



Form 204

SELECT SHELF COMPANIES
ATTN: GRAEME MATCHAM
1ST FL IRWIN CHAMBERS
16 IRWIN ST
PERTH WA 6000

remove this top section if desired before framing

Certificate of Registration of a Company

Corporations Law Sub-section 121(1)

This is to certify that

PEEDAC PTY LTD

Australian Company Number 079 007 613

is a registered company under Division 1 of Part 2.2 of the
Corporations Law of Western Australia and because
of its registration it is an incorporated company.

The company is **limited by shares**.

The company is a **proprietary company**.

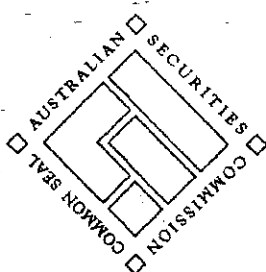
The day of commencement of registration is
the twentieth day of June 1997.



AUSTRALIAN
SECURITIES
COMMISSION

CERTIFICATE

Given under the seal of the
Australian Securities Commission
on this twentieth day of June, 1997.



Alan Cameron

Alan Cameron
Chairman

Corporations Act 2001

**A NOT-FOR-PROFIT COMPANY
LIMITED BY SHARES**

CONSTITUTION

of

PEEDAC PTY LTD

Adopted:

27 February 2004

PEEDAC PTY LTD
TABLE OF AMENDMENTS

No.	Details	Date of Effect
1.	Amend Winding Up clause (101), add Non-Profit (114), Objects (115) and Notification (116) clauses.	09 April 1998
2.	Repeal Memorandum and Articles of Association	27 February 2004
3.	Adopted Constitution	27 February 2004

PEEDAC PTY LTD

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PART 1 - GENERAL

INTERPRETATION

1. (1) In this Constitution -

"Company" means Peedac Pty Ltd;

"Directors" mean the persons appointed as Directors of the Company

"Governing Committee" means the committee or board elected under the constitution of the member.

"Law" means the Corporations Act 2001;

"RR" means Replaceable Rule

"seal" means the common seal of the Company and includes any official seal of the Company;

"secretary" means any person appointed to perform the duties of a secretary of the Company;

"Sub-Clause" means (where not otherwise defined) a sub-clause within the same clause as the reference occurs.

The singular shall mean and include the plural and vice versa and any gender shall mean and include all other genders;

References to any statutory enactment shall mean and be construed as references to that enactment as amended modified and re-enacted from time to time;

The index and headings used herein are for ease of reference only and shall not affect the construction or interpretation of this Constitution;

Words importing persons shall include corporations.

- (2) Section 46 of the Acts Interpretation Act 1901 applies in relation to this Constitution as if they were an instrument made by an authority under a power conferred by the Corporations Act 1989 as in force on the day on which this Constitution become binding on the Company.
- (3) Division 10 of Part 1.2 of the Corporations Law applies in relation to this Constitution as if they were an instrument made under that Law as in force on the day when this Constitution become binding on the Company.
- (4) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

REPLACEABLE RULES

2. All the Replaceable Rules contained in the Corporations Act 2001 apply to the company with the exception of those listed in table 1 below:

Corporations Act Section	Details
RR s194	Voting and Completion of Transactions
RR s201K	Alternate Directors
RR s247D	Members Inspection of Books.
RR s249T	Quorum
RR s249X	Appointing a Proxy
RR s250C(2)	Proxy valid
RR s254D	Pre-emption for existing shareholders on issue of shares
RR s254U	Other provisions about paying dividends
RR s254W(2)	Dividend Rights
RR s1072A	Transmission of Shares on Death
RR s1072B	Transmission of Shares on Bankruptcy
RR s1072D	Transmission of Shares on Mental Incapacity

PROPRIETARY COMPANY

3. The Company is registered as a Proprietary Company limited by shares.

OBJECTS OF THE COMPANY:

4. (1) The objects of Peedac Pty Ltd are to:
- a) To undertake activities to assist members of the Aboriginal Community obtain and engage in gainful employment.
 - c) To promote and further the economic, social and cultural development of Aboriginal people in Australia.
 - d) To establish and maintain amenities for the benefit of Aboriginal people.
 - e) To advance the cause of cooperation and friendship among all Australian people.
 - f) To relieve poverty, sickness, destitution and helplessness for unemployed people of Aboriginal or Torres Islander descent.

NON-PROFIT

5. The assets of the company shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to a member, officer or employee except as bona fide compensation for services rendered or expenses incurred on behalf of the company.

WINDING UP

6. In the event of the company being wound up any amount which remains after the satisfaction of all debts and liabilities shall be paid and applied to any organization institution or authority for the benefit of Aboriginals generally in Australia which, itself is exempt from income tax.

NOTIFICATION OF COMMISSIONER OF TAXATION

7. The Commissioner of Taxation will be advised of any amendments to the company's Constitution.

PART 2 – DIRECTORS, OFFICERS AND EMPLOYEES

APPOINTMENT AND REMOVAL OF DIRECTORS

8. The company may appoint a person as a Director by general resolution in a general meeting.
9. (1) Subject to sub-clause (2) of this clause there shall be no restriction on the number of Directors but the Company may by special resolution:
- (a) set a maximum number of Directors,
 - (b) set a minimum number of Directors;
 - (c) increase or reduce the maximum or minimum number of Directors so determined.
- (2) Until otherwise determined by the Company by special resolution the number of Directors shall not be less than five of whom:
- (a) One shall be the person for the time being holding the office of Managing Director, and
 - (b) Two shall be Nominee Directors appointed by the member.
 - (c) The remainder shall be persons who have been nominated by the Managing Director and subsequently appointed in accordance with clause 8 of this Constitution.
10. A Nominee Director" is a person appointed by the member to represent the interests of that member. They must be a member of the Governing Committee of the member of the company.
11. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director -
- (1) becomes an insolvent under administration; or
 - (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (3) is absent without the consent of the Directors from meetings of the Directors held during a period of 3 months; or
 - (4) without the consent of the Company in general meeting holds any other office of profit under the Company except that of managing director; or
 - (5) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest as required by the Act.

MANAGING DIRECTOR

12. In addition to any provisions of the Act, a person appointed as a Managing Director shall be appointed under a contract of employment for a period of not less than 3 years. At the end of each contract period, the person is eligible for reappointment as Managing Director and for contract extensions of periods not exceeding three years.

MATERIAL PERSONAL INTERESTS

13. (1) Subject to the provisions of the Act, a director who has a material personal interest in a matter that is being considered at a director's meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter
- (2) The director may be present and vote if directors who do not have a material personal interest in the matter pass a resolution that:
- (a) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company and
 - (b) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- (3) If the director has disclosed the nature and extent of the interest and the directors agree by resolution to proceed with the transaction, then:
- (a) the director may retain benefits under the transaction even though the director has the interest; and
 - (b) the company cannot avoid the transaction merely because of the existence of the interest

INDEMNITY OF OFFICERS, AUDITORS OR AGENTS

14. Every officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him by the Court.

COMMITTEES

15. (1) The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.
- (2) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- (3) The members of such a committee may elect one of their number as chairman of their meetings.
- (4) Where such a meeting is held and -
- (a) a chairman has not been elected as provided by Sub-Article (3); or
 - (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the members present may elect one of their number to be chairman of the meeting.
- (5) A committee may meet and adjourn as it thinks proper.
- (6) Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.
- (7) In the case of an equality of votes, the chairman of the committee shall not have a casting vote.

DEFECTS NOT VOID

16. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

PART 3 – MEMBERS

MEMBERS MEETINGS

17. (1) The member is entitled to be represented at all member's meetings by its Governing Committee.
- (2) The quorum for a General Meeting and of an Annual General Meeting shall be 5 of the member's Governing Committee.

CHAIRPERSON AT GENERAL MEETINGS

18. Subject to the provisions contained in the Act, the Managing Director shall serve as Chairperson of member's meetings including the Annual General Meeting.

RESOLUTIONS

19. (1) The member may pass a general resolution by the Governing Committee of that member recording it and signing the record.
 - (2) The member may pass a special resolution by the Governing Committee of that member passing the resolution by a 75% majority and recording it and signing the record.
20. Resolutions affecting the company may only be passed at meetings of the Company called to discuss the business of the Company in accordance with this Constitution and the Act.

ANNUAL GENERAL MEETING

21. (1) Each year in October there shall be an Annual General Meeting.
- (2) The order of business at the Annual General Meeting shall be:
 - (a) The consideration of the Annual financial report, Director's report and the auditor's report;
 - (b) The election or confirmation of Directors;
 - (c) The appointment of the auditor;
 - (d) The fixing of the auditor's remuneration.

INSPECTION OF RECORDS

22. Subject to the Law the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

PART 4 – SHARES

SHARES

23. (1) There may only be one member at any time.
- (2) Shares may only be held by Bodies Corporate which are tax-exempt not-for-profit organisations.
- (3) Shares may not be held in trust for any person or body corporate.
- (4) There shall be no partly paid shares issued.

TRANSFER OR TRANSMISSION OF SHARES

24. In the event that a member becomes insolvent under administration or is wound up, any shares it holds in the Company must be transferred or Transmitted to another entity. In this event its share may only be transferred or transmitted to an entity that satisfies clause 23.

DIVIDENDS

25. The company may not pay dividends to a member.

PART 5 – COMPANY ADMINISTRATION

COMMON SEAL

26. (1) The Directors shall provide a Common Seal for the Company and shall provide for the safe custody of that seal which shall only be used by the authority of the Directors previously given.

- (2) A document to which the seal is affixed shall be signed by a Director and counter-signed by another Director, the secretary or some other person appointed for that purpose.
- (3) A Director may affix the seal to or sign any instrument as aforesaid notwithstanding he may be in any way interested in the transaction.

FINANCIAL, DIRECTOR'S AND AUDIT REPORTS

27. The company shall cause to be prepared each year the Financial, Director's and Auditors reports required of a Large Proprietary Company as defined in the Act.

GIFT FUND

28. (1) For the purposes of pursuing the objects as set out in clause 4, the company will establish and maintain a gift fund:-
 - (a) to which gifts or allocations of money or property for that purpose are to be made;
 - (b) to which any money received because of those gifts is to be credited;
 - (c) that does not receive any other money or property ("the gift fund")
- (2) The company must use:-
 - (a) gifts made to the gift fund; and
 - (b) any income received as a result of those gifts only for the attainment of its objects as set out in clause 4.
- (3) At the first occurrence of:-
 - (a) the winding up of the gift fund; or
 - (b) the revocation of the company's deductible gift recipient endorsement under Division 30 of the Income Tax Assessment Act 1997any surplus assets of the gift fund must be transferred to another institution or corporation in Australia which is a public benevolent institution for the purposes of any taxation law of the Commonwealth.

HEADINGS AND NUMBERING

29. Headings and numbering are provided for ease of the reader and do not form a part of this Constitution. Should any conflict arise in the interpretation, they may be severed.

THE RULES OF
KAARTA-MOORDA ABORIGINAL CORPORATION
(ABN 43 746 515 151)

NAME

1. The name of the Association is: **Kaarta-Moorda Aboriginal Corporation.**

INTERPRETATION

2. In these Rules:

“Aboriginal” means a person who is:

- (a) A member of the Aboriginal race of Australia; or
- (b) A descendant of an indigenous inhabitant of the Torres Strait Islands;

“Act” means the Corporations Aboriginal Torres Strait Islander (CATSI) 2006 as amended;

“Adult” means a person 18 years of age or over.

“Management Committee” and “Committee” means the Management Committee of the Association as provided for in these Rules;

“Public Officer” means the person appointed by the Committee to be the Public Officer as defined by the Act;

“Managing Director” means the person appointed by the Committee of Kaarta Moorda Aboriginal Corporation to be the Managing Director of Peedac Pty Ltd.

“Registrar” means the person appointed by the Minister under the Act to be the Registrar of Aboriginal Corporations;

“Ward” means the Yunderup, Bibra, Wungong, Gngangara, or Walunga representing membership boundaries of Kaarta-Moorda Aboriginal Corporation.

Expressions used in these Rules have the same meanings as those given in the Act, 2006 ; And unless otherwise stated:

- (a) Where the word “he” appears in the Rules, it can also mean “she”;
- (b) Words in the singular number include the plural and vice versa; and
- (c) Any inconsistency between these Rules and the Act shall be resolved in favour of the Act.

TYPE OF ASSOCIATION

3. The Association is an Incorporated Aboriginal Association under the CATSI 2006 Act, (hereinafter called “the Act”).

REGISTERED OFFICE

4. The registered office of the Association shall be at the official address of the Public Officer notified to the Registrar of the Aboriginal Corporations in accordance with Section 57 of the Act.

LIABILITY OF MEMBERS

5. The members of the Association shall not be liable to contribute towards the payment of the debts and liabilities of the Association.

OBJECTS

6. The objects for which the Association is established are:

- To promote and further the economic, social and cultural development of Aboriginal people in Australia.
- To establish and maintain amenities for the benefit of Aboriginal people.
- To advance the cause of cooperation and friendship among all Australian people.
- To relieve poverty, sickness, destitution and helplessness for unemployed people of Aboriginal or Torres Strait Islander descent

POWERS

7. The Association shall, subject to the provisions of the Act, have power to do all such lawful things as may seem to the Committee necessary to carry out the objects of the Associations.

MEMBERSHIP

8. (1) Membership of the Association shall be open to:

All adult Aboriginal and Torres Strait Islander persons who permanently reside within the boundaries of Kaarta-Moordaa Aboriginal Corporation.

- a) The members of the Association shall be those adult Aboriginal and Torres Strait Islander persons who qualify for membership and who:
 - i. Apply in writing in a manner approved by the Committee;
 - ii. Whose application for the membership is nominated and seconded by members of the Association;
 - iii. Are approved by the Committee.
 - iv. Submit a written renewal of membership application annually together with the payment of the annual membership fee of \$10.00 due by the 31 July of each year.
- d) All financial members who have satisfied the criteria mentioned in Section 8(a), shall be entitled to attend, speak and vote at general meetings of the Association and be eligible for appointment as members of the Committee or office bearers.
- e) A member shall cease to be a member:
 - (a) If that member shall die;
 - (b) If that member shall by notice in writing resign from membership; or
 - (c) If that member shall, by a resolution passed by a majority of not less than three-quarters (3/4) of the members present at the general meeting, be expelled from the Association on the ground that a charge of conduct detrimental to the Association has been proved.
- f) If that member fails to pay his membership fee by 31st July of each year.
- g) Written notice of a proposed resolution to expel a member shall be forwarded to the member not less than twenty-one (21) days before the date of the general meeting at which the resolution is to be moved, and he shall be given an opportunity of being heard at the meeting.

- h) A Register of members shall be kept by the Public Officer.

ASSOCIATE MEMBER

9. 1) A person who is not entitled to become a member of the Association under Rule 8(1) may apply for the associate membership. Decisions on associate membership shall be made by the Association at general meetings.
- (2) An associate member shall have the same rights and responsibilities as a member but is not entitled to vote at meetings of the Association or to stand for election to the Committee.
- (3) The Public Officer shall maintain a Register of associate members similar to the Register of members.
- (4) Associate members shall cease to be associate members in the same way as provided for members under Rules 8(3) and 8(4).

EX-OFFICIO MEMBERS

- 10 In addition to the members of the Management Committee, meetings may be attended by such persons as are entitled to attend by invitation of the Management Committee.

Ex-officio members may only attend meetings of the Management Committee while they are incumbents of their respective positions. They may speak at meetings of the Management Committee but shall not vote and shall not form part of the quorum.

COMMITTEE

11. (1) The Governing Committee of the Association shall be a Committee of not less than five 5 and not more than ten (10) members, provided that:
- (a) Not more than one person residing at a particular address may be a Committee member;
- (b) Two members of each ward shall be elected to represent each ward as constituted from time to time.
- (c) A person is eligible for election as a Committee member only in respect of their ward;
- (d) Members may vote for the election of Committee members only in respect of the wards within which they are resident;
- (2) Committee members shall hold office until the conclusion of the third Annual General Meeting following the general meeting at which they are elected.
- (3) At the end of the three years all positions shall become vacant for new elections.
- (4) All candidates for election to the Committee shall be nominated and seconded by an ordinary member of the Association. Candidates must confirm in writing acceptance of nomination. Nominations will be open for two (2) full weeks prior to the Annual General Meeting with the election by ballot being held over two (2) days from 9.00am to 5.00pm prior to the Annual General Meeting. The ballot box will remain sealed until the nominated returning officer counts the votes on a first past the post basis. In the event of a tie second and then third preferences will be used to decide the winner/s.

(5) A person cannot be elected or hold office as a member of the Committee if he has been convicted of an offence against a Commonwealth, State or Territory law and sentenced:

(a) To imprisonment for three (3) months or longer if the offence involved fraud or misappropriation of funds;

(b) To imprisonment for one (1) year or longer in the case of any other offence.

The conviction does not prevent the person from standing for election or being elected if at least five (5) years have passed since the date of conviction and the person is not serving a term of imprisonment or if the person has been granted an exemption by the Registrar or the Minister.

(6) A person ceases to be a member of the Committee if the person:

(a) Becomes bankrupt or insolvent under administration;

(b) Becomes incapable of holding office because of a civil penalty disqualification by Court.

(7) A member of the Committee shall cease to hold office if he ceases to be a member of the Association, or if he resigns his office, or if by reason of infirmity, absence or any other reason the Association is of the opinion that he has ceased to be an effective member of the Committee.

(8) If at any time the number of members of the Committee is less than ten (10), an additional member or members may be appointed by the Committee to fill the vacancies within the said ward. Any vacancy in the office of an office bearer may be filled by the Committee. A Committee member appointed in this way shall hold office until the next Annual General Meeting and shall be eligible for re-election.

(9) There shall be a Chairperson who shall be the office bearer and shall be elected by the members of the Committee at the first meeting of the Committee after the first general meeting of the Association and thereafter at the first meeting of the Committee after each Annual General Meeting of the Association and shall be eligible for re-election.

(10) The Association members by three-quarters majority of those who are present at the meeting may by resolution, remove any office bearer before the expiration of their period of office deemed to have acted against the interest of the objects of the association, and may by three-quarters (3/4) majority of the Association, appoint another person in their place.

(11) The Committee shall meet to attend to its business as often as it considers necessary, but at least once each four (4) months. Five members of the Committee shall be a quorum. The Chairperson or the majority of members of the Committee members may call a meeting. A member will be no longer eligible to sit on the Committee if he/she fails to attend for two (2) consecutive meetings with no notice or apology given to the Chairperson or a person authorized by the Committee.

(12) Reasonable notice of each meeting of the Committee shall be given to each member of the Committee.

(13) The Secretary or such person as the Committee appoints shall keep proper Minutes of the proceedings of all meetings of the Committee.

(14) The Committee shall manage and control the affairs of the Association in accordance with these Rules and with the Act and for that purpose may exercise the powers of the Association as if they had been expressly conferred on the Committee by a general meeting of the Association.

(15) If any dispute between the Association and any of its members arises that cannot be amicably settled by the Committee, the matter shall be referred to a general meeting of the Association for decision. If the dispute cannot be resolved by the Association, the Registrar may be asked to arbitrate by any of the parties to the dispute.

(16) No person may make any public statement on behalf of the Association unless authorized by the Committee.

DUTIES OF COMMITTEE

12. (1) Each person who is on the Committee:
- (a) Has a duty to act in that position with honesty, diligence and reasonable care: and
 - (b) Shall not make improper use of information or opportunities received through that position.
- (2) Without limiting it's duties generally the Committee shall:
- (a) Establish and review the policies to be followed in the administration of projects and businesses.
 - (b) To meet tri-annually or as close to that frequency as possible.

SUB-COMMITTEES

13. (1) The Committee may at any time appoints a Sub-Committee from its members and shall determine the responsibilities and powers of the Sub-Committee.
- (2) Unless otherwise decided by the Committee, a Sub-Committee shall:
- (a) Have a quorum of three (3) at its meetings, unless the Sub-Committee resolves that a larger number shall be a quorum.
 - (b) Appoint one of its members to be responsible for calling meetings of the Sub-Committee and inform the Secretary of the name of the responsible person.

DISCLOSURE OF INTEREST

14. (1) any person on the Committee must disclose any interest in a contract or arrangement, or proposed contract or arrangement with the Association at a meeting of the Committee and a record of such disclosure shall be made in the Minutes of that meeting.
- (2) A person on the Committee who has disclosed an interest may not vote or debate on the Committee on any issue and/or motion relating to the contract or proposed contract or arrangement.

APPOINTMENT AND REMOVAL OF EMPLOYEES

15. Except as otherwise provided in the Act or these Rules, the Committee shall have the power to appoint and remove or suspend employees and agents and to determine the powers, duties and payment of employees and agents in consultation with the Managing Director of the Association. Any removal of the Managing Director or other employees by the Committee must be done in writing stating reasons for the decision.

PUBLIC OFFICER

16. (1) The Committee shall appoint a person to be the Public Officer of the Association in accordance with Section 56 of the Act. The public Officer needs not to be a member of the Association but, if he is a member, he may be the Secretary or another office bearer of the Association.

- (2) Where for any reason there is any change of Public Officer, the Committee shall, within three (3) weeks after the appointment of the new Public Officer, notify to the Registrar the full name and official address of the Public Officer by the completing a Form 4 "Notice and Address of Public Officer" and sending it to the Registrar.
- (3) Where the Committee changes the official address of the Public Officer it shall, within three (3) weeks of the change, notify the Registrar of such change.

REGISTER OF MEMBERS

17. (1) The Public Officer shall keep at his official address a Register showing:
 - (a) The name and address of every member of the Association;
 - (b) The date on which each member joined the Association;
 - (c) The date on which a member ceased to be a member of the Association.
- (2) The Public Officer must ensure that the Register of members is open for inspection to members of the public at all reasonable times.
- (3) As soon as practicable after each 30 June but not later than the next 31 December, the Committee must give the Registrar a copy of the Register of members or a list of the names and addresses of all the persons who are members of the Association, in accordance with Subsection 58(3) of the Act.

GENERAL MEETINGS

18. Annual General Meeting of the Association shall be held within five (5) months after each 30 June in accordance with the Act.
- 1 The order of the business at the Annual General Meeting shall be:
 - (a) To confirm the Minutes of the last general meeting, whether the Annual General Meeting or a Special General Meeting;
 - (b) To receive from the Committee reports concerning the activities and business of the Association during the proceeding financial year ending 30 June, including the Committee's Report and Examiner's Report.
 - (c) To declare the results of the ballot election (if any) and announce any new Committee members;
 - (d) To appoint an Examiner as required by Subsection 59(3) of the Act; and
 - (e) To conduct such other business as the meeting shall determine.
- 2 The Committee may call general meetings in addition to the first general meeting and the Annual General Meeting.
- (3) Any general meeting other than the first general meeting and the Annual General Meeting shall be called a Special General Meeting. The order of business at a Special General Meeting shall be:
 - (a) To confirm the Minutes of the last general meeting, whether the Annual General Meeting or a Special General Meeting;
 - (b) To deal with all matters for which the meeting was called;
 - (c) To conduct such other business as the meeting shall determine.

- (4) Subject to these Rules, the place, date and hour of every general meeting shall be determined by the Committee and notice of the meeting, including the purpose of the meeting, shall be given to the members at least seven (7) days prior to the date of the meeting, by any means the Committee considers appropriate.
- (5) The Chairperson shall, on the written request of no fewer than twenty per cent (20%) of the total number of members of the Association, call a Special General Meeting to be held as soon as practicable but no later than one (1) month after the Chairperson receives the request.
- (6) A request for a Special General Meeting shall state the objects of the meeting and must be signed by the persons making the request. It may consist of several documents, each signed by one or more of the persons making the request.
- (7) If the Committee does not proceed to cause a Special General Meeting to be held within thirty-one (31) days from the date on which the request was made, those persons making the request or any of them may convene the meeting, but any meeting so convened shall not be held after three (3) months from the date the request was lodged. Notice of such a meeting, including the purpose of the meeting, shall be given to the members of the Association at least seven (7) days prior to the date of the meeting.
- (8) Reasonable costs associated with any Special General Meeting convened in this manner in accordance with these Rules shall, if approved by the meeting, be refundable by the Association to those persons incurring the costs.
- (9) The Secretary or such person as the meeting appoints shall keep proper Minutes of the proceedings of all general meetings.
- (10) No business shall be transacted at any general meeting unless a quorum of members is present. A quorum shall be the greater of ten (10) or more members or twenty per cent (20%) of the total membership of the Association.

VOTING AT ALL MEETINGS

19. (1) Questions arising at any general meeting of the Association or any meeting of the Committee shall be decided by a majority of votes. Voting shall be by show of hand unless the meeting otherwise decides. The Chairperson shall be the Chairperson of all meetings at which he is present, but if he is not present or does not wish to take the chair, the members present shall elect Chairperson for the meeting.
- (2) Decisions made at general meetings shall be binding on the Committee.

NOTICES

20. (1) A notice may be given by the Association to any member either personally or by advertisement in a newspaper circulating in the area, or in manner which accords with Aboriginal custom, or by sending it by post to him at his registered address.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (3) If a member has no registered address in the designated area and has not supplied to the Association an address, a notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Association shall be deemed to be a notice duly given to him on the date on which the advertisement appears.
- (4) Notice of any general meeting shall be given in the above manner to every member of the Association.

COMMON SEAL

21. (1) The Association shall have a common seal which shall be kept in the custody of the Secretary.
- (2) The common seal of the Association shall be in the form of a rubber stamp with the full name of the Association inscribed in legible character.
- (3) The common seal shall not be used or placed on any document unless authorized by the Committee or a general meeting of the Association. If the common seal is placed on any document, two (2) members of the Committee or one (1) member of the Committee and the Managing Director of Peedac Pty Ltd shall sign the document.

BANKING

22. (1) Official receipts shall be issued for all moneys received by the Association.
- (2) All funds of the Association shall, in the first instance, be deposited in a bank account of the Association no later than the first working day following the day of receipt or as soon as possible thereafter.
- (3) All cheques and withdrawal forms shall be signed jointly by at least one (1) Committee member and the Managing Director of the Peedac Pty Ltd. The Association's bank must be informed in writing by the Committee when and if there is any change to the names of those people who are authorized to sign cheques and withdrawal forms.

APPLICATION OF FUNDS AND PROPERTY

23. All funds or property of the Association not subject to any special trust shall be available at the discretion of the Committee for the purpose of carrying out the objects of the Association, provided that no portion thereof shall be paid or applied directly by way of dividend bonus or otherwise howsoever by way of profit to any member, but nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Association, officer, servant, agent or employee of the Association for or in return for services actually rendered to the Association.

ACCOUNTS

- 24.
- (1) Proper accounts and records shall be the responsibility of the Treasurer . He must ensure all payments out of the moneys of the Association are correctly made and properly authorized and that adequate control is maintained over the assets of, or in the custody of, the Association and over the incurring of liabilities by the Association.
- (2) Accounts shall be passed for payment by the Committee or under the authority officer of a delegation approved by the Committee for this purpose.
- (3) The Committee shall, as soon as practicable after each 30 June, cause to be prepared a Committee's Report consisting of:
- (a) A statement, in form approved by the Registrar, showing whether the Committee and the Association have complied with the obligations imposed by the Act, the Regulations and the Rules of the Association during the financial year ending on that date;
- (b) A Balance Sheet setting out the assets and liabilities of the Association as at that 30 June;

- (c) An Income and Expenditure Statement giving a true and fair view of the income and expenditure of the Association for the financial year ending on that 30 June; and
- (d) A copy of the latest list of members required under Rule 17(3).

AUDIT

25. (1) As soon as practicable after the Committee's Report has been prepared, the Committee shall cause a person authorized by the Registrar for the purpose:
- (a) To examine whether the Committee and the Association have complied with the obligations imposed by the Act, the Regulations and the Rules of the Association and whether the Balance Sheet and Income and Expenditure Statement are based on proper accounts and records and in agreement with those accounts and records; and
 - (b) To give the Committee an Examiner's Report of the results of that examination, drawing attention to any irregularity that it has disclosed.
- (2) The Committee must forward to the Registrar a copy of the Committee's Report and the Examiner's Report as soon as practicable after receiving the Examiner's Report and in any case not later than 31 December after the end of the relevant financial year.
- (3) The Committee must make a copy of the Committee's Report and the Examiner's Report available at the Annual General Meeting of the Association as well as for inspection at all reasonable times by members of the Association.

ALTERATION OF OBJECTS AND RULES

26. (1) The objects and Rules of the Association may be altered by a resolution passed by a majority of not less than three-quarters (3/4) of the members present at a general meeting. The proposed alterations must be specified in the notice of the general meeting.
- (2) The Public Officer shall, pursuant to Sections 52 and 54 [as appropriate] of the Act, within six (6) weeks after the making of the alteration, file with the Registrar a notification of the alteration.
- (3) The alteration shall not take effect unless and until approved by the Registrar.

WINDING UP

27. (1) The winding up of the Association shall be in accordance with the Act.
- (2) The Association may be dissolved by a resolution passed by a majority, of at least three-quarters (3/4) of the members of the Association present and voting at a general meeting specially convened for the purpose. The resolution of dissolution shall specify an Association or fund established for the benefit of Aboriginals generally in the boundaries of the Kaarta Moorda Association, not for profit Aboriginal associations to which the property and funds of the Association shall be transferred. Such Association or fund shall be one which meets the requirements of Section 78(i)(a)(ii) of the Income Tax Assessment Act 1936.

Peedac Pty Ltd (ACN 079 007 613)

JOB DESCRIPTION FORM

SECTION 1 – POSITION IDENTIFICATION

Title:	Managing Director
Applicable Award	Aboriginal Communities and Organisations (WA) Award 2001 – Peedac EBA
Classification	Manager L1
Department	Management
Responsible To	Board of Directors
Positions Under Authority	All
Financial Authority	As per delegation manual

SECTION 2 - POSITION FUNCTION

The Managing Director is responsible for management and delivery of effective and efficient programs, including employment, training, enterprise development and community capacity building projects.

The Managing Director shall oversee the management and delivery of all systems within the company.

The Managing Director is required to provide monthly management reports on the performance of the company and to prepare periodic and annual reports for funding bodies.

SECTION 3 - KEY DUTIES

1. Provide professional support to the Board of Directors in assisting them in meeting their responsibilities.
2. Manage the day to day operations and services of the Company.
3. Carry out duties in line with the philosophy and objectives of the organisation and as directed by the Board of Directors.
4. Promote and effect the development of a profitable and equitable business culture within the Company.
5. Ensure all appropriate policies and procedures are developed and implemented.
6. Coordinate the development of Operational, Business and Strategic work plans.
7. Manage the implementation and periodical evaluation of plans to ensure they are effective and responsive to changing priorities.
8. In consultation with the Board of Directors coordinate and/or prepare submissions and tenders.
9. Determine the need for engaging consultants and ensure appropriate selection criteria are adhered to and performance is monitored.
10. Manage the financial responsibilities of the Company including:
 - Preparation of budgets;
 - Monitoring income and expenditure; and
 - Preparation of cash flows.
11. Ensure that all financial reporting requirements are met by the Company.
12. Ensure the Company meets all legislative and insurance requirements.
13. Provide supervision and monitor the performance of staff reporting to this position.
14. Ensure systems and structures are in place to facilitate staff and a participant fulfilling the requirements of their job descriptions and that performance is monitored.
15. Ensure adequate and appropriate training is provided to staff and participants.
16. Ensure the Company meets legislated Occupational Health and safety requirements.
17. Ensure the Company meets the legislative requirements of Equal Employment Opportunity.
18. Prepare monthly management reports.

Title:	Managing Director
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SECTION 4 - PERFORMANCE INDICATORS

<p>This position is subject to periodic performance appraisal. You will be assessed on your performance in:</p> <ol style="list-style-type: none"> 1. Successfully carrying out the duties described above; 2. Maintaining effective communications with clients, and other staff members. 3. Continued eligibility as defined below.
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SECTION 5 - SELECTION CRITERIA

Essential	<p>ABORIGINAL CULTURAL KNOWLEDGE The ability to communicate effectively and sensitively with Indigenous people. Demonstrate a detailed knowledge and understanding of the diversity of Indigenous cultures, an understanding of contemporary issues facing Indigenous peoples of Australia.</p> <p>The ability to enhance the wellbeing of Indigenous communities by educating the public, businesses, non-profit organisations and government on social justice issues impacting Indigenous people.</p> <p>Ability to provide professional support to the Board of Directors in the formation of plans, policies and procedures.</p> <p>Demonstrated ability to manage a Company including excellent written plus verbal communication and negotiation skills; the ability to resolve conflict and deal with staff issues effectively.</p> <p>Proven Ability to work as part of a multi faceted team.</p> <p>Ability to develop and implement new business enterprises and training programs including the preparation of tenders and funding submissions.</p> <p>Knowledge of statistical data collection, analysis and reporting for Government funded programs.</p> <p>Extensive experience in financial management to include, budget preparation and financial control.</p> <p>Demonstrated understanding of the legislative requirements of Occupational Health and Safety and Equal Employment Opportunity.</p> <p>Current WA "A" Class Licence.</p>
Desirable	<p>Knowledge and understanding of EEO and OH&S principles.</p>

Title:	Managing Director
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SECTION 6 - APPOINTMENT FACTORS

Location	Peedac Pty Ltd is located at unit 3/12 Burton Street Cannington WA 6107
Employment Terms	<p>12 month contract including the successful completion of the 3 months probationary period, subject to on-going funding.</p> <p>Workplace Agreement with salary packaging of up to 30% available immediately. The extent of the package shall be such that the Peedac Pty Ltd is not liable for FBT on the package. The package can be reviewed annually in July each year.</p>

Eligibility	<p>Funding conditions do not allow the appointment or continued employment of staff where the person;</p> <ol style="list-style-type: none"> a. Is an undischarged bankrupt or has entered into a scheme of arrangement with his/her creditors; b. Has suffered final judgement against him for a debt, being a judgement which has not been fully satisfied; c. Has been convicted of an offence involving fraud, embezzlement, or conversion and that conviction is not spent within the meaning of the Crimes Act 1914; d. Is otherwise prohibited from being a member of the grantee or a responsible officer of the grantee under the legislation by which the grantee is incorporated.
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SECTION 7 - CERTIFICATION

The details contained in this document are an accurate statement of the purpose, duties and role specifications and other requirements of the position.

Board Member

Date

I have read and understood the purpose, services, role specifications and other requirements of the position as detailed in this document.

Employee

Date Appointed

Peedac Pty Ltd (ACN 079 007 613)

JOB DESCRIPTION FORM

SECTION 1 – POSITION IDENTIFICATION

Title:	Chief Finance Officer (CFO)
Applicable Award	Aboriginal Communities and Organisations (WA) Award 2001 – Peedac EBA
Classification	Manager L2
Department	Finance
Responsible To	Manager Director
Positions Under Authority	Finance Staff
Financial Authority	Refer to Procedure Manual

SECTION 2 - POSITION FUNCTION

The CFO is responsible for effective and efficient budgeting and accounting.

The CFO shall maintain and monitor effective systems for accounting for company funds, the storage of financial records and internal control procedures.

The CFO is required to provide monthly management reports on the financial performance of Peedac Pty Ltd and to prepare periodic and annual financial reports for funding bodies and to meet legislative requirements. The CFO will attend meetings of the Board of Directors as required to present financial reports if required

SECTION 3 - KEY DUTIES

1. Manage the accounting information system, including a general ledger, payroll and asset register, for:
 - (a) Company funds;
 - (b) Grant funds;
 - (c) Enterprise and Program activities;
 - (d) Maintain and develop the system for storing and retrieving company financial records;
2. Establish and monitor systems so that Peedac Pty Ltd meets its obligations as a group employer, under applicable legislation
3. Prepare monthly management reports, periodic financial statements and annual financial reports in a timely manner;
4. Prepare an Annual Budget with quarterly reviews;
5. Provide advice to the Managing Director and Area Managers to maintain a Personnel Management system, including the calculation of termination payments and residual leave payments;
6. Maintain effective communications with external stakeholders including funding bodies and auditor
7. Maintain an up-to-date financial procedures manual;
8. Undertake internal reviews, spot checks and analyses of Company operations and of business units;
9. Provide advice on the viability of business ventures, business proposals, loans, finance and capital acquisitions
10. Manage the operations of the Audit Committee and Internal Audit;
11. Perform all administrative requirements of the position within the identified timeframes; and
12. Undertake additional duties as directed by the Managing Director;

Title:	Chief Finance Officer
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SECTION 4 - PERFORMANCE INDICATORS

<p>This position is subject to periodic performance appraisal. You will be assessed on your performance in:</p> <ol style="list-style-type: none"> 1. Successfully carrying out the duties described above; 2. Maintaining effective communications with clients, other staff members, funding bodies, and external support professionals; 3. Effective monitoring of the communities financial position, including the timely implementation of recommendations from reviews and audits; and 4. Continued eligibility as defined below.
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SECTION 5 - SELECTION CRITERIA

Essential	<p>Demonstrated ability to communicate effectively and sensitively with Aboriginal people.</p> <p>A knowledge and understanding of accounting for grant funds.</p> <p>Demonstrated experience in managing a system for financial, administration and correspondence records.</p> <p>A demonstrated ability to manage people and work as part of a team.</p> <p>Demonstrated understanding of the need for financial accountability for public monies.</p> <p>Current WA "A " Class Licence.</p>
Desirable	<p>Knowledge and understanding of EEO and OH&S principles.</p>

SECTION 6 - APPOINTMENT FACTORS

Location	<p>Peedac Pty Ltd is located at 3/12 Burton Street Cannington WA 6107</p>
Employment Terms	<p>Permanent staff after successful completion of 3 months probationary period, subject to on-going funding.</p> <p>Workplace Agreement with salary packaging of up to 30% available immediately. The extent of the package shall be such that the Peedac Pty Ltd is not liable for FBT on the package. The package can be reviewed annually in July each year.</p>

Title:	Chief Finance Officer
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Eligibility	<p>Funding conditions do not allow the appointment or continued employment of staff where the person;</p> <ul style="list-style-type: none"> a. Is an undischarged bankrupt or has entered into a scheme of arrangement with his/her creditors; b. Has suffered final judgement against him for a debt, being a judgement which has not been fully satisfied; c. Has been convicted of an offence involving fraud, embezzlement, or conversion and that conviction is not spent within the meaning of the Crimes Act 1914; d. Is otherwise prohibited from being a member of the grantee or a responsible officer of the grantee under the legislation by which the grantee is incorporated.
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SECTION 7 - CERTIFICATION

The details contained in this document are an accurate statement of the purpose, duties and role specifications and other requirements of the position.

 Managing Director

 Date

I have read and understood the purpose, services, role specifications and other requirements of the position as detailed in this document.

 Employee

 Date Appointed

