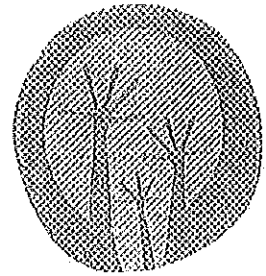


DOCUMENT 4

Mr Michael Dillon
Chief Executive Officer
Indigenous Land Corporation
PO Box 586
Curtin ACT 2605

Copy attached
Advised press
7/4/15



NATIONAL CONGRESS
OF AUSTRALIA'S FIRST PEOPLES

P 02 8070 3100 F 02 8070 3125
FreeCall 1800 260 477

Level 2, 27 Cope St, Redfern
NSW 2016 AUSTRALIA

PO BOX 1449 Strawberry Hills
NSW 2017 AUSTRALIA

ABB 27 145 007 007

31 March 2015

Dear Mr Dillon

Divestment of Levels 1 and 2, 27 Cope St Redfern NSW

The National Congress of Australia's First Peoples (Congress) is a national representative body for Aboriginal and Torres Strait Islander Australians. Congress is a leader and advocate for protecting and advancing the wellbeing and empowerment of Aboriginal and Torres Strait Islander Peoples, and for securing our economic, political, cultural and environmental future.

Congress has created one of the largest networks of our Peoples in the country. Congress has more than 7500 individual members and close to 180 organisational members, with these national bodies, peaks and community organisations contributing their massive membership of tens of thousands of our Peoples to the Congress movement.

I'm writing to inform you that Congress wishes to apply to the Indigenous Land Corporation for divestment of Levels 1 and 2 of 27 Cope Street, Redfern. Congress has leased Level 2 of 27 Cope Street since September 2010.

The National Board of Congress believes divestment is part of the strategy to secure the long-term viability of Congress as the representative voice for Australia's First Peoples, and continue our work to build national unity and advocate for key issues.

Preliminary discussion with ILC staff has not identified any impediment to divestment. Congress is a not for profit company limited by guarantee, and the property and any income generated from it will be applied solely towards promoting the company's purposes, consistent with our Constitution.

Enclosed is our submission for divestment. Once you've had an opportunity to consider the information provided in our submission, I am proposing a meeting between myself and you, at a time and place of your convenience, to discuss this further.

I look forward to hearing from you, and can be contacted on 02 8070 3100 or Geoff.Scott@nationalcongress.com.au

In Unity

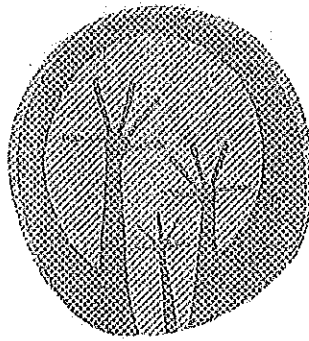
Geoff Scott
CEO
National Congress of Australia's First Peoples



Submission to

The Indigenous Land Corporation

by



**NATIONAL CONGRESS
OF AUSTRALIA'S FIRST PEOPLES**

31 March 2015

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EXECUTIVE SUMMARY

The National Congress of Australia's First Peoples (Congress) is the peak national, representative organisation of Aboriginal and Torres Strait Islander Peoples. Congress was established in 2010 and has a steadily growing membership which currently consists of over 8,100 individual members and over 180 Aboriginal organisations. Congress was established as a not-for-profit company, limited by guarantee. It is managed by a Board of Directors. Congress' operations are effected by a secretariat which is located at the 27 Cope Street, Redfern 2016.

This proposal forms a request to the Indigenous Land Corporation for divestment of Levels 1 and 2 (plus three car parking spaces) of the property at 27 Cope Street, Redfern NSW 2016 to Congress.

The Congress secretariat has been accommodated at its present location for over three years. Congress is now well-established and seeks to secure the tenure of its secretariat, taking over ownership of the premises it occupies. Congress also requests divestment of Level 1 which it seeks to rent out to assist it in its long-term strategy of becoming sustainable and independent of governments. Except for one short-term tenant, Level 1 has been vacant since the site was redeveloped. Level 2 has been leased to Congress, and Level 3 is occupied by the Gadigal Information Service.

It is fitting that the Congress secretariat is located at 27 Cope Street, Redfern, which as the former site of the National Black Theatre is a historic and iconic location in the struggle for Aboriginal and Torres Strait Islander rights and cultural revitalization. The site is especially significant to the local Aboriginal and Torres Strait Islander community, which supports divestment to Congress.

This document includes information about Congress structure, operations and governance, as well as its financial status and business plan, and relations with Redfern community organisations. A list of attachments is included in the table of contents.

ABOUT THE NATIONAL CONGRESS OF AUSTRALIA'S FIRST PEOPLES

The National Congress of Australia's First Peoples (Congress) is the national representative body for Aboriginal and Torres Strait Islander Australians, which advocates on behalf of the interests of all Aboriginal and Torres Strait Islander Peoples. Congress has created one of the largest networks of our Peoples in the country with more than 8,100 individual members and 180 organisational members. We acknowledge and pay respect to our ancestors, our Elders and the diversity of traditional owners across this ancient land.

Congress advocates for the maintenance and advancement of our cultures and full participation of our Peoples in national economic, political and social life. It supports the improvement of wellbeing of all Aboriginal and Torres Strait Islander peoples, self-determination and the implementation of the United Nations Declaration of the Rights of Indigenous Peoples. To facilitate its legitimacy and the transparency of its operations, Congress aspires to be financially independent and sustainable.

Organisational Structure

Congress was incorporated in 2010 as a not-for-profit company limited by guarantee. Its constitution provides for three chambers, each of which elects 40 delegates (20 women and 20 men) who meet annually to guide Congress' work. The Australian Government supported the organisation with a grant of \$29.2 million. It has been granted GST concessions and FBT rebate by the ATO and is income tax exempt.

Chamber 1 consists of Aboriginal and Torres Strait Islander national peak organisations. Chamber 2 consists of other Aboriginal and Torres Strait Islander organisations. Chamber 3 consists of individual members. Each chamber elects two directors for two-year, staggered terms. Congress' members as a whole elect a female and male Co-Chair of the Board of Directors. Congress' Board of Directors is comprised of 8 members.

Congress' day-to-day operations are managed by its Chief Executive Officer (Appendix 3), who oversees the work of staff in Congress' secretariat, the duties of which include policy advice and development, media relations and communications with members, event management, administrative and logistics support. All continuing employees identify as Aboriginal and Torres Strait Islander. These staff is supplemented by casual and short-term contract staff who are employed for specific purposes or projects.

Congress has an Ethics Council which meets quarterly and oversees elections, provides advice to the Board, and is empowered to investigate breaches or complaints. Congress prides itself on the achievement of high ethical standards and of its gender equality. Appendix 4 provides copies of Congress' Ethics Council Charter; its statement of ethical standards; standards for the appointment of delegates, co-chairs and directors; and the names and brief biographies of current Ethics Council members.

In many ways, Congress' structure can be likened to that of a government. Its members are the equivalent of an electorate; the delegates are similar to members of parliament. The Board is like a cabinet of ministers and the co-chairs act as chief ministers. The secretariat is like a public service and ethics council is like a commission of audit.

The following documents provide further information on Congress' structure.

Appendix 1 - Congress' Constitution

Appendix 2 - the minutes of Congress' Annual General Meetings for 2011, 2012, 2013 and 2014

Appendix 3 the names and qualifications of current directors and CEO who are responsible for establishing Congress' strategic plan and overseeing its financial management.

Appendix 4 information about Congress' Ethics Council

Appendix 10 Congress' Board Charter

Human Resources

Congress is an Aboriginal and Torres Strait Islander organisation. All individual members are Aboriginal and/or Torres Strait Islanders, as are members of the Board of Directors; the Chief Executive Officer; and policy, communications and administrative staff. In addition, many Aboriginal and Torres Strait Islander organisations have joined Congress as members (see Table 1).

Table 1: Aboriginal and Torres Strait Islander constituents of Congress, as at 11 March 2015

Aboriginal and Torres Strait Islander organisations	189
Individual members	8,261
Board members	8
CEO	1
Secretariat staff	9

Congress also employs a small number of consultants, casual and short-term staff to work on specific projects. Most, but not all of these are Aboriginal and/or Torres Strait Islanders. Divestment will support up to six staff members and strengthen Congress by allowing it to expand its operations to better represent Aboriginal and Torres Strait Islander Peoples on a wider range of issues.

Relations with other Aboriginal and Torres Strait Islander organisations

As mentioned earlier, Congress consists of three chambers, each of which represents a member category and elects delegates and directors to represent it. In this way, chambers guide Congress' strategic directions and policy positions. Through these member organisations Congress reaches tens of thousands of our Peoples (see Table 1).

Chamber one members are national and peak organisations and by way of examples include:

- Aboriginal and Torres Strait Islander Healing Foundation
- Australian Indigenous Doctors Association
- Australian Indigenous Psychologists Association
- First Peoples Disability Network (Australia)
- Indigenous Allied Health Australia
- The Lowitja Institute: National Institute for Aboriginal and Torres Strait Islander Health Research
- National Aboriginal Community Controlled Health Organisation
- National Aboriginal and Torres Strait Islander Education Consultative Network
- National Aboriginal and Torres Strait Islander Health Worker Association
- National Aboriginal and Torres Strait Islander Higher Education Consortium
- National Aboriginal and Torres Strait Islander Legal Services Forum

National Aboriginal and Torres Strait Islanders Women's Alliance
National Native Title Council
National Secretariat of Torres Strait Islander Organisations
National Sorry Day Committee Inc.
Secretariat of National Aboriginal and Islander Childcare Inc. (SNAICC)
Stolen Generations Alliance
Uniting Aboriginal and Islander Christian Congress

Appendix 8 contains a list of Congress' Chamber One organisations as at 11 March 2015

Chamber two members are Aboriginal and Torres Strait Islander organisations and by way of examples include:

Aboriginal Child, Family and Community Care State Secretariat (NSW) Inc.
Aboriginal Drug & Alcohol Council (SA) Inc
Aboriginal Family Law Services
Aboriginal and Islander Independent Community School
Aboriginal and Torres Strait Islander Women's Legal Services NQ Inc
Aboriginal Legal Services of WA
Australian Indigenous Mentoring Experience (AIME)
Barengi Gadjin Land Council
Darug Tribal Aboriginal Corporation
Goldfields Indigenous Housing Organisation
Kimberley Aboriginal Law & Cultural Centre
Murdj Paakl Regional Housing Corporation Limited
North Australian Aboriginal Justice Agency
NAISDA Dance College
North Queensland Land Council
Salma Torres Strait Islanders Corporation
Torres Strait Islander Media Association
Umooona Aged Care Aboriginal Corporation

Appendix 9 contains a list of Congress' Chamber Two organisations as at 11 March 2015

Relations with other organisations

Congress has negotiated supporter's accords with a number of prominent Australian companies and organisations. In addition to specific partnership projects, Supporters Accords include an agreement to support Congress and promote the:

- Implementation in Australia of the United Nations Declaration on the Rights of Indigenous Peoples;
- recognition of Aboriginal and Torres Strait Islander Peoples in the Australian Constitution; and
- the National Anti-Racism Strategy.

Examples of organisations and companies which have signed Supporters Accords with Congress by way of examples include:

Australian Council of Social Services (ACOSS)
Diversity Council Australia
Federation of Ethnic Communities Councils of Australia
KPMG
Royal Australian and New Zealand College of Psychiatrists (RANZCP)
Smith Family

ANTAAR (Australians for Native Title and Reconciliation)

In addition, Congress has recently initiated a Friends of Congress category for non-Aboriginal and Torres Strait Islander people who support Congress. There are currently 416 Friends of Congress.

Relations in the Redfern community

Congress has established deep and abiding relationships in the Redfern area. It is cognisant of the significance of the site's history in promoting Aboriginal rights and is proud to continue that legacy.

The building in which Congress is located was once the site of the National Black Theatre, which was established in 1972 and was significant in the history of Aboriginal rights. Initially, street theatre was used to publicize issues and support protests and rallies, for example to establish an Aboriginal legal service, raise awareness of the Tent Embassy, and support land rights. Initially various premises were used in the Redfern area and eventually it was established at the Cope Street site, which was donated to the community by the Anglican Church. The theatre held workshops in modern dancing, tribal dancing, writing for theatre, and photography, and provided a venue for new Aboriginal drama. Funding the Theatre was often problematic and it closed at the end of 1978. The site was handed over to the Redfern Aboriginal community, via a group called the Organisation for Aboriginal Unity (OAU). It was subsequently transferred to the Aboriginal and Torres Strait Islander Commission (ATSIC), which razed the building in the 1980s due to its derelict state. Following the disestablishment of ATSIC, the property was transferred to the Indigenous Land Corporation which eventually developed the site "to deliver long-term benefits for the indigenous community". Koori Radio and the Gadigal Information Service moved into Level 3 of the ILC building.

Ceding part of the site to Congress is consistent with the reason for the establishment of the National Black Theatre and the ILC's intention for the building to provide long-term benefits to Aboriginal and Torres Strait Islander Peoples. Congress is proud to be continuing the legacy of the site since the early 1970s as a force in Aboriginal rights and welfare.

Though national in its outlook, Congress engages with the Redfern community in a range of ways including sponsoring and participating in local events, supporting local businesses and organisations. A substantial proportion of Congress members live in Redfern (n=121). On Survival Day in January each year, Congress has a stall at Yabun in Victoria Park. This year it held an Aboriginal flag raising ceremony in Redfern Park as part of the local NAIDOC celebrations, and last year it arranged a concert, barbeque and provided information to local people on Human Rights Day.

Congress is pleased that its application for divestment has the support of local Aboriginal and Torres Strait Islander people and organisations from whom we are collecting letters of support.

Financial Status

When it was established, the Commonwealth provided Congress with an establishment grant of \$29.2 million. Provision for a further \$15m was included in the Commonwealth's forward estimates of the 2013 budget. The current government did not honour this commitment and encouraged Congress to stand on its own, but allowed Congress to retain \$8m of unexpended income. Congress was granted DRG status effective from 1 July 2013.

Congress restructured its operations in response to these policy changes. It dramatically cut its expenditure and reduced its staffing complement. Congress is establishing a fundraising program. The divestment of the premises it now leases together with Level 1 (and three car parking spaces) is a component of its financial sustainability strategy. Congress wishes to further reduce its expenditure by owning, rather than leasing, the space its secretariat occupies, and enhance its

income by renting out part of the divested premises. Divestment could support up to six staff positions in Congress and enhanced activities.

Congress has well established and carefully regulated financial processes, which are audited each year by Deloitte Touche Tohmatsu, whose reports are submitted to the Annual General Meeting and lodged with the Australian Charities and Not-for-profits Commission. The following documents provide further information on Congress' financial status and processes.

Appendix 5 contains Congress' annual reports for 2011, 2012, 2013 and 2014.

Appendix 6 contains Congress' 2014 annual statement to the Australian Charities and Not-for-profits Commission.

Appendix 7 contains details of Congress' budget for 2014 and forecast to 2019.

Congress Accomplishments

Immediately following its establishment in late 2010, Congress focused on building solid foundations for the organisation. Priorities included:

- member recruitment and engagement,
- establishing advocacy and organisational administrative procedures (including engaging staff and securing the secretariat site),
- developing networks among Aboriginal and Torres Strait Islander Peoples and organisations,
- consulting Aboriginal and Torres Strait Islander elders and leaders and Congress members about policy positions, and
- building connections with Commonwealth government policy makers

In 2011, Congress established working groups in a range of policy areas to advise it and lead its advocacy activities. In 2012, Congress signed a historic Engagement Framework agreement negotiated with heads of 14 Commonwealth Government departments which obliged them to consult with Congress before taking any action affecting Aboriginal and Torres Strait Islander Peoples.

Thereafter, Congress has been energetic in representing Aboriginal and Torres Strait Islander interests to the Australian Government. Congress members nominated five areas of primary importance to Aboriginal and Torres Strait Islander Peoples: health, education, justice, country and sovereignty listed above. Congress has been active in each of these areas (see below) and has engaged in numerous other issues in response to government inquiries, reports or requests for advice.

Health

Congress played a central role in the formation of the National Health Leadership Forum (NHLF), which consists of eleven Aboriginal and Torres Strait Islander health groups and provides unified and consistent advice to government and other agencies. Via the NHLF and in partnership with the Commonwealth, Congress played a key role in the formulation of the National Aboriginal and Torres Strait Islander Health Plan. Congress developed positions and made submissions to inquiries on Foetal Alcohol Spectrum Disorder, Close the Gap, suicide prevention, and alcohol use in Aboriginal and Torres Strait Islander communities. It has organized numerous workshops and roundtables, as well as given many conference presentations related to Aboriginal and Torres Strait Islander health issues.

Education

In June 2013, Congress released its education policy, which forms a blueprint for improving Aboriginal and Torres Strait Islander education programs and closing the gap in educational attainment. The policy provides a coherent alternative to current policies based on punitive responses to low school attendance. Congress met with the Minister for School Education and successfully lobbied for a positive change to the allocation of funding for Aboriginal and Torres Strait Islander students. Congress teamed up with the Australian Council for Educational Research to begin a project on success indicators for educational programs, or accountability for expenditure on education programs. Congress made submissions regarding the next phase of the Aboriginal and Torres Strait Islander Education Action Plan, and the review of funding for childhood education and care in regional, remote and Indigenous communities.

Country

Congress has proposed a National Indigenous Cultural Authority to assist Aboriginal and Torres Strait Islander Peoples assert their Indigenous Cultural and Intellectual Property rights, including genetic resources, traditional knowledge and traditional cultural expression. Congress has participated in activism related to water rights, native title and extractive industries. Congress has lobbied for ratification of the International Labour Organisation Convention 169 on Indigenous and Tribal Peoples which is concerned with the rights of Indigenous and tribal peoples within nation-States and the responsibilities of governments to protect these rights. The Convention is based on respect for Indigenous cultures and ways of life, rights to lands and resources and the right to self-development.

Constitutional Recognition

Congress participated in the Expert Panel on Constitutional Recognition and has held meetings with our Peoples around the nation to discuss the recommendations of the panel, and continues to engage in the discussion at a national and local level.

Justice

Congress' justice policy include advocacy of:

- a justice reinvestment approach in relation to Aboriginal and Torres Strait Islander communities;
- the introduction of justice targets; and
- support for Aboriginal and Torres Strait Islander Legal Services and Family Violence Services.

Congress has been active in promoting the concept and practice of justice reinvestment. It has participated in many conferences and made submissions to government inquiries and reports related to the experience of Aboriginal and Torres Strait Islander with the justice system. Congress co-chairs the National Justice Coalition with the peak organisation, the National Aboriginal and Torres Strait Islander Legal Service.

Other policy areas

Congress has represented Aboriginal and Torres Strait Islander interests in a myriad of issues by developing policy and advising government, including the following:

Sixteen recommendations put by Congress were included in the House of Representatives report, *Our Land, Our Languages*. Congress hosted a Languages Reference Group and has lobbied for the implementation of the report's recommendations.

Congress was very active in opposing proposed changes to the Racial Discrimination Act and participated in a coalition to achieve this goal. Congress is also a partner in the Australian Human Rights Commission's anti-racism campaign, *Racism -- It Stops with Me*.

Congress has worked closely with the Royal Commission into Child Sexual Abuse and helped ensure that Aboriginal and Torres Strait Islander peoples are involved in the inquiry on terms acceptable to us.

Congress has also taken an international leadership role in advocacy for Indigenous rights. Congress' most recent activity on the international stage is playing a central role in preparations for a meeting by the United Nations General Assembly on Indigenous People, held in September 2014.

In September, Congress organized a round-table of Aboriginal and Torres Strait Islander organisations to develop a united response to the Forrest Review on Indigenous training and employment, the McClure Report on welfare reform, and also the recent Federal Budget.

Congress will continue to be active in these areas and others as they arise. Appendix 10 provides information about anticipated areas of Congress activity.

Appendix 11 contains an independent evaluation of Congress' work

REQUEST

As mentioned earlier, the building in which the Congress secretariat is located was once the site of the National Black Theatre, which was significant in the history of Aboriginal rights. The property was donated to the community by the Anglican Church. Following the closure of the Black Theatre in 1978, the site was handed over to the Redfern Aboriginal community, via a group called the Organisation for Aboriginal Unity (OAU). The building fell into serious disrepair and was subsequently transferred to the Aboriginal and Torres Strait Islander Commission (ATSIC), which razed the building in the 1980s. Following the disestablishment of ATSIC, the property was transferred to the Indigenous Land Corporation which eventually developed the site "to deliver long-term benefits for the Indigenous community". On completion, Koori Radio and the Gadigal Information Service moved into Level 3 of the building.

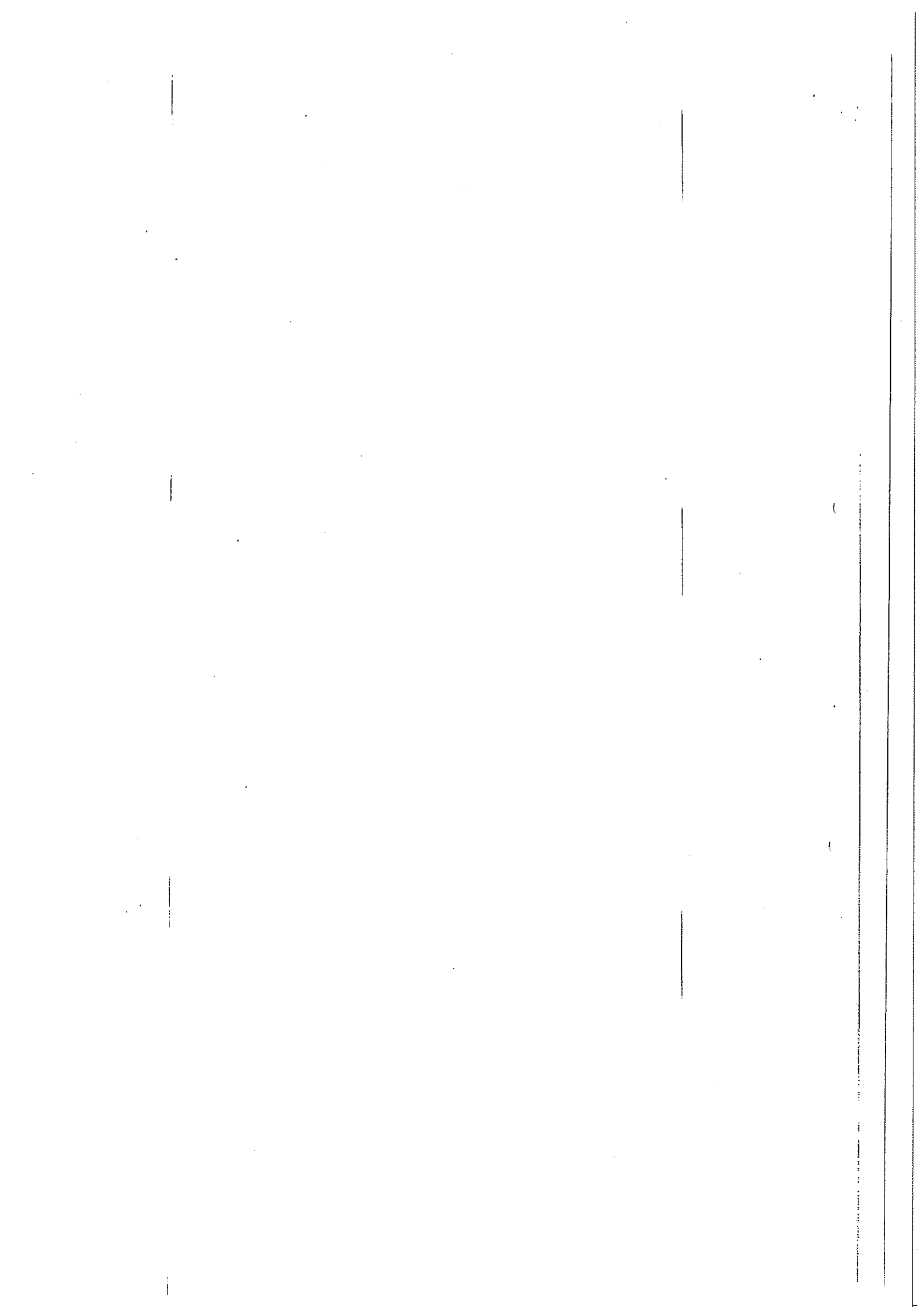
Congress moved into Level 2 of the building in November 2010. In addition to fit out costs of over \$808,000 (excluding furniture and equipment), as of December 2014 it has paid the ILC over \$696,000 in rent and outgoings. An investment in excess of \$1.5m.

Ceding part of the site to Congress is consistent with the reason for the establishment of the National Black Theatre and the ILC's intention for the building to provide long-term benefits to Aboriginal and Torres Strait Islander Peoples. Congress is proud to be continuing the legacy of the site since the early 1970s as a force in Aboriginal rights and welfare.

The land on which the building stands was donated to the Aboriginal community to support organisations involved in advocacy of Aboriginal rights and the maintenance and development of Aboriginal and Torres Strait Islander cultures. As the national, representative organisation of Aboriginal and Torres Strait Islander peoples, Congress is pleased to carry on this work.

Accordingly, this document has been prepared in support of Congress' request to the ILC that it divest Levels 1 and 2 (plus three car parking spaces) of the premises at 27 Cope Street, Redfern, and transfer legal ownership without caveats to the National Congress of Australia's First Peoples.

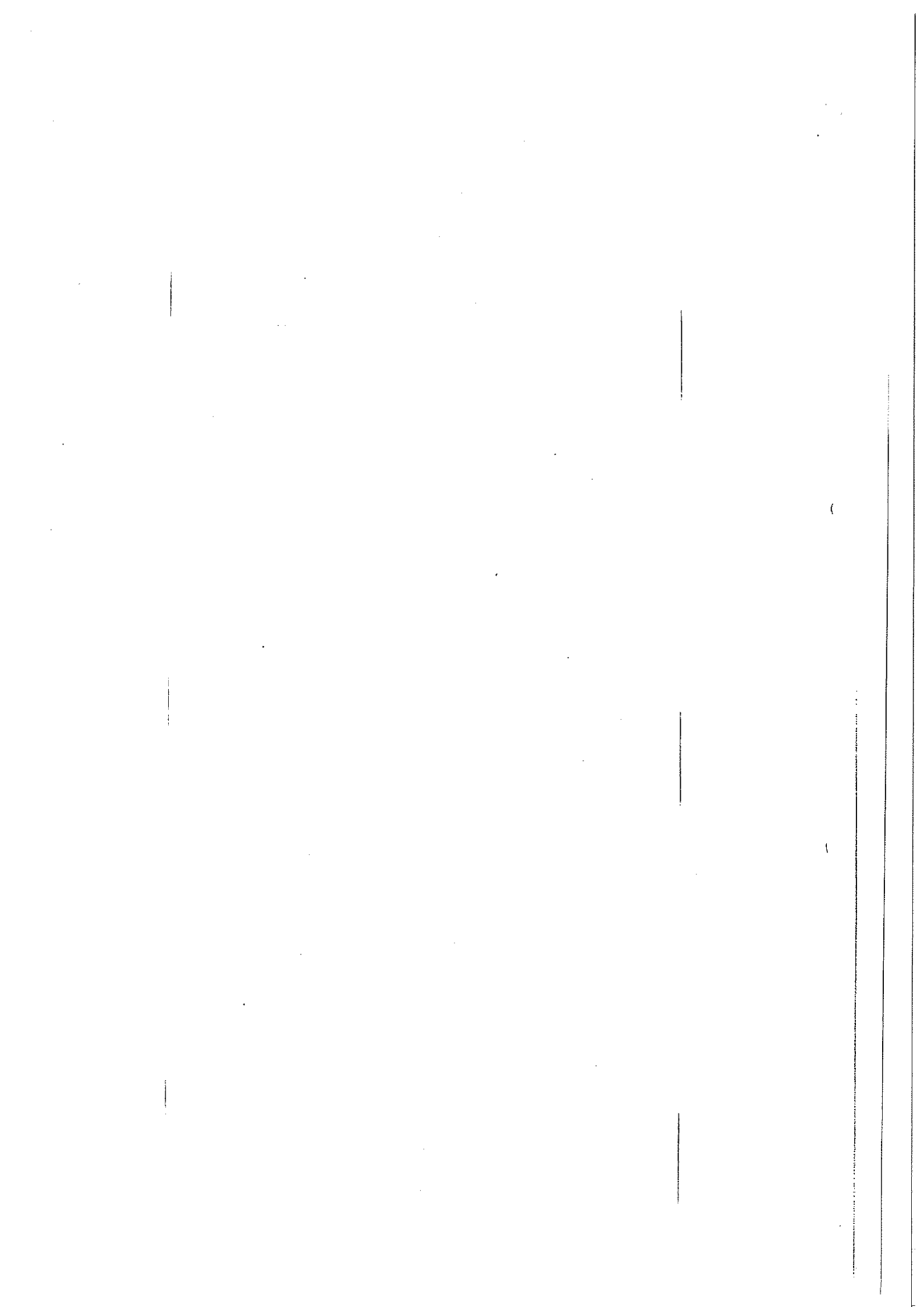
APPENDICES



**Appendix 1: Constitution of the National Congress of
Australia's First Peoples**

See:

http://nationalcongress.com.au/wp-content/uploads/2012/09/2.6_National-Congress-Constitution.pdf



Constitution

National Congress of Australia's First Peoples Limited Constitution

Adopted by the National Board on *15 April 2010*

Amendments approved at the special general meeting on
1 December 2010

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Constitution

National Congress of Australia's First Peoples Limited

A company limited by guarantee

1 Company's name and governance structure

1.1 Name

The name of the company is **National Congress of Australia's First Peoples Limited**.

1.2 Structure

To assist in understanding the structure of the company, this constitution provides for:

- (a) members being divided into Chambers by the National Board, subject to eligibility requirements set by the National Board;
- (b) Delegates from each of the Chambers will attend the annual National Congress. It is anticipated the Chambers will consider and raise issues for discussion at the National Congress;
- (c) the National Congress will review the policies and priorities of the company and advise and make recommendations to the National Board;
- (d) each Chamber's Delegates will elect 2 directors to the National Board;
- (e) the members will elect two executive directors to the National Board who will be the co-chairs of the National Board;
- (f) an Ethics Council will be appointed to monitor, review and advise the National Board on the conduct of elections and other matters.

In addition to the constitution, the National Board will adopt regulations, procedures and policies which will bind members in addition to the constitution. The regulations, procedures and policies adopted by the National Board will be available to the members.

1.3 Steering Committee Report

This company and the terms of the constitution have arisen from the report issued in August 2009 by the Steering Committee for the National Representative Body consultations and the Australian Human Rights Commission entitled: *'Our future in our hands – Creating a sustainable National Representative Body for Aboriginal and Torres Strait Islander peoples'*. The contribution of the following individuals in drawing that report and this constitution together are acknowledged:

Mr Tom Calma;
Mr Mark Bin Bakar;
Ms Tanya Hosch;
Mr Geoff Scott;
Dr Jackie Huggins AM;
Mr Tim Goodwin;

Freehills

Ms Yananymul Mununggurr;
Mr Jason Glanville; and
Mr John Toshi Kris.

2 Company's purposes

- (a) The company is established for the public charitable purposes of:
- (1) providing national leadership and recognition of the status and of the rights of Aboriginal and Torres Strait Islander people as first nations peoples;
 - (2) protecting and advancing the wellbeing and rights of Aboriginal and Torres Strait Islander peoples and communities;
 - (3) providing a representative voice of, and a conduit for communications with and between, Aboriginal and Torres Strait Islander peoples;
 - (4) securing economic, political, social, cultural and environmental futures for Aboriginal and Torres Strait Islander peoples and communities by working with governments, service providers, communities and other stakeholders;
 - (5) building strong relationships with government, industry and among Aboriginal and Torres Strait Islander peoples and communities, based on mutual respect and equality;
 - (6) identifying issues, researching solutions and educating government, service providers and Aboriginal and Torres Strait Islander peoples and communities to achieve the above purposes.
- (b) In carrying out its purposes, the company will operate with the following values:
- (1) the highest standards of professionalism and objectivity;
 - (2) integrity and honesty;
 - (3) accountability, transparency and openness;
 - (4) participation and inclusion; and
 - (5) being informed.

3 Company's powers

Solely for carrying out the company's purposes, the company may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships, personal or public appeals or in any other manner;
- (b) provide funds, facilities or other material benefits;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the National Board from a class of trusts, objects or purposes specified by any person;
- (d) engage or dismiss any employee, agent, contractor or professional person;

- (e) accept and undertake trusteeships, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (f) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (g) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (h) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (i) construct, improve, maintain, develop, work, manage and control real or personal property;
- (j) enter into contracts and deeds;
- (k) appoint an attorney or agent with powers (including the power to sub-delegate) and on terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
- (l) enter into arrangements with any government or authority;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) print and publish information in hard copy or by electronic means;
- (p) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (q) appoint patrons of the company;
- (r) make donations for charitable purposes;
- (s) arrange conferences, meetings and other forums; and
- (t) do all other things that are incidental or conducive to carrying out the company's purposes.

4 Not for profit

- (a) The company's income and property must be applied solely towards promoting the company's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or directors.
- (c) This rule 4 does not prohibit:
 - (1) indemnification of, or payment of premiums on contracts of insurance for, or
 - (2) payment of director's fees or other payments under rule 15.6 to

any director to the extent permitted by law and this constitution.

5 Membership

5.1 Application for membership

- (a) The members are:
 - (1) the persons who consent to be the initial members; and
 - (2) any other persons the National Board admit to membership in accordance with this constitution and any regulations, procedures and policies of the National Board.
- (b) Every applicant for membership of the company (except the initial members) must apply in the form and manner decided by the National Board.
- (c) After receipt of an application for membership, the National Board (or a delegate approved by the National Board) must consider the application and decide whether to admit or reject the admission of the applicant. The National Board need not give any reason for rejecting an application.

5.2 Eligibility

- (a) The National Board may formulate regulations for categories of membership and eligibility to those categories in consultation with the Ethics Council. The National Board may increase the number of categories or change the type of category or eligibility requirements.
- (b) All members must assist the company in carrying out its purposes and adhering to its values.
- (c) The National Board must assign each member to a category of membership. At the commencement of the company, there are the following categories of membership and eligibility for the categories of membership (subject to the power of the National Board in rule 5.2(a)):
 - (1) Category 1 members - organisations which must be:
 - Peak Bodies for Aboriginal and Torres Strait Islander people at regional, State or Territory, or National level or
 - National Aboriginal and Torres Strait Organisationswhich meet any other eligibility requirements set by the National Board;
 - (2) Category 2 members – Aboriginal and Torres Strait Islander Organisations which meet any other eligibility requirements set by the National Board.
 - (3) Category 3 members - individual members who are Aboriginal or Torres Strait Islander people and are over the age of 18 years old and who meet any other eligibility requirements set by the National Board.
- (d) Any complaints relating to eligibility or the category of membership a member is assigned to can be referred to the National Board in accordance with the Grievance Procedure in rule 18.

5.3 Subscription fee

- (a) A subscription fee may be decided by the National Board. Varying amounts for the subscription fee may be applied to differing types of members as decided by the National Board and made available to the members in a subscription fee policy.
- (b) The National Board must notify all persons entered on the register of members of the amount and time for payment of any annual subscription fee and of any alteration to the subscription fee.
- (c) Where the subscription fee is not received:
 - (1) one month after the due date, the National Board may issue a written reminder notice to the member; and
 - (2) if the subscription fee is still not received one month after issue of the written reminder notice, the member's rights and privileges associated with that membership will be suspended.
- (d) If a member who was suspended under rule 5.3(c) has not paid a subscription fee for more than 2 months after issue of the written reminder notice, the person ceases to be a member, unless the person is also a director, in which case the suspension under rule 5.3(c) will continue.

5.4 Membership of Chambers

- (a) The membership of the company is divided into Chambers by reference to the category of membership. The number of Chambers may increase or the composition of the Chambers may be varied by regulation by the National Board.
- (b) The Chambers at the commencement of the company are intended to be:
 - (1) Chamber 1 – Category 1 members are members of Chamber 1;
 - (2) Chamber 2 – Category 2 members are members of Chamber 2;
 - (3) Chamber 3 – Category 3 members are members of Chamber 3.
- (c) The National Board may by regulation or policy, divide the Chambers into divisions or create separate Chambers based on postcodes or focus areas for meetings and communications and other purposes in the interests of the company.

6 Election and role of Delegates to National Congress

6.1 Operations of Chamber 1

- (a) Chamber 1 must:
 - (1) nominate and elect, in accordance with the procedures set by the National Board, up to 40 Delegates (Chamber 1 Delegates). To be eligible for nomination as a Chamber 1 Delegate, the person must be an individual member of the company, must not be a Delegate of another Chamber or nominated as a Delegate for another Chamber, and must meet any other eligibility requirements set by the National Board, as approved by the Ethics Council. No more than two representatives from any Chamber 1 member are eligible for election;

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- (2) assist and collaborate with the Chamber 1 Delegates to ensure Chamber 1's advice and information relevant to the operations and purposes of the company are provided to the National Congress and to the National Board;
 - (3) hold a meeting of Chamber 1 members at least once every 2 years. The agenda of the meeting will be set by the National Board in consultation with the Chamber 1 Delegates.
- (b) After each election of Delegates, the Ethics Council must review those elected. The position of Delegate will not be effective until confirmed by the National Board, in consultation with the Ethics Council. The National Board is not required to give reasons for any confirmation or refusal to confirm the position of Delegate. If the position is not confirmed within 6 months after the elections, the position is taken not to be filled and the person not elected as a Chamber 1 Delegate.
- (c) In the first year of the company, the National Board will decide the procedures by which Chamber 1 will hold the elections for the Chamber 1 Delegates, with the endorsement of the Ethics Council. In each subsequent year, the National Board will consult with the Chamber 1 Delegates and then set the procedures for holding the elections. The intention is for substantive equality between men and women Delegates. The procedures and subsequent review process will allow the National Board to address any inequality that may arise, in a manner in accordance with the law.
- (d) The elections of the Chamber 1 Delegates will be staggered as follows:
- (1) In the first year the Chamber 1 Delegates will be elected with half (as decided by the National Board) having a term until the elections of Chamber 1 Delegates in the second year after their election (Group A Chamber 1 Delegates) and the other half will have a term until the election of Chamber 1 Delegates to be held in the third year after their election (Group B Chamber 1 Delegates).
 - (2) In the second year after the election of the first Group A Chamber 1 Delegates, and every second year thereafter, an election of up to 20 Group A Chamber 1 Delegates must be held with a term until the next election of Group A Chamber 1 Delegates and the outgoing Group A Chamber 1 Delegates will retire (if not re-elected) on the election of the next Group A Chamber 1 Delegates.
 - (3) In the third year after the election of the first Group B Chamber 1 Delegates, and every second year thereafter (alternating years to the elections of the Group A Chamber 1 Delegates), an election of up to 20 Group B Chamber 1 Delegates must be held with a term until the next election of Group B Chamber 1 Delegates and the outgoing Group B Chamber 1 Delegates will retire (if not re-elected) on the election of the next Group B Chamber 1 Delegates.
 - (4) Chamber 1 Delegates can stand for re-election with a maximum consecutive term of 10 years unless the Ethics Council set a longer term for one or more Chamber 1 Delegates.
- (e) Any vacancy in Chamber 1 Delegates created either by cessation under rule 7.2 or by failure to be confirmed under rule 6.1(b), may be filled by appointment by the National Board. The appointee must meet the eligibility requirements of a Chamber 1 Delegate and the National Board must seek recommendations from the Chamber 1 directors. The appointment will be for the term remaining of the Chamber 1 Delegate the appointee is replacing. A vacancy may be left vacant as the National Board decides.
- (f) The role of Chamber 1 Delegates is to:

- (1) nominate Chamber 1 Delegates who are also members of the company and who meet the eligibility criteria set by the National Board, as candidates for directors of the company, as and when requested by the National Board. Two directors must be elected by Chamber 1 Delegates at the National Congress in accordance with rule 15.4. The directors elected by the Chamber 1 Delegates as approved by the Ethics Council will be co-chairs of Chamber 1 (Chamber 1 directors);
- (2) attend the National Congress each year;
- (3) communicate with Chamber 1 members and Chamber 1 directors on issues relevant to the purposes of the company and advise and assist the National Congress in recommending strategy and priorities for the company;
- (4) assist in convening meetings, disseminating information and holding elections in relation to the Chamber and assist the National Board in developing policies for the operations of Chamber 1 in a manner consistent with the purposes and values of the company.
- (5) actively support and advocate for the issues set by the National Boards, as approved at the National Congress, in accordance with any communications policy the National Board may adopt.

6.2 Operations of Chamber 2

- (a) Chamber 2 must:
 - (1) nominate and, subject to rule 6.2(c), elect, in accordance with the procedures set by the National Board, up to 40 Delegates (Chamber 2 Delegates). To be eligible for nomination as a Chamber 2 Delegate, the person must be an individual member of the company, must not be a Delegate of another Chamber or nominated as a Delegate for another Chamber, and must meet any other eligibility requirements set by the National Board, as approved by the Ethics Council. No more than one representative from any Chamber 2 member is eligible for election;
 - (2) assist and collaborate with the Chamber 2 Delegates to ensure Chamber 2's advice and information relevant to the operations and purposes of the company are provided to the National Congress and to the National Board;
 - (3) assist the National Board in dividing Chamber 2 into divisions based on focus groups or locality or any other basis;
 - (4) hold a meeting of Chamber 2 members or meetings of all divisions of Chamber 2 members at least once every 2 years. The agenda of the meetings will be set by the National Board in consultation with the Chamber 2 Delegates.
- (b) After each election of Delegates, the Ethics Council must review those elected. The position of Delegate will not be effective until confirmed by the National Board, in consultation with the Ethics Council. The National Board is not required to give reasons for any confirmation or refusal to confirm the position of Delegate. If the position is not confirmed within 6 months after the elections, the position is taken not to be filled and the person not elected as a Chamber 2 Delegate.
- (c) In the first year of the company, the National Board will decide the procedures by which the Chamber 2 Delegates will be nominated and selected, with the endorsement of the Ethics Council. In each subsequent year, the National

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Board will consult with the Chamber 2 Delegates and then set the procedures for holding the elections. The intention is for substantive equality between men and women Delegates. The procedures and subsequent review process will allow the National Board to address any inequality that may arise, in a manner in accordance with the law.

- (d) The elections of the Chamber 2 Delegates will be staggered as follows:
- (1) In the first year the Chamber 2 Delegates will be selected with half (as decided by the National Board) having a term until the elections of Chamber 2 Delegates in the second year after their selection (Group A Chamber 2 Delegates) and the other half will have a term until the election of Chamber 2 Delegates to be held in the third year after their selection (Group B Chamber 2 Delegates).
 - (2) In the second year after the election of the first Group A Chamber 2 Delegates, and every second year thereafter, an election of up to 20 Group A Chamber 2 Delegates must be held with a term until the next election of Group A Chamber 2 Delegates and the outgoing Group A Chamber 2 Delegates will retire (if not re-elected) on the election of the next Group A Chamber 2 Delegates.
 - (3) In the third year after the election of the first Group B Chamber 2 Delegates, and every second year thereafter (alternating years to the elections of the Group A Chamber 2 Delegates), an election of up to 20 Group B Chamber 2 Delegates must be held with a term until the next election of Group B Chamber 2 Delegates and the outgoing Group B Chamber 2 Delegates will retire (if not re-elected) on the election of the next Group B Chamber 2 Delegates.
 - (4) Chamber 2 Delegates can stand for re-election with a maximum consecutive term of 10 years unless the Ethics Council set a longer term for one or more Chamber 2 Delegates.
- (e) Any vacancy in Chamber 2 Delegates created either by cessation under rule 7.2 or by failure to be confirmed under rule 6.2(b), may be filled by appointment by the National Board. The appointee must meet the eligibility requirements of a Chamber 2 Delegate and the National Board must seek recommendations from the Chamber 2 directors. The appointment will be for the term remaining of the Chamber 2 Delegate the appointee is replacing. A vacancy may be left vacant as the National Board decides.
- (f) The role of Chamber 2 Delegates is to:
- (1) nominate Chamber 2 Delegates who are members of the company and who meet the eligibility criteria set by the National Board, as candidates for directors of the company, as and when requested by the National Board. Two directors must be elected by Chamber 2 Delegates at the National Congress in accordance with rule 15.4. The directors elected by the Chamber 2 Delegates as approved by the Ethics Council will be co-chairs of Chamber 2 (Chamber 2 directors);
 - (2) attend the National Congress each year;
 - (3) communicate with Chamber 2 members and Chamber 2 directors on issues relevant to the purposes of the company and advise and assist the National Congress in recommending strategy and priorities for the company;
 - (4) assist in convening meetings, disseminating information and holding elections in relation to the Chamber and assist the National Board in developing policies for the operations of Chamber 2 in a manner consistent with the purposes and values of the company;

- (5) actively support and advocate for the issues set by the National Boards, as approved at the National Congress, in accordance with any communications policy the National Board may adopt.

6.3 Operations of Chamber 3

- (a) The National Board must invite Chamber 3 members to apply for appointment to the National Congress as Chamber 3 Delegates, at least every 2 years. All applications must be in the form and manner set by the National Board. All applicants must meet the eligibility requirements set by the National Board. To be eligible to apply, the applicant must not be a Delegate of another Chamber or nominated as a Delegate for another Chamber.
- (b) The National Board, must set out the procedures for appointment by the National Board of up to 40 Delegates from Chamber 3 members to the National Congress (**Chamber 3 Delegates**). The intention is for substantive equality between men and women Delegates. The procedures will allow the National Board to address any inequality that may arise, in a manner in accordance with the law.
- (c) The Chamber 3 members must assist and collaborate with the Chamber 3 Delegates to ensure Chamber 3's views and information relevant to the operations and purposes of the company are provided to the National Congress and to the National Board.
- (d) Any vacancy in Chamber 3 Delegates may be filled by appointment by the National Board with recommendations received by the Chamber 3 directors for the term remaining of the Chamber 3 Delegate the appointee is replacing, or left vacant as the National Board decides.
- (e) The role of Chamber 3 Delegates is to:
 - (1) nominate members of the company who meet the eligibility criteria set by the National Board, as candidates for directors of the company, as and when requested by the National Board. Two directors must be elected by Chamber 3 Delegates at the National Congress in accordance with rule 15.4. The directors elected by the Chamber 3 Delegates as approved by the Ethics Council will be co-chairs of Chamber 3 (**Chamber 3 directors**);
 - (2) attend the National Congress each year;
 - (3) communicate with Chamber 3 members and Chamber 3 directors on issues relevant to the purposes of the company and advise and assist the National Congress in recommending strategy and priorities for the company;
 - (4) assist in consultations with Chamber 3 members or divisions of Chamber 3 members, convening meetings and disseminating information in relation to the Chamber, and assist the National Board in developing policies for the operations of Chamber 3 in a manner consistent with the purposes and values of the company;
 - (5) actively support and advocate for the issues set by the National Boards, as approved at the National Congress, in accordance with any communications policy the National Board may adopt.

7 Cessation of membership or Delegate status

7.1 Cessation of membership

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the company;
- (c) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) ceases to be a member under rule 5.3 or is expelled under rule 7.3; or
- (f) becomes, if the National Board so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

7.2 Cessation as a Delegate

A person immediately ceases to be a Delegate of a Chamber if the person:

- (a) dies;
- (b) ceases to be a member;
- (c) becomes of unsound mind or the Delegate is, or their estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) is removed from the office of Delegate by resolution of the members of the Chamber he or she represents in accordance with the provisions of the Act relating to removal of a director by the members, read as though the Delegate was the director and the members of the Chamber were the members of the company;
- (e) is expelled under rule 7.3;
- (f) except to the extent of a leave of absence granted by the National Board, if the Delegate fails to attend at least 3 consecutive meetings of the Chamber Delegates; or
- (g) resigns by written notice to the company.

7.3 Expulsion

- (a) The National Board may by resolution expel a member from the company or a Delegate from the position of Delegate of a Chamber, if, in their absolute discretion after consultation with the Ethics Council, they decide it is not in the interests of the company for the person to remain a member or a Delegate.
- (b) If the National Board intend to consider a resolution under rule 7.3(a), at least one week before the meeting at which the resolution is to be considered, they must give the member or Delegate written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and

- (3) informing the member or Delegate that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

8 Liability of members

The liability of the members is limited to the amount of the guarantee given in rule 9.

9 Guarantee by members

Every member must contribute an amount not more than \$100 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time he or she ceased to be a member; and
- (b) costs, charges and expenses of winding up.

10 Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
 - (1) that is charitable at law;
 - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
 - (3) Gifts to which can be deducted under Division 30 of the ITAA 97.
- (b) The identity of the institution referred to in rule 10(a) must be decided by the National Board, or if the National Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of the state or territory in which the company is registered.

11 Altering this constitution

11.1 Alterations affecting charitable status

The company must not pass a special resolution altering the constitution, if, as a result, the company will cease to be a charity.

11.2 Notice to Commissioner

- (a) The company must give written notice to the Commissioner if:
 - (1) a special resolution is passed materially altering rule 2; or

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- (2) the company ceases to be entitled to be endorsed as a tax concession charity as a result of a change in its constitution or activities or otherwise.
- (b) The notice must be given as soon as possible after the passing of the special resolution or the cessation.

11.3 Changes to members' rights

Any amendment, replacement or addition to rule 5 or this rule 11.3 or any other part of the constitution which may affect the rights of any category of members differently to the rights of any other category of members, must be passed by a special resolution of the members of the affected Chamber, as well as a special resolution of all members eligible to vote.

12 Public Fund

12.1 Establishment of Public Fund

- (a) There is established a public fund to be known as the National Congress of Australia's First Peoples Public Fund (**Public Fund**) for the purpose of receiving Gifts and Deductible Contributions to the company for the furtherance of the company's purposes in rule 2.
- (b) The company must establish a bank account in the name of the Public Fund into which all Gifts and Deductible Contributions of money in the Public Fund must be deposited (**Public Fund Bank Account**). Subject to rule 12.2(a)(3), no other money is to be deposited into the Public Fund Bank Account.
- (c) The company must invite the public to make Gifts and Deductible Contributions to the Public Fund.

12.2 Use of Public Fund

- (a) The company must ensure that:
 - (1) the Public Fund does not contain any property other than property described in rule 12.1;
 - (2) the Public Fund is only used in furtherance of the company's purpose in rule 2; and
 - (3) all money (including interest) derived from money or property in the Public Fund is credited to the Public Fund Bank Account.

12.3 Winding up or ceasing to be a deductible gift recipient

- (a) At the first occurrence of:
 - (1) the winding up of the company; or
 - (2) the company ceasing to be a deductible gift recipient under section 30-90 of the ITAA 97,any surplus assets of the Public Fund must be transferred to a fund, authority or institution:
 - (3) which is charitable at law;

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- (4) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
 - (5) Gifts to which can be deducted under Division 30 of the ITAA 97.
- (b) The identity of the fund, authority or institution referred to in rule 12.3(a) must be decided by the National Board, or if the National Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of the state or territory in which the company is registered.

12.4 Receipts

Receipts for Gifts and Deductible Contributions of money or property to the Public Fund must:

- (a) be issued in the name of the Public Fund; and
- (b) state the information required in the applicable provisions of section 30-228 of the ITAA 97.

12.5 Public Fund administration

- (a) The Public Fund must be administered by the National Board. If there is not a majority of the National Board who are Responsible Persons, the National Board may delegate the power to administer the Public Fund to a subcommittee of at least 3 people, the majority of whom are Responsible Persons.
- (b) If at any time the requirement in rule 12.5(a) is not met, the committee must not exercise any discretion or power until the requirement is met, except:
 - (1) to protect the Public Fund; or
 - (2) in the case of urgency.
- (c) Subject to rule 12, the National Board may specify:
 - (1) the manner in which the committee's proceedings are to be to be conducted;
 - (2) the matters which the committee must have regard to in carrying out its functions; and
 - (3) any other matters concerning the committee or its functions that the National Board decide.

12.6 Records and financial statements

- (a) The company must keep and maintain proper books of account and records (which are written up in accordance with generally accepted accounting standards and principles consistently applied) relating to all receipts and outgoing for the Public Fund.
- (b) For each financial year, the company must have financial statements (including a profit and loss account and balance sheet) prepared by a suitably qualified person (in accordance with generally accepted accounting standards and principles consistently applied) which detail the affairs of the Public Fund for that financial year including, without limitation, the following matters with respect to the Public Fund:
 - (1) income;
 - (2) capital;

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- (3) costs and disbursements and other outgoings paid or payable and chargeable against income;
 - (4) capital expenditure and liabilities chargeable to capital; and
 - (5) investments and property.
- (c) The financial statements referred to in rule 12.6(b) must be certified by the Auditor to be true and proper statements of the affairs of the Public Fund.

13 Meetings of members

13.1 Application of meeting procedures

The terms of this rule apply to general meetings of the members and apply as modified by this constitution and by the National Board, to National Congress and meetings of Chambers and divisions of members.

13.2 Calling general meetings

- (a) A general meeting may only be called:
 - (1) by a resolution of the National Board;
 - (2) in accordance with a members' requisition under the Act, or
 - (3) as otherwise provided in the Act.
- (b) The National Board may change the venue for, postpone or cancel a general meeting if:
 - (1) they consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical; or
 - (3) a change is necessary in the interests of conducting the meeting efficiently.
- (c) If the general meeting was not called by a resolution of the National Board or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

13.3 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 21 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a director;
 - (3) a councillor on the Ethics Council; or
 - (4) the Auditor.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting; and
 - (3) specify a place, fax number or electronic address for the receipt of proxies.

- (c) A person may waive notice of a general meeting by written notice to the company.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person has notified or notifies the company of that person's agreement to that thing or resolution.
- (e) A person's attendance at a general meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

13.4 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair if one of the co-chairs of the National Board is not present, and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 5 members entitled to vote and present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (2) in any other case the meeting stands adjourned to the day, and at the time and place, that the National Board decides or, if the National Board does not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 13.4(c)(2), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

13.5 General meetings by technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

13.6 Chair of general meetings

- (a) At a general meeting, the chair will be one of the co-chairs of the National Board as they agree between them, or failing agreement as they determine by lot, provided the co-chair who is to preside as chair is present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If the co-chair who is to preside as chair is either not present within 15 minutes after the time appointed for the meeting or is not willing to act, then the other co-chair must preside as chair unless he or she is also not present within 15 minutes after the time appointed for the meeting or is not willing to act. In which case the members present must elect another chair of the meeting.
- (c) A chair elected under rule 13.6(b) must be:
 - (1) another director who is present and willing to act; or
 - (2) if no other director present at the meeting is willing to act, a member who is present and willing to act.

13.7 Adjourning general meetings

- (a) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (c) Except as provided by rule 13.7(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (d) Where a meeting is adjourned, the National Board may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the National Board may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.

13.8 Conducting general meetings

- (a) The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting. A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:
 - (1) in possession of a pictorial-recording or sound-recording device;
 - (2) in possession of a placard or banner;
 - (3) in possession of an article considered by the chair to be dangerous, offensive or liable to cause disruption;
 - (4) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; and/or

- (5) who behaves or threatens to behave in a dangerous, offensive or disruptive manner.
- (c) The chair may, at any time the chair considers it necessary or desirable for the proper and orderly conduct of the meeting:
 - (1) impose a limit on the time that a person may speak on each motion or other item of business and terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the members present; and
 - (2) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or on a poll, including the appointment of scrutineers.
- (d) The chair may postpone the meeting before it has started, whether or not a quorum is present, if, at the time and place appointed for the meeting, he or she considers that:
 - (1) there is not enough room for the number of members who wish to attend the meeting; or
 - (2) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out.
- (e) A postponement will be to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (f) The chair may at any time during the course of the meeting:
 - (1) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
 - (2) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for such period/s as he or she decides without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the chair otherwise allows.
- (g) The chair's rights under this rule are exclusive and, unless the chair requires otherwise, no vote may be taken or demanded by the members present about any postponement, adjournment or suspension of proceedings.
- (h) Only unfinished business may be transacted at a meeting resumed after an adjournment.

13.9 Decisions at general meetings

- (a) The chair of a meeting must ensure that a certificate, signed by the company secretary, of Direct Votes received is available at the meeting ahead of any vote taken.
- (b) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting and any Direct Votes. Such a decision is for all purposes a decision of the members.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chair of the meeting may exercise a second or casting vote, and

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- (2) in the case of National Congress, if the chair is not a Delegate, he or she may exercise a casting vote.
- (d) A resolution put to the vote of a general meeting must be decided in the manner decided by the chair and if a Direct Vote has been received, the vote must be decided in a manner which includes the Direct Votes cast for or against that resolution.
- (e) A poll may be demanded, before the vote is taken or before or immediately after the declaration of the result of the show of hands and Direct Votes, by
 - (1) the chair of the meeting;
 - (2) at least 2 members present and with the right to vote on the resolution; or
 - (3) a member or members present at the meeting and representing at least 5% of the total voting rights of all members entitled to vote on the resolution on a poll.
- (f) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll has been demanded.
- (g) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been:
 - (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority; or
 - (4) lost,and an entry to that effect in the book containing the minutes of the company's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (h) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The poll must include a count of the Direct Votes cast for or against the resolution. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (i) A poll demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (j) The demand for a poll may be withdrawn.

13.10 Voting rights at general meetings

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote which may be given:
 - (1) personally at the meeting;
 - (2) by proxy, attorney or representative who is entitled to a separate vote for each member the person represents in addition to any vote the person may have as a member in his or her own right;
 - (3) by valid notice of their voting decision (Direct Voting).
- (b) Subject to clause 13.13, if a member attempts to cast more than one vote on a particular resolution the order of priority is:
 - (1) Direct Vote;
 - (2) a vote by a member present on a show of hands; and

- (3) a vote by a proxy, attorney or representative.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chair of the meeting, whose decision is final.
- (d) A vote not disallowed by the chair of a meeting under rule 13.10(c) is valid for all purposes.
- (e) Councillors on the Ethics Council in attendance at a general meeting do not have any voting rights however they may address the meeting as determined by the chair.

13.11 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (1) in person or, where a member is a body corporate, by its representatives;
 - (2) by one proxy; or
 - (3) by one attorney.
- (b) A proxy, attorney or representative may, but need not, be a member of the company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

13.12 Authority of a proxy, attorney or representative

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
 - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative on how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.

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- (d) Subject to rule 13.12(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed, or a certified copy of the authority, are:
 - (1) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (f) The National Board may waive all or any of the requirements of rules 13.12(d) and 13.12(e) and in particular, may, on production of other evidence to prove the valid appointment of a proxy, attorney or representative required by the National Board, accept:
 - (1) an oral appointment of a proxy, attorney or representative;
 - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 13.12(d); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or a power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or the authority under which the instrument was executed, if no written notice of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative must be deposited, tabled or produced under rule 13.12(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, in person or by Direct Vote, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

13.13 Direct Voting at general meetings

- (a) A person who has cast a Direct Vote is entitled to attend a meeting. However, they are not able to vote on resolutions the subject of the Direct Vote at that meeting.
- (b) A Direct Vote may be in any form decided or accepted by the directors but, subject to rule 13.13(c), is not valid unless the Direct Vote is:
 - (1) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;

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- (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (c) The directors may, on the production of such evidence as the directors require to prove the validity of the Direct Vote, accept:
- (1) an oral Direct Vote;
 - (2) a Direct Vote lodged through the internet or by electronic means;
 - (3) a written Direct Vote which is not signed; and
 - (4) the deposit, tabling or production of a copy (including a copy sent by fax) of a Direct Vote.
- (d) If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the chair of the meeting must:
- (1) where the meeting votes other than by a poll (ie on a vote on a show of hands) count each member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote as well as the votes cast at the meeting; and
 - (2) on a poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the resolution.

14 National Congress

- (a) National Congress is the annual meeting of the Delegates and National Board.
- (b) All Delegates are expected to attend and participate in National Congress as delegates of the Chamber they represent with their primary duty at National Congress to review the performance of and assist the company in carrying out its purposes in accordance with its values. Delegates must present the views of their Chamber but act for the best interests of the Company as a whole, ie not just for the objectives or interests of the Chamber they represent or of any employer, contractor or interest group they may represent.
- (c) Each National Congress will be conducted in accordance with rule 13 with any modifications set out by the National Board or under this constitution.
- (d) A quorum for a meeting of the National Congress consists of 70% of Delegates.
- (e) Delegates cannot appoint a proxy, attorney or alternate to attend and vote in their place at National Congress.
- (f) National Board must set the agenda for National Congress and it must include:
 - (1) review of a report from National Board setting out its activities, financial statements and performance since the previous National Congress against any strategic or performance objectives and budget recommended by the previous National Congress;
 - (2) discussion and recommendation of the following 12 months and longer term strategy, budget and priorities for the company within the terms of the purposes and values;
 - (3) review of policies set by the National Board;
 - (4) division into separate meetings of Chamber Delegates to elect the Chamber directors (where required).

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- (g) The National Board may also request Delegates to divide into focus groups to provide recommendations as to policy and priorities in specified areas, to the National Board.
- (h) The National Board will issue an invitation to all councillors on the Ethics Council to attend and participate in the National Congress. Councillors on the Ethics Council will not have any voting rights at the National Congress.

15 National Board

15.1 National Board

- (a) The minimum number of directors is 3 and the maximum number of directors is 14, unless the company in general meeting resolves otherwise.
- (b) The National Board must consist of:
 - (1) two executive directors who are co-chairs elected under rule 15.3;
 - (2) two Chamber directors from each Chamber, who are co-chairs of the Chamber and are elected under rule 15.4;
 - (3) any additional directors appointed or elected under any policy or regulation adopted by the National Executive, as approved by the Ethics Council.
- (c) The company must have substantial gender equality in its leadership and the National Board may take special measures within the law to achieve substantial equality at all levels of its leadership and management, including in setting the procedures for the election and appointment to the National Board.

15.2 Initial National Board

- (a) The first directors are those named as directors in the application for registration of the company.
- (b) The initial term of the first directors is until 20 Business Days from the end of the first National Congress.
- (c) The first directors are appointed to the following roles:
 - (1) the co-chairs of the National Board are **Sam Jeffries and Kerry Arabena**;
 - (2) the co-chairs of Chamber 1 are **Daphne Yarram and Peter Buckskin**;
 - (3) the co-chairs of Chamber 2 are **Klynton Wanganeen and Josephine Bourne**;
 - (4) the co-chairs of Chamber 3 are **Colleen Hayward and Ned David**.

15.3 Election of co-chairs

- (a) The National Board in consultation with the Ethics Council must set out the procedures for the application, eligibility and review process for the election by the members of the co-chairs of the National Board. The procedures will include:
 - (1) any individual member who meets the eligibility requirements may apply in accordance with the procedures;

- (2) the applicant must be prepared to be an executive director of the company, in full time employment with the company;
 - (3) the requirement for substantive gender equality expressed in 15.1(c);
 - (4) review of those candidates with the most votes by the Ethics Council before the election is effective.
- (b) The election of co-chairs will be subject to approval by the Ethics Council. The election of co-chairs will not be effective until confirmed by the National Board, in consultation with the Ethics Council. The National Board is not required to disclose the number of votes received by any candidate and will not give reasons for any confirmation or refusal to confirm the election of any candidate.
- (c) The term of office for a co-chair commences 20 Business Days from the first National Congress at which his or her election is confirmed by the National Board as co-chair of the National Board (or if the confirmation occurs before a National Congress, 20 Business Days after the National Congress immediately following the confirmation) and ends (subject to rule 15.5) 20 Business Days after the second National Congress following the commencement of the co-chair's term of office. The co-chair can apply for re-election.
- (d) If only 2 candidates are nominated then these candidates provided they meet the eligibility criteria and are confirmed by the National Board in consultation with the Ethics Council are deemed to be elected without the need for a vote. If more than 2 candidates who meet the eligibility criteria are nominated, the National Board may decide that the election of the co-chairs of the National Board will take place by ballot or at a meeting of members.
- (e) If the election of co-chairs to the National Board is to take place by ballot or at a general meeting, voting will take place in accordance with the procedures set by the National Board in consultation with the Ethics Council.
- (f) The procedures for a ballot will include, in addition to the matters referred to in rule 15.3(a):
- (1) the date on which the members must be on the register of members in order to be entitled to vote;
 - (2) the appointment of a Returning Officer and one or more independent scrutineers to oversee the procedures for the election of co-chairs by ballot;
 - (3) the timeframe which will enable the names of the elected and confirmed co-chairs to be announced at the National Congress following the ballot.
- (g) If the office of co-chair becomes vacant, the National Board, in consultation with the Ethics Committee must appoint a co-chair who meets the eligibility requirements. A co-chair appointed under this paragraph holds office for the remainder of the term of the co-chair he or she is replacing.

15.4 Chamber directors

- (a) The National Board in consultation with the Ethics Council must set out the procedures for the eligibility and for the election of the Chamber directors of the National Board. The procedures will include:
- (1) the Chamber directors may not be full or part time employees of the company;
 - (2) the requirement for substantive gender equality expressed in 15.1(c);

- (3) each Chamber must elect the Chamber directors who will co-chair that Chamber and the candidates must be from the nominations received from the Chamber Delegates;
 - (4) review of those candidates with the most votes by the Ethics Council before the election is effective.
- (b) The election of co-chairs of each Chamber will be subject to approval by the Ethics Council. The election of co-chairs will not be effective until confirmed by the National Board, in consultation with the Ethics Council. The National Board is not required to disclose the number of votes received by any candidate and will not give reasons for any confirmation or refusal to confirm the election of any candidate.
- (c) The term of office for a Chamber director commences on the later of 20 Business Days from the National Congress at which elections for the Chamber director was held or the date the National Board confirms the appointment of the Chamber director and ends (subject to rule 15.5) 20 Business Days after the National Congress in the fourth year after the National Congress at which the Chamber director was elected, subject to an inaugural term for 3 of the first elected Chamber directors (which must be one of each of the co-chairs for each Chamber, as decided by the National Board) being until 20 Business Days after the National Congress in the second year after their appointment. The Chamber director can be nominated for re-election.
- (d) If the office of a Chamber director becomes vacant or the election of a new Chamber director has not been confirmed within 2 months of the National Congress at which the election was conducted, the National Board must fill the casual vacancy or must replace the outgoing Chamber director by appointing a member who meets the relevant eligibility requirements and is approved by the Ethics Council as Chamber director and confirming his or her appointment as the new co-chair. A Chamber director appointed under this paragraph holds office for the remainder of the term of the outgoing Chamber director or, if the appointment is as a result of there being no confirmation by the National Board within 2 months of an election, for the term he or she would have if rule 15.4(c) applied.

15.5 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances in the Act;
- (b) if the director becomes of unsound mind or a director is, or their estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director is removed from office by resolution of the members in accordance with the Act;
- (d) except to the extent of a leave of absence granted by the National Board, if the director fails to attend at least 3 consecutive meetings of the National Board or at least 4 meetings over a period of 365 days; or
- (e) if the director resigns by written notice to the company.

15.6 Payments to National Board

- (a) All payments to directors or members must be approved by the National Board including, but not limited to:
 - (1) out-of-pocket expenses incurred by a director in performing a duty as a director of the company;

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- (2) payments for a service rendered to the company by a director or member in a professional or technical capacity, provided the service has the prior approval of the National Board, and the amount payable is commercially reasonable for the fee or service;
 - (3) indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution;
 - (4) payments for goods or property supplied or leased by a director or member provided the amount is commercially reasonable.
- (b) Each director is entitled to remuneration from the company for his or her services as a director as the National Board decide, but the total amount provided to all directors for their services as the National Board, must not exceed in aggregate in any financial year the amount fixed by the company in general meeting.
- (c) When calculating a director's remuneration for the purposes of rule 15.6(b), disregard any amount paid by the company:
- (1) to a superannuation, retirement or pension fund for a director so that the company is not liable to pay the superannuation guarantee charge or similar statutory charge; or
 - (2) for any insurance premium paid or agreed to be paid for a director under this constitution; or
 - (3) in payment of travelling and other expenses they incur in attending to the company's affairs, meetings and other events;
 - (4) in payment of extra services approved by the National Board for the benefit of the company.
- (d) Remuneration may be provided in such manner that the National Board decide, including by way of non cash benefit, such as a contribution to a superannuation fund. The remuneration is taken to accrue from day to day.

15.7 Directors may contract with the company and hold other offices

- (a) The National Board may adopt regulations requiring the disclosure of interests that a director, and any person considered by the National Board as related to or associated with the director, may have in any matter concerning the company. Any regulations made under this constitution binds all of the National Board but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the regulations.
- (b) Unless the Act permits and the National Board agree that this rule will not apply in any particular matter, a director who has a material personal interest in a matter that is being considered at a National Board meeting must not:
- (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.

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- (e) A director who is interested in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under any regulations adopted by the National Board, and under the Act regarding that interest.
- (f) A director may hold any other office or position (except Auditor) in the company in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the National Board decides.
- (g) A director may be or become:
 - (1) a director of;
 - (2) another officer of; or
 - (3) interested in,a body corporate associated with the company, and, with the consent of the company's National Board, need not account to the company for remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
- (h) The National Board may exercise the voting rights conferred by shares in a body corporate held or owned by the company in the manner that they think fit.

15.8 Powers and duties of the National Board

- (a) The National Board is responsible for managing the company's affairs and carrying out the company's purposes. The National Board will consider the recommendations and advice of the National Congress and the Ethics Council when exercising the company's powers and in carrying out the company's purposes. The National Board may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Act or by this constitution, to be exercised by the company in general meeting.
- (b) The National Board may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.
- (c) The National Board may pay out of the company's funds all expenses of the promotion, formation and registration of the company.
- (d) The National Board may:
 - (1) appoint or employ an officer, agent or attorney of the company with the powers, discretions and duties vested in or exercisable by the National Board, on the terms the National Board decides;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (e) A power of attorney may contain provisions for the protection and convenience of the attorney or persons dealing with the attorney that the National Board thinks fit.

15.9 Proceedings of the National Board

- (a) The National Board may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the National Board to constitute a quorum constitutes a meeting of the National Board. All the provisions in this constitution relating to meetings of the National Board apply, as far as they can and with any necessary changes, to meetings of the National Board by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the National Board involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, a technical difficulty occurs which means that one or more of the directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of the National Board remains present, continue with the meeting.

15.10 Convening meetings of the National Board

- (a) Either co-chair or any 2 or more directors may convene a meeting of the National Board whenever he or she or they think fit.
- (b) A secretary must, on the requisition in accordance with paragraph (a), convene a meeting of the National Board.

15.11 Notice of meetings of the National Board

- (a) Subject to this constitution, notice of a meeting of the National Board must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the National Board.
- (b) A notice of a meeting of the National Board:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive notice of a meeting of the National Board by notifying the company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of the National Board by, or a failure to give notice of a meeting of the National Board to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the director has waived or waives notice of that meeting under rule 15.11(c) before or after the meeting;

- (3) the director has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
- (4) the director attended the meeting.
- (e) Attendance by a person at a meeting of the National Board waives any objection which that person may have to a failure to give notice of the meeting.

15.12 Quorum at meetings of the National Board

- (a) No business may be transacted at a meeting of National Board unless a quorum of the National Board is present at the time the business is dealt with.
- (b) A quorum consists of a majority of directors.
- (c) If there is a vacancy in the office of a director then, subject to rule 15.12(d), the remaining directors may act.
- (d) If the number of directors in office at any time is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

15.13 Chair of the National Board

- (a) The co-chairs elected under rule 15.3 are the co-chairs of the National Board.
- (b) At a meeting of the National Board, the chair will be one of the co-chairs of the National Board as they agree between them, or failing agreement as they determine by lot, provided the co-chair who is to preside as chair is present within 10 minutes after the time appointed for the meeting and willing to act.
- (c) If the co-chair who is to preside as chair is either not present within 10 minutes after the time appointed for the meeting or is not willing to act, then the other co-chair must preside as chair unless he or she is also not present within 10 minutes after the time appointed for the meeting or is not willing to act. In which case the directors present must elect one of the National Board as chair of the meeting.

15.14 Decisions of the National Board

- (a) A meeting of the National Board at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the National Board under this constitution.
- (b) Questions arising at a meeting of the National Board must be decided by a majority of votes cast by the National Board present. Such a decision is for all purposes a decision of the National Board.
- (c) Where the votes on a proposed resolution are equal the chair of the meeting may exercise a second or casting vote.

15.15 Written resolutions of the National Board

- (a) A resolution is taken to have been passed by a meeting of the National Board if:
 - (1) all the National Board (except any director on leave of absence approved by the National Board, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and

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- (2) the directors who sign or consent to the resolution would have constituted a quorum at a National Board meeting held to consider that resolution.
- (b) A director may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the company at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the co-chairs of the National Board signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or either of the co-chairs of the National Board and signifying assent to the resolution and clearly identifying its terms.

15.16 Minutes of meetings and minutes of resolutions

- (a) The National Board must ensure:
 - (1) minutes of proceedings; and
 - (2) resolutions of general meetings and of meetings of the National Board (including committees of the National Board),are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The National Board must ensure that minutes of resolutions passed by National Board (and committees of the National Board) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

15.17 Committees of the National Board

- (a) The National Board may delegate any of their powers to one or more committees consisting of the number of directors and other people as they think fit.
- (b) A committee to which powers have been delegated must exercise those powers delegated in accordance with directions given by the National Board.
- (c) Provisions of this constitution that apply to meetings and resolutions of the National Board apply, as far as they can, with any necessary changes, to meetings and resolutions of a committee of the National Board.

15.18 Delegation to individual directors

- (a) The National Board may delegate any of their powers to one director.
- (b) A director to whom powers have been delegated must exercise those powers delegated in accordance with directions given by the National Board.

15.19 Validity of acts

An act done by a person acting as a director, a meeting of the National Board, or a committee of the National Board attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the National Board or the committee (as applicable) when the act was done:

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- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified as a director or having vacated office; or
- (c) the person not being entitled to vote.

16 Board officers

16.1 Board director

- (a) The National Board may appoint the co-chairs of the National Board as executive directors.
- (b) A director's appointment as an executive director automatically terminates if they cease to be a director.
- (c) The National Board may confer on an executive director any title they think fit.

16.2 Secretary

- (a) The National Board must appoint at least one secretary and may appoint additional secretaries.
- (b) The first secretary of the company is the person who has consented to act as secretary and who is named as the secretary in the application for registration of the company.

16.3 Provisions that apply to all executive officers

- (a) A reference in this rule 16.3 to an executive officer is a reference to an executive director and the secretary of the company.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the National Board think fit.
- (c) Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the National Board at any time, with or without cause.
- (d) The National Board may:
 - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the National Board) they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person when the act was done:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer.

17 Ethics Council

- (a) The National Board must maintain an Ethics Council as an advisory committee to the National Board.
- (b) The number of councillors must be at least 6 and the councillors must be Aboriginal or Torres Strait Islander people with the highest integrity. While acting as a councillor on the Ethics Council, a councillor must not be a member of the company or a representative of a member of the company. The councillor may attend meetings of members, chambers or the National Congress but may not vote.
- (c) The first directors referred to in rule 15.2(a) must appoint an initial Ethics Council and subject to the decision of the National Board to extend the term or to remove a member, the term of the appointment will be 2 years. The functions of the initial Ethics Council will be set out in a charter set by the National Board and must include:
 - (1) recommending the process for the appointment and removal of members of the Ethics Council by the National Board;
 - (2) other matters required of the Ethics Council in this constitution and as requested by the National Board.
- (d) The functions of the Ethics Council will include:
 - (1) reviewing the candidates to the positions of co-chairs of the National Board and recommending candidates to the National Board for the office, bearing in mind the requirements of rule 12.5(a) and other eligibility requirements;
 - (2) reviewing the Chamber 1 and 2 Delegates once elected to recommend confirmation or rejection of the election bearing in mind the eligibility requirements;
 - (3) reviewing the applications to positions of Chamber 3 Delegates and making recommendations to the National Board, bearing in mind the eligibility requirements;
 - (4) reviewing the candidates to the positions of the Chamber directors and recommending candidates to the National Board for the office of co-chair of each Chamber, bearing the requirements of rule 12.5(a) and the eligibility requirements;
 - (5) acting as a mediator if requested under the grievance procedures;
 - (6) reviewing the policies and application of eligibility for the categories of membership;
 - (7) reviewing the creation and operation of any divisions within a category of membership;
 - (8) assisting in reviewing the terms of any Chamber Delegates;
 - (9) assisting and recommend policies and procedures to ensure the company, National Board and National Congress maintain the highest ethical standards;
 - (10) assisting the company in adhering to the purposes and values;
 - (11) investigating any potential breaches of ethical standards or the company's values;
 - (12) recommending members for joining the Ethics Council;
 - (13) other matters required by the National Board.

- (e) The National Board must specify in the charter:
 - (1) the manner in which proceedings of the Ethics Council are to be conducted;
 - (2) the matters which the Ethics Council must include in any consideration of issues in carrying out its functions; and
 - (3) any other matters concerning the Ethics Council or its functions that the National Board decide.

18 Grievance procedure

- (a) Any dispute under these rules between a member and another member or between a member and the company must, unless the parties otherwise agree, be dealt with by the procedure in this rule 18.
- (b) Any party to a dispute between members, may refer the dispute to the National Board for determination. The National Board may appoint a director, subject to rule 18(d) below, to act as the mediator or a third party.
- (c) If there is a dispute between the company and a member, either party may require the dispute be referred to the Ethics Council for determination. The Ethics Council may appoint a member of the Ethics Council, subject to rule 18(d) below, to act as the mediator or a third party.
- (d) The mediator must be:
 - (1) a person agreed between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation;
 - in the case of a dispute between a member and another member, a person appointed by the National Board; or
 - in the case of a dispute between a member and the company, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor in law or organisation with similar authority and structure within any other State or Territory.
- (e) A member can be a mediator.
- (f) The mediator cannot be a party to the dispute.
- (g) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the mediator.
- (h) The mediator, in conducting the mediation, must:
 - (1) give the parties to the dispute every reasonable opportunity to be heard;
 - (2) allow due consideration by all parties of any written statement submitted by a party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
- (i) A determination made by the mediator, as the case may be, any under this rule is final and binding on all parties to the dispute.

19 Indemnity and insurance

19.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 19 apply to Indemnified Officers.

19.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

19.3 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the company where the National Board considers it appropriate to do so.

19.4 Savings

Nothing in this rule 19:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 19 does not apply.

20 Auditor

The company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.

21 Notices

21.1 Notices by the company to members

The company may give notices, including a notice of general meeting to a member:

- (a) personally;

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- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

21.2 Notices by the company to National Board

Subject to this constitution, a notice may be given by the company to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the fax number or electronic address supplied by the director to the company for giving notices.

21.3 Notices by member or National Board to the company

Subject to this constitution, a notice may be given by a member or director to the company by:

- (a) serving it on the company at the registered office of the company;
- (b) sending it by post in a prepaid envelope to the registered office of the company; or
- (c) sending it to the principal fax number or the principal electronic address of the company at its registered office.

21.4 Time of service

- (a) A notice properly addressed and posted is taken to be served:
 - (1) in the case of a notice of a general meeting, at 10.00am on the day after the date it was posted; or
 - (2) in any other case, at the time the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, the notice is taken as served at the time the fax is sent if the correct fax number appears on the fax report produced by the sender's fax machine.
- (c) Where a notice is sent by an electronic messaging system with a delivery verification function, the notice is taken as served on generation of a delivery verification notice, log entry, or other confirmation by the electronic messaging system.
- (d) Where a notice is sent by email or other electronic messaging system (not covered by rule 21.4(c)), the notice is served on delivery to:
 - (1) the addressee's email or electronic messaging system account if the addressee is a natural person; or
 - (2) the corporation's computer systems if the addressee is a corporation.
- (e) If service under rules 21.4(b), 21.4(c) and 21.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

21.5 Other communications and documents

Rules 21.1 to 21.4 (inclusive) apply, as far as they can, with any necessary changes, to the service of any communication or document.

21.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

22 Definitions and interpretation

22.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
Act	the <i>Corporations Act 2001</i> (Cth).
Aboriginal and Torres Strait Islander person	a person: <ol style="list-style-type: none"> 1 of Aboriginal and Torres Strait Islander descent; and 2 who identifies themselves as an Aboriginal or Torres Strait Islander; and 3 is accepted as an Aboriginal or Torres Strait Islander by an Aboriginal or Torres Strait Islander community, as accepted by the National Board.
Aboriginal and Torres Strait Islander Organisation	an incorporated organisation: <ol style="list-style-type: none"> 1 which has at least 51% of its members being Aboriginal and Torres Strait Islander people 2 which has at least 51% of its governing board being Aboriginal and Torres Strait Islander people 3 whose principal purpose and activity is related specifically to Aboriginal and Torres Strait Islander people but which is not a National Aboriginal and Torres Strait Islander Organisation.
Auditor	the auditor of the company.
Business Day	a day on which banks are open for business in the City where the registered office of the Company is located, excluding a Saturday, Sunday or a public holiday in that city.

Term	Meaning
Chambers	the groups of members divided into chambers based on the category of membership.
Chamber 1 directors	has the meaning in rule 6.1(f)(1).
Chamber 2 directors	has the meaning in rule 6.2(f)(1)
Chamber 3 directors	has the meaning in rule 6.3(e)(1)
Chamber directors	means directors .
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
Deductible Contribution	a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the company.
Delegates	the individuals elected or appointed to attend the National Congress.
Direct Vote	Valid notice of a member's voting decision.
Gift	a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA 97 for the principal purpose of the company.
Indemnified Officer	<ol style="list-style-type: none"> 1 each person who is or has been a director or executive officer (within the meaning of rule 16.3(a)) of the company; and 2 any other officers or former officers of the company as the National Board in each case decide.
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).
National Aboriginal and Torres Strait Islander Organisations	Aboriginal and Torres Strait Islander Organisations that operate, or have significant number of members, throughout, or substantially throughout Australia, as decided by the National Board.
National Congress	the annual meeting of the Delegates.

Term	Meaning
National Board	the board of directors of the company.
Peak Body	must meet the following criteria: <ol style="list-style-type: none"> 1 not controlled by government 2 members of the Peak Body are organisations (including one or more Aboriginal and Torres Strait Islander Organisations) which provide the same or similar services as each other, to or for the benefit of Aboriginal and Torres Strait Islander people 3 members of the Peak Body either: <ol style="list-style-type: none"> a. operate in a region or in a State or Territory (regional or State or Territory Peak Bodies) or b. are organisations referred to in criteria 3a (national Peak Bodies) 4 activities include supporting member services, research, information, co-ordination, development of policies, programs or services 5 at least 51% of the governing board are Aboriginal and Torres Strait Islander people 6 not, and could not be, a member of a Peak Body as defined in criteria 1-5.
Registered Address	a member's address as notified to the company by the member and recorded in the company's records.
Responsible Person	an individual who: <ol style="list-style-type: none"> 1 performs a significant public function; 2 is a member of a professional body having a code of ethics or rules of conduct; 3 is officially charged with spiritual functions by a religious institution; 4 is a director of a company whose shares are listed on the Australian Securities Exchange; 5 has received a formal recognition from government for services to the community; or 6 is approved as a Responsible Person by the Australian Taxation Office.

22.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting, all documents and other communications from the company to its members;
- (b) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements nor re-enactments of any of them;

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- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to writing and written includes printing, lithography, electronic means of writing (eg fax, email) and other ways of representing or reproducing words in a visible form;
- (e) the singular includes the plural and the plural includes the singular; and
- (f) headings and bold type are used for convenience only and do not affect the interpretation of this constitution.

23 Application of the Act

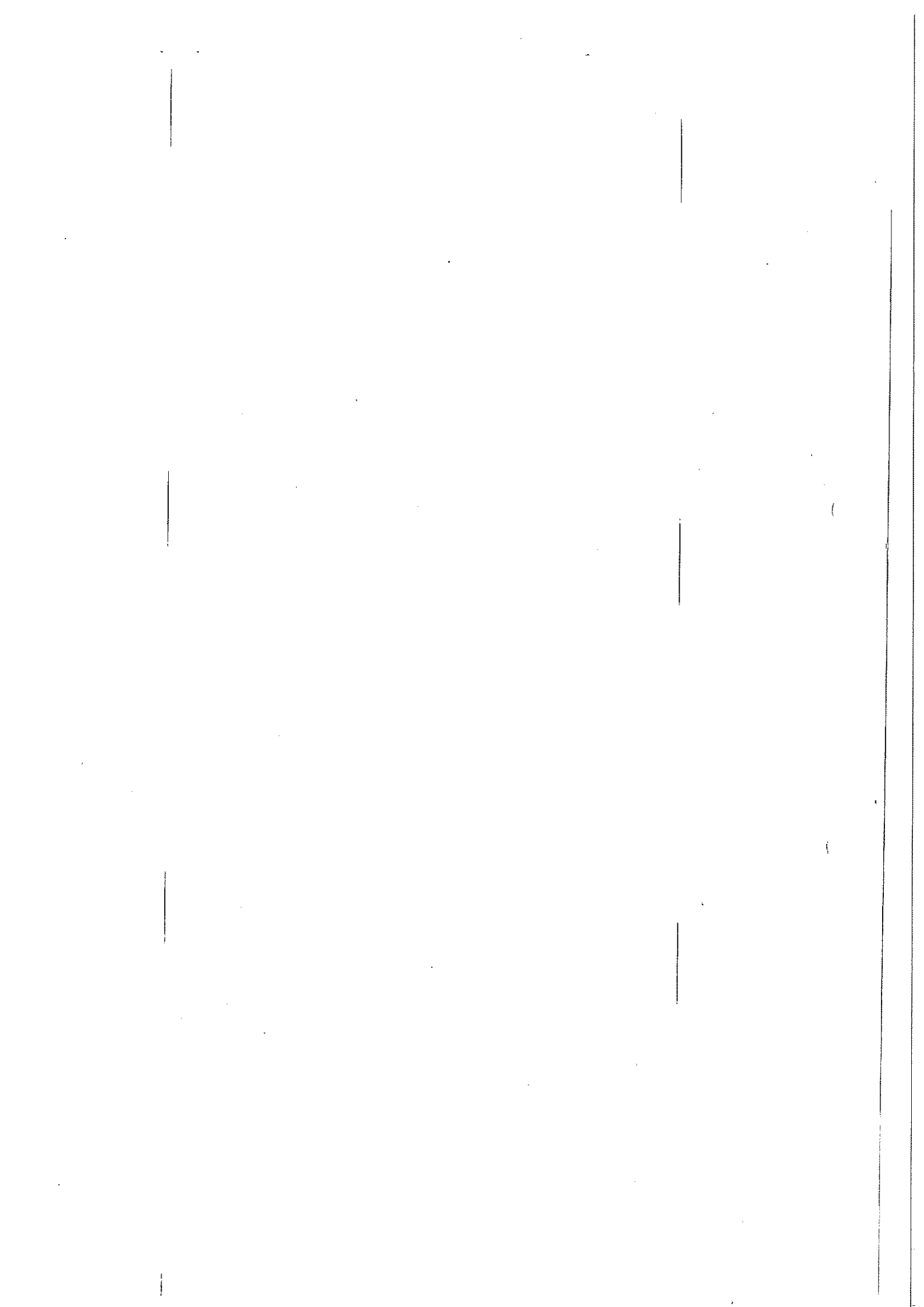
23.1 What parts of the Act apply

Unless the contrary intention appears:

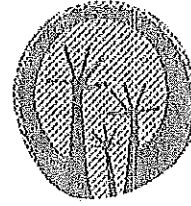
- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 23.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

23.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the company.
- (b) The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.



National Board Charter



National Board
Policy/Guideline Number: NB2

NATIONAL CONGRESS
OF AUSTRALIA'S FIRST PEOPLES

This Board Charter is to be read in conjunction with the Directors Code of Conduct.

1 National Board Structure

1.1 The National Board is composed of the following:

- (a) the two (2) Co-Chairs (one male, one female) elected by National Congress members;
- (b) two (2) Chamber directors (one male, one female) from each of the 3 (three) Chambers, elected by the Chamber delegates of the relevant Chamber; and
- (c) any additional directors appointed or elected under any policy or regulation adopted by the National Board, as approved by the Ethics Council.

1.2 The maximum number of directors on the National Board is 14.

1.3 Achieving substantial gender equity is a guiding principle in the composition of the National Board, Ethics Council and leadership positions within Congress and the National Board may take special measures within the law to achieve substantial equity at all levels of its leadership and management, including in setting procedures for the election and appointment to the National Board.

2 Purpose and Role of National Board

2.1 The National Board has primary responsibility for the governance and management of the National Congress of Australia's First Peoples Ltd ("Congress") consistent with the purposes of the Company set out in the Constitution and listed below:

- (a) providing national leadership and recognition of the status and of the rights of Aboriginal and Torres Strait Islander people as first nations peoples;
- (b) protecting and advancing the wellbeing and rights of Aboriginal and Torres Strait Islander peoples and communities;
- (c) providing a representative voice of, and a conduit for communications with and between, Aboriginal and Torres Strait Islander peoples;
- (d) securing economic, political, social, cultural and environmental futures for Aboriginal and Torres Strait Islander peoples and communities by

working with governments, service providers, communities and other stakeholders;

- (e) building strong relationships with government, industry and among Aboriginal and Torres Strait Islander peoples and communities, based on mutual respect and equality;
- (f) identifying issues, researching solutions and educating government service providers and Aboriginal and Torres Strait Islander peoples and communities to achieve the above processes.

2.2 In carrying out the purposes of National Congress, the National Board will operate with, and ensure that National Congress as a whole operates with, the following values:

- (a) the highest standards of professionalism and objectivity;
- (b) integrity and honesty;
- (c) accountability, transparency and openness;
- (d) participation and inclusion; and
- (e) being informed.

2.3 In carrying out its responsibilities, the National Board will act at all times:

- (a) in a manner designed to create and build trust and sustainable values for members, employees and Aboriginal and Torres Strait Islander peoples and communities; and
- (b) in accordance with the duties and obligations imposed on them by the Constitution, the Directors Code of Conduct and by law.

2.4 In addition to matters expressly required by law to be approved by the National Board, powers specifically reserved for the National Board are as follows:

- (a) formulating, advocating and implementing policies and priorities consistent with the decisions of the National Congress meetings;
- (b) developing the strategic and operational plans for National Congress consistent with its purposes, and monitoring management's implementation of those plans;
- (c) organising and leading engagement strategies with Aboriginal and Torres Strait Islander peoples;
- (d) communicating the views and policies of National Congress to Australian Governments, stakeholders and the Australian public;
- (e) selecting and appointing the CEO and Company Secretary, determining conditions of service and remuneration, monitoring performance against established objectives and ensuring appropriate succession planning;

- (f) monitoring financial outcomes and the integrity of reporting, in particular approving annual budgets and longer-term strategic and business plans;
- (g) ensuring that effective corporate governance, audit, risk management and compliance systems are in place and regularly tested and reviewed to protect National Congress and support compliance with legal requirements and acceptable risk parameters;
- (h) establishing and implementing regular review processes for the Directors Code of Conduct, Congress Accountability Framework and other Board policies, including remuneration policies (subject to member approval), and ensuring compliance with those codes and policies by all officers and employees;
- (i) appointing such committees of the National Board as appropriate to assist in the discharge of its responsibilities and determining the membership, scope and charter for each committee;
- (j) setting specific limits of authority for management to commit to new expenditure, entering contracts and acquisitions without National Board approval;
- (k) approving key policies and significant changes to key policies; and
- (l) complying with the reporting and other requirements of the Corporations Act 2001 (Cth).

3 Role of the Co-Chairs

3.1 The Co-Chairs are executive directors of National Congress.

3.2 The term of appointment for a Co-Chair is two (2) years.

3.3 The role of the Co-Chairs is to:

- (a) lead the implementation of the strategic plan and be the public face of National Congress;
- (b) provide leadership to the National Board;
- (c) ensure that the National Board is fulfilling its role and achieving key milestones as set out in the Constitution and the Congress Accountability Framework;
- (d) work with the CEO and the National Board to deliver the business of National Congress;
- (e) meet regularly with the Ethics Council Co-Chairs;
- (f) establish the agenda for National Board meetings, in consultation with the CEO and the Company Secretary;

- (g) preside over National Board meetings, National Congress meetings and ensure that meetings are conducted in an efficient and open manner;
- (h) ensure that Directors are well-informed and have the opportunity within National Board meetings to participate fully in decision-making processes, including the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the National Board and National Congress;
- (i) set the standard for Directors in terms of attendance at meetings and prior familiarity with agenda papers and issues to be raised;
- (j) liaise with the CEO and Company Secretary to ensure that Directors are properly briefed and have access to all relevant information on the operations of National Congress;
- (k) be the main point of contact and communication between the National Board and the CEO to ensure that the National Board's views are communicated clearly and accurately;
- (l) act as primary counsellors to the CEO;
- (m) lead the review of the performance of the CEO and ensures that the delegated authorities of the CEO and expected key performance criteria for the CEO are clear;
- (n) ensure the regular review of the National Board's performance; and
- (o) protect the independence of the National Board.

4 Role of individual National Board Directors

- 4.1 The Directors (other than the Co-Chairs) are non-executive directors of National Congress.
- 4.2 Subject to certain transitional arrangements that apply to the first elected Chamber Directors (see clause 15.4(c) of the Constitution), the term of appointment for a Chamber Director is four (4) years.
- 4.3 Directors have certain obligations to National Congress and its members. These duties may in some cases extend to other stakeholders (such as creditors and government regulators). The sources for these duties include the Corporations Act 2001 (Cth), the general law and contractual obligations.
- 4.4 The Directors Code of Conduct and the Congress Accountability Framework sets out the duties and responsibilities of individual National Congress directors.

5 Role of the Ethics Council

- 5.1 The Ethics Council is an advisory committee to the National Board.
- 5.2 The minimum membership of the Ethics Council is six (6) Aboriginal or Torres Strait Islander persons with the highest integrity.
- 5.3 Unless otherwise determined by the National Board, the term of appointment to the Ethics Council is two (2) years.
- 5.4 The functions and manner of operation of the Ethics Council are set out in clause 17 of the Constitution and the Ethics Council Charter.

6 Role of the CEO

- 6.1 The roles and duties of the CEO are set out in the CEO's employment contract and the Congress Accountability Framework but in summary include:
 - (a) devotion of the whole of his or her time, attention and skills during normal business hours and at other times as reasonably necessary, to the duties of the office;
 - (b) accountability for planning, coordinating and directing the operations of National Congress to achieve strategic, financial and operating objectives as agreed with the National Board;
 - (c) formulation and recommendation of business and financial strategies and plans to develop Congress's business and activities and implementation of these plans to achieve agreed performance targets;
 - (d) promotion of the interests of Congress;
 - (e) faithful and diligent performance of the duties and exercise of powers;
 - (i) consistent with the position of CEO of Congress;
 - (ii) as set out in the Constitution and the Congress Accountability Framework; and
 - (iii) as assigned by the National Board.

6.2 In fulfilling his or her duties, the CEO:

- (a) reports directly to the National Board;
- (b) provides prompt and full information to the National Board regarding the conduct of the business and activities of National Congress; and
- (c) complies with reasonable directions given by the National Board.

7 Role of the Company Secretary

- 7.1 The Company Secretary supports the effectiveness of the National Board by:
- (a) monitoring compliance with National Board policies and procedures; and
 - (b) co-ordinating the completion and dispatch of the National Board agenda and supporting papers in a timely manner.
- 7.2 The Company Secretary is also responsible for:
- (a) in conjunction with the Co-Chairs and the CEO, organising National Board meetings;
 - (b) with input from the Co-Chairs, other Directors and the CEO, preparing agenda; and
 - (c) in conjunction with the CEO, co-coordinating the preparation of Board papers.
- 7.3 The Company Secretary is accountable to the National Board, through the Co-Chairs, on all governance matters.
- 7.4 Directors are expected to provide the Company Secretary with such information and assistance as is reasonably required to enable the Company Secretary to fulfil his or her functions and duties.

8 National Board Meeting Protocols

8.1 Calling National Board Meetings

- (a) An annual calendar for National Board meetings will be developed in consultation with the Co-Chairs and the CEO for endorsement by the National Board.
- (b) In addition, under clause 15.10 of the Constitution, a National Board meeting may be called by:
 - (i) either Co-Chair; or
 - (ii) any two (2) or more Directorsnotifying the Company Secretary to convene a meeting.
- (c) Meetings may take place face-to-face or by telephone or other electronic means provided that each Director is able to be heard by and hear each other Director.
- (d) Where a Director is unable to attend a National Board meeting, the Director should submit an apology to one of the Co-Chairs, the CEO or the Company Secretary.

8.2 Development and Circulation of Board Papers

- (a) A draft agenda for a meeting will be developed by the CEO and the Company Secretary in consultation with the Co-Chairs. The final agenda will be approved by the Co-Chairs.
- (b) The final agenda and all associated board papers will be circulated to all Directors will be circulated to all Directors by email one week before a scheduled National Board meeting where possible.

8.3 Conduct of National Board Meetings

- (a) One of the Co-Chairs will be the chair of the meeting. If the Co-Chairs are not able to agree, the matter will be determined by lot.
- (b) A quorum for a National Board meeting is a majority of Directors.
- (c) Each Director has one vote on any motion put to a meeting. Where the votes on a motion are equal, the chair of the meeting may exercise a second or casting vote.
- (d) All National Board papers and all discussions of the National Board – both formal and informal – are confidential.

8.4 Minutes of Meeting

- (a) The Company Secretary is responsible for taking the minutes of a National Board meeting.
- (b) Draft minutes must be drafted and emailed to the Co-Chairs and the CEO within 48 hours of the meeting for review and approval.
- (c) After approval of the draft minutes of meeting by the Co-Chairs, the minutes will be circulated to the remaining Directors for comment.
- (d) All Directors should provide any comments they have in relation to the minutes within one (1) week of their circulation.
- (e) A copy of the minutes must be placed in the Minute Book within 30 days of the meeting and must be signed within a reasonable time by the chair of that meeting or the chair of the next meeting.

8.5 Responsibilities of Directors

- (a) Directors are expected to have read all papers distributed prior to the meeting in question.
- (b) Directors are expected to be responsive to business arising in between formal National Board meetings.

9 National Board Evaluation and Charter Review

9.1 The National Board is committed to reviewing the National Board's performance and to the ongoing development of the National Board as a whole. This review encompasses the following:

- (a) the role of the National Board;
- (b) the National Board's processes, including the conduct of meetings;
- (c) the National Board's performance;
- (d) the performance of individual Directors;
- (e) the performance of National Board Committees and the Ethics Council;
- (f) the need for continuing professional development; and
- (g) any other relevant issue.

9.2 The National Board will conduct, at least every two (2) years, a comprehensive National Board review. The method of conducting each review, and the extent of that review, is for the National Board to determine from time to time.

9.3 The National Board will regularly review this charter and the charters of National Board committees to ensure they remain consistent with the National Board's objectives and responsibilities and relevant standards of corporate governance

10 Breaches

- *Corporations Act*

11 Additional/Related Resource

11.1 Associated documents

- *Constitution.. \Corporate Governance\Constitution - amended 1 December 2010.pdf*
- *Directors Code of Conduct.. Directors Code of Conduct Policy - National Board.doc*

11.2 Legislation

- *Constitution*
- *Corporations Act*

11.3 Effective date

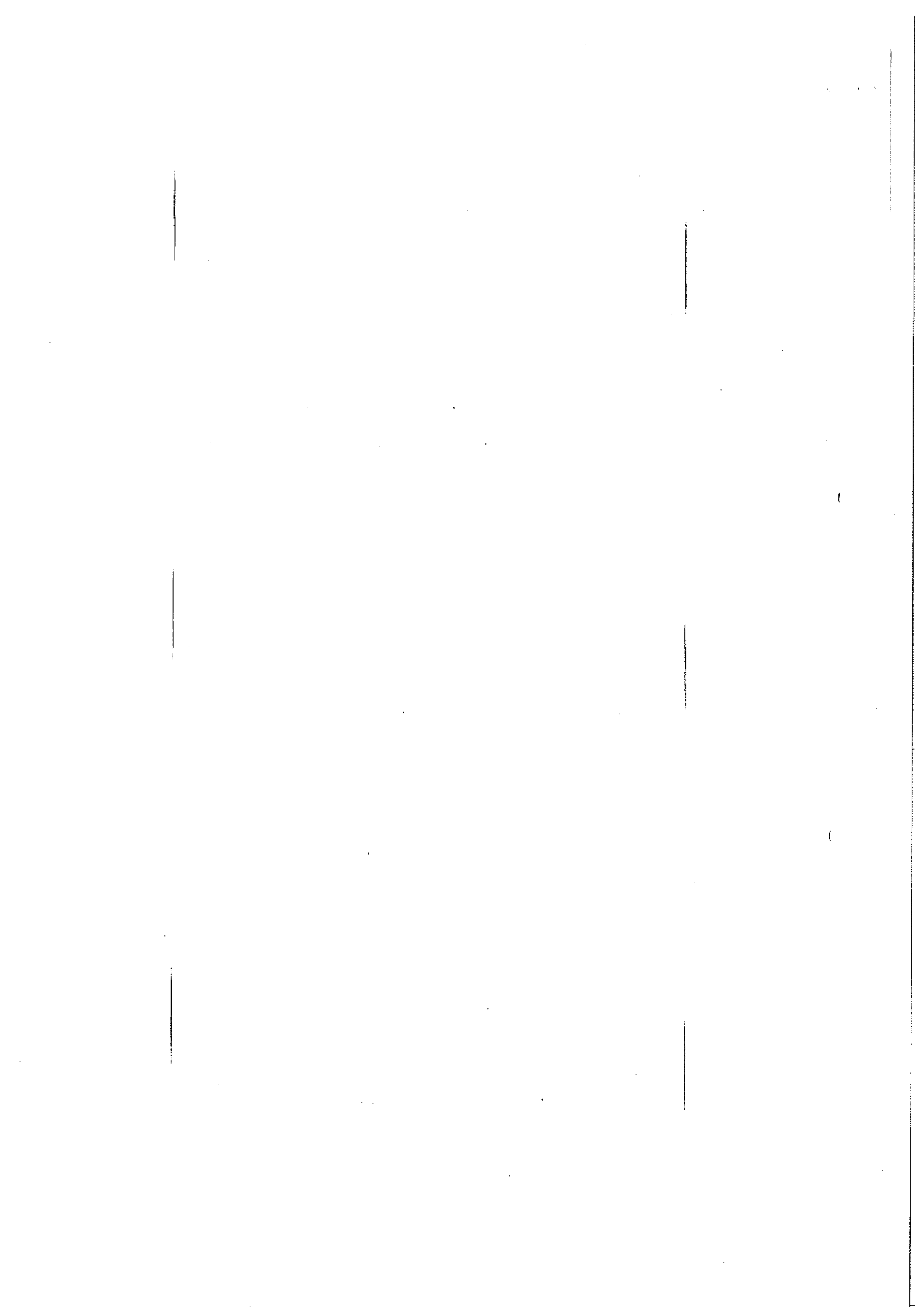
- *Endorsed by National Board on 27 May 2011*

11.4 Review date/Cycle

- *May 2013*

11.5 Guideline/Policy replaces

- *None.*



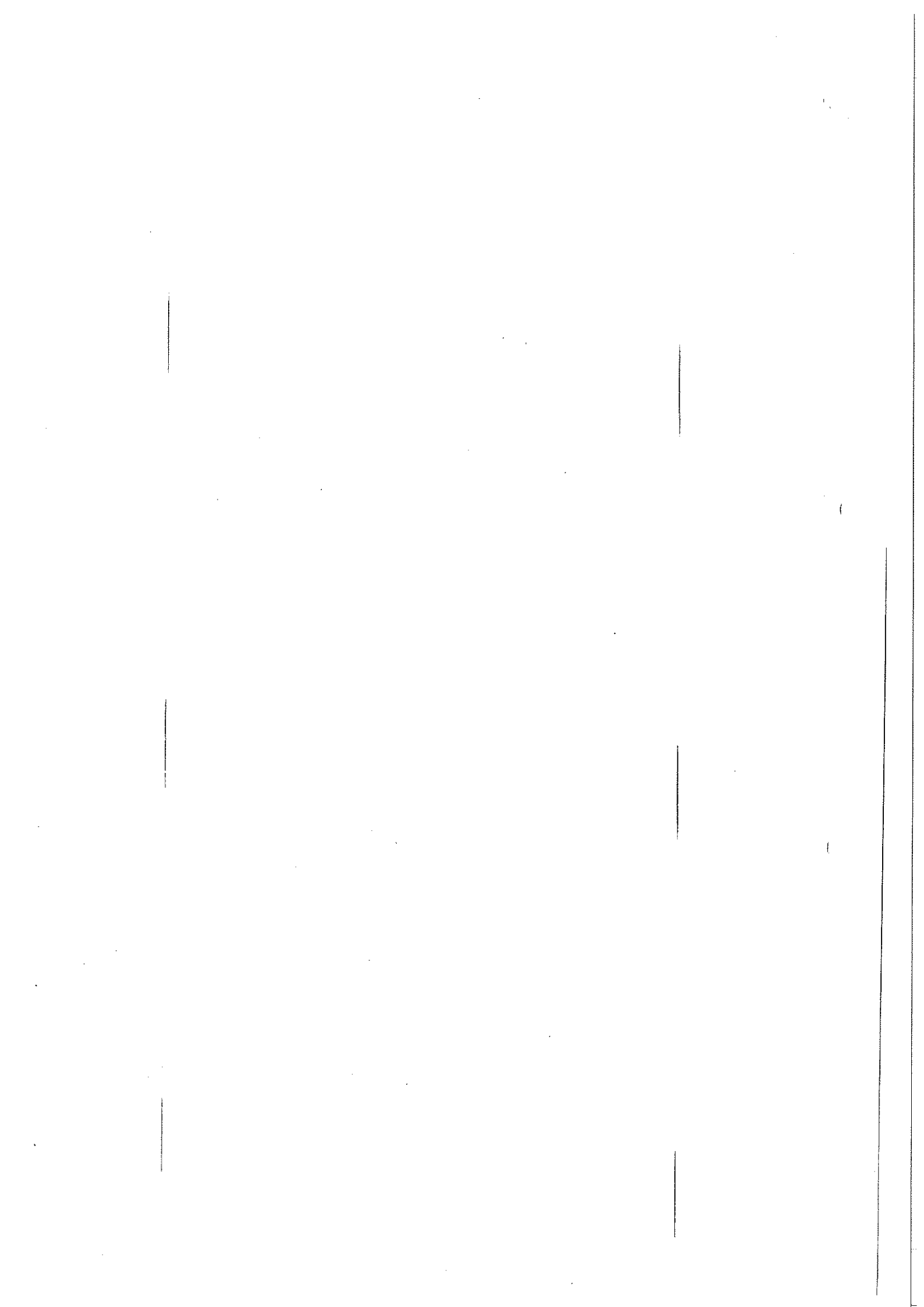
Appendix 9: List of Congress' Chamber Two Organisations

Appendix 9: Congress Chamber 2 organisations as of 11 March 2015

Aboriginal & Torres Strait Islander Community Health Service Brisbane Limited
Aboriginal and Islander Independent Community School
Aboriginal and Torres Strait Islander Women's Legal Services NQ Inc.
Aboriginal Child and Family Community Care State Secretariat
Aboriginal Disability Network NSW Inc.
Aboriginal Drug & Alcohol Council (SA) Inc
Aboriginal Family Law Services (WA)
Aboriginal Family Support Services INC.
Aboriginal Family Violence & Prevention Legal Service Victoria
Aboriginal Legal Rights Movement Inc.
Aboriginal Legal Service (NSW/ACT) Limited
Aboriginal Legal Services of WA
ACT Torres Strait Islanders Corporation
Arrulka Business Aboriginal Corporation
Australian Indigenous Leadership Centre
Australian Indigenous Mentoring Experience
Barengi Gadjin Land Council Aboriginal Corporation RNTBC
Bidwell-Maap Aboriginal Corporation
Booroongen Djugun College
Bundiyarra Aboriginal Community Aboriginal Corporation
Burrunju Aboriginal Corporation
Buthu Cultural Development Organisation
Butucarbin Aboriginal Corporation
Ceduna Koojibba Aboriginal Health Service Aboriginal Corporation
Central Australian Aboriginal Legal Aid Services Inc.
Centre for Indigenous Technology Information & Engineering Solutions
Congress Community Development and Education
Crana Aboriginal Corporation Inc
Danila Dilba Health Service
Darug Tribal Aboriginal Corporation
Dja Dja Wurrung Clans Aboriginal Corporation
Dorrigo Plateau Local Aboriginal Land Council
Gallang Place
Gamarada Aboriginal Men's Healing Program
Gandangara Local Aboriginal Corporation
Gannambarra Enterprises Ltd
Girringun Aboriginal Corporation
Goldfields Land and Sea Council
Goomburrup Aboriginal Corporation
Gunditj Mirring Traditional Aboriginal Owners Corporation
Gunjeewong Cultural Heritage Aboriginal Corporation
Guringai Tribal Link Aboriginal Corporation

Healesville Indigenous Community Service Association Inc
Indigenous Dentists Association of Australia
Indigenous Leadership Network Victoria
Indigenous Remote Communications Association
Jabalbina Yalanji Aboriginal Corp
Kalano Community Association Inc
KARI Aboriginal Resources Inc.
Kimberley Aboriginal Law and Culture Centre
Kimberley Language Resource Centre
Kirrawe Indigenous Corporation
Kungari Association Incorporated
Lakes Entrance Aboriginal Health Association
Link-Up NSW Aboriginal Corp.
Lower Murray Nungas Club
Mabunji Aboriginal Resource Association Inc
Magabala Books Aboriginal Corporation
Mamu Aboriginal Corporation
Mandurah Hunter Indigenous Business Chamber Inc.
Marmun Mia-Mia Aboriginal Corporation
Merana Aboriginal Community Association for the Hawkesbury Inc
MliMi Aboriginal Corporation
Murdi Paaki Regional Enterprise Corporation Ltd
Murdi Paaki Regional Housing Corporation Limited
NAIDOC Perth Inc
NAISDA Dance College
Narragunnawali Aboriginal Corporation
National Aboriginal Solutions
National Aboriginal Sporting Chance Academy
Native Title Services Victoria Ltd
Ngambri Local Aboriginal Land Council
Nganampa Health Council Inc.
Ngarliyarndu Bindirri Aboriginal Corporation
Ngarluma Yindjibarndi Foundation Ltd
Ngarrindjeri Elders Housing Association Inc.
Ngarrindjeri Heritage Committee
Ngarrindjeri Land and Progress Association Inc.
Nigyanni Indigenous Corporation
NMN Indigenous Corporation
North Australian Aboriginal Justice Agency
North Queensland Land Council NTRB Aboriginal Corporation
Northern Project Contracting Pty Ltd
NSW Teachers Federation Aboriginal Members Committee
NSW/ACT Higher Education Network Aboriginal Corporation
NT Stolen Generations Aboriginal Corporation
NTSCORP Limited
Nunkuwarrin Yunti of South Australia Inc

Nyacha Kumopinta Aboriginal Corporation
Nyoongar Sports Association
OPGED Makrems Rugby League TSI Corporation
Pangula Mannamurna Inc.
Parrdarrama Pungenná Aboriginal Corporation
Playful Beginnings Aboriginal Corporation
QLD Aboriginal and Torres Strait Islander Child Protection Peak Limited
Ramahyuck District Aboriginal Corporation
Salma Torres Strait Islanders Corporation
Saltwater Freshwater Arts Alliance
Shoalhaven Community Development Ltd
Six Rivers Aboriginal Corporation
Solid Young Fulla's Aboriginal Corporation
South Coast Women's Health & Welfare Aboriginal Corporation
South Eastern Regional Management Services
South West Aboriginal Land and Sea Council
South West Aboriginal Medical Service
Strong Aboriginal Families Together
Sunrise Health Service Aboriginal Corporation
Tarwirri - Indigenous Law Students & Lawyers Association of Victoria Inc
Tauondi College
Thamarrurr Development Corporation
The Goldfields Indigenous Housing Organisation
The Kimberley Land Council
Torres Strait Islander Media Association
Townsville Aboriginal and Islander Health Services Ltd
Townsville Aboriginal and Torres Strait Islander Corporation for Women
UMI Arts Limited
Umoona Aged Care Aboriginal Corporation
Victorian Aboriginal Child Care Agency Co-op Ltd
Victorian Aboriginal Legal Service Co-operative Ltd
Walbunja Aboriginal Corp
Warlpiri Youth Development Aboriginal Corporation (Mt Theo Program)
Wathaurong Aboriginal Co-operative
Wellington Aboriginal Corporation Health Service
Western Regional Media Aboriginal Corporation
Wreck Bay Aboriginal Community Council
Wyanga Aboriginal Aged Care Program Inc.
Yagurrbulanjin Aboriginal Carers Group Inc
Yamatji Marlpa Aboriginal Corporation
Yarkuwa Indigenous Knowledge Centre
Yawoorroong Miriwung Gajerrong Yirrgeb Noong Dawang Aboriginal Corporation (MG Corporation)
Yula-Punaal Education & Healing Centre Organisation



Appendix 8: List of Congress' Chamber One Organisations

Congress Chamber 1 organisations as at 11 March 2015

Aboriginal and Torres Strait Islander Healing Foundation
Aboriginal Employment Strategy
Aboriginal Health and Medical Research Council of NSW
Aboriginal Health Council of South Australia
Aboriginal Health Council of Western Australia
Aboriginal Housing Victoria
Aboriginal Medical Services Alliance NT
Aboriginal Peak Organisation (NT)
ACT Aboriginal and Torres Strait Islander Elected Body
Anangu Pitjantjatjara Yankunytjatjara
Australian Indigenous Doctors Association
Australian Indigenous Psychologist Association
Central Australian Remote Health Development Services
Congress of Aboriginal and Torres Strait Islander Nurses
First Peoples Disability Network (Australia)
Foundation for Aboriginal and Islander Research Action
Indigenous Allied Health Australia
Indigenous Allied Health Australia
Indigenous Committee and Associated Affiliates – ACTU
Laynhapuy Homeland Aboriginal Corporation
Midwest Aboriginal Organisations Alliance
Murdi Paaki Regional Assembly
National Aboriginal and Torres Strait Islander Dementia Advisory Group
National Aboriginal and Torres Strait Islander Education Consultative Network
National Aboriginal and Torres Strait Islander Health Worker Association
National Aboriginal and Torres Strait Islander Higher Education Consortium Corporation
National Aboriginal and Torres Strait Islander Legal Services Forum
National Aboriginal and Torres Strait Islanders Women's Alliance
National Aboriginal Community Controlled Health Organisation
National Association of Aboriginal and Torres Strait Islander Physiotherapists, Inc.
National Indigenous Postgraduate Aboriginal Association Corporation
National Institute for Aboriginal and Torres Strait Islander Health Research Limited (Lowitja Institute)
National Native Title Council
National Secretariat of Torres Strait Islander Organisations Ltd
National Sorry Day Committee Inc.
New South Wales Aboriginal Land Council
Ngarrindjeri Regional Authority
Ngurratjuta/Pmara Ntjarra Aboriginal Corp
NSW AECG
NSW Indigenous Chamber of Commerce Inc.
QLD Remote Aboriginal Media
Queensland Aboriginal and Islander Health Council

Secretariat of National Aboriginal and Islander Childcare Inc.
Stolen Generations Alliance
Tasmanian Aboriginal Corporation for Education
Torres Strait Islanders Regional Education Council
Uniting Aboriginal and Islander Christian Congress
Victorian Aboriginal Community Controlled Health Organisation
Victorian Aboriginal Education Association Inc.

Parliamentary Commission of Enquiry into the 2014-15 Budget

Projections 2014/15 to 2019

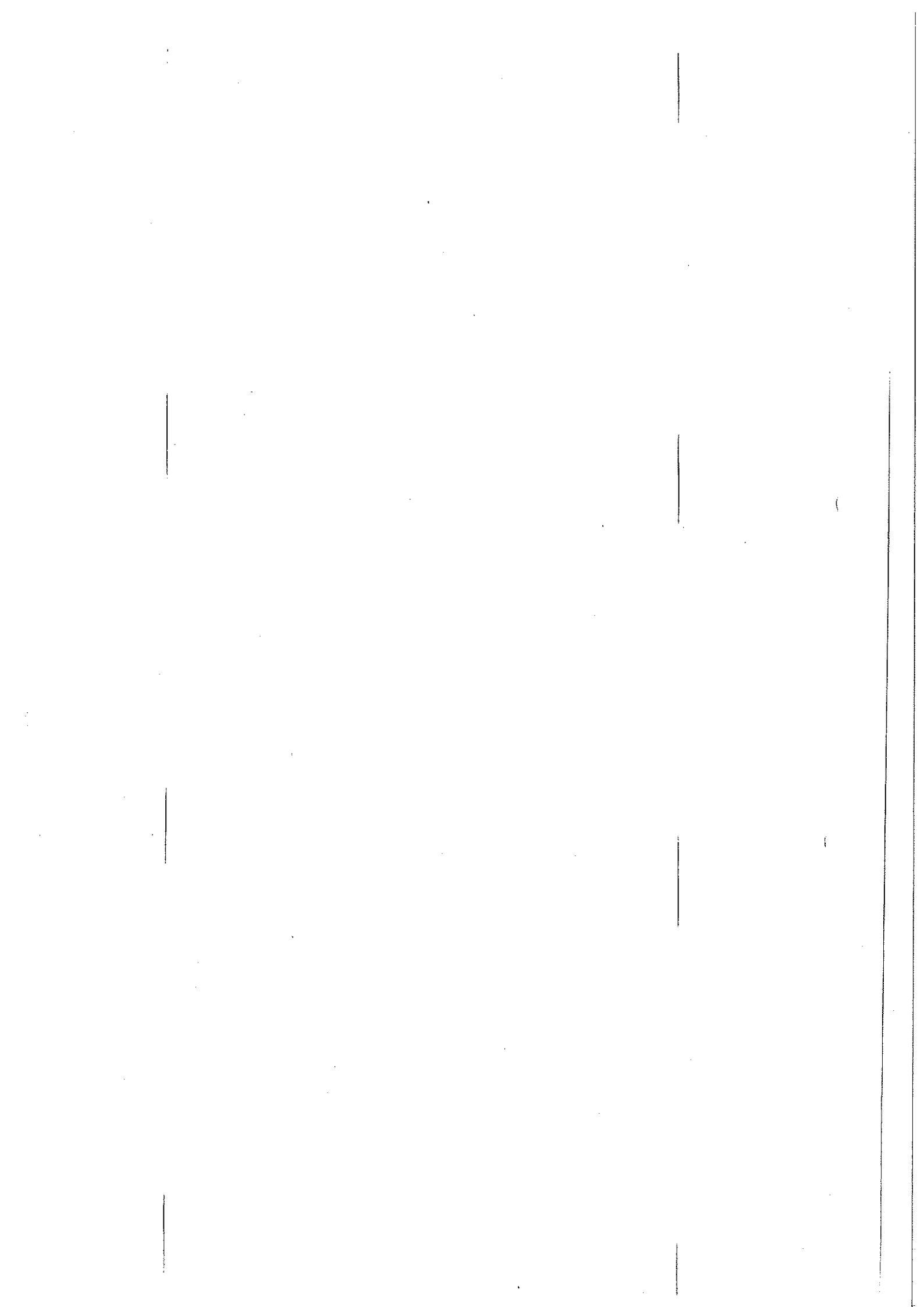
2014/2015 FORECAST		2015/2016 FORECAST		2016/2017 FORECAST		2017/2018 FORECAST		2018/2019 FORECAST		
Forecast	100%	Forecast	100%	Forecast	100%	Forecast	100%	Forecast	100%	
Income										
Public Donations and Other Supporters	18,000	0%	50,000	2%	100,000	3%	200,000	6%	200,000	5%
Grant income and other income	15,000	0%	100,000	2%	500,000	11%	1,000,000	11%	1,000,000	11%
Government grants - e-filing and other funding	2,000,000	51%	2,600,000	65%	2,000,000	43%	2,000,000	22%	2,000,000	22%
Government grants - Indigenous Advancement Strategy	1,500,000	41%	2,000,000	50%	1,700,000	37%	2,000,000	22%	2,000,000	22%
Expenditure										
Operating Expenditure - Inland	2,000	0%	4,000	0%	8,000	0%	12,000	0%	16,000	0%
Level 1	0	0%	4,000	0%	8,000	0%	12,000	0%	16,000	0%
Level 2	2,000	0%	4,000	0%	8,000	0%	12,000	0%	16,000	0%
Interest	112,350	3%	76,452	2%	19,151	0%	32,235	0%	37,741	0%
Total Expenditure	2,012,350	51%	2,480,452	62%	2,027,151	43%	2,044,235	22%	2,153,741	22%
Expenditure										
Corporate Activities and Costs including Community Engagement	100,000	11%	400,000	10%	400,000	11%	400,000	20%	400,000	20%
Indigenous Advancement Strategy Programs	233,500	23%	1,311,371	34%	1,617,651	39%	2,000,000	20%	2,000,000	20%
Government	49,340	2%	19,940	0%	49,340	1%	49,340	0%	49,340	0%
Ethics Council	73,000	0%	14,000	0%	2,000	0%	2,000	0%	2,000	0%
Operational costs (including property related expenditure)	106,600	0%	306,600	0%	306,600	0%	306,600	0%	306,600	0%
External advisors and legal fees - pro-bono	20,000	0%	20,000	0%	20,000	0%	20,000	0%	20,000	0%
Salaries	0	0%	0	0%	0	0%	0	0%	0	0%
Staff	1,200,000	33%	1,200,000	30%	1,200,000	29%	1,200,000	27%	1,200,000	27%
Board Remuneration and Fee	47,010	1%	47,010	1%	47,010	1%	47,010	1%	47,010	1%
Property costs	232,610	6%	118,267	3%	118,267	3%	118,267	6%	118,267	6%
Total Expenditure	2,012,350	51%	2,480,452	62%	2,027,151	43%	2,044,235	22%	2,153,741	22%
Operating Expenditure Position	173,350	4%	183,452	5%	197,151	5%	202,235	10%	217,741	10%

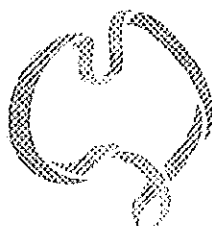
CASHFLOW STATE	
Operating Expenditure - estimated Total Cash at start of period	6,220,300
Net Cash Movement	(1,514,452)
Closing Actual Cash Balance	4,705,848
Liabilities at end of year in Balance Sheet	200,000,000
Estimated Total Cash at end of period	4,705,848

2014/2015 FORECAST		2015/2016 FORECAST		2016/2017 FORECAST		2017/2018 FORECAST		2018/2019 FORECAST		
Forecast	100%	Forecast	100%	Forecast	100%	Forecast	100%	Forecast	100%	
Income										
Public Donations and Other Supporters	18,000	0%	50,000	2%	100,000	3%	200,000	6%	200,000	5%
Grant income and other income	15,000	0%	100,000	2%	500,000	11%	1,000,000	11%	1,000,000	11%
Government grants - e-filing and other funding	2,000,000	51%	2,600,000	65%	2,000,000	43%	2,000,000	22%	2,000,000	22%
Government grants - Indigenous Advancement Strategy	1,500,000	41%	2,000,000	50%	1,700,000	37%	2,000,000	22%	2,000,000	22%
Expenditure										
Operating Expenditure - Inland	2,000	0%	4,000	0%	8,000	0%	12,000	0%	16,000	0%
Level 1	0	0%	4,000	0%	8,000	0%	12,000	0%	16,000	0%
Level 2	2,000	0%	4,000	0%	8,000	0%	12,000	0%	16,000	0%
Interest	112,350	3%	76,452	2%	19,151	0%	32,235	0%	37,741	0%
Total Expenditure	2,012,350	51%	2,480,452	62%	2,027,151	43%	2,044,235	22%	2,153,741	22%
Expenditure										
Corporate Activities and Costs including Community Engagement	100,000	11%	400,000	10%	400,000	11%	400,000	20%	400,000	20%
Indigenous Advancement Strategy Programs	233,500	23%	1,311,371	34%	1,617,651	39%	2,000,000	20%	2,000,000	20%
Government	49,340	2%	19,940	0%	49,340	1%	49,340	0%	49,340	0%
Ethics Council	73,000	0%	14,000	0%	2,000	0%	2,000	0%	2,000	0%
Operational costs (including property related expenditure)	106,600	0%	306,600	0%	306,600	0%	306,600	0%	306,600	0%
External advisors and legal fees - pro-bono	20,000	0%	20,000	0%	20,000	0%	20,000	0%	20,000	0%
Salaries	0	0%	0	0%	0	0%	0	0%	0	0%
Staff	1,200,000	33%	1,200,000	30%	1,200,000	29%	1,200,000	27%	1,200,000	27%
Board Remuneration and Fee	47,010	1%	47,010	1%	47,010	1%	47,010	1%	47,010	1%
Property costs	232,610	6%	118,267	3%	118,267	3%	118,267	6%	118,267	6%
Total Expenditure	2,012,350	51%	2,480,452	62%	2,027,151	43%	2,044,235	22%	2,153,741	22%
Operating Expenditure Position	173,350	4%	183,452	5%	197,151	5%	202,235	10%	217,741	10%

Estimate Cash Position as at 30 June 2015		Estimate Cash Position as at 30 June 2016		Estimate Cash Position as at 30 June 2017		Estimate Cash Position as at 30 June 2018		Estimate Cash Position as at 30 June 2019	
Operating Expenditure - estimated Total Cash at start of period	6,220,300	4,231,451	2,736,170	1,516,931	429,231	2,736,170	1,516,931	429,231	
Net Cash Movement	(1,514,452)	(1,514,452)	(1,514,452)	(1,514,452)	(1,514,452)	(1,514,452)	(1,514,452)	(1,514,452)	
Closing Actual Cash Balance	4,705,848	2,716,999	1,221,718	0	2,716,999	0	2,716,999	0	
Liabilities at end of year in Balance Sheet	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	
Estimated Total Cash at end of period	4,705,848	1,202,547	(77,282)	(200,000,000)	(197,283,001)	(197,283,001)	(197,283,001)	(197,283,001)	

Note 1: These figures are available for Corporate Activities, Activities and Costs including Community Engagement and provision for external consultants.
 Note 2: Do not include any provision for significant additional income from other sources including other government agencies or grants and other income organisations.





Australian Charities and Not-for-profits Commission

2014 Annual Information Statement
National Congress Of Australia's First Peoples Ltd
47143207587

Section A: Charity Information

1. Charity's Australian Business number (ABN)

47143207587

2. Charity's name

National Congress Of Australia's First Peoples Ltd

3. Are there any other names your charity is known by (such as a trading name)?

4. What is your charity's address for service, including contact person?

Title	Mr
Family name	Scott
Given name	Geoff
Other given name	
Date of birth	
Daytime phone number	02 80703100
Mobile phone number	
Address for service	
Email	info@corporatecompanion.com.au
Postal	PO Box 1446 Strawberry Hills QLD 2012

5. What is your charity's address?

Charity's Email	info@nationalcongress.com.au
Address	
Business Address	Level 2 27 Cope Street REDFERN NSW 2016

6. What is the size of your charity?

Large

7. Is your charity registered with a charitable purpose of advancing religion?

No

2014 Annual Information Statement

Section B: Activities

8. Did your charity conduct any activities in the 2014 reporting period?

Yes

9. What were your charity's activities in the 2014 reporting period?

Main activity Civic and advocacy activities

Activities

International activities

Research

Other

Other activity: Policy development

10. Describe how your charity's activities and outcomes helped achieve your charity's purpose (charitable purpose).

- *developed the 2014 and 2015 Strategic Plan to guide the work and direction of Congress
- *Significantly increased our membership to more than 8200 with 2400 new members in 2013-2014 financial year
- *held a successful National Congress meeting for delegates in Cairns including the election of Chamber Delegates and several board positions. Delegates discussed and provided advice on policy priorities including health, education, employment and training, child protection and more.
- *Continued to engage with our Members, through national events such as Survival concerts, conferences and community events
- *Held a successful free Human Rights Day concert n Redfern Park with Archie Roach
- *Established Supporters Accord with non-Aboriginal organisations to support Congress agenda
- *Established 'Friends of Congress' for non-Aboriginal and Torres Strait Islander people to show support - currently more than 500 'friends'
- *Collaborated with the Australian Human Rights Commission to implement community workshops on the Declaration of the Rights of Indigenous Peoples
- *Launched Congress's Education Policy for national dissemination and implementation
- *Led a sustained campaign to defeat the RDA amendments and involved in the establishment of a multicultural alliance
- *Specific support to the development and preparation for the World Conference on Indigenous Peoples (WCIP)
- *Worked towards the restructure of the organisation to facilitate sustainability

11. Will your charity change the way it pursues its charitable purposes in the next reporting period?

No

12. Who was helped by your charity's activities in the 2014 reporting period?

Aboriginal and Torres Strait Islander people

Please describe the other beneficiaries your charity helped in the 2014 reporting period.

2014 Annual Information Statement

Section C: Resources

13. What is the number of paid employees who worked for your charity during the last pay period of the 2014 reporting period?

Full time employees	10
Part time employees	1
Casual employees	3

What is the estimated number of unpaid volunteers who worked for your charity during the 2014 reporting period?

1-10

14. Where did your charity operate during the 2014 reporting period?

State/territory	Australian Capital Territory
	New South Wales
	Northern Territory
	Queensland
	South Australia
	Tasmania
	Victoria
	Western Australia

Overseas/outside of Australia No

Please list all overseas countries where your charity conducted activities or helped communities.

Section D: Reporting to other agencies - This section is optional

15. Did your charity have to report to a Commonwealth department or agency over the 2014 reporting period, excluding the ATO and ACNC?

Yes

Select Commonwealth department/(s) and/or agency/agencies

Department of Human Services

Department of the Prime Minister and Cabinet

Other Agency Details

16. Did your charity have to report to any state or territory department or agency over the last reporting period, excluding a state or territory regulator under associated incorporations or cooperatives laws?

No

17. If your charity had to report to any Commonwealth, state or territory departments or agencies in the 2014 reporting period, how many hours did your charity spend on reporting during this period?

Approximate hours spent reporting by paid staff 60.00
(a)

Approximate hours spent reporting by unpaid 0.00
volunteers (b)

Total hours spent reporting ((a) paid staff plus (b) 60.00
unpaid volunteers)

Section E: Financial Information

18. Did your charity prepare general purpose financial statements, special purpose financial statements or financial statements approved under the transitional reporting arrangements?

General purpose financial statements

INCOME STATEMENT

Gross Income

Government Grants 6666030.00

Donations and bequests 33753.00

All other revenue 284480.00

Total Revenue 6984263.00

Other Income 11678.00

Total Gross Income 6995941.00

Expenses

Employee expenses 3090255.00

Interest 0.00

2014 Annual Information Statement

Grant and donations for use in Australia	0.00
Grant and donations for use outside Australia	0.00
All other expenses	3816944.00
Total expenses	6907199.00
Net surplus/deficit	88742.00

BALANCE SHEET

Assets

Total current assets	6420261.00
Non-current loans	0.00
Other non-current assets	355556.00
Total non-current assets	355556.00
Total assets	6775817.00

Liabilities

Total current-liabilities	5256418.00
Non-current loans	0.00
Other non-current liabilities	5133.00
Total non-current liabilities	5133.00
Total liabilities	5261551.00
Net Assets/Liabilities	1514266.00

Financial Reports

19. Upload your financial report for the 2014 reporting period. Annual Financial Statements 2014 Final reduced size.pdf

If your financial report is not 1 July 2013 to 30 June 2014, please provide the date range that your financial report covers e.g. 1 July 2013 to 31 December 2014

From

To

Did your charity report to a State/Territory regulator because it is an incorporated association, a cooperative or a charitable fundraising organisation?

In which state or territory is the regulator where you submitted your report?

Section G: Declaration

It is a serious offence to give false or misleading information. Penalties may be imposed.

Who is the person signing this declaration?

Title	Ms
Family Name	Kearsley
Given Name	Tania
Other Given Names	Natasha
Business hours phone number	0733966614
Mobile Number	
Email Address	tania.kearsley@corporatecompanion.com.au
Position Held	Company Secretary

Attention - Important information! If you click the Submit button, all of the information you provide on this statement (apart from your details of the ACNC contact person and the details in Section G: Declaration, will be published on the ACNC Register. You can request that information be withheld from the ACNC Register. For more information and instructions about how to apply to withhold information refer to the guidance on acnc.gov.au. If you have applied to withhold information, only submit your charity's Annual Information Statement after we confirm that you can do this.

Privacy

The information collected in this form is collected for the purpose of administering the Australian Charities and Not-for-Profits Commission Act 2012 (Cth) (the ACNC Act). We will use the information collected at Section G: Declaration to process your Annual Information Statement (AIS). If you do not provide us with this information, we cannot process this form. This information will be kept confidential and will not be published on the ACNC Register. All of the other sections of the AIS (unless withheld) will be published on the ACNC Register as required by section 40-5 of the ACNC Act.

We will use the information collected in the AIS to help us administer the ACNC Act, update our records about your charity and maintain the ACNC Register. Where authorised to do so, we may give this information to other government agencies (for example, through the use of the Charity Passport)

The ACNC's privacy policy is available on our website (www.acnc.gov.au). The policy contains important information about how you can access and request correction of information we hold about you, how you may complain about a breach of the Australian Privacy Principles and how the ACNC will deal with any privacy complaint.

If you have any questions, our contact details are advice@acnc.gov.au, 13 22 62 or GPO Box 6108 Melbourne Victoria 3001.

Declaration

Authorised person's declaration

I declare that:

- I am authorised to sign on behalf of the charity whose ABN appears on this form about the contents of this form and any documents filed with this form, and
- the information given on this form, any documents filed with this form and any attached document is true and correct.

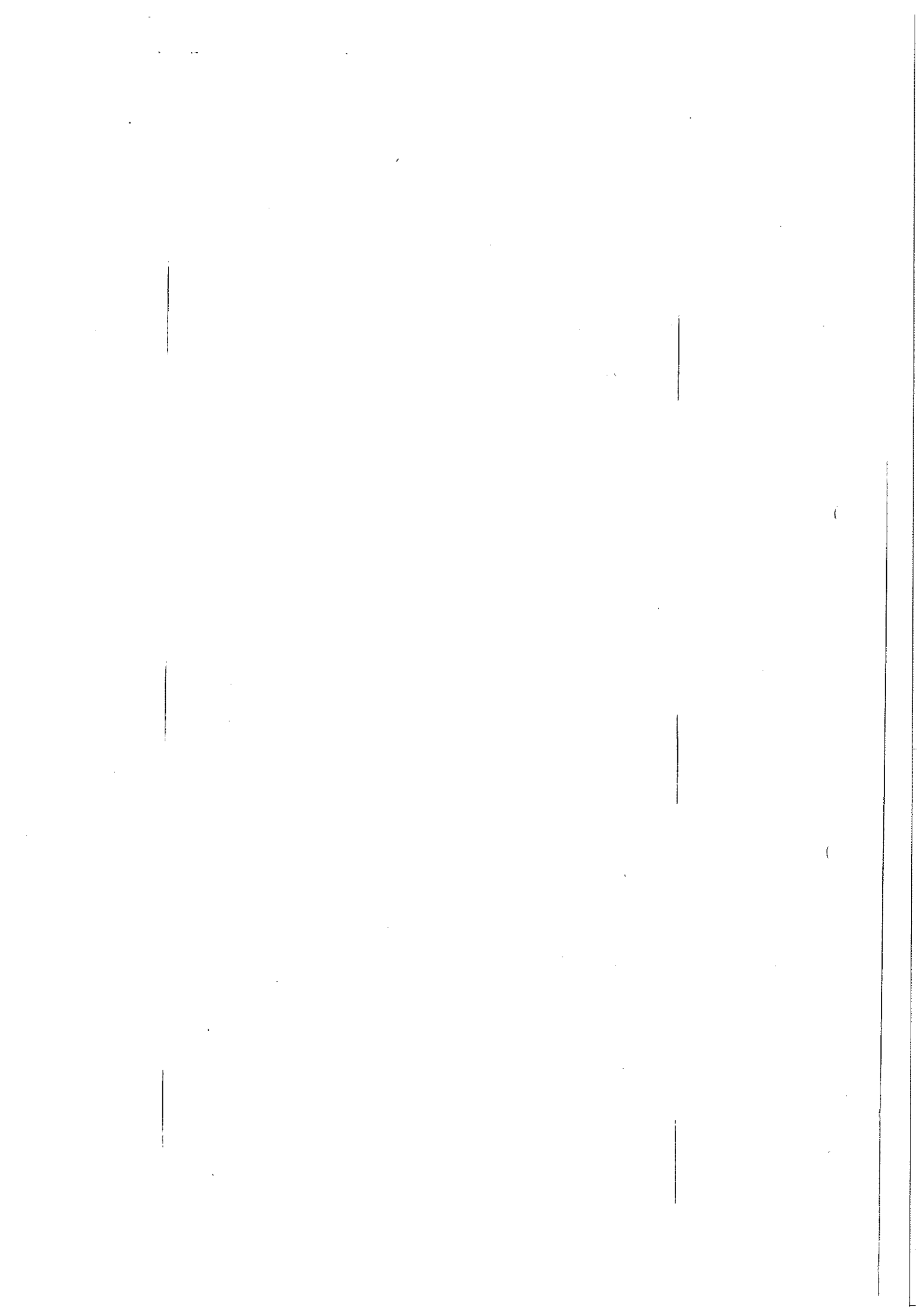
Date: 11/12/2014

National Congress of Australia First Peoples
Names and Qualifications of Current Directors and CEO
31 March 2015

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The Directors currently in Office and CEO are as follows:

Name	Qualifications & Experience	Position & Special Responsibilities	Appointment
Robert Leslie Malezer	President, FAIRA (2003-2011); former Head, Qld Department of Aboriginal and Islander Affairs	Director and Co-Chair	8 July 2011 - ongoing
Kirstie Maud Parker	Managing Editor, The Koorie Mail (2006-2013); Director, Reconciliation Australia; Freelance journalist; Communications Adviser; Media Trainer	Director and Co-Chair	16 August 2013 - ongoing
Rodney Keith Little	Chairperson, ACT Aboriginal and Torres Strait Islander Elected Body (current); held senior appointments in social policy areas in the public service (Cth and State)	Director and Chair of the Remuneration Committee	8 July 2011 - ongoing
Venessa Michelle Curnow	Aboriginal and Torres Strait Islander Liaison Officer, Alzheimer's Australia; 16 years in the health and aged care sector	Director and Chair of the Finance Committee	8 July 2011 - ongoing
Gerald Clive Moore	Managing Director, Habitat Personnel; Member, NSW Attorney-General Expert Committee on Criminal Justice; former CEO, Aboriginal Legal Service (NSW/ACT)	Director	16 August 2013 - ongoing
Daphne Joan Yarram	Chairperson, Ramahyuch District Aboriginal Corporation; Board Member, Indigenous Leadership Network Victoria	Director and Member of the Finance Committee and the Remuneration Committee	19 March 2010 - ongoing
Mark David McMillan	Senior Lecturer, The University of Melbourne Law School; Board Member, Trangie Local Aboriginal Land Council; Director, Annecto	Director and Member of the Finance Committee	16 August 2013 - ongoing
Amala Groom	Board Member, Desert Pea Media; Membership, The Law Society of New South Wales Indigenous Issues Committee; Participant in eight United Nations Forums; Award-winning artist.	Director	2 February 2015 - ongoing
Geoff Scott	CEO NSW Aboriginal Land Council; Director General NSW Department of Aboriginal Affairs and Deputy CEO Aboriginal and Torres Strait Islander Commission.	Chief Executive Officer	27 January 2014 - ongoing



Fourth Annual General Meeting
Minutes
23 November 2014
Winnunga Nimmityjah Aboriginal
Health Service, 63 Boolimba
Crescent Narrabundah ACT 2604



1. Present and Apologies

Members

- The Lowitja Institute (represented by Pat Anderson)
- Jodie Dowd
- Joanne Kerr
- Rod Little (Director, National Board)
- Mark McMillan (Director, National Board)
- Kirstie Parker (Co-Chair, National Board)
- Geoff Scott
- Karel Williams

- Les Malezer (Co-Chair, National Board)
(Chairperson)
- Venessa Curnow (Director, National Board)
- Summer Finlay
- Katie Kiss
- Carla McGrath
- Gerry Moore (Director, National Board)
- Aaron Ross
- Mahala Strohfeldt
- Daphne Yarram (Director, National Board)

Observers

- Tania Kearsley (Company Secretary)

Apologies

- Tammy Solonec (Director, National Board)

2. Open and Welcome

The Chairperson opened the meeting at 4.28pm and acknowledged the traditional owners of the land on which the meeting was being held. The Chairperson welcomed all present to the Annual General Meeting of the National Congress of Australia's First Peoples Ltd and advised that a quorum was present. Each member of the National Board, who was present, introduced themselves to the meeting.

The Chairperson advised the meeting that Director Solonec was unable to attend the AGM and had sent her apologies. The Chairperson advised that Director Solonec would be stepping down from her role as Director in the months following the AGM and thanked Director Solonec for her service.

The Chairperson also advised the Congress CEO, Geoff Scott, Congress staff, Aaron Ross and Mahala Strohfeldt and the Company Secretary, Tania Kearsley.

3. Notice of Meeting

The notice convening the meeting was taken as read.

It was noted that there was an inconsistency between the AGM start time specified on the Congress web page (3.30pm) and the start time specified in the Notice of Meeting (4.00pm). The Chairperson also acknowledged that Congress would endeavour to ensure that members received advance notice of the time for the AGM to allow members the opportunity to use available mechanisms for bringing motions to the AGM for consideration by the membership.

4. Presentation of Financial Statements and Reports

The 2013-2014 Audited Financial Statements and Directors Report for the year ending 30 June 2014 were presented to and considered by the meeting. The CEO delivered a short presentation on the Audited Financial Statements. The CEO noted that it had been a challenging second half of the financial year with markedly reduced expenditure to manage remaining funds and ensure that the organisation remains operational and solvent. Congress has received an unqualified audit opinion from its external auditors. On current expenditure projections, Congress has sufficient funds to operate for at least a further 2 years.

5. Questions and Answers

Members were provided with an opportunity to ask questions regarding the Financial Statements and Directors Report and about the general management of Congress.

Members noted the announcement at the 2013 AGM (held on 13 February 2014) that the Board had decided on a 20% reduction in director remuneration and sought advice on implementation, noting that the financial statements indicated that remuneration was higher for the 2013-2014 reporting period.

For clarity, the Chairperson read out to members the text of the Board's resolution in respect of Board remuneration passed at the Board meeting dated 13 February 2014:

"The Board resolved as follows:

- (a) that the Board shares the concerns of all supporters of Congress that the withdrawal of financial support by the Government will jeopardise the financial security of the organisation and inhibit the sustainable operations of Congress into the future.*
- (b) (one director dissenting) that as a result the Board announces that all Directors have agreed to forego 20% of their contracted remuneration into the Public Fund of Congress.*
- (c) (two directors dissenting) that the Board maintains that Directors on the Board of the National Congress of Australia's First Peoples should always be remunerated at executive rates to ensure the highest standard of representation, responsibility and ethical standards at the national level to represent and advocate the rights and interests of Aboriginal and Torres Strait Islander peoples."*

Members were advised that implementation of the reduction could be effected in a number of ways, including by way of regular donation to the public fund, a reduction in fees paid or periodic donations. The manner in which the Board's decision was implemented was an issue for individual directors to determine based on their own personal circumstances and in light of existing contractual arrangements. The impact of the reduction in Board remuneration would be reflected in various sections of the financial statements and not necessarily be reflected in a 20% reduction in the Board remuneration line item in the financial statements.

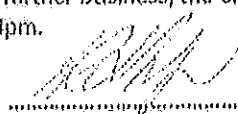
Members sought confirmation that the 2013 AGM circulated with a 'draft' watermark were the final minutes. The Company Secretary confirmed that the final version of the minutes had been approved by the Board and were the version contained on the website and identical to the copies available at the meeting.

Members were generally supportive of the principles of proper remuneration.

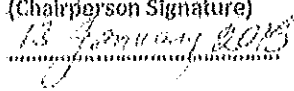
One member expressed concern as to the quality of the documentation provided at the meeting and asked for this concern to be placed on the record.

6. Close

There being no further business, the Chairperson thanked all present for their attendance and closed the meeting at 5.14pm.

Confirmed: 

(Chairperson Signature)

Date: 

National Congress of Australia's First Peoples

Ethical Standards



Aboriginal and Torres Strait Islander Peoples requested ethical standards to be incorporated in the Congress model. The Congress Constitution¹ is the framing document for the organisation which sets out our purpose, structure, rules for meetings, eligibility for membership and the following values:

- highest standards of professionalism and objectivity
- integrity and honesty
- accountability, transparency and openness
- participation and inclusion, and
- being informed.

To pursue what is right, fair, just and good for the First Peoples of Australia, Congress supports the Seven Principles of Public Life, known as the Nolan Principles,² which were defined by the Committee for Standards in Public Life. They set high ethical standards by which an organisation and its members and delegates can be judged as public office holders by the community in accordance with criteria of 'the common good'.

The Ethics Council, with input from Congress Delegates, has adopted and added to the Nolan Principles,³ to set the standards for the cultural and procedural conduct that is expected of all Congress Directors, Ethics Councillors and Delegates, who are considered by our governance model to be "holders of public office." Congress Employees are subject to these standards, and it is expected that these standards will be upheld by all Congress Members.

- **Culture** Holders of public office must understand culture as connection to and responsibility for land, sea and Country. It is about how we as the First Peoples of Australia understand ourselves and our roles, namely our 'common' sense of being in this world.
- **Respect** Holders of public office must implement their roles and services always with care and sensitivity to Aboriginal and Torres Strait Islander Peoples, and especially toward the many who have been removed from Country, and must use respectful protocols in our activities.
- **Selflessness** Holders of public office should make decisions solely in terms of the public interest of Australia's First Peoples. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** Holders of public office should promote and support these principles by leadership and example.
- **Behaviour** Holders of public office must exhibit exemplary levels of professional behaviour at all times.

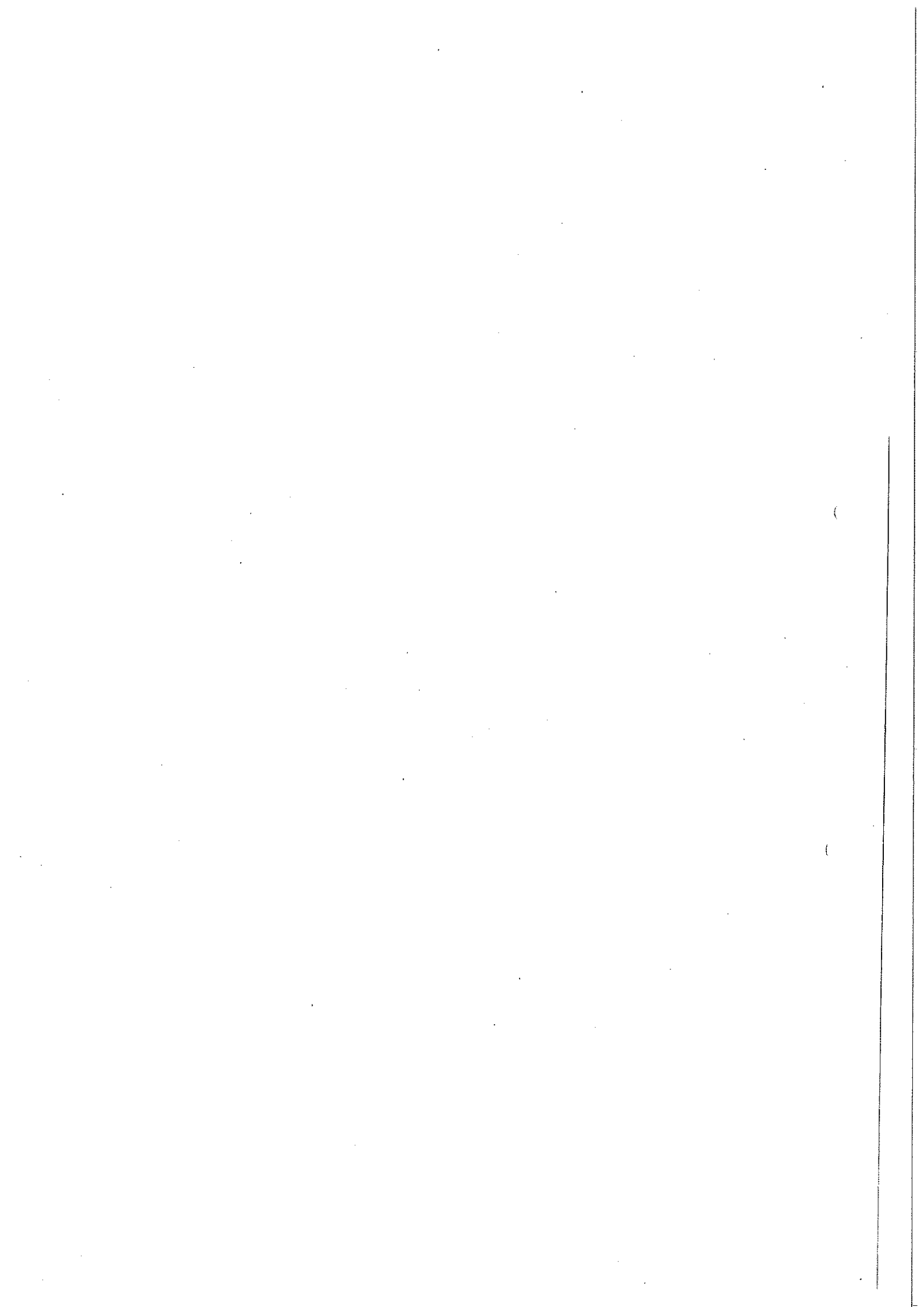
The National Board has adopted these as standards for all involved in the work of Congress. The standards are to be read in conjunction with the Congress Statement of Principles⁴ which commit the Congress to meaningful engagement with Members and Delegates.

¹ The Congress Constitution can be found at: <http://nationalcongress.com.au/about-us/>.

² The Nolan Principles can be found at: <http://www.archive.official-documents.co.uk/document/parliament/nolan/nolan.htm>.

³ Culture, Respect and Behaviour were added by the Ethics Council and Delegates, as important additional standards for Congress public office holders to uphold.

⁴ The Congress Statement of Principles can be found at: <http://nationalcongress.com.au/policyandadvocacy/>.



**National Congress of
Australia's First Peoples
Limited**

ACN 143207587

Annual report for the financial period ended
30 June 2011

National Congress of Australia's First Peoples Limited

Annual report
for the financial period ended 30 June 2011

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National Congress of Australia's First Peoples Limited

Directors' report

The directors of National Congress of Australia's First Peoples Limited submit herewith the annual financial report of the company for the financial period ended 30 June 2011. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Information about the directors and senior management

The names and particulars of the directors of the company during or since the end of the financial period are:

Dr Kerry Arakona, PhD	
National Congress Co-Chair	19 March 2010 - 3 December 2010
National Congress Board Member	19 March 2010 - 8 July 2011

Current Position

Consultant

Previous Positions

Director of the Regional Governance Unit, Office of Indigenous Policy Coordination
 Executive Director of Sexual Health and Family Planning ACT and Reproductive Healthcare Services in Canberra;
 Executive Director, Apunipima Cape York Health Council
 Chair, International Advisory Committee for Sexual Health and Family Planning Australia,
 Chair, National Indigenous Australians Sexual Health Committee
 Chair, ACT Healthpact Health Promotion Board.

Mr Sam Jeffries	
National Congress Co-Chair	19 March 2010 to 8 July 2011

Current Positions

Deputy Chairperson: Indigenous Land Corporation (ILC)
 Board Member, NSW Western Catchment Management Authority
 Panel Member, NSW Aboriginal Trust Fund Repayment Scheme
 Chairperson/CEO, Indigenous Environmental Services February 2009

Current Appointments

Chair, Murrumbidgee Regional Assembly
 Co-Chair, National Centre of Indigenous Excellence
 Chair, Barwon Darling Alliance
 Chair, National Aboriginal Sports Corporation

Previous Positions/Appointments

Councillor on the Walgett Shire Council
 ATSIC Regional Councillor (five terms)
 ATSIC Regional Council Chair (three terms)
 Deputy Chair of the Indigenous Land Corporation
 Chair of the National Centre for Indigenous Excellence
 Board Member of the NSW Aboriginal Housing Office
 Chair, Barwon Darling Alliance

Ms Josephine Bourne	
National Congress Co-Chair	3 December 2010 to 8 July 2011
Board Member	19 March 2010 - 8 July 2011

Current Appointment

Member, Expert Panel on Constitutional Recognition of Aboriginal and Torres Strait Islander peoples

Previous Positions

Manager, Indigenous Youth Leadership Program
 Secretariat Member, Steering Committee for the Creation of a New National Representative Body
 Member, Aboriginal and Torres Strait Islander Community and Philanthropy Partnership Project Member, Member,
 Melbourne Living and Learning Centre Steering Committee
 Various positions in Queensland Education Department in Townsville

National Congress of Australia's First Peoples Limited

Directors' report (continued)

Professor Peter Buckskin
National Congress Board Member

19 March 2010 – 8 July 2011

Current Position

Dean, David Unaipon College of Indigenous Education & Research

Current Appointments

Director, The Lowitja Institute

Chair of the National Indigenous Higher Education Network

Executive Member of the World Indigenous Higher Education Consortium

Co-Chair of the South Australian Aboriginal Education and Training Consultative Body

Co-Chair Reconciliation South Australia.

Previous Positions

Chair of the South Australian Aboriginal Education Consultative Committee

Commissioner of the Australian Commission to UNESCO

Ministerial Adviser, Superintendent of Schools

Senior Executive at both State and Federal level

Awards

Commonwealth Public Service Medal (PSM) in recognition of his outstanding public service in pursuing equality in education for Australia's Indigenous peoples.

Elected Fellow of the Academy of the Australian College of Educators for his continuing contribution to education.

Mr Ned David
National Congress Board Member

19 March 2010 – 8 July 2011

Current Position

Director of the Yami Education Support Services

Current Appointments

President of the Torres Strait Islanders Regional Education Council (TSIREC)

Member of the National Advisory Committee for the Indigenous Youth Leadership Program

President, the Urapun Tubudalgal Land Trust

President of Magani Lagaugal Registered Native Title Body

Secretary of the Torres Strait Islanders Media Association.

Previous Positions

Manager of Strategic Initiatives, Department of Education and Training

Manager of the Torres Strait Campus, Tropical North QLD Institute of TAFE.

Professor Colleen Hayward
National Congress Board Member

19 March 2010 – 8 July 2011

Current Position

Head, Edith Cowan University Centre for Indigenous Australian Education and Research, Kurongkurl Katitjin

Current Appointments

Member, Gaming and Wagering Commission of Western Australia

Member, WA Ombudsman's Child Death Review Advisory

Member, Ministerial Advisory Council on Child Protection

Previous Positions

Manager of the Kulunga Research Network at the Telethon Institute for Child Health Research

Senior roles at ATSIC and ATSIIS

Deputy Chief Executive Officer of the Aboriginal Legal Service of Western Australia.

Awards

Inducted into the WA Department of Education Hall of Fame for Achievement in Aboriginal Education

NAIDOC Person of the Year, 2008

National Congress of Australia's First Peoples Limited

Directors' report (continued)

Mr Klynton Wanganeen
National Congress Board Member 19 March 2010 – 8 July 2011

- Current Position**
- Commissioner for Aboriginal Engagement in South Australia
- Current Appointments**
- Chair of the Narungga Nations Aboriginal Corporation
- Chair, SA Congress of Native Title Committee
- Previous Positions**
- Member, the National VET Indigenous Taskforce
- South Australian Zone Commissioner of the Aboriginal and Torres Strait Islander Commission (ATSIC)
- Chairman of the Patpa Warra Yunti and Regional Council
- State-wide Program Leader Aboriginal Education TAFE SA
- Previous Appointments**
- Chairman of the South Australian Aboriginal Health Partnership

Ms Daphne Yarram
National Congress Board Member 19 March 2010 – current

- Current Position**
- Manager, Yoo-wi-na Wurnalung Healing Service
- Current Appointments**
- Director, Galeenabeek Holdings Corporation
- Chairperson, Wurreker Regional Committee
- Board Member, Victorian Indigenous Leadership Network
- Board Member, Ramahyuck District Aboriginal Corporation
- Member, State Wide Steering Committee on Family Violence, Indigenous Rep Committee
- Member, Victorian Indigenous Family Violence Partnership Forum
- Previous Positions**
- Chairperson, ATSIC Binjiru Regional Council
- Chief Executive Officer – Ramahyuck District Aboriginal Corporation, Sale Victoria

Ms Jody Broun
National Congress Co-Chair 8 July 2011 – current

- Current Position**
- National Congress Co-Chair
- Previous Positions/Appointments**
- Director General, NSW Department of Aboriginal Affairs
- Executive Director, Aboriginal Housing and Infrastructure, Department of Housing and Works (WA)
- Director of Equal Opportunity in Public Employment (WA)
- Executive Director, Policy and Coordination, Aboriginal Affairs Planning Authority (WA)
- Awards**
- National Aboriginal and Torres Strait Islander Art Award, 1998
- Canberra Art Award, 2005

Mr Les Mafezer
National Congress Co-Chair 8 July 2011 – current

- Current Position**
- National Congress Co-Chair
- Current Appointments**
- Chairperson, Foundation for Aboriginal and Islander Research Action (FAIRA)
- Delegate, United Nations – Indigenous Issues
- Awards**
- Australian Human Rights Medal, 2008

National Congress of Australia's First Peoples Limited

Directors' report (continued)

Principal activities

The National Congress of Australia's First Peoples was established in 2010 as a National leader and advocate for Aboriginal and Torres Strait Islander peoples. It is an independent, not-for-profit company limited by guarantee that was incorporated on the 19th April 2010. The Australian Government has allocated \$30 million over 4 years to support the establishment of its operations. The organisation is based in the Sydney suburb of Redfern and has a membership representing all states and territories.

The purpose of the Congress is to:

- Provide national leadership and recognition of the status and of the rights of Aboriginal and Torres Strait Islander people as first nations peoples;
- Protect and advance the wellbeing and rights of Aboriginal and Torres Strait Islander peoples and communities;
- Provide a representative voice of, and a conduit for communications with and between, Aboriginal and Torres Strait Islander peoples;
- Secure economic, political, social, cultural and environmental futures for Aboriginal and Torres Strait Islander peoples and communities by working with governments, service providers, communities and other stakeholders;
- Build strong relationships with government, industry and among Aboriginal and Torres Strait Islander peoples and communities, based on mutual respect and equality; and
- Identify issues, research solutions and educate government service providers and Aboriginal and Torres Strait Islander peoples and communities to achieve the above processes.

Review of operations

The net surplus of the Congress for the financial period ended 30 June 2011 was \$992,806.

The activities of the company for the period ended 30 June 2011 were:

- The establishment of permanent offices at Redfern;
- Development and implementation of internal policies and procedures;
- Recruitment to establish a staffing structure;
- Provision of support to National Board and Ethics Council;
- Development of a strategic plan; and
- Delivering a successful inaugural National Congress and elected Board.

Changes in state of affairs

There was no significant change in the state of affairs of the entity during the financial period.

Subsequent events

There has not been any matter or circumstance occurring subsequent to the end of the financial period that has significantly affected, or may significantly affect, the operations of the entity, the results of those operations, or the state of affairs of the entity in future financial years.

Future developments

Disclosure of information regarding likely developments in the operations of the entity in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the entity. Accordingly, this information has not been disclosed in this report.

National Congress of Australia's First Peoples Limited

Directors' report (continued)

Dividends

Under the terms of the company's constitution it is not entitled to pay dividends.

Indemnification of officers and auditors

During the financial year, the company paid a premium in respect of a contract insuring the directors of the company (as named above) and all executive officers of the company and of any related body corporate against a liability incurred as such a director, secretary or executive officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The company has not otherwise, during or since the end of the financial period, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the company or of any related body corporate against a liability incurred as such an officer or auditor.

Directors' meetings

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the financial period and the number of meetings attended by each director (while they were a director or committee member). During the financial period, 22 board meetings were held.

Board of directors


Directors	Eligible to attend	Attended
Sam Jeffries (Co Chair)	22	19
Josephine Bourne (Co Chair)	22	22
Kerry Arabena	22	16
Peter Bucksdu	22	20
Ned David	22	15
Colleen Hayward	22	20
Klynton Wanganeeu	22	21
Daphne Yarram	22	18
Les Malezer	-	-
Jody Brown	-	-
William Brian Butler	-	-
Venessa Curnow	-	-
Dennis Eglington	-	-
Rodney Little	-	-
Tammy Solonec	-	-

Auditor's independence declaration

The auditor's independence declaration is included on page 6 of the annual report.

This directors' report is signed in accordance with a resolution of directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors



Jody Brown
Sydney, 26 September 2011

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Grosvenor Place
225 George Street
Sydney NSW 2000
PO Box N250 Grosvenor Place
Sydney NSW 1217 Australia

DX 10307SSE
Tel: +61 (0) 2 9322 7000
Fax: +61 (0) 2 9322 7001
www.deloitte.com.au

The Board of Directors
National Congress of Australia's First Peoples Limited
Level 2,
27-31, Cope Street,
Ratfern,
NSW 2016

26 September 2011


Dear Board Members

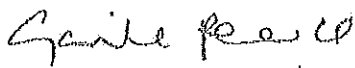
National Congress of Australia's First Peoples Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of National Congress of Australia's First Peoples Limited.

As lead audit partner for the audit of the financial statements of National Congress of Australia's First Peoples Limited for the financial period ended 30 June 2011 I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.


DELOITTE TOUCHE TOHMATSU


Gail Pearce
Partner
Chartered Accountants

Independent Audit Report to the members of National Congress of Australia's First Peoples Limited

We have audited the accompanying financial report of National Congress of Australia's First Peoples Limited, which comprises the statement of financial position as at 30 June 2011, and the statement of comprehensive income, statement of cash flows and statement of changes in equity for the period ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration as set out on pages 12 to 25.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's Independence Declaration

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of National Congress of Australia's First Peoples Limited, would be in the same terms if given to the directors as at the time of the auditor's report.

Deloitte.

Auditor's Opinion

In our opinion, the financial report of National Congress of Australia's First Peoples Limited is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the company's financial position as at 30 June 2011 and of its performance for the period ended on that date; and
- (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Gaile Pearce

Gaile Pearce

Partner

Chartered Accountants

Sydney, 26 September 2011

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National Congress of Australia's First Peoples Limited

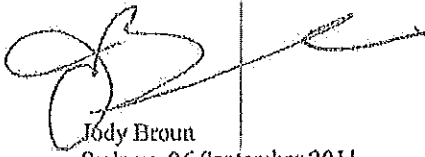
Directors' declaration

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;
- (b) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the company.

Signed in accordance with a resolution of the directors made pursuant to s.295(5) of the Corporations Act 2001.

On behalf of the Directors



Jody Brown
Sydney, 26 September 2011

National Congress of Australia's First Peoples Limited

Statement of comprehensive income for the financial period ended 30 June 2011

	Note	Period from 19/04/2010 to 30/06/2011 \$
Revenue	4	6,044,165
Community engagement expenses		(972,848)
Governance expenses		(22,300)
Professional services and consulting expenses		(387,403)
National office establishment and operation expenses		(221,682)
Office equipment, supplies and maintenance expenses		(120,991)
Operations of ethics council expenses		(114,687)
Reimbursement AHRC & FAHCSIA expenses		(254,905)
Staff travel expenses		(10,474)
Depreciation expenses		(157,340)
Board member travel and accommodation expenses		(508,624)
Local office establishment, (Board members) expenses		(79,132)
Staff salaries expenses		(891,853)
Board remuneration expenses		(1,309,120)
Surplus before income tax expense	4	992,806
Income tax expense		-
Surplus for the financial period		992,806
Other comprehensive income		-
Total comprehensive income for the financial period		992,806

National Congress of Australia's First Peoples Limited

Statement of financial position as at 30 June 2011

	Note	2011 \$
Current assets		
Cash and cash equivalents	11(a)	3,795,714
Trade and other receivables	5	3,261
Total current assets		3,798,975
Non-current assets		
Property, plant and equipment	6	911,519
Total non-current assets		911,519
Total assets		4,710,494
Current liabilities		
Trade and other payables	7	3,616,364
Provisions	8	79,625
Total current liabilities		3,695,989
Non-current liabilities		
Provisions	8	21,699
Total non-current liabilities		21,699
Total liabilities		3,717,688
Net assets		992,806
Equity		
Retained surplus	10	992,806
Total equity		992,806

National Congress of Australia's First Peoples Limited

Statement of changes in equity for the financial period ended 30 June 2011

	<u>Note</u>	<u>2011</u> <u>\$</u>
Balance at incorporation		-
Surplus for the financial period	10	<u>992,806</u>
Balance at 30 June 2010		<u>992,806</u>

National Congress of Australia's First Peoples Limited

Statement of cash flows for the financial period ended 30 June 2011

	Note	Period from 19/04/2010 to 30/06/2011 \$
<i>Cash flows from operating activities</i>		
Funding received		9,124,245
Payments to suppliers and employees		(4,337,698)
Interest income received		76,141
Other income		1,885
Net cash provided by operating activities	11(b)	4,864,573
<i>Cash flows from investing activities</i>		
Payments for property, plant and equipment		(1,068,859)
Net cash outflow from investing activities		(1,068,859)
Net increase in cash and cash equivalents		3,795,714
Cash and cash equivalents at incorporation		-
Cash and cash equivalents at the end of the financial period	11(a)	3,795,714

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

1. General information

National Congress of Australia's First Peoples Limited (the company) is a public company limited by guarantee, incorporated and operating in Australia. The company was incorporated on 19 April 2010 and has prepared its first set of financial statements up to the 30th June 2011.

National Congress of Australia's First Peoples Limited's registered office and its principal place of business are as follows:

Registered office and principal place of business
Level 2,
27-31, Cope Street,
Redfern,
NSW 2016

The entity's principal activity is to operate as a non-profit national leader for recognising the status of Aboriginal and Torres Strait Islander peoples as First Nation peoples.

2. Significant accounting policies

Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements were authorised for issue by the directors on 26 August 2011.

Basis of preparation

The financial report has been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Adoption of new and revised Accounting Standards

In the current year, the company has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current annual reporting period.

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

2. Significant accounting policies (continued)

Significant accounting policies

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

(a) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- ii. for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

(b) Revenue

Revenue is measured at the fair value of the consideration received or receivable.

Government grants

Government grants are assistance by the government in the form of transfers of resources to the National Congress in return for past or future compliance with certain conditions relating to the operating activities of the entity.

Government grants are not recognised until there is reasonable assurance that the Congress will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Interest income

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

(c) Income tax

The company does not pay income tax as it qualifies for exemption under the Section 50-5 Income Tax Assessment Act 1997. Consequently the directors consider that no income tax is payable.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash in banks and investments in money market instruments, net of outstanding bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(e) Property, plant and equipment

Depreciation is provided on property, plant and equipment. Depreciation is calculated on a straight-line basis so as to write off the net cost or other revalued amount of each asset over its expected useful life.

The following useful lives are used in the calculation of depreciation:

Furniture and fittings	10 years
Software	5 years
Office equipment	4 years
Leasehold improvement	4 years

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

2. Significant accounting policies (continued)

(f) Impairment of long-lived assets excluding goodwill

At each reporting date, the company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

(g) Employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave, long service leave, and sick leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Company in respect of services provided by employees up to reporting date.

Defined contribution plans

Contributions to defined contribution superannuation plans are expensed when incurred.

(h) Leased Assets

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

2. Significant accounting policies (continued)

(i) Standards and Interpretations issued not yet effective

At the date of authorisation of the financial report, the Standards and Interpretations listed below were in issue but not yet effective.

Initial application of the following Standard will not affect any of the amounts recognised in the financial report, but will change the disclosures presently made in relation to the company's financial report:

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ended
• AASB 124 'Related Party Disclosures (revised December 2009)', AASB 2009-12 'Amendments to Australian Accounting Standards'	1 January 2011	30 June 2012
• AASB 9 'Financial Instruments', AASB 2009-11 'Amendments to Australian Accounting Standards arising from AASB 9' and AASB 2010-7 'Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)'	1 January 2013	30 June 2014
• AASB 2009-14 'Amendments to Australian Interpretation – Prepayments of a Minimum Funding Requirement'	1 January 2011	30 June 2012
• AASB 2010-5 'Amendments to Australian Accounting Standards'	1 January 2011	30 June 2012
• AASB 2010-6 'Amendments to Australian Accounting Standards – Disclosures on Transfers of Financial Assets'	1 July 2011	30 June 2012
• AASB 2010-8 'Amendments to Australian Accounting Standards – Deferred Tax: Recovery of Underlying Assets'	1 January 2012	30 June 2013

3. Segment information

The activities of the company for the year ended 30 June 2011 were in establishing and promoting the National Congress to be a national leader and advocate for recognising the status of Aboriginal and Torres Strait Islander peoples and First Nation peoples. The directors consider this to be one business segment and all activity takes place within Australia.

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

4. Surplus from operations

Surplus before income tax has been arrived at after crediting/ (charging) the following items of income and expense:

	Period from 19/04/2010 to 30/06/2011 \$
Income	
Funds received:	
Contributions from funding	5,962,878
Other revenue	5,146
	5,968,024
Interest revenue -- bank deposits	76,141
	6,044,165
 Expenses	
Community engagement expenses	(972,848)
Governance expenses	(22,300)
Professional services and consulting expenses	(387,403)
National office establishment and operation expenses	(221,682)
Office equipment and maintenance expenses	(120,991)
Operations of ethics council expenses	(114,687)
Reimbursement AHRC & FAHCSIA expenses	(254,905)
Staff travel expenses	(10,474)
Depreciation expenses	(157,340)
Board member travel and accommodation expenses	(508,624)
Local office Est. (Board) expenses	(79,132)
Staff Salaries expenses	(891,853)
Board Remuneration expenses	(1,309,120)
	(5,051,359)

5. Trade and other receivables

	2011 \$
Miscellaneous debtors	1,062
Security deposits	2,199
	3,261

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

6. Property, plant and equipment

	Furniture & Fittings \$	Software \$	Office Equipment \$	Leasehold Improvements \$	Total \$
Gross carrying amount at cost					
Balance at incorporation	-	-	-	-	-
Additions	177,247	12,022	71,269	808,321	1,068,859
Balance at 30 June 2011	177,247	12,022	71,269	808,321	1,068,859
Accumulated depreciation					
Balance at incorporation	-	-	-	-	-
Depreciation	(11,496)	(1,744)	(12,294)	(131,806)	(157,340)
Balance at 30 June 2011	(11,496)	(1,744)	(12,294)	(131,806)	(157,340)
Net book value					
Balance at incorporation	-	-	-	-	-
Balance at 30 June 2011	165,751	10,278	58,975	676,515	911,519

7. Trade and other payables

	2011 \$
Trade payables and other payables (i)	335,687
Accrued expenses (i)	119,311
Deferred income (ii)	3,161,366
	<u>3,616,364</u>

(i) The average credit period on payables and accruals is 1 month. No interest is charged on payables and accruals. Ultimate responsibility for liquidity risk management rests with the board of directors, who have an appropriate liquidity risk management framework. The entity manages liquidity risk by maintaining adequate reserves and monitoring actual cash flows.

(ii) The deferred income represents the proportion of government grant income received and not spent at year end

8. Provisions

	2011 \$
Current	
Employee benefits	<u>79,625</u>
Non-current	
Employee benefits	<u>21,699</u>

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

9. Members' guarantee

Contributed Equity

The company is a company limited by guarantee. If the company is wound up, the Corporations Act 2001 and the Constitution state that each of the members severally guarantees the liability of the company up to \$100 per member.

10. Retained surplus

	2011
	\$
Balance at incorporation	-
Net surplus attributable to members	992,806
Balance at end of financial period	<u>992,806</u>

11. Notes to the statement of cash flows

(a) Reconciliation of cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial period as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

	2011
	\$
Cash and cash equivalents	<u>3,795,714</u>

(b) Reconciliation of surplus for the period to net cash flows from operating activities

	Period from 10/04/2010 to 30/06/2011
	\$
Surplus for the year	992,806
Depreciation of non-current assets	157,340
<i>Changes in net assets and liabilities:</i>	
(Increase)/decrease in assets:	
Trade and other receivables	(3,261)
Increase/(decrease) in liabilities:	
Current liabilities	<u>3,717,688</u>
Net cash provided by operating activities	<u>4,864,573</u>

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

12. Financial instruments

(a) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 to the financial statements.

(b) Interest rate risk management

The only interest bearing financial assets are cash and term deposits at an average interest rate of 4.75%. All other financial assets and liabilities are non-interest bearing.

(c) Credit risk management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The company has adopted the policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The company measures credit risk on a fair value basis.

The Company does not have any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics.

(d) Fair value of financial instruments

The fair values of financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximates their fair values.

13. Lease Commitments

	2011
	\$
<u>Non-cancellable operating lease commitments</u>	
Not longer than 1 year	75,000
Longer than 1 year and not longer than 5 years	206,250
	<u>281,250</u>

Leasing arrangements

The operating lease relates to property. This lease is a non cancellable lease of less than five-year term, with rent payable monthly in advance. The monthly lease payments are fixed for the term of the lease.

14. Key management personnel compensation

The key management personnel of National Congress of Australia's First Peoples Limited during the financial period were:

Lindon Coombes	CEO
Sam Jeffries	(Co-Chair)
Josephine Bourne	(Co-Chair)
Kerry Arnhem	(Director)
Peter Buckskin	(Director)
Ned Davld	(Director)
Colleen Klayward	(Director)
Klynton Wanganeen	(Director)
Daphne Yarram	(Director)

National Congress of Australia's First Peoples Limited

Notes to the financial statements for the financial period ended 30 June 2011

14. Key management personnel compensation (continued)

The aggregate compensation made to directors and other members of key management personnel of the company is set out below:

	Period from 19/04/2010 to 30/06/2011 \$
Short-term employee benefits	1,408,527
Post-employment benefits	124,983
	<u>1,533,510</u>

15. Related party transactions

(a) Key management personnel compensation

Details of key management personnel compensation are disclosed in note 14 to the financial statements.

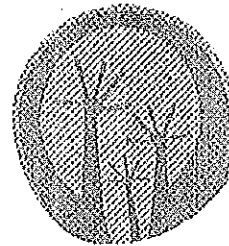
(b) Transactions with other related parties

The National Congress of Australia's First Peoples Limited is a not for profit charity and does not distribute dividends to any members at any time and, on the winding up of the organisation, any remaining assets are required to be transferred to a similar not for profit entity.

16. Remuneration of auditors

	Period from 19/04/2010 to 30/06/2011 \$
Audit of the financial report	<u>20,000</u>

The auditor of National Congress of Australia's First Peoples Limited is Deloitte Touche Tohmatsu.



NATIONAL CONGRESS
OF AUSTRALIA'S FIRST PEOPLES

CONGRESS 2012 ORGANISATION EVALUATION

Dear Members and Friends,

I am pleased to present to you the first major review of Congress since our establishment in 2010, the *Organisation Evaluation Report* which was prepared for Congress by the independent consulting company *Sphere*.

That the report presents Congress as a "strong and robust" and "efficient and effective" organisation, is testament to all who have invested time and energy into Congress's set up, establishment and subsequent work.

It is also testament to the Congress Mob, our Members who have signed up to the journey of this unique, diverse and complex organisation.

Sphere looked at the effectiveness of Congress's governance, accountability and integrity standards as well as our operations, achievements (including our ability to provide a representative voice) and future viability.

The resulting report is thorough and is based on a combination of internal and external interviews, and reviews of all our documents.

As well as reviewing the work done by Congress so far, it also identifies the areas for future work and attention including:

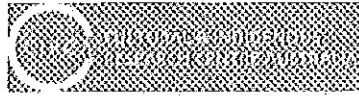
- refining the chamber structure, as well as the roles of Members, Delegates, the Board and Ethics Council
- focussing on effective engagement with Members and external bodies and organisations
- continuing assessment of policy and communications goals
- structural issues in the areas of financial sustainability, Aboriginal staff recruitment and operations.

The Congress staff and Board are committed to building on the achievements we have delivered over a relatively short time.

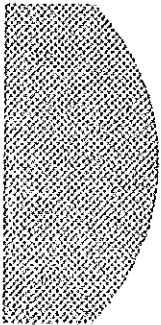
I commend this report to you and look forward to your feedback.

In Unity

Lindon Coombes
CEO

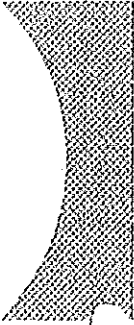


Sphere company



Organisation Evaluation Report

National Congress of Australia's First Peoples



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Date
August 2012

Sphere company

Document: *Final organisation evaluation report*

Version: 8 August 2012

Prepared by: Peter Cranko, Anne Redman, Emilio Ferrer

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1. Executive summary

The National Congress of Australia's First Peoples (Congress) is a national voice and representative body for Aboriginal and Torres Strait Islander Peoples.

The organisation was established in March 2010 following an extensive consultation process. The consultation process began in March 2008 led by the then Aboriginal and Torres Strait Islander Social Justice Commissioner. Those initial consultations were followed later that year by the establishment of the 'Steering Committee of Aboriginal and Torres Strait Islander members for the creation of a new national representative body' (Steering Committee). The Steering Committee conducted further, in-depth consultations and released its report '2009 – Our future in our hands', in August 2009.

The introduction to the Aboriginal and Torres Strait Islander Social Justice Commissioner's issues paper (2008) stated that

"A National Indigenous Representative Body is a fundamental component of any future action if we are to achieve positive change."

and that

"Without proper engagement with Aboriginal and Torres Strait Islander peoples, (Indigenous peoples) governments will struggle in their efforts to make lasting progress in improving the conditions of Indigenous people and in our communities.

At present, there is not a transparent, rigorous process at the national level for engaging with Indigenous peoples in determining the policy settings and to hold governments accountable for their performance."

The national representative body, Congress, has now been established. As defined in its Constitution, Congress is a national voice and representative body providing leadership for Aboriginal and Torres Strait Islander Peoples. It advocates for the recognition of Aboriginal and Torres Strait Islander Peoples' rights, and is charged with securing an economic, social, cultural and environmental future for Aboriginal and Torres Strait Islander Peoples.

This independent evaluation of Congress was undertaken in mid-2012, two years after Congress began operation. Over the last two years Congress' operations can be described in phases.

- The establishment phase ran from March 2010 – June 2011. An Inaugural Board was appointed to oversee the establishment of Congress. This Board was charged with setting Congress up and was not mandated to fully advocate an issues-based platform.
- The organisation was up and running from May 2011. This phase is characterised by the shift from the inaugural Board laying a foundation that dealt with set up issues to an elected leadership with a full mandate to identify and implement a policy agenda.

Congress is therefore a young organisation. During the establishment phase, it invested extensive time and effort in building a strong and robust organisation platform and only around one year ago began firmly focusing on its advocacy and policy development agenda.

The evaluation's terms of reference were to examine Congress' first two years of operation with reference to the following issues:

- Assess the effectiveness of Congress' governance, accountability and probity standards

- Assess Congress' operations, achievements (including its ability to provide a representative voice) and future viability
- Assess the long term financial sustainability of the Congress taking into account funding from the corporate and philanthropic sectors.

The evaluation consisted of a combination of in-depth interviews with Board Directors, management, Ethics Council, staff from the Department of Families, Housing, Community Services and Indigenous Affairs (FaHCSIA) and others who played a key role in the establishment of Congress (see appendix 2) and a review of relevant Congress documents.

Overall findings

Overall the evaluation has found that in the short time of its existence Congress has been both efficient and effective.

Congress has undertaken a thorough, considered and rigorous process in its approach to establishing the organisation. Early in its development Congress leadership decided that they would not compromise on getting the building blocks right in order to meet unrealistic timeframes. This is because establishing the National Congress of Australia's First Peoples is seen as an historic opportunity of national and international significance.

Now that Congress is up and running it displays the characteristics of a good practice organisation which reflects its unique character. Congress governance and organisational arrangements as well as its strategic and operational plans are in place, they operate well, and align with Congress' purpose and operating environment.

Congress has a program of policy development and advocacy in place. It works effectively with a broad range of peak bodies and experts and complements their activities. It is focusing on health, education, country, justice, and sovereignty through its Policy Working Groups and has contributed to a range of national policy processes including NT Stronger Futures, Indigenous Language Learning Inquiry, National Cultural Policy, National Anti-Racism Strategy, Inquiry into Foetal Alcohol Spectrum Disorder, and Senate Estimate hearings on the 2012 budget.

Congress takes great care to ensure that it is providing a national representative voice. This is primarily achieved through:

- Comprehensive and inclusive engagement processes
- Robust and transparent processes to ensure the Delegates and Board reflect Congress' constituencies and promote gender equality, integrity and merit based appointments.

A key challenge for Congress is that of financial sustainability. The review notes that Congress is adversely affected by having to operate in an environment of financial uncertainty and that it would be unreasonable to think that Congress can become financially independent from government over a short period of time. Furthermore, Congress' funding model should reflect its charter to advocate and represent its constituency and therefore its need for independence. In this regard the review concurs with the '2009 - Our future in our hands' report which recommended:

- At least 10 years of government recurrent funding
- The establishment of an Investment Fund through contributions from government over the next decade.

Terms of Reference

In addressing the terms of reference, the evaluation specifically assessed governance, accountability, probity, operations, achievements and representativeness, and viability and financial sustainability of Congress.

Governance

Congress has effectively implemented the governance model and arrangements recommended in the Steering Committee Report. Congress' governance model has responded to the complex issues and priorities it sought to address including:

- Establishing a national representative body which focuses on big strategic national issues
- Strengthening Aboriginal and Torres Strait Islander peoples organisations, drawing on the knowledge and experiences of experts and peak bodies and reflecting local and regional knowledge in its thinking
- Providing the perspective of Aboriginal and Torres Strait Islander peoples and playing a leading role in developing new partnerships between government and Aboriginal and Torres Strait Islander peoples
- Ensuring gender equality, integrity and merit
- Being an autonomous and independent body.

Accountability

Accountability is a key focus for Congress. Congress has taken great care to establish mechanisms and processes that ensure a high level of accountability in practice. Furthermore, Congress is establishing itself as a beacon for good practice in this regard. Congress' practices to ensure it remains accountable involve a number of dimensions.

Congress ensures it is accountable to its membership through actively engaging with and involving both members and their Delegates in priority setting and policy development; Congress has mechanisms in place which enable it to hold both the Board and the staff accountable; it demonstrates a sound track record of accountability to its funders; and furthermore, the Ethics Council is a significant factor in establishing Congress as a beacon for good practice in respect of accountability.

Probity

Whilst this organisation evaluation is not a 'probity audit', our assessment of the processes and internal evidence shows that high probity standards are present in the organisation. Congress demonstrates both the presence and the disciplined implementation of processes and practices to ensure probity. Furthermore, the Ethics Council provides scrutiny and advice about important policies and processes.

Operations

The operations clearly reflect the purpose and objectives of Congress, and the values that Congress must operate under as identified in the Constitution (professionalism and objectivity; integrity and honesty; accountability and transparency; participation and inclusion; and being informed). A comprehensive range of policies and practices have been both developed and implemented to ensure the effective operation of Congress, and for such a young organisation (with limited staff until the end of 2011) the level of sophistication of the operations is a considerable achievement.

Achievements and representativeness

The report finds that both the Inaugural Board (mandated to establish the organisation) and the first elected Board (mandated to complete set-up activities and focus on driving Congress' advocacy and policy development agenda) have realised their objectives as set out in their respective mandates. In particular, Congress' key achievements during the first two years are as follows:

- The organisation has been established, is built on a strong foundation, is fully operational and its programs are in-place and developing
- There is growing recognition of Congress amongst the Aboriginal and Torres Strait Islander community and policy makers and leaders across the country
- Congress has successfully established itself as a representative body.

Viability and financial sustainability

Options for financial sustainability beyond government funding are not achievable in the short or medium term. In the long term, financial sustainability may be supported by philanthropy, fee-for-service arrangements and sponsorship, but government funding will still be a significant source of funding. In this regard, Congress has taken steps to explore options for financial sustainability and continues to seek Deductible Gift Recipient (DGR) status. However this review suggests that the Australian Government's commitment to long term funding through the Establishment Investment Fund for the National Representative Body (as recommend in the '2009 – Our future in our hands' document) is the most appropriate option for securing the ongoing existence of Congress and enabling Congress to operate at arm's-length from government.

In conclusion, the findings from this evaluation indicate that to date the development, implementation and achievements of Congress have been appropriate and effective, given the young age of this organisation. However, as Congress grows and learns, it will be important that Congress review and modify its systems and processes. Congress has an established continuous improvement process, and it is critical that this continues to be applied to all layers of the organisation. As well, the review indicates that additional layers of complexity in the governance, operation and implementation of Congress' business are emerging as the organisation matures, and considerations in relation to Congress' future directions are discussed in Chapter 11 – Evaluation conclusions and future considerations.

2 Introduction

2.1 Background

The National Congress of Australia's First Peoples (Congress) is a national voice and representative body for Aboriginal and Torres Strait Islander Peoples. Congress advocates for the recognition of Aboriginal and Torres Strait Islander Peoples' rights, and is charged with securing an economic, social, cultural and environmental future for Aboriginal and Torres Strait Islander Peoples as per its Constitution.

Congress is a new organisation established as a company limited by guarantee and incorporated in April 2010. As a company, Congress is owned and controlled by its membership and is independent of Government. The Inaugural Board was appointed in March 2010 and charged with the responsibility of establishing Congress. The first elected Board took office in July 2011. Congress has received funding from the Australian Government for the period 2010 - 2013.

As a voice for Aboriginal and Torres Strait Islander Peoples, Congress is required to fill a significant vacuum in Australian society. Its role, approaches and activities are gradually emerging and evolving and by definition Congress is embedded in its membership and Australia's First Peoples' communities.

2.2 Project requirements

Congress has commissioned this organisation evaluation to assess the appropriateness, effectiveness and efficiency of Congress' operation since establishment. While this is a requirement under the terms of Congress' funding agreement with government, Congress has emphasised the importance of this evaluation in providing feedback that can help guide future development.

The terms of reference identify the areas of focus for this evaluation to include:

- An assessment of the effectiveness of the governance, accountability and probity standards of the Congress
- An assessment of the Congress' operations, achievements (including its ability to provide a representative voice) and future viability
- An assessment of the long-term financial sustainability of the Congress taking into account funding from the corporate and philanthropic sectors
- Recommendations for the organisation's future.

The evaluation process will also identify areas for improvement for the operation of Congress and its programs and initiatives to better achieve its vision and objectives.

2.3 Methodology

The methodology used for this evaluation is based on established *process and outcome organisation evaluation* methodology. The evaluation research comprised:

- An analysis of the following key themes:
 - Congress set-up
 - Purpose and strategy
 - Governance arrangements

- Services and activities
 - Structure and staffing
 - Membership
 - Partnerships
 - Financial sustainability.
- A structured examination of processes, practices and performance is undertaken for each of these key themes by discussing three critical questions:
 - What is Congress' approach, and does the approach match what one would expect in a good practice organisation?
 - What is Congress' performance and are expected results being achieved?
 - What are Congress' strengths and weaknesses?

Evaluation research consisted of a combination of in-depth interviews with Board Directors, management, Ethics Council, FaHCSIA staff and others who played a key role in the establishment and structure of Congress (see appendix 2) and review of relevant Congress documents to develop an overview and analysis of the organisation's efficiency, effectiveness and appropriateness.

Finally, a note on terminology - this report adopts existing terminology used by the National Congress of Australia's First Peoples (Congress). Throughout the report the organisation is referred to as Congress, whilst the national meeting of Delegates is referred to as National Congress.

3 Establishing Congress

Overview

There are a number of reasons why a national representative Aboriginal and Torres Strait Islander organisation is seen to be important. In the Australian context, these range from a need to establish formalised, coordinated communications between the Government and the First Peoples as previously existed in organisations such as the Aboriginal and Torres Strait Islander Commission (ATSIC). Internationally, there has been a global movement to recognise the unique status of Indigenous Peoples including standards for their development through self determination.

To do justice to explaining the establishment of Congress would require a detailed study in its own right. However, for the purposes of this evaluation report, the establishment of Congress is described in the following three phases.

- The lead-up to establishing Congress took place from 2008 to 2010. It commenced with initial consultations on an 'issues paper' led by the then Aboriginal and Torres Strait Islander Social Justice Commissioner. This was followed by the establishment of the 'Steering Committee of Aboriginal and Torres Strait Islander members for the creation of a new national representative body' (Steering Committee). Following the release of the Steering Committee's report '2009 – Our future in our hands', an Ethics Council was appointed.
- The establishment phase ran from March 2010 – June 2011. An Inaugural Board was appointed by the Steering Committee in March 2010 to oversee the establishment of Congress. This Board was charged with setting Congress up and was not mandated to fully advocate an issues-based platform. The establishment phase concluded with the appointment of the CEO, the launch of Congress and the election of the Co-Chairs and the Board. During this period the funding agreement commenced. It required an Activity work plan for May to December 2010 that outlined a range of issues that needed to be addressed.
- The organisation was up and running from May 2011. This phase is characterised by the shift from the Inaugural Board laying a foundation that dealt with set up issues to an elected leadership with a full mandate to further identify and implement a policy agenda. The policy agenda was prioritised by the Congress membership and was further developed at the National Congress in June 2011.

Table: Set-up timeline

2008 – April 2010	Lead-up
July 2008	First round of consultations commence - 'Issues paper'
December 2008	Steering committee established
August 2009	Release of '2009 - Our future in our hands' report
Jan 2010	Ethics Council established
March 2010 – June 2011	Year 1 – Establishment phase
March 2010	Inaugural Board established
April 2010	Congress incorporated
April 2010	Congress membership opens

May 2010	Funding agreement commences
May 2010	Congress Launch
May–July 2010	National Information Tour by Co-Chairs
June 2010	CEO appointed
Nov 2010	Move to permanent office in Redfern
Nov 2010	Nominations for Co-Chairs and Delegates open
July 11 – June 12	Year 2 – Recruitment finalised and full staff establishment
May 2011	First elected Co-Chairs confirmed
June 2011	First National Congress and Chamber Directors elected
July 2011	First Elected National Board takes office

Practice

The funding agreement outlined specific issues that needed to be planned and implemented including promotion of Congress; design of governance arrangements; appointing staff including a Chief Financial Officer; setting up an office; and establishing and convening the first National Congress by December 2010. All issues were set out in the Activity work plan; they were addressed by the staff and were reported on.

One significant change was made to the plan during this period. The timeframe to hold National Congress was extended for six months from the end of 2010 to mid-2011. This extension was decided in a transparent and open manner in order to ensure the organisation 'got the inaugural National Congress right'. In reaching this decision, Congress assessed risk, and gave consideration to an appropriate time being given to allow maximum participation by members in the nomination process, and to confirm policy and processes.

The period leading up to National Congress involved a great deal of complexity. Inaugural Board members and staff were charged with translating the Steering Committee report into a practical workable model. This involved a wide range of activities such as the development of complex legal guidelines, electing and appointing Delegates and consulting members. In particular a national road show of community information meetings was undertaken by the Co-Chairs. A significant responsibility was testing and fine tuning the draft company Constitution provided by the Steering Committee. The Board later sponsored an amendment, carried by members, to allow the Co-Chairs to be directly elected by the full membership. This all needed to be dealt with whilst simultaneously setting up the organisation's operations.

During the 'up and running' phase from May 2011 Congress developed a Statement of Principles and set policy priorities which Congress began to implement. Congress established four Policy Working Groups which focused on policy priorities.

Key submissions were prepared on Native Title Act, the National Cultural Policy, and the Northern Territory Stronger Futures policy. This period also saw a ramping up of the promotion of the organisation, and membership recruitment.

Staff recruitment and the establishment of robust financial systems were also major activities during this period. Twenty staff had been appointed in the Congress office by the end of year two and the office was fully operational. During this period, other amendments to the requirements set out in the funding agreement and activity work plans were made e.g. Congress decided not to appoint a CFO, rather a Director of Operations with a financial background.

Discussion

- *Extension of Congress set up timeframes should be understood as a strength.*

This evaluation report will demonstrate that Congress has undertaken a thorough, considered and rigorous process in its approach to establishing the organisation. Early in its development Congress leadership decided that they would not compromise on getting the building blocks right in order to meet unrealistic timeframes. This is because establishing the National Congress of Australia's First Peoples is seen as an historic opportunity of national and international significance.

Achieving successful outcomes required that Congress understand and responded to the complex multi-stakeholder environment in which it operates. This involved:

- Ensuring constituents were recruited and canvassed
- Providing opportunities to engage and allow active participation
- Making good appointments
- Getting systems and processes right to ensure operational effectiveness, as well as meeting other obligations such as equity and accountability
- Ensuring activities were thoroughly planned and well executed.

In this context the fact that Congress decided to extend the timeframes for the 2011 National Congress should be understood as a strength. All the changes made to milestones and corresponding work plans were considered, justified, documented and communicated to members and other significant stakeholders such as funding bodies and communities.

4 Purpose and strategy

Overview

Whilst the remainder of the evaluation report discusses how Congress has developed unique processes, arrangements and activities to realise its significant role, this section is required to report on whether or not the organisation demonstrates that it has 'clarity of purpose', and that this 'purpose' is translated into a strategic agenda, which in turn, is unpacked into practical implementation plans and monitoring and reporting on implementation.

Following extensive consultations, the Steering Committee Report (page 22) describes the organisation's mission to 'provide national leadership in advocating for the recognition of the status of Aboriginal and Torres Strait Islander peoples as First Nations peoples'.

The Steering Committee took as its guiding principle Article 18 of the United Nations Declaration on the Rights of Indigenous Peoples:

Indigenous Peoples have the right to participate in decision-making matters that affect their rights, through representatives chosen by themselves in accordance with their own procedures, as well as to maintain and develop their own Indigenous decision-making institutions.

The report goes on to explain that the representative body should:

- Be a voice and an advocate
- Actively pursue a principled and visionary agenda
- Build new relationships with government, industry and amongst Aboriginal and Torres Strait Islander peoples and communities.

Rule 2 of the Congress Constitution, 'Congress Purpose', flows from this and states that the Congress is established for the purpose of:

- (1) Providing national leadership and recognition of the status and of the rights of Aboriginal and Torres Strait Islander people as First Nations peoples
- (2) Protecting and advancing the wellbeing and rights of Aboriginal and Torres Strait Islander peoples and communities
- (3) Providing a representative voice of, and a conduit for communications with and between, Aboriginal and Torres Strait Islander peoples
- (4) Securing economic, political, social, cultural and environmental futures for Aboriginal and Torres Strait Islander peoples and communities by working with governments, service providers, communities and other stakeholders
- (5) Building strong relationships with government, industry and among Aboriginal and Torres Strait Islander peoples and communities, based on mutual respect and equality
- (6) Identifying issues, researching solutions and educating government, service providers and Aboriginal and Torres Strait Islander peoples and communities to achieve the above purposes.

In turn, the purpose is translated into strategic priorities which are outlined in the Congress' current Strategic Directions document as follows:

- (1) Unity through an Independent Congress

Aims to harness the strength and diversity of Australia's First Peoples and focuses on membership and being representative

(2) Give our peoples a say

Aims to provide opportunities for members and communities to shape policy and focuses on engagement and being membership driven

(3) Defend and promote rights

Aims to further economic, political, social, cultural and environmental development and focuses on policy development

(4) Create strong partnerships

Aims to build strong working relationships and focuses on working with partners and potential partners

(5) Build a sustainable organisation

Aims to deliver best practice governance and operations that are respectful of culture and focuses on organisational effectiveness and efficiency.

Practice

Congress has evidence of a pathway and process to establish its purpose, strategic directions and implementation frameworks.

The purpose of Congress was established by consultation processes during the 'lead-up' and 'establishment' phases of Congress and is outlined in key documents including the Steering Committee Report (2009), the Congress Constitution and the National Congress report (July 2011).

Both the Inaugural and the first elected Boards, and the National Congress have informed the development of strategic plans which translate the purpose into focused strategic directions. The first Strategic Plan 2010 – 2015 was drafted in May 2010 and later updated and adopted by the new Board in July 2011. Its next strategic plan 'Strategic Directions' has recently been adopted.

Congress policy priorities were developed through member consultation. A member survey was undertaken prior to the National Congress which led to the establishment of the top five priorities as health, education, country, justice and sovereignty along with Constitutional recognition. Strategic directions for these top priorities were developed by Delegates at the National Congress.

Beneath the strategic plan are a series of consolidated and divisional work plans and a planning and reporting framework is being developed.

Interviews with Congress elected officer bearers and staff demonstrate that the leadership (both staff and elected office bearers) of the organisation have clarity of purpose and a high degree of alignment.

The strategy development process is consultative and driven by the organisation leaders and Aboriginal and Torres Strait Islander communities.

Discussion

- *Congress' purpose and strategy display the characteristics of a good practice organisation and reflect the unique character of Congress*

A good practice organisation is expected to demonstrate clarity of purpose which is commonly understood and reflected in the leadership, work practices and teamwork of the organisation. Furthermore, the clarity of purpose should be translated into a viable strategy expressed in a practical implementation and reporting and review framework. Congress demonstrates this with a set of documents and reporting and accountability frameworks that cascade from the purposes to the strategy

and then to practical work plans. These are supported by the planning and reporting framework which is being finalised.

Furthermore Congress demonstrates that its strategic directions have legitimacy as they have emerged from a credible and structured engagement process which reflects its role and purpose as a representative body of, and a voice for, Aboriginal and Torres Strait Islanders. This is demonstrated by the consultations in the lead-up to the establishment as well as the member engagement leading up to and during the National Congress.

Interviews with Congress staff and office bearers demonstrate shared understanding about Congress' significant and far reaching mandate as a voice and representative body for Aboriginal and Torres Strait Islander peoples, along with a unity of purpose to ensure that over time Congress realises its potential and becomes a significant force in our society.

Some interview respondents suggested Congress needed to provide a clearer long-term vision for Aboriginal and Torres Strait Islanders, which would serve to guide Congress' policy and advocacy work.

5 Governance model

5.1 Introduction

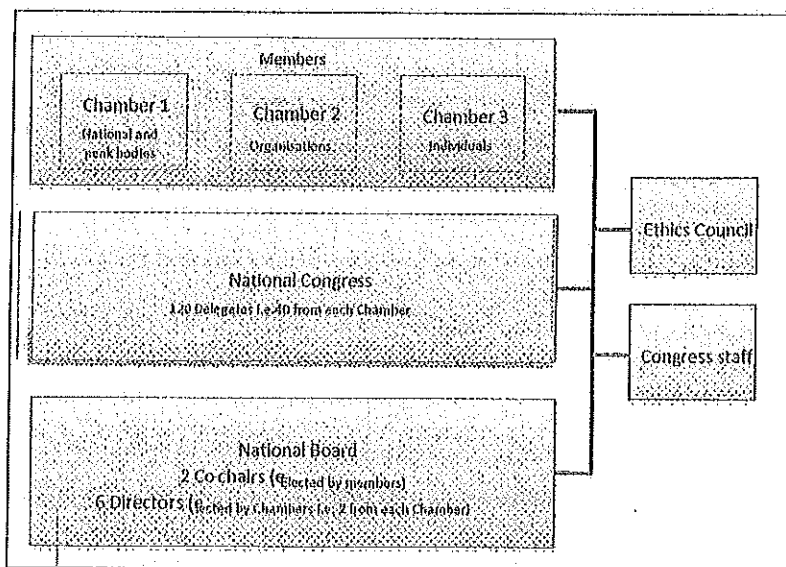
Congress' purpose and values are set out in Rule 2 of the Constitution. They are derived from extensive consultation which is summarised in the Steering Committee report (2009) which reported that the governance model should *inter alia*:

- Establish a national representative body which focuses on the big strategic national issues
- Strengthen Aboriginal and Torres Strait Islander peoples organisations, draw on the knowledge and experiences of experts and peak bodies and reflect local and regional knowledge in its thinking
- Provide the perspective of Aboriginal and Torres Strait Islander peoples and play a leading role in developing new partnerships between government and Aboriginal and Torres Strait Islander peoples
- Promote gender equality, integrity and merit
- Be an autonomous and independent body with untied government funding.

To achieve this Congress has developed a unique and sophisticated arrangement which comprises:

- Membership organised into different Chambers for organisations and Individuals
- A National Congress which serves as a forum to provide expert and community advice on policy and direction
- A Board made up of two full-time Co-Chairs and six part-time Directors (two from each Chamber)
- An Ethics Council to ensure Congress acts with integrity, nominees meet community expectations for office holders and appointments are underpinned by merit based processes
- An office of full-time staff to support the Board and National Congress.

Diagram: Congress governance structure



Furthermore the governance model establishes Congress as a company limited by guarantee with not-for-profit status and ensures gender equality in all its representative structures.

This section discusses each element of Congress' governance model and concludes with an assessment of the extent to which the governance model has achieved its stated intent. Operations governance including matters related to finances are discussed in Chapter 8 of this report.

5.2 Chambers

Overview

Members are Aboriginal and Torres Strait Islander organisations or individuals 18 years and over. They join and are placed in one of three Chambers of Congress.

- Chamber 1 - Aboriginal and Torres Strait Islander peak bodies and national organisations
- Chamber 2 - Aboriginal and Torres Strait Islander organisations
- Chamber 3 - Aboriginal and Torres Strait Islander individuals.

There are 40 Delegates allocated to each Chamber for meetings of the National Congress. Members of Chambers 1 and 2 have the opportunity to nominate and elect their Delegates. Chamber 3 Delegates were assessed and ranked by the Ethics Council and appointed by the Board. An additional allocation of 'Special' Delegates, without voting rights, were appointed by the Board to maximise participation. All applicants and the membership were informed of this unique arrangement, the rationale and processes involved.

Delegates from each Chamber elect a male and female delegate to become Directors of Congress and represent their Chamber. In addition to their electoral role, the Constitution describes the role of Chambers to assist and collaborate with their Delegates to ensure advice and information relevant to their Chamber is provided to the National Congress and the National Board. Various provisions are outlined in the Constitution to ensure that activities such as communication, meetings and information dissemination, occur within each Chamber. The Constitution also states that Chamber members' roles are to actively support and advocate the issues set by Congress.

Practice

To date the main areas of Chamber activity have been associated with the election of Directors and their involvement in business at the National Congress. The National Health Leadership Forum (NHLF) is a notable exception, bringing together Congress organisational members who are national peak bodies with an interest in health policy and service delivery.

National Congress has been positioned as a national assembly of Australia's First Peoples. The Chambers help ensure the National Congress is representative in the sense that they ensure that the voices of peak bodies and national organisations, organisations and individuals are all heard equally, and that the greater number of individual members and greater advocacy skills of organisations do not drown each other out.

Discussion

- *The Chamber structure is an inclusive model which accommodates a diverse membership to enhance Congress' role as a representative body.*

The design of the membership structure was developed to meet multiple objectives, some of which were debated extensively in the national consultations leading up to the establishment of Congress (Our future in our hands, 2009). Factors influencing the design of the structure included the goals to:

- Collaborate with, but in no way to substitute for, the extensive network of national, regional and local community and sectoral Aboriginal and Torres Strait Islander organisations
- Balance the tension between being grounded in local communities and regions and focused on influencing the national agenda.

In general, the first years of Congress' operation has confirmed to most respondents interviewed that the Chamber structure has proven effective in providing a platform to a broad base of organisations as well as individuals. In this sense it is valued as an inclusive model to unite Aboriginal and Torres Strait Islanders by enhancing existing organisations.

o *Need to increase the opportunities for involvement of Chamber members and Delegates.*

To date Chamber members and Delegates have focused on the electoral roles and their roles at National Congress. Greater engagement with, and involvement of, Chambers and Chamber Delegates is an important opportunity to be pursued in due course (for example, it was suggested Delegates could play a key role in providing a local presence for Congress). Even though there has been some engagement with Chamber Delegates and members, usually led by Chamber Directors, there is a general lack of clarity in relation to roles of the Chambers outside of National Congress meetings.

A significant allocation of staff and financial resources are prioritised for the National Congress meetings. While there are multiple strategies for direct communication and engagement with all members, models and ideas for intra-Chamber interaction needs to also consider resources.

o *Reviewing and perhaps modifying the Chamber structure is likely to be an ongoing conversation in Congress.*

As the key vehicle to accommodate members of a representative organisation, it is unsurprising that the structure and composition of the Chambers elicited extensive discussion in the interviews. Key concerns included:

- As a single structure for individual members nationally, the Chamber 3 arrangement does not connect Congress to local communities across Australia, and therefore a geographically based hierarchy of local, regional and national levels of structure would be more representative
- Additional Chambers should be created or existing Chambers modified to specifically refer to representatives from First Nations Peoples and perhaps other community based sectors such as business, youth and elders.

Congress leaders are fully aware of such issues and are planning to develop and focus discussion amongst the membership to help shape a process to address these issues in the medium term. Whilst many interview respondents believe that addressing them could improve the existing arrangements, a restructure of the Chamber model is premature and would be destabilising. At this point of the organisation's development, it needs time to be allowed to settle and restructuring so soon poses an unnecessary risk. In this light it must be noted that the conversation on the composition of Chambers has begun and needs to continue in a structured way.

5.3 National Congress

Overview

The National Congress is a critically important annual forum of Congress. It is an element of the Constitutional model as it represents the assembly of Delegates that advises the Board on Congress direction each year and helps to ensure that Congress is a representative body of Australia's First Peoples.

This assembly comprises the 120 Delegates (40 from each Chamber) and is a mechanism to ensure that a diverse spectrum of Aboriginal and Torres Strait Islander peoples and organisations are represented in Congress and advise the Board on Congress directions.

The purpose and procedures are discussed in the Steering Committee report (2009) and set out in the Congress Constitution.

Practice

The First National Congress was held in June 2011. There was extensive planning, preparation and direct engagement of members for Delegate and Director nominations, elections and preparation of the agenda including the policy discussions.

Ethics Council members report a rigorous and time consuming process to ensure potential Delegates were scrutinised on the basis of a fit and proper test and Chamber 3 Delegates met the Boards' priorities for gender balance, youth and remote and regional representation while ensuring the mix was diverse and representative of a broad cross section of members. Evidence of diversity and compliance with Congress gender equity policy is provided in the National Congress report (2011) which outlines the demographics of the Delegates.

Prior to National Congress, a member survey achieved 630 responses. This survey identified 10 policy priorities which were used to set the policy development agenda for National Congress. National Congress went on to explore these issues in policy forums which set priorities, directions and parameters for each policy area.

A comprehensive report from the 2011 National Congress provides a detailed outline of activities and outcomes and sets clear strategic priorities for the Board and the Congress staff to pursue.

The National Congress was evaluated through a participant survey which received strong positive feedback e.g. overall experience: 97% said was excellent or very good, whilst 0% said it was unsatisfactory.

Preparation for next National Congress is underway, scheduled for September 2012. A further survey for Delegates only has been completed to assist with planning the event and its agenda.

Discussion

- *National Congress purpose, structure and implementation represent good practice in all respects.*
The practices for National Congress described above demonstrate good practice in respect of planning, execution, review and accountability of the annual National Congress. Organisers took clearly defined steps to ensure that the Delegates and activities respond to and reflect the interests of Australia's First Peoples and that the National Congress meeting shapes the agenda of Congress.
- *Six month extension of the inaugural National Congress reflects proactive strategic management and commitment to ensuring that National Congress was a successful and credible event.*
Congress management and Board demonstrate they were cognisant of extending the original date of the inaugural National Congress and discussed this thoroughly within Congress and with government. Furthermore the extension of National Congress mirrors similar issues regarding set-up timeframes for all aspects of Congress. Congress decided that getting things right in a complex, consultative, multi-stakeholder environment meant openly acknowledging that initial time-frames were too ambitious. When added to practical and intensive challenges including staff recruitment and formulating new policies to implement Congress' unique structure, continuing with the original timeframes would have meant compromising on good process and the possibility of undermining Congress in the very early stages of its development.

5.4 Board

Overview

At present the Board comprises eight Directors; two full-time Executive Directors as Co-Chairs elected by the membership and six non-executive Directors, two elected from each Chamber by the Delegates from that Chamber. Co-Chairs are elected for two year term while Chamber Directors have four year terms. Directors are eligible to stand for re-election.

In addition to their leadership roles Board members are expected to be involved in policy development, community engagement, membership recruitment and promotion of Congress' aims. The Chamber Directors chair their Chambers and each Policy Working Group (See Chapter 8 on Policy) is chaired by a Director.

The Board of Congress reflects the unique nature of the organisation, with an election process that is tailored to its specific purpose and objectives. The Directors are elected by members to carry out the purpose of Congress as defined in Rule 2 of the Constitution, which includes providing a representative voice of, and a conduit for communications with and between, Aboriginal and Torres Strait Islander peoples. As a result Board members have busy programs of activities as leaders and representatives of Australia's First Peoples. They are required to meet with communities, government, and a wide range of stakeholders and engage locally, nationally and internationally in order to advocate and represent the interests of Aboriginal and Torres Strait Islander peoples.

Management and staff are a team of professional policy, corporate affairs, finance and administrative officers who support the Board to execute their responsibilities. Whilst Congress has used the vehicle of a company limited by guarantee with not-for-profit status as the best available legal entity to achieve its objectives (in part to strengthen its independence by avoiding being a statutory body) it would be an error to compare it to 'regular' service delivery or policy research not-for-profit organisations (NFPs).

Practices

Board practices are discussed in terms of two themes: sound governance and strategic leadership.

From the perspective of sound governance, the National Board has a Charter in place outlining structures, roles and protocols, and Co-Chairs have employment agreements and Chamber Directors have 'terms of agreement' contracts which specify duties. In addition, several policies and procedures guide the Board's operations including the Directors' Code of Conduct, the Conflict of Interest procedure and the policy guiding Directors' membership on other boards (in draft stage). Board agendas and minutes are thorough. They reflect the contents of the Board Charter and include monthly activity reports from Board members.

Furthermore Congress has a training program for the Board to enhance their skills in respect of their governance responsibilities. Board members have been encouraged to join the Australian Institute of Company Directors and they have been provided with training by the Office of the Registrar of Indigenous Corporations (ORIC).

With respect to strategic leadership there is a great deal of evidence (Board interviews; Board minutes) that the Board has established a strong partnership and is generally aligned providing effective leadership and direction to the organisation. They work to a clear set of priorities and balance the tension between implementing longer term programs whilst still having the capacity to respond to urgent issues when they emerge.

Board members (both Co-Chairs and Directors) report that they have full programs in order to execute their responsibilities. They are remunerated for their work – Co-Chairs receive a full-time salary and Directors are paid a maximum of a three day per week equivalent payment. Payments were benchmarked against the Australian Public Service and Congress is in the process of commissioning a benchmarking study to ensure Board payments are in line with the broader environment.

Discussion

- *The Board operates within comprehensive guidelines which set out their mandate and responsibilities, meeting and decision making procedures and reporting processes.*

There is a great deal of document based evidence, which is confirmed by interviews, that Board processes, practices and reporting arrangements are well structured and in place.

- *Clarifying expectations of individual Directors.*

Whilst the review has found that the Board provides Congress with effective leadership and direction the specific expectations of each Chamber Director are not adequately defined. As a result the frameworks

which define the accountabilities of each individual Director do not provide a clear picture of required outputs and results.

Developing Director's accountability frameworks is particularly difficult because of their multiple, and apparently contradictory roles. On the one hand they perform the role of non-executive Directors who attend Board meetings, set policy and execute their fiduciary responsibilities. On the other hand they receive payments equivalent to a three day per week job and are expected to play an active role in executing the work of Congress. In this regard they perform functions like chairing Policy Working Groups, Chamber representation, general promotion of Congress, stakeholder and community engagement, advocacy and membership recruitment.

Adopting clear accountability statements for individual Directors will help address this issue and will provide Directors with guidance to clarify exactly what activities Directors are being remunerated for. It is important that this exercise be pursued in a spirit that maximises Congress' ability to attract and retain talent at Board level.

- *Board members remuneration.*

Payment of Board members was raised as an issue during the research for this evaluation. There were a range of responses identified in the review, as some felt that Chamber Directors should be paid for full-time roles, some interpret these positions as part-time jobs, whilst others interpret the remuneration as a more generic payment. Whilst Board members have generic position descriptions and reporting protocols in place, there is still some ambiguity on exactly what their roles are and what they are being remunerated for and on what basis.

A general concern expressed broadly across the review was that the remuneration for Chamber Directors has not been well explained publicly. It was noted that Directors of not-for-profit Boards are often volunteers and therefore the significant difference between the level of commitment and involvement of Congress Directors to that of more traditional not-for-profit Board Directors needs to be well explained.

This review concludes that given Congress is a national representative body where elected officers have leadership, advocacy and representative roles and significant corresponding workloads there is strong alignment between Congress' purpose and Board remuneration. In this regard it is reassuring to note that Congress has commissioned a salary benchmarking study to ensure remuneration is in keeping with the broader market.

- *Co-Chair model works.*

Whilst the Co-Chair model is unusual, the review indicates that it has benefits which work well for Congress. In particular, gender equity was highly valued, the workload is shared by two who are each able to play to their strengths, and joint sign-offs on key issues means more careful consideration as the Co-Chairs often discuss these key issues. It is also noted however that this model creates additional complexities in day-to-day governance arrangements.

- *Board member elections.*

As Congress grows it is expected that the Ethics Council will be required to provide advice on policy including confirmation of elections, campaigning rules, use of resources by incumbents, and the possible introduction of a process to 'screen' potential Board candidates (for example, requiring candidates to demonstrate they have adequate support prior to being formally nominated).

5.5 Ethics Council

Overview

Consultations leading up to the establishment of Congress (Steering Committee Report, 2009) identified the importance of ensuring that the national representative body acts with integrity and that its appointments are

underpinned by merit based processes. This led to the establishment of an Ethics Council as an element of Congress' governance model.

The first term of the Ethics Council was nominated and announced by the Steering Committee. The Inaugural Board ratified the appointments and approved the Ethics Council's recommendation to replace two members as part of its policy of renewal.

The Ethics Council currently comprises six people. Its purpose, responsibilities and conduct are outlined in the Congress Constitution and the Ethics Council Charter. Ethics Council members are well respected members of the Aboriginal and Torres Strait Islander community who have a track record of serving the community with integrity and maintaining exemplary ethical standards. They are appointed to two year terms of office and the Ethics Council has adopted a succession policy whereby each year, two of its members are replaced (on a gender equity basis).

The Ethics Council advises the Board in respect of ethical practice, integrity and transparency. Its responsibilities include:

- Advice to the Board regarding eligibility of applicants for Co-Chair elections and Delegates
- Complaints handling and grievance procedures
- Advice on policies and procedures.

Practice

In practice the Ethics Council meets quarterly, supported by an Executive Officer. It is reported to function efficiently and Council's documentation reflects this.

The Ethics Council have Terms of Reference which outline its functions, composition and term of office.

To date it has spent a high proportion of its time on advice about membership and elected representatives. It has also dealt with a small number of complaints and has begun looking at broader policy issues, e.g. it is currently providing advice to the Board on sponsorship policy; and on dealing with appointments of Board members onto external Committees.

Discussion

- *The Ethics Council is a well-functioning and appropriate body. It fosters ethics in the governance of Congress and is executing its responsibilities.*

The Ethics Council is an innovative mechanism that has emerged in response to a stated need from a broad stakeholder consultation. It contributes an added dimension to good practice governance models and is praised for drawing senior and credible community members into an oversight role.

Meeting reports and interviewees confirm that the Ethics Council operates effectively and executes its responsibilities.

The work of the Ethics Council has not been reviewed and should be, in due course.

- *Ensure the Board regularly consider whether issues should be referred to the Ethics Council*

A key opportunity that could be realised is for Congress to make greater use of the knowledge and skills within the Ethics Council. This relates to broadening the extent of advice provided by the Ethics Council (i.e. advice on the ethical dimensions of a range of policy issues being addressed by Congress) and, to enable this, increasing the interaction between the Board and the Ethics Council. In addition significant policy issues or changes that clearly fall within the scope of the Ethics Council e.g. the amendment of the Constitution regarding Co-Chair elections, needs to be discussed with the Ethics Council as early as possible. Care should be taken to ensure there is consensus amongst Ethics Council and Board members in relation to potentially broadening the extent of advice provided by the Ethics Council, and developing guidelines on what issues should be referred to the Ethics Council and at what point this should be done.

5.6 Conclusion

This evaluation finds that there is an alignment between Congress' unique role as a national representative body for Australia's First Peoples and its corresponding, unique governance model. Core elements have been effectively implemented in line with the organisation's stated objectives and Constitution, i.e.:

- The use of a registered company model to promote and protect independence
- An Ethics Council to promote the highest standards of ethics and integrity
- Merit based appointments
- Gender equity
- A structure that focuses on Congress' national role whilst at the same time using Chambers to ensure that a broad spectrum of Aboriginal and Torres Strait Islander individuals and organisations are welcomed into Congress
- A resourced and supported leadership team of elected representatives able to execute their advocacy and leadership roles.

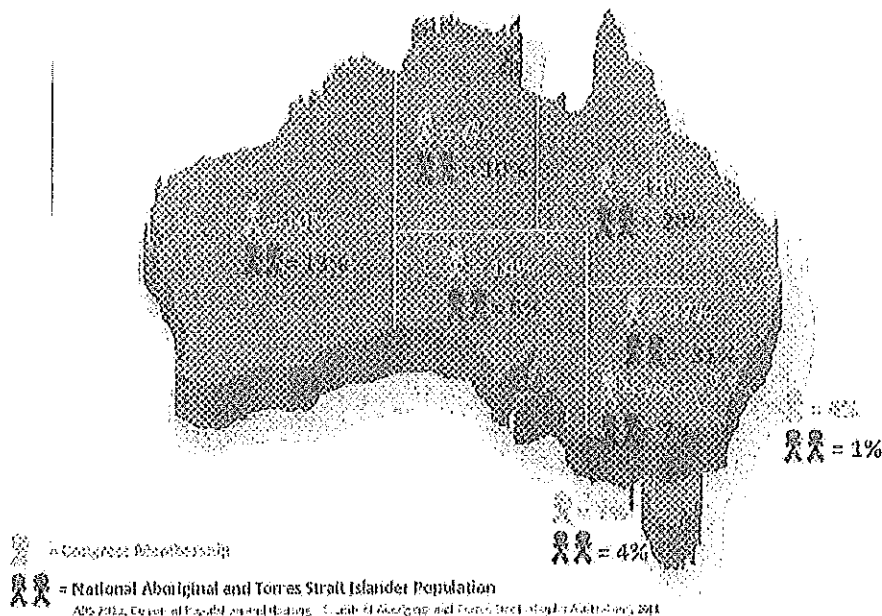
6 Membership

Overview

As at 6 July 2012, there were 4,449 individual members of Chamber 3 (including 4,194 existing members and 255 new applications approved). There were also 141 organisational members made up of 44 Chamber 1 members and 97 Chamber 2 members.

At the time of the review, staff noted that when comparable membership based organisations discuss coverage, they include the number of members of their member organisations. Based on documents provided with membership applications, and an informal survey, the 141 current organisations that are members of Congress represent approximately 50-60,000 Aboriginal and Torres Strait Islander peoples.

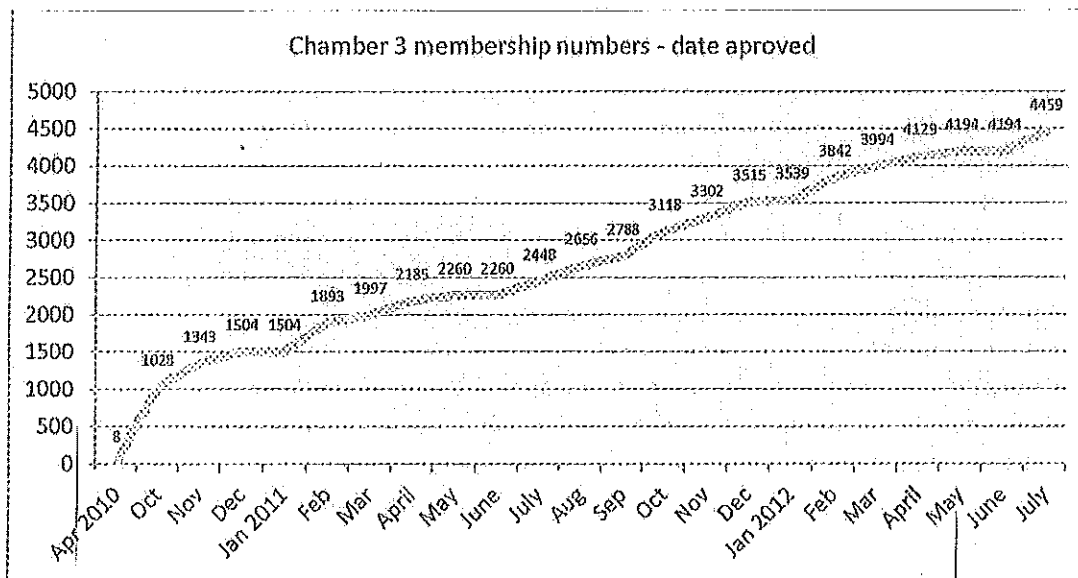
When assessing the membership profile, for Chamber 3 membership, 42% of members are male, 57% are female, with almost half of the members aged 35-54 years (47%). As the following diagram shows, there is greater representation of members in NSW, SA and ACT when compared to the total Aboriginal and Torres Strait Islander population, and an under-representation in QLD, NT, TAS and WA. (This analysis is based on Chamber 3 membership data at 21 June 2012 in comparison with the 2011 ABS Census. Please note a small amount of data is unrepresented because information was not provided by members in their applications).



Practices

The process for membership is that individuals and organisations apply to be a member of Congress, and these applications are reviewed. All individuals that have declared they have met the criteria by signing a membership form are reviewed and submitted by staff with a recommendation to approve to either Co-Chair (Delegated from the Board). Organisations apply and are assessed by Congress staff and a recommendation is made to either Co-Chair for approval or rejection. Regular reports are given to the Board for information and special or complex cases are referred for discussion by Directors.

Increasing membership has been a significant focus of Congress since membership first opened in April 2010. Since April 2010, membership has grown significantly, and on average Congress received 200 Chamber 3 membership applications per month. The following graph summarises the changing Chamber 3 membership numbers over time:



Congress undertakes a range of activities focused on increasing membership numbers, and engaging with current members, as follows:

- Regular advertising in Aboriginal and Torres Strait Islander media
- Attendance/stalls at key Aboriginal and Torres Strait Islander events
- Board, staff and member activities (including Delegates and youth participants) focusing on increasing membership
- Communication and membership recruitment through email, printed newsletters (planned), website, social media and media profile
- National Congress
- Member surveys
- Providing opportunities for members to have a say and interact including Policy Working Groups, online campaigns and events such as Constitutional reform, Stronger Futures legislation and the youth program.

The evidence of growing membership numbers indicates that to date, the most effective approach for growing membership has been attendance at key Aboriginal and Torres Strait Islander events, and this has been the cornerstone of the membership strategies.

To date, feedback has been gathered from members in a number of ways, including feedback from Delegates on the 2011 National Congress and the member survey conducted from May-June 2011 where 630 members participated. Most recently (Feb – March 2012), Delegates were surveyed (via online and telephone) to measure interest in program ideas for 2012 National Congress, and to explore their levels of interest in policy and advocacy, joining Working Groups, joining a campaign group for Constitutional recognition, and in receiving membership recruitment packs. It is worth noting that many Delegates offered unsolicited positive comments about their long-term hopes and aspirations for Congress, while only two Delegates were critical of Congress' performance. The survey also found that telephone is an effective way of communicating with Delegates, although resource intensive. The feedback from this survey will be used to guide the National

Congress program, as well as guide approaches for engaging Delegates in policy and advocacy and member recruitment.

Discussion

- *Membership recruitment has been effective*
 Since inception there has been a gradual but consistent growth in individual membership, currently trending at approximately 200 members per month. In respect of organisational members, all respondents reported that coverage of organisational members is very good and representative of Aboriginal and Torres Strait Islander community organisations and key peak bodies. There are some notable exceptions and Congress has expressed a clear commitment to continue dialogue with organisations that are not currently members.

- *Increasing membership is a key goal of Congress and Congress needs to continue to explore motivations and barriers for joining, and to develop innovative strategies for attracting new members.*

Congress has been on a considerable learning curve in relation to membership. Congress' first membership recruitment target of 30,000 by 2011 in the initial strategic plan 2010-2015 (1 December 2010) is now seen as unrealistic, as there is a greater level of understanding regarding the challenges for recruiting members. The recent consolidated work plan in support of the strategic directions document (2012/13) cites 8,000 individual members and 500 organisation members as the target for December 2013. In the interviews for this evaluation there was significant discussion regarding membership numbers, and the general consensus is that Congress has been successful in achieving the current membership base of approximately 4,500 individual members, but that membership numbers should continue to increase.

However, the discussions identified considerable challenges for increasing membership numbers. Barriers identified include the young age of Congress, cynicism in the community, and a common attitude adopted by community members to 'wait and see'. The review indicates the need for continued focus on membership recruitment, understanding barriers and enablers to joining, exploring membership expectations and preferences, and on developing innovative approaches for increasing membership. While to date face-to-face recruitment through community events has been successful, consideration should also be given to other approaches for increasing membership such as working with existing Delegates and members to recruit new members, or telemarketing.

- Staff noted that in the expanded staff structure, provision has been made for a new approach to face-to-face recruitment. An incentive based model with a pool of contracted staff is being developed. The model will identify key areas/regions/states that require targeting and engage people with local connections who have access to communities.
- The second round of elections will also be used to drive membership, through the candidates and the wider membership to ensure they get to have 'a say in the Congress' by being a member and having the right to vote.

- *Effective engagement with members and Delegates is critical for the success of Congress.*
 The main approach for engagement with members includes online and email updates, based on the first member survey (conducted in May-June 2011 with 630 members responding) which indicated this as the preferred contact method. Media is also used to provide updates, as well as contact at key Aboriginal and Torres Strait Islander events and forums. Engagement with organisational members includes direct contact by Congress. A proportion of Delegates and members are also engaged via working groups. It is worth noting that the Delegate survey conducted via telephone in 2012 indicated that telephone rather than online is a preferred method of engagement for some Delegates.

- *There are greater challenges in recruiting individual members.*
 There are a number of challenges in recruiting individual members:

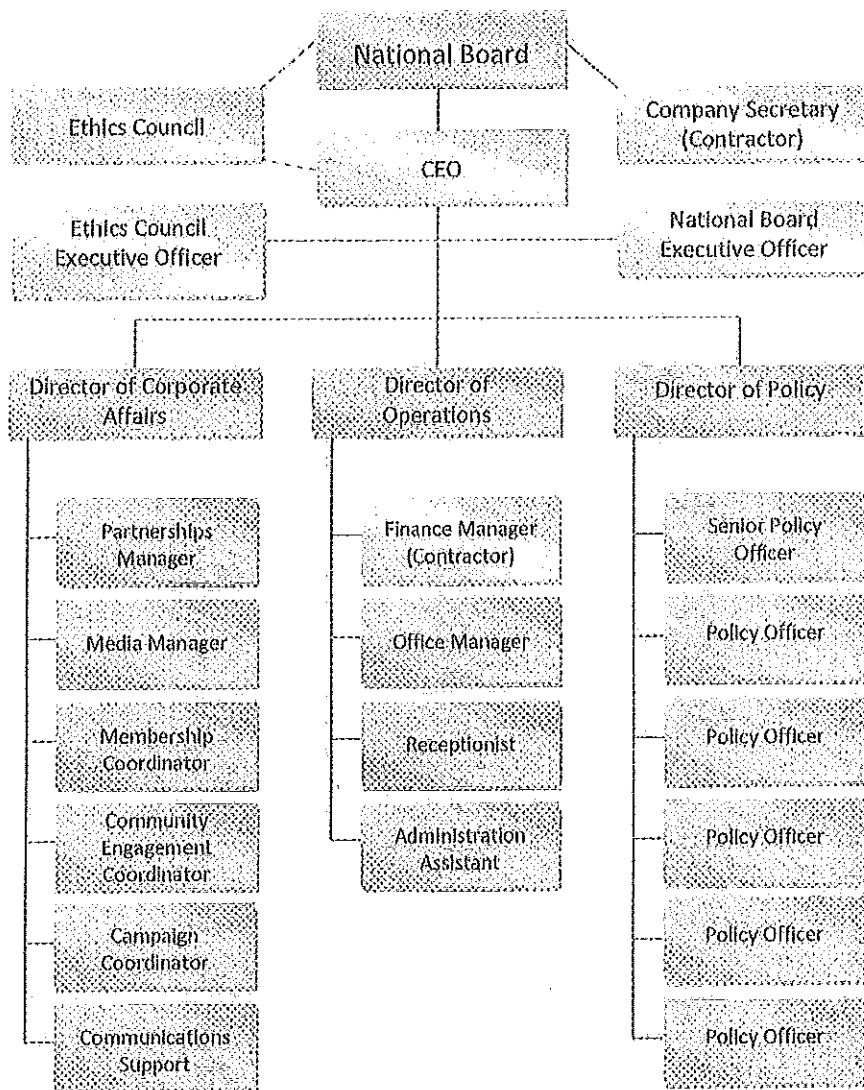
- One of the issues identified in the review is the challenge for Congress in being a national representative voice while maintaining relevance to members at the grass-roots level. The charter for Congress is to fill the gap in relation to being a national representative voice, with an understanding that Congress should not duplicate what existing organisations are already doing, given that there are many organisations with a focus on grass-roots issues. Communicating the value of this vision to individuals is a key challenge.
- Similarly, the priority areas that Congress has identified (based on membership preferences) are long-term goals, and this also presents challenges in demonstrating achievements in the short-term to Congress' membership. Congress should continue to explore and promote the benefits Congress can offer to members.
- In addition, in the absence of State/Territory or regionally based structures, some respondents have commented that it is difficult to convince potential members that Congress is able to represent Aboriginal and Torres Strait Islander people from all over Australia.

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7 Structure and staffing

Overview

Congress currently has 21 staff primarily spread across three teams, including Corporate Affairs, Operations and Policy, as well as the Ethics Council Executive Officer, and the National Board Executive Officer. The diagram below details the current staffing structure of Congress (as at June 2012).



The CEO was employed in June 2010, and in the initial period of operation there was a skeleton staff including the CEO, the Director of Corporate Affairs, the Memberships Coordinator and Office Manager. Most of the current positions included in the organisational chart were recruited in 2011, and by the end of 2011 Congress had the full complement of staff. Congress has since decided to expand the structure to address new priorities and better deliver existing corporate goals.

Practices

Overall the design of the current structure is neatly aligned with the activities Congress is required to carry out. Its three core teams are each responsible for executing a key activity area.

Management of Congress and co-ordination between the areas is well organised, and is overseen by the Executive Management Group (consisting of CEO, Director of Corporate Affairs, Director of Operations and Director of Policy) who meet regularly to coordinate teamwork and collaboration across the organisation, provide oversight, and support the CEO, Board and membership.

Up until the full complement of staff was in place (end of 2011), Congress operated under considerable strain due to limited staff resources. Given this, respondents universally reported that the achievements of Congress have been significant.

Over the last six months, Congress has operated with a fully established staff complement which has enabled it to understand gaps and efficiencies within the existing staffing structure. In this context Congress has developed a new organisation structure which expands the organisation from 21 to 28 staff and fills key operational gaps.

The additional staff positions have been approved by the Board for inclusion in the 2012/2013 budget. These positions will take the full staff complement to 28 people, and include:

- Operations: Finance Manager, Travel & Admin Support Officer, Admin Support – Executive Assistant, and Funding Development Manager
- Corporate Affairs: Events Manager Corporate Media Manager and Membership Manager (to manage a pool of contractors)
- Policy: Two additional Policy Officers.

A consistent theme from the interviews was that Congress is staffed by committed, high calibre employees.

Discussion

- *Congress organisational structure is aligned with and meeting the needs of Congress.*
The current structure worked well to get Congress up and running. The expanded staffing structure will enhance the capacity of Congress.
- *Recruitment of staff has taken longer than would be expected.*
The review indicates that staff recruitment has been incremental, and the rationale for the time taken to recruit staff is sound. Congress is committed to employing Aboriginal and Torres Strait Islander staff, and initial recruitment strategies have focused on this. Where an Aboriginal and Torres Strait Islander person has not been recruited, an additional recruitment process has been conducted.

Aboriginal and Torres Strait Islander staffing is currently at 50%, with the majority of future positions to be formally identified as positions for Aboriginal or Torres Strait Islander people.
- *Regular reviews of the organisational structure should be conducted to ensure the structure continues to meet the needs of the organisation.*
It will be important to monitor the effectiveness of the proposed structure to ensure efficiencies are maintained, and milestones achieved. In particular Congress must take care that outputs are matched with staffing resources, and that the staffing structure does not pose an inappropriate drain on funding. It will also be important for Congress to assess staff satisfaction levels, in order to monitor achievements with regards to building a positive workplace culture that is collaborative, supportive and united.

8 Services and activities

8.1 Introduction

This chapter is divided into four sections to reflect the focus of Congress in relation to outputs and activities: Policy, Corporate Affairs, Operations and Financial Management.

8.2 Policy

Overview

The core of the research and policy work of Congress is the policy team, which comprises eight positions and the Policy Working Groups. The policy team is reasonably new: the Director of Policy started in June 2011, and policy staff were employed from August-September 2011. The policy team is occasionally supported by the Ethics Council Executive Officer and the National Board Executive Officer. The policy team also accesses assistance from consultants and advisors to expand their capacity.

The work of Congress in research, policy and advocacy is guided by the *Statement of Principles*, available on the website and by *Engagement and Empowerment – Congress Policy and Advocacy Guidelines*.

The policy priorities for Congress have been determined by the members. In 2011 the member survey of 630 members identified five top priorities for policy and advocacy: health; education; country; justice and sovereignty along with Constitutional recognition.

As well as pursuing these priorities Congress needs to respond to new community issues and unforeseen opportunities. Congress has developed a guideline which provides a transparent process for deciding which major opportunities will be taken up, entitled *The Guide to Taking On New Policy and Advocacy Work* (this is included within the document entitled *Engagement and Empowerment – Congress Policy and Advocacy Guidelines*).

Practices

The strategic direction of Congress has been translated into a work plan for Policy. Congress is on track with regards to achieving the key milestones as outlined in the work plan. A draft Policy Platform has been developed and will be released for input and discussion prior to the 2012 National Congress meeting.

The Policy Working Groups provide a mechanism for accessing the expertise of members on key policy issues, and there are Policy Working Groups for health, education, justice and country. Each Working Group is convened by a Director of Congress, is supported by a member of the policy team, and includes Congress members and Delegates, with specific recruitment of organisations and individuals with expertise in the relevant policy area. Each Working Group develops a work plan, which provides direction for the members, as well as a process for monitoring progress. There are also documented terms of reference for the Policy Working Groups, and the functioning of the Working Group is guided by the *Engagement and Empowerment – Congress Policy and Advocacy Guidelines*. Generally, the Working Groups meet by phone every four to eight weeks, as well as correspond through email and wikispace (wikispace is an online space for Working Group members to view documents, share information and discuss and comment on policy positions) and occasional face-to-face meetings. The model for the Policy Working Groups was developed by Congress, based on a review of the approaches used by several other representative organisations to work with their members to develop policy.

The achievements to date in research, policy and advocacy are summarised below. These are categorised in terms of the priority areas for policy and advocacy (as identified by members), and responses to new community issues.

Achievements in Priority Policy Areas:

- Constitutional recognition - The Co-Chairs of Congress were ex-officio members of the Prime Minister's Expert Panel on Constitutional Recognition of Aboriginal and Torres Strait Islander peoples (2011) and were involved in a number of the consultations that were held across Australia. Congress provided a statement to the Expert Panel to reflect the views of Congress members (September 2011). This statement was based on a number of consultation approaches:
 - An issues paper was prepared to help inform the Delegate discussions at the inaugural National Congress meeting
 - At the National Congress, Delegates participated in a workshop on Constitutional reform
 - At the conclusion of the workshop, Delegates completed a detailed survey to gauge their views on whether Constitutional reform was important and what form it should take
 - An online survey of the Congress broader membership was conducted.
- Health – a number of achievements have been identified in the health area.
 - Congress has established a Health Working Group, consisting of state peak bodies and organisations, individual health experts, consumers and people working on the ground in Aboriginal communities in health care and service delivery. The Working Group started in May 2012.
 - Congress Co-chairs the National Health Leadership Forum (NHLF, started in August 2011) that has brought together peak organisations from Chamber 1 in a national representative body for Aboriginal and Torres Strait Islander peak bodies whose core business is the health of Aboriginal and Torres Strait Islander people. Representatives from the NHLF currently sit on the Stakeholder Advisory Group informing the development of the National Aboriginal and Torres Strait Islander Health Equality Plan (NATSIHEP).
 - Congress will play a key role in the consultation program over the coming months to inform the development of the NATSIHEP. Congress will develop a toolkit that aims to empower members to undertake their own consultations in their communities. The NHLF will respond in unity as a leading voice representing an Aboriginal and Torres Strait position on health issues to government. Congress will actively participate in the Department of Health Public Consultations on the NATSIHEP. Congress will also undertake a general survey of members to complement the contributions coming from within the health sector.
- Education – The Education Working Group started in early 2012 after extensive liaison and discussion with Aboriginal and Torres Strait Islander leading educators. The Education Working Group has developed a work plan, outlining their priorities, which includes developing an overall policy on education for Aboriginal and Torres Strait Islander people, and documenting information on successful educational programs. As well, the Education Working Group provided advice and input for Congress' response to the Recommendations of the Review of Funding for Schooling (The Goński Review) in June 2012.
- Country – Congress submitted a Statement to the Senate Legal and Constitutional Affairs Legislation Committee on the Inquiry into the Native Title Amendment (Reform) Bill 2011 (submitted in October 2011). The Country Working Group started in early 2012, and has been working on a range of policy issues including Native Title reforms. As well, the Country Working Group participated in the First Peoples' National Water Summit in Adelaide in March 2012, and a Congress Water Policy which supports the recommendations of the Summit is under development. Congress will host the extractive industry roundtable in August 2012 with the United Nations Special Rapporteur on the Rights of Indigenous Peoples.

- Justice – The Justice Working Group started in November 2011. The Justice Working Group had a face-to-face meeting in Darwin in March 2012 and as a result developed a draft justice policy statement which is currently under review by the Working Group.
- Sovereignty – As part of the commemoration for the 40th anniversary of the Aboriginal Tent Embassy, Congress held its First Peoples Forum on 24-25 January 2012. The event was entitled *Sovereignty and Self-Determination: The Political Contract*.

Achievements in responding to current community and policy issues:

- NT Stronger Futures – Congress developed a position statement (September 2011), provided a submission to the parliamentary inquiry (February 2012), had an observer role at the community Senate committee hearings throughout the NT, had regular communication with government, and detailed a proposal calling for human rights scrutiny (June 2012).
- Indigenous Language Learning Inquiry – Congress established a Languages Reference Group (October 2011), provided a submission to the Parliamentary Inquiry into Language Learning in Indigenous Communities (December 2011), Director Curnow met with the House of Representatives Standing Committee on Aboriginal and Torres Strait Islander Affairs, and the Committee requested additional information and as a result a supplementary submission was provided (June 2012).
- Congress developed and submitted to the Minister for the Arts a position paper on a National Cultural Policy (December 2011), based on direct discussion with members known to be involved in arts-related activities, and research into submissions already prepared by Congress member organisations.
- National Anti-Racism Strategy – Congress was invited to join the National Anti-Racism Partnership as one of two key non-government representative bodies (along with the Federation of Ethnic Communities Councils of Australia) to be involved in the development of a National Anti-Racism Strategy. Congress developed a position paper on the National Anti-Racism Partnership and Strategy (June 2012).
- Demanding accountability of government – Congress published 20 questions for the Senate Estimate hearings on the 2012 budget by seeking advice from peak body organisations.
- Developed position on Foetal Alcohol Spectrum Disorder and provided to Parliamentary Inquiry.
- Governance and leadership – Congress will develop a position statement regarding the Australian Government’s plan to develop the governance and leadership framework by the end of 2012 (this is being developed under the Government’s initiatives to close the gap in governance and leadership).

All Congress policy statements are available on the website.

Discussion

- *Given the limited staff resources within Congress up until September 2011, there has been substantial progress in developing a model, consulting with members and preparing and submitting policy statements on a wide range of issues.*
 There is a great deal of document based evidence, which is confirmed by interviews, that processes and practices in developing policy are well structured, in place and are gathering momentum. It is worth noting that Congress is continuing to develop the policy model, with consideration given to the role of Working Groups, Congress staff and the Board in determining policy positions.
- *The approach for determining policy priorities and developing policy and advocacy is based on an effective model, and evidence to date suggests Congress is providing a national representative voice, and not replicating the activities of existing peak bodies.*
 Congress has a clear agenda of policy priorities, determined by a credible member driven process. This is important, as Congress could lose focus given the wide range of issues it could be addressing. During the course of our research various policy gaps were identified (job creation and economic development) but in general there was significant agreement with the Congress’ policy prioritisation process.

The review also suggests that it is important for Congress to have a clear long-term vision for Aboriginal and Torres Strait Islander peoples, which would serve to guide Congress' policy and advocacy work, and this should be considered within the current policy framework.

The Policy Working Group model appears to be an effective structure that allows for input from existing peak agencies, but does not replicate their activities. The approach to date is very clearly focused on building on the expertise of existing peak organisations, and adding strength to their advocacy position through the unity of a number of key groups and individuals who may not normally come together in this way. Importantly, Congress does not only consult member organisations when accessing expertise in the various policy areas. The achievements in the health policy area to date, including the NHLF and the direct engagement with the government in the development of the National Aboriginal and Torres Strait Islander Health Equality Plan, provide positive examples of how Congress has brought key groups together to present a strong national voice. The review also indicates that the Justice, Education and Country Working Groups are active in working to provide a national representative voice.

- *Managing workflows needs to consider reactive versus proactive policy direction.*
It is important that Congress responds to current community and policy issues and takes advantage of unforeseen opportunities, as well as focus on the priority policy areas as identified by the membership in the 2011 National Congress. The policy team has developed *The Guide to Taking on New Policy and Advocacy Work* (this is included within the document entitled *Engagement and Empowerment – Congress Policy and Advocacy Guidelines*), which provides a transparent process for identifying priorities. This transparent process for identifying priorities is important, as a key challenge for Congress is the need to deliver on the key priority areas, while also being responsive to current policy issues.
- *To date there has been less activity on sovereignty.*
In this area Congress held its First Peoples Forum on 24-25 January 2012 (in commemoration of the 40th anniversary of the Aboriginal Tent Embassy). However, in comparison to the other priority areas, the Congress has been less active in this policy area, primarily due to limited resources.
- *A key challenge for Congress is developing communication channels with Working Groups that effectively overcome the challenges of geographic dispersion.*
Congress needs to monitor and evaluate the effectiveness of communication channels used by the Working Groups, and there is a need to consider creative ways to overcome the challenges of engaging with geographically dispersed groups. It was noted in the interviews that wikispace is not utilised as effectively as it could be, and while it is too early to change the approach at this stage, it is important that Congress review communication channels on an ongoing basis. Given the need to represent Aboriginal and Torres Strait Islander people from rural and remote locations, it will be important that Congress keep this in mind (including the resources required to engage with those from rural and remote locations) when assessing effective communication channels.
- *There is an opportunity to broaden the reach of the consultations Congress conducts with members in policy and advocacy over time.*
Congress is interested in developing a wider range of options for engaging with members on policy issues, including, for example, conducting forums and roundtables. The Extractive Industries Roundtable (planned for August 2012) is an example of this, as the forum will engage with representatives from Chamber 1 and 2, and government and industry. The toolkit and member survey developed as part of the Health Working Group is another example of how Congress is developing new methods for engaging with members. A Delegate survey was conducted from February to March 2012, and the results of this will also guide approaches for engaging with Delegates in relation to policy and advocacy. It will be important that Congress continue to review and develop a broad range of consultation approaches.

8.3 Corporate Affairs

Overview

Corporate Affairs is responsible for events and forums including National Congress; marketing and communications (including media); membership recruitment, management and engagement; and campaigning. As well, Corporate Affairs supports the Co-Chairs and the policy objectives of the Board, and supports other divisions in Congress, including the promotion of Congress policy positions.

Currently there are seven staff employed in Corporate Affairs. The Director of Corporate Affairs has been involved with Congress since the beginning, and the other staff members were recruited around July 2011, with the full complement of staff recruited by the end of 2011. Corporate Affairs will recruit an additional three staff members in the 2012/2013 financial year. The new positions will include an Events Manager, Corporate Media and Membership Manager.

Practices

The strategic direction of Congress has been translated into a consolidated Operational Plan (for 2012/13), and this plan clearly identifies responsibilities for Corporate Affairs. Congress is on track with regards to working towards the key milestones as outlined in the work plan.

The highest priority for Congress is communicating with members, and within this, preference is always given to utilising Aboriginal and Torres Strait Islander media and direct communication through newsletters.

In their role as the public interface of Congress, Corporate Affairs activities are underpinned by the values identified in the Constitution i.e. professionalism and objectivity; integrity and honesty; accountability and transparency; participation and inclusion; and being informed.

Furthermore, Corporate Affairs evaluate every key event that they manage, and the results of these evaluations are reported to the Executive Management Group and Board, with a focus on identifying 'what worked' and continuous improvement.

Achievements to date for Corporate Affairs include:

- Development of a strong corporate brand
- Attendance at key Aboriginal and Torres Strait Islander events
- Producing policy for membership including implementing a practical process of application and assessment from sometimes complex criteria framed in the Constitution
- Driving and increasing membership numbers (see section 6 for more information), including the installation of a new member database
- Developing a range of communication tools such as fact sheets, email newsletters, website, social media and media releases; it should be noted that the email newsletter has been produced since March 2011, with 1-3 newsletters produced every month (at the time of the review 19 newsletters had been produced)
- Congress has achieved a strong profile in Aboriginal and Torres Strait Islander media and mainstream media, and is a key contact for media organisations in relation to Aboriginal and Torres Strait Islander community issues
- Planning and holding National Congress in 2011
- Use of webcast and live interaction with members and wider community (two successful online events have been conducted, with more planned for the future)
- Formulating policy and procedures for first elections of Co-Chairs and nominations of Delegates for National Congress
- Major Congress events, such as the Youth Program, in partnership with FAHCSIA that created a new membership network and provided skills to 88 young people aged 18-25 from rural, remote and urban

areas. The Sovereignty Forum in Canberra and Extractive Industry Roundtable in Melbourne assist with promoting Congress' advocacy role in issues important to constituents

- Assist with the design and promotion of 2011 online member survey
- Campaigns, including Stronger Futures and Constitutional Reform.

Discussion

- *Engagement with members and the wider community is an area where considerable resources need to be directed.*

The focus at the moment in communicating with members is through newsletters (distributed via email) and through coverage in Aboriginal and Torres Strait Islander media. It is crucial that Congress engages effectively with their membership base, and greater resources need to be directed to developing and implementing appropriate engagement strategies. While a lot of strategies have been tried in relation to engaging membership, it is important Congress continue to look for new ways to engage with (and activate) members.

- *Maintaining a face-to-face community presence is a key challenge.*

It is understood that a face-to-face approach is the most effective strategy in generating members, although the original national tour that the inaugural Co-Chairs conducted was felt to have limited attendance. Given this, Congress in more recent times has focused on participating in existing key Aboriginal and Torres Strait Islander events. This should continue to be a key focus in the future, and Congress should expand and formalise ways of maximising the benefit of its national network of members, Delegates and partners. One strategy to be considered is identifying state based volunteers to engage with other members and coordinate recruitment activities. So far, one Queensland Delegate has agreed to take on the role of State Coordinator. Other Delegates in each and every state should be identified and co-opted into similar roles. The recruitment of the Membership Manager and the Partnerships Manager will deliver a boost to this critical function.

8.4 Operations

Overview

At the time of the review, Operations included a Director, Office Manager, Receptionist and Administration Assistant. It should be noted that this is a very recent team, with only two team members as at May 2012. Additional positions will be recruited for the 2012/2013 financial year, including a Finance Manager, Travel & Admin Support Officer, Admin Support – Executive Assistant and Funding Development Manager. Operations is responsible for HR, IT, Finance and Administration. Finance is discussed separately in section 8.5.

Practices

The Operations team has a work plan which reflects the strategic directions document for Congress, and are on track for achieving these milestones. The main focus of Operations is to support management, the Board and other areas within Congress. The clear priorities at the moment are financial management and reporting systems and HR, in relation to continuous development and streamlining of processes. Another key priority is long-term financial sustainability, including pursuing Deductible Gift Recipient (DGR) status.

The Operations team has drafted (as at May 2012) a Planning and Reporting Framework to assist in work being properly planned, approved, budgeted and monitored, enabling progress to be tracked and issues to be resolved. The strategic plan forms the basis of this framework, with each individual planning tool cascading from this strategic plan (including operational plan, annual budget, divisional plans, individual work plans, quarterly financial reporting and an annual achievements report).

Another focus of the Operations team at the moment is developing an Operations Manual broken up into the different areas of responsibility (e.g. corporate affairs, corporate governance, Ethics Council, financial

management, human resources, National Board, operations, policy and advocacy). Considerable development has already been undertaken to develop this Operations Manual in order to provide a 'one stop shop' where all employees can access policies, procedures, and guidelines.

Human Resources: Congress has policies and procedures in place with regards to HR, and the current HR policies are appropriate. Importantly, several policies are currently being reviewed and finalised. The focus for HR is developing the Aboriginal and Torres Strait Islander Recruitment and Retention Policy, and funding has been provided from DEEWR to undertake this. The Operations team is also developing a Staff Development Appraisals Framework and conducting a salary benchmarking review. It should be noted that pursuing DGR status is an important consideration in this review, as this offers considerable benefits for employees.

With regards to recruitment, Congress has a transparent process for recruitment, and this is done through EOI, advertisements in relevant publications, and promotion on the Congress website. Congress is committed to recruiting Aboriginal and Torres Strait Islander staff, and has worked with an Aboriginal HR Recruitment agency to support this commitment. Once the Aboriginal and Torres Strait Islander Recruitment and Retention policy is in place, it will formalise this commitment, and identify clear targets and strategies.

There are training opportunities for staff, based on needs identified by managers or requests from individual staff members. It is important to note that the Staff Development Appraisal Framework will include a focus on training and staff development in a more formalised approach. There is a commitment to mentoring within Congress, although limited staff resources have meant that to date this has not been implemented across the organisation.

Information Technology: The current IT approach is appropriate.

Congress has an external IT provider who is in the office once a week and offers 24 hour online access. Congress is developing an IT strategy with a 5-10 year outlook with regards to streamlining, standardising and updating when required, including renewal processes.

Administration: The Operations' team has a comprehensive suite of processes and procedures which are either established or in development e.g. information management, document management and reporting. Congress also provides administration support to Board members who are not located in the Congress office.

Discussion

- *There are clear processes and policies in place to guide the proper operation of Congress.*
Congress follows a continuous improvement framework, and Congress is currently focusing on streamlining their policies and processes, which will further enhance the efficient, professional and transparent operations of Congress.
- *Training and induction of new staff has worked well, but Congress will benefit from formalising their approach to staff development.*
While the review suggests the current approach to staff training has been appropriate (based on needs identified by managers and individual staff requests) this will be formalised within the Staff Development Appraisals Framework. It will be important to implement this in the short-term, especially given the growth in staff numbers in 2012/13.
- *Given Congress is a very new organisation, to date mentoring has not been a focus. As Congress grows and matures, mentoring should be an important focus for Congress, and policies should be developed to formalise and guide this commitment.*
Congress should develop clear policies and practices for mentoring, both within the staffing structure and the Board. Management indicated a commitment within the staffing structure of Congress to mentor young Aboriginal and Torres Strait Islander people (for example as part of succession planning and through internships). It is worth noting that the '2009 – Our future in our hands' report identified recommendations from the Steering Committee that the members of the Board 'agree to formally mentor at least one young Aboriginal and Torres Strait Islander person (to be selected from the membership of

the Congress), and it will be important that Congress consider this recommendation. It was noted that mentoring will be addressed in the Aboriginal and Torres Strait Islander Recruitment and Retention Policy.

8.5 Financial Management

Overview

Over the past two years Congress has developed systems and procedures to ensure accountability and transparency in the management of its finances. In particular:

- The first financial audit was conducted for the period January 2009 to June 2011 (this was an unqualified audit)
- A Delegation of Authorities Framework has been developed – including financial delegations
- A financial reporting system is in place which not only includes input based financial reporting but also activity based financial reporting
- The first organisational budget was developed for year ending 30 June 2013 and approved by the Board, which included a consolidated budget, and individual budgets for Corporate Affairs, Ethics Council, National Board, Operations, and Policy.

8.5.1 Financial Audit

Practices

Congress appointed Deloitte to conduct its first financial audit (unqualified audit). The audit did not identify any material weaknesses in the internal controls of the organisation.

The audit also noted a number of issues for the Board's attention highlighting areas which needed improvement. Congress responded to these issues by a letter to Deloitte from the CEO in November 2011.

Discussion

- Congress has appointed a reputable firm to conduct its financial audit. Furthermore, the audit was conducted by a practice within Deloitte which specialises in not-for profit organisations.
- The following issues for improvement were identified by the audit:

High level of importance

- Appointment of non-executive Director to the Board. This recommendation was not accepted by Congress as it was considered important that the Board only be composed of elected members. However, this issue was addressed through the decision of including an independent member to the newly established Finance Committee. Congress is now in the final stage of appointing a suitably qualified person.
- Establishment of a finance committee. Implemented. The Finance Committee's role is defined by its Charter: to assist the National Board in discharging its oversight responsibilities in financial reporting, risk management, internal control, external auditor independence and performance; and compliance with laws and regulations. Since its inception the Committee has met four times.
- Clarification from FaHCSIA that government funds can be used to remunerate Directors. Implemented.
- Development of Credit Card receipt policy. Implemented.
- Establishment of a procedure for changes to the payroll master file. Implemented.

Medium level of importance

- Establishment of a procedure to review monthly bank reconciliations. Implemented.

- Establishment of a procedure to review the fixed asset register. Implemented.
 - Establishment of a procedure to report system accruals. Implemented.
 - Clarification from FaHCSIA of the policy for international travel. Congress sought clarification from FaHCSIA on the international travel criteria in the funding agreement. This has been changed in the new deed variation with FaHCSIA.
 - Improvement of procedures for payroll check. Implemented.
 - Policy on salary review. Congress has committed to undertake a benchmarking exercise to address this issue.
 - Improvement of procedures for changes to journal entries. Implemented.
- o Congress has responded promptly to all issues identified by the audit. The Auditor is of the view that this demonstrates a commitment to continuous organisational improvement – it is common practice for issues identified by an audit to be addressed before the next audit but Congress has acted and reported on the recommendations immediately.
 - o It is also the view of the Auditor that Congress has an impressive system of financial controls given the organisation has only been in existence for two years.

8.5.2 Delegation of Authorities

Practices

Congress operates under a Delegation of Authorities Framework last reviewed in December 2011.

Discussion

- o Clear financial delegations are an important element of good organisational management and accountability. The Congress' Delegation of Authorities Framework provides clear accountability on who is responsible for decisions affecting finances.
- o The areas covered by the Framework are appropriate for the Congress' context.
- o Furthermore the Operations Director has taken responsibility for educating staff on the contents of the framework – not just the officers with delegations under the Framework. This is good practice.

8.5.3 Financial Reporting

Practices

The Finance Committee and Management receive the financial reports monthly. As part of the Board pack, Board members receive financial reports each meeting.

Significantly, the reports not only include expenditure disaggregation by inputs (e.g. wages and rent) but also disaggregation by activity (e.g. policy activities, events, expenditure on each Board member).

Congress provides financial reports to FaHCSIA at its monthly meetings and written financial statements quarterly.

Since its inception, Congress has underspent the FaHCSIA grant by around \$4 million. The reasons for this under-expenditure have included:

- o A delay in the inception of the organisation by 6 months
- o The lead-up time to employing staff.

We have confirmed with the Auditor and the Operations Director that, consistent with the requirements of the FaHCSIA grant, Congress has not:

- o Made any loans or gifts

- Used the grant to relieve cash flow problems in other areas of activity
- Used the grant to make staff payouts
- Paid commissions, success fees or bonuses
- Raised debt.

Discussion

- The Congress' system of financial reporting is robust and transparent. In particular, financial reports disaggregated by activity provide great clarity on how the organisation is spending its funds. These reports are also a useful resource for each area of work to monitor expenditure and plan for the future. The reports could be made even more useful if expenditure currently classified under Operations (in particular Personnel Costs) was classified under each area of activity. Congress plans to implement this measure in the 2012/13 budget by reporting Salaries, Travel and Accommodation and Staff Training in this manner.
- Congress holds the view that it is more important to spend its grant cautiously than to spend all the funding it receives from FaHCSIA. This appears a wise approach given the organisation is only two years old and the importance of recruiting and retaining suitably qualified staff for the Congress' future.
- The financial operations of Congress are consistent with the funding agreement with FaHCSIA. Budget variations have been reported as part of the quarterly written report to FaHCSIA (for example following the establishment of the Ethics Council).

9 Partnerships

Overview

Congress is interested in partnerships for a range of reasons. Broadly, partnerships are important to help Congress achieve their purpose, enhance their level of influence, and their ability to be informed, and to advocate and negotiate. Partnerships offer benefits to both Congress and its partners, by strengthening capabilities to advocate for Aboriginal and Torres Strait Islander peoples.

Developing strong relationships is an important component of the work that Congress does. There are four main sectors that Congress has focused on to date, including Government, Aboriginal and Torres Strait Islander organisations, non-Government organisations, and the corporate sector. The practices in each of these sectors are detailed below.

Practices

- *Aboriginal and Torres Strait Islander organisations.*

Strong partnerships have developed as a result of the policy work that Congress has conducted. For example, the establishment of the National Health Leadership Forum (NHLF) which brings together 14 key health-focused member organisations. Strong partnerships have also developed through the Justice Working Group, and through the work on campaigns such as the Stronger Futures in the NT Bill. Congress has joined as a partner to form a consortium with universities and five Aboriginal organisations in an Australian Research Council grant submission to provide mentoring support to emerging Aboriginal researchers. Congress has a partnership with the Australian Institute of Aboriginal and Torres Strait Islander Studies (AIATSIS). Congress has also developed relationships with Indigenous organisations within the international context, including the Indigenous Peoples Organisation (IPO) and with the Australian Human Rights Commission.

- *Government sector*

The profile and influence of Congress has grown considerably in the past 12 months, and Congress has approached all sides of politics in a bipartisan approach. Congress' Co-Chairs and other Board members, CEO and staff have met with the Prime Minister, the Minister for Aboriginal Affairs Jenny Macklin, the Minister for Indigenous Health Warren Snowdon, and Attorney-General Nicola Roxon. As well, Congress has held two briefings at Parliament House that were well attended by Members of Parliament, had discussions with Parliamentary Committees examining issues affecting First Peoples (e.g. Stronger Futures in the NT Bill and the languages inquiry), and met with the Secretary of the Department of Prime Minister and Cabinet, and heads of major agencies such as Health and Education. The Prime Minister has agreed to hold an annual meeting with Congress.

Congress has also met with the Opposition Leader Tony Abbott and Opposition spokesperson for Aboriginal Affairs Nigel Scullion, and representatives from the Australian Greens and Independents.

Congress is also approached by government agencies for input and advice. For example, Congress is a key partner in the development of the new national health plan, and has been asked for input on water policy, traditional knowledge, criminal justice and education. Congress has accepted invitations to participate on expert advisory panels for the Australian Bureau of Statistics (ABS) in order to provide an Aboriginal perspective to their work and improve data collection and reporting. This relationship also offers Congress benefits in increasing awareness of data available to support membership and policy initiatives. Congress is on the expert panel for the Productivity Commission -- Overcoming Indigenous Disadvantage Working

Group, looking at the integrity with which data is interpreted and reported on for Closing the Gap. In addition, Congress has developed a partnership with the Australian Institute of Health and Welfare.

Congress has developed an engagement framework to guide the relationship with government agencies, and this is in the final stages of approval with sign-off expected soon. Congress is also close to finalising a government relations plan that includes political engagement.

- *Non-Government organisations.*

Congress has developed relationships with a number of NGOs, including (but not limited to): the Australian Council of Social Services (ACOSS); the Australian Indigenous Minority Supplier Council; Reconciliation Australia; Oxfam; the Australian Council of Trade Unions (ACTU); Australians for Native Title and Reconciliation (ANTaR); Amnesty International; and the Australian Education Union (through the Education Working Group).

- *Corporate sector.*

Congress has sponsorship from Qantas, and will continue to explore options for sponsorship of events and partnerships with Corporates to make the best use of limited budgets. This includes arrangements with suppliers such as hotels given the national activity of the organisation and expenditure to date.

Discussion

- *Congress has positive partnerships with Aboriginal organisations and peak bodies.*

Consistently Congress was viewed as having been very successful in developing partnerships with key Aboriginal and Torres Strait Islander organisations, and this is likely to be further enhanced as Congress matures and the Policy Working Groups gain momentum.

- *Congress has given considerable focus to developing partnerships with government.*

The bipartisan approach that Congress has taken to developing partnerships with government is highly valued. The focus on developing relationships with upper levels of government is also viewed as critical to the success of government partnerships. As a result of these (among other) strategies, the profile and influence of Congress has grown considerably in the past 12 months. While several positive partnerships have been formalised (e.g. ABS and Productivity Commission – Overcoming Indigenous Disadvantage Working Group), the review finds that Congress has built a very sound basis on which to further enhance strong and effective partnerships with government, and that the outcomes from these partnerships are yet to be fully realised.

- *Developing partnerships with the corporate sector is in its infancy.*

Given the young age of Congress, focus on developing partnerships with the corporate sector has been limited. However, there is considerable interest from Board Directors and management to develop and implement strategies to formalise partnerships with the corporate sector in the short to medium term. This also includes developing partnerships with indigenous businesses and entrepreneurs.

- *Congress is looking at developing strategic partnerships with organisations who cannot be members of Congress, and this will receive greater focus in the future.*

For example, Congress is considering developing a 'friends of Congress' network for those organisations that support Congress but are unable to become members, or who could become non-voting members. This may be an additional source of income.

10 Financial sustainability

Overview

Congress was established entirely through Australian Government recurrent funding. The ongoing financial sustainability of Congress is a matter of priority for the organisation.

The importance of this issue is two-fold. On the one hand financial independence from government provides certainty that the organisation will exist in the future. On the other hand, financial independence means that, in developing policy positions and conducting its activities, Congress can operate at arm's-length from government.

These are issues originally identified by the 'Our future in our hands' report. The report's recommendations to the Australian Government included:

- Recommendation 3: That the Australian Government commit to provide recurrent funding for the national representative body's operations over the initial five years of operations from January 2011, with an estimate of \$50 million identified in the report. It is anticipated that there would be a need for a further five years of funding by government, but at a reduced rate as the organisation begins to access consistent streams of independent funding.
- Recommendation 4: That the Australian Government commit to a substantial contribution over ten years into the Establishment Investment Fund for the National Representative Body to ensure its sustainability and financial viability into the future. This fund will require a total of \$200 million from all sources over the ten years to ensure a sufficient recurrent expenditure base for the organisation after ten years.

Practices

Long term financial sustainability is a high priority for Congress. A number of steps have already been taken in this area including:

- The Board commissioned a report from Deloitte on future options for financial sustainability. The report, arising from a workshop held with Congress, provided recommendations around three areas: clear definition of the mission/core purpose, securing current and future funding and operational efficiency
- Congress has obtained sponsorship of \$60,000 p.a. from QANTAS through discounted air travel costs
- Board members have earned sitting fees through participation in consultative bodies
- Reserve funds have been invested in a high-yield investment account.

In addition, Congress is actively pursuing Deductible Gift Recipient (DGR) status, which it currently does not have, as this is critical to the organisation's ability to attract non-government funding.

Congress is also developing a risk mitigation plan to determine how Congress could continue to operate should the existing funding arrangement not continue.

Discussion

Discussion of financial sustainability has to occur in the context of two key factors. Firstly, it would be unreasonable to think that Congress can become financially independent from government over a short period of time. This is why the 'Our future in our hands' report recommended at least 10 years of government recurrent funding. Secondly, the nature of Congress as an organisation - with a charter to advocate and represent its constituency - creates significant difficulties in implementing some options for financial independence. For example, the provision of fee-for-service arrangements might compromise the organisation's charter and a situation could easily arise where Congress trades its dependence on government

for a dependence on 'clients'. This is why the 'Our future in our hands' report recommended the establishment of an investment fund through contributions from government over the next decade.

It is also important to recognise that the uncertainty in relation to the future funding of Congress is a key concern for many, including Board members, staff, the Ethics Council and Congress members. It is important that Congress acknowledge this concern, and inform this interested audience that this is a priority for Congress, and that adequate focus is being given to resolving this financial uncertainty.

The following is a summary of potential sources of funding, the opportunities being pursued by Congress, and the limitations.

- *Philanthropy*

Congress is pursuing DGR status. The success of Congress in achieving this goal is paramount if the organisation is to access significant philanthropic donations – as well as to be able to offer employee benefits which will help Congress attract and retain staff. The organisation is also undertaking significant promotion activities not only within its constituency but also in the wider community.

However, it has to be noted that competition for the philanthropic dollar is fierce and that Congress stands at a disadvantage because:

1. The organisation is young and has limited exposure throughout the community
2. Philanthropic donations will tend to favour organisations which provide direct services which are better understood in the community than providing representation and advocacy.

- *Fee-for-service arrangements*

Congress has pursued opportunities in this area through sitting fees following invitations to Board members to participate in consultative bodies.

However, if the organisation wants to obtain significant funding from this area through an expansion of the services it provides, it is essential that it puts into place a mechanism to filter opportunities – for example through a formal process of assessment of opportunities by the Ethics Council – to avoid compromising its charter. It would be important to ensure that Congress' effectiveness as an independent body is not limited due to a necessity to generate funds through fee for service arrangements.

At the same time, if the organisation wants to pursue this approach it needs to develop a business plan detailing the services it wants to provide, the resources Congress is prepared to commit and the strategy to make sure that services are provided at a profit.

- *Sponsorship*

Congress has had success in this area through a sponsorship deal with QANTAS and is planning to pursue further sponsorship in particular for Congress events.

Whilst this source of funding can be effective in lowering the cost base of the organisation, it is not realistic that a significant part of Congress' work be funded through sponsorship – although this could also raise the same issues as fee-for-services arrangements depending on the nature of the sponsor.

- *Government*

Congress has undertaken significant activities to promote the organisation among the Australian Government, the Opposition and other Members of Parliaments. This is an important area of work as continuing funding from government is the best prospective option for Congress financial sustainability both in the short and medium term.

Achieving support for the existence of Congress across all political parties (and in particular from the current Opposition) is a key deliverable in this area. The ideal outcome would be for Congress to achieve bipartisanship on the implementation of Recommendation 4 from the 'Our future in our hands' report.

- *Membership fees*

Whilst there are acknowledged difficulties in raising funds through membership fees due to the low income levels of many Aboriginal and Torres Strait Islander people, there was a suggestion that fees could be derived from incorporated organisations. There is also a proposal to establish a Friends of Congress category to allow individuals and organisations to support Congress financially.

In summary, whilst Congress is working hard at examining options for financial sustainability outside of government funding, it is not realistic that this will occur in the short or medium term. This emanates from the nature of the organisation as a representative and advocacy body. It is common practice that organisations of this nature be funded by government. The establishment of a fund by government would ensure both the ongoing existence of Congress and the ability to operate at arm's-length from government.

11 Evaluation conclusions and future considerations

11.1 Introduction

This section of the report outlines the evaluation conclusions in response to the evaluation terms of reference, which state that the evaluation must 'examine the appropriateness, effectiveness and efficiency of the Congress' and must include:

- An assessment of the effectiveness of the governance, accountability and probity standards of the Congress
- An assessment of the Congress' operations, achievements (including its ability to provide a representative voice) and future viability
- An assessment of the long-term financial sustainability of the Congress taking into account funding from the corporate and philanthropic sectors
- Recommendations for the organisation's future.

11.2 Governance

Key finding

Congress has effectively implemented the governance model and arrangements recommended in the Steering Committee Report.

Discussion

As has been discussed in this report, the model has effectively responded to most of the complex issues and priorities it needed to address including:

- Establish a national representative body which focused on the big strategic national issues
- Strengthen Aboriginal and Torres Strait Islander peoples organisations, draw on the knowledge and experiences of experts and peak bodies and reflect local and regional knowledge in its thinking
- Provide the perspective of Aboriginal and Torres Strait Islander peoples and play a leading role in developing new partnerships between government and Aboriginal and Torres Strait Islander peoples
- Ensuring gender equality, integrity and merit
- Be an autonomous and independent body.

The key exception to the objectives set out in the Steering Committee Report is the establishment of a funding arrangement that is not tied to government to ensure the organisation is sustainable. This is discussed later in this chapter.

In terms of the implementation and administration of the governance arrangements, this evaluation has found that in general the leadership, management and work practices and processes one would expect to see in such an organisation are either present or in development. At the same time the organisation is young and many of its systems and processes need to be reviewed and modified as the organisation grows and learns, and in this regard Congress has an established a continuous improvement process.

Future Issues

It is recommended that some key issues need to be addressed in order to strengthen Congress governance arrangements including:

• *Implementing the role of Chambers*

To date the Chambers have functioned primarily as a means of ensuring equal representation for peak bodies and national organisations, other organisations, and individual members in the election of the Board and for the selection of Delegates. Some Chambers have begun implementing Chamber engagement strategies and this should be further developed by exploring opportunities to expand the involvement of Delegates and members in Congress, commensurate with the roles described for the members and Delegates of each Chamber in the Constitution.

• *Expanding the role of the Ethics Council.*

It is noted that the Ethics Council has to date spent a great deal of its energy on advice around nomination and electoral procedures and complaints handling. It has begun to give feedback on policy issues. At the same time there is scope for the Ethics Council to both review and reflect on its work to date and explore opportunities to expand its program. It is recommended that the Board and the Ethics Council meet to explore opportunities and consider whether or not to expand the role of the Ethics Council. Furthermore, and following this process it would be appropriate to develop guidelines on what issues should be referred to the Ethics Council and at what point this should be done.

• *Clarifying, improving and communicating key elements of the governance arrangements.*

Now that the organisation is up and running and the governance arrangements have been implemented, another layer of complexity is emerging. This relates to the following issues:

- Developing accountability frameworks for individual Directors. This evaluation report has noted that there is some debate around the concept of a Chamber Director being a non-executive Director but at the same time receiving a maximum of a three day per week equivalent payment to execute Congress activities. Some interpret this as a part-time job; others interpret this as a more generic payment; whilst others see this as an inadequate payment for what is effectively a full-time commitment. Whilst Board members have generic position descriptions and reporting protocols in place, there is still some ambiguity on exactly what their roles are and what they are being remunerated for and on what basis. Consideration should be given to establishing individual accountability frameworks for each Director. However this should be pursued in a spirit that maximises Congress' ability to (i) attract and retain talent at Board level; (ii) ensure there is flexibility to accommodate varying time commitments that different Board members are able to contribute; and (iii) can be clearly articulated and justified to members.
- Congress is incorporated as a company, limited by guarantee that has NFP status. It is important to note that this legal entity was selected because unlike statutory bodies, the company model enabled the organisation to establish itself independently. The unintended consequence of this decision is that some stakeholders compare Congress Board roles and remuneration to their experience of traditional NFP Boards, arguing they should be volunteers. The Congress communication strategy should ensure that Congress is clearly differentiated from more traditional service delivery or research NFPs. In this context it may be worth considering renaming elected office bearers to give them titles that more clearly reflect their dual roles (i.e. non-executive Directors who attend Board meetings, set policy and execute their fiduciary responsibilities and representatives who receive payments equivalent to a three day per week job and are expected to play an active role in executing the work of Congress). It must be noted that the possibility of renaming the elected office bearers would need to be carefully considered and take cognisance of any requirements set out in the Corporations Act.
- Board reviews. Earlier the review notes that now that the organisation is up and running and the governance arrangements have been implemented, another layer of complexity is emerging. In this light the Board should undertake regular performance reviews (say every 1 to 2 years) to reflect on lessons learnt and identify opportunities to improve the operations of the Board.

- *Preparing to deal with situations where the Board disagrees with advice.*

As Congress develops it is possible that the Board, its advisory bodies and/or staff may not be in agreement. For example: the Board could disagree with advice from National Congress; Working Groups and/or the Ethics Council about a particular policy or action arising from a complaint. Directors are the individuals with the statutory responsibility for the company and must uphold their responsibilities under the Corporations Act and other legislation. They are the legal decision makers. Congress should ensure that there is a clear understanding of the role of the Board and the limits in relation to the advisory bodies, and clear processes for how critical differences should be addressed.

11.3 Accountability

Key finding

The evaluation has found that accountability is a key focus for Congress. Congress has taken great care to establish mechanisms and processes that ensure a high level of accountability in practice. Furthermore, Congress is establishing itself as a beacon for good practice in this regard.

Discussion

Accountable practice involves a number of dimensions.

- Congress ensures it is accountable to its membership. Members and their Delegates are actively involved in priority setting and policy development. Congress programs and activities are shaped by this input and Congress has transparent planning and reporting mechanisms in place to ensure they are able to hold Congress accountable. Congress is proactive in this regard and has instituted regular reports back and surveys to seek feedback as well as adopting a 'member access to information' policy.
- Congress has mechanisms in place which enable it to hold both the Board and the staff accountable. Congress demonstrates a broad suite of policies, standards, guidelines and reporting processes in this regard. Board and staff member reports outline their activities in relation to what they are required to achieve. Section 11.2 on Governance discusses the need for greater clarity about what is expected of each individual Director; the accountability framework for individual Directors would be improved if these expectations were stated more clearly.
- Congress demonstrates a sound track record of accountability to its funders. The outcomes and requirements set out in the Funding Agreement are complied with meticulously. Congress liaises with its government funders in an efficient and constructive manner and any variations to funding arrangements are escalated and addressed with good notice and in a constructive manner.
- The Ethics Council is a significant factor in establishing Congress as a beacon for accountable practice. Congress has a strong body of respected and independent community leaders who advise the Board in respect of ethical practice, integrity and transparency.

Future issues

It is recommended that some key issues need to be addressed in order to continue to strengthen Congress accountability.

- *Communicate the value of strong processes to ensure accountable practice.*

Evaluation research found both pride for and strong commitment to Congress transparency and accountability practices which were generally seen to be in keeping with Congress purpose. However there was some frustration with what a few respondents described as unnecessary red tape. To avoid some of this frustration, the importance of the strong accountability practices should be discussed on an ongoing basis.

- *Greater clarity on individual Director's roles and obligations will strengthen accountability frameworks.*
As discussed in 11.2 Governance, greater clarity on individual Director's roles and obligations will help Congress strengthen accountability and reporting frameworks for Individual Directors.

11.4 Probity standards

Key finding

Whilst this organisation evaluation cannot be defined as a 'probity audit', our assessment of the processes and internal evidence shows that high probity standards are present in the organisation. Congress demonstrates both the presence as well as the disciplined implementation of processes and practices to ensure probity.

Discussion

- Given that Congress is a young organisation there is a strong suite of practices in place or in development to foster probity. These include:
 - An Operations Manual in development with a wide range of policies in place
 - Salaries (including payments to Directors) were initially determined by benchmarking with the public sector salary scales. Congress has now commissioned a comprehensive benchmarking exercise to ensure all salaries to staff and the Board are benchmarked in a thorough manner
 - Procurement of important tenders is administered independently
 - Independent Company Secretary
 - Sound delegations and processes to manage staff and Board member expenses and reimbursements.
- The Ethics Council provides scrutiny and advice about important policies (e.g. sponsorship policy) and processes including standards for elections of office bearers.

Future Issues

It is recommended that some key issues need to be addressed in order to continue to strengthen Congress probity standards.

- *Ensure key policies are referred to the Ethics Council.*
The Ethics Council can help protect and enhance Congress' probity. Congress should strive to maximise its use of the Ethics Council to scrutinise and provide advice on relevant policies in this regard.
- *Communicate the value and importance of strong practice to foster probity.*
As a representative body Congress seeks to raise the bar on its practice in this regard. Similar to issues raised in respect of accountability (see 11.3) a few respondents fear there is a tension between strong sound practices to ensure probity and avoiding too much red tape. This tension should be addressed through ongoing communication about Congress' strong practices to ensure probity.
- *A formal probity audit.*
A formal probity audit will be an important exercise for Congress to undertake in due course. The purpose of this audit would be to 'pressure test' and confirm the findings from this evaluation as well as identify gaps and best practice probity improvements.

11.5 Operations

Key finding

The operations clearly reflect the purpose and objectives of Congress, and the values that Congress must operate under as identified in the Constitution (professionalism and objectivity; integrity and honesty; accountability and transparency; participation and inclusion; and being informed). Congress follows a

continuous improvement framework, and a comprehensive range of policies and practices have been both developed and implemented to ensure the effective operation of Congress. For such a young organisation (with limited staff until the end of 2011) the level of sophistication of the operations is a considerable achievement.

Discussion

- In assessing the operations of Congress, it is important to consider the core activities of Congress (including research, policy and advocacy and corporate affairs), and the support activities of Congress (such as operations, and the support provided to the Board and Ethics Council). The current staffing structure and processes are appropriate for delivering these core and support activities, and the ability of Congress will be further enhanced as a result of the growth in staff numbers and the current development and streamlining of policies and procedures.
- Given the limited time that Congress has been operational, there are some policies and procedures that are still in development, including: the Planning and Reporting Framework; staff development appraisals framework; salary benchmarking; Aboriginal Recruitment and Retention Policy; Operations Manual. These policies and procedures will be finalised in due course and will further enhance the effectiveness of the operations of Congress.

Future Issues

- A challenge for Congress to date has been balancing the need to implement policies and systems that ensure Congress operates within the values as set out in the Constitution, and the need to deliver in relation to Congress' purpose. While there have been extensions to timetables to meet some goals identified in the strategic directions, as reviewers we are confident that these decisions by management were transparent and well considered. However, it will be important that leadership and management appropriately balance this conflict in the future, so that good governance and sound administration practices are followed while simultaneously delivering the outputs expected by members and funders.
- As Congress grows, it will be important that regular reviews of the organisation's structure and processes are conducted to ensure the structure continues to meet the needs of Congress.
- Mentoring will be an important focus for Congress as it grows and matures, both in relation to staff and the Board. While this will be considered in the Aboriginal Recruitment and Retention Policy, it is important that Congress ensures this is a focus of its operations.

11.5 Achievements and representativeness

Key finding

Congress has been operating for just over two years. The mandate of the Inaugural Board during the set-up year was to establish the organisation by putting elected leadership, staffing and credible advisory structures and processes in place without commencing its program of activities. At the time of this evaluation, the first elected Board has been in place for one year i.e. since July 2011. Its role has been to complete set-up activities and continue to identify, design and implement a Congress program of activities. The review finds that both Boards have realised their objectives as set out in their respective mandates. In particular, Congress' key achievements during the first two years are as follows:

- The organisation has been established, is built on a strong foundation, is fully operational and its programs are in-place and developing rapidly
- There is growing recognition of Congress amongst the Aboriginal and Torres Strait Islander community and policy makers and leaders across the country

- Congress has successfully established itself as a representative body. This has been achieved through ensuring that participation in Congress and the development of its program of priorities has been achieved through a legitimate and consultative process with members which has:
 - Drawn in a broad section of Aboriginal and Torres Strait Islander community organisations, peak bodies and experts
 - Been based on merit, gender equity and well formulated and rigorous processes (including the scrutiny of these processes).

Discussion

- The governance model and arrangements are in place. They are built on a foundation of a strong process-based organisation which draws in and is supported by a broad range of perspectives from Aboriginal and Torres Strait Islander communities, particularly community organisations, peak bodies and experts. Building on the achievements to date, some Congress leaders suggest there is a need to open up a conversation on how best to use and/or modify the Chamber structure to strengthen the diversity and inclusiveness of Congress.
- The organisational structure is neatly aligned with the activities Congress is required to carry out, and this will be enhanced with the expanded staffing structure. Over time though, it will be important to monitor the effectiveness of the organisational structure to ensure efficiencies are maintained, and milestones achieved. It will also be important for Congress to assess staff satisfaction levels, in order to monitor achievements in relation to building a positive workplace culture that is collaborative, supportive and united.
- There was some discussion that the ability of Congress to be representative is primarily dependent on having a large number of members, especially Chamber 3 members. While this review indicates there is a need for continued focus on building the membership base, we believe this alone does not determine the effectiveness of Congress in providing a representative voice for Aboriginal and Torres Strait Islander people. Other factors of equal significance include the effectiveness of Congress in: developing strong relationships with a broad range of Aboriginal and Torres Strait Islander peak bodies and community organisations; and engaging with members and key experts to develop and implement policy and advocacy. The review has found that considerable inroads have been made in this regard, and that Congress should continue to focus on enhancing their operations in this area. The review also highlights the importance of developing strategies for building membership numbers. In particular, Congress should expand and formalise ways of maximising the benefit of its national network of members, Delegates and partners. One strategy being considered is identifying state based volunteers to engage with other members and coordinate recruitment activities.
- As a recognised advocacy and representative body Congress has changed the Australian policy development landscape. It has a bipartisan approach, has regular meetings with a range of government ministries, shadow ministers and political parties, and has met with both the Prime Minister and the Leader of the Opposition.
- A key challenge for Congress to address now is how to respond to the pressure to deliver. This is a challenging issue as two key factors need to be considered. Firstly, Congress has established credible and representative policy development processes, and these rigorous and inclusive approaches to policy development are important to maintain, and require time to implement. Secondly, while the evidence to date indicates that achievements in relation to developing policy statements and relevant activities have been significant, achieving changes in relation to policy outcomes is a long-term goal, with many factors outside the control of Congress.

Future issues

It is recommended that some key issues need to be addressed to strengthen achievements and representativeness of Congress including:

- Effectively translating strong policy capacity into policy wins. The current processes with regard to policy and advocacy are a significant short-term achievement, and form a strong and necessary foundation for developing credible policy. These can be seen as the initial steps towards the long-term goal of positively influencing Australia government policy; as Congress matures, expectations of these 'wins' will be greater. It is also critical that these 'wins' are communicated to members and the wider community, so that the story of these achievements is told (for example, through the document entitled *Congress achievements 2011-2012*).
- It is also important to appreciate that a key goal of Congress is to support change within Aboriginal and Torres Strait Islander communities, to build unity, empowerment and capacity. This is a key principle underpinning the current operations of Congress, and it is important that this continues to drive the policies and practices of Congress. It is also critical that Congress has a clear long-term vision for Aboriginal and Torres Strait Islander peoples, which will serve to guide Congress' policy and advocacy work.
- There is an expectation of some for Congress to be organised at local and regional levels, or based on State and Territory representation. It will be important that Congress continually focus on balancing the tension between being a national representative voice and being seen to be relevant for all Aboriginal and Torres Strait Islander individuals.
- There is a need to review the composition of the Chambers. There are a number of concerns that the composition of Chambers should be revised to enhance the representativeness of Congress. Some of the gaps raised include Chambers that focus on constituencies including: First Nations peoples, the business sector, and youth. It is stressed that the organisation is very young and it would be unwise to move to a restructure of the Chambers at this early stage, but respondents indicated there is a need to commence this discussion, including the capacity of Congress to resource such an expansion.

11.7 Viability and financial sustainability

Key finding

Options for financial sustainability beyond government funding are not achievable in the short or medium term. In the long-term, financial sustainability may be supported by philanthropy, fee-for-service arrangements and sponsorship, but government funding will still be a significant source of funding.

Discussion

- Steps have been taken to explore financial sustainability in the long-term, although these have been limited to some extent given the short time that Congress has been operational. As well, the review identifies a number of challenges in securing long-term funding outside government, including not having DGR status, the difficulties in generating philanthropic donations that often favour organisations that provide direct services to communities, potential conflicts with the charter if generating income through fee-for-service, and limited opportunities for significant funds to be generated through sponsorships. Given these factors, this review suggests Congress should prioritise securing reliable core funding from Government, while working to raise additional funds through philanthropy, fee-for-service and sponsorships. The conclusion drawn by the review is that government will continue to be the primary funding body.
- This review suggests that the Australian Government's commitment to long-term funding through the Establishment Investment Fund for the national representative body (as recommended in the '2009 – Our future in our hands' document) is the most appropriate option for securing the ongoing existence of Congress and enabling Congress to operate at arm's-length from government.

Future issues

- Congress should continue to actively pursue:
 - Government funding commitment
 - the Steering Committee's recommendation for the Establishment Investment Fund
 - DGR status
 - funding sources through philanthropy, fee-for-service opportunities and sponsorship.
- Considerable effort should be dedicated to further develop and implement the business plan that details strategies and activities, a list of key individuals and organisations to target, the resources Congress is willing to commit to this, a feasibility assessment to ensure the funds gathered do not exceed the costs in generating funds, and clear processes for ensuring Congress' Charter is not compromised.

Appendices

APPENDIX 1: References

Aboriginal and Torres Strait Islander Social Justice Commissioner, Building a Sustainable National Indigenous Representative Body - Issues for Consideration, 2008

FaHCSIA – National Congress of Australia's First Peoples Funding Deed, 24 May 2010 – 30 June 2014.

National Congress of Australia's First Peoples:

- Activity Plan May – December 2010 and 'flow diagram to deliver the Inaugural Congress'
- Board Paper health update (dated 6 July 2012). Agenda Title: National Aboriginal and Torres Strait Islander Health Plan
- Chamber 3 Membership Statistics Report – as at 24/4/2012
- Congress achievements 2011-2012 (not yet publically available at time of review)
- Congress Strategic Directions 2012/13 - Operational Plan
- Constitution
- Divisional Plan 2012-2013, POLICY TEAM (15 June 2012)
- Education Working Group Work plan (June 2012)
- Engagement and Empowerment – Congress Policy and Advocacy Guidelines
- Ethics Council Charter
- Ethics Council Terms of Reference
- Evaluation Report for the 2011 National Congress
- Justice Working Group Work plan
- Members survey report, June 2011
- National Board Policy/Guideline: NB2
- Planning and Reporting Framework (draft) (May 2012)
- Position Paper: National Anti-Racism Partnership and Strategy (June 2012)
- Response to recommendations of the Review of Funding for Schooling (June 2012)
- Strategic direction (draft), (2012)
- Strategic Plan 2010 – 2015
- Statement of Principles
<http://nationalcongress.com.au/wp-content/uploads/2012/02/CongressPrinciples1.pdf>
- Statement to the Australian Government on the Inquiry into Language Learning in Indigenous Communities conducted by the Aboriginal and Torres Strait Islander Affairs Committee (December 2011)
- Statement to the Australian Government on the Inquiry into Language Learning in Indigenous Communities conducted by the Aboriginal and Torres Strait Islander Affairs Committee - Supplementary Statement (June 2012)

- Statement to the Australian Government on the Northern Territory Intervention (September 2011)
- Statement to the Expert Panel on Constitutional Recognition of Aboriginal and Torres Strait Islander peoples (September 2011)
- Statement to the Minister for the Arts on the proposal for a National Cultural Policy (December 2011)
- Statement to the Senate Legal and Constitutional Affairs Legislation Committee on the Inquiry into the Native Title Amendment (Reform) Bill 2011 (October 2011)
- Statement to the Senate Standing Committee on Community Affairs on conditions affecting Aboriginal Communities in the Northern Territory including the proposed Stronger Futures in the Northern Territory Bill (2011) and accompanying Bills (February 2012)
- Survey of Delegates (March 2012)

Steering Committee for the Creation of a National Representative Body, 2009 Our future in our hands – creating a national representative body for Aboriginal and Torres Strait Islander peoples; AHRC, (2009)

APPENDIX 2: Interviews

Grouping	Name
Co-Chair	Jody Broun
	Les Malezer
Board	Brian Butler
	Venessa Curnow
	Dennis Eglington
	Rodney Little
	Tammy Solonec
	Daphne Yarram
Ethics Council	Josephine Bourne
	Tom Calma
	Wesley Enoch
	Mary Graham
	Martin Nakata
Company Secretary	Tania Kearsley
	Lindon Coombes
Management	Leigh McLaughlin
	Aaron Ross
	Deborah Soler
	Anne Sattler
FaHCSIA	Geoffrey Thomas
	Kerry Arabeena
Former Co-Chair	Sam Jeffries
Auditor	Tharani Jegatheeswaran
Aboriginal and Torres Strait Islander Social Justice Commissioner	Mick Gooda