

CAPABILITYSTATEMENT



Although we have offices in Brisbane, Sydney and Perth,
our Professional Team visit clients all around Australia.
This document showcases some of their locations.

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We are honoured to have the opportunity to engage with
Indigenous communities for whom we have, and owe, great
respect . As Cleary Hoare’s Indigenous enterprise development
sector continues to grow, we welcome the evolutionary
changes it brings to our firm and the way we operate.

ABOUT US

Our values are passion,
innovation, support
excellence and fun

Cleary Hoare Solicitors is a boutique law firm that has built its foundations on assisting Australians with tax planning and tax advice, estate planning, asset protection, commercial transactions and dispute resolution. Our values are Passion, Innovation, Support, Excellence and Fun.

PASSION. WE REALLY LOVE WHAT WE DO. We deliver practical and trusted solutions and, where necessary, bold and ground-breaking outcomes. We approach our work with ingenuity and imagination. We strive for excellence in all areas of our business. We pride ourselves on delivering outstanding results.

INNOVATION. We have our eye on the shifting sphere of law in modern Australia and we are constantly developing new products and services to better utilise opportunities that arise from changes in law, particularly those relevant to our unique and varied clientele. Over the past forty years Cleary Hoare's products and services have evolved to suit our client's needs, pushing us to further explore solutions and develop opportunities for rural, regional, and Indigenous clients.

SUPPORT. We recognise the importance of community, family and culture which can be seen and felt within our firm. We believe that to truly understand our clients' needs, we need to immerse ourselves in your communities, culture and lifestyle. We travel to you, we learn from you, and bring that back to the office to develop and achieve collaborative and innovative outcomes. We are not strangers to board meetings under the shade of a tree, nor taking instructions over scones and tea with the family, or even the local pub. We have offices in Brisbane, Sydney and Perth and travel virtually everywhere in between.

While we support each other, we have also established our Ongoing Protection Model, which allows our clients to feel safe in their growth, knowing we are there to guide them through the changes new business solutions can bring. Clients feel they can call, 'after the job is done', for support and advice on implementing and managing our solutions.

EXCELLENCE. To achieve your personal and commercial goals, you require access to outstanding legal minds. You should expect the highest levels of personalised service the best advice and the most innovative solutions. Our Principals are all leading tax and trust lawyers with extensive experience and passion for their practice areas. Many of us have a love of the 'bush' and a unique connection with our Indigenous clients – we are always excited to share the insights and lessons gained through these connections.

FUN. We work hard, and we play hard. We are small (but close) team who are able to tackle voluminous and complex work. This is because we are more than a law firm, we are a family of passionate people with the same objectives: to strive for excellence, to support each other, and when the job is done, to have some laughs and share a meal.

Our aim is to provide answers
to your questions and solutions
to your problems



- Under the terms of a Bloodline® Trust:
- The passing of the capital assets or proceeds is limited to the Will-maker's bloodline;
 - Income may be distributed to a broader range of beneficiaries, including in-laws (at the discretion of the trustee);
 - Assets are protected from attacks against beneficiaries, whether from personal creditors or the Family Court.

WHO ARE OUR CLIENTS WHAT DO WE DO?

We offer a range of services, both legal and commercial to native title bodies corporate in the Pilbara, Gulf of Carpentaria and the Kimberley.

Our clients are often private family businesses in areas ranging from professional services to rural business and primary producers. We deal frequently with sugar cane, banana, and cotton, cattle and sheep growers, as well as mining, rigging, transport and property development companies.

We have built our foundations on providing commercially focused legal services, expert tax advice and estate planning solutions to city based and rural clients. Changes to the private business environment and legislative landscape over the years has driven our capabilities in new directions. We now offer a range of services, both legal and commercial, to Native Title Bodies Corporate in the Pilbara, Gulf of Carpentaria and the Kimberley.

To that end, we are increasingly focussed on delivering comprehensive Indigenous Enterprise Development Services.

OUR SERVICES INCLUDE

We use our market leading understanding of business structures, tax law and asset protection to assist Indigenous groups to make the most of the opportunities that arise under Native Title Determinations and Indigenous Land Use Agreements. We guide you through the steps to achieve your objectives while maximising asset protection, tax effectiveness, operational flexibility and good governance.



ESTABLISHING FLEXIBLE AND TAX
EFFICIENT ‘BENEFIT MANAGEMENT
STRUCTURES’



COMMERCIAL
AND CHARITABLE TRUSTS



CORPORATE COUNSEL SERVICES



JOINT VENTURES



GOVERNANCE AGREEMENTS



COMMERCIAL CONTRACTS



TAXATION ADVICE



LITIGATION

WE ARE GOOD AT WHAT WE DO

We are lucky to enjoy continuing, and mutually beneficial, relationships with our Indigenous clients across Northern Australia which, in a snapshot, have seen us undertake:

IMPLEMENTATION OF BENEFIT MANAGEMENT STRUCTURES, related tax and commercial advice and negotiation of agreements and joint ventures stemming from Indigenous Land Use Agreements;

CORPORATE GOVERNANCE and company administrative services and/or support;

PROVIDING ADVICE to contracting parties and communities on the structure of benefits payable under agreements made, and ongoing support in compliance with rights and obligations arising from the terms of a given agreement; and

BUSINESS SUPPORT and advice on structures, board participation and dispute resolution within and outside Indigenous communities and their bodies corporate.

We are experts in Taxation and Capitial Protection for private business

We use our market leading understanding of business structures, tax law and asset protection to help you achieve your objectives while maximising protection, tax effectiveness, and operational flexibility.



We enjoy chatting to people about their goals! Call any of our offices to chat to our professional staff, or make an appointment at a location thats convenient to you!



INDIGENOUS JOINT VENTURES

What is a Joint Venture?

A Joint Venture is a relationship between parties where they share the product or output of an enterprise. A Joint Venture should be distinguished from a Partnership, where the partners share the profits and are jointly and severally liable for the debts of the partnership. A properly structured Joint Venture will not impose joint and several liability on the joint venture parties.

There are two main types of Joint Venture: an Unincorporated Joint Venture, where the rights and obligations of the parties are set out in a Joint Venture Agreement and an Incorporated Joint Venture, which generally takes the form of a company

in which the participants hold shares, and which is governed by a Shareholders Agreement. In either case, the document governing the joint venture sets the rules and responsibilities of the parties and each party's entitlements.

Are Joint Ventures only useful for mining contractors?

No. Joint Ventures have an incredibly wide and varied application. We have assisted with the establishment of many successful joint venture arrangements in the areas of tourism, maintenance, small construction projects and service delivery. In these cases, some are focused on financial returns and others deliver broader involvement in training, business referral and endorsement.

With the right advice, Joint Ventures can deliver great benefits to all parties involved

All major mining and contracting companies and, increasingly, those in other industries, have come to realise that, in order to deliver sustainable financial returns to

their shareholders, they must play a part in creating economic, environmental and social stability in the regions in which they operate.

Most, if not all, have developed policies that cover investment in Indigenous enterprise. Whilst the details of each policy differ, they each contain a preference for contractors with substantial Indigenous involvement or ownership.

We aim to establish mutually beneficial and commercially advantageous joint ventures so that benefits flow to traditional owners, allowing for independent generation of income, reduced dependence on mining royalties, and through our ongoing client support structure and Corporate Counsel services, autonomous business management skills and capabilities. With the right relationship, and the right advice,

Indigenous Joint Ventures are not limited to mining contractors

HOW DO YOU GET A JOINT VENTURE OFF THE GROUND?

There is no single process for developing a Joint Venture, but the following is a general roadmap:

- ▶ Identify a Joint Venture opportunity
- ▶ Select a Co-Venturer
- ▶ Enter into a 'Memorandum of Understanding'
- ▶ Undertake Due Diligence
- ▶ Choose Joint Venture Structure and Execute Agreements
- ▶ Begin implementation / operations
- ▶ Measure performance and results for parties regularly

CLEARY HOARE HAS STRUCTURED JOINT VENTURES FOR INDIGENOUS GROUPS ACROSS NORTHERN AUSTRALIA SINCE 2013

Our commercial tax and structuring expriene has enabled us to ensure:

The structures constituted for each community ensured that benefits negotiated with mining companies and other bodies were dealt with appropriately for tax purposes.

The benefit management structures have robust and realistic governance regimes, and, more importantly for the communities, incorporate traditional and cultural decision making processes and authority into the normal corporate model for owning, managing and operating assets, community funds and businesses. From that foundation work, we have assisted in the establishment

of many joint ventures between community controlled entities and private business in each of those regions.

Without breaching any confidentiality rules, we are at liberty to outline some recent projects from which you may draw some parallels for other applications:

PILBARA

The Yindjibarndi commercial compensation agreement with Rio Tinto Iron Ore ("RTIO") and resulting ILUA, including all Benefit Management Structures, tax and commercial advice, negotiation of the agreement with RTIO and installation of the first company boards controlled by the Yindjibarndi People.

PILBARA

Ngarluma Aboriginal Corporation - supporting the executive team on board governance issues and company secretarial matters.

PILBARA

Contracting parties for the Burrup Peninsula Agreement ("BMIEA") - advice to all contracting parties/ communities on the structure of benefits payable under that

agreement, including business structures, board participation, and so on, Contracting parties for that agreement are Yindjibarndi Aboriginal Corporation, Ngarluma Aboriginal Corporation, Wong-Goo-Tt-Oo Aboriginal Corporation, Murujaga Aboriginal Corporation, and others.

GULF OF CARPENTARIA

Gangalidda and Gurawa Native Title Aboriginal Corporation - benefit management structures, governance and joint ventures.

THE KIMBERLEY

Winun Ngari Aboriginal Corporation - benefit management structures, governance and joint ventures.

THE KIMBERLEY

Working exclusively with the owners of the township of Cockatoo Island and other commercial and Indigenous Stakeholders to drive new enterprise in the North Kimberley.

SOUTHERN GOLDFIELDS WA

Ngadju Aboriginal Corporation - benefit Management Structures, Governance and Joint Ventures.

INDIGENOUS BUSINESS INVESTMENT STRUCTURES

We're experts in Taxation and Capital Protection for private business.

We combine the use of structures such as Trusts, Partnerships, Joint Ventures and Companies with strategic commercial legal advice. We are not native lawyers, and we do not wish to be native title lawyers. In our experience, the needs of Indigenous groups with respect to their business and investment structures, are very similar to the needs of our other SME clients.

We use our market leading understanding of business structures, tax law and asset protection to assist Indigenous groups to achieve their objectives, while maximising asset protection, tax effectiveness, operational flexibility and good governance. We also offer Indigenous groups our Corporate Counsel service as part of the joint venture implementation and operations phases.

QUESTIONS? GIVE US A CALL OR [CLEARYHOARE.COM.AU](https://clearyhoare.com.au)

We enjoy chatting to people about their goals.

Call any of our offices to chat to our professional staff, or make an appointment at a location convenient to you. Our professional team travel all around the country on a monthly basis.

CLEARYHOARE



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Call any of our offices to chat to our Professional staff, or make an appointment at a location convenient to you.

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