



WAARDI LIMITED

Notice of Annual General Meeting 2022

This document is important and requires your attention.

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INVITATION FROM THE CHAIRPERSON:

Lindsay Greatorex



24 October 2022

Dear Waardi Member

On behalf of the Waardi Limited Board of Directors, I am pleased to invite you to the 2021/2022 Waardi Annual General Meeting (AGM).

This meeting will be held at **4.30pm on Wednesday, 23 November 2022** at **The Gimme Club, Goolarri Media Enterprises 3 Blackman St, Broome.**

The Agenda items for this AGM are set out in this Notice.

In terms of Governance and Management once again it gives me great pleasure to report that Waardi has again been fully compliant and robust in its financial management, securing another successful audit.

The AGM is an important meeting for Waardi Limited, not only to formalise regulatory requirements such as the audit, but to also allow members the opportunity to see what has been happening and to ask pertinent questions.

There are several standard items, including considering the previous AGM minutes, the Chairperson and General Manager's reports, and Waardi Limited financial statements and reports to 30 June 2021.

The Board considers that all resolutions are in the best interest of members of Waardi Limited as a whole and recommends that you vote in favour of them.

I look forward to seeing you at the AGM and thank you for your continued support of Waardi Limited.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Lindsay Greatorex'. The signature is fluid and cursive.

Lindsay Greatorex
Chairperson
Waardi Limited

AGENDA

Date: Wednesday 23 November 2022

Time: 4.30pm – 6.30pm (Registration starts 3:30pm)

Location: The Gimme Club
(Goolarri Media Enterprises)
3 Blackman Street, Broome

Transport: Please phone the Waardi office if you would like to be picked up from any of the Broome suburbs for the AGM.

WAARDI LIMITED IS NOT ABLE TO ASSIST WITH TRAVEL AND ACCOMMODATION COSTS FOR THE AGM FROM OUTSIDE OF THE BROOME TOWNSHIP.

Remote Access: For Members who not able to attend the AGM in person, there will be a live internet link. If you would like to join online, please send an email to generalmanager@waardiltd.com.au before 16 November 2022 and you will be sent the link to the meeting login.

Running order:

3.30pm Registration opens

4.30pm Annual General Meeting start
Welcome to Members – Chairperson
Consideration of items of business and questions
Close Annual General Meeting

Please join the Chairperson, the Directors and Management of Waardi Ltd for a light meal following the Annual General Meeting.

How to vote and take part

Your vote is important. By voting, you are involved in the future of Waardi Ltd.

Members can vote by:

- voting in person at the meeting; or
- appointing a proxy to attend and vote for you.

Voting in person

You must register to vote at the Annual General Meeting.

Voting by proxy

Appointing a proxy

A member can appoint another Waardi Ltd member to be a proxy. A member can only be asked to vote for one other member – so it is best to contact that member to make sure they will attend the AGM and that they will vote on your behalf.

The proxy form accompanying this Notice of AGM provides further details on appointing proxies and lodging proxy forms.

For Items 5 to 11 only direct your proxy on how to vote if the resolution is about your Family Group.

Lodging proxy forms

To vote by proxy, please complete and sign the enclosed proxy form and:

- a) deliver it to Waardi Office, 11 Coghlan Street, Broome WA 6725 (Office Hours Monday to Friday: 8:00am to 4:30pm);
- b) post it to Waardi Ltd, PO Box 8430, Broome, WA 6725;
- c) fax it to Waardi on facsimile number +61 (08) 9193 6761; or
- d) email it to Waardi at generalmanager@waardilimited.com.au

Proxy forms need to be received at Waardi Office no later than **2.30pm (WST) on Wednesday 23 November 2022**.

Proxy Forms received later than this time will be invalid.

Questions from members

The Chairperson of the AGM will allow reasonable opportunity for members to ask questions or make comments on the management and performance of Waardi Limited.

Hall Chadwick, as the auditor responsible for preparing the auditor's report for the financial year 30 June 2022, will be available to respond to questions at the AGM. The chairperson will also allow reasonable opportunity for the members to ask the auditor questions at the AGM about:

- a) the conduct of the audit;
- b) the preparation and content of the auditor's report;
- c) the accounting policies adopted by Waardi in relation to the preparation of the financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Member resolutions

Members can propose to move a resolution at a general meeting (including an AGM), provided they follow the process set out in the Corporations Act 2001 (Cth) (Corporations Act).

In summary, the process is as follows:

- a) at least 5% of Waardi members must sign a written notice that sets out the wording of the resolution;
- b) The Board must consider the resolution at the next general meeting that occurs **more than 2 months after** the members' notice is served on Waardi Ltd; and
- c) Waardi Ltd must give all its members notice of the proposed member resolution in the notice of general meeting.

ONLY RESOLUTIONS SET OUT IN THIS NOTICE OF AGM CAN BE CONSIDERED AT THIS AGM.

This is so all members have notice of resolutions and information that helps them to decide how to vote at the AGM.

The above only provides a summary of the process relating to member resolutions and statements and does not list all of the steps involved.

Please see sections 249N, 249O and 249P of the Corporations Act for a complete overview.

Member details

Members should check their details in the register of members at the AGM to make sure they are up to date.

Enquiries

Please contact Waardi office by telephone on (08) 9192 2713 if you have any queries in relation to this notice of AGM or the explanatory memorandum.

Notice of Annual General Meeting

Notice is given that the 2022 Annual General Meeting of members of Waardi Limited will be held at The Gimme Club (Goolarri Media Enterprises), 3 Blackman Street, Broome Western Australia on Wednesday, 23 November 2022 for the purpose of carrying out the following business.

The Notice of AGM sets out the formal business that must be undertaken at the AGM.

Items of business

Item 1

Ordinary Business – Minutes of previous Annual General Meeting (Annexure A)

To receive and consider the minutes of the 7 December 2021 Annual General Meeting.

Item 2

Ordinary Business – Chairperson’s and General Manager’s Reports

To receive and consider the Chairperson’s and General Manager’s reports of Waardi for the financial year ended 30 June 2022.

Item 3

Ordinary Business - Financial Statement and Reports

To receive and consider the annual financial report of Waardi for the financial year ended 30 June 2022 together with the declaration of the directors, the directors’ report and the auditor’s report.

Item 4

Appointment Steering Committee Representatives

The appointment of a Steering Committee, representative of the Apical family groups of Jabirr Jabirr/Ngumbarl Common Law Holders, is a constitutional requirement.

The role of the Steering committee is to represent their Jabir Jabirr/Ngumbarl family groups by providing guidance and Support to Waardi and to have an active role in the Governance of Waardi Limited. An important function of the Steering committee is to recruit Directors to the Board of Waardi Limited when needed. Unfortunately, for various reasons, the Steering Committee was unable to formally convene a meeting, on a few occasions, to undertake recruitment processes for Waardi Directors.

The Annual General Meeting (AGM) gives us the opportunity to address this and to re-invigorate the committee. We strongly urge you to appoint your family’s Steering Group representative at this years AGM.

The following are current Steering Committee members representing your family group, you can re-elect them or replace them with someone else.

Current Steering Committee Representatives

Bornal: Alphonse Balacky	Appolonia: Joanine Howard	Wallai William: Donald ‘Bugsy’ McKenzie	Keleregado: Steven Torres- Carne	Mary Nelagumia: Karen Koster
Milare: Carla Davey	Frank Dixon: Roslyn Dixon			

Item 5

Appointment of Bernal Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Bernal Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Bernal Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Bernal Family Group.”

Item 6

Appointment of Wallai William Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Wallai William Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Wallai William Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Wallai William Family Group.”

Item 7

Appointment of Milare Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Milare Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Milare Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Milare Family Group.”

Item 8

Appointment of Appolonia Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Appolonia Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Appolonia Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Appolonia Family Group.”

Item 9

Appointment of Keleregado Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Keleregado Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Keleregado Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Keleregado Family Group.”

Item 10

Appointment of Mary Nelagumia Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Mary Nelagumia Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Mary Nelagumia Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Mary Nelagumia Family Group.”

Item 11

Appointment of Frank Dixon Family Group Steering Committee Representative

To consider and, if thought fit, for the members of the Frank Dixon Family Group to pass the following resolution as an **ordinary resolution**:

“The Waardi Limited members of the Frank Dixon Family Group resolve that following the process set out in Article 13.4 of the Waardi Limited Constitution, [insert name] _____ was appointed to the Steering Committee for the Frank Dixon Family Group.”

By order of the Waardi Limited Board



Frank Parriman

Waardi Limited Company Secretary

24 October 2022

Date

Explanatory Notes

These Explanatory Notes provide important information about the items of business to be considered at the Annual General Meeting.

The Explanatory Notes are provided to help members make decisions, as your vote is important. By voting you are involved in the future of Waardi Limited.

The numbering of the Explanatory Notes Items below matches the Items of the Notice of AGM.

Items of business

Item 1 Ordinary Business – Minutes of previous Annual General Meeting

To receive and consider the minutes of the 7 December 2021 Annual General Meeting.

Item 2 Ordinary Business – Chairperson’s and General Manager’s Reports

To receive and consider the Chairperson’s and General Manager’s reports of Waardi for the financial year ended 30 June 2022.

Item 3 Ordinary Business - Financial Statement and Reports

The Corporations Act requires the Directors’ report, Auditors’ report (**Reports**) and the financial statements of Waardi for the year ended 30 June 2021 to be tabled at the AGM. The Reports will be provided upon registration at the Meeting.

The Corporations Act and Waardi’s Constitution does not require a vote of members on the Reports or financial statements. However, members will be given reasonable opportunity to raise questions on the Reports and ask questions of Waardi’s auditor.

Items 5 – 11 Appointment of Steering Committee Representatives

A Steering Committee has been established to ensure all Family Groups still have a right to representation.

The Steering Committee has an important role in ‘steering’ Waardi in the right direction. In addition the Steering Committee is responsible for the selection of Waardi directors.

Steering Committee members are selected by the Family Group beforehand or at a general meeting.

The Steering Committee must meet as often as required by the Board, but at least 2 times per year. Steering Committee members cannot send a proxy or alternate to meetings if they are unable to attend.

Steering Committee members may be removed if they breach the policies and procedures of the Company or if they don’t attend 2 or more meetings in a row without a good reason.

If a Steering Committee position is vacant, the remaining Steering Committee members may appoint someone from the same Family Group to fill the position until the next general meeting.



WAARDI
LIMITED

PROXY FORM

WAARDI LIMITED

ACN 155 283 971

To: The Secretary
Waardi Limited
11 Coghlan Street
BROOME WA 6725

I, _____, of _____,
(Full name of member) (Address of member)

being a member of Waardi Limited, appoint:

_____, of _____,
(Full name of proxy) (Address of proxy)

or failing that person then the Chairperson of the AGM as my proxy to act generally for me and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the AGM of Waardi to be held at **4.30pm** (WST) on **Wednesday 23 November 2022** at Goolarri Media Enterprise, 'The Gimme Club', 3 Blackman Street, Broome and at any adjournment of the AGM.

LODGEMENT OF YOUR PROXY

This proxy form must be received by Waardi Limited by Friday 4.30pm (WST) on 16 November 2022

Proxy Form Page 2 Should you wish to direct the proxy how to vote, you should place a cross in the appropriate boxes below:

I direct my proxy to vote in the following manner:

ITEM	DESCRIPTION	FOR	AGAINST	ABSTAIN	NOY MY FAMILY GROUP
Item 1	To approve the 7 December 2021 AGM minutes				
Item 2	To accept the Chairperson's and General Manager's reports				
Item 3	To receive the Financial Reports to 30 June 2022				
Item 4	Appointment of Bornal Family Group Steering Committee Representative				
Item 5	Appointment of Wallai William Family Group Steering Committee Representative				
Item 6	Appointment of Milare Family Group Steering Committee Representative				
Item 7	Appointment of Appolonia Family Group Steering Committee Representative				
Item 8	Appointment of Keleregado Family Group Steering Committee Representative				
Item 9	Appointment of Mary Nelagumia Family Group Steering Committee Representative				
Item 10	Appointment of Frank Dixon Family Group Steering Committee Representative				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain

Signed this _____ day of _____ 2022

By: _____ (Signature of member appointing proxy)