

Annexure Y

Transition Principles

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Transition Principles

Terms used in this Annexure are defined in either the ILUA or the Trust Deed.

1. Purpose of Transition Principles

The purposes of the Transition Principles are to :

- (a) ensure that a transparent and accountable process is undertaken to identify the following entities during the period following the ILUA Execution Date and prior to the Trust Effective Date (the **Transition Period**):
 - (i) **Nominee CSC:** an Aboriginal corporation that is eligible for appointment as the Central Services Corporation by the Trustee of the NBT; and
 - (ii) **Nominee RCs:** Aboriginal corporations that are eligible for appointment as the Regional Corporation for each of the Agreement Areas in the ILUAs by the Trustee of the NBT,

(together referred to as the **Nominee Noongar Entities**); and
- (b) provide guidance to the Trustee on how to determine if a Nominee Noongar Entity has satisfied these Transition Principles.

2. Establishment of Nominee Noongar Entities

The Transition Principles are to:

- (a) maximise Noongar Community participation in the development of the Nominee Noongar Entities by the execution of a well defined communication, consultation and participation plan during the Transition Period;
- (b) encourage maximum participation in and membership of the Nominee Noongar Entities by the relevant Agreement Group members and to ensure that those relevant persons have the opportunity to:
 - (i) review, amend and adopt the template Rulebook (as amended) of their relevant Nominee Noongar Entity;
 - (ii) review, amend and adopt the initial Cultural Advice Policy of their Nominee RC; and
 - (iii) review, amend and adopt the initial Cultural Consultation Policy of the Nominee CSC;
- (c) ensure the relevant Agreement Groups participate in:
 - (i) the recruitment, election and appointment of a new board of directors, including independent directors, in accordance with the Rulebook and the relevant Regional Corporation Principles and CSC Principles;
 - (ii) the recruitment, selection and appointment of appropriate senior management and staff; and
 - (iii) the relevant Agreement Group Endorsement of a Nominee RC and a Nominee CSC.

3. Satisfaction of Transition Principles

The parties agree that:

- (a) a Nominee Noongar Entity must satisfy the Trustee that a transparent and accountable process was undertaken to establish the Nominee Noongar Entity in accordance with these Transition Principles and that the Nominee Noongar Entity genuinely reflects the outcomes of that process; and
- (b) pursuant to clause 4 and clause 5 of the Trust Deed:
 - (i) once the Trustee receives an ENE Nomination from a Nominee Noongar Entity, the Trustee must appoint the Nominee Noongar Entity as RC or CSC only if the Trustee is satisfied that the Nominee Noongar Entity is eligible to act as RC or CSC; and
 - (ii) in addition to compliance with the CSC Principles, RC Principles and the Transition Principles, eligibility to act as RC or CSC includes the requirement for a valid Agreement Group Endorsement and State Endorsement.