



REGISTRAR'S POSITION STATEMENT

Registrar initiated general meetings

The *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) says corporations need to hold an annual general meeting (AGM) within 5 months of the end of their financial year unless an exemption is granted. AGMs are a key transparency mechanism. They allow members to ask questions of the corporation's directors and auditor. Election of directors generally takes place at AGMs too. Appointing directors is a fundamental member right under the CATSI Act.

Corporations are also required to hold a general meeting within 3 months of registering under the CATSI Act. This requirement helps corporations embed accountability and transparency practices, including keeping members informed of the corporation's governance and operations. After this initial general meeting, the CATSI Act says a corporation can hold a general meeting for a proper purpose.

Members can request directors call a general meeting to hear proposed resolutions. Members can also propose resolutions to be heard at a corporation's next general meeting.

The CATSI Act says the Registrar of Aboriginal and Torres Strait Islander Corporations (the Registrar) can call a general meeting or AGM if certain conditions are met.



The Registrar can call a general meeting if the:

- corporation called a general meeting and it was not held within 14 days of the day it was scheduled OR
- minimum number of members wrote to the Registrar and asked them to call a general meeting¹ OR
- corporation has not had a general meeting within 3 months of registering OR
- Registrar believes there is a need to do so.

The Registrar can call an AGM if a corporation that is required to hold one has not.

Principles

1. The Registrar will consider calling a meeting in certain circumstances.
2. Members should not expect the Registrar to call a meeting.
3. The Registrar may call a meeting to provide clarity or assistance to a corporation.

Principle 1: The Registrar will consider calling a meeting in certain circumstances.

1. The Registrar may consider calling a meeting for a corporation if it:
 - a. delivers essential services and/or holds native title rights or interests
 - b. has a large and/or engaged membership base
 - c. holds a significant value of assets
 - d. is experiencing concerning governance and/or financial issues
 - e. is, or is at risk of, experiencing disharmony or instability.
2. The Registrar may consider calling a meeting if they believe it will help resolve governance matters and/or provide transparency to members.

¹ The minimum number of members for a corporation with:

- 2 to 10 members is one member
- 11 to 29 members is 3 members
- 30 or more members is the greater of 5 members or 10% of the corporation.

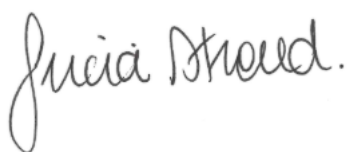
3. The Registrar will consider calling a meeting if they believe there is a need to support the rights of members to discuss, question and resolve matters that they would ordinarily be entitled to.
4. The Registrar will also consider calling a meeting if the directors have demonstrated a deliberate attitude to not calling one. For example, to avoid being removed as directors or to avoid the scrutiny of members.
5. The Registrar is less likely to consider calling a meeting if:
 - a. the corporation has demonstrated goodwill and a commitment to addressing members' concerns
 - b. the corporation appears to be largely inactive, does not deliver essential services and/or does not hold native title rights or interests
 - c. directors or members of the corporation have indicated an unwillingness to appropriately participate in a meeting.

Principle 2: Members should not expect the Registrar to call a general meeting.

1. Members can request the Registrar to call a general meeting but should not automatically expect the Registrar to do so.
2. The Registrar will look at:
 - a. whether the outcomes members expect from the general meeting are those they are entitled to under the CATSI Act. For example, the appointment, performance and removal of Chief Executive Officers (CEO) is a matter for directors. Members cannot seek the removal of a CEO but they can raise concerns about a CEO with directors.
 - b. if members are entitled to the outcomes they are seeking, whether a general meeting is the most appropriate method to address the members' concerns.
3. Calling a meeting can be at significant cost to a corporation. The Registrar will consider the reasons provided by members for the meeting and consider if the expected benefits are likely to outweigh the costs.
4. The Registrar will also consider what action members have taken to resolve any concerns they may have. For example, have members requested the directors call a general meeting or proposed a resolution to be heard at the next general meeting.
5. If the Registrar does not believe members have sufficiently exercised their rights to have their concerns addressed, the Registrar is unlikely to call a general meeting.

Principle 3: The Registrar may call a meeting to provide clarity or assistance to a corporation.

1. A corporation may hold a meeting and there may be questions as to the validity of the meeting and meeting outcomes.
2. The Registrar does not have the power under the CATSI Act to deem a meeting or its outcomes as invalid – only a court can do this.
3. The Registrar may consider calling a meeting to provide clarity regarding outcomes of a meeting.
4. For a corporation that has multiple failed attempts to hold a meeting, the Registrar may also hold a meeting to assist the corporation to achieve its meeting objectives.



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