

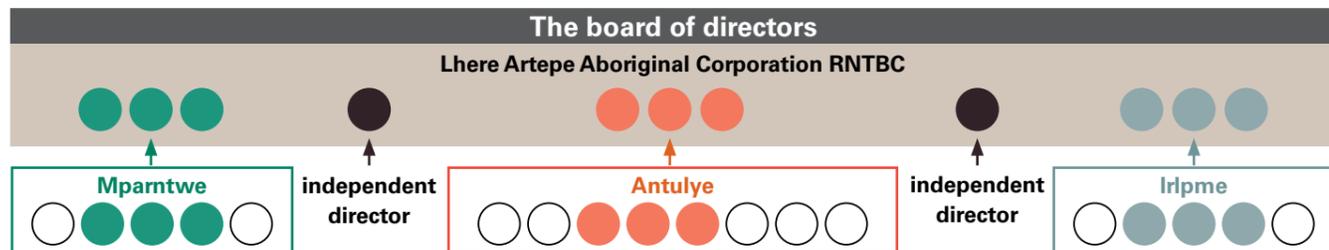
Example of a representational model

Lhere Artepe Aboriginal Corporation RNTBC (ICN 3991) looks after the native title interests of the Arrernte people who belong to the Mparntwe, Antulye and Irlpme estates. The Arrernte people have been the traditional owners of land in and around Alice Springs since the Dreaming. Traditional law and culture have been handed down through the generations.

Although made up of many families the Arrernte are one people, united in law and culture.

Each of the three estates is represented by a corporation—Mparntwe Aboriginal Corporation (ICN 4576), Antulye Aboriginal Corporation (ICN 4575) and Irlpme Aboriginal Corporation (ICN 4573)—with its own board of elected directors.

The board at Lhere Artepe Aboriginal Corporation RNTBC is made up of nine directors nominated by the three estate corporations. Each estate corporation nominates three directors who must be confirmed by a resolution of the members at the AGM. Lhere Artepe also has provision for two independent directors.



Who can't be a director

Generally speaking, a person who has been disqualified from managing a corporation

can't be a director. A disqualified person is someone who has been convicted of a serious criminal offence, such as fraud, or is bankrupt.

As standard practice many corporations insist on background police checks before they confirm the appointment of their directors. This is not a bad idea.

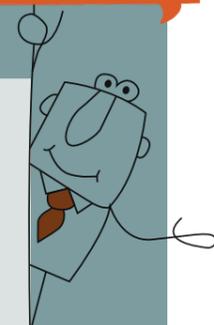
CALLING ALL CORPORATIONS: New service on the ORIC website independent directory matching skilled directors to Aboriginal and Torres Strait Islander corporations

You'll soon be able to find and appoint your own independent directors by looking through the Registrar's **independent directory** at www.oric.gov.au. Just list your corporation's requirements to find your perfect match!

- Independent directors can offer skills in financial management, corporate governance, accounting, law or any field related to your corporation's particular activities.

NOTE: Before anyone can be appointed as an independent director they must first agree to take on the role. Corporations must keep a copy of this signed consent as part of their records. (The same rule applies to member directors.)

**SKILL
meets
NEED**



Independent directors

More and more corporations, especially those that run a range of activities and have a high income and asset base, are appointing one or two independent directors to their boards. Independent directors can bring not only clear-eyed objectivity but also high level experience, knowledge and skills.

- Independent directors can be Indigenous or non-Indigenous.
- The same obligations under the CATSI Act apply to independent directors as to member directors.

Reports overdue?

If your corporation hasn't lodged its 2013–14 reports with the Registrar your corporation is in breach and at risk of prosecution!

Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI)
General report

BREACH

LODGE YOUR 2013–14 REPORTS ONLINE TODAY

Go to www.oric.gov.au and under 'run a corporation' (top menu bar) click on lodging reports.

Need help? Call ORIC on freecall 1800 622 431 (not free from mobiles)

BREACH LIST

Check that your corporation is **not** on the breach list on the ORIC website at www.oric.gov.au.

ACT NOW



Australian Government
Office of the Registrar of Indigenous Corporations

ORIC Oracle

CHOOSING YOUR DIRECTORS

May 2015

The importance of the board

Once appointed the directors have full authority over the corporation and are responsible for how it is governed. In other words, the directors make all the big decisions about how the corporation is run and the direction it takes.

The members usually appoint their directors by voting at the corporation's annual general meeting (AGM)—but there are exceptions so check your rule book.

Some corporations appoint their board of directors for a two-year term, some change their directors every year. There is no hard and fast rule.



Photo: iStock/Getty

Choosing well

Because the people on your board of directors have such a large influence on your corporation's success, it's very important you choose the 'right people'—that is, people you can trust, who have good leadership skills and, above all, have the best interests of the corporation at heart. They must also be prepared to participate in directors' meetings, read and understand financial reports, and ask questions when and where necessary.

And they must communicate!

Directors should report back to the members on a regular basis about what they are trying to achieve for the corporation and to gain approval for certain major decisions.

Consent to be a director

Members who decide to nominate to be a director must first give their agreement in writing to the corporation.

If they are successful and are elected to the board, the corporation must within 28 days of their appointment send the director's (or, if there are more, directors') personal details to the Registrar. A 'Notification of a change to corporation officers' details' form is available on the ORIC website and can be completed online.

Eligibility requirements

Your rule book will state your corporation's requirements but usually a director must be:

- at least 18 year old
- a member of the corporation
- an Aboriginal or Torres Strait Islander person.

The process of selecting and electing

While corporations have different ways of selecting their directors, the most common methods are through an election process (that is, by resolution passed at a general meeting—usually the AGM). For example:

- Nominations open to all members:** Applicants put their names forward and the members decide on them by voting
- Representational model:** Each family group or geographical region is allocated one or more board positions. Each sub-group usually holds its own election to decide who will be the representative on the board.

(continued on back page)

Skills and qualifications

Increasingly corporations are expecting their directors to have management skills and other qualifications. This is not surprising as the role of a corporation director can be demanding (see the

Registrar's fact sheet *Duties of directors and other officers*).



Your corporation can choose to revise its rule book to include particular eligibility requirements. For example, corporations delivering health services may prefer their directors to have some medical qualifications. Corporations involved in a number of complex business ventures may want their directors to have financial skills, and so on.



How many directors?

A corporation that has more than two members must have at least three directors.

No corporation, regardless of size and income, should have more than 12 directors (unless there's an exceptional reason which the Registrar has approved).

The Yiriman project

The Yiriman project is an inter-generational, 'on-country' cultural program, conceived and developed by elders from four Kimberley language groups—Nyikina, Mangala, Karajarri and Walmajarri.

It began because the elders saw that many young people needed to be separated from harmful influences in their lives and helped to reconnect with their culture and identity.

Using the power of culture to heal, the elders take small groups of young people out on to country, travelling by foot, camel or vehicle, to give them the time they need to learn about themselves. The elders teach and speak in language and open the groups to a variety of experiences, such as visiting ancestral sites, story-telling, traditional song and dance, and preparing them for ceremony and law practices. Further, the young people learn traditional crafts and skills, such as tracking, hunting, preparing bush tucker, practising bush medicine, and how to pass on knowledge to the generations that follow.

For more information
www.yiriman.org.au/yiriman-story

Looking to the future: Nyikina elder John Watson (centre) from Nyikina Mangala Aboriginal Corporation (ICN 7003) and Jarlmadangah Burru Aboriginal Corporation (ICN 616) with boys on a Yiriman trip to Yarli Yarri in 2012. The Yiriman project encourages young people to search for cultural knowledge, realise their potential and contribute to their communities. Similar motivations apply to corporation directors.

NOTE: In May 2014, the Nyikina Mangala people celebrated the recognition of their native title claim over 26,000 square kilometres of the west Kimberley, including the lower Fitzroy River. Photo: Scott Herring



GET ON ^{the} BOARD

Becoming a director

Corporations should prepare for when the time comes to elect new directors to their boards. The best idea is to have a succession plan.

The role of a director is a very responsible job and is not suited to everyone—but if you have the capacity and skills put yourself forward.

As a corporation member you can nominate yourself.

If you decide to nominate you must send an agreement (your consent) in writing to the corporation.

Election of the board: New directors are usually appointed by the members through a vote at the AGM—but rules vary so check what your rule book says.

Once new directors are appointed, the corporation must inform the Registrar's office within 28 days.

Note: If a director wants to resign before their term is up they must do so in writing.