



Notice of Annual General Meeting

The General Gumala Foundation

Gumala Investments Pty Ltd (ACN 077 593 581) (**Trustee**), in its capacity as trustee for The General Gumala Foundation (ABN 50 336 714 927) (**Foundation**), hereby gives notice that an Annual General Meeting of the Beneficiaries of the Foundation will be held at **2:30 pm on Friday, 11 October 2024 at Wanangkura Stadium, Hamilton Road, South Hedland WA (AGM)**.

Agenda

The agenda for the AGM is as follows:

1. Opening of AGM.
2. Minute's silence.
3. Appointment of the Meeting Chair.
4. Noting of apologies.
5. Adoption of minutes of previous general meeting.
6. Chairs Report
7. Amendments to Trust Deed and Articles of Association – see Resolutions in the Explanatory Statement.
8. Consideration of the financial reports for the financial year ended 30 June 2024.
9. Questions on Auditor's report.
10. Announcement of Voting Results.
11. Other business.
12. Close of AGM.

Explanatory Statement

Please refer to the Explanatory Statement which accompanies this Notice for further information on the items of business to be considered at the AGM.

Joint Consultation Meeting

A joint consultation meeting between the Beneficiaries of the Foundation and the Members of the Gumala Aboriginal Corporation (ICN 2744) (**GAC**) will be held before the AGM, at 9:00 am.

Payments

A \$500 sitting fee will be payable to Beneficiaries for the consultation session and will be processed following registration on the day. In addition, reasonable travel costs will also be reimbursed to Beneficiaries who attend the AGM.

Due to the risk associated with carrying large amounts of cash, payments will not be paid on the day of the AGM. Accordingly, payments will be made directly into Beneficiaries' bank accounts within 7 working days of the AGM.

Please refer to the AGM Cover Letter or contact GAC for further information about sitting fee payments and travel cost reimbursements.

By order of the Trustee's board of directors:

A handwritten signature in black ink, appearing to read 'Yale Bolto', written in a cursive style.

Yale Bolto
Chairman

13 September 2024

Meeting and Voting Information

Participation and registration	<p>Beneficiaries may attend the AGM in person or appoint a proxy to participate on their behalf.</p> <p>Beneficiaries who wish to vote must register to vote at the AGM. Registration will open at 8:00 am and will close at 11:00 am on the day of the AGM.</p>
View AGM online	<p>Beneficiaries may also watch the AGM and ask questions through an online platform.</p> <p>The online platform will not have online voting facilities, so Beneficiaries who do not attend in person but wish to vote at the AGM will need to lodge the Proxy Form for their vote to be counted.</p> <p>Further instructions on how to log on to the online platform are available in the mail out pack which accompanies this Notice.</p>
Appointment of proxies	<p>The Proxy Form can be obtained online from the Trustee's website, https://www.gumalatrust.com/.</p> <p>A Beneficiary entitled to attend and vote at the AGM may appoint a proxy to attend and vote in their place. A proxy may be any adult (18 years and above), and does not need to be a Beneficiary.</p>
Lodgement of Proxy Forms	<p>Proxy Forms must be lodged with the Trustee online through the portal on the Trustee's website, https://www.gumalatrust.com/.</p> <p>To allow for processing before the AGM, the Trustee requests all Proxy Forms (together with any power of attorney or other authority under which it is signed, if applicable) be returned by <u>11:59pm 9 October 2024</u>.</p>
Voting procedure	<p>Voting on each Resolution at the AGM will be conducted by way of electronic poll. Further details on how to vote using the electronic poll will be provided to Beneficiaries at the AGM.</p>
Questions by Beneficiaries	<p>The Meeting Chair will allow a reasonable opportunity at the AGM for Beneficiaries to ask questions or make comments throughout the AGM.</p> <p>The Meeting Chair will also allow a reasonable opportunity for Beneficiaries to put questions to the representative of the Foundation's auditor, Hall Chadwick.</p>

Explanatory Statement

1. Introduction

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting which it accompanies. It is intended to provide Beneficiaries with information known to the Trustee which may be material to the Beneficiaries when deciding how to vote on the Resolutions in the Notice.

Capitalised terms used in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

2. Proposed Changes to the Foundation's Trust Deed

The Trustee (in consultation with GAC) has identified certain provisions in the Foundation's Trust Deed which it considers should be updated. The provisions are largely administrative/procedural in nature. The table below summarises the proposed changes.

Subject	Current position	Proposed Change	Clause(s)
Gender-inclusive language	The Trust Deed refers to "Chairman", "he", "his" and "him".	Change to language to be gender-inclusive (e.g. "Chairperson", "he, she or they").	Various
Selection of chairperson	The chair of the Trustee's board of directors must be elected from one of the independent directors.	Beneficiaries will have the option to change this process so that the chairperson is to be elected either: <ul style="list-style-type: none">from the Traditional Owner directors; orfrom all directors.	28.1(2)(b)(ii)
Appointing Committee nominations	Certain members of the Appointing Committee are to be appointed by organisations which no longer make such nominations (e.g. the Law Society of Western Australia).	Replace nominating organisations with nominations by GAC of independent persons.	1, 27.9
Virtual meeting technology	General meetings are to be held as physical meeting (i.e. where Beneficiaries attend in person or by proxy).	Permit general meetings to be held using virtual meeting technology (e.g. online meeting platforms).	1, 27.9
Appointment of proxies	The process for Beneficiaries to appoint proxies for general meetings is different to the procedure for GAC members.	Make the process for appointing proxies substantially the same as the process adopted by GAC.	16.12, 16.14
Annual general meeting	Annual general meetings of the Trustee must be held between 1 August and 31 December	Permit the Trustee to extend the deadline for holding annual	1, 16.1

deadline extension	each year (except in the case of emergencies).	general meetings by up to 6 months, with GAC's consent.	
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Full details of the proposed amendments are set out in Sections 5 to **Error! Reference source not found.** of the Explanatory Statement. The amendments have been jointly approved by the boards of both the Trustee and GAC.

3. Corresponding Changes to the Trustee's Articles of Association

Some of the proposed amendments to the Trust Deed are also relevant to the Trustee's Memorandum & Articles of Association (**Articles of Association**).

Therefore, it is proposed that corresponding amendments be made to the Articles of Association to ensure consistency between these governing documents.

Under the Corporations Act and the Articles of Association, the Articles of Association may be amended if:

- the amendment is approved by special resolution of the Trustee's shareholder (being GAC);
- GAC (as manager) provides its prior written consent to the amendments;
- the Beneficiaries approve the amendments by special resolution passed in accordance with the Trust Deed; and
- the amendments do not cause the Trustee to be ineligible to act as trustee of the Foundation.

4. Procedure to Amend Governing Documents

4.1 Amendment of Trust Deed

The Foundation's Trust Deed sets out the process by which it may be amended.

An amendment to the Trust Deed must be consistent with the objects of the Foundation (set out in the Trust Deed) and must not be likely to adversely affect the tax exempt status of the Foundation.

An amendment to the Trust Deed also requires the consent of both the Trustee and GAC (as the manager), which they must not provide unless the amendment:

- is within the objects of the Foundation;
- will assist in the provision of long-term benefits in a tangible manner to the Traditional Owners; and
- incorporates sufficient controls and safeguards to adequately protect the Beneficiaries.

Finally, the amendment must be approved by special resolution at a general meeting of the Beneficiaries.

4.2 Special resolutions under the Trust Deed

Under the Trust Deed, a special resolution of the Beneficiaries will pass if, in summary:

- the chair of the meeting determines that there is a consensus or substantial consensus in favour of the proposed special resolution;
- not less than 75% of the Beneficiaries present and voting in person or by proxy vote in favour of the special resolution; or

- it is passed by 75% of each of the Bunjima Beneficiaries, the Niapaili Beneficiaries and the Innawonga Beneficiaries present and voting in person or by proxy.

4.3 **Amendment of Articles of Association**

The process for amending the Trustee’s Articles of Association is set out in the *Corporations Act 2001* (Cth), as well as the Articles of Association themselves.

An amendment to the Articles of Association may only be made if:

- it does not cause the Trustee to be ineligible to act as trustee;
- GAC (as manager) has provided its prior written consent to the amendment, which may be refused at its discretion;
- the amendment has been approved by special resolution of the Beneficiaries under the Trust Deed; and
- the amendment has been approved by special resolution of the Trustee’s shareholders.

The Trustee has only one shareholder, being GAC.

5. **Resolution 1 – Adoption of Gender-Inclusive Language**

5.1 **Background**

The Trust Deed and Articles of Association contain gender-based provisions which are largely male specific (e.g. “chairman”, “he”, “him”, “himself”).

Resolution 1 seeks approval to modernise these governing documents so as to replace the gender-based wording with more appropriate gender-inclusive wording.

5.2 **Wording of Resolution**

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For the purposes of clause 26 of the Trust Deed, Article 49(3) of the Articles of Association, section 136(2) of the *Corporations Act 2001* (Cth), and for all other purposes, the Beneficiaries approve the following amendments to the Trust Deed and the Articles of Association:

(a) All references in the Trust Deed and the Articles of Association to “*chairman*” or “*Chairman*”, in any capacity, will be amended to “*chairperson*” or “*Chairperson*”, as the context requires.

(b) All references in the Trust Deed and the Articles of Association to:

(i) “*he*”, “*him*”, “*his*” or “*himself*”; or

(ii) “*he or she*”, “*him or her*”, “*his or her*” or “*himself or herself*”,

will be amended to “*he, she or they*”, “*him, her or them*”, “*his, her or their*” and “*himself, herself or themselves*”, respectively, as required.

6. Resolutions 2 and 3 – Requirements for Chairperson

6.1 Background

The Trust Deed and the Articles of Association currently require the chairperson of the Trustee's board of directors be elected (by the board) from one of the 3 independent directors.

It is proposed that Beneficiaries be given the opportunity to amend the requirement for the chairperson to be an independent director.

The wording of both Resolutions 2 and 3 assumes Resolution 1 is approved by Beneficiaries. If Resolution 1 is not approved, the language will be adjusted accordingly.

6.2 Resolution 2 – chairperson elected from Traditional Owner directors only

Resolution 2 seeks approval to change the Trust Deed so that the chairperson must be selected from one of Traditional Owner directors.

Further, the Resolution also seeks to delete caretaker director provisions when the Trustee was first incorporated, as these are no longer relevant.

6.3 Resolution 3 – chairperson elected from all directors

Resolution 3 seeks approval to change the Trust Deed so that the chairperson may be selected from any of the Traditional Owner directors **or** the independent directors.

Further, the Resolution also seeks to delete caretaker director provisions when the Trustee was first incorporated, as these are no longer relevant.

6.4 How to vote

Resolutions 2 and 3 are for alternative proposals which are mutually exclusive. Therefore, only one proposal can be successful.

Those Beneficiaries who are **in favour of Resolution 2** should vote:

- 'FOR' Resolution 2; and
- 'AGAINST' Resolution 3.

Those Beneficiaries who are **in favour of Resolution 3** should vote:

- 'FOR' Resolution 3; and
- 'AGAINST' Resolution 2.

If both Resolutions 2 and 3 are passed, neither Resolution will have any effect.

6.5 Wording of Resolution 2 – chairperson elected from Traditional Owner directors only

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For the purposes of clause 26 of the Trust Deed, Article 49(3) of the Articles of Association, section 136(2) of the *Corporations Act 2001* (Cth), and for all other purposes, the Beneficiaries approve the following, subject to Resolution 3 not being approved:

- (a) the following amendment to clause 28.1(2)(b)(ii) of the Trust Deed (text of amendment in red):
 - (ii) *all decisions of the directors must be made by majority vote at a duly convened meeting. The chairperson will be one of the **independent Traditional Owner** directors and the chairperson will have a second or casting vote in addition to their deliberative vote.*
- (b) deletion of Article 68(6); and
- (c) the following amendment to Article 85 of the of the Articles of Association (text of amendment in red):
 - (1) *The chairperson of the board and of any directors meeting must be one of one of the **independent Traditional Owner** directors, ~~unless the board is the caretaker board referred to in Article 68(6).~~*
 - (2) *The ~~independent~~ directors must elect one of ~~themselves~~ **the Traditional Owner** directors as the chairperson **and may determine the period for which that director is to be chairperson** required under article 85(1).*

6.6 Wording of Resolution 3 – chairperson elected from all directors

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For the purposes of clause 26 of the Trust Deed, Article 49(3) of the Articles of Association, section 136(2) of the *Corporations Act 2001* (Cth), and for all other purposes, the Beneficiaries approve the following, subject to Resolution 2 not being approved:

- (d) the following amendment to clause 28.1(2)(b)(ii) of the Trust Deed (text of amendment in red):
 - (ii) *all decisions of the directors must be made by majority vote at a duly convened meeting. The chairperson will be one of the **independent** directors and the chairperson will have a second or casting vote in addition to their deliberative vote.*
- (e) deletion of Article 68(6); and
- (f) the following amendment to Article 85 of the of the Articles of Association (text of amendment in red):
 - (1) *The chairperson of the board and of any directors meeting must be one of one of the **independent** directors, ~~unless the board is the caretaker board referred to in Article 68(6).~~*
 - (2) *The ~~independent~~ directors must elect one of themselves as the chairperson required under article 85(1), **and may determine the period for which that director is to be chairperson.***

7. Resolution 4 – Definition of “Appointing Committee”

7.1 Background

Resolution 4 seeks approval to amend the definition of “Appointing Committee” in both the Trust Deed and the Articles of Association so as to remove the requirement to seek nominations for members of that committee from organisations which no longer perform that function.

The Appointing Committee is responsible for appointing a replacement trustee of the Foundation in the event a trustee resigns, and for selecting independent directors.

The Trust Deed and the Articles of Association state that the Appointing Committee is to comprise:

- two members nominated by GAC (as the manager);
- one member nominated by the President of the Law Society of Western Australia Inc; and
- one member nominated by the President for the WA Chapter of the Institute of Chartered Accountants.

Neither the Law Society of Western Australia nor the Institute of Chartered Accountants (now named Chartered Accountants Australia & New Zealand) provide nomination services. Therefore, the Appointing Committee cannot be properly established.

The Trustee has been unable to find suitable alternative professional organisations willing to perform the nomination function. Accordingly, the proposed amendments seek to ensure the Appointing Committee can be properly formed in a manner which ensures half of its members are still independent.

7.2 Wording of Resolution

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For the purposes of clause 26 of the Trust Deed, Article 49(3) of the Articles of Association, section 136(2) of the *Corporations Act 2001* (Cth), and for all other purposes, the Beneficiaries approve the following amendments:

- (a) The definition of “Appointing Committee” in clause 1 of the Trust Deed and Article 1(4) of the Articles (text of amendment in red):

“Appointing Committee” means a committee convened from time to time as required under [this Deed/the trust deed of the General Gumala Foundation] comprising:-

- (1) *two independent members nominated by the Manager, neither of whom has:-*
- (a) *family affiliation with any Traditional Owners; or*
 - (b) *any material business affiliation with any Traditional Owners of a nature which would prevent or hinder that person in the impartial and objective discharge of their role on the Appointing Committee; and*
- (2) *two members nominated by the Manager who serve on the board of directors of the Manager-one member nominated by the President for the time being of the Law Society of Western Australia Inc at the request of the Manager;*
- ~~(3) *one member nominated by the President for the time being of the WA Chapter of the Institute of Chartered Accountants;*~~

(b) Deletion of clause 27.9 of the Trust Deed as follows:

~~In the event that at any time any of the offices referred to in sub-paragraphs (2) or (3) of the definition of "Appointing Committee" cease to exist then the Manager acting reasonably will by written declaration specify in replacement of such office such alternative office which as closely as practicable approximates the office which has so ceased to exist.~~

8. Resolution 5 – Virtual Meeting Technology

8.1 Background

Resolution 5 seeks approval to amend the Trust Deed to enable Beneficiaries to attend, vote and otherwise participate in general meetings of the Foundation using videoconferencing or similar virtual meeting technologies.

The COVID-19 pandemic highlighted problems associated with companies and other organisations being required to hold general meetings of their members in person.

To address some of these problems, changes were made to the *Corporations Act 2001* (Cth) and the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) to allow corporations to hold:

- 'virtual meetings', where all members participate via online facilities; or
- 'hybrid meetings', where members could attend and participate in the meeting either in person or using virtual meeting technology (e.g. videoconferencing).

The purpose of these legislative changes was to make it easier for members to participate in general meetings.

However, while the changes apply to general meetings of GAC members (which is subject to the *Corporations (Aboriginal and Torres Strait Islander) Act*), they do not apply to general meetings of the Foundation as it is not a corporation.

The proposed amendments to the Trust Deed are intended to ensure the Trustee can give Beneficiaries the option to participate in general meetings remotely, and that meetings of Beneficiaries of the Foundation and meetings of the Members of GAC are substantially the same.

No corresponding change to the Articles of Association is proposed at this stage. It is not considered necessary given the Trustee has only one shareholder (i.e. GAC).

8.2 Wording of Resolution

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For the purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries approve the following amendments:

(a) Inclusion of a new definition of "Virtual Meeting Technology" in clause 1 of the Trust Deed:

"Virtual Meeting Technology" means any technology that allows a person to participate in a meeting without being physically present at the meeting.

(b) Inclusion of a new clause 16.16 of the Trust Deed:

A general meeting may be held at two or more venues using Virtual Meeting Technology or using Virtual Meeting Technology only.

9. Resolution 6 – Appointment of Proxies

9.1 Background

Resolution 6 seeks approval to amend and streamline the process under the Trust Deed by which Beneficiaries can appoint proxies to attend, vote and participate in general meetings of the Foundation on their behalf.

Beneficiaries will be required to provide a proxy appointment form at least 48 hours before a general meeting. Further, a person may not act as proxy for more than 3 Beneficiaries.

These changes are consistent with the process by which Members of GAC may appoint proxies for GAC general meetings.

No change to the Articles of Association is required, as the Articles of Association do not address the appointment of proxies for general meetings of the Foundation.

9.2 Wording of Resolution

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For the purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries ratify and approve the following amendments:

(a) Amendment to clause 16.12 of the Trust Deed (text of amendment in red):

Subject to clause 16.15, An adult Beneficiary may appoint a proxy to attend a General Meeting on his or her behalf. The instrument appointing a proxy shall be in writing in any usual form prescribed by the Trustee under the hand of the appointer or of its attorney duly authorised in writing.

(b) Amendment to clause 16.14 of the Trust Deed (text of amendment in red):

An instrument appointing a proxy shall not be treated as valid unless the instrument appointing the proxy and the power of attorney or other authority (if any) under which it is signed is deposited at the office of the ~~Manager~~ Trustee or at such other place within the State as is specified for that purpose in the notice convening the meeting (which may be with the chair~~man~~person or secretary of the Meeting at or before the commencement of the Meeting), not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at or before the commencement of the Meeting.

(c) Inclusion of a new clause 16.15 of the Trust Deed:

16.15 A person must not exercise proxies for more than 3 Beneficiaries.

10. Resolution 7 – Extension of Date for Holding Annual General Meetings

10.1 Background

Resolution 7 seeks approval to allow the Trustee to extend the date for holding an annual general meeting of the Foundation by up to 6 months, with GAC's consent (as manager).

The purpose of this amendment is to give some flexibility as to when annual general meetings must be held, while still ensuring that Beneficiaries can meet and ask questions of the Foundation's management.

Importantly, the Trustee must act reasonably if it seeks to make such an extension, and may only do so if GAC provides its consent.

No change to the Articles of Association is required, as the Articles of Association do not address timing for holding annual general meetings of the Foundation.

10.2 Wording of Resolution

To consider, and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

For purposes of clause 26 of the Trust Deed and for all other purposes, the Beneficiaries approve the following amendment to clause 16.1 of the Trust Deed (text of amendment in red):

An annual general meeting of the Beneficiaries shall be held between 1st August and 31st December in each Accounting Period (or, if the Trustee reasonably determines, with the Manager's consent, the next 30th June after the Accounting Period). In the case of an emergency, natural disaster, health epidemic, or other potential risk to the health and safety of persons who may attend an annual general meeting, the Trustee may, acting reasonably, in good faith and in the best interests of the Beneficiaries, hold the annual general meeting after 31st December. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

Glossary of Terms

In this Explanatory Statement, the following terms have the meaning set out below, unless the context otherwise requires:

Annual General Meeting or AGM	means the annual general meeting of Beneficiaries convened by this Notice, including or any adjournment of such meeting.
Articles of Association	means the Memorandum & Articles of Association of Gumala Investments Pty Ltd (ACN 077 593 581) dated 25 February 1997, as amended.
Beneficiaries	has the meaning given to that term in the Trust Deed.
Explanatory Statement	means this explanatory statement to the Notice of Annual General Meeting.
Foundation	means the General Gumala Foundation established by the Trust Deed.
GAC	means Gumala Aboriginal Corporation (ICN 2744), including in its capacity as manager of the Foundation under the Trust Deed.
Glossary	means this glossary of terms.
Meeting Chair	means the chairperson of the AGM.
Member	means a member of GAC.
Notice or Notice of Annual General Meeting	means the notice of the AGM to which this Explanatory Statement is annexed.
Proxy Form	means the proxy form accompanying the Notice.
Resolution	means a resolution specified in the Explanatory Statement.
Traditional Owner	has the meaning given to that term in the Trust Deed.
Trust Deed	means the Consolidated Trust Deed of the General Gumala Foundation between Gumala Aboriginal Corporation (ICN 2744) as manager, Claire Boyd as founder and Gumala Investments Pty Ltd (ACN 077 593 581) as trustee, dated 27 February 1997, as amended.
Trustee	means the trustee of the Foundation, Gumala Investments Pty Ltd (ACN 077 593 581).
WST	means Australian Western Standard Time, being the time in Perth, Western Australia.