



NATIONAL CONGRESS
OF AUSTRALIA'S FIRST PEOPLES

NOTICE OF FIRST ANNUAL GENERAL MEETING 2011

National Congress of Australia's First Peoples Limited ("Congress") ACN 143 207 587

To the Members of Congress

Congress hereby gives notice that the Annual General Meeting of Congress is to be held as follows:

Venue: Redfern Community Centre 29-53 Hugo St Redfern, NSW

Date: Thursday, 13 October 2011

Time: 5.30pm

Items of Business:

1. **Welcome and Acknowledgement of Country**
2. **Presentations by the Co-Chairs and the Chief Executive Officer**
3. **Financial Statements and Reports**

To receive the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2011

4. **Resolution 1 – Appointment of Auditor**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of section 327B of the *Corporations Act 2001* and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a Member and consenting in writing to act in the capacity of auditor, be reappointed as an auditor of Congress."

5. **Resolution 2 – National Board Remuneration Pool**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That, in accordance with Rule 15.6(b) of the Constitution, the total amount of remuneration provided to all Directors for their services as the National Board, must not exceed in aggregate in any financial year the amount of \$1,043,389."

By order of the Board

Tania Kearsley
Company Secretary
15 September 2011

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Members with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Congress.

The National Board recommends that Members read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Annual General Meeting.

1. Financial Statements and Reports

The National Board has approved the audited financial statements of Congress and place before the Members - the Directors' Report, Financial Statements and Independent Auditor's Report ("Financial Statements and Reports") for the financial year ended 30 June 2011.

A copy of the Financial Statements and Reports can be viewed at www.nationalcongress.com.au

Neither the *Corporations Act 2001* (Cth) nor the Constitution requires the Members to approve the Financial Statements and Reports.

There will be an opportunity for Members to ask questions and comment on the Financial Statements and Reports at the Meeting. No resolution will be required to be passed on this matter.

2. Resolution 1 – Appointment of Auditor

Section 327B(1) of the *Corporations Act 2001* provides that a public company must appoint an auditor at its first annual general meeting and thereafter to fill a vacancy in the office of auditor at each subsequent Annual General Meeting.

In accordance with section 328B(1), Congress has sought and obtained a nomination from a member for Deloitte Touche Tohmatsu to be reappointed as the external company auditor. A copy of this nomination is enclosed with this Notice of Meeting (see **Attachment A**).

Deloitte Touche Tohmatsu has given its written consent to act as the external auditor subject to Member approval of this Resolution 1.

3. Resolution 2 – Board Remuneration Pool

Under Rule 15.6(b) of the Constitution, each National Board Director is entitled to receive payment for his or her services as a Director.

Remuneration was set against federal government benchmarks and has been budgeted for and stipulated in our funding agreement with the Commonwealth.

However the total amount paid to all Directors for their services in any financial year must not exceed the total amount fixed by the Members.

The funding agreement lists a total remuneration pool of \$1,043, 389 for the 2012-2013 financial year, this amount will also apply in subsequent years unless and until varied by another resolution of the Members.

Attachment A

5 September 2011

Ms Tania Kearsley
Company Secretary
National Congress of Australia's First Peoples Limited
PO Box 1446
Strawberry Hills NSW 2012

Dear Tania

Nomination of Deloitte Touche Tohmatsu as auditor for National Congress of Australia's First Peoples Limited

I, Lindon Coombes, a member of the National Congress of Australia's First Peoples Limited, under section 328B(1) of the *Corporations Act 2001*, nominate Deloitte Touche Tohmatsu for appointment as auditor of the Company at the next AGM of the Company and that the Directors be authorised to agree their remuneration.

Yours faithfully


Lindon Coombes