BUNURONG LAND COUNCIL
ABORIGINAL CORPORATION
ICN 3630

ANNUAL GENERAL MEETING
FOR 2025 - 2026 FINANCIAL YEAR

Dear Members

This is to advise you of the upcoming Annual General Meeting of the members of Bunurong Land Council (Aboriginal Corporation) for the 2025–26 financial year. The details of this meeting are as follows.

DATE: **Saturday, 21 November 2026**

TIME:
9:00am – 1:00pm (AWST) Western Australia
10:30am – 2:30pm (ACST) Northern Territory
11:00am – 3:00pm (AEST) Queensland
11:30am – 3:30pm (ACDT) South Australia
12:00pm – 4:00pm (AEDT) Victoria, New South Wales, Tasmania & ACT

PLACE: **Functions By The Bay, Kinetic Stadium, Young Street & Plowman Place, Frankston VIC 3004**

At the meeting, members will have the opportunity to:

- find out about Bunurong Land Council (Aboriginal Corporation) operations and finances
- ask questions about the operations and finances of Bunurong Land Council (Aboriginal Corporation)
- speak about any items on the agenda.

MEMBERS, HAVE YOUR CONTACT DETAILS CHANGED?

Help us stay in touch with you. Please email membercontact@bunuronglc.org.au with any updates to member details, for example: email address, phone numbers, address, etc.

ATTACHMENTS TO THIS NOTICE:

- Agenda for this meeting
- Minutes of the last annual general meeting
- Proxy form
- Member Resolution

VOTING AT THE AGM

At the meeting, members will be asked to vote to:

- Accept the minutes of the last annual general meeting
- Member Resolution – Director Remuneration

RULES ABOUT PROXIES AT THE AGM

Proxies are permitted at the AGM

- A member can appoint another member as a proxy to attend the AGM and vote for them.
- Proxies can vote for their member if their appointment allows them to.
- A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the details of the general meeting where the proxy will be used, and it must be signed by the member.
- The corporation must receive the proxy's appointment at least 48 hours before the meeting.
- A member must not be a proxy for more than one member.

How to appoint a proxy for this meeting

- Use the proxy form attached to this notice.
- Send your completed proxy form to the corporation: by post: PO Box 11219, Frankston Vic 3199 or by email: membercontact@bunuronglc.org.au
- The corporation must receive the proxy appointment at least 48 hours before the meeting. That is before 12:00pm (AEDT) on Thursday, 19th November 2026.

Board of Directors

26th October 2026

Bunurong Land Council
ABORIGINAL CORPORATION

BUNURONG LAND COUNCIL
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AGENDA

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PLACE: **Functions By The Bay, Young Street & Plowman Place, Frankston VIC 3199**
Online via Vero Meeting Link (details of how to join the meeting remotely will be sent to members before the meeting)

Item	Description
1	Welcome, attendees and apologies: 1.1 Chairing the AGM will be the Board Chair 1.2 Quorum 1.3 Apologies 1.4 Proxy appointments
2	Checking the Register of Members
3	Confirm minutes of previous Annual General Meeting
4	Corporation reports: 4.1 Chairperson's Report 4.2 CEO Report 4.3 Financial report 4.4 Elder's Circle Report 4.5 Treaty Report

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Item	Description
5	Member Resolution 5.1 Member Resolution – Director Policy Fee
6	Election of Directors
7	Asking questions about how the corporation is managed

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www.bunuronglc.org

Members Resolution and explanatory statement: approval of Board Fees Policy and fee schedule:

1. Pursuant to clause 7.16(a) of the Bunurong Land Council Aboriginal Corporation (BLCAC) Rule Book, a director may be paid a salary or sitting fee for their work as a director. The rate of payment must be decided by members at the AGM.

2. The purpose of this Board fees proposal is to remunerate directors appropriately for their time and support a high level of commitment to, and involvement in, BLCAC governance and strategy. Director performance will be assessed under the Board Fees Policy.
3. During 2025–2026, directors' engagement with the Corporation increased. Activities included:
    - Community engagement meetings, including meetings concerning Native Title matters and meetings with Elders and the broader community, where directors attend in their official capacity
    - Regular meetings between the Chairperson and CEO
    - Regular meetings involving the Chairperson, CEO and Deputy CEO
    - Staff meetings where director attendance is required
    - Other Corporation matters at the invitation of the CEO
    - Governance subcommittee meetings, including the current Risk and Audit Committee and the proposed Policy Subcommittee
4. The Corporation's activities and future priorities are expected to increase directors' engagement. The level of engagement may also fluctuate from year to year, as occurred with Native Title matters during the last financial year.
5. The proposal increases the maximum remunerated days per year by five days for each director position. This provides a member-approved cap that better reflects directors' expected workload and accommodates fluctuations in required engagement. The proposed caps are set out and highlighted in Table 6 of Schedule A.

PROPOSED MEMBER RESOLUTION:

That the BLCAC members on 21rd November 2026, at the Corporation's Annual General Meeting, resolve to approve the Board Fee proposal presented as Schedule A increasing the maximum days per year by 5 days for each of the Director positions.

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Schedule A : Board Fees Policy

Principle

The corporation pays fees to Board members to ensure a high level of commitment and involvement by board members in the governance, planning, monitoring and decision making of the corporation.

Duties and responsibilities

All Board directors:

- Act in good faith & in the best interest of the Corporation
- Avoid conflicts of interests
- Prevent insolvent trading
- Act with reasonable care & due diligence
- Not improperly use information or position
- Prepare for and attend board meetings and sub-committee meetings.
- Prepare for and attend strategy and training sessions. Meetings and sessions may be held virtually or face-to-face.
- Participate in BLCAC activities including ceremonies, consultations, cultural research and advisory roles.
- Undertake other work outside board meetings through phone and video calls, emails, research and writing.

Chairperson:

- Liaising & interfacing with the CEO as the primary contact between the board & management.
- Facilitate the effective functioning of the board including open & constructive meetings and information flows.
- Represent the board in its communication and accountability to members and stakeholders.
- Lead, exemplify and set the tone, promote and monitor the organisation's culture.

Vice chairperson:

- Perform the functions of the chair in their absence.
- Support the chair in carrying out governance functions.

Board fees – day rate

BLCAC board fees are set at a day rate, for a minimum of 3 hours per day. The calculation of meeting days and non-meeting days is defined by the Australian Remuneration Tribunal in the determination for remuneration and allowances of part-time public office. [1]

A qualifying meeting day is time spent attending a formal meeting, on corporation business, or on official travel time. If the time spent is less than two hours, paid 40% of the daily fee. If the time spent is at least two hours and less than three hours, paid 60% of the daily fee. If the time spent is three or more hours, paid 100% of the daily fee.

[1] https://www.remtribunal.gov.au/part-time-offices

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Related party benefit

This clause is covered by the BLCAC rule book, Clause 7.18.

If the Corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must get the approval of the members by following the procedure in Part 6.6 of the CATSI Act.

Board directors may be appointed by the CEO or Chair to lead or participate in BLCAC activities. This may include Welcome to Country ceremonies, smoking ceremonies, cultural values research and cultural heritage management plans.

A board director carrying out these duties will be paid at the meeting day rate, up to the annual capped amount.

Board fees budget and rate

The board fees budget and rate are decided by the members in accordance with the Rule Book (clause 7.16). The new rate set at the 2024 AGM is:

- Chairperson - $800 a day capped at a maximum of 30 days per year ($24,000).
- Vice chair - $600 a day capped at a maximum of 25 days per year ($15,000).
- Directors - $400 a day capped at a maximum of 25 days per year ($10,000).

The estimated annual cost per financial year is up to $166,136.00 for a full Board of 13 directors. The budget includes superannuation paid on board fees.

Table 6: Board fees per role (12 months)

Position	Per day	Max days	Fees	Super	Total
Chair	800	35	24,000	2760	26,760
Vice Chair	600	30	15,000	1726	16,726
Directors	400	30	10,000	1150	11,150

Table 7: Board fees budget (12 months)

Position	7 Directors	13 Directors
Chair	26,760	26,760
Vice Chair	16,726	16,726
Directors	55,750	122,650
Total	**99,236**	**166,136**

Annual indexation

The Australian Remuneration Tribunal issues an annual determination for remuneration and allowances for holders or part-time public office. [2] The rate of indexation of BLCAC board fees will be set at the rate determined by the Tribunal for Aboriginal Land Council fees.

[2] https://www.remtribunal.gov.au/part-time-offices

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Authorisation of board fees

Payment of board fees and expense claims must be authorised by the Chairperson and CEO in accordance with the corporation's financial standards and procedures. This includes records of meeting attendance, work on non-meeting days, and expenses incurred on official business.

Tax, super and salary packaging

Paid board directors are covered by tax, superannuation and workers' compensation obligations. However, board directors are not employees for the purposes of employment law.

Superannuation contributions on Board director fees will be paid in accordance with superannuation guarantee legislation.

The corporation will deduct pay as you go withholding where applicable.

The corporation is a public benevolent institution (PBI) and Board members may elect to participate in tax effective salary packaging in accordance with Australian Taxation Office (ATO) rules and the corporation's salary packaging policy.

Board directors should obtain their own personal financial advice on taxation, superannuation, salary packaging arrangements and reportable fringe benefits.

Board director expenses

The corporation will meet any expenses incurred by board directors on official business. Expenses may include travel, accommodation, attendance fees, meals and ancillary costs to attend conferences, seminars, events and other official business etc.

Board member performance

The payment of board fees to an individual board director is subject to satisfactory performance in the role including:

- Attendance and participation in meetings and other activities.
- Demonstration of personal effectiveness in the role.
- Review of board effectiveness.

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APPOINTMENT OF PROXY

If you want to appoint a proxy to attend and vote on your behalf at the AGM, please complete this form and post to PO Box 11219, Frankston Vic 3199 or email it to membercontact@bunuronglc.org.au.
It must be received at least 48 hours before the AGM.

I, _____
(full name of member)

of _____
(address of member)

representing the apical ancestor _____
(please note which apical ancestor group (only one please) you are representing)

being a member of the Bunurong Land Council (Aboriginal Corporation)

hereby appoint _____
(full name of proxy – a proxy can be given only to another member of BLCAC)

of _____
(address of proxy)

as my proxy to vote on my behalf at the AGM for the 2025–26 financial year to be held on 21 November 2026 and any adjournment of that meeting.

Optional – Instructions to the proxy holder:
(If you want to specify how your proxy is to vote on a particular resolution, please insert your instructions here)

Signed: _____
(Signature of member appointing proxy)

Date: _____

Note: A person must not exercise proxies for more than one member.
A proxy vote may not be given to a person who is not a member of the corporation..

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Meeting Rules for the Annual General Meeting

In order that Bunurong People can feel confident and safe in the knowledge that they can attend and participate in the meeting without being exposed to negative behaviours the following rules shall apply to EVERYONE who attends the Annual General Meeting, Board Meetings or any other BLCAC forum:

- Everyone attending the meeting has the right to be respected and treated in an (culturally) appropriate manner;
- When someone else is talking show respect by listening – do not interrupt or talk over them, try to limit side conversations;
- Other people may have different thoughts and ideas to you; their opinions should be respected;
- All meetings are an opportunity to share frank, truthful and honest opinions;
- All mobile phones should be turned off during our meetings;
- No offensive language, personal attacks or threatening behaviour towards anyone will be tolerated;
- Please respect other people's opinions; If you continually interrupt the meeting agenda you will be asked to leave;
- Stay focused on the Agenda; (the Chairperson or Facilitator may impose limits on the amount and number of times that you may speak on a topic);
- If you are affected by alcohol or other substances you will be asked to leave;
- Our meetings are a chance to move forward to grow our businesses that can bring wealth and opportunity to Bunurong people;
- Anyone not following the meeting rules will be asked to leave;
- If you refuse to leave the meeting when asked to do so by security or an employee, the police may be called.