



ReconciliationWA

Reconciliation Western Australia Inc
Registration Number: A1019548J

NOTICE OF ANNUAL GENERAL MEETING
(Year ended 30 June 2024)

AND

PROXY / REPRESENTATIVE APPOINTMENT FORM

Date of Meeting

Tuesday 3 December 2024

Time of Meeting

at 4:00pm

Followed by Reconciliation WA's Member Sundowner
from 5pm

Place of Meeting and Sundowner

The Constitutional Centre of Western Australia
40 Havelock Street, West Perth WA 6005, Noongar Boodja
(Corner of Havelock St and Parliament Place)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of Reconciliation Western Australia Inc (**RWA**) will be held on **Tuesday 3 December 2024 at 4pm** at The Constitutional Centre of Western Australia, 40 Havelock Street, West Perth WA 6005 (**Meeting**) to transact the business set out below.

1 WELCOME TO COUNTRY

2 APOLOGIES FOR NOTING

3 ACCEPTANCE OF 2023 AGM MINUTES

The Minutes for 2023 AGM for the year ending on 30 June 2024 will be available on the day as Appendix 1.

4 CO-CHAIRS REPORT

5 CEO'S REPORT

6 FY2024 FINANCIAL STATEMENTS

The Financial Statements for the year ending on 30 June 2024 are attached, please see Annexure B.

7 LAUNCH OF FY2025-2030 STRATEGY

8 AMENDMENT TO RWA RULES

It is proposed that the RWA Rules are amended. An explanation in relation to the proposed changes is set out in (a) below. The proposed amendments to the RWA Rules are enclosed with this notice at **Annexure C (Amended RWA Rules)**.

Under the *Associations Incorporation Act 2015 (WA)*, amendments to the rules of an incorporated association (such as RWA) must be approved by special resolution of its members at a general meeting. The special resolution which members are asked to consider, and if thought appropriate, pass at the 2024 Annual General Meeting is set out in (C) below.

For the changes to be validly approved by a special resolution at least 75% of the members who cast a vote must be in favor of the resolution.

If members approve the amendments to the RWA Rules, the amendments will only be effective when RWA lodges certain documentation with the Commissioner (**Effective Date**).

(a) Explanation of proposed amendments

There are two proposed amendments to the RWA Rules which are explained below.

Rule	Current position under RWA Rules (before amendment)	Proposed amendment
<p>Rule 10.1(g)</p>	<p>Board members hold office for a maximum of 7 years from the date of appointment (unless the Board decides otherwise).</p>	<p>A Board member cannot hold office after the conclusion of the annual general meeting occurring in the year in which the person will have been a Board member for 9 consecutive years, unless the Board otherwise decides for any particular Board member.</p> <p>For example:</p> <ul style="list-style-type: none"> • if a Board member was first appointed at the annual general meeting in 2024 (and subsequently seeks and gains re-election as required by the RWA Rules), that Board member must retire at the conclusion of annual general meeting in 2033 unless the Board decides otherwise; and • if a Board member was first appointed by the Board to fill a casual vacancy in January 2024 and is then elected by members at the annual general meeting held later in 2024 (and subsequently seeks and gains re-election as required by the RWA Rules), that Board member must retire at the conclusion of the annual general meeting in 2033 unless the Board decides otherwise.
<p>Rule 10.6(b)</p>	<p>At every annual general meeting, a number of Board members must retire from office (and may seek re-election if they choose to do so). If there are more than 5 Board members (after excluding any Board members appointed by the Board members as a casual vacancy and standing for election at that annual general meeting), at least one third of those Board members (to the nearest</p>	<p>The proposed amendment to Rule 10.6(b) clarifies that, if there are more than 5 Board members, the number the Board members that must retire from office at each annual general meeting is a third of the members, rounded down to the nearest whole number.</p> <p>For example, if the Board has 8 (excluding Board members who were appointed to fill a casual vacancy and are seeking election at the relevant annual general meeting), the amendment seeks to clarify that the number of Board members that must retire is 2 rather than 3.</p>

	whole number) must retire from office.	
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[The proposed amendments seek to align the provisions in the Rules relating to Board tenure so that Board members will generally be entitled to serve three consecutive terms of 3 years each (provided they seek re-election and are re-elected in accordance with the RWA Rules) and to align the end of a Board member’s term with the date of the annual general meeting.

The proposed amendments are intended to provide greater stability and continuity in Board composition while ensuring that the Board maintains a good balance of organisational knowledge and fresh perspective.

(b) Resolution

The members are asked to consider, and if thought fit, pass the following special resolution to amend the RWA Rules.

For the purposes of section 31 of the *Associations Incorporation Act 2015 (WA)* and for all other purposes, the Amended Rules be approved with effect from the Effective Date.

9 ELECTION OF DIRECTORS

As per the RWA Rules, the affairs of the Association will be managed exclusively by a Board consisting of at least six (6) Board members, but not more than ten (10). The Board must comprise of at least 50% Aboriginal and/or Torres Strait Islander members. The RWA Board currently has 4 Aboriginal/Torres Strait Islander Board members and 3 non-Aboriginal Board members.

In accordance with the RWA Rules, the following Board members must retire at the Meeting: Nolan Hunter, Carolyn Davies and Meg O’Neill.
 Meg O’Neill is not seeking re-election at the meeting.

In total, RWA has received ten (10) Board member nominations of whom three (3) identify as being of Aboriginal and/or Torres Strait Islander descent. Each candidate is named in the table below, and a short profile of each candidate is enclosed with this notice at **Annexure A**.

Members are entitled to elect six (6) Board members from amongst the nominees, of which at least three (3) must identify as being of Aboriginal and/or Torres Strait Islander descent. Candidates are listed below in alphabetical order by surname. Reconciliation WA is actively seeking a person with skills to fulfill the role of Treasurer.

Candidates (Aboriginal and/or Torres Strait Islander descent)	Candidates (non-Indigenous descent)
Carolyn DAVIS	Emma GIBBENS
Nolan HUNTER	Jeremy HAMS
Carol MARTIN	Nicole LIESIS
	Julie MCKAY-WARNER

	Karen OBORN
	Vince STACKPOLE
	Galen TOWNSON

Members who cannot attend the AGM and wish to vote on the Board member election should complete and return the attached Proxy / Representative Appointment Form by **2pm on Friday 29 November 2024.**

10 OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Rules and the *Associations Incorporation Act 2015 (WA)*.

Presentation of Life Membership

Presentation of Membership Tenure Certificates

PROXY / REPRESENTATIVE APPOINTMENT FORM

A Proxy / Representative Appointment Form is attached to this notice. If you are a registered Member of RWA and are a body corporate, partnership or other organisation you **MUST** nominate a representative or proxy to act on your behalf at the meeting.

Please complete and return the Proxy / Representative Appointment Form by **2pm on Friday 29 November 2024**:

- Post to: PO Box 859, West Perth, 6872, Noongar Boodja
- Scan and email to: admin@recwa.org.au

BY ORDER OF THE RECONCILIATION WA BOARD



Nolan Hunter

Co-Chair, Reconciliation WA



Debra Zanella

Co-Chair, Reconciliation WA

DATED: **12/11/2024**

PROXY / REPRESENTATIVE APPOINTMENT FORM

STEP 1 – APPOINT YOUR PROXY / REPRESENTATIVE

I¹ _____

of _____,

being a registered member of Reconciliation WA appoints:

Name² _____

failing whom, or if no person is named, the chairperson of the meeting as my proxy and/or representative to vote and act on my behalf at the 2024 Annual General Meeting to be held on **Tuesday 3 December 2024** and any other day to which that meeting is adjourned or postponed.

STEP 2 – DIRECT YOUR VOTE

I direct that my proxy/representative vote in the following matter or, if no directions are given, my proxy/representative may vote in its discretion or may abstain.

Board Member Election

Candidates (Aboriginal and/or Torres Strait Islander descent)	Candidates (non-Aboriginal and Torres Strait Islander descent)
TICK AT LEAST THREE (3) CANDIDATES BELOW	TICK NO MORE THAN THREE (3) CANDIDATES BELOW
<input type="checkbox"/> Carolyn DAVIS	<input type="checkbox"/> Emma GIBBENS
<input type="checkbox"/> Nolan HUNTER	<input type="checkbox"/> Jeremy HAMS
<input type="checkbox"/> Carol MARTIN	<input type="checkbox"/> Nicole LIESIS
	<input type="checkbox"/> Julie MCKAY-WARNER
	<input type="checkbox"/> Karen OBORN
	<input type="checkbox"/> Vince STACKPOLE
	<input type="checkbox"/> Galen TOWNSON

¹ Insert name and address of member, as it appears in the register of members.

² Insert name of proxy. The proxy must be a natural person.

Amendments to RWA Rules

For	Against
TICK THE BOX BELOW OF YOU APPROVE THE AMENDMENTS	TICK THE BOX BELOW OF YOU DO NOT APPROVE THE AMENDMENTS
<input type="checkbox"/> Approves the amendments to the RWA Rules annexed to the Notice of Meeting	<input type="checkbox"/> Does not approve the amendments to the RWA Rules annexed to the Notice of Meeting

STEP 3 – SIGNATURE

Signature: _____

Name: _____

Date: _____

By signing and returning this Proxy/Representative Appointment form, the signatory represents and warrants that they are a member, or an authorised representative of a member, of Reconciliation WA.

ANNEXURE A – RWA BOARD CANDIDATE PROFILES



Carolyn DAVIS

Carolyn is a proud Noongar woman of the Minang descent. Carolyn commenced work in the public sector in 2005 and has worked across several government agencies including the Department of Justice, Commissioner for Children and Young People, Disability Services Commission and Department of Training and Workforce Development. Since 2022, Carolyn has worked at Water Corporation as Program Director Aboriginal Employment, Strategy and Reconciliation and is responsible for Corporations Yesterday, Today, Tomorrow Strategy, Reconciliation and Aboriginal employment.

Carolyn is honored to have been a Director on the Board of Reconciliation WA for the past six years and is committed to continuing this important work by nominating for another three-year term.



Nolan HUNTER

Nolan Hunter is the current co-chair of Reconciliation WA. Nolan has ties to his people through Bardi and Yawuru native title across saltwater country in the Kimberley Northern Western Australia.

Key Capabilities span thirty years of Strategic Operational Management and Governance experience. Many roles over thirty years at senior leadership levels including Directorship of several Indigenous organisations in the Kimberley, including Goolari Aboriginal Media, Mamabulanjin Aboriginal Corporation, and current Board Member and previous CEO of Kimberley Land Council.

Nolan brings passion on advocacy to issues of Indigenous and human rights, cultural maintenance through land management, development of future economic and social opportunities.



Carol MARTIN

Carol Martin BASW JP OAM is a pioneering leader, advocate, and artist with a remarkable career marked by her commitment to Indigenous rights and social justice.

As the first Aboriginal woman elected to any Australian Parliament, she served as a Member for Kimberley from 2001 to 2013, championing the rights of Indigenous Australians and supporting the Stolen Generations.

She holds a Bachelor of Social Work and has a distinguished background in social services, contributing to health, education, and family reunification.

Her art, celebrated for its deep cultural messages, is displayed in prestigious institutions including Government House, Canberra.

Carol's contributions have been recognised with numerous awards, including the Order of Australia Medal (2023) and induction into the WA Women's Hall of Fame (2022), highlighting her lifelong dedication to the Kimberley and Indigenous communities.



Emma GIBBENS

Kaya y'all. I arrived on Noongar Boodjar over eight years ago and fell in love with the bush, the beach and the people. My career started in 2008 when I worked to elect Barack Obama, and I haven't stopped believing in the power of people since. My current work is with dardycing Rhys Paddick helping everyone – migrants and Indigenous peoples – connect to Country, culture and to each other.

As a wadjella with an American accent, I humbly listen and learn from Aboriginal people across Australia with the intent to translate the value of traditional culture into our modern culture.

Jeremy HAMS



Jeremy has worked for Woodside since 2005 and over this time has held various positions in Finance and Marketing & Trading.

Prior to Woodside he spent over 8 years within the equity and financial services industry and 2 years working as a Treasury specialist.

Jeremy is a director of various Woodside subsidiary companies and is actively involved in the community.

Jeremy holds a Bachelor of Commerce/Science majoring in Chemistry, a Master of Accounting, FINSIA accreditation and an MBA majoring in Corporate Finance. He is a member of the Australia Institute of Company Directors and the Tax Institute.

Nicole LIESIS



The daughter of Dutch immigrants, Nicole was born and raised in Brisbane. For twenty years her feet have been planted in Boorloo.

Nicole's own journey of unlearning through truth-seeking, listening and connection informs her work as doctor, educator, coach, leader and mother in metropolitan and rural settings.

Nicole's mission is to centre Indigenous ways grounded in connection to Country, Community and Culture as fundamental to health and wellbeing.

She brings skills in difficult conversations that begin with respect, honesty and compassion. Connecting with and bringing together people is her strength. Nicole believes connection is key to healing and true reconciliation.



Julie MCKAY-WARNER

Julie has over 25 years of international professional experience in commercial law, risk management and regulatory compliance. She is a graduate of AICD and is a Non-Executive Director of SensesWA.

She feels a strong personal connection to the vision of Reconciliation WA and to working towards greater respect and more positive outcomes for Aboriginal and Torres Strait Islander peoples.

She is the Co-Chair of Keystart's Reconciliation Action Committee and has worked closely with Reconciliation WA to actively promote cultural awareness, respect and inclusion.

Julie would bring to the Board significant commercial, financial and legal experience and a passion to contribute to Reconciliation WA.



Karen OBORN

Karen is a values-based leader and Executive Director. Having extensive governance, development and financial experience, she also serves on the North Midlands Project Board. Karen is also their Researcher.

Exploring connections between culture, place, wellbeing, and the health of the environment. Karen is also a member of the DPLH's ACH Committee and the Australian Parents Council.

She is an advocate for lifelong learning, the enhancement of cultural enterprises and sustainable development. Including land restoration initiatives, like 'Healing Country' and regenerative agriculture. In addition, Karen is very pleased to be a member of Reconciliation WA, AICD, UNAAWA and LG Professionals.



Vince STACKPOLE

Vince is currently the Co-Chair of the Reconciliation Action Working Group at Communicare and has a deep and abiding professional and personal commitment to reconciliation.

Vince has 20 years of experience in technology and digital transformation and work in the 'for purpose' sector to make a difference in the lives of others through innovative technology solutions and data security that embraces inclusion and diversity.

All of his efforts have a clear focus on strengthening relationships between Aboriginal and Torres Strait Islander peoples and non-Indigenous people to work towards reconciliation in Vince's lifetime for future generations.



Galen TOWNSON

Since 1999, Galen has served on volunteer boards and committees for NFPs of \$50k to \$500M.

He is a chartered director and Fellow of the Institute of Directors, has been an AICD member since 2009, and holds an EMBA, and postgrads in social impact, sustainability, and positive psychology.

With 30+ years in strategy execution and project management for education, governments, UN, and partners, his strengths are in compassionate systems change for sustainable development, social impact, and wellbeing.

Through ongoing cultural learning and action with and for Aboriginal people, Galen offers to serve, with head, heart, and hands, for reconciliation and healing.

ANNEXURE B – FINANCIAL STATEMENTS FOR YEAR ENDING 30 JUNE 2024

The Financial statement will be available at our AGM.

If you would like to receive a copy prior, please email finance@recwa.org.au

ANNEXURE C – MARKED UP CONSTITUTION of RECONCILIATION WA

Please click this link to review: [RWA-Constitution-2024.Marked-Up-Changes.pdf](#)