

Sea Country Alliance Governance Charter

1 NAME

The name of the organisation is the Sea Country Alliance (herein the “SCA”).

2 ORGANISATION TYPE

The SCA is an unincorporated association whose members agree to operate collectively in accordance with the terms of this Governance Charter to achieve the purpose set out below.

3 PURPOSE

The purpose of the SCA, through the collective actions of its members, is to strive to enhance the capacity of First Nations in Australia and elsewhere in the world to achieve self-determination through the ability to wholly control all aspects of their rights and interests, both economic and cultural, in Sea Country.

4 PRINCIPLES AND VALUES

This Governance Charter underpins the ongoing relationship between the member organisations and is based on recognition of the following principles:

- a. **Mutual respect and trust**
Respect for the independence and expertise of each member organisation and the role and responsibilities held by each organisation.
- b. **Transparency**
Be transparent and act with integrity.
- c. **Sustained outcomes**
Commit to work collaboratively to work towards achieving positive and sustained outcomes for First Nations Peoples and their rights and interests in Sea Country.
- d. **Equality and social inclusion**
Adhere to the principles of equality and social inclusion, recognising each participating organisation is an equal member and will contribute equally throughout this collaboration.
- e. **Diversity**
Respect the diversity of opinions and unique objectives of each member organisation.
- f. **Sharing**
Share and transfer knowledge, skills and expertise to other members.
- g. **Direction**
Provide demonstrated leadership through courage, vision and commitment.
- h. **Decision-making**
Understand, respect and commit to the decisions of the Alliance.
- i. **Integrity**
At all times, act with integrity.

5 FINANCIAL AND CONTRACTUAL ARRANGEMENTS

As an unincorporated association, the SCA has a limited legal personality and contractual ability.

The member organisation auspicing the SCA and the Secretariat acts as agent for the SCA in matters that require a legal personality or contractual ability.

In order to facilitate the purpose of the SCA, the National Native Title Council Ltd (ABN 32122833158) has agreed to act as agent for the SCA in matters that require a legal personality or contractual ability. In so doing the National Native Title Council has agreed to discharge its obligations as agent of the SCA to the extent permitted by the National Native Title Council's obligations to its members and by law. Schedule 1 to this Charter is a signed acknowledgement by the Chief Executive Officer of the National Native Title Council of that company's agreement to act in the manner specified in this clause.

6 MEMBERS

Members should be Aboriginal and/or Torres Strait Islander organisations that are:

- a. formed for the purpose of acting on behalf of Aboriginal and/or Torres Strait Islander People Traditional Owners;
- b. incorporated under relevant legislation and are not for profit;
- c. controlled and operated by Aboriginal and/or Torres Strait Islander People;
- d. governed by a majority Aboriginal and/or Torres Strait Islander governing body; and,
- e. has some responsibility recognised under either Commonwealth or state or territory legislation in respect of land and waters in or immediately adjacent to the Territorial Sea of Australia, including recognition as a Native Title Representative Body or a Native Title Service Provider under ss 203A or 203FE of the *Native Title Act 1993*.

The National Native Title Council is also a member organisation of the SCA.

Any eligible organisation may apply in writing to become a member of the SCA. All applications will be considered at a general meeting of the SCA.

Following receipt of a written membership application and through a general meeting, the SCA will decide whether to allow the applicant to join as a member. In making decisions on applications for membership, the SCA may decide to be flexible if not all requirements are strictly met by an applicant and will consider the best interests of all SCA Members including the need for unity and the need to achieve the objectives of the SCA.

Members commit to advancing the goals of the SCA and agree to the terms of this Governance Charter.

Member organisations, through their nominated representative, have the right to participate and vote at General Meetings of the SCA, and to put forward a nomination for the relevant state or territory representative on the Leadership Group.

7 FOUNDATION MEMBERS

- a. All those organisations that were represented at the National Sea Country Alliance Summit held at the Darwin Convention Centre on 6 and 7 November 2023 and who satisfy the membership criteria contained in rule 6 will be considered Foundation Members of the SCA.
- b. All those organisations that were represented at the National Sea Country Alliance Summit held at the Darwin Convention Centre on 6 and 7 November 2023 and who satisfy the associate membership criteria contained in rule 8 will be considered Foundation Associate Members of the SCA
- c. A Foundation Member or Associate Member of the SCA may resign their membership by providing written notice of their resignation signed by a proper officer of the organisation to the SCA Secretariat by 31 January 2024.

8 ASSOCIATE MEMBERS

Associate Members (**associate member**) should be Aboriginal and/or Torres Strait Islander organisations that are:

- a. formed for the purpose of acting on behalf of Aboriginal and/or Torres Strait Islander People Traditional Owners;
- b. incorporated under relevant legislation and are not for profit;
- c. controlled and operated by Aboriginal and/or Torres Strait Islander People;
- d. governed by a majority Aboriginal and/or Torres Strait Islander governing body; and,
- e. have as an objective of the organisation the advancement of the interests of Traditional Owners in relation to Sea Country.

Any eligible organisation may apply in writing to become an associate member of the SCA. All applications will be considered at a general meeting of the SCA.

Following receipt of a written membership application and through a general meeting, the SCA will decide whether to allow the applicant to join as an associate member. In making decisions on applications for associate membership the SCA may decide to be flexible if not all requirements are strictly met by an applicant and will consider the best interests of the SCA including the need for unity and the need to achieve the objectives of the SCA.

Associate members commit to advancing the goals of the Alliance and agree to the terms of this Governance Charter.

Associate member organisations, through their nominated representative, have the right to participate, but not vote, at General Meetings of the SCA.

9 REMOVING MEMBERS

Subject to Rule 7 b., member and associate member organisations will cease to be a member or associate member of the SCA if they:

- a. Resign from the SCA, in accordance with clause 8 c below.
- b. Are removed by a resolution passed at a general meeting by a majority of the total members of the SCA.

- c. A resignation pursuant to rule 8. a) above is only of effect if:
 - i) It is received by the Co-Chairs in writing and,
 - ii) A period of three months has elapsed since the notice of resignation.

10 GENERAL MEETINGS

- a. General Meetings of the SCA shall be convened at a time determined by the Leadership Group and may be convened telephonically. A meeting may be held both in person and with telephonic attendance. The Leadership Group shall cause for notice of General Meetings to be given all members by email to the member's nominated email address.
- b. There shall be five days' notice of a General Meeting except in the event that the Leadership Group determines a matter is urgent in which case 24 hours' notice of a General Meeting shall be sufficient.
- c. A Member shall be represented at a General Meeting by their nominated representative.
- d. Members shall attempt to resolve matters considered at General Meetings by consensus. In the event consensus cannot be reached a matter shall be determined by a simple majority vote, except as provided in rule 8 b.
- e. Each member organisation present through their nominated representative for a vote can cast one vote. For the elimination of any doubt, voting by a proxy is not permitted at General Meetings.
- f. The quorum at a General Meeting shall be achieved with the presence at the General Meeting of the nearest whole number greater than half of the member organisations.

11 LEADERSHIP GROUP

- a. The function of the Leadership Group is to manage the business of the SCA between General Meetings.
- b. The Leadership Group shall have the authority necessary to carry out its function in accordance with decisions made by the full Alliance.
- c. The Leadership Group may convene committees to assist in achieving the purpose of the SCA involving such members and with such Terms of Reference as the Leadership Group sees fit.
- d. Meetings of the Leadership Group shall be convened at a time determined by the Co-Chairs and shall be convened telephonically. The Co-Chairs shall cause notice of Leadership Group Meetings to all members of the Leadership Group by email to the member's nominated email address.
- e. There shall be five days' notice of a Leadership Group Meeting except in the event that the Co-Chairs determine a matter is urgent in which case 24 hours' notice of an Leadership Group Meeting shall be sufficient.

- f. Leadership Group Members shall attempt to resolve matters considered at Leadership Group Meetings by consensus. In the event consensus cannot be reached a matter shall be determined by a simple majority vote.
- g. There shall be nine Leadership Group Members comprised as follows:
 - i) A nominated representative of a member organisation from each mainland state and the Northern Territory elected by the member organisations from that state and the Northern Territory.
 - ii) A nominee of the Gur A Baradharaw Kod Torres Strait Islander Corporation.
 - iii) A Nominee of the Aboriginal Land Council of Tasmania established under the *Aboriginal Lands Act 1995* (Tas.)
 - iv) A nominee of the National Native Title Council.
- h. There shall be nine Leadership Group Alternate Members comprised as at Rule 11 g (i-iv).
- i. Alternate Members may act in the place of a Leadership Group Member if:
 - i) they both represent SCA members in the same state and the Northern Territory,
 - ii) the Leadership Group Member is absent or unable to perform their duties, or
 - iii) the Leadership Group Member's position is vacant.
- j. Leadership Group Members and Alternate Members shall serve for a term of 1 year and are eligible for renomination.
- k. Membership of the Leadership Group is personal to the individual nominated for the period of their term unless the nominating organisation's advice that the nominee has been replaced for the balance of the term.
- l. All members of the Leadership Group shall be either Aboriginal or Torres Strait Islander (or both).

12 CO-CHAIRS

- a. The Co-Chairs of the SCA shall be one male and one female Leadership Group Member.
- b. Co-Chairs will be nominated by the other members of the Leadership Group and endorsed as Co-Chairs by resolution at a General Meeting of the SCA.
- c. Only the Co-Chairs are authorised to make public statements on behalf of the SCA unless the Leadership Group nominates an alternative spokesperson in respect of a particular matter.

Roles of the Co-Chairs include:

- Chairing meetings,
- Inviting special guests to attend meetings when required,
- Guiding the meeting according to the agenda and time available,
- Ensuring all discussion items are concluded with a decision, action or defined outcome, and
- Review the draft minutes before distribution.

13 SECRETARIAT

As provided for in rule 5, the National Native Title Council acting through its servants and agents shall serve as the Secretariat of SCA. The responsibilities of the Secretariat include:

- Provision of support to the Co-Chairs of SCA.
- Support members to participate in SCA meetings and activities.
- Organise agenda items, meeting papers, venues, and other logistics as reasonably required – seek to distribute papers 5 days ahead of meetings wherever possible.
- Disseminate information concerning the outcomes of SCA meetings within two weeks after the meetings.
- Oversee and monitor the allocation and progress of action items arising from Alliance meetings.
- Collate and record “out of session” decisions made by members of SCA.
- Collate and distribute papers provided by Alliance members.
- Keep a list of all members.
- Maintain and update Alliance documentation and materials.
- Undertake research and policy development in support of SCA activities.

14 CODE OF CONDUCT

14.1 OBSERVING THE GOVERNANCE CHARTER

- a. Members must be committed to observing this Governance Charter, as updated from time to time, and ensuring that their representatives will do so too.
- b. All Members and their Representatives will:
 - i)* act in good faith and support the principles and objectives of the SCA;
 - ii)* contribute to discussions and make decisions and take actions agreed at meetings of the SCA;
 - iii)* act with respect and professionalism at meetings, in correspondence and when engaging with the media;
 - iv)* facilitate an environment where all voices are heard; and
 - v)* seek to make decisions by consensus.

14.2 CONFLICTS OF INTEREST

- a. Representatives participating in decisions being made, or about to be made, by the SCA must declare beforehand any potential conflicts of interest that they, or the Member that nominated them, may have.
- b. A potential conflict of interest arises when a decision made by the SCA:
 - i)* may result in a personal advantage for a Representative or their immediate family; or
 - ii)* may benefit (financial or otherwise) the Member or their Representative; or
 - iii)* may result in a conflict with another role, such as employment, which is held by the

Representative.

- c. Representatives who are uncertain whether they or their member organisation has a potential conflict of interest must promptly notify either of the co-chairs. The co-chairs may seek independent advice as to whether a potential conflict of interest exists and how any such conflict should be managed.
- d. If the SCA Leadership Group decides that the conflict is a material one, the Representative involved, and their member will be required to absent themselves altogether from the decision-making process.

14.3 CONFIDENTIAL INFORMATION

Members and their Representatives may occasionally receive confidential information in their role as Member Representatives. It is their obligation under this Governance Charter to ensure that the information remains confidential and is only used for its intended purpose.

14.4 CONSEQUENCES OF BREACH

If this Code of Conduct is breached, the SCA Leadership Group will decide what action needs to be taken.