

Kura Yerlo Incorporated

Constitution

1. Name

The name of the Association shall be **KURA YERLO INCORPORATED** (hereinafter referred to as “the Association”).

2. Definitions

‘Act’ means the Association Incorporation Act 1985.

‘The Board’ means the group of individuals appointed to govern the Association.

‘Board Member/s’ means the individuals who are appointed to the Board.

‘Office Bearer/s’ means the Board Members appointed by the Board to fulfill the roles of Chairperson, Deputy Chairperson, Treasurer and Secretary.

‘Term of office’ means the period of time that the Board Members are appointed to the Board and the period of time that the Office Bearers are appointed to their roles.

‘General meeting’ means a general meeting of members of the Association convened in accordance with these rules for the purposes specified in the Act in these rules. General meeting is an inclusive term referring to either an annual general meeting or a special general meeting.

‘Member’ means a member of the Association.

‘Month’ shall mean a calendar month.

‘Financial year’ shall mean the period from July 1 to the following June 30.

‘Calendar year’ shall mean the period of time from January 1 to the following December 31.

‘Year’, when used in reference to a term of office will usually mean the period of time from one general meeting at which elections were held and the next general meeting at which elections are held whether or not the actual period of time between such meetings is 365 days.

'Year', when not used in reference to a term of office will mean a period of time of 12 months.

'Prescribed association' means an Association that has gross receipts in excess of \$500,000 per annum or some other amount as set by Consumer and Business Services.

'Periodic return' means the report required of the Board to be lodged with Consumer and Business Services by the Public Officer within six (6) months of the end of each financial year.

'Public Officer' means the individual aged 18 years and over, living primarily in South Australia who is appointed by the Board to fulfill the roles and obligations as prescribed by the Act and to be the point of contact for Consumer and Business Services with the Association.

'Special resolution' means a resolution, in accordance with these rules, that requires 21 days notice and a three-quarters majority vote to pass.

'Ordinary resolution' means a resolution, in accordance with these rules, that requires 14 days notice and a simple majority of votes to pas

3. Objectives

- 3.1 To develop, implement, provide and encourage educational, artistic, cultural, social, sporting and other programs for the benefit of the Aboriginal people of all ages and to assist and give support where possible, including:
- monitoring and catering to the needs of Aboriginal children and their families;
 - promoting and supporting Aboriginal controlled organisations and groups;
 - providing a base for Aboriginal Community groups;
 - providing services and facilities and to be a gathering place for the Aboriginal Community;
 - reinforcing and nurturing cultural knowledge and well-being amongst the Aboriginal community.
- 3.2 To ensure that cultural integrity underpins all aspects of service design, service delivery and programming by drawing on the histories, knowledge and skills of staff, the membership and the broader Aboriginal community.

4. Membership

- 4.1 Membership of the Association shall be open to any Aboriginal person and the non-Aboriginal spouse or de-facto of any Aboriginal person and the adoptive or foster parent of any Aboriginal child, normally resident in the local government areas of Port Adelaide – Enfield and the City of Charles Sturt.
- 4.2 Membership of the Association shall be open to any youth participants of the Kurruru program and their immediate family members, irrespective of where they live.
- 4.3 The Association at a general meeting may bestow upon a member the honour of life membership of the Association.
- 4.4 The Board may, by resolution, make a recommendation to a general meeting of the Association that a particular member be made a life member of the Association.
- 4.4.4 Unless the Board considers otherwise, life membership will not be considered unless the person has been a life member of the Association for ten (10) years and shall be awarded if the member of the Association has previously given distinguished service to the Association or to the Aboriginal community.
- 4.4.5 A life member shall be entitled to participate, by speaking and voting, in all meetings of the Association (including meetings of the Board) but he or she shall not vote at a meeting of the Board except where the life member is also an elected member of the Board.
- 4.5 All members of Kura Yerlo Inc and Kurruru Youth Performing Arts Inc prior to amalgamation are members of the Association.

4.6 A register of members will be maintained including their names, addresses, email and phone contact and details on when and the reasons for their membership ending.

4.7 There are no subscription fees for membership of the Association.

5. Expulsion of members and resignation of members

- 5.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member who has been determined to be in-eligible for membership or upon a charge of misconduct detrimental to the interests and objects of the Association.
- 5.2 Particulars of the charge shall be communicated to the member at least one (1) month before the meeting of the Board at which the matter will be determined.
- 5.3 The member shall be advised of the Board's decision, and if the member is to be expelled the member shall cease to be a member and this will take place within fourteen (14) days of that advice.
- 5.4 It shall be open to a member to appeal to the Association at a general meeting against being expelled. The intention to appeal shall be communicated to the secretary or public officer of the Association within fourteen (14) days after the decision of the Board has been communicated to the member.
- 5.5 In the event of an appeal the membership of the person appealing shall not be terminated unless the decision of the Board to expel the member is upheld at the Associations general meeting after the person has been heard by the members of the Association. In such event, membership will end at the date of the general meeting.
- 5.6 A member may resign from membership at any time.

6. Powers

6.1 The Association shall have all powers conferred by section 25 of the Act and in addition shall have the following powers:

- To build, construct or establish or to re-build, renovate, re-construct or maintain any building whatsoever for the purpose of carrying out the objects of the Association;
- To raise, receive, have, hold, administer and dispose of monies in the form of grants or advances of money including public monies, donations, legacies or bequests to carry out the objects of the Association.
- To make bylaws, rules or regulations and other proceedings for due maintenance and control of the Association and for regulating the duties, control and conduct of persons in the employment or under the care and control of the Association.

7. Rights and liabilities of Board Members

- 7.1 Board Members, past or present, do not own or have the right to personally use funds, property or other resources that have been purchased by the Association to deliver services.
- 7.2 A Board Member does not have to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association.
- 7.3 Board Members do have to contribute towards any debts or liabilities incurred by or on behalf of the Association before incorporation.
- 7.4 If Board Members, past or present, are found guilty of an offence under the Act they will be subject to the fines, fees and penalties that apply to that offence.

8. The first Board of the amalgamated association

- 8.1 The first Board of the amalgamated association will be comprised of members of the existing Boards of Management of Kura Yerlo Inc and Kurruru Youth Performing Arts Inc. and include amongst its number a youth representative, an Elders representative and the appointed arts representative.
- 8.2 The first Board of the amalgamated association may function validly so long as its number does not fall below six (6).
- 8.3 The first Board of the amalgamated association shall remain in office until the first annual general meeting, prior to which, the Board will determine the number of vacancies that will be open for nomination and election under the rules in this new constitution.
- 8.4 Other than the arts, youth and the Elder's representatives, any other members of the first Board of the amalgamated association (including any members who were appointed by the Board to fill vacancies during the period of time from amalgamation to the first annual general meeting) who are also eligible for membership of the Board under the new Board membership rules shall be eligible for re-election to the Board and will stand unopposed.
- 8.5 Board members re-elected under clause 8.4 above will be elected for a term of one (1) year.
- 8.6 The arts representative on the first Board of the amalgamated association is an ongoing appointment by the Board and is not subject to member re-nomination or re-election rules in this section.
- 8.7 The youth and the Elder's representative on the first Board of the amalgamated association will be eligible for re-nomination and re-election to the Board by their respective groups under the new Board membership rules in this constitution at a time that coincides with first annual general meeting of the amalgamated

Association.



- 8.8 Any members of the first Board of the amalgamated association who are not eligible for Board membership under the new Board membership rules of this constitution shall not be eligible for re-nomination to the Board. Their term will end at the first annual general meeting of the amalgamated Association.
- 8.9 The first Board of the amalgamated association may fill vacancies that arise during the period of time from the amalgamation to the first annual general meeting so long as the person(s) appointed to the fill the vacancy is/are eligible for Board membership under the rules of this new constitution and that the total number of Board members does not exceed ten (10).
- 8.10 Notwithstanding any of the above clauses in this section, the first Board of the amalgamated association maintains the discretionary power to determine that the best interest of the Association will be served by holding over nominations and elections for Board membership to the second (2nd) annual general meeting post-amalgamation.
- 8.11 In addition to those identified in clause xx above the representative from the Congregation of the Sisters of St Joseph shall also be entitled to attend all Board and general meetings and speak, but such person shall have no voting rights.

9. The Board

The clauses in this section apply to the Boards elected to govern the Association post the first Board of the amalgamated association.

- 9.1 The affairs of the Association shall be managed and controlled exclusively by a Board comprising of a maximum of ten (10) persons.
- 9.2 All members of the Board shall be:
- Aboriginal persons
 - Aged 18 years and over
 - A member of the Association at the time of nomination and election
- 9.3 Amongst the ten (10) Board members there shall be:
- One (1) Youth representative elected through a democratic process by their peers
 - One Elders' (1) representative elected through a democratic process by their peers
 - One (1) Arts Industry representative recruited, selected and appointed by the Board with regard to their Arts Industry experience, qualifications and capacity to chair an arts sub-committee of the Board responsible for ensuring the integrity of the Arts programs
- 9.4 The remaining seven (7) Board Members shall be nominated and elected by the membership of the Association for terms of two (2) years after which time the

Board Member may be re-nominated and re-elected for further terms of two (2) years.



- 9.5 The Board may fill casual vacancies that arise during the year for whatever reason or may choose to not fill vacancies that arise for whatever reason so long as the number of Board members, in total, does not fall below six (6).
- 9.6 Any member of the Association may nominate another member of the Association who is eligible to be elected as a member of the Board for election.
- 9.7 Any member of the Association who is also eligible to be elected as a member of the Board may nominate themselves for election.
- 9.8 Members of the Association will be notified prior to any and all general meetings (most often these will be annual general meetings) where elections for membership of the Board are to be held of the number of vacancies the Board is seeking to fill. Nomination forms will be made available to members.
- 9.9 If there are fewer nominations than vacancies at the start of the general meeting at which elections for Board membership, the Board may call for nominations from the floor.
- 9.10 The Board shall also consist of one (1) representative of the Congregation of the Sisters of Saint Joseph who shall be entitled to attend all meetings and speak, but such person shall not have voting rights.
- 9.11 When electing members of the Board, it shall be the aim of the Association's members to maintain a gender balance. A majority of the Board members must live in the Western suburbs of Adelaide. Care should be taken that one family is not over represented.
- 9.12 The Board shall appoint the Public Officer as required by the Act.
- 9.13 The Board may delegate some of its operational functions and responsibilities to the officers and employees of the Association.
- 9.14 The office bearers of the Association shall be a Chairperson, Deputy Chairperson, Secretary and a Treasurer elected in accordance with the following provision.
- 9.15 The officers of the Association shall be elected by the Board from amongst its own membership at the first meeting of the Board after each general meeting at which elections were held or as the need arises.
- 9.16 The Board may co-opt to the Board, individuals with specialist skills and/or knowledge as required from time to time to fill a vacancy even though that individual may not satisfy one or more of the membership and/or Board membership criteria. Such an appointment shall be for a pre-determined period of time and subject to regular review. An individual so co-opted will have voting rights at a Board meeting but not at general meeting and will hold no other rights of membership, unless they become eligible for membership during the period when they are co-opted.
- 9.17 The CEO shall also attend meetings of the Board and may speak there but he or she shall not have the right to vote on any question before a meeting of the Board.

10. Disqualification of Board Members

10.1 The office of a member of the Board is vacated if he or she:

- Voluntarily stands down from the Board
- Is no longer eligible for Board membership under these rules
- Is disqualified from being a Board member under Section 30 of the Act
- Is expelled as a member under these rules
- Dies or becomes incapacitated and unable to fulfil the obligations and functions required of the role or can be reasonably expected to comprehend and comply with the legal accountability required of the position
- Is absent without apology from more than three (3) consecutive Board Meetings or from more than three (3) Board meetings in a year without valid explanation acceptable to the Board
- Is no longer the duly appointed representative of the youth group, the Elders group or the Congregation of the Sisters of Saint Joseph
- Is no longer the appointed Arts industry representative

10.2 Any consideration of disqualification of a Board member by the Board must also include consideration of possible disqualification from membership of the Association proceedings.

10.3 Disqualification from Board membership may be for a set period of time, or subject to future review or for an indeterminate period of time or a permanent disqualification – as determined by the Board.

10.4 The Board has the right to advise the membership of the Association of the member's status if a previously disqualified Board member is nominated (by another or by self) for a position on the Board at some time post the disqualification.

11. Proceedings of Board

11.1 The Board shall convene for the dispatch of business at least monthly including via electronic or telecommunication means.

11.2 Questions arising in any meeting shall be decided by consensus, if after a reasonable period of time consensus is not reached then by a majority of votes. In the event of an equality of votes, the Chairperson or any other person chairing the meeting shall have a casting vote in addition to a deliberative vote.

11.3 A quorum from a meeting of the Board shall be 1/3 of current number of members (excluding the representative of the Congregation of the Sisters of Saint Joseph) personally present or in participating via electronic or telecommunication means.

12. Sub-committees

- 12.1 The Board shall establish an Arts sub-committee to ensure the integrity of the arts programs.
- 12.2 The Arts sub-committee shall be chaired by the Arts industry representative on the Board who will report to the Board on the arts program.
- 12.3 The Arts sub-committee shall comprise up to 5 individuals actively involved in the administration, planning or delivery of arts programs with priority given to those who have or currently work in the Aboriginal Arts sector and/or in the Western region.
- 12.4 The sub-committee shall meet on a quarterly basis to oversee the arts program and support the Artistic Director managing the Kurruru Youth Performing Arts program.
- 12.5 The Artistic Director of the Kurruru Youth Performing Arts program will report to the Board at each meeting of the Board on the activity and operations of the Kurruru program.
- 12.6 The Arts sub-committee will work with the CEO of the Association and the Artistic Director to develop the overall strategic direction, work plan, budget and funding opportunities for the Kurruru program.
- 12.7 The Board may appoint sub-committees for other purposes and with powers and terms of reference as it determines from time to time.
- 12.8 The members of the sub-committees need not be members of the Board.
- 12.9 The Chairperson is ex officio a member of all sub-committees.
- 12.10 Any determination of sub-committees shall be by way of recommendation to the Board unless the Board has given the sub-committee power to give effect to the determination.
- 12.11 Such a determination shall not diminish from the right of the Board to exercise powers delegated and determinations may be modified or revoked by the Board.

13. The Seal

- 13.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 13.2 The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minute book of the Association. The Chairperson and one (1) other officer of the Association (which includes, by definition, the CEO) must witness the affixing of the seal.
- 13.3 The seal shall be kept in custody of such person as the Board may from time to time decide.

14. General Meetings (annual general meetings and special general meetings)

- 14.1 The Board may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- 14.2 The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- 14.3 Upon a requisition in writing of no less than fifteen (15) members of the Association, the Board shall within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 14.4 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 14.5 If a special general meeting is not convened within one (1) month as required, those requesting a meeting may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that they are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 14.6 At least fourteen (14) days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and the election of Board members (if required) and any other business requiring consideration by the Association at a general meeting.
- 14.7 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the meeting.
- 14.8 A notice may be given by the Association to any member with the notice personally or by advertising in Aboriginal papers and newsletter or at Aboriginal organisations.

15. Proceedings at General Meetings

- 15.1 Twenty (20) members present, personally or by proxy, shall constitute a quorum at any general meeting.
- 15.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for thirty (30) minutes and if after thirty (30) minutes a quorum is not present, the members present personally or by proxy shall form a quorum.

- 15.3 The Chairperson of the Board shall preside as chairperson at every general meeting of the Association that is called by the Board. If the Chairperson is not present or declines to take the chair, the Deputy Chairperson will preside. If the Deputy Chairperson is not present or declines to take the chair, the members present personally shall elect from amongst themselves a person to preside at the meeting.
- 15.4 At a special general meeting called by members, the members present personally shall elect from amongst themselves a person to preside at the meeting.
- 15.5 At any general meeting, a resolution put to a vote shall be decided on by a show of hands and a declaration by the chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 15.6 If a poll is demanded by the chairperson of the meeting or by three (3) or more members present personally or by proxy it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three-quarters (3/4) of the members who, being entitled to do so, vote personally or by proxy at the meeting is required.

16. Minutes

- 16.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, shall be entered within one (1) month after the relevant meeting in minute books kept for the purpose.
- 16.2 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 16.3 Where minutes are entered and signed these shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held meeting shall be deemed to have been duly held, and that all appointments made at meeting shall be deemed to be valid.

17. Voting Rights

- 17.1 Subject to these rules each member present, in person or by proxy, shall be entitled to one (1) vote.

18. Proxies

- 18.1 A member shall be entitled to appoint in writing an eligible person, who is also a member of the Association, to be his/her proxy and attend and vote at any general meeting of the Association.
- 18.2 A member may appoint the chairperson of the general meeting to be his/her proxy.
- 18.3 A member who has appointed a proxy may give authority to that person to vote as they see fit or may instruct that proxy on how they wish their vote to be cast.
- 18.4 A member appointing a proxy must advise the Association prior to the general meeting that they have appointed a proxy and who that proxy is.
- 18.5 A member who is not the chairperson of the general meeting may not hold more than three (3) proxy votes in addition to their own vote at a general meeting.
- 18.6 If a member who has appointed a proxy subsequently attends that general meeting in person must cast their vote personally and their proxy is not to also cast a vote for that member.

19. Accounts

- 19.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 19.2 The financial records of the Association shall be held for a period no less than seven (7) years.
- 19.3 The financial records will be audited in accordance with the Act and presented to the members at an annual general meeting.

20. Appointment of an Auditor

- 20.1 The Board shall appoint a person to be Auditor of the Association at the annual general meeting.
- 20.2 The Auditor shall not be an officer, a partner, employer or employee of an officer, an employee, or a partner or employee of an employee of the Association.
- 20.3 The Auditor shall hold office for a period of one (1) year and is eligible for re-appointment at the annual general meeting.

21. Prohibition against Securing Profits for Board Members

21.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Board Members or their associates except as bona fide remuneration of a Board Member for services rendered or expenses incurred on behalf of the Association.

22. Financial Year

22.1 The financial year of the Association shall commence on the 1st July in any year and end on the 30th June in the following year.

23. Borrowing Powers

23.1 Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board, in its absolute discretion, sees fit and may secure the repayment thereof by charging the property of the Association.

23.2 Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

24. Gift Funds

24.1 The Association may establish a gift fund for the purpose of receiving gifts and deductible contributions (collectively, 'Gifts').

24.2 The Treasurer, in consultation with the Board, will be responsible for administration of the fund.

24.3 The name of the fund will be Kura Yerlo Inc Gift Fund, unless another name is agreed to by consensus of the Board.

24.4 It is the intention of the Association that the public will donate Gifts to the fund upon invitation by the Association.

24.5 Gifts will be kept separately to other assets of the Association and will be used for the purpose of the Association meeting the objectives set out in this section.

24.6 In the event that a Gift is subject to the provisions of the deductible gift recipient status held by the Association, the Association will issue a receipt in accordance with any legal requirements imposed by the Australian Taxation Office.

24.7 If the fund is wound up or if the endorsement of the Association as a deductible gift recipient for the operation of the fund is revoked, any surplus assets of the fund remaining after the payment of liabilities attributable to it, will be transferred to a fund, authority, or institution to which income tax deductible gifts can be made and which has similar objectives to those of the Association.

25. Winding Up and amalgamation

- 25.1 The Association may be wound up or amalgamated by the members of the Association convening at a general meeting called for that purpose by special resolution of a three-quarters (3/4) majority of the members present personally or by proxy.

26. Application of Surplus Assets

- 26.1 If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but the remaining property and funds whatsoever, shall be transferred to such registered or exempted charities that have the same or similar objects as the Association.

27. Rules and amendments to the rules

- 27.1 Subject to a special resolution of the members passed by a three-quarters (3/4) majority vote of the Association, these rules may be altered by substituted new rules or the constitution may be rescinded and replaced by a new constitution. Such an alteration shall be registered with Consumer and Business Services as required by the Act.
- 27.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed these and agreed to be bound by all of the provisions thereof.