



Supporting the **Yinhawangka**, **Banyjima** and **Nyiyaparli** people

Dear IBN Community,

IBN has put together a list of frequently asked questions (FAQ) for the IBN Community. These FAQ are also available on our website. If you have suggestions for other questions that we can answer, please send them to [communications@ibngroup.com.au](mailto:communications@ibngroup.com.au)

### 1. WHAT ARE THE OBJECTS OF THE TRUST?

The Objects of IBN is set out in clause 3.1 of the Trust Deed. The Objects of the Trust is to provide relief from poverty, sickness, suffering, distress or destitution to the Community and their descendants. There are several ways that this is delivered, including the Community Programs provided every year.

### 2. WHAT IS THE DUTY OF THE TRUST?

The Trust is bound to exercise its powers independently under clause 24 of the Trust Deed. This is also consistent with the fiduciary duty of independence that the Board of Directors must exercise. This means that when exercising a power, the Trust is not bound by a General Meetings Directive or views of the Community in consultations. The Trust is intended to be independent of the Community in the performance of the Trustee's functions and the Trustee may regulate its affairs in such manner as it thinks fit to preserve independence.

The Trust takes the Communities views into serious consideration when making any deliberations, and ultimately the decisions are guided by the principles and values of the Trusts to make decisions that are in the best interests of the Community, and their descendants.

### 3. WHO ARE THE IBN BOARD OF DIRECTORS?

Clause 6 of the Constitution sets out that the IBN Board will be comprised of Traditional Owner Directors and Independent Directors. Traditional Owner Directors are appointed by each respective Language Group or part thereof, and Independent Directors are appointed by the Appointing Committee. The current Directors of IBN, and their terms are set out as follows:

Name	Role	Appointed	Term Expiry
Christina Stone	Chairperson (Director) - Nyiyaparli Representative	09/10/2020	08/10/2024
Darren Injie	Vice Chairperson (Director) - Yinhawangka Representative	25/03/2021	24/03/2025
Phillip Dhu	Director - Banyjima Representative	28/11/2009	27/11/2025
May Byrne	Director - Milyuranpa Banyjima Representative	28/11/2009	27/11/2025
Stephen Peterson	Director - Nyiyaparli Representative	13/06/2021	12/06/2025
Pauline Klante	Director - Independent	15/12/2021	14/12/2023
Geoffrey Parnell	Director - Independent	15/12/2021	14/12/2023
Brendan Renkin	Director - Independent	04/01/2022	03/01/2024

The IBN Board also has a Company Secretary, who supports the governance duties of the Board.

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#### **4. WHAT IS THE TERM OF THE TRUST?**

Under clause 26 of the Trust Deed there is a rolling minimum term for the appointment of the Trustee. The Minimum Term expires 90 days after the General Meeting and requires a Special Resolution (being 75% of members from each language Group comprising 1 vote) to be passed. The current minimum term expires on 26<sup>th</sup> May 2022.

#### **5. WHAT DOES FIDUCIARY DUTIES MEAN AND HOW DO THEY APPLY?**

In Australia there are three sources of Directors Duties:

- (a) Duties arising under the *Corporations Act 2001*;
- (b) Fiduciary duties; and
- (c) Statutory duties.

Fiduciary duties developed over time as the result of case law. These responsibilities overlap with legislation. These rules work cohesively together to ensure directors act responsibly, ethically, and professionally.

The principal duties for Directors are:

1. Duty of care, skill, and diligence
2. Duty to act in good faith and in the best interests of the company
3. Duty to exercise and use information for a proper purpose (not for personal profit)
4. Duty to avoid a conflict of interest
5. Duty to prevent insolvent trading; and
6. Duties relating to company records

#### **6. WHAT IS THE IBN CODE OF CONDUCT?**

The IBN Code of Conduct is the way the Board expects its Directors, Employees, and Members to conduct themselves while engaged in IBN business.

- Treat each other with fairness and respect, without discrimination or harassment
- Work in a safe manner with due regard for the health and safety of others and ourselves
- Know and act within the limits of our rights and responsibilities
- Comply with the laws of Western Australia and Australia
- Comply with the policies and procedures of IBN
- Treat the affairs and information of IBN with privacy and confidentiality
- Record all information accurately and honestly
- Look after and take care of all IBN property
- Ensure that our outside activities don't create a conflict of interest that is not transparent or declared
- Look after and protect our environment

Behaviour that is offensive, intimidating, destructive or disruptive is not acceptable under the IBN Code of Conduct. Examples of unacceptable conduct include:

- Verbal abuse or harassment
- Physical assault
- Threats of violence
- Unauthorised use, theft, or damage to IBN property
- Acting dishonestly or misrepresenting



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- Abusive remarks on social media ('trolling')
- Soliciting IBN employees or directors for favours, money, cigarettes, or anything else ('humbugging')

## 7. WHO ARE THE REPRESENTATIVE CORPORATIONS (REP CORPS)?

The Representative Corporations (Rep Corps) are:

- Minadhu Aboriginal Corporation (MAC)
- Banyjma Aboriginal Corporation (BAC)
- Milyuranpa Banyjma Aboriginal Corporation (MBAC)
- Niapaili Aboriginal Corporation (NAC)

## 8. WHAT IS THE ROLE OF THE REP CORPS?

The Rep Corps were set up to represent their respective Language Group under the Trust Deed. Clause 11 of the Trust Deed sets out the Role of the Rep Corps. The role of each Rep Corp is to:

- Represent its Language Group (or the part of the Language Group it represents) by putting proposals and submission to the Trustee and generally to liaise with the Trustee in relation to matters relevant to its Language Group
- Advise the Trustee on whether a person claiming to be a Member of the group should be accepted or is a Member of the Language Group
- Mediate and consult between Members of the Language Group
- Share information with Members of the Language Group

Rep Corp	ORIC Indigenous Corporation Number (ICN)	Current Chairperson
Minadhu Aboriginal Corporation (MAC)	3827	Ida Injie
Banjyima Aboriginal Corporation (BAC)	3825	Tracey Dhu
Milyuranpa Banyjma Aboriginal Corporation (MBAC)	3826	Yvette Black
Niapaili Aboriginal Corporation (NAC)	3677	Jahna Cedar

Further details on the Rep Corps can be obtained by contacting the IBN Corporate Support Team at [membership@ibngroup.com.au](mailto:membership@ibngroup.com.au) or by visiting the website of the Office of the Registrar of Indigenous Corporations (ORIC): - <https://www.oric.gov.au/>

## 9. WHAT IS THE ELDERS COUNCIL AND WHAT IS THEIR ROLE?

The role and composition of the Elders Council is set out in clause 4.5 of the Trust Deed. The purpose of the Elders Council is to enable IBN to seek advice or recommendations in relation to matters of administration of the Trust. The Elders Council must include an equal number of Elders from each Language Group (with up to six Members from each Language Group) and must contain an equal number of men and women from each Language Group.

The current Elders Council Chairperson is Charles Smith, and further details on Elders Council Members can be obtained by contacting the IBN Corporate Support Team at [membership@ibngroup.com.au](mailto:membership@ibngroup.com.au)



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## 10. WHAT IS THE APPOINTING COMMITTEE AND WHAT IS THEIR ROLE?

The Appointing Committee is made up of the four Chairpersons of the Rep Corp Boards.

1. The Chairperson of MAC
2. The Chairperson of BAC
3. The Chairperson of MBAC
4. The Chairperson of NAC

The role of the Appointee Committee is set out in clause 26 of the Trust Deed (Appointment and Removal of Trustee) and clause 6.4 (Appointment of Independent Directors) and clause 6.5 (Removal of Independent Directors) of the Constitution.

## 11. WHAT IS THE ROLE OF THE CEO?

The current CEO is Dale Brown, who commenced in February 2022 for a period of 2 years.

The CEO is appointed by the Board under clause 7 of the Constitution. The CEO oversees the executive and operational management of IBN and reports to the Board. The CEO liaises with the Rep Corps, Appointing Committee, Elders Council and Members but does not take direction from them.

## 12. WHAT ARE THE GUIDING PRINCIPLES OF THE TRUST?

Clause 5.1 of the Trust Deed sets out how we must administer the funds of the Trust. It requires that:

- 30% of net income be invested in secure long-term investments
- 30% of net income be spent on community development programs
- 15% of net income be spent on assisting business activities and employment and training
- 25% of net income be spent on other Objects of the Trust

## 13. WHAT ARE PRODUCTION PAYMENTS?

Production payments are the monies received from BHP to IBN as per the terms of the Mining Area C Agreement. Production payments are received quarterly in arrears from BHP and the amounts received are subject to the Production Volumes, Iron Ore Price and the \$ exchange rate.

## 13. WHAT IS THE STRATEGIC PLAN AND HOW IS IT BEING DEVELOPED?

The 2021-2024 Strategic Plan is being developed by the CEO and IBN Board. IBN has been undertaking consultations with the Rep Corps, Members and Elders to ensure that the Strategic Plan reflects the Communities aspirations, and a Member Survey will be utilised to finalise the Strategic Plan in 2022. The strategy is the responsibility of the Board and IBN.

## 14. DOES ORIC APPLY TO IBN?

The legislation that IBN operates under is the *Corporations Act 2001*.

The [Native Title Act 1993 \(Cth\)](#) (NTA) states that once Prescribed Body corporate (PBCs) are established they must register under the [Corporations \(Aboriginal and Torres Strait Islander Act\) 2006](#) (CATSI ACT). The CATSI Act guides how Aboriginal and Torres Strait Islander corporations are run.

The Rep Corps are incorporated under ORIC and administered under the CATSI Act. This means that there are some differences in how the functions of those Corporations are carried out.



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### **15. WHO APPROVES MY MEMBERSHIP?**

IBN currently has over 1,590 Members.

The Board accepts Members based on the advice of the Rep Corps.

Details regarding the Membership process is available on the IBN website: - <https://ibngroup.com.au/>  
If you are concerned about the status of your membership, in the first instance you should speak to your Rep Corp about the status of your membership or membership application.

### **16. HOW DOES IBN PROVIDE UPDATES TO MEMBERS?**

IBN provides updates on our website: - <https://ibngroup.com.au/> and by SMS to Members mobile phone numbers.

IBN also publishes the IBN Wangka Newsletter quarterly, which contains stories regarding IBN and the Community. The IBN Wangka can be viewed on our website.

Under clause 6 of the Trust Deed, IBN consults with the Community as to the activities of IBN. We do this each year to coincide with the Community Programs review. Consultation sessions occur between February and April each year with sessions held in South Hedland, Karratha, Tom Price and Perth.

IBN also holds the Annual General Meeting (for IBN Members) in November each year and Joints Boards Meeting each year. A Joints Boards Meeting is a meeting held where the Directors of IBN, MAC, BAC, MBAC and NAC are invited to attend.

### **17. WHEN IS THE IBN ANNUAL GENERAL MEETING (AGM)?**

The AGM is expected to be held on 19<sup>th</sup> November 2022, in South Hedland.

Following the success and feedback from the 2021 Hybrid AGM, The Board will again make virtual and in person options available for attendance. A quorum at the AGM requires 50 adult beneficiaries to be present (in person or virtually).

### **18. WHAT ARE MEETING ALLOWANCES?**

Meeting allowances apply to AGMs, Rep Corp Meetings and Elders Council meetings, and are the monies payable to eligible Members for attending these meetings are in accordance with the Australian Taxation Office (ATO) rates and per IBN's Group Travel Meeting Policy.

Allowances include Sitting Fees, Camping Allowance, Travel / Mileage Allowance and Meals and Incidentals Allowance, and are subject to eligibility.

### **19. WHAT IS MY SITTING FEE FOR AN IBN MEETING?**

\$250 per Member for half day meetings (less than four hours), or \$500 per Member for full day meetings (more than four hours)

### **20. WHAT ARE MY TRAVEL ALLOWANCES FOR AN IBN MEETING?**

#### Travel

- A travel allowance is payable at the ATO standard rates per kilometer travelled to and from the Member's registered address



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#### Camping/Accommodation

- A camping allowance is applicable if the meeting is held in a location other than where the Member resides, per their registered address
- A camping allowance of \$250/night for each Member who needs to travel further than two hours, based on their registered address, to attend a Meeting is available
- A two-day camping allowance applies to a one-day meeting, and three-day camping allowance applies to a two-day meeting

#### Meals and Incidentals

- A Meals and Incidentals Allowance is available at ATO standard rates
- A two-day meals and incidentals allowance is available to a one-day meeting, and three-day meals and incidentals allowance applies to a two-day meeting
- Payment of Meal allowances is not applicable where meals have been provided on the day/s of the meeting

#### **21. WHY CAN'T I BE PAID IN CASH?**

IBN does not hold cash on meeting days. This is a safety and security issue. All payments are made within seven days by Electronic Bank Transfer, directly into the Members nominated bank account.

#### **22. I'M UPSET ABOUT A COMMUNITY PROGRAMS DECISION - WHAT CAN I DO?**

When administering the Community Programs, IBN staff do so fairly and with transparency. However, sometimes we may make a decision that you are not happy with.

Members who wish to dispute a Community Program decision can appeal or make a general complaint in writing. If you need help writing an appeal, contact us on 1800 014 401 or email [applications@ibngroup.com.au](mailto:applications@ibngroup.com.au)

The Appeals and Complaints Process is available for viewing and downloading on the IBN website: - <https://ibngroup.com.au/>

#### **23. HOW CAN I GET A COPY OF IBN GOVERNING DOCUMENTS?**

To obtain a copy of IBN's Constitution, Trust Deed or Mining Area C Agreement, please request in writing to PO Box 2390, South Hedland WA 6722, or email [communications@ibngroup.com.au](mailto:communications@ibngroup.com.au)

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