutes are made available for inspection, the CEO, in consultation with the Chair, may determine which parts of those minutes relate to an excludable matter for the purposes of rule 10.5.
- 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.

11. Sitting fees

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

12. Non-attendance

- 12.1 When a Member is unable to attend a Board 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 Manger Human Resources and Executive.
 - 12.2.2 Telephone call or SMS message to the ALC Chief Executive Officer or ALC Manager Human Resources and Executive.
 - 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 Member fails to attend three consecutive Board meetings without providing an apology or explanation, the Member may be suspended by the Chair or by resolution of the Board, either from





participation in a meeting (or meetings) or for a designated period of time, and may be removed as a member in accordance with the Method of Choice.

12.6 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 Board from time to time applies to all Members.

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

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

14. ALC Members Duties

14.1 An ALC Member will:

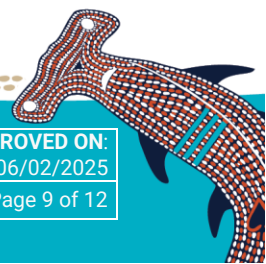
- 14.1.1 not act contrary to the interests of the ALC, or do anything that may damage the reputation of the ALC;
- 14.1.2 not engage in public criticism or disparagement of the ALC;
- 14.1.3 not be a declared candidate for a political party (*Electoral Act NT s 37; Commonwealth Electoral Act 1918 s 176*)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

14.2 In addition to those matters required to be included in the ALC Member's disclosure of interests under *ALRA s 29AA*, a Member is required to advise the ALC Chair or CEO:

- 14.2.1 if the Member is charged with any offence that could result in their being ineligible for membership of the Board;
- 14.2.2 if the Member is convicted or sentenced of any offence that could result in their being ineligible for membership of the Board;
- 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 other circumstances occur that may affect their eligibility to be a Member; or
- 14.2.6 on appointment to any position (voluntary or salaried) that is substantially in conflict with the Member's obligations as a Board member.

14.3 Should any of these circumstances arise, the Member will promptly report the circumstance to the Chair or CEO in writing, or in the case of the Chair, shall report the circumstances to the Deputy Chair or CEO.

14.4 If a Member fails to report a circumstance in accordance with these rules, the Member may be suspended by the Chair or by resolution of the Board, either from participation in a meeting (or meetings)





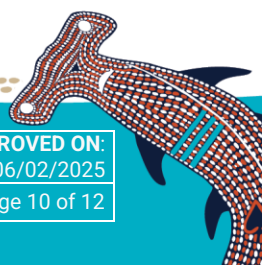
or for a designated period of time, and may be removed as a member in accordance with the Method of Choice.

15. Enforcement statement

- 15.1 Getting the most out of meetings is the responsibility of the ALC Board. The ALC provides support in organising and facilitating meetings, but in the end the responsibility for conducting effective meetings rests with the ALC Board. As elected representatives who govern the ALC on behalf of all Traditional Owners and other Aboriginal people in the region, the ALC Board will do everything possible to make sure these rules are followed, including responding appropriately when the rules are broken and supporting each other to implement them properly.
- 15.2 Any Member failing to comply with the Code of Conduct may be suspended by the Chair or by resolution of the Board, either from participation in a meeting (or meetings) or for a designated period of time, and may be removed as a member in accordance with the Method of Choice.
- 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 a Board meeting during a discussion of the failure to comply and any possible suspension, provided that the Member is entitled to attend the meeting to make a statement to the Members before any decision about a suspension is made.

16. Independent Board Advisor

- 16.1 The ALC Board will appoint an Independent Board Advisor.
- 16.2 The Independent Board Advisor will function independently to ALC staff and provide direct advice and support to the Board. The role will report directly to the Chair of the ALC Board. The responsibilities of the role include:
 - 16.2.1 Assisting the Members to understand Board matters, papers and the forward workplan agenda for the Board.
 - 16.2.2 Attending and providing explanation of Board papers delivered during the Pre-Board meetings.
 - 16.2.3 Supporting the Members to effectively address governance matters, including active monitoring of conflict of interests and associated management strategies in accordance with section 9 of the Board Rules.
 - 16.2.4 Effective delivery of Board governance training to ensure that the Members understand their roles and responsibilities as a Member. Including the legislative requirements.
 - 16.2.5 Supporting the attendance and participation in discussion by the full Board by providing appropriate advice and support.

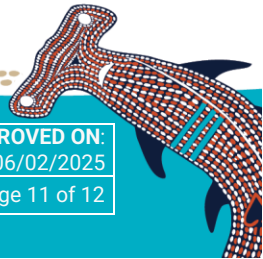




16.3 The Independent Board Advisor is not a Member of the Board and will not have any decision-making power.

17. Definitions

| Term | Definition |
|-------------------------|---|
| ALC | The Anindilyakwa Land Council |
| ALRA | The Aboriginal Land Rights (Northern Territory) Act 1976 |
| Annual Report | The Annual Report of the ALC required under PGPA |
| Chair | The individual appointed to or elected as the Chair of the Land Council in accordance with s 30 of the ALRA |
| Chief Executive Officer | The individual appointed to or acting 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 |
| Excludable matter | Means any excludable matter as defined in the ALRA, specifically: (a) a matter relating to a member of the staff of a Land Council 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) any matter the divulging or communicating of which is prohibited by ALRA s 23E; (e) information the disclosure of which would found an action for breach of confidence; (f) information of such a nature that it would be privileged from being disclosed in legal proceedings on the ground of legal professional privilege; (g) information the disclosure of which would, or could reasonably be expected to, prejudice the enforcement or proper administration of the law; (h) a matter affecting the security of a Land Council, its members, its staff or its property; (i) information that is considered sacred or otherwise significant by a particular group of Aboriginal people, the disclosure of which would be inconsistent with the views or sensitivities of those Aboriginal people |





| Term | Definition |
|----------------------------|---|
| Deputy Chair | The individual appointed to or elected as the Deputy Chair of the Land Council in accordance with s 30 of the <i>ALRA</i> |
| Finance Committee | The ALC Finance Committee established pursuant to s 29A(1) of the <i>ALRA</i> |
| Independent Board Advisor | An Independent Board appointed role which provides direct advice and support to the Board. |
| Material Personal Interest | An interest of a personal or private character that gives rise to a real or apparent conflict of interest that could affect the ability of a Member to discharge their duties |
| Member | An individual appointed or elected to ALC in accordance with <i>ALRA</i> s 29 |
| Member presiding | The ALC Chair, Deputy Chair or alternative Member of the ALC Board that is presiding over the ALC Board Meeting |
| Method of Choice | The Method of Choice approved by the Minister under <i>ALRA</i> s 29(1) |
| Minister | The Minister administering the <i>ALRA</i> |
| <i>PGPA Act</i> | The <i>Public Governance, Performance and Accountability Act 2013</i> (Cth) |
| Pre-Board Meeting | The purpose of the Pre-Board Meeting is to share important Information, including the board papers and agenda in advance of a Board meeting. |

