

ADNYAMATHANHA

TRADITIONAL LANDS ASSOCIATION (ABORIGINAL CORPORATION)

RNTBC ICN 3743 | ABN 14 146 238 567

Special Administrator Appointed | Email: atla@jaramerlegal.com.au



Dear members and other interested people,

Our names are Bevan Mailman and Brian Bero and we are from Jaramer Legal located in Melbourne and Sydney respectively.

On 26 March 2020, the Office of the Registrar of Indigenous Corporations (ORIC) appointed us joint special administrators of Adnyamathanha Traditional Lands Association (Aboriginal Corporation) RNTBC (ICN 3743). This means that ATLA's affairs will be subject to special administration and managed by us.

During the special administration, we will keep you informed of progress through regular newsletters and information meetings as best we can, given the current COVID 19 crisis.

WHAT IS SPECIAL ADMINISTRATION?

Special administration is a type of external assistance unique to the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act). Only the Registrar can appoint a special administrator.

Our role as special administrators is to work with the corporation to identify internal issues and address these as required.

We will be responsible for the conduct of the affairs of the corporation and we have comprehensive powers under the CATSI Act to do this.

As special administrators, we will:

- secure the corporation's books, assets and bank accounts
- verify the corporation's financial position and assess its ongoing viability
- communicate and meet with members and other interested parties
- oversee management of the day-to-day activities of the corporation and address any issues
- prepare the corporation for return to control by members.

**SEE PAGE 3 FOR IMPORTANT
ACTIONS FOR ATLA MEMBERS**

As special administrators, we have control of the corporation's business, property and affairs and can perform any function and exercise any power that the corporation, its officers or members could perform if the corporation were not under special administration including:

- carry on any business and manage any property and affairs of the corporation
- terminate or dispose of all or part of any business
- dispose of any property
- engage or discharge employees on behalf of the corporation
- change the corporation's rule book
- admit and remove members
- appoint and remove a contact person
- apply to the court for a winding up order.

Finally, we may appoint a new board of directors before we hand back control of the corporation to its members.

WHAT HAS HAPPENED SO FAR?

Bank Accounts

We have frozen the corporation's bank accounts and taken control of them.

Directors' Fees

Before our appointment, ATLA paid fees to directors. When the special administration started all directors were stood down. As such, no directors' fees will be paid during the special administration.

Staffing

At this stage, the corporation does not have an office and currently does not have any staff. As part of the special administration, we will be reviewing the board structure and other operational matters and may consider changes to these aspects of the corporation.

Stakeholders

Key stakeholders have been informed of our appointment. We will work closely with them throughout the special administration.

WHY IS ATLA UNDER SPECIAL ADMINISTRATION?

The corporation's records were examined in November 2019 and as a result, a determination for special administration was made by the ORIC Registrar Mr Selwyn Button, who stated:

'ATLA represents and serves the Adnyamathanha people in all matters relating to land, culture, heritage, language and native title. In its current form, ATLA's problems are chronic and severe. It has no office, no staff, poor record-keeping and a board of up to 30 directors, which makes it difficult to make decisions.'



WHAT DOES IT MEAN FOR MEMBERS AND COMMUNITY?

As special administrators, we temporarily replace the ATLA board of directors and we assume a governance role for the corporation.

The governance role will mean that we steer the corporation towards achieving its objectives - setting the strategy and ensuring it is implemented, monitoring performance and reporting to members on activities and achievements.

This involves making decisions about strategic direction, policies on how the corporation will use its funds and assets, and which risks we take to achieve the corporation's objectives.

Our specific role is to work with the corporation and its members and the community to strengthen governance structures for future success.

SPECIAL ADMINISTRATION UNDER COVID

We acknowledge that this appointment has been made during a difficult time of the COVID 19 crisis.

We are not based in South Australia and as such, during this time it is unknown when we will be able to travel to South Australia.

We will progress our engagement remotely through telephone, emails, video conferencing, media releases and social media.

GATHERING MORE INFORMATION TO HELP FUTURE DECISIONS

At this stage of the process, we will continue to gather more information from ATLA's financial and legal institutions, former directors, members and other key stakeholders by way of:

- letters
- emails
- telephone calls
- web conferences via Skype or Zoom.

Our work will also include reviewing systems and procedures.

While gathering this information, we will form an advisory group to assist us. The advisory group will support us to make decisions about how best to structure the corporation for good governance, solid growth and sustainability.

SPECIAL ADMINISTRATORS' ADVISORY GROUP

A special administrators' advisory group will be formed to assist us.

This advisory group is a temporary body during the special administration procedure. Its purpose is to work with us on governance, business and corporate matters to help make sound decisions for the welfare and future of the corporation. We will also work together to review the corporation's governing documents and policies including the rule book.

At the end of the special administration period, we may appoint a new board for the corporation. At that stage, the advisory group will be dissolved, having completed its purpose.

We encourage interested members to nominate for the advisory group by completing and returning the nomination form on the following page. Please email the form before 30 April 2020.

KEEP TRACK OF WHAT'S HAPPENING

Newsletters

Throughout the special administration, we will send out newsletters like this one. These will be published in ATLA's "documents" on the public register at oric.gov.au.

We will also post newsletters to the *ATLA Aboriginal Corporation Members Group* Facebook Page and The Transcontinental Online. As well as this, we will email or post newsletters to members (as appropriate).

More Information

For more information about special administrations, see ORIC's fact sheet 'Special administrations: what members and directors need to know', and other fact sheets on corporate governance at oric.gov.au.

If you have any questions, you can contact us, Bevan Mailman or Brian Bero on the details provided below.

NEXT STEPS

We will continue to:

- conduct interviews with members and gather information
- liaise with relevant stakeholders
- review ATLA's internal affairs
- communicate with and update members via:
 - Transcontinental Online
 - *ATLA Aboriginal Corporation Members Group* Facebook Page
 - emails
 - telephone
 - post
- carry on ATLA's business.

IMPORTANT ACTIONS FOR ATLA MEMBERS

Please ensure you:

1. update your address, email & phone details by
 - emailing atla@jaramerlegal.com.au
 - calling Bevan Mailman or Brian Bero on the numbers below. If a female contact is required, call Kat Henaway on 0430 153 201
 - posting to GPO Box 4592 Melbourne VIC 3001.
2. complete the attached nomination form if you wish to be on the advisory group
3. connect to the *ATLA Aboriginal Corporation Members Group* Facebook Page and check regularly for updates (this Facebook group is private for members only).

The details you provide above will not be made public.

SPECIAL ADMINISTRATORS

Jaramer Legal has worked extensively with remote and regional Indigenous communities and organisations across Australia both in terms of evaluating the challenges facing communities, and in developing local and national strategies to move these communities to a place of good governance, independence, and economic sustainability.

The firm has a unique understanding of the issues that restrain good corporate governance, good business practices and economic growth including political tensions between different kinship groups, a lack of governance and business training and a lack of business planning and strategy. The Principals are Aboriginal and Torres Strait Islander corporate/ commercial lawyers with over 40 years combined legal experience.

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NOMINATION FOR SPECIAL ADMINISTRATION ADVISORY GROUP

I, _____
(insert name)

nominate myself for the special administrators' advisory group.

MY RELEVANT BACKGROUND AND EXPERIENCE:

MY CONTACT DETAILS:

Email: _____ Phone: _____

Address: _____

Signed: _____ Date: _____

Please return your completed form to us by email to atla@jaramerlegal.com.au by 30 April 2020.