

**Papulankutja Artists Aboriginal
Corporation
ICN 4423**

This constitution has been prepared to comply with the *Corporations
(Aboriginal and Torres Strait Islander) Act, 2006*

2009

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1. Name

The name of the corporation is **Papulankutja Artists Aboriginal Corporation**.

2. Objectives

Papulankutja Artists Aboriginal Corporation aims to:

- to relieve poverty, sickness, destitution, helplessness, distress, suffering and misfortune amongst the community.
- to provide opportunities for community members to develop their skills through training in the production of art work and management of art business.
- to promote cultural maintenance and enhance self-esteem by acknowledging the economic and social value of Aboriginal art, language and culture.
- to facilitate economic development with the development and sale of art works.
- to provide training and employment opportunities for community members through the sale of art works and management of art business.
- to operate and maintain a gift fund to be known as 'The Papulankutja Artists Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3. Key Definitions

'**Community**' means the community of Blackstone, other wise known as Papulankutja and other communities agreed to by the members of Papulankutja Artists.

'**Governing Committee member**' means a Director under the *CATSI Act,2006*.

4. Members

4.1 Who is eligible?

A person who is eligible to apply for memberships must be a person who is:

- Aboriginal
- who is at least 18 years old or more
- who lives most of the time at Papulankutja
- who follows the law and culture of Papulankutja
- a person who was a member but whose membership has been stopped.

4.2 How to become a member

A person becomes a member if:

- a person applies in writing
- the person is eligible under rule 4.1
- the Governing Committee agree
- the person's name is entered on the register of members.

4.3 Members' rights

A member:

- can attend, speak and vote at General Meetings
- can be made a Governing Committee member
- can put forward resolutions at General Meetings
- can ask Governing Committee members to call a General Meeting
- can look at the books and records of Papulankutja Artists Aboriginal Corporation (if the Governing Committee members have authorised them to do this, or if the members have passed a resolution which lets them do this).

4.4 Members' responsibilities

A member:

- must follow these rules
- let Papulankutja Artists Aboriginal Corporation know if they change their address
- treats other members with respect.

4.5 Liability of members

Members do not have to pay Papulankutja Artists Aboriginal Corporation debts if Papulankutja Artists Aboriginal Corporation is wound up.

4.6 How to stop being a member

A person stops being a member if:

- they resign in writing
- they die
- their membership is cancelled.

The person's name and the date they stopped being a member is put on the register of former members.

4.7 Cancelling membership

Membership is cancelled if a member:

- cannot be contacted
- misbehaves or
- is not an Aboriginal person.

The member can only be removed by special resolution at a **General Meeting**. The Governing Committee members must send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

If a person is not eligible for membership for some other reason, the **Governing Committee** members can cancel their membership by passing a resolution at a Governing Committee meeting. Before the meeting the Governing Committee members need to give the member 14 days to object in writing. If the member objects, the Governing Committee members cannot cancel the membership. The member can only then be removed at a General Meeting by resolution.

4.8 The register of members

The register must contain:

- members and former members names and addresses
- the date on which the names were put on the list
- list of former members with the date when they stopped being a member.

It must be kept at Papulankutja Artists Aboriginal Corporation's document access address.

It must be available at the Papulankutja Artists Aboriginal Corporation's Annual General Meeting (AGM).

5. Meetings

5.1 AGM timing

Papulankutja Artists Aboriginal Corporation must hold an AGM before the end of November each year.

5.2 AGM business

AGMs are for:

- confirming the minutes of the previous General Meeting
- presenting general reports: financial reports, Governing Committee members' reports
- electing members of the Governing Committee
- choosing an Auditor and agreeing on their fee
- checking the register of members
- asking questions about how Papulankutja Artists Aboriginal Corporation is managed.

5.3 General Meetings

A member of the Governing Committee can call a General Meeting of Papulankutja Artists Aboriginal Corporation.

Any five members may ask Governing Committee members to call General Meetings. They must sign a written request for the meeting which says what the meeting will be about.

The Governing Committee members must call the General Meeting within 21 days.

5.4 General Meeting business

General Meetings are for:

- confirmation of the minutes of the previous General Meeting
- everything in the notice of the General Meeting.

5.5 Notice for General Meetings

At least 21 days notice must be given.

The notice must be given to members, Governing Committee members, the contact person and the Auditor.

The notice must set out:

- the place, date and time of the meeting
- the business of the meeting
- if a special resolution is being proposed and what it is
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal and Torres Strait Islander custom), sent to their address, sent by fax, or sent by email.

5.6 Members' resolutions

Members can propose a notice of resolution and then give it to Papulankutja Artists Aboriginal Corporation.

At least five members are needed to propose a resolution.

A notice of the member's resolution must be set out in writing and must be signed by the members proposing it.

Papulankutja Artists Aboriginal Corporation must give notice of the resolution to all people entitled to it (see rule 5.5).

Papulankutja Artists Aboriginal Corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

5.7 Quorum at General Meetings

A quorum for a General Meeting shall be 10 members.

The quorum must be present during the whole meeting. If there is no quorum after one hour the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

5.8 Chairing General Meetings

The Chairperson will chair General Meetings. If they are not available the Governing Committee members may elect someone to chair the meeting. If they don't, the members must elect someone.

5.9 Using technology

General Meetings can be held in more than one place using any technology that gives members a way of taking part.

5.10 Voting

Each member has one vote.

The Chairperson has one vote.

A resolution can be decided by a majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not a show of hands – for example, by writing on a voting paper or placing marbles in labelled jars).

The Chairperson tells the meeting whether they have received any proxy votes and what they are.

The Chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

5.11 Demanding a poll

Any member, who can vote on the resolution, or the Chairperson, can demand a poll.

A poll can be held before or after a show of hands vote.

5.12 Proxies

Members can appoint a person to attend meetings and vote for them. This person is called a 'proxy'.

Proxies can also speak at meetings and join in demanding a poll.

They can vote if their appointment allows them to.

A proxy appointment must contain the member's name and address, Papulankutja Artists Aboriginal Corporation's name, the proxy's name, the meetings where the proxy is going, and it must be signed by the member.

Papulankutja Artists Aboriginal Corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be proxy for more than one member.

6. Governing Committee

6.1 Number of Governing Committee members

There shall be not less than five members of the Governing Committee and one ex officio member. The ex-officio member shall be the Manager of Papulankutja Artists Aboriginal Corporation.

6.2 Eligibility of Directors

A Director (except for the ex-officio member) must be:

- Aboriginal
- a member
- at least 18 years old or more
- who lives most of the time at Papulankutja
- who follows the law and culture of Papulankutja
- who has completed at least five paintings with Papulankutja Artists Aboriginal Corporation
- a person who was a member but whose membership has been stopped.

6.3 Majority of Governing Committee member requirements

A majority of Governing Committee members must not be employees of Papulankutja Artists Aboriginal Corporation.

6.4 How to become a Governing Committee member

Nominated members for the Governing Committee must accept their nomination in writing.

Governing Committee members are elected at the AGM (Clause 5.2).

Where a casual vacancy arises, Governing Committee members are appointed as described at Clause 6.7

6.5 Governing Committee members' terms of appointment

Governing Committee members are appointed at the AGM for a term of one year. They are eligible to be re-elected.

6.6 How to become an office bearer

There shall be a Chairperson, Secretary and Treasurer who shall be office bearers and shall be elected by the Governing Committee members at their first Governing Committee meeting after each AGM.

6.7 How to fill vacancies

Governing Committee members can fill casual Governing Committee vacancies including office bearers.

Governing Committee members can appoint someone as a Governing Committee member to make up a quorum. This appointment must be confirmed by resolution at the next general meeting or they stop being a director.

6.8 How to stop being a member of the governing committee

To stop being a member of the governing committee:

- the Governing Committee member dies
- the Governing Committee member resigns in writing
- the Governing Committee member's appointment expires
- the Governing Committee member is removed as a Governing Committee member by the members or by the other Governing Committee members
- the Governing Committee member becomes disqualified from managing a corporation.

6.9 How to remove a Governing Committee member

By the members

Members can remove a member of the Governing Committee by writing a notice for a resolution to remove the member and give it to Papulankutja Artists Aboriginal Corporation at least 21 days before a General meeting where the resolution will be dealt with.

Papulankutja Artists Aboriginal Corporation must give the Governing Committee member concerned a copy of the notice as soon as possible.

The Governing Committee member can give Papulankutja Artists Aboriginal Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the Governing Committee members

Governing Committee members can only remove a Governing Committee member if the Governing Committee member fails to attend three or more consecutive Governing Committee meetings without a reasonable excuse.

Governing Committee members must give the Governing Committee member a notice in writing and they must give the Governing Committee member at least 14 days to object in writing.

If the Governing Committee member objects, they cannot remove the Governing Committee member. The Governing Committee member can then only be removed then at a General Meeting by resolution.

6.10 Governing Committee members and officers' duties

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

6.11 Conflict of interest (material personal interest)

A Governing Committee member who has a material personal interest in a Papulankutja Artists Aboriginal Corporation matter must tell the other Governing Committee members.

This notice must give details of what the interest is and how it relates to Papulankutja Artists Aboriginal Corporation. It must be given at a Governing Committee members' meeting as soon as possible and it must be recorded in the minutes of the meeting.

6.12 Payment

Governing Committee members are not paid unless they are employees of Papulankutja Artists Aboriginal Corporation, or unless they have a contract to provide goods and services (so long as the Governing Committee member has exercised any duty to disclose conflict of interest).

Papulankutja Artists Aboriginal Corporation may pay the Governing Committee member's travelling and other expenses for attending meetings or to do with other Papulankutja Artists Aboriginal Corporation business.

6.13 Delegation

Governing Committee members can pass a resolution to delegate any of their powers to:

- another Governing Committee member
- a committee of Governing Committee members
- an employee of Papulankutja Artists Aboriginal Corporation.

6.14 Related party benefit

If Papulankutja Artists Aboriginal Corporation wants to give a financial benefit to a Governing Committee member or related party (such as a family member of a Governing Committee member) it must get the approval of the members by following the procedure in part 6.6 of the *CATSI Act*.

6.15 Governing Committee meetings

The Governing Committee members must meet at least once every three months.

The Governing Committee members will usually decide at a meeting when and where the next meeting will be.

A Governing Committee member can call a meeting by giving reasonable notice to all the other Governing Committee members.

6.16 Quorum for Governing Committee meetings

At least four Governing Committee members must be present at all times during the meeting.

6.17 Chairing Governing Committee meetings

The Chairperson of the Governing Committee shall chair committee meetings.

If the Chairperson is not available or does not want to chair a meeting, the Governing Committee members present at a committee meeting can elect a Governing Committee member to chair the meetings.

6.18 Using technology

A Governing Committee meeting can be held at more than one place using any technology, as long as all Governing Committee members agree to it.

6.19 Resolutions at Governing Committee meetings

A resolution of Governing Committee members must be passed by a majority of the votes.

Resolutions can be passed without a Governing Committee meeting if all Governing Committee members sign a statement that they are in favour of it.

7. Contact person

The contact person must be at least 18 years old.

The Governing Committee members appoint a contact person.

The Governing Committee members decide the contact person's pay and terms and conditions of employment, if any.

The contact person must pass on any correspondence received to at least one of the Governing Committee members within 14 days.

The contact person must give Papulankutja Artists Aboriginal Corporation their consent in writing to become a contact person.

8. Records

Papulankutja Artists Aboriginal Corporation must keep:

- minutes of meetings (in writing or as an audio visual recording)
- a Rule Book (Constitution)
- a register of members and of former members
- list of names and addresses of Governing Committee members, officers and the contact person
- financial records.

The must be kept at Papulankutja Artists Aboriginal Corporation's document access address.

9. Finances

All monies of Papulankutja Artists Aboriginal Corporation must be deposited in Papulankutja Artists Aboriginal Corporation's bank account.

Papulankutja Artists Aboriginal Corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least one Governing Committee member and the ex-officio member, or by at least two Governing Committee members.

All accounts must be approved for payment at a Governing Committee members meeting.

10. Gift fund rules.

Papulankutja Artists Aboriginal Corporation shall maintain for the main purpose of Papulankutja Artists Aboriginal Corporation a gift fund:

- to be named 'The Papulankutja Artists Aboriginal Corporation Gift Fund'.
- which must receive gifts of money or property for the purposes of the objectives of Papulankutja Artists Aboriginal Corporation.
- which must have credited to it any money received by Papulankutja Artists Aboriginal Corporation because of those gifts.

The gift fund must not receive any money or property other than that stated above.

Papulankutja Artists Aboriginal Corporation shall use gifts made to the gift fund and any money received because of them **only** for the principal purpose of Papulankutja Artists Aboriginal Corporation

Receipts issued for gifts to the gift fund must state:

- the full name of Papulankutja Artists Aboriginal Corporation,
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of Papulankutja Artists Aboriginal Corporation; and
- the fact that the receipt is for a gift.

As soon as:

- The gift fund is wound up, or
- Papulankutja Artists Aboriginal Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*;

any surplus assets of the gift fund must be transferred to another fund or authority of institution, which has similar objectives to Papulankutja Artists Aboriginal Corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997* and be an endorsed Public Benevolent institution.

11. Application of funds and winding up.

Governing Committee members must use the money and property of Papulankutja Artists Aboriginal Corporation to carry out its business. They must not give the money and property to members of Papulankutja Artists Aboriginal Corporation.

If Papulankutja Artists Aboriginal Corporation is wound up, and after all debts and liabilities have been paid and there is still surplus assets of Papulankutja Artists Aboriginal Corporation, the

members must pass a special resolution at a General Meeting relating to the distribution of the surplus assets of Papulankutja Artists Aboriginal Corporation. The money must be spent in accordance with the objects of this Constitution and with rule 10 'Gift fund rules'.

12. Dispute resolution process

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to Papulankutja Artists Aboriginal Corporation.

If the dispute is about the interpretation of the *CATS/ Act* and/or of Papulankutja Artists Aboriginal Corporation's rules, the Governing Committee members of any of the dispute parties may ask the Registrar for an opinion.

The Governing Committee members must help the parties resolve the dispute within 20 business days after Papulankutja Artists Aboriginal Corporation receives notice.

If the Governing Committee members cannot resolve the dispute, it must be put to the members to resolve at a General Meeting.

13. Sub-Committees

The Governing Committee may appoint a sub-committee from its members and shall determine the responsibilities and powers of the sub-committee.

Unless the Governing Committee decides otherwise, a sub-committee shall:

- have a quorum of three at its meetings, unless the sub-committee resolves that a larger number shall be a quorum; and
- appoint one of its members to be responsible for calling meetings of the sub-committee and inform Papulankutja Artists Association of the name of the responsible person.

Application for membership

Papulankutja Artists Aboriginal Corporation

I, _____
(first or given name) (surname)

of _____
(address of member)

hereby apply for membership of the

Papulankutja Artists Aboriginal Corporation

Signed _____

Date _____ / _____ / 20

Appointment of proxy

Papulankutja Artists Aboriginal Corporation

I, _____
(full name of member)

of _____
(address of member)

being a member of Papulankutja Artists Aboriginal Corporation hereby appoint

(full name of proxy)

of _____
(address of proxy)

*being a member of Papulankutja Artists Aboriginal Corporation, as my proxy to vote for me on
my behalf at the General Meeting of*

*Papulankutja Artists Aboriginal Corporation (Annual General Meeting or other General Meeting,
as the case may be)*

to be held on the _____ / _____ / 20 and at any adjournment of that meeting.

Signed _____
(member appointing proxy)

Date _____ / _____ / 20

NOTE: A proxy vote may not be given to a person who is not a member of Papulankutja Artists Aboriginal Corporation.

Nomination of representative to the Governing Committee

Papulankutja Artists Aboriginal Corporation

I, _____

(full name person nominating)

of _____

(address of person nominating)

nominate

(name of Nominee)

of _____

(address of nominee)

for the position of Governing Committee member. to be appointed to the Governing Committee of Papulankutja Artists Aboriginal Corporation at the General Meeting (Annual General Meeting or other General Meeting) to be held on the

_____ / _____ / 20 and at any adjournment of that meeting.

Signed _____

(person nominating)

Date _____ / _____ / 20

I accept the nomination.

Signed _____

(nominee)

Date _____ / _____ / 20