



CONSTITUTION

Nyungar people formed the basis of a six season year described by the prevailing weather conditions with associated flora and fauna activities and growth.

Birak was the hot dry time over December and January

Bunuru covered late summer and early autumn over February and March

Djeran covered the cooler period of April and May

Makuru was early winter from June and July

Djilba spanned late winter and early spring over August and September

Kambarang with decreasing rain went from October to November

The Undalup Association is formed to hold festivals named after the seasons in which they are being held. e.g. "Undalup Makuru Festival"

"Undalup Festival Inc." translates from Nyungar language to mean "Busselton Festival Inc."

CONTENTS

1)	NAME	3
2)	DEFINITIONS.....	3
3)	OBJECTIVES.....	3
4)	POWERS OF THE BOARD OF MANAGEMENT	4
5)	INCOME AND PROPERTY	4
6)	ANNUAL GENERAL MEETING	4
7)	SPECIAL GENERAL MEETINGS	5
8)	MEMBERSHIP	6
9)	BOARD OF MANAGEMENT.....	7
10)	BOARD ELECTION PROCESS.....	8
11)	ELECTION OF OFFICERS AND PROCEEDINGS OF THE BOARD	8
12)	BOARD MEETINGS.....	9
13)	FINANCIAL MANAGEMENT	9
14)	GIFT FUND	10
15)	COMMON SEAL	11
16)	AMENDMENTS TO CONSTITUTION	11
17)	RECORDS	11
18)	DISSOLUTION OF THE ASSOCIATION.....	12
19)	DISTRIBUTION OF ASSETS	12

1) NAME

- a) The Association shall be known as the Undalup Association Inc.

2) DEFINITIONS

- a) **The Association** shall refer to the Undalup Association Inc.
- b) **Undalup Association** shall mean the premises operated by the Undalup Association Inc.
- c) **The Board** shall mean the Board of Management of the Undalup Association Inc. as defined under the constitution.
- d) **The Act** shall refer to the **Associations Incorporation Act 1987**
- e) **Indigenous** shall refer to Aboriginal and Torres Straits Islander peoples.
- f) **Nyungar (Noongar)** and many Indigenous names, places and words have many alternative spellings and no preference is made to the choices in this document.

3) OBJECTIVES

- a) The objectives of the Association are:
 - i) To operate and maintain an Indigenous event organisation which will provide events and activities for the local, south west regional communities;
 - ii) To support the growth and diversity of the cultural heritage of south west regional Indigenous community;
 - iii) To provide opportunities to strengthen community relations through events, workshops, and art and cultural activities;
 - iv) To identify opportunities for cultural productivity, improvements and growth;
 - v) To act as consultant managers for Indigenous Tours and operations;
 - vi) To support Indigenous business activities , conference and workshops;
 - vii) To provide and support project management for Indigenous related projects;
 - viii) To improve employment outcomes for south west regional Indigenous peoples;
 - ix) To increase Indigenous participation in events, workshops and art and cultural activities;
 - x) To seek grants and funding relative to the application of these objectives; and
 - xi) To conduct any non-profit business and fund raising activities relevant to the objects of the Association.

- xii) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

4) POWERS OF THE BOARD OF MANAGEMENT

- a) The Board shall have the power conferred by section 13 of the Act to attain the objectives of the Association, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association;
 - i) May do all things necessary or convenient for carrying out its objects and purposes, and in particular may;
 - (1) Acquire, hold, deal with, and dispose of any real or personal property;
 - (2) Open and operate bank accounts;
 - (3) Invest its money;
 - (a) In a security in which trust monies may lawfully be invested; or
 - (b) In any other manner authorised by the rules of the Association;
 - (4) Borrow money upon such terms and conditions as the Association thinks fit;
 - (5) Give security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (6) Appoint agents to transact any business of the Association on its behalf;
 - (7) Enter into any other contract it considers necessary or desirable; and
 - (8) May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5) INCOME AND PROPERTY

- a) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

6) ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the Association shall be held during the month of August in every calendar year or within 4 months after the end of the Association's financial year or such longer

period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation.

- b) The Association shall cause notice of such meeting to be circulated to all members in writing by email or mail at least 21 days prior to the holding of the annual general meeting and that notice must specify;
 - i) When and where the annual general meeting is to be held;
 - ii) The particulars and order in which business is to be transacted, as follows;
 - (1) First, the consideration of the accounts and reports of the committee;
 - (2) Second, the election of committee members to replace outgoing Committee members; and,
 - (3) Third, any other business requiring consideration by the Association at the annual general meeting.
- c) A quorum shall consist of five members. If a quorum is not present within thirty minutes of the appointed time for the start of such meeting, it shall stand adjourned for seven days. If at such adjourned meeting there is not a quorum, those present shall be deemed competent to discharge the business.
- d) The Chairperson of the Board shall preside and in his/her absence the Vice Chairperson will take the Chair. In the absence of both then the meeting may appoint its own Chairperson.
- e) Only elected Board members are entitled to vote.
- f) An Agenda should be sent to all members prior to the Annual General Meeting.
- g) The following shall be the order of business:
 - i) Approval of the minutes of the previous Annual general Meeting;
 - ii) Correspondence as relevant to be read;
 - iii) An Annual Report of the Association including Chairperson's Report, Secretary's Report, Treasurer's Report and an audited Financial Report;
 - iv) Election of Board Members;
 - v) Motions of which at least seven days' notice has been given to the Secretary;
 - vi) Membership fees if applicable or as recommended by the Board to be approved;
 - vii) General Business.

7) SPECIAL GENERAL MEETINGS

- a) A Special General meeting of the Association may be held at any time under the following circumstances and conditions:

- i) The Chairperson considers such a meeting necessary for a defined purpose;
 - ii) The Board receives a request for a Special Meeting signed by not less than 10 ordinary members, such request setting out in detail the purpose of such meeting;
 - (1) The Committee must convene that meeting within 30 days of receiving the request in writing;
 - (2) The members , making a request referred to in sub-rule a)ii) must;
 - (a) State in that request the purpose for which the special general meeting concerned is required; and
 - (b) Sign that request.
 - iii) An appeal by a member against their expulsion from the Association;
- b) Notice in writing via email or mail of a Special General Meeting and a copy of the request (if applicable) shall be given to all members of the Association at least 14 days before the date of the meeting; and that notice must specify;
- i) When and where the special general meeting is to be held;
 - ii) Only business of which notice has been given may be dealt with at a Special General Meeting.
- c) If a special general meeting is not convened within the relevant period of 30 days referred to
- i) In sub rule a)ii), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee, or
 - ii) In sub rule a)iii), the member who gave notice may him or herself convene a special general meeting as if he or she wee the Committee.
- d) When a special general meeting is convened under sub rule c)i) or c)ii) the Association will pay the reasonable expenses of convening and holding the special general meeting.

8) MEMBERSHIP

- a) The Membership shall be open to:
 - i) Any individual, business, organisation or company carrying on business in the City of Busselton and the south west region;
 - ii) Any individual, business, organisation or company outside of the City of Busselton and the south west region subject to the discretion of the Board;
 - iii) One representative from the City of Busselton; and
 - iv) One representative from the Department of Environment and Conservation.
- b) A fee structure for membership may be introduced by the Board at any time by a majority vote.

- c) The membership of the Association by any individual, business or company as recommended by the Board are to be approved at the Annual General Meeting of the Association or at a Special General Meeting called for that purpose.
- d) Any volunteers at their request will be afforded the title of a member and voted in at any ordinary, special or annual general meeting of the Undalup Association Inc.
- e) Honorary Life Membership
 - i) Members may be recommended to the Board for Honorary Life Membership in recognition of outstanding services after a minimum of five years' service to the Undalup Association Inc.; and
 - ii) At the discretion of the Board the member will be nominated to the Annual General Meeting or a Special General Meeting for ratification as an Honorary Life Member.
- f) Register of Members of Undalup Association Inc.
 - i) The Secretary, on behalf of Undalup Association Inc. and under Section 27 of the Act will keep an up-to-date Membership Register and shall contain the name and postal or residential address of the member.
 - ii) The Membership Register will be made available for inspection of members, who may make a copy or take an extract of the register but shall have no right to remove the register for that purpose.
 - iii) The register shall be maintained by the Secretary and maintained at the Secretary or Treasurer's place of residence as the members at a general meeting decide.
 - iv) The Secretary must cause the name of a person who dies or who ceases to be a member under Rule 8 to be deleted from the register of members referred to in sub-rule (i).
 - v) The Board may instruct that a member be struck from the Membership Register if the majority have voted for this.

9) BOARD OF MANAGEMENT

- a) The Board of Management shall consist of eight members of Undalup Association Inc.
- b) Each of the eight Members shall be elected for a period of two years but may hold office until a substitute is elected.
- c) Association volunteers shall elect annually a representative to sit on the Board.
- d) Four members of the Board shall stand down at each Annual General Meeting to comply with the two year tenure requirements.
- e) Any casual vacancy of the Board that occurs mid-term shall be filled at the discretion of the Board until the next Annual General Meeting. The Board Election Process will then fill the position.

10) BOARD ELECTION PROCESS

- a) Notice of nomination for Board Membership, outlining the terms of appointment will be forwarded to all financial members at least twenty-one (21) days prior to the Annual General Meeting.
- b) Nominations close with the Returning Officer fourteen (14) days prior to the Annual General Meeting.
- c) If an election is required, voting will be by secret ballot. Ballot papers will be forwarded to all financial members seven (7) days prior to the Annual General Meeting.
- d) Ballot papers may be returned to the Returning Officer by 5pm on the day of the Annual General Meeting or presented at the Annual General Meeting.
- e) If an election is not required those members nominated will be declared elected.
- f) In the event that there are insufficient nominations to fill all vacancies, nominations for these vacancies may be taken from the floor. If necessary, voting will be by secret ballot from those members present at the Annual General Meeting.

11) ELECTION OF OFFICERS AND PROCEEDINGS OF THE BOARD

- a) At the first meeting of the Board, a Chairperson and Vice-Chairperson shall be appointed from among its own members, if necessary by secret ballot.
- b) The new Board may, at its first meeting, appoint a Secretary and Treasurer. Both positions may be held by one person. Such person(s) need not be a Board member.
- c) A quorum of the Board shall be five members.
- d) The Chairperson shall preside at all meetings of the Association and the Board. In the Chairperson's absence the Vice Chairperson shall preside; in the absence of both the meeting may appoint its own Chairperson.
- e) The Chairperson shall have a casting vote at meetings.
- f) There shall be an Executive Committee consisting of the Chairperson, Vice Chairperson, Secretary and Treasurer and it is empowered to:
 - i) Conduct its meetings as nearly as practicable in accordance with the proceedings of the Board and shall report all proceedings to the next meeting of the Board;
 - ii) Meet whenever required to do so by the Chairperson or upon its own motion or at the request of any two of its members.
- g) The Treasurer shall:
 - i) Attend all Board meetings and keep correct record of all proceedings in a file or book provided for that purpose;
 - ii) Be responsible for all monies of the Association;

- iii) Ensure that all such monies are paid into the Association's bank account;
- iv) Oversee the correct keeping of accounts and books showing the financial affairs of the Association;
- v) Present to the Annual General Meeting an audited statement of the Association's receipts and expenditure indicating the true financial position of the Association.
- h) Any member charged with misconduct may be summoned before the Board which may, after hearing the complaint and taking such evidence as it may consider proper, call on the member to resign. If he/she neglects or refuses to do so within 10 days, it may then declare him/her expelled from the Association;
 - i) In such cases the member concerned shall have the right to appeal to a Special General Meeting whose decision shall be final.
 - i) In the event of the resignation of the Board, the affairs of the Association shall be vested in the Executive Committee, who shall be competent to exercise all powers excluding policy decisions vested in the Board until the holding of a Special General Meeting convened for the purpose of electing a new Board;
 - i) Such meeting shall be called within one month of the resignation of the Board.

12) BOARD MEETINGS

- a) Ordinary meetings of the Board should take place 4 times each year.
- b) On giving notice to the Chairperson or Secretary any Association member may attend Board Meetings and may be permitted to take part in discussions at the Chairperson's discretion, but shall not have a vote.
- c) Each member of the Board shall have one vote. The Chairperson shall have a casting vote only when the voting is tied. Ex-officio members shall not have a vote.
- d) Should any member of the Board fail to attend three consecutive ordinary meetings without reasonable cause or approved leave of absence, the Board may declare the seat vacant and such vacancy will be filled at the Board's discretion.
- e) The Board may from time to time, appoint sub-committees whose members shall carry out any special activity of the Association;
 - i) Sub-Committees shall have such powers and duties as may be delegated by the Board;
 - ii) Sub committees may request others from the general public to assist in their appointed tasks; and
 - iii) All Sub Committees are required to report to and be responsible to the Board.

13) FINANCIAL MANAGEMENT

- a) The financial year of the association shall be from the first day of July in each year to the last day of June in the following year.
- b) All monies belonging to or payable to the Association shall be paid into an Association bank account as soon as possible.
- c) The payment of all accounts shall be authorised by the Executive committee and ratified by the Chairperson or a delegated board member.
- d) The Association shall cause true and accurate records to be kept of all monies received and expended and of all property, assets, credits and liabilities of the association.
- e) The Board shall designate the Treasurer to make all payments including electronic transfer payments with the approval of the Board Chairman or a delegated board member.
- f) An auditor shall be appointed at the Annual General Meeting. Any suitable qualified person may be appointed as auditor provided he/she is not a member of the Board.
- g) The auditor shall provide an Annual Report to the Treasurer for presentation to the next Annual General Meeting.

14) GIFT FUND

- a) The Association shall maintain a gift fund:
 - i) To be named 'The Undalup Association Inc. Gift Fund'
 - ii) which can receive gifts of money or property for the purposes of the objectives of the association
 - iii) which can have credited to it any money received by the association because of those gifts.
- b) The gift fund cannot receive any money or property other than that stated at 14)a)ii)
- c) The association shall use gifts made to the gift fund and any money received because of them only for the principal purpose.
- d) Receipts issued for gifts to the gift fund must state:
 - i) the full name of the association's gift fund
 - ii) the Australian Business Number of the association
 - iii) the fact that the receipt is for a gift.
- e) As soon as the gift fund is wound up, or the association is revoked as a deductible gift recipient under subdivision 30-BA of the Income Tax Assessment Act 1997
 - i) any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the association. This body must also be able to receive tax deductible gifts under subdivision 30-B of the Income Tax Assessment Act 1997.
 - ii) The association shall maintain a separate bank account for the gift fund.

15) COMMON SEAL

- a) The Association shall have and use a Common Seal inscribed with the name of the Association.
 - i) Such seal shall be secured on the premises of the Undalup Association Inc;
 - ii) The seal shall only be affixed to a document after the Board has given authority;
 - iii) The Chairperson and any two members of the Board shall witness the affixation of the seal;
and
 - iv) A record of each affixation shall be kept in a Record Book for that specific purpose.

16) AMENDMENTS TO CONSTITUTION

- a) This Constitution may be added to or amended by Special Resolution but not otherwise in the following manner:
 - i) Any proposed amendment, shall be referred to either the Annual General Meeting or a Special General Meeting called for that purpose;
 - ii) The members shall be notified of the proposed change(s) at least 14 days prior to such meeting, and a copy of the amendment(s) shall be made available for viewing at the premises of the Undalup Association Inc;
 - iii) The amendment(s) must be approved by at least 75 per cent of elected members present at such a meeting before it shall be adopted.
- b) Within one month or passing the Special Resolution altering the Association's rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of a special resolution setting out the particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- c) An alteration of the rules of the Association does not take effect until sub rule b) is complied with;
- d) An alteration of the rules of the Association having effect to change name of the Association does not take effect until sub rules a) and c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- e) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

17) RECORDS

- a) The custody and records, books, documents and securities of the incorporated association shall be the responsibility of the Board.

- b) Any member may, at any reasonable time, inspect without charge, the books, documents, records and securities of the Association.

18) DISSOLUTION OF THE ASSOCIATION

- a) For the Undalup Association Inc. to be wound up voluntarily, a Special General Meeting must be called for that purpose;
- b) The Association shall cause notice of such meeting to be circulated to all members in writing by email or mail at least 21 days prior to the holding of the Special General Meeting and that notice must specify;
 - i) When and where the Special General Meeting is to be held;
 - ii) The particulars and order in which business is to be transacted, as follows;
 - iii) The motion to wind up the association is carried by special resolution (that is, the vote must be carried by at least three quarters (75%) of the members present who are entitled to vote in person or by proxy.

19) DISTRIBUTION OF ASSETS

- a) If the Association is dissolved, any property remaining after acquittal of all debts, liabilities, costs, charges and expenses shall be distributed to another incorporated Association having objectives similar to those of the Undalup Association Inc.
- b) Such an incorporated Association shall be determined by resolution of the members when authorising and directing the Association under Section 33(3) of the Incorporations Act to prepare a plan for the distribution of the surplus property of the Association.

20) SIGNATORIES:

Date approved by the Board: 14TH AUGUST 2012 - AGM MEETING

Signed:  Date: 22/8/12

Name: Isaac Webb

Position: Chairperson of Undalup Association Inc.

Signed:  Date: 14th August 2012

Name: RACHELE COUSINS

Position: Board Member of Undalup Association Inc.