

THE RULE BOOK

Association of Northern, Kimberley and Arnhem Aboriginal Artists (Aboriginal Corporation) (ANKAAA)

ICN 1076

This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

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1. Name

The name of the corporation is **Association of Northern, Kimberley and Arnhem Aboriginal Artists (Aboriginal Corporation) (ANKAAA)**

2. Objectives

- 2.1 The primary object of the Corporation is the improvement of the standard and quality of life of those who are entitled to be members and the enhancement, maintenance and development of their cultural life by providing relieve from poverty, sickness, destitution, helplessness, distress, suffering and misfortune among its members;
- 2.2 The associated objects which will be carried out for the purpose of fulfilling the primary object are to:
- (a) enhance the maintenance and development of Aboriginal cultural practice;
 - (b) promote the integrity of Aboriginal cultural practice;
 - (c) protect the intellectual property of Aboriginal peoples in the cultural industry and to promote copyright issues;
 - (d) maximise employment opportunities for Aboriginal peoples in the cultural industry;
 - (e) facilitate enterprise development which supports and develops a greater Aboriginal contribution to the Australian cultural industry and enter such transactions as may be appropriate in that regard;
 - (f) market and promote the Aboriginal cultural industry and its products within Australia and internationally;
 - (g) assist with and promote the development of cultural services and resources in the area of the Association;
 - (h) ensure that measures are implemented within the Australian cultural industry to meet the needs of Aboriginal people;
 - (i) develop social and community development processes throughout the Aboriginal cultural industry;
 - (j) strengthen the participation of Aboriginal peoples in the Australian cultural industry;
 - (k) assist Aboriginal peoples to control, manage and determine the economic development of their cultural products and services; and
 - (l) make donations from time to time as decided for all types of charitable purposes of whatever nature and wheresoever situate.

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person who is eligible for membership of an Art Centre and who normally resides in the area of the Corporation.

The members of the Corporation will be:

- Indigenous persons representatives of incorporate Art centre of Art Centre affiliated with a Local Community Government Council,
- Indigenous artists who are not members of an Incorporated Art Centre.

3.2 *How to become a member*

A person applies in writing.

A person is eligible under rule 3.1.

The directors agree.

The person pays an annual fee that is to be determined by the Corporation at the Annual General Meeting. The fee may be waived at the discretion of the directors.

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

The directors may refuse to accept a membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.

3.3 *Members' rights*

A member:

- can attend, speak and vote at general meetings
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting
- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 *Members' responsibilities*

A member:

- must follow these rules
- lets the corporation know if they change their address
- treats other members with respect
- must pay the annual membership fee that is to be determined by the Corporation at the Annual General Meeting. The fee may be waived at the discretion of the directors.

3.5 *Liability of members*

Members do not have to pay corporation debts if the corporation is wound up.

3.6 *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 date they stopped being a member is put on the register of former members.

3.7 Cancelling membership

If a member:

- can't be contacted for two years
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person

the member can only be removed by special resolution at a **general meeting**. The directors must then 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 directors can cancel their membership by passing a resolution at a **directors meeting**. Before the meeting, directors need to give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 The register of members

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the list
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal and Torres Strait Islander members)
- for former members, the date when they stopped being a member.

It must be kept at the corporation's document access address.

It must be available at the annual general meeting (AGM).

4. Meetings

4.1 AGM timing

AGMs must be held before the end of November each year.

4.2 AGM business

AGMs are for:

- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- electing directors
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- asking questions about how the corporation is managed.

4.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

Number of members in corporation	Number of members needed to ask for a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% of members

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- everything in the notice of the meeting.

4.5 Notice for general meetings

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for 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 or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given 3 days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent

4.6 Members' resolutions

Members can propose a notice of a resolution and then give it to the corporation.

Number of members in corporation	Number of members needed to propose a resolution
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% of members

The notice must set out the resolution in writing and must be signed by the members proposing it.

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

4.7 Quorum at general meetings

No business will be transacted at a meeting unless a quorum of members is present:

- (a) a quorum for a General Meeting will be 20 members of the Corporation with at least two members from each region.
- (b) a quorum for a General Meeting of a region will be 4 members of the Corporation from the region.

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

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

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

4.10 Voting

Questions arising at any general meeting of a region, AGMs, meetings of the Corporation or any meeting of the directors will be decided by a majority of votes per region. The majority vote of the regions determines the majority vote of the membership.

Voting will be by show of hands unless the meeting otherwise decides. The chair tells the meeting whether they have received any proxy votes and what they are.

In the case of equal votes the chairperson of the meeting will have a second vote.

Decisions made at meetings will be binding on the Directors.

4.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll.

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

A poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chair directs.

4.12 Proxies

Members can appoint a person as proxy to attend meetings and vote for them.

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, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than three members.

5. Directors

5.1 Number of directors

The minimum number is 6 directors (including office bearers), and the maximum number is 12 directors (including office bearers) comprising of up to three (3) elected representatives from each region of the Corporation. The representative will have been a member of ANKAAA for a minimum of 1 year.

At a General Meeting of members of each region of the Corporation, three members representing the Art Centres in the region will be elected as directors. There will also be a fourth person elected to be a stand-in representative for a director if he is unable to attend a directors meeting.

5.2 Eligibility of directors

A director must be:

- at least 18 years old
- a member of the corporation

5.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander persons (if your rule 5.2 allows non-Indigenous people as directors)
- usually reside in Australia
- members of the corporation
- not be employees of the corporation.

The chief executive officer may be a director but cannot chair the directors' meetings.

5.4 How to become a director

The corporation can appoint a director by resolution passed at a general meeting.

Directors must give the corporation their consent in writing to be a director.

5.5 Directors' terms of appointment and rotation

Directors are appointed at the annual general meeting for a term of two years. They are eligible to be re-elected.

5.6 How to become an office bearer (chairperson, vice-chairperson, treasurer and minute secretary)

At the first director's meeting after each AGM, the directors elect the office bearers of the corporation from the directors. Each office-bearer is to be elected or nominated from at least one of the regions of the Corporation

There shall be a chairperson, a vice chairperson, treasurer and a minute secretary who shall be the office bearers.

The chairperson is to be elected or appointed by the directors elected in each region.

5.7 How to become an independent or specialist non-member director

The directors may appoint non-member directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

Non-member directors must give the corporation their consent in writing to be a director before being appointed. Non-member directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

5.8 How to fill vacancies

In the event of a vacancy arising according to Rule 5.9 the stand-in member as per Rule 5.1 will fill the vacancy. If there is more than one vacancy additional members will be appointed by the Art Centre which the member who ceases to hold office represented. If no such appointment is made the Art Centres of the relevant regions will appoint members to fill the vacancies.

5.9 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors.

A director is disqualified from managing a corporation.

5.10 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the 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 other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

5.11 Directors' 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.

The business of the corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in general meeting.

5.12 Conflict of interest (material personal interest)

A director who has a material personal interest in a corporation matter must tell the other directors.

This notice must give details of what the interest is and how it relates to the corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

- be present at the directors' meeting while the matter in question is being considered;
- vote on the matter in question unless allowed to do so under the CATSI Act.

5.13 Payment

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

5.14 Delegation

Directors can delegate, by passing a resolution, any of their powers to:

- another director
- a committee of directors
- an employee of the corporation.

5.15 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

5.16 Directors' meetings

Directors must meet at least every three months.

The directors will usually decide at a meeting when and where the next meeting will be.

A director can call a meeting by giving reasonable notice to all the other directors.

5.17 Quorum for directors' meetings

A quorum for a directors meeting will be four members with a least one member from each region.

5.18 Chairing directors' meetings

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chair.

5.19 Using technology

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

5.20 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chair has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person

The contact person must be at least 18 years old.

The directors appoint a contact person.

The directors 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 directors within 14 days.

The contact person must give the corporation their consent in writing to become a contact person.

7. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person
- financial records.

They must be kept at the corporation's document access address.

8. Finances

All money of the corporation must be deposited into the corporation's bank account.

The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

All accounts must be approved for payment at a directors' meeting.

9. Application of funds

All funds or property of the Corporation not subject to any special trust will be available at the discretion of the directors for the purpose of carrying out the objects of the Corporation, provided that no part of the funds and property is paid or applied directly or indirectly as a dividend bonus or otherwise as profit to any member. This does not prevent the payment in good faith of reasonable and proper remuneration to any member of the Corporation, officer, servant, agent or employee of the Corporation for or in return for services actually rendered to the Corporation.

10. Winding up

The winding up of the corporation shall be in accordance with the CATSI Act.

The Corporation 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 must specify an Association or fund established for the benefit of the Aborigines generally in Australia to which the property and funds of the Corporation will be transferred. Such association or fund must be one which meets the requirements of Section 78(1)(a)(ii) of the *Income Tax Assessment Act 1936*.

11. Dispute resolution

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 the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors or any of the dispute parties may ask the Registrar for assistance.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

11. Dictionary

“Art Centres” mean Aboriginal owned organisations either incorporated or unincorporated that are servicing a community of artists and are involved in the production and marketing of Aboriginal art.

“Region” means those land areas within the area of responsibility of the Association which are Tiwi Islands, Kimberley, Darwin / Katherine and Arnhem Land, as are determined from time to time.

“Area of the Corporation” means the area of responsibility of the Association which includes the Kimberley region of Western Australia and the northern (top end) region of the Northern Territory, including the Tiwi Islands and other islands.

“Manager” means the person appointed by the directors to be the principal employee of the Corporation.

“Cultural Industry” means the creation of products and services for cultural purposes which can also be distributed and exchanged for economic purposes. The creation of products for cultural and/or economic exchange.

Expressions used have the same meanings as those ascribed to them by the CATSI Act; and unless otherwise stated:

- (a) where the word “he” appears in the Rules, it can also mean “she”;
- (b) words in the singular number include the plural and vice versa; and
- (c) any inconsistency between these Rules and the Act will be resolved in favour of the Act.

Schedule 1 – Application for membership form

APPLICATION FOR MEMBERSHIP

(insert name of corporation)

I, _____
(first name of applicant) *(last name of applicant)*

(Note: corporation's rules may permit corporate applicants.)

of

(address of applicant)

hereby apply for membership of

(name of corporation)

I declare that I am eligible for membership.

Signed: _____

Date: _____

Schedule 2—Proxy form

APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, _____
(First of given name) (Surname)

Note: corporation's rules may permit corporate membership.

of _____
(address of member)

Being a member of
(Name of corporation)

Hereby appoint
(Full name of proxy—can be an individual or a body corporate)

of _____
(address of proxy)

being a member of that Aboriginal and Torres Strait Islander 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 of _____ 20__ and

at any adjournment of that meeting.

(Optional—if member wishes to specify the way the proxy is to vote on a particular resolution, include additional information here.)

Signed: _____
(signature of member appointing proxy)

Date: _____

NOTE: A person must not exercise proxies for more than three members. A proxy vote may not be given to a person who is not a member of the corporation.