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6 March 2016

The Chairperson
The Awabakal Aboriginal Land Council
127 Maitland Road
ISLINGTON 2296
PO Box 101
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Dear Debbie,

BRIEFING PAPER FOR BOARD MEETING 8 MARCH 2016

GOVERNANCE RATIFICATION RESOLUTION(S)

As you know the position of ALALC has been that during the period of conflict – between at least February 2015 to August 2015 where the Board did not meet, that Ms Dates as Chairperson acted within her authority as agent of the Awabakal Community to carry out the Board's duty's and the ALALC's functions as supported in Statute by sections 52, 62 and the implied activity required by Board members as reflected in the ALRA such as section 61 and 67(b).

Ms Dates's ostensible authority to act as the ALALC's agent is supported at common law and by Rule 19 of the Model Rules, being incorporated as Schedule 1 of the Aboriginal Land Rights Regulations 2014. Rule 19(1) provides: "the primary duty of the Chairperson of the Board is to ensure the successful functioning of the Council and achievement of its objectives" and by Rule 19(2): "Accordingly the Chairperson must ... (c) represent and act ... on behalf of the Council in the interval between meetings."

We have briefed Richard Green, as your agent, on our preliminary views regarding the impropriety of Stephen Wright as the Registrar of the ALRA 1983, to date. Mr Wright's actions precluded the operation of the ALRA with the result that the Board would not meet and the ordinary mechanisms of the ALRA to resolve such a dealock. More precisely, an election mandated for those members who became subject to being removed by Sub-Section 67(b) because Mr Wright instructed them to not attend Board meetings (having no authority to so instruct) was precluded by Mr Wright refusing his statutory duty to by a returning officer for such an election. More information is forthcoming.

As a matter of law, an action done by Ms Dates during the period where she acted as agent of the ALALC can be ratified by this Board, now that a proper quorum has been established: see our letter/briefing paper of 7 January 2016 clarifying that you now have a quorum satisfying Section 61(1) of the ALRA and Rule 3 of Schedule 1 of the ALRA. Mr Ron Jordon resigned from the Board, leaving the highest possible membership as 9. Five members (Jaye Quinlan, Debbie Dates, Lenny Quinlan, Michael Walsh and Richard Green) satisfies the requirements.

Accordingly, we recommend a resolution, such as for example:

1. RATIFICATION AND REGULARISATION OF DECISIONS MADE IN FURTHERANCE OF BEST PRACTICE CORPORATE GOVERNANCE

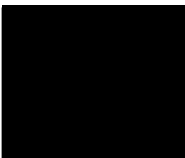
THAT THE BOARD RATIFIES AND REGULARISES THE DECISIONS AND PAYMENTS DURING THE PERIOD OF DISFUNCTION WHEN THE BOARD DID NOT MEET AND AS BEING MADE IN FURTHERANCE OF THE LALC's CONTINUING FUNCTIONING, INCLUDING: -

- That the board approve in principle the 'best practice' corporate governance policies and procedures presented in draft by Webnext Group Pty Ltd working with Knightsbridge North Lawyers, and that a final draft be produced for the board to finalise at a subsequent meeting.
- The engagement of Knightsbridge Tax Pty Ltd as accountants per engagement letter of 11 January 2016 and if not already ratified, KNL as lawyers in accordance with its terms of engagement (Client Services Agreement and Disclosure Statement) 28 November 2014;
- The establishment of United Land Councils Ltd by Richard Green with Awabakal LALC becoming a member to promote economic and property development of the ALALC with and through association with other LALCs and indigenous groups as members; and

If you wish to add:

- [such other specific actions properly made that you belief need ratification].

Yours faithfully
KNIGHTSBRIDGE NORTH LAWYERS



Despina Bakis
Solicitor