



Waanyi Native Title Aboriginal Corporation RNTBC (ICN 7448) ("Waanyi PBC")

NOTICE OF ANNUAL GENERAL MEETING

All Members of Waanyi PBC are advised that the 2025 Annual General Meeting of Waanyi PBC will take place as follows:

Date:	Wednesday 26 th November 2025
Sign in:	9:00 am
Start time:	9:30 am
Approximate finish time:	12.30 pm Waanyi Community meeting to follow (see separate notice)
Venue:	The Burke Shire Nijinda Durlga Hall Lot 65 Musgrave Street, Burketown, QLD 4830 This meeting will be held <i>in person only</i> , with travel assistance provided from Mt Isa, Gregory, and Doomadgee.

INTRODUCTORY INFORMATION

This notice contains important information about the meeting. It sets out the business of the meeting and the decisions that Waanyi PBC Members will be asked to make at the meeting. Members should read all of this notice.

Who is the meeting for?

This is a meeting for all members of the Waanyi PBC.

What is the meeting about?

This meeting is the Annual General Meeting (**AGM**) for the Waanyi PBC.

1. Standard business

At this meeting, Members will:

- be given reports on the audited financial position of the Waanyi PBC for the year ended 30 June 2025
- have an opportunity to ask questions about the management of the Waanyi PBC
- be asked to appoint an auditor to audit the annual financial statements of the Waanyi PBC for the financial year ending 30 June 2026 and consider and approve the fee of the auditor
- have an opportunity to check their details on the Waanyi PBC's Register of Members.

2. Appointment of new directors

There are currently four vacancies on the Waanyi PBC board. In September, Waanyi PBC sent a notification to all members about how to nominate as a director. Waanyi PBC received three compliant nominations. Because there are fewer nominations than vacant positions on the board, there is no need for an election to be held at this AGM. The three nominees will be appointed to the Waanyi PBC board at the AGM. The nominees are:

1. Tyrone Hookey
2. Rachael Jacob; and
3. Jason Davis.

The nomination form, CV and covering letter of each of the above nominees is provided in **Attachment A** to this notice.

3. Special resolutions to amend the rule book

The board of Waanyi PBC has proposed some changes to the Waanyi PBC rule book for consideration by members at this AGM. The proposed special resolutions to be considered at the meeting are set out below. The table in **Attachment B** of this notice provides an explanation of the proposed amendments, the reason for the amendments, and the wording of the proposed resolutions to adopt them. Each resolution will be put to the meeting separately for consideration by members.

3.1. Rule 6.1 – Objects of the corporation

BY SPECIAL RESOLUTION, the Members of Waanyi Native Title Aboriginal Corporation RNTBC ("Waanyi PBC") resolve to delete rule 6.1 of the Waanyi PBC rule book in its entirety and replace it with the following:

"6.1 The principal object of the Corporation is to advance the social, cultural, and economic wellbeing of the Waanyi People of Northwest Queensland by fostering opportunities for health, education, employment, and cultural continuity."

3.2. Rule 30.2(a) - Eligibility of directors as employees

BY SPECIAL RESOLUTION, the Members of Waanyi PBC resolve to amend rule 30.2(a) of the Waanyi PBC rule book by inserting the following words at the end of that rule:

“, except where:

- (i) the Board is satisfied that:
 - (A) the person will be employed exclusively to undertake work which should be performed by a Waanyi person with appropriate cultural authority (for example, cultural heritage monitoring) and the person has such cultural authority; and
 - (B) the terms of the engagement are reasonable and available to members for viewing; and
- (ii) the person's employment is recorded in the Corporation's conflict of interest register and disclosed in the Corporation's annual reporting in accordance with any applicable legislative or regulatory requirements."

3.3. Rule 30.4 – Directors to have blue card

BY SPECIAL RESOLUTION, the Members of Waanyi PBC resolve to amend rule 30.4 of the Waanyi PBC rule book by inserting the following new sub-clause after rule 30.4(b):

"(c) Have a current Blue Card (Working with Children) or exemption card in accordance with Queensland legislation or demonstrate that they have applied for one with their nomination form. Director appointments cannot be made without a Blue Card (Working with Children) issued under Queensland law or evidence that an application has been made."

3.4. Rule 56.2 - Meeting locations

By SPECIAL RESOLUTION, the Members of Waanyi PBC resolve to amend Rule 56.2 of the Waanyi PBC rule book by inserting the following new sub-clause after the rule 56.2(c):

"(d) in Mt Isa."

3.5. Rule 59 - Chairing of Meetings

By SPECIAL RESOLUTION, the Members of Waanyi PBC resolve to amend Rule 59 of the Waanyi PBC rule book by deleting it in its entirety and replacing it with the following:

"59.1 The Directors may elect a Director to chair General Meetings."

59.2 If:

(a) a chair has not yet been elected by the Directors;

(b) a previously elected chair is not available, or does not want to chair the meeting;

or

(c) the Directors otherwise decide that someone other than the previously elected chair should chair the meeting,

then the Directors may appoint a Member, or an independent facilitator who is not a Member or Director of the Corporation, to chair the meeting (or part of it)."

4. Other business

Waanyi PBC has been presented with a notice of dispute under rule 98 of the Waanyi PBC rule book. The dispute notice requests Waanyi PBC to comply with a request that was set out in a petition presented to Waanyi PBC in September 2025. The request was for Waanyi PBC to hold a meeting to consider a resolution to stand down all Waanyi PBC directors and cease Waanyi PBC operations. Waanyi PBC did not accept the request as validly made. The dispute must be referred to the Waanyi PBC's members for decision. Waanyi PBC proposes to discuss this notice of dispute at this AGM. A copy of the dispute notice can be provided on request.

There will also be an opportunity for Members to raise other matters for discussion.

Members may appoint a proxy

Members also have the right (under Rule 63 of the Waanyi PBC Rule Book) to appoint another member as the member's proxy to attend the AGM in their place. A member can only be a proxy for one other member at a time.

A proxy may be appointed by a member giving a notice to the Waanyi PBC in the form of the **Form 3** attached to this notice in **Attachment C**, or which contains:

- (a) the name and address of that member;
- (b) the name of the Corporation;
- (c) the name of the proxy; and
- (d) the meetings at which the proxy may be used.

Proxies can be returned to the Waanyi PBC by post or email to the following:

Post: Waanyi PBC
Level 1 7/345 Sheridan St, Cairns North QLD 4870 or
PO Box 735, North Cairns QLD 4012

Email: admin@waanyipbc.org

Proxies must be provided to the Waanyi PBC at least 48 hours before the commencement of the meeting (before 9.30 am on Monday, 24 November 2025).

Registration and assistance

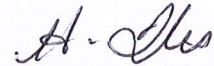
The Waanyi PBC is arranging bus transport from Mt Isa, Doomadgee to Burketown (and return) for people who register with the Waanyi PBC no later than **Wednesday, 12 November 2025.**

No accommodation assistance will be provided.

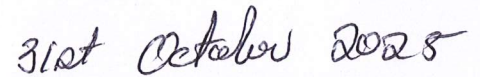
To register please contact Johnno at admin@waanyipbc.org or call 0418 415 658.

Further information

Further information about the meeting and the matters to be discussed at it, and copies of the Waanyi PBC's audited financial statements, may be obtained by emailing admin@waanyipbc.org or calling 0418 415 658.



Hayley Iles
Waanyi PBC Chairperson



Date

ATTACHMENT A

**Director nomination forms, CVs and covering letters from
Tyrone Hookey, Rachael Jacob, and Jason Davis**

ATTACHMENT B

TABLE: Proposed amendments to Waanyi PBC rule book

Proposed amendment	Reason	Proposed resolution
1 Rule 6.1 – Objects of the corporation 	This amendment modernises Waanyi PBC's principal object by moving to strength-based language that highlights self-determination and positive development for the Waanyi People.	BY SPECIAL RESOLUTION, the Members of Waanyi Native Title Aboriginal Corporation RNTBC ("Waanyi PBC") resolve to delete rule 6.1 of the Waanyi PBC rule book in its entirety and replace it with the following: <u>"6.1 The principal object of the Corporation is to advance the social, cultural, and economic wellbeing of the Waanyi People of Northwest Queensland by fostering opportunities for health, education, employment, and cultural continuity."</u>
2 Rule 30.2(a) - Eligibility of directors as employees The Waanyi PBC is proposing to amend rule 30.2(a) of the rule book to say that a director cannot be an employee of Waanyi PBC, except in cases where they are employed in their capacity as a Waanyi person doing cultural activities, such as cultural heritage monitoring.	This amendment clarifies that directors cannot hold ongoing employee roles but may be employed for specific cultural or advisory services, subject to transparency, conflict-of-interest controls, and ORIC reporting standards.	BY SPECIAL RESOLUTION, the Members of Waanyi PBC resolve to amend rule 30.2(a) of the Waanyi PBC rule book by inserting the following words at the end of that rule: <u>"except where:</u> (i) <u>the Board is satisfied that:</u> (A) <u>the person will be employed exclusively to undertake work which should be performed by a Waanyi person with appropriate cultural authority (for example, cultural heritage monitoring) and the person has such cultural authority; and</u> (B) <u>the terms of the engagement are reasonable and available to members for viewing; and</u>

			(ii) <u>the person's employment is recorded in the Corporation conflict of interest register and disclosed in the Corporation's annual reporting in accordance with any applicable legislative or regulatory requirements."</u>
3	Rule 30.4 – Directors to have blue card	This requirement reinforces the Corporation's duty to maintain safe and culturally appropriate environments for children and young people and ensures directors meet Queensland Blue Card standards, protecting both the organisation and its members.	BY SPECIAL RESOLUTION, the Members of Waanyi PBC resolve amend rule 30.4 of the Waanyi PBC rule book by inserting the following new sub-clause after rule 30.4(b): <u>"(c) Have a current Blue Card (Working with Children) or exemption card in accordance with Queensland legislation or demonstrate that they have applied for one with their nomination form. Director appointments cannot be made without a Blue Card (Working with Children) issued under Queensland law or evidence that an application has been made."</u>
4	Rule 56.2 - Meeting locations The Waanyi PBC is proposing to amend the rule book to allow members meetings to be held in Mt Isa.	This amendment recognises that many Waanyi members reside in Mt Isa and that it offers improved accessibility, accommodation, and facilities for General Meetings.	By SPECIAL RESOLUTION, the Members of Waanyi PBC resolve amend Rule 56.2 of the Waanyi PBC rule book by inserting the following new sub-clause after the rule 56.2(c): <u>"(d) in Mt Isa."</u>
5	Rule 59 - Chairing of Meetings The Waanyi PBC is proposing to allow independent persons to chair members meetings.	This ensures independent and impartial chairing of meetings where sensitive or conflicted matters arise, strengthening transparency, fairness, and governance integrity.	By SPECIAL RESOLUTION, the Members of Waanyi PBC resolve amend Rule 59 of the Waanyi PBC rule book by deleting it in its entirety and replacing it with the following: <u>"59.1 The Directors may elect a Director to chair General Meetings."</u> <u>59.2 If:</u>

			(a) <u>a chair has not yet been elected by the Directors;</u> (b) <u>a previously elected chair is not available, or does not want to chair the meeting; or</u> (c) <u>the Directors otherwise decide that someone other than the previously elected chair should chair the meeting.</u> <u>then the Directors may appoint a Member, or an independent facilitator who is not a Member or Director of the Corporation, to chair the meeting (or part of it)."</u>
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ATTACHMENT C

Form 3 – Appointment of a proxy for a general meeting

NOTE:

1. Only a person who is a Member of the Waanyi Native Title Aboriginal Corporation RNTBC can be appointed as a proxy.
2. Proxy forms have to be given to Waanyi Native Title Aboriginal Corporation RNTBC no later than 48 hours before the AGM is scheduled to start.

I,

.....
(Full name)

of.....

(Address)

being a Member of the Waanyi Native Title Aboriginal Corporation RNTBC hereby appoint

.....
(Full name of proxy)

of.....

(Address of proxy)

who is also a Member of the Waanyi Native Title Aboriginal Corporation RNTBC, as my proxy to vote for me on my behalf at the AGM of the Waanyi Native Title Aboriginal Corporation RNTBC to be held on 26 November 2025 and at any adjournment of that meeting.

.....
Signature of Member appointing the proxy

Date.....

ATTACHMENT D

Proposed Agenda for AGM

Item	Business of the AGM 2024-25 (Agenda)
1.	Opening 1.1. Welcome by the chairperson 1.2. One minute of silence 1.3. Attendance and apologies 1.4. Confirmation of a quorum 1.5. Announcement of proxy votes received
2.	Waanyi PBC Financial Statements 2.1. DFK Hirn Newwey accountants will present the financial statements to members. 2.2. Members will have an opportunity to ask questions about the financial statements.
3.	Appointment of auditor Members will be asked to appoint an auditor to audit the annual financial statements of the Waanyi PBC for the financial year ending 30 June 2026 and consider and approve the fee of the auditor.
4.	Waanyi PBC register of members 4.1. Review Waanyi PBC register of members
5.	Waanyi PBC update 5.1. Projects and Programs 5.2. Questions about the corporation
6.	Appointment of new directors Appointment of Tyrone Hookey, Rachael Jacob, & Jason Davis
7.	Special resolution to amend the rule book
8.	Other business 8.1. Dispute notice 8.2. Any other business
9.	Meeting Close

9.1. Close approx. 12:30pm

