



**Australian Government**

**Office of the Registrar of Indigenous Corporations**

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14 October 2014

Mr Ian Rawlings  
Contact person  
Tjamu Tjamu (Aboriginal Corporation)  
RNTBC  
Central Desert Native Title Services Ltd  
76 Wittenoom Street  
EAST PERTH WA 6004

The directors  
Tjamu Tjamu (Aboriginal Corporation)  
RNTBC  
Central Desert Native Title Services Ltd  
76 Wittenoom Street  
EAST PERTH WA 6004

Dear contact person and directors

## **SECTION 453-1 EXAMINATION – MANAGEMENT LETTER**

As you are aware, an examination of the affairs of your corporation, under section 453-1 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the CATSI Act), was recently completed on behalf of this office by Mr Mark Lester and Mr Donald O’Sullivan (the examiners) from the Western Australian based firm of Maxim Audit.

The purpose of the examination was to review the standards of corporate governance and financial management of the corporation since 1 July 2012. In particular, the examination checked whether the corporation had been governed in accordance with the CATSI Act and the rules of the corporation and whether the directors have complied with their obligations under the CATSI Act and rules of the corporation.

I am pleased to report that the examiners reported that the standard of corporate governance at the corporation is generally sound and that the corporation is being satisfactorily managed.

Despite the overall findings above, there are a number of matters set out below which require some attention by the directors of the corporation. In my opinion these matters can be adequately addressed by way of this management letter.

A management letter is a report from the Registrar to the directors of a corporation that makes recommendations for correcting weaknesses or minor issues identified during an examination. The weaknesses and issues are important enough to be brought to the attention of the directors but not so serious as to require a formal compliance notice to be issued by the Registrar under section 439-20 of the CATSI Act.

These matters include:

- the corporation's register of members does not include the dates persons were entered onto the register of members for some members
- the register of members does not include the addresses of some members
- the register of former members does not include dates for some persons who stopped being members of the corporation
- copies of the notices to an AGM and a number of general meeting were not provided for inspection during the examination
- minutes of an AGM and a number of general meetings and directors' meetings were not signed
- the corporation was unable to provide copies of minutes for a number of general meetings and directors' meetings.

I have attached a copy of the corporation's rule book and a summary of the instances of non-compliance identified by the examiners for your information.

I recommend that the directors take action to address these matters as soon as possible.

There is no need to report to me about the actions taken on any of the above matters in this letter unless I have asked the directors to do so, unless the directors wish to do so.

I would also like to take this opportunity to encourage the directors to visit ORIC's website and look at ORIC's "*Healthy corporation checklist*". The checklist allows directors to check the corporation's compliance with the rule book and the law. It has been specifically designed to help directors improve the standard of corporate governance at the corporation.

The checklist also contains links important to template documents (including the register of members, notices for meetings and minutes for meetings) and other forms that your corporation could put to good use. You can access the checklist by visiting [www.oric.gov.au](http://www.oric.gov.au), then select the "*resources*" tab, then on the left hand side of that page click on the link to the "*Healthy corporation checklist*".

If you want to speak to anyone at our office about this letter, please ring Mr Kevin Vu using the free number 1800 622 431 (not free for mobile phones) or you can send an email to [kevin.vu@oric.gov.au](mailto:kevin.vu@oric.gov.au).

Yours sincerely



Peter Armstrong  
Manager  
Regulation Section

## **INSTANCES OF SUSPECTED NON-COMPLIANCE**

### *Register of members*

- A.** Contrary to section 180-5 of the CATSI Act and rule 6.2.1, I suspect the corporation's register of members and does not contain all of the required information.

The examiners reported that:

- the register of members does not include the dates that some members' names and details were entered on the register
- the register of members does not record the addresses of some members.

### *Register of former members*

- B.** Contrary to section 180-15 of the CATSI Act and rule 6.4.1, I suspect the corporation's register of former members does not contain all of the required information.

The examiners reported that:

- the corporation's register of former members does not include the dates that some former members' stopped being members of the corporation
- the register of former members does not record the addresses of some former members.

### *Notice for annual general meetings (AGM) and general meetings*

- C.** Contrary to sections 201-20 and 201-25 of the CATSI Act and rule 7.4.1, I suspect the corporation may not have given at least 21 days notice for the AGM for the year ended 30 June 2012 and general meetings held on 5-6 November 2013.

In relation to the AGM for the year ended 30 June 2012 the examiners reported that:

- the corporation was unable to produce a copy of the notice for the AGM held on 21 November 2012 for inspection during the examination.

In relation to the general meetings held on 5-6 November 2013 the examiners reported that:

- the corporation was unable to produce a copy of the notices for the general meetings for inspection during the examination.

*Minutes of AGMs and general meetings*

**D.** Contrary to sections 220-5(1) and 220-5(4) and rule 14.2.1, I suspect the corporation may not have kept proper minutes of all AGMs and general meetings.

The examiners reported that:

- the minutes of the AGM for the year ended 30 June 2012 (held on 21 November 2012) were not been signed by the chair of the meeting within a reasonable time after each meeting or by the chair of the next meeting
- the minutes of the general meetings held on 18 July 2012, 20 November 2012, 30 May 2013, 31 May 2013, 16 August 2013, 5 November 2013, 6 November 2013 and 23 May 2014 were not signed by the chair of each meeting within a reasonable time after each meeting or by the chair of the next meeting
- the corporation was unable to provide the minutes of the general meetings held on 16 August 2013, 5 November 2013 and 23 May 2014 for inspection during the examination.

*Minutes of directors' meetings*

**E.** Contrary to sections 220-5(1) and 220-5(4) and rule 14.2.1, I suspect the corporation may not have kept proper minutes of all directors' meetings.

The examiners reported that:

- the corporation was unable to provide the minutes of the directors' meeting held on 18 October 2013 for inspection during the examination
- the minutes of the directors' meetings held on 18 July 2012, 2 August 2012, 20 November 2012, 11 March 2013, 30 May 2013, 11 June 2013, 10 September 2013 and 6 November 2013 were not signed by the chair of each meeting within a reasonable time after each meeting or by the chair of the next meeting.