



# WAARDI LIMITED

## Notice of Annual General Meeting 2023

This document is important and requires your attention.

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# INVITATION FROM THE CHAIRPERSON:

Lindsay Greatorex



23 October 2023

Dear Waardi Member

On behalf of the Waardi Limited Board of Directors, I am pleased to invite you to the 2022/2023 year Waardi Annual General Meeting (AGM).

This meeting will be held at **4.30pm on Tuesday, 21 November 2023** at Goolarri Media Enterprises, 3 Blackman Street, Broome.

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

This has been a big year for Waardi Limited (“Waardi”) following on from the decisions of the members of Gogolanyngor Aboriginal Corporation RNTBC (“GAC”). I am pleased to confirm that Waardi Limited and its subsidiary Guumbarr Limited are moving through the process of handing over the trust assets to the incoming Administrative Body and Corporate Trustee for the Browse Agreement in line with the decisions of GAC’s members.

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, 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 questions regarding Waardi Limited’s activities.

There are several standard items, including considering the previous AGM minutes, the Chairperson and General Manager’s reports, and Waardi financial statements and reports to 30 June 2023.

The Board considers that all resolutions are in the best interest of members of Waardi 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.

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:** Tuesday, 21 November 2023

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

**Location:** Goolarri Media Enterprises, 3 Blackman Street,  
Broome WA 6725

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

**WAARDI 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 [admin@wardi.com.au](mailto:admin@wardi.com.au) before 14 November 2023 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 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.**

**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 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 Item 5 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:

- deliver it to the Waardi Office at Unit 3, 1 Short Street, Broome WA 6725 (Office Hours Monday to Friday: 8:00am to 4:30pm);
- post it to Waardi at PO Box 8430, Broome, WA 6725; or
- email it to Waardi at [admin@waardi.com.au](mailto:admin@waardi.com.au)

Proxy forms need to be received at Waardi Office no later than **2.30pm (WST) on Tuesday, 21 November 2023.**

**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.

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:

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

**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.

**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 or [admin@waardicom.au](mailto:admin@waardicom.au) if you have any queries in relation to this notice of AGM or the explanatory memorandum.

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# Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting of members of Waardi Limited will be held at Goolarri Media Enterprises, 3 Blackman Street, Broome WA on Tuesday, 21 November 2023 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 Waardi's previous Annual General Meeting, held on 23 November 2022.

### 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 2023.

### 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 2023 together with the declaration of the directors, the directors' report and the auditor's report.

### Item 4

#### Appointment Steering Committee members

The appointment of a Steering Committee, being a committee of representatives of the Family Groups of Jabirr Jabirr/Ngumbarl Common Law Holders, is required under Waardi's constitution.

The role of the Steering committee is to represent their Family Groups by providing guidance and support to Waardi and to have an active role in the governance of Waardi. An important function of the Steering Committee is to recruit Directors to the Board of Waardi when needed.

We strongly urge you to appoint your Family Group's representative to the Steering Committee at this year's AGM. Steering Committee members can be re-elected.

The current Steering Committee members are:

Current Steering Committee Members			
<b>Bornal:</b> Alphonse Balacky	<b>Appolonia:</b> Joanine Howard	<b>Wallai William:</b> Arnold McKenzie	<b>Keleregado:</b> Owen Maher
<b>Mary Nelagumia:</b> Karen Koster	<b>Milare:</b> Carla Davey	<b>Frank Dixon:</b> Roslyn Dixon	

To consider and, if thought fit, for the members of each Family Group that does not currently have a member appointed to the Steering Committee or whose nominated member's term will come to an end at this AGM, to pass the following resolution as an **ordinary resolution**:

*“The Waardi Limited members of the [INSERT] 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 as the representative of the [INSERT] Family Group.”*

*\*NOTE: This resolution will be proposed a number of times, one for each of the Family Groups who are nominating people to be appointed as members of the Steering Committee at this AGM.*

By order of the Waardi Limited Board

## 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.

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

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### Items of business

#### **Item 1 Ordinary Business – Minutes of previous Annual General Meeting**

To review, consider and confirm that the minutes of the 23 November 2022 Annual General Meeting are an accurate summary of that 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 2023.

#### **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 2023 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.

#### **Item 4 Appointment of Steering Committee Members**

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 (before or at a general meeting) to represent the Family Group for 2 years.

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.

The current members of the Steering Committee, the Family Group they represent, and the term of their appointment are as follows:

<b>Current Steering Committee Members</b>			
<b>Bornal:</b> Alphonse Balacky	<b>Appolonia:</b> Joanine Howard	<b>Wallai William:</b> Arnold McKenzie	<b>Keleregado:</b> Owen Maher
<b>Mary Nelagumia:</b> Karen Koster	<b>Milare:</b> Carla Davey	<b>Frank Dixon:</b> Roslyn Dixon	