



ICN 3279 (under special administration)

NEWSLETTER 3 JUNE 2024

Dear members and other interested people

Our names are Jack James and Paula Smith and we are from the firm Rodgers Reidy. On 15 November 2023, the Registrar of Indigenous Corporations appointed us as the special administrators of Yorta Yorta Nation Aboriginal Corporation (YYNAC) until 17 May 2024.

During this administration, we will keep you informed of progress through regular newsletters and information meetings.

These newsletters and all meeting notices will be available on the Register of Aboriginal and Torres Strait Islander Corporations at oric.gov.au – use the ‘**Find a corporation**’ tool, search using ‘**Yorta Yorta**’ and follow the link to ‘**documents**’.

Progress of special administration

We are now moving into stage 3 of the special administration, which is preparing the corporation for return to members control

STAGE & ACTION	STATUS
1 Take control of the assets, including bank accounts; build a complete picture of issues and challenges; and establish a clear plan of action.	COMPLETE
2 Restore good operational order.	IN PROGRESS
3 Prepare the corporation for return to members control.	IN PROGRESS

Extension of special administration

The special administration was due to end on 17 May 2024, however the Registrar extended the end date to 9 August 2024. The main reasons for the extension was to allow further time to complete the CEO recruitment process and review of the rule book.

During the period to the end of the special administration, we will also:

- work with the new CEO to ensure a proper handover
- hold an information meeting to update members and community members
- obtain feedback on the proposed new rule book
- appoint the new board of directors.

Operational matters

Services and programs

As a Registered Aboriginal Party, YYNAC provides a range of important programs and services to help meet the needs of the wider Yorta Yorta community. During the special administration, YYNAC has continued to operate on a **business as usual** basis. There has been no disruption to services and programs.

Funding

The majority of YYNAC's income comes from grants provided by the following Victorian Government departments:

- Department of Energy, Environment and Climate Act
- Department of Premier and Cabinet.

Staffing – Recruitment of a new Chief Executive Officer (CEO)

As previously advised, Pipeline Talent were engaged to undertake a process to recruit a new CEO. Pipeline Talent is 100% Indigenous owned and managed.

The recruitment process was comprehensive, with first and second round interviews and reference checks.

We thank the members of the advisory group who assisted in the process and participated as panel members on both rounds of interviews.

John Patrick Kerr – new CEO

We are pleased to advise that John Kerr was the successful candidate and has been appointed as the new CEO for YYNAC. John commences in the CEO role on Wednesday, 3 July 2024.

John is a proud Yorta Yorta man and is well known to the Yorta Yorta community.

John brings significant executive experience to the role, having most recently been CEO of Moama Local Aboriginal Land Council Aboriginal Corporation.

John's experience in the NSW Land Rights system will enhance and build on YYNAC's strong presence in the Victorian Land Rights system for the benefit of the Yorta Yorta people.

John also has extensive experience in the natural resource management sector. He has a strong network within NSW including NSW National Parks and Wildlife Service, Murray Local Lands services, Western Murray Land Improvement Group, Murray Darling Basin Authority Joint Indigenous Group, Forrest Corporation NSW. Also the NSW Aboriginal Land Council sector including the Deniliquin and Moama Local Aboriginal Land councils that sit within Yorta Yorta Country in NSW.

We wish to thank Rowan Jayasuriya for his work in acting in the CEO role pending the appointment of a permanent CEO. Upon John's commencement, Rowan will continue in his substantive role of Chief Operating Officer.

We also thank all YYNAC staff for your ongoing work and support of YYNAC during the special administration.

Review of rule book

It is very important that your corporation's rule book reflects the structure and processes that are the best way for it to be governed. What is best for the corporation changes over time, so corporations need to periodically review and update their rules to make sure they are right for the circumstances.

An important task during the special administration is reviewing and updating the rule book.

We have worked with the advisory group to review YYNAC's rule book. Our goals with the review were to identify rules that need changing to better reflect the current governance structures and arrangements, and support YYNAC's purpose and objectives.

We have met several times with the advisory group to workshop proposed changes. These workshops have been very constructive and productive. We are grateful to the members of the advisory group in giving up their time to participate and provide valuable input.

We have attached a summary of proposed changes for the rule book. You can see a full copy of the proposed changes in the corporation's documents in the Register of Aboriginal and Torres Strait Islander Corporations via oric.gov.au and YYNAC's website. If you want a copy emailed to you, please ask YYNAC reception at reception@yynac.com.au.

We will discuss the proposed changes and seek feedback from members at an information meeting on 20 July 2024.

Next information meeting

We will be holding an information meeting on Saturday, 20 July 2024.

DATE: Saturday, 20 July 2024
TIME: 11:00 am
PLACE: Yenbena Training Centre
2-8 Schier Street
Barmah Vic 3639

The meeting will be open only to corporation members and staff.

The meeting is to allow members and staff to hear from the special administrators about work being done and to ask questions.

A representative from ORIC will be at the meeting and be available to answer questions.

SEE THE ATTACHED MEETING NOTICE.

Forming a new board of directors

An important step in the final stage of the special administration is appointing a new board.

The new board will take over governance of the corporation at the end of the special administration.

The proposed new governance structure in the proposed rule book provides for a board of up to 9 directors.

We welcome nominations from corporation members who would like to become a director at the end of the special administration. If you are interested in becoming a director, please complete and return the **attached nomination form** to jjames@rodgersreidy.com.au by 4 July 2024.

Thank you,
Paula and Jack
Special administrators

19 June 2024

SPECIAL ADMINISTRATORS



Jack James



Paula Smith

Rodgers Reidy
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jjames@rodgersreidy.com.au
psmith@rodgersreidy.com.au

MORE ON SPECIAL ADMINISTRATION

The Registrar has a fact sheet, *Special administrations: what members and directors need to know* – see oric.gov.au/special-admins or call 1800 622 431.



ICN 3279 (under special administration)

NOTICE OF INFORMATION MEETING

Corporation members and staff are invited to an information meeting

On 15 November 2023 the Registrar of Aboriginal and Torres Strait Islander Corporations appointed us as the special administrators of Yorta Yorta Nation Aboriginal Corporation.

We are holding an information meeting about the special administration and would like to invite all members of the corporation and interested parties to come.

Only corporation members and staff will be able to attend the information meeting.

A representative from ORIC will also be at the meeting and will be available to answer questions.

Details of the meeting are as follows:

DATE: Saturday, 20 July 2024

TIME: 11:00 am (AEST)

PLACE: Yenbena Training Centre,
2–8 Schier Street,
Barmah Vic 3639

VIRTUAL ATTENDANCE:

If you want to attend the meeting virtually, register by contacting YYNAC reception by 12:00 noon on Friday, 28 June 2024:
Email: reception@yynac.com.au

Ph: (03) 5832 0222

After you register, you will be given instructions on how to access the meeting.

Agenda

1. Opening and welcome
2. Report by special administration
3. Introducing the new CEO
4. Proposed changes to the rule book
5. Next steps in the special administration
6. Asking questions

This is your opportunity to discuss the special administration and your corporation's future. Please come along.

Light refreshments will be provided at the meeting.

Jack James and Paula Smith
19 June 2024

**Attachment:
PROPOSED RULE BOOK CHANGES FOR YORTA YORTA NATION
ABORIGINAL CORPORATION**

June 2024

DICTIONARY	
Dictionary (rule 2.1)	New definition inserted: a) Immediate Family means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, children, stepfather, stepmother or siblings. It is also extends to customary or defacto adoption arrangements.
OBJECTIVES	
Objectives (rule 3)	Revised in its entirety to better reflect current operations, RAP status etc and remove references to RTO related activities.
MEMBERSHIP	
Deciding membership applications (rule 5.1.3)	Updated to include provisions: b) for applications to go to Council of Elders before directors decide on an application c) to enable Directors / Council of Elders to seek advice (e.g. genealogical advice) and/or o ask for additional information from applicant.
DIRECTORS	
New: Role of Directors (rule 8.1)	Included new rule detailing role of directors: a) The board of directors is responsible for the overall governance and strategic direction of the corporation. It provides overall supervision of the corporation (not its day-to-day management), overseeing both performance and compliance in accordance with the corporation’s purpose and objectives. b) The relationship between a director and the corporation is fiduciary in nature. That is, a director undertakes to act in the interests of the corporation and not in his or her own interests.

	<p>c) The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.</p>
<p>Number of Directors (rules 8.2.1 and 8.2.2)</p>	<p>a) The minimum number of directors is 7. b) The maximum number of directors is 9.</p>
<p>Board Composition (rule 8.2.3)</p>	<p>a) The board of directors shall not have more than one director from each Family Group. b) The board of directors shall not have more than one director from the same Immediate Family</p>
<p>Eligibility of Member Directors (rule 8.3)</p>	<p>a) An individual is eligible for appointment as a director if they are an individual who:</p> <ul style="list-style-type: none"> i. is a corporation member, ii. is at least 18 years of age, iii. has consented in writing to be appointed as a director of the corporation <p>b) A person is not eligible to be or become a director if they:</p> <ul style="list-style-type: none"> i. are an employee of the corporation ii. are a member of the Council of Elders iii. have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months iv. have been convicted of a crime involving fraudulent behaviour v. have been convicted of a crime against a child vi. have been convicted of a criminal offence in the last 5 years and been sentenced to imprisonment for more than 12 months vii. have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least 3 months viii. have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months ix. are an undischarged bankrupt x. have signed a personal insolvency agreement and have not kept to the agreement xi. have been disqualified from managing corporations under the CATSI Act or <i>Corporations Act 2001</i>, unless the appointment is made: <ul style="list-style-type: none"> i. with permission granted by the Registrar, or

	<ul style="list-style-type: none"> ii. with leave granted by the court c) Director appointments cannot be made without the following being provided: <ul style="list-style-type: none"> i. Director Identification Number ii. a current National Police Certificate that does not show any of the offences listed in this rule 8.3 iii. a Working With Children check iv. a signed Directors Confidentiality agreement v. a signed Director Code of Conduct. d) A Director must have completed suitable governance training either prior to their appointment or agree to complete such training within a period of 12 months following their appointment.
<p>How to become a director (Rule 8.4)</p>	<ul style="list-style-type: none"> a) Directors are appointed by a resolution passed at a general meeting of the corporation. <ul style="list-style-type: none"> i. In the notice of an annual general meeting where directors are to be elected, the corporation will detail: ii. The maximum number of director positions to be elected; and iii. The Family Groups that are able to nominate a person to be elected as a director. b) Each Family Group may meet in order to nominate one person for election to become a director. The person nominated must be a member and be recorded on the Register of Members as belonging to that Family Group. c) Once a Family Group has nominated a person under rule 8.4.1(c), that Family Group must, at least 5 days prior to the meeting, notify the CEO of the corporation of the person nominated and provide the CEO a consent to act as a director form completed and signed by the person nominated. d) Prior to their appointment, a director must give the corporation: <ul style="list-style-type: none"> i. Their consent in writing to be a director; ii. The information detailed at Rule 8.3.1(c). e) The procedures for voting by a show of hands will be as follows: <ul style="list-style-type: none"> i. The chairperson will provide the name of each nominee in alphabetical order and the nominee’s Family Group, and ask for a vote by show of hands for each nominee; ii. The secretary will count the show of hands and declare the number of votes for each nominee; iii. The nominees receiving the greatest number of votes cast in their favour must be elected as directors, noting Rule 8.2 that provides that the Board of Directors shall not have more than

	<p>1 director from any 1 Family Group and the maximum number of directors is 9.</p> <p>f) The corporation must notify the Registrar of the directors' details within 28 days after they are appointed.</p>
Rotation of Directors (rule 8.6)	<p>a) Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year.</p> <p>b) The minutes of the AGM must record the term of each director appointed.</p> <p>c) All directors appointed at the completion of the special administration that commenced on 15 November 2023 will be appointed for the following terms.</p> <ol style="list-style-type: none"> i. At the 2025 AGM a simple majority of the member directors' appointments will expire and go to election at the AGM. ii. The remaining member directors' appointments will expire at the 2026 AGM. iii. The board will decide which directors will be standing down at a directors' meeting prior giving notice of the 2025 AGM. iv. If the board are unable to decide which director's terms are to expire at 2025 AGM, all director positions will become vacant and go to election at the 2025 AGM. <p>d) at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for 2 years.</p>
DIRECTORS' MEETINGS	
Frequency (rule 11.1)	<p>The directors will meet as often as the directors consider necessary for the good functioning of the corporation but must meet at least once every 3 months.</p> <p>The directors will hold a joint meeting with the Council of Elders at least once every 6 months.</p>
Quorum (Rule 11.3)	<p>The quorum for directors' meetings is a majority of directors.</p> <p>A quorum must be present at all times during the meeting.</p>
COUNCIL OF ELDERS	
Role, composition, eligibility etc of Council of Elders (rule 12)	<p>This rule has been revised to expand information about the Council of Elders, including:</p> <ol style="list-style-type: none"> a) Duties and function b) Composition

	<ul style="list-style-type: none"> c) Eligibility, term and appointment d) Removal e) Meetings f) Remuneration
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ANNUAL REPORTING

<p>Annual reporting (rule 17)</p>	<p>The Corporation must comply with the annual reporting requirements set out in the CATSI Act.</p> <p>The Directors' Report that is prepared for annual reporting must include the following information (in addition to such information as required under the CATSI Act and/or accounting standards):</p> <ul style="list-style-type: none"> a) The following information regarding the Directors who held office during the financial year: <ul style="list-style-type: none"> i. The number of Board meetings held during the financial year; ii. Details, by Director, of the number of Board meetings the Director attended; and iii. Details, by Director, of the remuneration and allowances paid to the Director during the financial year. b) The following information regarding information meetings and newsletters held/issued during the financial year: <ul style="list-style-type: none"> i. The number of information meetings held, their date and their location; and ii. The number of newsletters issued and their date of issue.
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INFORMATION MEETINGS AND NEWSLETTERS (New section)

<p>New:</p> <p>Stakeholder engagement (rule 24)</p>	<p>Information Meetings</p> <ul style="list-style-type: none"> a) To ensure Members are provided with regular and timely information on the operations of the Corporation, the CEO and Chairperson will hold an information meeting for members at least once every 4 months. c) Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings. d) At least 14 days' notice is to be given for an information meeting. <p>Newsletters</p> <p>The Corporation will also issue a newsletter to members at least once every 4 months.</p>
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APPLICATION FOR MEMBERSHIP

**Application for
Membership form
(Schedule 2)**

Form has been revised

CONSENT TO ACT

**Consent to Act
(Schedule 3)**

Form has been revised



**YORTA YORTA NATION ABORIGINAL CORPORATION
ICN 3279**

Nomination to become a director

ALL SECTIONS TO BE COMPLETED

SECTION A – PERSONAL DETAILS

I, _____ (print full name)
_____ (print residential address, a postal address is not sufficient)
of: _____
Phone: _____ (print telephone number)
Email: _____ (print email address)
Director Identification Number _____

nominate to become a director of the corporation.

I confirm my date of birth was _____ (date of birth)

and my place of birth was _____ (place of birth)

SECTION B – FAMILY GROUP

I am recognised as a member of the following Family Group:

*(Please mark **one box only** with a **v**)*

Family	Primary affiliation
Aaron Atkinson / Louise Frost	<input type="checkbox"/>
Elizabeth Atkinson	<input type="checkbox"/>
John Atkinson / Emma Murri	<input type="checkbox"/>

Edgar Atkinson	<input type="checkbox"/>
William Cooper	<input type="checkbox"/>
Robert Cooper	<input type="checkbox"/>
Ada Cooper	<input type="checkbox"/>
Fred Walker / Sarah Walker	<input type="checkbox"/>
Bagot Morgan / Lizzie Walker	<input type="checkbox"/>
Alf Morgan	<input type="checkbox"/>
Tommy McCrae	<input type="checkbox"/>
Maggie Toodle-Toolanyagan / George Middleton	<input type="checkbox"/>
Annabella Howard	<input type="checkbox"/>
Jack Cooper / Mary Abbott Brangy	<input type="checkbox"/>
Maggie Stone / Nelson	<input type="checkbox"/>
Jenny Charles	<input type="checkbox"/>

SECTION C – RELEVANT SKILLS AND EXPERIENCE

I have the following skills and experience relevant to being a director of the corporation:

SECTION D – ACKNOWLEDGEMENTS AND SIGNATURE

I acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the Act) that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept to the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

I confirm that if I am selected to be appointed as a director, I will provide the following documents before my appointment:

- Director Identification Number
- Current National Police Certificate
- A Working with Children check
- A consent to act
- Any other documents required under the rule book of the corporation.

Signature of person:

Date:

Lodge your nomination

Please email your completed nomination to jjames@rodgersreidy.com.au by Monday 1 July 2024