

Yilli Rreung Housing Aboriginal Corporation

MEMBERSHIP *looklet*





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overview

Yilli Rreung Housing Aboriginal Corporation is registered under the Corporations (Aboriginal and Torres Strait Islander) Act 2006

Yilli Housing was established in June 2003 as the peak Indigenous housing organisation providing housing services to Indigenous people within the former Yilli Rreung ATSIC Regional Council geographical boundaries in and around Darwin, NT.

Since those small beginnings we have grown into a well-respected and capable organisation delivering professional housing management and maintenance, essential and municipal services and construction to the Top End community.

We manage the tenancies and municipal services of Indigenous communities and we provide affordable housing to individuals and families who are disadvantaged in the mainstream housing market.

We also offer a range of short-stay accommodation at Batten Road Marrara for remote community visitors as well as clients who need support services and case management.

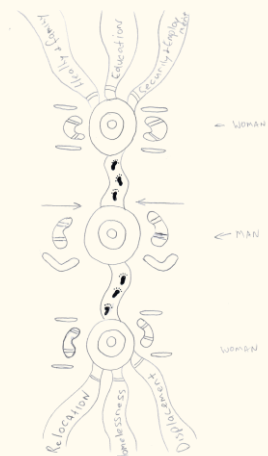
We have a dedicated team of property managers, project officers, and works and maintenance staff who manage the tenancies, maintenance and works projects on Yilli Housing properties.

Yilli Housing also provides specialist input into national and Territory policy on matters such as remote and regional Indigenous housing issues. Yilli Housing represents and advocates for Indigenous communities, groups and individuals in working towards a just and fairer housing system.

The artwork, which is conceptualised by Les Huddleston, symbolises **Housing Continuum** where Yilli Housing ushers people from homelessness all the way to home ownership and allows them to move through the continuum depending on their life circumstances and housing needs.

We believe that secure housing is the foundation for good physical and mental health, a happy family, stable employment and better education.

In order to address the Housing Continuum, Yilli Rreung is actively broadening our housing stock, supplying innovative solutions and building partnerships to provide a variety of housing options to assist people moving through the Continuum.

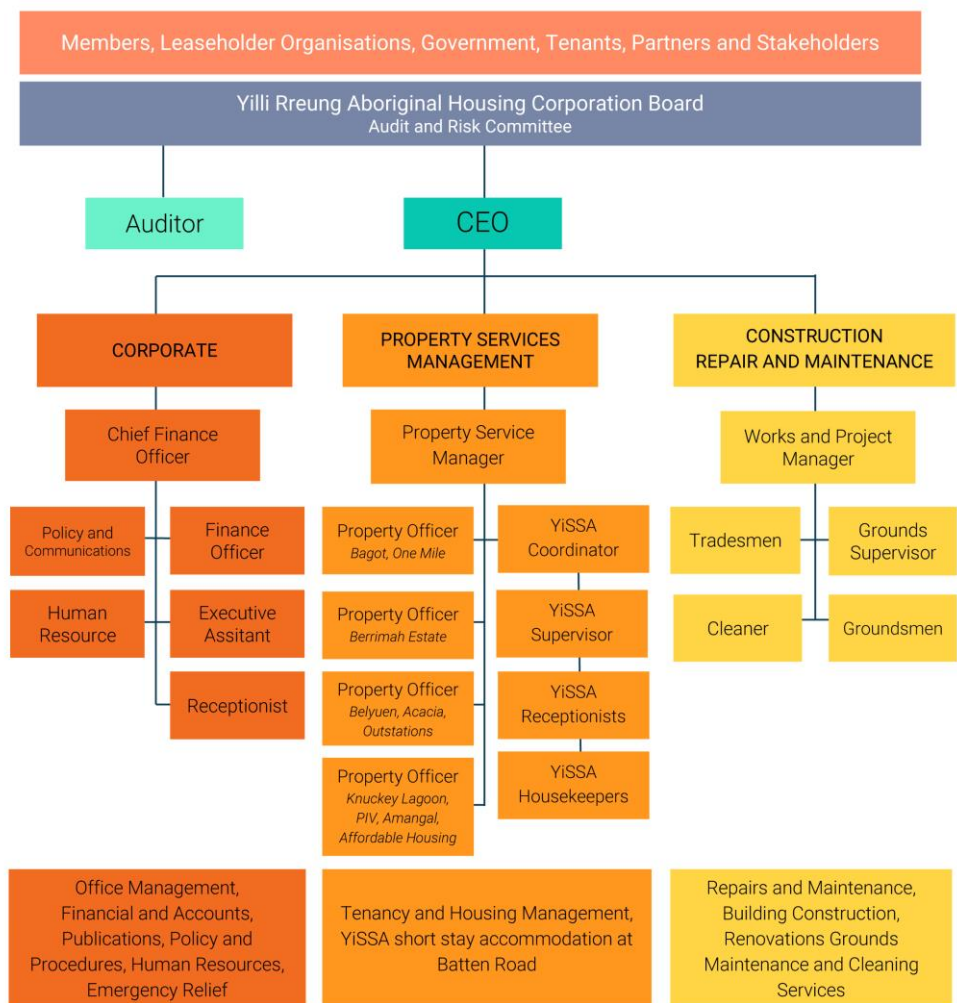


who we are

We are

- An Aboriginal and Torres Strait Islander Corporation registered with ORIC under the CATSI ACT
- A nationally registered Community Housing Provider under the NRSCH
- Governed by a skilled and passionate Board
- An organisation operated by qualified and competent staff
- A provider of property services including cleaning, grounds maintenance, renovations, construction and municipal services
- We manage properties on behalf of our leasehold organisations and government
- We provide a diversity of housing solutions which best suit the needs of our tenants
- We strive to provide holistic support services to our tenants
- We provide a service to a wide range of communities and outstations throughout the Greater Darwin Region.

Corporate Structure



Our Vision

Yilli Housing is the leading independent, non-government, Aboriginal and Torres Strait Islander organisation delivering affordable accessible and sustainable quality housing to people in the Top End of the Northern Territory

Our Mission

- To achieve our Vision, we will:
- Service our client base in a holistic manner which supports our tenants to enhance their living conditions therefore improving their lives.
- Have strong governance and operational structures.
- Have well trained and resourced employees.
- Have a diverse mix of asset structures and funding.
- Provide a culturally appropriate and responsive service in a consistent and timely manner.
- Provide leadership in the NT affordable and community housing space.
- Communicate effectively and work in partnership with government and non-government organisation to benefit our clients.

Our Values

We believe in:

- Having integrity in all our dealings.
- A client centred approach with all our work and activities.
- Recognising and respecting the diversity of our clients and employees.
- Preserving and improving the quality of life for our tenants.
- Appreciating our staff and investing relevant training to enhance the knowledge and skills.

Our Code of Conduct

As an organisation, we:

- Comply with the laws of Australia and Northern Territory and operate within the spirit of those laws
- Respect cultural and moral standards and dignity of the individual
- Demonstrate integrity and humanity avoiding all discriminatory practices including those relating to culture, race, sex, religion or politics
- Respect the confidentiality of information which comes to our employees in the course of their duties
- Manage all available resources effectively and economically
- Foster all employees who seek to integrate their aspirations with the requirements of the organisation
- Ensure that all contracts and terms of business are clear, concise and honoured in full



what we do

Affordable Housing

We place our clients in a range of affordable housing properties in the Greater Darwin area. Yilli owns four of those affordable housing properties.

For over 13 years, Yilli also fully funded the delivery of Berrimah Estate. Berrimah Estate is the only affordable housing estate in Darwin. It accommodates over 50 families, it also offers caravan sites, single men's accommodation and hostels for men and women. Most people on the estate are low to middle income families. Berrimah Estate provides an avenue for people who are disadvantaged in the mainstream rental market to gain a tenancy.

Community Housing

In partnership with Indigenous leaseholder organisations and the NT Government, Yilli Housing provides housing management, maintenance and municipal services to the following communities:

- Bagot Community
- Knuckey's Lagoon Community
- Palmerston Indigenous Village
- Wairuk Community
- Bulgul Community
- Walagurramimi Community
- Amangal Community
- Pandayal Community
- Acacia/Larrakia

We also provide housing management and maintenance to Belyuen Community

YiSSA

Since June 2020, Yilli has managed the provision of short-stay accommodation at 55 Batten Road Marrara. YiSSA initially opened to provide accommodation for remote community visitors who come to Darwin after the COVID-19 biosecurity zones were lifted.

This program is now being developed as a one-stop-service centre to provide dignity services for homeless people in the Darwin region as well as creating pathways and opportunities to end homelessness. Yilli continues to collaborate with the NT Government, local government and other service providers to maximise the utilisation of the facilities.



Berrimah Estate



15 Mile community



YiSSA

Repairs and maintenance

Yilli staff and contractors undertake all housing repairs and maintenance on our properties. Yilli works with quality local contractors with a commitment to employing Indigenous people. Yilli also carries out larger scale works such as housing upgrades and landscaping on Yilli properties and for external and government organisations.

Training & Employment

At Yilli Housing we believe in providing employment and training opportunities for Indigenous people and are always seeking ways to improve the lives of Indigenous people through opportunities to work and study. We have over fifty staff members in full or part-time employment. In keeping with one of our core values, Indigenous employment rates in the organisation are over 80%.

Investment in our people is also another core value of Yilli Housing. Staff training is undertaken in the areas of property management, occupational health and safety, building, construction, administration and grounds maintenance.

Sector Advocacy

Yilli is actively working with NT Shelter, Aboriginal corporations, NGOs, and other Aboriginal community housing providers to address homelessness issues in the NT.

We have representatives on various boards, working groups and committees. We are currently focusing on asset transfer of public housing to community housing provider (CHP). This will leverage our capacity to purchase and develop more houses to add to our portfolio of affordable housing asset.



Yilli's tractor



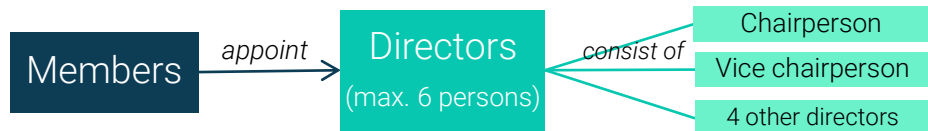
Yilli's maintenance van



Yilli's staff

members

As an Aboriginal corporation, Yilli Housing is incorporated under the CATSI Act. Our rule book (a.k.a constitution) guides how the corporation should be run—for example, how to elect directors and hold valid meetings



type of meetings

There are two types of meeting. Directors' meetings and general meetings.

- **Directors' meetings** must be held once every 3 months and attended by the majority of the directors.
- **General meetings** can be held at any time as required to discuss special resolutions.

AGM (annual general meeting) held every November of the year.

Members' Rights

As a member of a corporation you have certain rights. These rights must be exercised in accordance with Yilli Housing rule book and the CATSI Act.

1. vote at general meetings
2. request to call a general meeting
3. propose a resolution at general meetings
4. demand a poll at a general meeting
5. vote on financial benefits to related parties
6. remove directors
7. access information
8. make an application to a court
9. amend the rule book

All Members are encouraged to be familiar with the CATSI Act 2006 and the Corporation's Rule Book.

The Act and the rule book can be downloaded from the <http://www.oric.gov.au>

MEMBERSHIP FORMS (IB10)

All documents that need to be filled out by a new member are available from **FORM IB10**, which consists of:

- YRHAC Nomination form for membership
- Schedule 1–Application for membership form
- Code of Conduct

Members are encouraged to submit their CV, especially if they want to be part of the Board of Director in the future.

How to be a member

To be a member you must meet the eligibility criteria (see the table on page 9), fill out the membership application form (IB10) and submit the form along with your CV/ Resume. The directors will approve/reject the membership applications during a directors' meeting.

A person does not become a member until their name is entered on the corporation's register of members. New members cannot be added between the notice of a general meeting /AGM and the date of a general meeting/AGM.

There are no membership fees involved, however, a member must stay eligible for membership and must ensure that their address, mobile and email are up to date (membership can be cancelled if the member cannot be contacted for two years).

Members vs directors: the difference

This table explains the difference between members' and directors' roles according to the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act) and Yilli Rule Book.

	Member	Director (The board)
Eligibility criteria	<ul style="list-style-type: none"> • 18+ • Aboriginal and Torres Strait Islander person • 250km of Darwin GPO • Not employee/applicant • Was not an employee in the past 5 years (See Rule Book 3.1)	<ul style="list-style-type: none"> • 18+ • be a member • not an employee • submit a resume • has gone through the YRHAC skill matrix process • must have the required skill set for the board • sign the code of conduct and confidentiality. Not disqualified by CATSI ACT (not bankrupt) check: Police check, register of disqualified officers (See Rule Book 5.3)
Maximum number	Unlimited	6
Appointed	Pass resolution in a director meeting (See Rule Book 3.2)	Must be appointed by members in GM/AGM, except for casual vacancy (See Rule Book 5.5)
Cancellation of membership	Can't be contacted for two years Can only be cancelled at a GM with a special resolution (See Rule Book 3.8)	Did not attend three consecutive directors' meetings w/o notice (See Rule Book 5.10)
Bound to Bankruptcy clause	No	Yes
Related Party Benefit	No	Yes
Vote in a director's meeting	No	Yes (meet at least once every 3 months, AGM is not included)
Vote for a director (in an AGM/ special meeting)	Yes	Yes
Attend a general meeting (both special and AGM)	Yes	Yes
Vote in a general meeting (both special and AGM)	Yes	Yes
Attend a director meeting	No (unless invited)	Yes
Vote in a director meeting	No	Yes
Making a resolution	At an AGM/ GM, (if it's Special resolution – must be approved by >75% of attendees; must show exact wording of the special resolution)	At a director meeting/ circular resolution- must be approved by >50%
	AGM/GM	Directors Meeting
Quorum	1-3 members: 2 members	majority of directors (members not counted as quorum)
Notification given	21 days. Pass a resolution in a directors' meeting to decide the AGM/GM date.	Reasonable notice
Frequency	AGM every year before the end of Nov	Every 3 month (on the dot)
Proxy	Yes (see Rule Book 4.12)	Not allowed



CODE OF CONDUCT

OF DIRECTORS, MEMBERS AND COMMITTEE MEMBERS

All directors, members and committee members of Yilli (All members) are expected to comply with the following code of conduct determined by the Corporation:

1. All members should use the powers for a proper purpose, in the best interests of the corporation as a whole and should not take improper advantage of the position.
2. All members should not make improper use of information acquired and keep confidential information received as part of the corporation's property. It is improper to disclose it, unless that disclosure has been authorised by that corporation or is required by law.
3. All members must act in good faith in what they honestly believe to be the best interests of the corporation, and not for any collateral purpose. This means that, particularly in the event of a conflict of interest between the corporation's interests and their own, the member must always favour the corporation.
4. All members have an obligation to be independent and objective in judgement and actions and to take all reasonable steps to make sound decisions.
5. All members have an obligation, at all times, to comply with the law and should not engage in conduct likely to bring discredit upon the corporation.
6. All members must treat each other and staff with respect. Bullying and harassment will not be tolerated.

GOT A QUESTION
ABOUT MEMBERSHIP?

Contact ORIC

Freecall
1800 622 431
(not free from mobiles)

Email
info@oric.gov.au

Website
www.oric.gov.au



This Code of Conduct is given to all members, directors and committee members in the membership forms (IB10) and must be signed and followed by all members.

board of directors

The Board of Directors is responsible for the strategic direction of the organisation, policy matters and identifying and reporting on key issues. The Corporation's Vision, Mission Statement and Goals and Objectives are the guiding principles for the Board that underpins their actions, decisions and directions.

The main functions of the Board include:

- Fully up to date on what the corporation is doing
- Democratic decision-making.
- Consideration of reports, ask questions of managers and staff through the chair at meetings about how the corporation is going
- Oversee the implementation of plans or policy.
- Perform assessments and reviews.
- Establish, implement and monitor the corporation's strategic plan.
- Ensure legislative or funding requirements are met.
- Ensure transparency and accountability of the corporation and its governance.
- Find out 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
- Take an active part in meetings.

How to be a director

To apply for directorship, you must meet the eligibility criteria (see the table on page 9) fill out the director application forms (IB20) and go through the skill matrix process before being elected.

Yilli will conduct a search on the ASIC and ORIC 'register of disqualified officers' to ensure that director applicants are not disqualified. Yilli may also require a police check and an OCHRE card as part of funding bodies' requirements.

New directors are usually elected during the AGM, or elected by other directors if there is a casual vacancy, by passing a resolution in a directors' meeting.

Yilli implements a rotation system, so that half the directors must retire at each AGM, directors are eligible to be re-elected.

DIRECTOR APPLICATION FORMS (IB20)

All documents that need to be filled out by a director candidate are available from **FORM IB20**, which consists of:

- Director Role Description
- Board Skills Matrix
- Consent to become a director
- The 5 Legal Duties Of Directors

If a director applicant is not a member yet, please fill out the membership application form (except for an independent / non-member director)

Director Role Description

<p>Role Overview</p>	<p>The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage the strategic direction of the corporation, organise and attend director meetings and fulfil other roles in accordance with the Corporation Rule Book and CATSI Act.</p> <p>The number of directors of the corporation is up to six (6).</p>
<p>Eligibility of directors (Refer to: Rule book 5.3)</p>	<p>A director (other than a director appointed under rule 5.7 'Independent or specialist non-member directors') must be:</p> <ul style="list-style-type: none"> ▪ at least 18 years old ▪ be a member ▪ not be an employee of the corporation ▪ submit a resume ▪ has gone through the YRHAC skill matrix process ▪ must have the required skill set for the board ▪ sign the code of conduct and confidentiality. <p>A person is not eligible to become a director as per requirement of the CATSI (ss. 279-5 and 27910 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)).</p>
<p>How to become a director (Refer to: Rule book 5.5)</p>	<p>The corporation can appoint an appropriate eligible director by the members passing a resolution at a general meeting or AGM.</p> <p>Before being appointed as a director, the person must give the corporation their consent in writing to act as a director and comply with section 5.3 'Eligibility of directors' & 5.4 'Majority of director requirements' of the corporation rule book, complete board skills matrix and have the skills required by the board at that time.</p>
<p>Director terms of appointment and rotation (Refer to: Rule book 5.6)</p>	<p>Newly elected directors have a term of two years, which ends at the second AGM after they take office.</p> <p>For directors appointed at the AGM there is a rotation system, so that half the directors must retire at each AGM. Directors are eligible to be re-elected.</p>
<p>Casual vacancy (Refer to: Rule book 5.8)</p>	<p>If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting</p> <p>A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.9) and so the position of that director is vacant.</p> <p>The person must meet the director eligibility criteria in rule 5.3 'Eligibility of directors' and any criteria that apply to the particular vacancy.</p>
<p>Directors' duties and activities</p>	<ul style="list-style-type: none"> ▪ Sign and adhere to the five legal duties of directors. ▪ Adhere to YRHAC rule book, the code of conduct and confidentiality. ▪ Provide approximately 15 hours of volunteer service to the corporation per quarter. (5 hours per month) ▪ Attend all director, committee meetings and/or workshops as required. ▪ Review and sign funding/ grants, audits, NRSCH and CAL registration. ▪ Review and approve relevant policies. ▪ Create and monitor strategic plans. ▪ Select, support, review CEO. ▪ Monitor and manage financial resources. ▪ Assess and develop skills. ▪ Involve in directors and members recruitment. ▪ Promote the corporation in the community.
<p>Delegation powers</p>	<p>The directors can pass a resolution to delegate any of their powers to another director, a committee, a member or an operational staff member.</p> <p>The delegate must follow the directions of the directors when using the delegated powers. The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers. Delegates must report to directors on the exercise of their delegated power.</p>

Skill matrix overview

Yilli Housing has a skills-based board structure. Directors are selected for their skills, knowledge, ability and commitment to assisting the community.

Every new director/ committee member needs to go through the skill matrix process. The purpose of a board skills matrix is to identify the skills, knowledge, experience and capabilities desired of the Board.

A skills matrix is not intended as a report card on individual directors, but a tool for identifying the competencies and skills desired by the Board as a whole, to meet the strategic needs of the Corporation now and into the future.

The Board Combined skill matrix is available in the annual report. Yilli aims to have 'score 3' on each skill set. If there is a skills gap the Board will consider upskilling, outsourcing or appoint new directors to ensure they are adequately equipped to meet challenges.

Sample of Individual Skill Matrix Table

Marking legend

- 0 no experience at all
- 1 Some working knowledge, have little experience
- 2 At least 2 years of working experience and competence; or a qualification.
- 3 A minimum diploma qualification (AQF 5) - or professional/ trade certification (e.g.: comprehensive AICD course, CIPA) plus 2 years working experience.
- 4 Executive/Board level experience (manage the overarching strategy- beyond operational) plus a minimum diploma qualification (AQF 5) plus 2 years working experience.

Industry Knowledge / Experience	Peer Assessment (0-5)	Self-Assessment (0-5)
Housing industry experience	2.8	2
Not-for-profit sector experience	3.0	3
Community affiliation / access	3.0	3
Technical skill / Subject Matter expertise		
Property management	2.5	2
Accounting	3	4
Finance	2	1
Legal / regulatory	2	1
Risk management	3	3
HR management	2	2
Asset Management	3	3
Community relations / stakeholder engagement	3	3
Executive leadership	3.3	3
Government relations / lobbying	2.7	1
Business development	2.7	2
Project Management	2.3	1
Information Technology and Innovation	2.2	1
Strategic planning	2.8	1
Financial literacy	3.7	4
Governance experience	3.5	2
Behavioural Competencies		
	Peer Assessment % yes	Self Assessment (Yes of No)
Cultural sensitivity	100.0%	y
Integrity and high ethical standards	100.0%	y
Commitment	100.0%	y
Communication skills	100.0%	y
Sound judgment	83.3%	y
Ability/willingness to challenge and probe	83.3%	y
Interpersonal relations	100.0%	y

Sample of Board Combined Skill Matrix

Industry Knowledge / Experience	CURRENT COMPETENCY
Housing industry experience	3
Not-for-profit sector experience	3
Community affiliation / access	3
Technical skill / Subject Matter expertise	
Property management	3
Accounting	2
Finance	3
Legal / regulatory / compliance	3
Risk management	2
HR management	2
Asset Management	3
Community relations / stakeholder engagement	3
Executive leadership	3
Government relations / lobbying	2
Business development	3
Behavioural competencies	
Cultural sensitivity	95%
Integrity and high ethical standards	79%
Commitment	93%
Communication skills	86%
Sound judgment	83%
Ability / Willingness to challenge and probe	76%
Interpersonal relations	93%



THE 5 LEGAL DUTIES OF DIRECTORS

Duty of Care and Diligence

(CATSI Act: section 265-1) Directors and other officers must exercise their powers and carry out their duties with reasonable care and diligence.

This means they take their responsibilities seriously.

Directors who act carefully and diligently are interested in what's happening at their corporation and are well prepared to make decisions. For example, they are across their corporation's affairs and:

- Follow their corporation's rule book
- Never miss a meeting and always arrive on time
- Read all the pre-meeting background papers
- Know their corporation's financial position
- Are not afraid to ask a lot of questions—especially if some of the matters presented to them are complicated or unclear.

For other officers of the corporation, acting with care and diligence, could mean, for example, preparing accurate and timely reports for the directors so that they are well informed and in a confident position to make decisions in the best interests of the corporation.

Breach of this duty may result in a civil penalty but not criminal liability.

Duty of Good Faith

(CATSI Act: section 265-5) Directors and other officers must exercise their powers and carry out their duties in good faith in the best interests of the corporation. This means they must be honest and loyal in their dealings with each other and with the corporation.

For example, directors and other officers who act in good faith never make a decision for their own personal advantage. Their one and only concern is to act in the best interests of the corporation as a whole. A breach of this duty may lead to a civil penalty or criminal liability, if the breach is reckless or intentionally dishonest.

THE FIVE LEGAL DUTIES

1. **DUTY of care and diligence**
2. **DUTY to not to improperly use their position or information and confidentiality**
3. **DUTY to not to trade while insolvent**
4. **DUTY of good faith**
5. **DUTY to disclose conflicts of interest**

Duty to Disclose Material Personal Interests

(CATSI Act: section 268-1) Directors must tell each other their personal interests in matters relating to the affairs of the corporation.

This is so directors can avoid making decisions about the corporation which could personally benefit them or their family. 'Material personal interest' is better known as a 'conflict of interest'. If not handled correctly, conflicts of interest may prevent directors from acting only in the best interests of the corporation.

To manage a conflict of interest, a director must declare 'the conflict' to the other directors. This disclosure can take the form of a 'standing notice' or a notice to a specific directors' meeting (where the issue causing the conflict of interest may be up for discussion).

Disclosing a conflict of interest does not automatically mean a director can't be part of a directors' meeting. It may just mean that for a certain part of the meeting (while the matter is discussed) that director steps out. This allows the other directors to talk freely and to make their decision in a neutral environment. Alternatively, the director may be invited to stay if they have 'the fully informed consent of the other directors to be present and vote'—see section 268-20(4) in the CATSI Act. A breach of this duty may result in a criminal penalty.

There is nothing wrong with having a conflict of interest so long as you, as a director, disclose all of the information about the conflict of interest to the other directors and abide by their decision how it is managed.

Duty to NOT Improperly Use Position or Information and Confidentiality

(CATSI Act: sections 265-10 and 265-15) Directors, other officers and employees must not misuse their position, or use information obtained as a result of their position, to gain a benefit for themselves, someone else or to cause harm to the corporation.

For example, they must never pass on personal details about members to other people nor give out information that might allow someone competing for a corporation contract an unfair advantage. A breach of this duty may lead to a civil penalty or criminal liability, if the breach is reckless or intentionally dishonest.

At all times the corporation's interests come first.

Duty to NOT Trade While Insolvent

(CATSI Act: section 531-1) Directors must not allow their corporation to trade when it does not have enough money to pay its bills when they are due.

To be 'insolvent' is to be unable to pay your debts when they fall due. If any one of the directors authorises a transaction, or makes a decision, which causes their corporation to become insolvent, they will have breached their duty to not trade while insolvent.

A breach of this duty may result in a civil penalty and, if dishonest, a criminal penalty.

Directors should always know their corporation's financial position. Only then can they be sure that their corporation is not trading while insolvent.

SEPARATION OF ROLES

between the directors and the operational arm of the corporation

The corporation staff support the directors by carrying out the day-to-day administrative functions which are a normal part of an active corporation. Staff, such as managers/CEOs and chief financial officers, have expertise in their given fields so it is right that the directors call on them for advice.



Respect and trust between the directors and the manager/CEO are essential for a corporation to succeed. This means that managers/CEOs must be given the space to do their job without constant interference from the directors.

It is rarely the intention but sometimes people in corporations 'blur the edges' or 'overstep the mark' when it comes to their role.

conflict of interest

Background

It is an important principle of the CATSI Act for the members and directors to act at all times in the best interest of the Corporation. There are legal requirements to reveal any specific interest any specific interests where conflicts could arise.

49D Disclosure of pecuniary interests

(1) A Member of the Governing Board of an incorporated body who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Board must disclose the nature of the interest at a meeting of the Board as soon as possible after the relevant facts have come to his or her knowledge.

(2) The disclosure must be recorded in the minutes of the meeting of the Board and the Member must not, without the approval of the Board: be present during any deliberation of the Board about that matter; or take part in any decision of the Board on that matter.

In many cases only the individual will be aware of the potential for conflict. Even if the matter only appears to create a conflict with their public duties, Members must declare an interest at the earliest opportunity.

Types of Conflicts of Interest

Situations where “other interest,” could create a conflict of interest include situations where the Board of Management is making a decision which might provide a pecuniary (financial) reward to the Member or to the organisation, person or company with whom the Members has a close association.

These situations include, but are not restricted to:

- Situations where the Member is a party to consultancy which is being debated by the Board,
- Situations in regard to employment terms and conditions, e.g. Where a Member is related to a staff member or applicant,
- Situations of a direct pecuniary nature; for example a request to the Board for reimbursement of expenses, training and conference attendance fees, and any honorariums. These requests are subject to relevant YRHAC policies.

Conflict of Interest is covered under the Conflict of Interest Policy (Policy Ref: B019) as well as Anti-Nepotism and Patronage Policy (Policy Ref: A080) which applies to all YRHAC directors, members, employees and contractors.

Conflict of interest generally refers to a situation where there may be a probable conflict between a person's private interest and their duties or public responsibilities.

Perceptions of conflict of interest are as important as actual conflicts of interest. As the Management of the corporation must be beyond reproach, all Members must endeavour to avoid situations where there may be a reasonable perception of a conflict of interest.



Procedures When Conflict of Interest Arise

When matters arise where the Member has an actual or perceived conflict of interest, the Member must declare their conflict of interest during the Board meeting, or other instances when completing YRHAC business. This will be recorded in the minutes and appropriate action will be taken.

Types of Gifts and Benefits

The receipt of gifts and benefits by Members may also be seen as a conflict of interest as it may imply some obligation to 'return the favour' to the giver.

- 'Free membership' to a body or professional association
- Pecuniary rewards
- Future employment prospects based on a favourable response
- 'In kind' packages e.g. free trips
- The usage of corporation assets

Procedure at Board Meetings

A standing agenda item noting Conflict of Interest should be included on both the Agenda of directors' and general meetings.

Upon declaration of a conflict of interest, the Member/Director must disqualify himself/herself from the decision-making. At board meetings, the Director might be asked to leave the room until the matter is resolved, and this will be noted in the minutes.

Procedure in other situations

There may be other situations when Members are exposed to a conflict of interest situation.

As soon as a Member/Director encounters a possible conflict of interest, that Member through the Chairperson and Chief Executive Officer (CEO) should notify the Board immediately. The Member/Director should provide information about the interest and how it may conflict with the Member/Director's role.

The Member/Director must not be posted any Board or internal papers that discuss the matter. The Member/Director must avoid any informal discussion that might influence fellow Member/Director on the matter.

Yilli Housing Member/Director who wish to apply for positions or contracts within are required to stand down from the membership/ Board

Procedures in relations to gifts and benefits

In consideration to an offer of a gift or benefit, the Member/Director should question whether acceptance places the receiver under any obligation, i.e. Does the gift imply some expectation of service of benefit to the giver?

The Board is to be informed of this potential Conflict of Interest and decide on an appropriate process.

Consequences of Non-Declaration

If a Member/Director fails to declare any such conflicts of interest, he or she will be liable to compensate the corporation for any profit the Member/Director makes from the contract or for any other loss or damage caused to the corporation.

Other consequences include but not limited to cancellation of membership/ directorship, civil penalty and criminal prosecution.

NOTES





YILLI RREUNG HOUSING ABORIGINAL CORPORATION

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YRHAC operates on Larrakia country. We acknowledge the Larrakia people as the Traditional Owners of the Darwin region and pay our respects to Larrakia elders past and present. We are committed to a positive future for the Aboriginal community.

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