

Director Information

Please read and consider this important information before making a nomination or consenting to become a Director of the Dja Dja Wurrung Clans Aboriginal Corporation ICN 4421

A Director represents their Family Group interests and is bound by all decisions of the Board even if they don't attend or agree. It is important that the nominated member understands and agrees to this and is willing and able to undertake the role and responsibilities of a Director.

Office of the Registrar of Indigenous Corporations (ORIC) - www.oric.gov.au

An Indigenous corporation registered under the [Corporations \(Aboriginal and Torres Strait Islander\) Act 2006](#) (CATSI Act) is required by law to meet a number of requirements. Some of these requirements are specified in the Act while others are part of the general law of corporations, otherwise known as the Common Law.

The following information is provided as a guide only to help directors perform their duties.

What is required of a director?

Directors have a duty:

- of care and diligence
- not to improperly use their position or information
- not to trade while insolvent
- to act in good faith
- to disclose conflicts of interest

ORIC fact sheet on Duties of directors and other officers is available at this link:

<https://www.oric.gov.au/publications/catsi-fact-sheet/duties-directors-and-other-officers>

**** Please be aware that the name and address of Directors may be publicly available****

A director's obligations

As a director, together with the other directors, you will control the corporation's business. The corporation's rule book will set out the powers and functions of the directors.

A director has a Common Law right to inspect documents of the corporation, if required, in order to assess the corporation's performance.

A director must:

- take an active part in directors' meetings
- be fully up to date on what the corporation is doing
- ask questions of management and staff through the Chair at directors' meetings about how the corporation is going
- find out for herself or himself how any proposed action will affect the corporation's business performance, especially if it involves a substantial amount of the corporation's money
- obtain outside professional advice when required to make an informed decision

Alternate directors

An alternate director acts as a substitute for a director when the primary director is absent or unable to fulfill their duties. Alternate directors have the same powers and responsibilities as the primary director, but only when acting in the latter's absence.

It is a legal requirement to have a Director ID before a person is elected

- For further information on why you require a Director ID please go to:
<https://www.abrs.gov.au/director-identification-number/about-director-id>
- For a full explanation of what is required to apply for a Director ID please go to:
<https://www.oric.gov.au/run-corporation/director-id-catsi-act-directors>
- To apply for your Director ID please go to:
<https://www.abrs.gov.au/director-identification-number/apply-director-identification-number>

Nomination of a Director to a Casual Vacancy

IMPORTANT NOTE ON CASUAL VACANCY OF POSITION OF DIRECTOR

A casual vacancy occurs when a family group does not have a director appointed at an AGM.

Subject to rule 8.2.1, an individual is eligible for appointment as a director if they are an individual who is:

- a member of the Corporation;
- nominated by a family group in accordance with the Rule Book;
- recorded on the register of members as a member of the nominating family group referred to in sub-paragraph (ii)

Rule 8.4.2(b) requires that where the board of directors proposes to appoint a person as a director due to a casual vacancy, they must do so only on the recommendation of a family group for which there is a vacancy on the board of directors. This appointment must be confirmed by resolution at the next AGM, otherwise the person ceases to be a director at the end of the AGM.

Note: *The Corporation can assist with organising a Family Group meeting or electronic/verbal voting for the purpose of gaining a decision of the Family Group to nominate a member to a vacant position of Director*

*The member who is **nominating** a Director/Alternate Director must complete and sign this form*

Please scan or take a photo of completed form and email to members@djadjawurrung.com.au or send via post to: PO Box 1026 Bendigo VIC 3552

This Nomination is for a *[please tick one]:*

☐

Director

☐

Alternate Director

Statement by member who is making the nomination

I, _____ *(full name of member making the nomination)*

of _____ *(address)*

identifying with the _____ **Family Group**

NOMINATE _____

(Full name of the member you are nominating)

of _____

(Address of the member you are nominating)

to stand for election as a Director representing the following Family Group *[please tick one]:*

☐	Descendant of Tommy Avoca
☐	Descendant of John Charles
☐	Descendant of Emma Curr
☐	Descendant of Alfred Davis
☐	Descendant of Thomas Dunolly
☐	Descendant of Tommy Farmer
☐	Descendant of David Harrison
☐	Descendant of Finemore Jackson
☐	Descendant of Leonard Kerr

☐	Descendant of Samuel Kinnear
☐	Descendant of King Girribong, Lerimburneen and Walpanumin\
☐	Descendant of Caroline Malcolm
☐	Descendant of Henry 'Harmony' Nelson
☐	Descendant of William Parker
☐	Descendant of Catherine Robinson
☐	Descendant of Martin Simpson
☐	Descendant of John Terrick
☐	Descendant of Charlotte Williams

Signature of member making nomination: _____ Date: _____

Email address: _____	Contact number: _____
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Consent to become a Director

*The member who is **being nominated** must complete and sign all sections of this form*

Please scan or take a photo of completed form and email to members@djadjawurrung.com.au or send via post to:
PO Box 1026 Bendigo VIC 3552

I, _____ (full name of member)
of _____
(residential address – a postal address is not sufficient)
being a member of the **Dja Dja Wurrung Clans Aboriginal Corporation (DDWCAC)** who is recorded as
identifying with the _____ Family Group
give consent to become a director of the corporation.

I confirm my date of birth is: _____ (date of birth)

and my place of birth was: _____ (place of birth)

I acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

I agree to be bound by the duties and responsibilities of a director as outlined in the ORIC guide and DDWCAC Policies.

Please provide your Director ID number in the boxes below

This is a legal requirement and fines may occur if you do not have a Director ID before you are elected.

A copy of your Director ID confirmation must also be provided via email to members@djadjawurrung.com.au
or via post to PO Box 1026 Bendigo 3552 (This can be a screenshot or a copy of the letter/email)

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Signature of member: _____ Date: _____

Email address:	Contact number:
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NOTE: *This form should be completed and given to the corporation before the person is appointed as a director — section 246-10(1) of the CATSI Act.*

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.