MARNIN BOWA DUMBARA
FAMILY HEALING CENTRE

ICN: 2399

MEMBER NOTICE OF ANNUAL GENERAL MEETING

Members are advised that the Annual General Meeting (AGM) of the Marnin Bowa Dumbara Aboriginal Corporation will be held as follows:

DATE: 8 October, 2026
TIME: 09:30am
VENUE: Derby Family Healing Centre, 58 Villiers Street

The Agenda for the AGM is as follows:

Meeting Opening
Apologies
Proxy Representatives
Confirmation of Members Attendance
Confirmation of Minutes from previous AGM– November 2025
Business Arising from Previous Minutes
Membership Applications
Confirmation of Members List
Chairperson's Report
CEO's Report
Financial Statement and Audit Report for Year Ending 30th June 2026
Appointment of Auditor
Consideration of Special Resolutions to update the Corporation Rule Book rules about 1) Membership eligibility, 2) Implement Board Remuneration Framework.
Meeting Close

Detailed wording of the special resolutions and recommended Rule Book changes, and the reason for recommending the Rule Book changes is on the following pages.

Members who need transport to/from the AGM should send a request to ceo@mbdfhc.org.au or call (08) 9191 2302

Refreshments provided

MARNIN BOWA DUMBARA
FAMILY HEALING CENTRE

ICN: 2399

SPECIAL RESOLUTIONs

DATE:	8 October, 2025
TIME:	09:30am
VENUE:	Derby Family Healing Centre, 58 Villiers Street

NOTICE OF SPECIAL RESOLUTION

Pursuant to Rule 7.4.4 and Rule 7.6.1 of the Marnin Bowa Dumbara Aboriginal Corporation Rule Book (2025), and in accordance with the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act), Members are hereby notified that the following Special Resolutions will be tabled at the forthcoming Annual General Meeting.

Special Resolution 1 – Board Remuneration and Rule 10.3

That the Members of Marnin Bowa Dumbara Aboriginal Corporation repeal Rule 10.3 and replace with the following new Rule 10.3:

"10.3 Remuneration

(a) The directors may be paid such reasonable remuneration as the members in a general meeting decide.

(b) Rule 10.3(a) does not prevent:

(i) a director who is an employee of the corporation from receiving remuneration in their capacity as an employee; or

(ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to a director under a contract for goods or services, provided the requirements relating to disclosure of material personal interests and related party benefits under this Rule Book and the CATSI Act have been complied with.

(c) Any remuneration paid to a director under rule 10.3(a):

(i) must be paid in accordance with the remuneration policy adopted by the directors under rule 10.3(d); and

(ii) is subject to funds being available for that purpose and within budget allocation.

(d) The directors must develop, adopt and maintain a remuneration policy that sets out the processes and procedures concerning the remuneration to be paid to directors.

(e) In addition to any remuneration paid to a director under rule 10.3(a), and subject to the remuneration policy adopted under rule 10.3(d), the corporation may pay a director's traveling and other expenses that the director properly incurs:

(i) in attending directors' meetings, committee meetings and general meetings of the corporation; and

(ii) in connection with the corporation's business."

Background

The Members of the Corporation approved a Board Remuneration Framework at the last AGM.

ORIC have advised the Corporation to implement the Board Remuneration Framework, Rule 10.3 needs to be changed, as in its current form, particularly under 10.3 (a) the Corporation is prevented from paying Directors for doing their duties, e.g. payment for attending normal monthly meetings. It does not prevent payment to Directors for the following:

- *remuneration as an employee of the Corporation,*
- *for provision of goods or services to the Corporation, provided the Director discloses material personal interests,*
- *to reimburse for travel and other expenses incurred by a Director in carrying out their duties including attending director meetings, attending general meetings, or conducting the Corporation's business.*

A lawyer from Jackson McDonald has provided the suggested wording for the replacement Rule 10.3. The lawyer also advised that it is best practice to change the Rule to allow payments, and put the Board Remuneration Framework, conditions for payment and governance requirements, and *mechanisms for payment into a Policy and Remuneration schedule that is to be reviewed and approved by the members on an annual basis.*

This will ensure good governance and member approval of the payment framework, without having to seek ORIC approval every time the Corporation updates the Board Remuneration Framework.

This AGM notice, Special Resolution, an Explanatory Statement, and Rule Book with drafts of amended and replaced rules have been:

- *prepared by the Directors with support,*
- *lodged with ORIC on 4/09/26 in compliance with Division 290-5,*
- *presented to the members at least 21 days prior to the Annual General Meeting, in compliance with Rule 7.4.*

Explanatory Statement

In compliance with the requirements of Section 290-10 of the CATSI Act, the Directors provide the following explanatory statement for this proposed Rule Book change:

Related parties who will benefit financially from repealing and replacing Rule 10.3:	*The current and any future Directors, particularly:* - *Amanda O'Connor – Chairperson* - *Shirley-Ann McCasker* - *Kay Wilson* - ***4 new directors (Nelletta Drummond, Bronwyn Roe, Collette Thomas, Winifred Taylor)*** *With the exception of the current Secretary of the Corporation, Patricia Gault, who already obtains a financial benefit as an employee of the Organisation.*	
The nature of the financial benefit:	*Chairperson – a fixed annual sum for all duties.* *Director (general) – a fixed sum per general meeting and AGM, with an annual cap. Payment of a fixed sum for attending approved public or community representation events on behalf of the corporation. The Chairperson is excluded from these payments.* *Directors who are signatories – payment of a fixed sum to a Director who is a signatory, for undertaking signatory or financial review duties.* *The payment amounts and annual cap are reviewed and approved by the members on an annual basis.*	
Director's recommendation on this Special Resolution:	*Amanda O'Connor - Chairperson*	*I support this special resolution as taking on the role of Director takes you away from work and other commitments, and I think it is fair to compensate our Directors who take on these duties.*
	Shirley-Ann McCasker – Director	*I also support this special resolution as taking on the role of Director takes you away from work and other commitments, and I think it is fair to compensate our Directors who take on these duties.*
	Kay Wilson – Director	*Yes, I support this special resolution as taking on the role of Director takes you away from work and other commitments, and I think it is fair to compensate our Directors who take on these duties.*
	Nelletta Drummond – Director	*I support this special resolution as taking on the role of Director takes you away from work and other commitments, and I think it is fair to compensate our Directors who take on these duties.*
	Bronwyn Roe – Director	*I support this special resolution as taking on the role*

		of Director takes you away from work and other commitments, and I think it is fair to compensate our Directors who take on these duties.
	Collette Thomas – Director	*Yes, I support this special resolution as taking on the role of Director takes you away from work and other commitments, and I think it is fair to compensate our Directors who take on these duties.*
	Winifred Taylor - Director	*Unable to attend. Apologies given in advance.*
	Patricia Gault – Secretary	*As the CEO, I support this remuneration framework to ensure the Corporation has the best outcome for now and the future.*
Director's Declaration of Interest in the Special Resolution:	*Amanda O'Connor - Chairperson*	*Personal financial benefit, in consideration of the impact of Corporation duties on the Chairperson.*
	Shirley-Ann McCasker – Director	*Personal financial benefit, in consideration of the impact of Corporation duties on a Director's time and other commitments.*
	Kay Wilson – Director	*Personal financial benefit, in consideration of the impact of Corporation duties on a Director's time and other commitments.*
	Nelletta Drummond – Director	*Personal financial benefit, in consideration of the impact of Corporation duties on a Director's time and other commitments.*
	Bronwyn Roe – Director	*Personal financial benefit, in consideration of the impact of Corporation duties on a Director's time and other commitments.*
	Collette Thomas – Director	*Personal financial benefit, in consideration of the impact of Corporation duties on a Director's time and other commitments.*
	Winifred Taylor - Director	*Not present.*
	Patricia Gault – Secretary	*No additional personal financial benefit.*
Additional information for members on the reason for this Special Resolution:	*Community based organisations are facing increased complexity of governance and legal requirements which impacts on the time and energy a Director is required to discharge their duties. The purpose of this resolution is to formalise a remuneration structure for the Chairperson and Directors of the Corporation that reflects their statutory, fiduciary, and community leadership responsibilities. This will support good governance and continued viability of the Corporation.* *See also:* - *the Policy and Procedure document which is required under the Proposed Rule 10.3.* - *The draft updated Rule Book, with the updated Rule 10.3 highlighted on pg. 26.*	

Rule Book References

- *Rule 7.4 - Requirement for notice of general meeting: including for calling an Annual General Meeting.*
- *Rule 10.2 – Disclosure of Material Personal Interests: Directors must declare any financial benefit and have it recorded in meeting minutes.*
- *Rule 10.3 – Remuneration: Directors are not ordinarily paid for monthly meetings; however, the Corporation may reimburse reasonable travel and other expenses for Corporation business.*

- *Rule 10.6 – Member Approval for Related Party Benefit: Any financial benefit to a Director requires Member approval.*
- *Rule 14.4 – Financial Records: All remuneration must be properly recorded and reported at the AGM.*

CATSI Act Compliance
This resolution is made under Division 290 of the CATSI Act 2006, which defines the procedure the Corporation must follow for obtaining member approval, and requires the Corporation to lodge material that will be put to the members with the Registrar.

Voting Requirement
This resolution constitutes a Special Resolution and requires a 75% majority vote of Members present and entitled to vote in accordance with Rule 7.6.1 and the CATSI Act (2006).

Mover:
Seconder:
Carried:

Confirmation
By direction of the Board of Directors and under authority of the Chairperson, this Notice of Special Resolution is issued to all Members of Marnin Bowa Dumbara Aboriginal Corporation in compliance with the Corporation's Rule Book and the CATSI Act.

Name	Position	Signature	Date
	Chairperson		
	Director		
	CEO/Secretary		

Special Resolution 2 – Membership and Rule 5.2.2
That the Members of Marnin Bowa Dumbara Aboriginal Corporation amend Rule 5.2.2 to state the following:
*"**5.2.2 Who can apply to become a member (eligibility for membership)?***
A person who is eligible to apply for membership must be an individual who is:
(a) female at birth, regardless of race, colour, or creed; and
(b) at least 18 years of age, and
(i) An Aboriginal and Torres Strait Islander who normally and permanently resides in the Shire of Derby including Mowanjum Community, or
(ii) An Australian citizen."

Background
The current form of Rule 5.2.2 says:

*" **5.2.2 Who can apply to become a member (eligibility for membership)?***

A person who is eligible to apply for membership must be an individual who is (choose from the examples below):

(a) at least 18 years of age and of female origin by birth, regardless of race, colour, or creed;

(b) An Aboriginal and Torres Strait Islander women who normally and permanently resides in Derby including Mowanjum Community.

***Note:** You may add extra criteria here."*

Members and Directors have had questions about what this means and wanted to clarify the rules about who is eligible to apply to be a member.

Members and Directors have also identified that it is not clear from this expression that non-Aboriginal and Torres Strait Islander women are also welcome as members, as long as the membership is majority Aboriginal and/or Torres Strait Islander (Rule 5.2.4).

Explanatory Statement

In compliance with the requirements of Section 290-10 of the CATSI Act, the Directors provide the following explanatory statement for this proposed Rule Book change:

Related parties who will benefit financially from amending Rule 5.2.2:	*Nil*	
The nature of the financial benefit:	*Nil*	
Director's recommendation on this Special Resolution:	*Amanda O'Connor - Chairperson*	*I support this Special Resolution to amend Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Shirley-Ann McCasker – Director	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Kay Wilson – Director	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Nelletta Drummond – Director	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Bronwyn Roe – Director	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Collette Thomas – Director	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Winifred Taylor - Director	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
	Patricia Gault – Secretary	*I support amending Rule 5.2.2 to clarify who is eligible to apply for membership.*
Director's Declaration of Interest in the Special Resolution:	*Amanda O'Connor - Chairperson*	*Nil*
	Nelletta Drummond – Director	*Nil*
	Bronwyn Roe – Director	*Nil*
	Collette Thomas – Director	*Nil*
	Winifred Taylor - Director	*Nil*
	Shirley-Ann McCasker – Director	*Nil*
	Kay Wilson – Director	*Nil*
	Patricia Gault – Secretary	*Nil*
Additional information for members on the reason for this Special Resolution:	*Community based organisations are membership based. Clarifying membership rules may enable the Corporation to attract and retain members to ensure continued viability as an Aboriginal controlled community organisation. This does mean a non-Indigenous member could become a Director; however, a majority of Directors must be individuals who are Aboriginal and Torres Strait Islander persons (Rule 8.2.2)*	

	See draft Rule Book Rule 5.2.2 on pg. 2.

Rule Book References

- *Rule 5.2.2 Who can apply to become a member?: persons applying for membership are to be female at birth and 18 years of age or older.*
- *Rule 5.2.4 Deciding membership applications: under (d) "The directors must not accept an application if it results in a majority of members being non-Indigenous"*
- *Rule 7.4 - Requirement for notice of general meeting: including for calling an Annual General Meeting.*
- *Rule 8.2.2 – Majority of director requirements: defines the requirements for appointment of Directors, including that the majority must be Aboriginal and Torres Strait Islander persons, reside in Australia, be members, and not employees of the Corporation.*
- *Rule 10.2 – Disclosure of Material Personal Interests: Directors must declare any financial benefit and have it recorded in meeting minutes.*

CATSI Act Compliance
This resolution is made under Division 290 of the CATSI Act 2006, which defines the procedure the Corporation must follow for obtaining member approval, and requires the Corporation to lodge material that will be put to the members with the Registrar.

Voting Requirement
This resolution constitutes a Special Resolution and requires a 75% majority vote of Members present and entitled to vote in accordance with Rule 7.6.1 and the CATSI Act (2006).

Mover:
Seconder:
Carried:

Confirmation
By direction of the Board of Directors and under authority of the Chairperson, this Notice of Special Resolution is issued to all Members of Marnin Bowa Dumbara Aboriginal Corporation in compliance with the Corporation's Rule Book and the CATSI Act.

Name	Position	Signature	Date
	Chairperson		
	Director		
	CEO/Secretary		