



NOTICE OF SPECIAL GENERAL MEETING OF MEMBERS

All members of the Wamba Wamba Aboriginal Corporation (ICN 7839) (**Corporation**) are invited to a special general meeting of members which will take place as follows:

DATE: Friday 14 August 2026

LOCATION: Online meeting over Zoom

TIME: 12pm

Purpose of meeting

The Corporation will seek **special resolutions** from members regarding proposed changes to the Corporation's [rule book](#). These rule book changes were discussed with members at the information meeting on 20 June 2026.

The special resolutions are outlined at **Attachment 1** to this notice.

How to attend the general meeting

To **REGISTER** and receive a link to attend the meeting please contact the Corporation at membership@wambawemba.com or Bayden Clayton 0475 392 883 by **12 August 2026**.

Appointing a proxy

Any member who is entitled to attend and cast a vote at the general meeting may appoint a proxy to attend and vote for them at the meeting. The proxy must be an individual, a member of the Corporation and be registered in the Register of Members as being in the same descent group as the nominating member.

The form for appointing a proxy is at **Attachment 2** and must be completed and returned to the Corporation **48 hours** before the meeting.

Proposed agenda

1. Welcome and apologies
2. Confirm minutes of previous general meeting
3. Discuss rule book changes
4. Seek special resolutions to amend the rule book (**Attachment 1**)
5. Any other business



Reasons for the proposed rule book changes

Proposed change 1: Removal of apical ancestors

- The Victorian Aboriginal Heritage Council (**VAHC**) intends to suspend WWAC's registration on 7 August 2026 if, by that date, WWAC has not complied with Condition 2(a) of VAHC's determination dated 20 December 2024.
- Condition 2(a) requires WWAC to amend its rule book to include a rule that permits removal of an Apical Ancestor listed in the rule book only if, prior to removal, WWAC and affected members of WWAC have provided their consent to the removal, and the descendants or family groups of the relevant Apical Ancestor have provided a written statement in support of the removal.

Proposed change 2: Membership eligibility

- WWAC is concerned that the membership eligibility criteria in Rule 5.2.2, as currently drafted, may enable a non-Indigenous person to become a member of WWAC. WWAC also wishes to be able to make changes to the membership form from time to time, which it cannot do if the membership form is contained in the rule book.
- The proposed change therefore seeks to amend the rule book to:
 - a. amend the definition of Wamba Wemba to specifically require *biological* descent from a Wamba Wemba apical ancestor;
 - b. incorporate definition of Wamba Wemba into the eligibility criteria;
 - c. remove the membership form from the rule book.

Proposed change 3: Elders Council

- WWAC wishes to be able to amend the roles and functions of the Elders Council from time to time, which it cannot do if the roles and functions are contained in the rule book. WWAC proposes to remove the roles and functions from the rule book and have these functions contained in the '*Role and Functions of the Elders Council Policy*' instead.

Proposed change 4: Calling general meetings

- WWAC wishes to amend the rule book to prevent a single Director from being able to call a general meeting. WWAC proposes to amend the rule book to provide that the directors may only call a general meeting upon resolution of a majority of Directors at a Directors' meeting.



Proposed change 5: Directors' sitting fees

- WWAC wishes to be able to pay sitting fees to Directors. The CATSI Act provides that remuneration of Directors must be determined by members by resolution at a general meeting. WWAC proposes to amend the rule book to provide that Directors are not to be paid remuneration unless members pass a resolution at a general meeting authorising the payment of remuneration and approving the amount.

ATTACHMENT 1

Special Resolutions

Special Resolution 1: Removal of apical ancestors

Pursuant to Rule 21.1 of the Wamba Wemba Aboriginal Corporation's rule book and section 69-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*, the members of the Corporation resolve that the following change be made to the Corporation's rule book:

Remove Rule 4, Schedule 6 and insert new Rule 4 as follows:

4.1 The Corporation may remove a person listed as a Wamba Wemba Apical ancestor only if all the following conditions are met:

4.1.1 WWAC and affected members of WWAC have provided their consent to the removal; and

4.1.2 The descendants or family groups of the Ancestor whose name is proposed to be removed have provided a written statement to WWAC in support of the removal.

Special Resolution 2: Membership eligibility

Pursuant to Rule 21.1 of the Wamba Wemba Aboriginal Corporation's rule book and section 69-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*, the members of the Corporation resolve that the following change be made to the Corporation's rule book:

Remove Rule 5.2.2 and insert new Rule 5.2.2 as follows:

A person is eligible to apply for membership if the person is:

a) at least 16 years of age; and

b) an Aboriginal person who identifies as Wamba Wemba, is a biological descendant of a Wamba Wemba apical ancestor, and is accepted as being Wamba Wemba.



Remove definition of *Wamba Wamba* in Schedule 1 and insert new definition as follows:

Wamba Wamba Person means an Aboriginal person who identifies as Wamba Wamba, is a biological descendent from a Wamba Wamba apical ancestor, and is accepted as being Wamba Wamba. Wamba Wamba has various spellings based on phonetic and dialectic differences, which include: Wamba Wemba, Wemba Wamba, Wamba and Wemba Wemba.

Remove reference to Schedule 2 in 'Contents' on page 2.

Throughout the rule book, amend:

- 'Schedule 3' to 'Schedule 2'
- 'Schedule 4' to 'Schedule 3'
- 'Schedule 5' to 'Schedule 4'
- 'Schedule 6' to 'Schedule 5'

Remove Rule 5.2.3 and insert new Rule 5.2.3 as follows:

A person (the applicant) who wants to become a member must apply to the corporation. The application must:

(a) be in writing; and

(b) be made using one of the following:

- a. the membership application form, which may be obtained by contacting the corporation; or*
- b. using an online registration process that is endorsed by the directors and consistent with the membership application form.*

Remove 'Note' in Rule 5.4.5.

Remove Schedule 2.

Special Resolution 3: Elders Council

Pursuant to Rule 21.1 of the Wamba Wamba Aboriginal Corporation's rule book and section 69-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*, the members of the Corporation resolve that the following change be made to the Corporation's rule book:

Remove the first two paragraphs of Rule 7.5, and insert new paragraph at the start of Rule 7.5 as follows:

The role and functions of the Elders Council are outlined in the 'Role and Functions of the Elders Council Policy', as approved by the directors.



Special Resolution 4: Calling general meetings

Pursuant to Rule 21.1 of the Wamba Wamba Aboriginal Corporation's rule book and section 69-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*, the members of the Corporation resolve that the following change be made to the Corporation's rule book:

Remove Rule 8.3.1 and insert new Rule 8.3.1 as follows:

The directors may, by resolution of a majority of directors at a directors' meeting, call a general meeting of the corporation.

Special Resolution 5: Directors' sitting fees

Pursuant to Rule 21.1 of the Wamba Wamba Aboriginal Corporation's rule book and section 69-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*, the members of the Corporation resolve that the following change be made to the Corporation's rule book:

Remove Rule 11.3(a) and insert new Rule 11.3(a) as follows:

The Directors are not to be paid remuneration, unless the corporation passes a resolution at a General Meeting authorising the payment of remuneration and approving the amount of that remuneration.

We look forward to your participation in this important meeting. Should you have any questions or require assistance, please don't hesitate to contact Community Engagement Officer Bayden Clayton on 0475 392 883.

Kind regards,

Nakia Firebrace
Chairperson





ATTACHMENT 2

Appointing a Proxy

Schedule 4 - Appointment of proxy form

Wamba Wemba Aboriginal

Corporation ICN 7839

Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of the corporation.

I appoint _____ (full name of proxy)

of _____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on
/ / (insert date of meeting) and at any adjournment of that meeting.

Signature of member
appointing proxy

Date

NOTE: A proxy vote may be only be given to a person who is a member of the Corporation.
A member nominating a proxy must be registered in the Register of Members as being in the same
descent group as the proxy.

Please return your completed form to the corporation **at least 48 hours before** the meeting.