

NEWSLETTER

Issue 3 | May 2022

Njernda

Aboriginal Corporation

ICN 1274—under special administration



To know our living culture

Dear members and other interested people,

Our names are Jack James and Paula Smith and we are from Rodgers Reidy in Perth. On 15 November 2021, the Registrar of Indigenous Corporations (ORIC) appointed us as **special administrators** of Njernda Aboriginal Corporation (Njernda).

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 public Register of Indigenous Corporations at oric.gov.au. Use the 'Find a corporation' tool—search using 'Njernda' and follow the link to 'documents'.

Progress of special administration

The special administration is progressing well and we are well advanced in stage 2, which is aiming to restore good operational order. We expect to move into stage 3 shortly.

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.	Pending

Extension of special administration

The special administration is due to end on 20 May 2022. The registrar will extend it to 17 June 2022 so we can:

- review the executive staff structure
- obtain feedback about proposed changes to the rule book
- seek nominations from members to be appointed to the new board
- hold the 2020–21 annual general meeting (AGM)

Each of these matters is discussed further below.

Annual general meeting

We will hold the 2021 AGM on Wednesday 15 June 2022 as follows:

Date	Wednesday 15 June 2022
Time	5.00 pm
Place	Echuca Moana Uniting Church (hall) 115–117 Hare St Echuca VIC 3564

See the attached meeting notice, which was sent to members on 20 May 2022.

Gerrit Wanganeen, deputy registrar, will attend and answer any questions you may have. No media will attend.

Staffing

Tracey Dillon: new CEO

A national recruitment drive for a chief executive officer (CEO) of Njernda yielded over 30 applications. Of those, 5 highly experienced candidates were selected for the first interview round. Two advanced to the second round, completed written exercises and gave a presentation to the panel.

From this comprehensive process, we are pleased to advise that Tracey Dillon has been appointed as CEO. Tracey brings over 20 years' of Aboriginal health and community service experience to the role, including 13 years in CEO roles. She is currently the CEO of South East Tasmanian Aboriginal Corporation.

Tracey is a Badtjala woman from the Fraser coast in Queensland. She holds a bachelor of social science and has significant experience across all aspects of the Aboriginal community-controlled health sector. Tracey is well known and respected by ACCHO peak bodies and funding agencies.

Tracey commenced as CEO on Wednesday, 30 March 2022. We know many members have already taken the opportunity to meet with Tracey.

Farewell to Kelli Bartlett

As some of you may already know, Kelli has **resigned** and will finish up at Njernda on 10 June 2022.

We express our gratitude and thanks to Kelli Bartlett, a long-serving employee and former board member of Njernda. Kelli has been with Njernda for 19 years, most recently acting as chief operations officer (COO). In that role, and in the absence of a CEO since October 2021, Kelli oversaw operations and reported to the former board and then to us as special administrators. Kelli has worked diligently and tirelessly in looking after Njernda clients in the very difficult circumstances of the Covid pandemic.

We congratulate Kelli on her new role and thank her for helping us and for her hard work. We wish her all the very best in her new role.

Executive staff structure

Njernda has grown rapidly over the years, and the executive staff structure had not kept pace. Along with Tracey Dillon, we are reviewing the structure to ensure it aligns to the organisation's operations and program offerings.

We have started talking with executive managers, and further discussion will be held over the coming weeks with all staff about any proposed changes.

Victorian police investigation

As many community members would be aware, before our appointment, various allegations of financial impropriety by former officers of the corporation were referred to the Victorian Police.

The police have recently advised us that the investigation has concluded and no one will be charged in relation to the allegations. They have also advised they will refer the matter to ORIC.

ORIC has advised that they are liaising with Victoria police in relation to the investigation and that it is still in progress.

Proposed new rule book

We are working with the advisory group to review the Njernda rule book and propose changes to improve the corporation's governance.

A summary of the proposed changes is attached. That and the revised rule book will be on the ORIC and Njernda websites soon.

We are keen to hear your feedback. To that end, Jack James will be in Echuca on the following dates to meet community members to discuss the proposed changes to the rule book:

- 1 and 2 June
- 8 and 9 June

If you would like to meet with Jack to discuss the proposed changes to the rule book, please make an appointment via Therese Shelley:

- email ThereseS@njernda.com.au or
- phone **03 5480 6252**.

New directors

An important step in the final stage of the special administration is the appointment of a new board. The proposed new rule book provides that the board can have a maximum of 7 directors:

- up to 5 member directors
- up to 2 independent specialist directors

Member directors

For members who would like to be a director, a nomination form is attached. Please complete and return the form to jjames@rodgersreidy.com.au by **8 June**.

Non-member directors

The proposed changes to the rule book provide for the appointment of up to 2 independent directors. The current rule book has no provision for independent directors, and we are keen to hear from members regarding this proposed new provision.

What will happen next?

Our next steps will include:

- review the executive staff structure
- seek feedback from members on proposed changes to the rule book
- seek nominations from members wishing to become a director.

Thank you to Njernda staff

We wish to acknowledge and thank all the Njernda staff for their ongoing hard work in very difficult and trying times. Your hard work and support has helped Njernda continue to provide vital services to clients and the community.

Thank you

Special administrators



Jack James

Paula Smith

jjames@rodgersreidy.com.au
psmith@rodgersreidy.com.au
Rodgers Reidy (08) 9328 6262

More information

The Registrar has a fact sheet, **Special administrations: what members and directors need to know**.

See oric.gov.au/special-admins or free call **1800 622 431**.

BOARD OF DIRECTORS NOMINATION & CONSENT FORM

All parts of this form must be completed. To nominate, email your completed form to Jack James at jjames@rodgersreidy.com.au—by 8 June 2022.



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PART A—PERSONAL DETAILS

I, _____ *(full name of person)*

of _____ *(residential address—
not a postal address)*

phone _____ email _____

date of birth _____ place of birth _____

nominate myself and if I am chosen, I consent to become a director of the corporation.

PART B—RELEVANT EXPERIENCE AND/OR QUALIFICATIONS

To know our living culture



NOTICE OF ANNUAL GENERAL MEETING

Njernda Aboriginal Corporation

ICN 1274—under special administration

Members are invited to the annual general meeting for 2020–21.

DAY	TIME	PLACE
Wednesday 15 June 2022	5.00 pm	Echuca Moana Uniting Church hall 115–117 Hare St Echuca VIC 3564

When you arrive, **please check the register of members**—and if need be, update your details.

Agenda

- 1 Report by **special administrators**
- 2 Report by the **CEO**
- 3 Proposed new **governance structure** and **rule book**
- 4 Presentation of audited **financial statements** for the year ended 30 June 2021
- 5 Appointment and remuneration of **auditor**
- 6 **Questions**

From ORIC, Gerrit Wanganeen (deputy registrar) will attend and be available to answer any questions. No media will be allowed to attend.

Light refreshments will be served.

Special administrators



Jack James



Paula Smith

jjames@rodgersreidy.com.au
psmith@rodgersreidy.com.au

Rodgers Reidy (08) 9328 6262

More information

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To know our living culture

AREA	PROPOSAL	RULE
OBJECTIVES		
Objectives	<p>The corporation will pursue charitable purposes only and use its income promoting such charitable purposes in accordance with the following:</p> <ul style="list-style-type: none"> • establish, maintain and expand medical, health, family and community services • develop and implement policies and programs which improve health, physical, economic, spiritual and emotional wellbeing for Aboriginal peoples residing in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura; • establish, maintain and expand centres from which to deliver services to deliver health, family and community programs and contribute to social and recreational activities for Aboriginal peoples residing in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura • empower and inspire innovation so that Aboriginal people may achieve pathways out of poverty • receive funds, donations and titles to properties • develop, establish and strengthen collaborative relationships or partnerships with: <ul style="list-style-type: none"> • other Aboriginal organisations • local, state and commonwealth governments • specialist health providers • education providers, or • other providers that work to benefit Aboriginal people • encourage the employment of Aboriginal peoples within the corporation and other organisations • provide affordable and appropriate rental housing to Aboriginal peoples on low incomes and manage and maintain existing housing to meet the social, cultural and economic aspirations of communities serviced by the corporation; • promote Aboriginal culture • promote any other purpose beneficial to the community through the provision of any service or program as may be determined by the board of directors from time to time • operate a public benevolent, charitable organisation that is not-for-profit and where all funds and revenue are directed toward achieving the objectives of the corporation (whereby no part of the property or income may be paid or otherwise distributed by any means, directly or indirectly to the members of the corporation, except in good faith in the promotion of the objectives of the corporation) 	2
MEMBERSHIP		
Categories of membership	<p>There will be 2 categories of members:</p> <ul style="list-style-type: none"> • full member • associate member 	3.1

AREA	PROPOSAL	RULE
MEMBERSHIP (continued)		
Full members— who is eligible	<p>To be eligible to be a full member, a person must:</p> <ul style="list-style-type: none"> • be at least 18 years old • be an Aboriginal and/or Torres Strait Islander person • be a permanent resident of the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura • agree to abide by the Rule Book, the Act and the Code of Conduct • agree to act in the best interests of the corporation • not be a body corporate, company or any entity other than a person • state his or her reasons for wishing to become a member • complete and submit the Application for Membership form 	3.2.1
Associate members— who is eligible	<p>To be eligible to be an associate member, a person must:</p> <ul style="list-style-type: none"> • be at least 18 years old • be an Aboriginal and/or Torres Strait Islander person • have family (who is a full member of the corporation) that reside in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura • agree to abide by the rule book, the Act and the Code of Conduct • agree to act in the best interests of the corporation • not be a body corporate, company or any entity other than a person • state his or her reasons for wishing to become a member • complete and submit the Application for Membership form 	3.2.2
Deciding membership applications	<p>The directors will consider membership applications.</p> <p>The directors must not accept a membership application if it results in there being more associate members than full members.</p>	3.4
Rights of full members	<p>A full member can:</p> <ul style="list-style-type: none"> • attend, speak and vote at general meetings • be made a member director (if the member is eligible to be a director) • put forward resolutions at general meetings • ask the directors to call a general meeting • look at the members' register (free of charge) • look at the minutes of general meetings and AGMs (free of charge) • look at the rule book or get a copy (free of charge) • raise a dispute and have a dispute dealt with • look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it 	3.6.1
Rights of associate members	<p>An associate member can:</p> <ul style="list-style-type: none"> • attend and speak at general meetings • look at the members' register (free of charge) • look at the minutes of general meetings and AGMs (free of charge) • look at the rule book or get a copy (free of charge) <p>An associate member cannot:</p> <ul style="list-style-type: none"> • be appointed as a director • vote at general meetings • put forward resolutions at general meetings • ask the directors to call a general meeting • raise a dispute and have a dispute dealt with using rule 12 • look at the books of the corporation 	3.6.2

AREA	PROPOSAL	RULE
ANNUAL GENERAL MEETINGS & GENERAL MEETINGS		
Meetings at members' request	The number of full members required to ask the directors to call a general meeting is 10% of the full members.	4.3
Members' resolutions	The number of full members required to propose a resolution by giving notice of it to the corporation is 10% of the full members.	4.6
Quorum	The number of members required to make a quorum is the lesser of: <ul style="list-style-type: none"> • 10% of the membership or • 20 members 	4.7
NEWSLETTERS & INFORMATION MEETINGS		
Information meetings and newsletters	<p>To ensure access to regular and timely information on the operations of the corporation, the chief executive officer (CEO) will conduct information meetings for members, stakeholders and other interested parties.</p> <p>Information meetings are to be held at least once every 3 months.</p> <p>Information meetings are informal. No resolutions can be proposed or passed; and no fees or reimbursements are paid to members who attend.</p> <p>At least 14 days' notice must be given for an information meeting. They must be given to each member individually by:</p> <ul style="list-style-type: none"> • post to their address (as recorded in the register of members) • email (if an email address has been recorded for the member) • SMS (if a mobile phone number is recorded) <p>In addition, the corporation will share the notice on its website and social media channels.</p> <p>The corporation will also issue a newsletter to members at least once every 3 months. This can be done by sending by:</p> <ul style="list-style-type: none"> • post to their address (as recorded in the register of members) • email (if an email address is recorded) and • SMS link to the newsletter on the corporation's website (if a mobile phone number is recorded). <p>In addition, the corporation will share the newsletter on its website and social media channels.</p>	5
BOARD of DIRECTORS		
Board composition	The board will have: <ul style="list-style-type: none"> • up to 5 full member directors—from 5 different families • up to 2 independent directors 	6.3
Each board member to be from a different family	<p>To avoid any actual or perceived conflict of interest and to ensure that the board's composition is fair, balanced and representative, no 2 board members may be from the same immediate family.</p> <p>(For the purposes of the rule book, 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.)</p>	6.3

AREA	PROPOSAL	RULE
BOARD of DIRECTORS (continued)		
<p>Member directors—who is eligible</p>	<p>Member directors must:</p> <ul style="list-style-type: none"> • be a full member of the corporation • not be an employee or have been an employee within 12 months immediately prior to appointment • have consented in writing to be appointed as a director of the corporation. • have demonstrated knowledge and experience in the areas of finance, governance, law and/or another area that is relevant to the objectives of the corporation • have a director identification number • within 2 months of appointment obtain a Working With Children Check—and if a Working With Children Check is not provided, their appointment terminates immediately • have no pending or recorded charges or conviction for any serious offence within the last 10 years or during the term of appointment – the member must, within two months of appointment, obtain a National Police Certificate - and the directors appointment will terminate immediately if: <ul style="list-style-type: none"> • a certificate is not provided within two months of appointment; • the certificate records a serious offence within the last 10 years; • it records pending charges for a serious offence; or • during the term of appointment the director is charged with a serious offence • within one month of appointment, sign a Confidentiality Deed—and if a signed deed is not provided their appointment terminates immediately • within one month of appointment, sign the corporations Code of Conduct—and if a signed Code of Conduct is not provided their appointment terminates immediately. • have completed suitable governance training either prior to their term within 6 months of their appointment. <p>A person is ineligible to become a director if they:</p> <ul style="list-style-type: none"> • have been disqualified from managing corporations • has been convicted of a serious offence in the last 10 years • are an employee or have been within the 12 months before their appointment. 	<p>6.4</p>
<p>Election of member directors</p>	<p>No later than 15 September in each year, the CEO will notify members of the member director positions that will be vacant at the upcoming AGM and provide a copy of the form for members to nominate and consent to become a director.</p> <p>Notice is to be given by:</p> <ul style="list-style-type: none"> • post to their address (as recorded in the register of members) • email (if an email address has been recorded for the member) • SMS (if a mobile phone number is recorded) <p>In addition, the corporation will share the notice:</p> <ul style="list-style-type: none"> • through its social media channels; and • on its website <p>Any member wishing to nominate for election as a member director at the AGM must complete the form to nominate as and consent to become a director and pass it to the corporation together with a resume no later than 15 October.</p> <p>Notice of each AGM will include a copy of all nominations (and their resumes) for directorship.</p>	<p>6.6</p>

AREA	PROPOSAL	RULE
BOARD of DIRECTORS (continued)		
Election of member directors (continued)	<p>A member who nominates for election as a member director must attend the AGM in person. If they do not, their nomination will be treated as withdrawn. The procedure for voting will be:</p> <ul style="list-style-type: none"> • The chairperson will announce each eligible nominee in alphabetical order and each nominee will be given the opportunity to address the meeting. • Each member has one vote. • For each nominee, the chairperson will ask for members to raise their hands if they wish to vote for that nominee. • The secretary will count the show of hands and declare the number of votes for each nominee. Those receiving the greatest number of votes will be appointed subject to the requirements that: <ul style="list-style-type: none"> • Only one person from an immediate family may be appointed. • The maximum number of member directors is 5—excluding independent specialist directors. • A poll can be demanded in accordance with rule 4.11. 	6.6
Independent directors—who is eligible	<p>The directors may appoint up to 2 independent specialist directors for a term of up to 2 years.</p> <p>To be eligible for an independent specialist directorship, a person must:</p> <ul style="list-style-type: none"> • not be a member of the corporation or have any financial or familial interests in it • be at least 25 years of age • be an Australian resident • be independent and have demonstrated knowledge and experience in the areas of finance, governance, law and/or another area that is relevant to the objectives of the corporation • have a director identification number • within 2 months of appointment obtain a Working With Children Check—and if a Working With Children check is not provided, their appointment terminates immediately • have no pending or recorded charges or conviction for any serious offence within the last 10 years or during the term of appointment—the member must, within 2 months of appointment, obtain a National Police Certificate—and the director’s appointment will terminate immediately if: <ul style="list-style-type: none"> • a certificate is not provided within two months of appointment • the certificate records a serious offence within the last 10 years • it records pending charges for a serious offence, or • during the term of appointment the director is charged with a serious offence • within one month of appointment, sign a Confidentiality Deed—and if a signed deed is not provided their appointment terminates immediately • within one month of appointment, sign the corporation’s Code of Conduct—and if a signed Code of Conduct is not provided their appointment terminates immediately. • have completed suitable governance training either prior to their term within 6 months following their appointment, and • have demonstrated understanding of Aboriginal culture or completed a cultural awareness training (as endorsed by the corporation) within 6 months of their appointment. 	6.7

AREA	PROPOSAL	RULE
BOARD of DIRECTORS (continued)		
How to appoint an independent director	<p>Appointments of Independent specialist directors must be merit-based and guided by a suitably qualified and experienced party. For example, the board could use ORIC recruitment assistance—see oric.gov.au/ora.</p> <p>Member directors will devise a set of criteria by which they will assess the merit of each candidate. Anyone deemed ineligible according to rule 6.7 will be excluded.</p> <p>Prospective candidates will provide evidence of their qualifications, experience and suitability, name at least 2 people willing to provide a reference and be willing to be interviewed by the board.</p> <p>Member directors will consider all available information about each candidate and assess them in accordance with the selection criteria.</p>	6.8
Term of appointment of member directors	<p>Member directors are appointed at the AGM on rotation for a term of 2 years.</p> <p>Member directors who are eligible under rule 6.4 are eligible to be re-elected.</p> <p>To implement the rotational system:</p> <ul style="list-style-type: none"> • member directors appointed during the special administration that began on 15 November 2021 will be appointed until the 2025 AGM—however 2 of them will stand down (with the option to nominate for re-election) at the 2024 AGM • before the 2024 AGM the board will decide by resolution which 2 member directors will stand down; they will be eligible to be re-elected • the remaining member directors' appointments will expire at the 2025 AGM • from 2024 onwards, the term of every member director will be 2 years • the AGM minutes must record the term of each director appointed. <p>In accordance with section 246-25(4) of the CATSI Act, if at any time there are no member directors holding office, the most recent former member directors will continue to hold office until the members appoint new member directors or reappoint the existing member directors by resolution at a general meeting.</p>	6.9.1
Term of appointment of independent directors	<p>Independent specialist directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed 2 years, but an eligible independent director can be reappointed.</p>	6.9.2
CEO reports to the board	<p>The CEO must provide financial and operational reports to each director at least a week before each directors meeting.</p>	6.14.3
Payments to directors	<p>The directors may be paid fees to attend directors' meetings and other meetings for the corporation's business.</p> <p>Proposed fees (as per the remuneration policy):</p> <ul style="list-style-type: none"> • chairperson \$10,000 per annum (must be a member director) • deputy chairperson: \$7,500 per annum (must be a member director) • other directors: \$6,000 per annum <p>plus reasonable travel, accommodation (if any).</p>	6.17
Quorum for directors' meetings	<p>The quorum for directors meetings is a majority of member directors.</p>	6.21

AREA	PROPOSAL	RULE
BOARD of DIRECTORS (continued)		
Chairing directors' meetings	<p>The board must elect a member director to be chairperson. The board must determine the period for which that director is to be chairperson.</p> <p>The board must a member director to be deputy chairperson. The board must determine the period for which that director is to be deputy chairperson.</p> <p>Directors' meetings are chaired by the chairperson. If the chairperson is absent or unwilling or unable to act, the meeting shall be chaired by the deputy chairperson.</p> <p>If both the chairperson and the deputy chairperson are absent or unwilling or unable to act, the directors present shall appoint a member director to chair the meeting.</p>	6.22
Alternate directors	A director cannot appoint an alternate director.	6.26
Annual reporting	<p>Each year, the corporation must disclose in its directors' report the:</p> <ul style="list-style-type: none"> • number of board meetings held • number of board meetings attended by each director who held office during the year • remuneration and allowances paid to each director who held office during the year. 	10

Special administrators



Jack James



Paula Smith

More information

The Registrar has a fact sheet, Special administrators: what members and directors need to know.

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