

**CONSTITUTION OF  
Papunya Tjupi Art Centre Aboriginal Corporation**

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APPENDIX - PROXY FORM

**CONSTITUTION OF  
Papunya Tjupi Art Centre Aboriginal Corporation**

**1. NAME:**

1. The name of the Association is: Papunya Tjupi Art Centre Aboriginal Corporation

**2. INTERPRETATION:**

2. In this constitution:

**"Aboriginal"** means a person who is:

- (a) a member of the Aboriginal race of Australia; or
- (b) a descendant of an indigenous inhabitant of the Torres Strait Islands;

**"ACA Act"** means the *Aboriginal Councils and Associations Act 1976* as amended from time to time;

**"Adult Aboriginal"** means an Aboriginal who has attained the age of 18 years.

**"Committee"** means the Governing Committee as provided for in these rules;

**"Meeting"** means, whether a Committee Meeting or a General Meeting, a meeting that is held where persons meet personally or by telephone, radio, video link, television, satellite link or any other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants to conduct business, to adjourn and otherwise regulate their meetings as they consider reasonable and appropriate.

**"Public Officer"** means the person appointed by the Committee to be the public officer as defined by the ACA Act;

**"Quorum"** means the minimum number of voting members required to be present at a meeting whether a committee meeting or a general meeting in order that the meeting may begin and complete (decide) its business;

**"Registrar"** means the person appointed by the Minister under the ACA Act to be the Registrar of Aboriginal Corporations;

Expressions used in these rules have the same meanings as those given in the ACA Act; and

unless otherwise stated:

- (a) words or numbers in the singular include the plural and vice versa;
- (b) any inconsistency between these rules and the ACA Act shall be resolved in favour of the ACA Act; and
- (c) reference to a "member" does not include associate members.

**3. TYPE OF ASSOCIATION:**

3. The Association is an Incorporated Aboriginal Association under the ACA Act.

**4. REGISTERED OFFICE:**

4. The registered office of the Association shall be at the official address of the Public Officer notified to the Registrar of Aboriginal Corporations in accordance with section 57 of the ACA Act.

**5. LIABILITY OF MEMBERS:**

5. The members of the Association shall not be liable to contribute towards the payment of the debts and liabilities of the Association.

**6. PURPOSE AND OBJECTS:**

- 6.(1) The Association is formed for the following purpose:
- (a) To encourage and support Aboriginal Art and Craft in the Papunya community.
  - (b) To foster the preservation and development of Aboriginal traditional culture and language.
  - (c) To develop partnerships with universities, colleges and schools to promote excellence, professionalism and diversity in art production.
  - (d) To relieve poverty in the Papunya community by improving the standard of living, the quality of life, and the social and economic conditions of the Papunya community, including to address all issues relating to the social and economic disadvantage which affect the Papunya community.
  - (e) To promote the welfare and advancement of the Papunya community.
  - (f) To work towards providing the Papunya community with resources and facilities to maintain a standard of living on a level equitable with the broader Australian community

**7. POWERS:**

7. The Association shall, subject to the provisions of the ACA Act, have power to do all such lawful things as may seem to the Committee necessary to carry out the objects of the Association.

**8. MEMBERSHIP:**

- 8.(1) Subject to Rule 8 (2), membership of the Association shall be open to adult Aboriginal persons normally and permanently resident in Papunya and its outstations.
- 8.(2) The members of the Association shall be those Aboriginal persons who qualify for membership, who apply to the Committee in writing and whom the Committee decides to accept to membership. A register of members shall be kept by the Public Officer.
- 8.(3) All members shall be entitled to attend, speak and vote at general meetings of the Association and be eligible for election or appointment as members of the Committee and as office bearers. Upon request, the Association shall give a member a copy of this constitution.
- 8.(4) A member shall cease to be a member:
- (a) if that member shall die;
  - (b) if that member shall by notice in writing resign from membership;
  - (c) if that member has not attended the last two consecutive Annual General Meetings;
  - (d) if that member has not lived in the areas identified at rule 8.1 for the last twelve (12) months;
  - (e) if that member shall, by a resolution passed by a majority of not less than three-quarters (3/4) of the members present at a general meeting, be expelled from the Association on the ground that a charge of conduct detrimental to the Association has been proved, written notice of a proposed resolution to expel a member shall be forwarded to the member not less than twenty one days before the date of the general meeting at which the resolution is to be moved, and he shall be given an opportunity of being heard at the meeting.

**9. GOVERNING COMMITTEE:**

- 9.(1) The Governing Committee of the Association shall be a committee of not less than five (5) members.
- 9.(2) The members of the Committee shall be the foundation members of the Association and they shall hold office until the first general meeting of the association. The members of the Committee shall then be elected at the first general meeting of the Association and thereafter at each annual general meeting and shall be eligible for re-election. Except as otherwise provided in these rules, the members of the Committee shall hold office until the first committee meeting after the annual general meeting.
- 9.(3) A person cannot be elected or hold office as a member of the Governing Committee if he has been convicted of an offence against a Commonwealth, State or Territory law and sentenced:

- (a) to imprisonment for 3 months or longer if the offence involved fraud or misappropriation of funds; or
- (b) to imprisonment for one year or longer in the case of any other offence.

The conviction does not prevent the person from standing for election or being elected if at least 5 years have passed since the date of conviction and the person is not serving a term of imprisonment or if the person has been granted an exemption by the Registrar or the Minister.

- 9.(4) A person ceases to be a member of the Governing Committee if the person:
- (a) ceases to be a member of the corporation;
  - (b) resigns, in writing, from office;
  - (c) becomes bankrupt or insolvent under administration;
  - (d) becomes incapable of holding office because of a civil penalty disqualification by a Court.
- 9.(5) Members of the committee, including the whole committee or office bearers shall cease to hold office if by reason of illness, absence, or any other reason the members in general meeting are of the opinion that they have ceased to be effective members of the governing committee, and decide by simple majority to remove those committee members. Members may elect other members at the same meeting or any other general meeting to fill those vacancies.
- 9.(6) If at any time the number of members of the Committee is less than five, an additional member or members may be appointed by the Committee to fill the vacancies. A Committee member appointed in this way shall hold office until the next annual general meeting and shall be eligible for re-election.
- 9.(7) There shall be a Chairperson, Secretary and Treasurer who shall be the office bearers. They shall be elected from among the members of the Committee at the first meeting of the Committee after the first general meeting of the Association and thereafter at the first meeting of the Committee after each annual general meeting of the Association and shall be eligible for re-election.
- 9.(8) Any vacancy in the office of an office bearer may be filled by the Committee. The member of the Committee elected in this way shall retain the office of office bearer until the next election of office bearers and shall be eligible for re-election.
- 9.(9) The Committee shall meet to attend to its business as often as it considers necessary, but at least once each three months. Reasonable notice of each meeting of the Committee shall be given to each member of the Committee. A Committee meeting may be called by a committee member giving reasonable notice individually to every other committee member.
- 9.(10) A majority of members of the Committee shall be a quorum.
- 9.(11) The Secretary or such person as the Committee appoints shall keep proper minutes of the proceedings of all meetings of the Committee.

- 9.(12) The Committee shall manage and control the affairs of the Association in accordance with these rules and with the Act and for that purpose may exercise the powers of the Association as if they had been expressly conferred on the Committee by a general meeting of the Association.
- 9.(13) If any dispute between the Association and any of its members arises that cannot be amicably settled by the Committee, the matter shall be referred to a general meeting of the Association for decision.
- 9.(14) No person may make any public statement on behalf of the Association unless authorised by the Committee.

**10. DISCLOSURE OF INTEREST:**

- 10.(1) Any person on the governing committee must disclose any direct or indirect pecuniary interest in a matter being considered by the governing committee at a governing committee meeting of the corporation.
- 10.(2) The disclosure must be recorded in the minutes of the meeting of the Committee and the member must not, without the approval of the Committee:
- a) be present during any deliberation of the Governing Committee about that matter; or
  - b) take part in any decision of the Committee on that matter.

**11. DUTIES OF GOVERNING COMMITTEE:**

11. Each person who is on the Governing Committee has a duty to:
- (a) act with honesty, diligence and reasonable care;
  - (b) act for a proper purpose and shall not make improper use of information or opportunities received through that position.
  - (c) Manage conflicts of Interest in accordance with rule 10;
  - (d) Not trade whilst insolvent

**12. APPOINTMENT AND REMOVAL OF EMPLOYEES:**

- 12.(1) Except as otherwise provided in the Act or these Rules and where appropriate,, the Committee shall have power to appoint and remove or suspend the CEO/Manager and to determine the powers, duties and payment of the CEO/Manager. Subject to the Committee's delegation and where appropriate, the CEO/Manager, shall have the power to appoint and remove or suspend employees and agents and to determine the powers, duties and payment of employees and agents.
- 12.(2) The CEO/Manager shall manage the day to day operations of the Association.

**13. PUBLIC OFFICER:**

- 13.(1) The Committee shall, within three (3) weeks after incorporation of the Association, appoint a person to be the Public Officer of the Association in accordance with section 56 of the Act. The Public Officer need not be a member of the Association but, if he is a member, he may be the Secretary or another office bearer of the Association.
- 13.(2) Where for any reason there is a change of Public Officer, the Committee shall, within 3 weeks after the appointment of the new Public Officer, notify to the Registrar the full name and official address of the Public Officer by completing a Form 4 "Notice of Name and Address of Public Officer" and sending it to the Registrar.
- 13.(3) Where the Committee changes the official address of the Public Officer it shall, within 3 weeks of the change, notify the Registrar of such change.

**14. REGISTER OF MEMBERS:**

- 14.(1) The Public Officer shall keep at his official address an up-to-date register showing:
- (a) the current name and address of every member of the Association;
  - (b) the date on which each member joined the Association;
  - (c) the date on which a person ceased to be a member of the Association.
- 14.(2) The Public Officer must ensure that the register of members is open for inspection to members of the public at all reasonable times.
- 14.(3) As soon as practicable after each 30 June but not later than the next 31 December, the Governing Committee must give the Registrar a copy of the Register of members or a list of the names and addresses of all those persons who are members of the Association, in accordance with subsection 58(3) of the Act.

**15. GENERAL MEETINGS:**

- 15.(1) The first general meeting of the Association shall be held within three months after incorporation.
- 15.(2) The first annual general meeting of the Association shall be held within fifteen months after incorporation. Subsequent annual general meetings shall be held within five months after each 30 June.
- 15.(3) The business to be conducted at the annual general meeting shall be -
- (a) to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting;

- (b) to receive from the committee, reports concerning the activities and business of the Association during the preceding financial year ending 30 June, including the Committee's Report and Examiner's Report;
  - (c) to elect the members of the Committee (the procedures for elections shall be in accordance with a method approved by the Association and may be based on Aboriginal custom);
  - (d) to appoint an examiner as required by subsection 59(3) of the Act; and
  - (e) to conduct such other business as stated in the notice of the meeting.
- 15.(4) The Committee may call general meetings in addition to the first general meeting and the annual general meeting.
- 15.(5) Any general meeting other than the first general meeting and the annual general meeting shall be called a special general meeting. The business to be conducted at a special general meeting shall be -
- (a) to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting;
  - (b) to deal with all matters for which the meeting was called;
  - (c) to conduct such other business as stated in the notice of the meeting.
- 15.(6) Subject to these rules (including rule 17) the place, date and hour of every general meeting shall be determined by the Committee and notice of the meeting, including the purpose of the meeting, shall be given to the members at least seven days prior to the date of the meeting, by any means the Committee considers appropriate.
- 15.(7) The Committee shall on the written request of at least 10% of the total members of the corporation call a special general meeting to be held as soon as practicable but not later than one month after the Chairperson receives the request. An Associate member is not entitled to sign a request for a special general meeting.
- 15.(8) A request for a special general meeting shall state the objects of the meeting and must be signed by the persons making the request.
- 15.(9) If the Committee does not proceed to cause a special general meeting to be held within 21 days from the date on which the request was made, those persons making the request or any of them may convene the meeting, but any meeting so convened shall not be held after 3 months from the date the request was lodged. Notice of such a meeting, including the purpose of the meeting; shall be given to the members of the Association at least seven days prior to the date of the meeting.
- 15.(10) Reasonable costs associated with any special general meeting convened in this manner in accordance with these Rules shall, if approved by the meeting, be refundable by the Association to those persons incurring the costs.
- 15.(11) The Secretary or such person as the meeting appoints shall keep proper minutes of the proceedings of all general meetings. All members of the Corporation are entitled to view the minutes of a general meeting.

- 15.(12)(1) No business shall be transacted at any general meeting unless a quorum of members is present. A quorum shall be at least 10% of the total members of the Association. Associate members shall not be counted as members present for the purpose of satisfying a quorum.
- 15.(12)(2) If a quorum is not present within one (1) hour after the time appointed for the general meeting, the meeting if convened upon the requisition of members shall be dissolved.
- 15.(12)(3) In any other case, the general meeting shall stand adjourned to the same day in the next week, at the same time and place and, if at the adjourned meeting a quorum is not present within one (1) hour after the appointed time for the meeting, the members present shall be a quorum. Business carried over from the original meeting shall lapse at the conclusion of the adjourned meeting. There shall be no requirement to issue further notice to members for the adjourned meeting.
- 15.(12)(4) Where a general meeting has been adjourned for reasons other than for not satisfying quorum requirements, there shall be no requirement to issue further notice to members unless the adjournment is for 30 days or more.
- 15.(12)(5) Where a general meeting is resumed after an adjournment for reasons other than for not satisfying quorum requirements, the adjourned meeting may consider and pass resolutions not contained in the notice for the original meeting provided a new notice is issued to members in accordance with this constitution.
- 15 (13) The chairman may adjourn a general meeting if business has not been concluded by the end of the meeting except in the case of sub rule 15(12)(3).
- 15.(14) Proxy holders can be counted as members present for the purpose of satisfying a quorum.

## **16. VOTING AT ALL MEETINGS:**

- 16.(1) Questions arising at any general meeting of the Association or any meeting of the Committee shall be decided by a majority of votes. Voting shall be by show of hands unless the meeting otherwise decides. The Chairperson shall be the Chairperson of all meetings at which he is present but, if he is not present or does not wish to take the chair, the members present shall elect from among them another member as Chairperson for the meeting. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 16.(2) At general meetings, any member shall be entitled to appoint another member as proxy by notice given to the Secretary at least 24 hours before the meeting in respect of which the proxy is appointed (but no member shall hold more than 3 proxies). The notice appointing the proxy shall be in the form set out in the Appendix to these rules. A notice appointing a proxy is valid even if it contains only some of the information, but the notice must be signed by the members appointing the proxy.
- 16.(3) Decisions made at general meetings to the extent that members are empowered to make under this constitution shall be binding on the Committee.

- 16.(4) A proxy is entitled to vote on a show of hands. The number of proxy votes given on a show of hands shall be equal to the number of proxies held by the member plus his personal vote.

**17. NOTICES:**

- 17.(1) A written notice may be given by the Association to any member either personally, or in a manner which accords with Aboriginal custom, or by sending the notice by post to him at his registered address.
- 17.(2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- 17.(3) If a member has no registered address in the designated area and has not supplied the Association with an address, the Committee may place an advertisement in a newspaper circulating in the neighbourhood of the registered office of the Association. The advertisement shall be deemed to be a notice duly given to that member on the date on which the advertisement appears.

**18. COMMON SEAL:**

- 18.(1) The Association shall have a common seal which shall be kept in the custody of the Secretary.
- 18.(2) The common seal of the Association shall be in the form of a rubber stamp with the full incorporated name of the Association inscribed in legible characters.
- 18.(3) The common seal shall not be used or placed on any document unless authorised by the Committee or a general meeting of the Association. If the common seal is placed on any document, three members of the Committee shall sign the document.
- 18.(4) Where the Committee makes a resolution that requires the Common Seal to be placed on a document, that resolution is also an authority by the Committee for the purposes of Rule 18.(3).

**19. BANKING:**

- 19.(1) Official receipts shall be issued for all moneys received by the Association.
- 19.(2) All funds of the Association shall, in the first instance, be deposited in a bank account of the Association no later than the first working day following the day of receipt or as soon as possible thereafter.
- 19.(3) All cheques and withdrawal forms shall be signed jointly by at least two members of the Committee or by at least one Committee member and one other person to whom the Committee has delegated this responsibility. The Association's bank must be informed in writing by the Committee when and if there is any change to the names of those people who are authorised to sign cheques and withdrawal forms.

**20. APPLICATION OF FUNDS AND PROPERTY:**

- 20.(1) All funds or property of the Association not subject to any special trust or contract conditions shall be available at the discretion of the Committee for the purpose of carrying out the objects of the Association.
- 20.(2) No dividends, bonuses or profits may be paid to any member.
- 20.(3) Governing committee members may be entitled to reasonable re-imbusement of travel and other costs associated with the attendance of governing committee meetings, subject to funds being available for this purpose and subject to corporation policy on this matter.
- 20.(4) Nothing contained in these rules shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Association, officer, servant, agent or employee of the Association for or in return for services actually rendered to the Association.

**21. ACCOUNTS:**

- 21.(1) Proper accounts and records of the transactions and financial affairs of the Association shall be kept by the Treasurer or such person as the Committee appoints. The Committee shall do all things necessary to ensure all payments out of the moneys of the Association are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Association and over the incurring of liabilities by the Association.
- 21.(2) Accounts shall be passed for payment by the Committee or under the authority of a delegation approved by the Committee for this purpose.
- 21.(3) The Committee shall, as soon as practicable after each 30 June, cause to be prepared a Committee's Report consisting of -
- (a) a statement, in a form approved by the Registrar, showing whether the Governing Committee and the Association have complied with the obligations imposed by the Act, the Regulations and the rules of the Association during the financial year ending on that date;
  - (b) a balance sheet setting out the assets and liabilities of the Association as at that 30 June;
  - (c) an income and expenditure statement giving a true and fair view of the income and expenditure of the Association for the financial year ending on that 30 June; and
  - (d) a copy of the latest list of members required under rule 14(3).

**22. AUDIT:**

- 22.(1) As soon as practicable after the Committee's report has been prepared, the Committee shall cause a person authorised by the Registrar for the purpose -

- (a) to examine whether the Governing Committee and the Association have complied with the obligations imposed by the Act, the Regulations and the rules of the Association and whether the balance sheet and income and expenditure statement are based on proper accounts and records and in agreement with those accounts and records; and
- (b) to give the Committee an Examiner's Report of the results of that examination, drawing attention to any irregularity that it has disclosed.

22.(2) The Governing Committee must forward to the Registrar a copy of the Committee's Report and the Examiner's Report as soon as practicable after receiving the Examiner's Report and in any case not later than 31 December after the end of the relevant financial year.

22.(3) The Governing Committee must make a copy of the Committee's Report and the Examiner's Report available at the annual general meeting of the Association as well as for inspection at all reasonable times by members of the Association.

### **23. ALTERATIONS OF NAME, OBJECTS AND RULES:**

23.(1) The name, objects and rules of the Association may be altered by a resolution passed by a majority of not less than three-fourths (3/4) of the members present at a general meeting. The proposed alterations must be specified in the notice of the general meeting.

23.(2) The Public Officer shall, pursuant to section 52 or 54 (as appropriate) of the Act, within six (6) weeks after the making of the alteration, file with the Registrar a notification of the alteration.

23.(3) The alteration shall not take effect unless and until approved by the Registrar.

### **24. WINDING UP:**

24.(1) The winding up of the Association shall be in accordance with the Act.

24.(2) The Association may be dissolved by a resolution passed by a majority of at least three-quarters of the members of the corporation present and voting at a general meeting specially convened for the purpose. The resolution of dissolution shall specify an Association or fund established for the benefit of Aboriginals generally in Australia to which the property and funds of the Association shall be transferred.

### **25. ASSOCIATE MEMBERS:**

25.(1) A person who is not entitled to become a member of the Association under rule 8.(1) may apply for associate membership. Decisions on associate membership applications shall be made by the governing committee.

25.(2) An associate member shall have the same rights and responsibilities as a member but is not entitled to vote at meetings of the Association or to stand for election to

the Governing Committee or to sign a request for a special general meeting under Rule 15(7).

- 25.(3) An associate member may be invited to sit on the Governing Committee ex-officio to provide specialised or technical support as required.
- 25.(4) An associate member who is an ex-officio member of the Governing Committee shall be entitled to attend and speak at meetings of the Governing Committee but shall not be entitled to vote at such meetings.
- 25.(5) The Public Officer shall maintain a Register of associate members similar to the Register of members.
- 25.(6) Associate members shall cease to be associate members in the same way as provided for members under rules 8.(4).

**26. SUB-COMMITTEES:**

- 26.(1) The Governing Committee may at any time appoint a sub-committee from its members and shall determine the responsibilities and powers of the sub-committee.
- 26.(2) Unless otherwise decided by the Governing Committee, a sub-committee shall:
  - (a) have a quorum of three (3) at its meetings, unless the subcommittee resolves that a larger number shall be the quorum;
  - (b) appoint one of its members to be responsible for calling meetings of the sub-committee and inform the Secretary of the name of the responsible person.

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_  
*(Full name of member)*

of  
\_\_\_\_\_  
*(address of member)*

being a member of  
\_\_\_\_\_  
*(name of Aboriginal corporation)*

hereby appoint  
\_\_\_\_\_  
*(full name of proxy)*

of  
\_\_\_\_\_  
*(address of proxy)*

being a member of that Aboriginal Corporation, as my proxy to vote for me on my behalf  
at the general meeting of the corporation (annual general meeting or other general meeting, as the  
case may be) to be held on the \_\_\_\_\_ day \_\_\_\_\_ 20\_\_\_\_\_,  
and at any adjournment of that meeting.

\_\_\_\_\_  
*Signature of member appointing proxy*

Date \_\_\_\_\_

NOTE: A proxy vote may not be given to a person who is not a member of the corporation.