



JOHNSTON WITHERS & ASSOC. PTY. LTD.
 A.B.N. 97 008 106 643
 17 Sturt Street, Adelaide
 South Australia, 5000.
 Tel: (08) 8231 1110
 Fax: (08) 8231 1230 DX: 271
 Email: mail@johnstonwithers.com.au
 www.johnstonwithers.com.au

Our ref: GH:as:91225

19 March 2013

Mail ID No 46813
 Scanned
 ICN No. 3743
 Assigned to Peter

Director, Regulation Section
 Office of the Registrar of Indigenous Corporations
 Attention: Mr Peter Armstrong
 PO Box 2029
 WODEN ACT 2606

Dear Mr Armstrong,

Re: Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC ("ATLA")

We refer to your letter dated 16 January 2013 addressed to the Directors of ATLA and received by us on 21 January 2013.

We have been instructed by the Chairperson of ATLA, Mr Vincent Coulthard, to respond to the issues identified in your letter on behalf of ATLA. We are instructed that ATLA is gratified that you are satisfied that the standard of corporate governance of ATLA is sound and that the Directors are carrying out their functions with the required degree of care and diligence, with good support from the Corporation's lawyers. As you pointed out, the Corporation has expanded rapidly in its income and activities over the previous 12 months or so and is always seeking to ensure that the accountability of its management practices improve, where necessary, for the benefit of its members.

Nevertheless, we are instructed that ATLA is concerned that your letter of 16 January 2013 was written without affording ATLA, and indeed our firm, the opportunity to comment on some of the issues raised. We further note that your letter was posted on the ORIC website, again without any prior consultation with ATLA. We are instructed that there are a number of errors in that letter which could have easily been explained if prior consultation had occurred.

As your letter has now been posted on the ORIC website, we request that this response be also placed with that letter on the website.

In relation to the document attached to your letter setting out instances of suspected of non-compliance, we are instructed to make the following comments with reference to the numbered paragraphs of that attached document:

Register of Members and Former Members

1. We are instructed that the Register of Members is being updated to contain the date that each person became a member and the date that each person stopped being a member.

<p>Clare 245b Main North Road <small>ORIC AM 91225 P 239.DOC</small> CLARE SA 5453 Tel: (08) 8842 1132 Fax: (08) 8842 1896</p>	<p>Port Augusta 14-16 Gibson Street PORT AUGUSTA SA 5700 Tel: (08) 8642 5122 Fax: (08) 8641 0887</p>	<p>Whyalla 5 Forsyth Street, WHYALLA SA 5600 Tel: (08) 8644 0300 Fax: (08) 8644 0336</p>	<p>Roxby Downs 1A Tutop Centre, 20-22 Tutop Street, ROXBYS DOWNS SA 5725 Tel: (08) 8231 1110 or Tel: (08) 8642 5122</p>
--	---	---	---

2. For the most part, each person who was a member on 30 March 2009 became a member of the RNTBC at the time of the Meeting at which the new Rules of ATLA were formally adopted i.e. 16 May 2009 (see Rule 5.2.3). The only reason for certain members ceasing to be a member would be if those members are now deceased. ATLA is currently obtaining the relevant dates for its records. However, we are instructed that it is culturally inappropriate and offensive to keep the names of the people who have passed away on the membership list. ATLA has therefore put them on a separate list. ATLA does request that this information not be made public on the ORIC website.

Annual General Meetings

3. It has been the practice for the Chairperson to set the actual date for the Annual General Meetings of ATLA. As a matter of custom and practice the Directors have delegated this task to the Chairperson.
4. It is not clear as to the names of the 36 persons who were allegedly not listed as members but who had signed the attendance list for the AGM held on 22 January 2011. Nevertheless, ATLA has now tightened its procedures and did so for the AGM held on 8 December 2012 by checking all those who attended and voted against the Register of Members. Furthermore, details were taken of the proxy votes recorded.

General Meetings

5. As reported above, it has been custom and practice of ATLA that the Chairperson has been delegated the responsibility for calling General Meetings.

Directors

6. All of the persons referred to are and have been members of the Corporation. The Annual General Meeting of ATLA held on 8 December 2012 confirmed that, amongst others, Dulcie Wilton and Wilfred Strangways had been members as at 30 March 2009 as per Rule 5.2.3 and were left out from the Register by mistake. Similarly, the Directors Meeting held on 18 January 2013 confirmed that Lorraine Briscoe, Gordon Coulthard (now deceased) and Lorelee Wright (who was at the time on the membership as Lorelee Anderson) were members at 30 March 2009 as per Rule 5.2.3 of the ATLA Rules and, if their names did not appear on the Membership Register, they were left out by mistake but should be included.
7. Similarly, the Directors Meeting on 18 January 2013 confirmed that Alison Wilton, Kelvin Struck, Steven Bromley, Charlene Tree, Tony Clark, Jimmy Neville, Susanne Coulthard, Dawn Likouresis, and Sally Marsh were members as at 30 March 2009, as per Rule 5.2.3 of the ATLA Rules. Mark McKenzie was noted at the AGM on 8 December 2012 to have been a member as at 30 March 2009.
8. In relation to the names referred to in your letter, our review of the records indicates that Vatie Wata Group did not initially appoint an alternate Director but that Carmen Buzzicot was subsequently nominated by that Core Group and attended in that respect at the meeting at 27 August 2010. Vicki Wilton-Brown is otherwise known as Debra V Brown and was

appointed as a Director representing Flinders Ranges Aboriginal Heritage Consultative Committee. In relation to Mr Gordon Coulthard (now deceased), we understand that he attended the meeting on 23 January 2012 as one of the named applicants for the Adnyamathanha Native Title Claim rather than as a Director per se.

9. The Minutes of the Directors meeting on Friday, 23 November 2010 clearly record the Directors who were present. They also record that Brenda Austin and that Margaret Brown were present but they are not listed as being Directors who were in attendance. Members of ATLA are entitled to be present at Directors meetings but they do not participate in the proceedings and resolutions.

Minutes of Meetings

10. We note in your letter that you say that the Minutes of all AGMs, General Meetings and Directors Meetings were not signed by the Chair of each meeting. All those Minutes have of course been adopted by subsequent meetings. The signed copy of the Minutes were with the Auditor and your Examiner and we are instructed that your Examiner had access to them, as we understand that he was informed that the confirmed copies were with the Auditor and could be reviewed by him at their offices.

The Minutes of the General Meeting held on 30 July 2011 did include an attendance list which is in the Minute Book. We **enclose** a copy of that attendance list, for your records.

We are not sure why the Examiner considered that the Minutes of AGM held on 24 March 2012 appeared to be incomplete. We understand that these minutes were in the Minute Book. We **enclose** a full copy of those Minutes.

Financial Management

11. ATLA now has an accountant, Rosenberg and Co, that is completing all of the accounting work including BAS statements and financial reports. Financial reports will be provided to the Board as necessary.

The credit card concerned has been cancelled, however, it is clear that all expenditure was for the purpose of ATLA business.

ATLA has kept financial records since its beginning, however, we are instructed that the Examiner did not ask to see them. ATLA did have an exemption in 2005 but we understand that the Examiner did not ask to review any records prior to the financial year 2011/2012. It should be noted, however, that ATLA did have an exemption in 2005/2006 due to the fact that ATLA had no funds at that time and again in 2006/2007 due to the minimal funds held in trust with our firm, as the ATLA lawyers. This information is of course on the ORIC website.

Other

12. We note that not all documents are kept at our office as the nominated document access address. We are instructed it would be impracticable for the financial records to be kept otherwise than at the accountants. Similarly, the Register of Members is kept at the business

of the Chairperson at Port Augusta as this is often reviewed by other members. This is the most practical way to deal with these matters. However, we would appreciate any further advice from you as to how we might improve our procedures in a way that does satisfy both the practical requirements and the legal obligations.

We further note that in your letter you referred to Margaret McKenzie as being a current Director. She actually ceased to be a Director by the time of the Annual General Meeting of ATLA on 24 March 2012.

We understand that the Chairperson of ATLA will be providing you with an updated Register of Members and Register of former Members, together with confirmation that the outstanding applications for membership have been considered by Directors, in the near future.

If you have any further questions about this matter please do not hesitate to contact the writer.

Yours faithfully
JOHNSTON WITHERS


Graham Harbord
Email: Graham.Harbord@johnstonwithers.com.au

Enc. 1 Attendance List of 30/7/2011
 2 Minutes of AGM - 24/3/2012