

**The Constitution of the
Armidale and Region Aboriginal Cultural Centre and Keeping Place
Incorporated
2015**

Name

Armidale and Region Aboriginal Cultural Centre and Keeping Place Incorporated

Objectives

1. To provide a cultural awareness and cross-cultural learning facility throughout the New England region.
2. Through education, to improve relationships within the Aboriginal and wider communities.
3. To help, support and encourage Aboriginal people to restore and keep their culture and heritage.
4. To work with and encourage other Aboriginal cultural activities, for mutual benefit.
5. To preserve and develop the Centre as a place of learning, through the preservation and exhibition of Aboriginal performing and visual arts.
6. To research and record oral history in the New England region.
7. To assist community arts and cultural groups.
8. To provide a showcase, and keeping place, for items of cultural and spiritual significance, concentrating on the New England region.
9. To act as a resource centre for Aboriginal history.
10. To provide educational programmes in Aboriginal culture for the schools of the region.
11. To conduct entrepreneurial activities in terms of (e) these objectives, to raise funds for the successful operation of the centre.
12. To seek, receive and administer grants from government and non-government agencies to assist in the successful operation and development of the centre.

Policy

Policy is the responsibility of the Board of Custodians, which is elected at the Annual General Meeting.

1. There is no barrier against the same person being elected for the consecutive terms of office.
2. The Board has power to co-opt other interested Aboriginal people.
3. The Board has power to co-opt as Associate members, others interested non-Aboriginal people.
4. The Board is responsible for general policy decisions, which may be amended as appropriate to meet changing needs and circumstances.
5. The Board is responsible for creating a strategic plan for the Cultural Centre and Keeping Place, and establishing methods of implementing the plan and evaluating this implementation.
6. The Board may set up subcommittees to work on aspects of the Board's policies, which are responsible to the Board. The Director is an ex-officio member of all subcommittees. Members of subcommittees may include appropriate non-Aboriginal people.

Management Committee

1. Is selected by the Director, and confirmed by the Board;
2. Consists of skilled people to assist the Director;
3. Membership may be composed of both Aboriginal and non-Aboriginal people;
4. Meets approximately monthly

Membership

1. Members of the Board of Custodians,
2. Aboriginal members of the Management Committee,
3. Aboriginal members of any subcommittees,
4. Ordinary members.

Termination of Membership

1. This may occur by resignation, or expulsion by the Board of the Management Committee due to conduct prejudicial to the Centre. In the latter case the member has the right of appeal to the Board.
2. In the case of an internal dispute, arbitration or mediation with the help of an independent person should be attempted first. If this fails, the dispute should be referred to an appropriate outside body for decision.

3. A member of the Board or Management Committee automatically loses that membership if they miss two consecutive meetings without adequate explanation.

Remuneration

No member of the Board, the Management Committee or of any subcommittee shall receive remuneration other than repayment of out-of-pocket expenses, upon presentation of receipts.

Office Bearers

1. Chairperson, secretary and Treasurer of the Board, who shall be elected by and from the Board.
2. Chairperson, secretary and assist treasurer of the Management Committee who shall be elected by and from the Management Committee.
3. Public Officer, who shall be appointed by the Board.
4. Associate Board of Custodians will be made up of non-Aboriginal people.

Finances

1. The Board, Management Committee and Director have the responsibility of seeking funds from appropriate sources to maintain the Centre.
2. The Treasurer must ensure that the Director is responsible for:
 - Opening a bank account in the name of the Centre, signatories to which shall be two of the Director, Treasurer or Chairperson of the Board
 - Banking any funds received
 - Keeping the books, and making a financial report to each meeting
 - Preparing the annual accounts for audit
 - The custody and use of the Common Seal.
3. The assets and income of the Centre shall be applied solely in furtherance of the objectives in Clause 2, and no portion shall be distributed directly or indirectly to the members of the Board or its subcommittees or the Management Committee except as bone fide compensation for the services rendered or out-of-pocket expenses incurred on behalf of the Board or its subcommittees or the Management Committee.

Meetings

1. The Board shall meet at least twice a year.
2. Special meetings may be held at the request of the Director, or the Chairperson of the Board, or any three members of the Board of the Board. who must make their request through the Director or Chairperson

3. Notice of at least four weeks shall be given to all Board members for normal meetings, and as much notice as possible for special meetings.
4. A quorum for the Board meetings should be five.
 - If a quorum is not present half an hour after the nominated time to begin the meeting, those present shall make any necessary decisions. These decisions shall be sent to other Board members, who shall be given one week to respond. No response shall be taken to mean agreement.
5. The Management Committee shall meet approximately monthly. Agendas and minutes shall be sent to all Board members, who are welcome to attend any meeting.

Annual General Meeting

1. Shall be specified to be a Board meeting, held within six months of the end of the financial year (30 June);
2. Shall receive the auditor's report, and any other reports;
3. Shall appoint the auditor for the next year, who shall not be a member of the Board or any of its subcommittees or Management Committee or a close relative of any of these people.
4. Shall decide on a membership fee for the following year.
5. Two weeks notice shall be given.
6. A quorum shall be seven (7)

Management

Management shall be the responsibility of the Director, who

1. Is appointed by the board, after advertisement and by proper procedures.
2. Is responsible to the Management Committee for the daily implementation of the Board's policies;
3. Is responsible for day -to- day management of the Centre, in terms of (ii) above;
4. Is responsible for developing plans on educational programmes and cultural activities, to present to the board;
5. Is responsible for daily oversight of the budget, making reports to the board, and making initial recommendations on the annual budget.

Duties of director and staff

1. These are detailed in their statement of duties as approved by the Board.

2. These duties may be amended from time to time, after consultation, to meet the developing needs of the Centre.

Fees and Charges

3. The Director, in consultation with the Management Committee, may make rules for
 - The amount of fees or charges to be paid for admission to exhibitions or other cultural events, if appropriate borrowing from the centre's collection, for exhibition sale prices of items from exhibitions rent for exhibitions or performances sale prices of other items provision of services;
 - The time at which such fees or charges will be due and payable;
 - Action which may be taken against non-payment of fee or charge;
 - Funds raised by the Centre through collection or donation may be made available to the Director to foster expansion of acquisitions and to support touring exhibitions and performances.

Rules

1. The Director may recommend to the Management Committee rules regarding the day to day operation of the centre, which are not inconsistent with this Constitution.
2. The Director may also recommend to the Management Committee the amendment or repeal of any rule made under the above clause.
3. New rules, or changes to rules, accepted by the Management Committee will come in force when copies are placed on official notice board(s) in the centre, or on such later date as may be specified in the particular rule.
4. The Director shall keep an up- to- date copy of all rules.

By Law

The Director has power to draw up by-laws covering matters not defined in the Constitution, which must not be inconsistent with the Constitution and must be approved at the Annual General Meeting or a Special General Meeting.

Amendment

1. The Constitution may be amended by a notice of motion posted to all members of the Board at least three weeks before the appropriate meeting, which must be agreed to by a two thirds majority of the members present at the meeting.
2. No amendment shall be effective until approved by the Minister of the Crown for the time being administering the Associations Incorporations Act.

Indemnification

All members shall be indemnified against all liabilities, damages, legal expenses and other like expenses in respect to any claim which may be made against a member

arising from the proper discharge of duties as a member of the Board and its subcommittees, to the extent of their membership fee.

Dissolution

In the event of the Board and the Centre being dissolved, all their assets, including records, shall be passed on to a similar organization which is a registered or exempt charity in N.S.W, which satisfies the requirements of item 12.1.4. of subsection 30-100 (1) of the Income Tax Assessment Act 1997.

BY -LAWS

Meeting procedures

1. The business of the meeting shall be considered in the order set out on the agenda, except that the order of items may be changed with the approval of the meeting.
2. Decisions shall be made on the result of a vote by show of hands, unless a secret ballot is requested, and a simple
3. A motion which has the effect of amending or cancelling a previous resolution must be put out on notice for the next meeting, unless a two-thirds majority of those present wish to consider the motion immediately.
4. Amendments to a motion shall be considered before a vote on the motion.
5. All amendments shall be relevant to the original motion no amendment may directly negate the original motion.

Quorum

If it proves difficult to obtain a quorum under clause 10 (iv), the chairperson may declare a meeting valid, and take steps to consult enough other members after the meeting to confirm decisions made at that meeting.

Friends of the Centre

1. Those people who wish to do so, may form an association with the purpose of supporting, assisting and fostering the objectives of the centre.
2. Such an association would be bound by this Constitution, and would have direct access to the Director, and to the Chairperson of the Board.
3. Meetings of such an association may be held at the Centre, by arrangement with the Director and provided there is no conflicting meeting.