



Jopuka Productions Inc Constitution

June 2023 - July 2026

Ratified by Special General Meeting 29th June 2023

Jopuka Productions (Inc)

Established 2016

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Part 1 – Preliminary

1 Name

The name of the Association is Jopuka Productions Incorporated, also referred to as Jopuka in promotional purposes and as a shortened form.

1.1 Definitions

In these rules, unless the contrary intention appears:

- 1) “Code of Conduct” means the code of conduct adopted by the Associations from time to time;
- 2) “Calendar Year” is to be 1 January – 31 December or such other period as notified to the Commissioner under the Act;
- 3) “The Act” means the Associations Act 2009
- 4) “The Regulation” means the Associations Incorporations Regulation 2016
- 5) “Member” means member of the Association, as set out under Membership terms in this constitution.
- 6) “the Board” means the Board of Directors.
- 7) “the Executive or Executive Board” means the 4 executive roles as set out in rule 4.1 (1a)
- 8) “youth” refers to members or participants aged between 16 -26
- 9) “young person” refers to members or participants aged between 9 – 15
- 10) “the Association” means the Association referred to in rule 1.1
- 11) “the secretary” means:
 - a) The person holding office under this constitution as secretary of the association, or
 - b) If no person holds that office- the public officer of the association.
- 12) “the Chair” means:
 - a) In relation to the proceedings as a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 14;

Part 2 – Charitable Purposes & Powers

2.1 Objects and Commitments

- 1) Our Vision;
To Pursue fresh and relevant ways to deliver youth theatre in Australia.
- 2) Our Mission;
To Foster emerging talent in accessible regional theatre and arts programming focusing on youth and young peoples' agency.
- 3) Our Purpose;
Provide regional youth theatre and arts opportunities to the next generation of Australian storytellers.
- 4) Our Goals;
 - 1 Provide a safe space for youth and young people, of all backgrounds, to express themselves.
 - 2 Provide independent and professional pathways into the wider arts community.
 - 3 Be ambitious, bold, and innovative with our programming.
 - 4 Have strong and stable governance to ensure longevity of our mission.
 - 5 Amplify our artistic communities' strengths, explore and develop its limitations.
 - 6 Work with other regional bodies, including youth services, educational institutions, and government bodies to promote youth and young people, and their achievements.
 - 7 Encourage youth led direction of programming and storytelling.
 - 8 Acknowledge we work on stolen lands. In acknowledging that connection we hope to show our respect to the past, current, future custodians.
 - 9 Build leadership capacity in our participants.
 - 10 Promote Youth Theatre as a legitimate theatrical form, separate from Theatre In Education, Community Theatre, and Theatre for Young People.

5) OUR COMMITMENTS

- i) Commitment to Young People;
Jopuka will always be a safe space for youth and young people of all walks of life.

Jopuka will always strive to to amplify the voices of young people and their stories without unnecessary censorship

We will support youth and young people in their journey to becoming their authentic selves.

- ii) Jopuka is also committed to the following the United Nations Convention of the Rights of the Child, in particular:

Article 31b: Parties shall respect and promote the right of the child to participate fully in cultural and artistic life and shall encourage the provision of appropriate and equal opportunities for cultural, artistic, recreational and leisure activity.

- ii) Commitment to First Nations People;

Jopuka is primarily situated on Darkinjung Country. We endeavour to embed Reconciliation into all that we do, and commit to help provide agency to emerging First Nations youth and young people.

We acknowledge the significance and importance of the Uluru Statement from the Heart; a powerful and unique statement of consensus from the many First Nations delegates at the Referendum Convention at Uluru on 26 May 2017. We pledge our support for the recognition of Australia's Aboriginal and Torres Strait Islander peoples in the Australian Constitution.

- iii) Commitment to the Sector;

- a) Jopuka will always contribute proactively to the ongoing conversation about a better way forward for our sector.
- b) Jopuka will identify and encourage opportunities for collaborations with local and national creative, technical and performing arts artists and bodies.
- c) Always speak positively and supportively about our sector and our peers.
- d) Champion Australian stories, by programming no less than 80% Australian works or storytellers in our season.

- iv) Commitment to the Central Coast Community;

Jopuka will champion local youth, young people, and local stories as priority. We commit to representing the Central Coast Community authentically in our work, our programming and within our industry.

- v) Commitment to Diversity;

Jopuka is committed to presenting the true diversity of Australia in our artistic vision so that all youth and young people can see themselves represented in our programming.

Jopuka also commits to actively working towards better engagement of youth and young people from First Nations, Culturally and Linguistically Diverse and LGBTQIA+ communities, to ensure the future of our sector represents the true make-up of our community.

- vi) Commitment to Women;

Our artistic programming will be delivered and created by 50% female identifying artists and leaders.

2.2 Powers

The powers conferred on the Association by section 14 of the Act are subject to the following additions, exclusions or modifications:

1. To enter into contracts and arrangements as the Board sees fit.
2. To apply for and receive grants, loans or other monies from public or private sources.
3. To borrow or raise and secure payment of money in such a manner as the Board of Management determines in accordance with the Constitution.
4. To solicit donations, gifts and bequests from members of the public to the Association or to any institution for the promotion of the objects of the Association.
5. To deposit, invest or apply any monies of the Association not immediately required upon such securities or investments as the Board may determine.
6. To acquire establish, print and publish newspapers, periodicals, books and leaflets or other compilations that the Board may think desirable for the promotion of the objects of the Association, and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation, which will further the objects of the Association or any of them.
7. To become affiliated with, or subscribe to, and to be represented upon, any other Association whose objects are similar to those of the Association, and to withdraw from any such Association or body.
8. To advise, lobby or influence people or bodies in the furtherance of the aims of the Association.
9. To purchase, take lease in exchange, hire or otherwise acquire, any real or personal property or any rights or privileges which the Association may deem necessary or convenient.
10. To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real and personal property of the Association.
11. To draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature.
12. To take and defend all legal proceedings by or on behalf of the Association.
13. To advertise and promote the activities of the Association by any medium, in accordance with relevant policies.
14. To appoint from time to time, and with specific powers either equal to or more restricted than the powers of the Association, sub-committees, agents, or other bodies or persons for the purpose of carrying out, achieving and completing any of the objects of the Association, and to revoke, cancel, limit or alter such power in terms of appointment and delegation of authority as may seem necessary to the Board.

15. To hire, employ, appoint, contract with, suspend or discharge artistic, administrative, professional, educational or other staff necessary, with specific powers either equal to or more restricted than the powers of the Association, and to pay them and to any person in return for services rendered to the Association, for the purpose of carrying out, achieving and completing any of the objects of the Association, such fees, salaries, honorarium, wages, on such conditions at such rates as the Board may determine, and as determined by associated policies and state and federal employment and contracting legislations.
16. To do all other acts, deeds or things which are or may appear to the Board to be incidental to, or conducive to the attainment of the objects of the Association.

2.3 Not-for-Profit

1. The Association is not-for-profit and as such must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 2.
2. A payment to a member out of the funds of the Association is authorised if it is as listed in the following clauses;
 - (a) payment to a member in good faith as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
 - (e) the payment to employed staff as set out in 2.2 (15)
- 3) The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association as provided in rule 2.1 of the Constitution and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objectives and as set out in future clauses.

2.4 Public Fund

The association shall maintain a public fund in accordance with the following terms:

1. The objects of the fund shall be identical to those of the Association as found in rule 2.1 of this constitution, and property and income of the public fund shall be applied solely

towards the promotion of these objects.

2. Gifts to the fund must be kept separate from any other funds of the Association.
3. The monies in the public fund shall be deposited in a separate bank account and subject to clear accounting procedures.
4. When money is donated to the fund above \$2 AUD, receipts must be issued to the donors in the name of the fund.
5. The public must be invited to contribute to the fund.
6. The fund must operate on the same non-profit basis as the association.
7. The fund must be managed by a sub committee appointed by the board.
8. Monies must not be distributed to members of the managing sub-committee of the fund except as authorised by an ordinary resolution or as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
9. If, upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority, or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Income Tax Assessment Act 1997.

Part 3 – Membership

3.1. Membership Generally

Membership types of the Association are:

- a) Youth Member – any young person between the ages of 16 – 26 engaged by the Association within a production, drama or theatre program, project, program, event or class.
- b) Young Member – any young person aged between 9-15 engaged by the Association within a production, drama or theatre program, project, program, event or class.
- c) Life Member – a natural person of any age awarded life membership
- d) Management/Staff – engaged by the board to operate in the interests of the association as set out in section 2.2.

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- e) Ordinary Member – any person over the age of 26 who is not otherwise categorised by above, but is at the discretion of board or staff engaged to assist within the association or is involved in any project, program or event.
- f) Honorary Member – any person not otherwise categorised by above, who, at the discretion of board or staff, is engaged to assist on a casual basis within a production, drama or theatre program, project, program, event or class.

3.2 Register of Members

1. The Board shall nominate someone on behalf of the Association, to keep and maintain the register of members, specifying the name, email address, phone number, DOB of each person who is a member of the association together with the date on which the person became a member.
2. The register of members must be kept in New South Wales
 - a) At the main premises of the Association, or
 - b) If the association has no premises, at the association's official address.
 - c) A digital copy will also be kept up to date.
3. The register, by request can be viewed by any member under these conditions
 - a) Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members
 - b) Any record of members under the age of 18, if requested to be viewed, shall be redacted to include only a first name, initial of last name and date of birth. This is in line with Child Safe practices.
4. The register of Members must only be used for;
 - a) The purposes of record keeping,
 - b) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - c) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.3 Subscriptions

1. The Board shall from time to time determine the amount payable for each membership type but will be no less than \$1.
2. Subscription lengths will be determined by the board based on membership type. Each membership will be valid for the length of time set out by type.

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3. Subscription fees are to be paid within 10 business days of receipt of notification membership confirmation.

3.4 Resignation of Members

1. A member who delivers notice in writing of his or her resignation from the Association to the Association's email address, or to a Board member, ceases on that delivery to be a member.
2. A person who ceases to be a member under sub rule (1) remains liable to pay the Association the amount of any subscription due and payable by that person to the Association, but unpaid at the date of cessation.

3.5 Cessation of Membership

A person ceases to be a member of the association if the person:

- a) dies, or
- b) Resigns membership, or
- c) Is expelled from the association, or
- d) Fails to pay the membership as set out by rules 3.3

3.6 Members liabilities.

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any unpaid by the member in respect of membership of the association as required by section 3.3.

3.7 Resolution of disputes.

1. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member, or members, and the association, if unable to be resolved via policy and procedure, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*
2. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
3. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

3.8 Disciplining of members

1. A complaint may be made to the Board by any person that is a member of the association if another member:

- (a) (i) has refused or neglected to comply with a provision, or provisions, of this constitution, or
(ii) has refused or neglected to comply with a provision, or provisions, of this associations policies (Code of Conduct, Sexual Harassment Policy, Social Media Policy, Child Safe Policy, and any others added or amended by management or board)
 - (b) Has wilfully acted in a manner prejudicial to the interests of the association.
2. The board may refuse to deal with a complaint if its legal advice deems the complaint to be trivial or vexatious in nature, but the complaint should be acknowledged by return correspondence.
3. If the Board decides to deal with the complaint, the committee:
 - (a) must give notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to formally response to the board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
4. The Board may, by resolution, expel the member from the association, or suspend the member from membership of the association, if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
5. If the board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action, and of the member's right of appeal under clause 3.8.
6. The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 3.6,whichever is the later

3.9 Right of appeal of disciplined member

- (1) A member may appeal to the association in a general meeting against a resolution of the board under clause 3.7, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the board, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):

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- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

3.10 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

3.10 Life Membership

- 1) Life Memberships are awarded at the sole discretion of Joshua Maxwell and Danielle Brame Whiting as the founding members on the board (henceforth shall be referred to as founding members), with advice from the Foundation, and approval from the Chairperson.
- 2) Life Memberships are awarded on merit, and must not be used as a solicitation or aid for financial or personal gain.
- 3) The entitlements of life membership are subject to board discretion, and are revocable at any time.
- 4) Life memberships are valid for the natural life of the individual who holds them. They are not transferable.
- 5) Life memberships are subject to all the rules of section 3.4, 3.5, 3.6, 3.7, 3.8, and 3.9.

Part 4 – The Board of Directors

4.1 The Board Generally

- 1) The Board, elected by the members at each Annual General Meeting or a meeting called for the specific purpose of electing a Board of Directors, shall have the powers referred to in these rules and shall comprise:
 - a) A Chair, Treasurer and Secretary, and shall form the Executive Board, by nomination, and with respect to guides in further sections.
 - i. The executive Board roles hold a 2 year term, and may not hold any office for more than 2 consecutive terms.
 - b) At least 3 General Directors who are qualified to hold the position of “board member” as stated in section 4.2

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- i. The role of a board member is a 2 year term
 - c) Chair of the Youth Advisory Panel (as nominated by the Executive and ratified by the Board)
 - d) Chair of the Jopuka Foundation (as nominated by the Executive and ratified by the Board)
 - e) Any of the founding members (Joshua Maxwell and Danielle Brame Whiting). At the board's discretion these may not count towards the overall number of board members, should valuable individuals be identified to sit on the board.
- 2) The minimum number on the Board of directors shall be 9 with maximum of 11, unless in the event of 4.1.e
 - 3) Any Patron appointed by the Board, does not hold voting rights, and does not count toward the minimum or maximum numbers
 - 4) The Board at all times must include in as part of 4.1, at minimum one founding and 2 life members.
 - 5) When a casual vacancy within the meaning of rule occurs in the membership of the Board:
 - a) The board may appoint a person to fill that vacancy; and
 - b) A person appointed under subrule (a) shall:
 - i. Hold office, subject to this Constitution, for the remainder the term of the replaced Board member; and
 - ii. Be eligible for election to membership of the Board at the first Annual General Meeting following the appointment.
 - 6) The Board shall have the authority to appoint persons to the Board as it deems advantageous to the advancement of the objects of the Association.
 - 7) The Chairperson and Artistic Director on behalf of the Board of directors are required to submit a report to the Annual General Meeting of the members of its activities in relation to the Association since the last Annual General Meeting.
 - 8) The Board may appoint sub-committees as it deems appropriate under the chair of a member of the Board, or a nominee thereof, and fill any casual vacancy which arises on such sub-committee.
 - 9) Nomination for the Board shall be called for prior to the Annual General Meeting and will be in hard copy or digital, signed by the proposer and the seconder and lodged prior to the meeting with the person convening the meeting.
 - 10) In the event that a founder steps down from the board, they shall be offered a position as a patron of the Association.

4.2 Qualification of Board of Directors

- 1) A majority of the Board Directors at any time must fall within one or more of the following categories:

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- a) a person who identifies with a community in which the organisation works in, including but not limited to:
 - i) Theatre, including theatre for/with/by young people
 - ii) Youth Work
 - iii) Child services
 - iv) Events and Entertainment
 - v) Cultural Services
- b) a barrister or solicitor, registered medical practitioner, member of the Institute of Chartered Accountants in Australia or of the Australian Society of Certified Practising Accountants, or other person belonging to a professional body which has a code of ethics and rules of conduct,
- c) a person working in the Education industry of New South Wales, or any state or territory where Jopuka conducts operations,
- d) a person known to a broad section of the community because the individual performs a public function,
- e) A member of a profession advantageous to the development of the organisation or young people,
- f) A notable member of the community,
- g) A life member of the organisation,
- h) Are nominated on the principal merit, by a founding member of the organisation.

Further

- 2) All board members must be;
 - a) An Australian Citizen, or permanent resident
 - b) An ordinary, or life member of the organisation.
 - c) At least 18 years of age, unless appointed by the Youth Advisory Panel.
 - d) Provide, no later, than 30 days of their election of valid Working With Children Number or application number, or national/state/country equivalent.
- 3) Individuals wishing to nominate for the board must have the endorsement of:
 - a) Two Ordinary members of the organisationor
 - b) Two Life member of the organisationor
 - c) One Founding Member

4.3 Further Powers Of The Board

- 1) The business of the Association must be managed by or under the direction of a Board.

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- 2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 3) The Board may-
 - a) appoint and remove persons acting on behalf of the organisation, foundation, or sub committee;
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- 4) Assume the responsibility of creating, maintaining and enforcing the board charter and legislative policies and procedures and any other requirements to enable continued registration of the organisation.

4.4 Chair

- 1) As set out in rule 4.1 the position of chair forms part of the executive and is as such a 2 year term.
- 2) It is the duty of the Chair, in conjunction with the Executive directors, to lead the organisation on all governance and correspondence, remaining open and transparent with the Board.
- 3) The Chair must, in reasonable manner, notify the Executive of any correspondence and/or decisions made in relation to association business.
- 4) The Chair, in conjunction with the Executive, will delegate tasks according to the requirements of the association.
- 5) The chair must have the endorsement of at least one life member and one founder.
- 6) The chair may not hold an executive staff role of the association
- 7) To coordinate and chair all board meetings, ensuring opportunity for all board members to contribute, and that professional standards are maintained.
- 8) To represent Jopuka where required in a professional and positive fashion, publicly advocating and acting in the best interest of the organisation

4.5 Secretary

- 1) As set out in rule 4.1 the position of secretary forms part of the executive and is as such a 2 year term.
- 2) The secretary of the association must, as soon as possible after being appointed as secretary, lodge notice with the association of their address.
- 3) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - a) All appointments of Executive and members of the Board, and
 - b) The names of members of the Board present at a board meeting or a general meeting, and

- c) All proceedings at Board meetings and general meetings.
- 4) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.
- 5) The signature of the chair may be transmitted by electronic means for the purposes of subclause (3)
- 6) Minutes must be sent to all directors before the next meeting.
- 7) The Secretary may hold an executive staff role of the association.
- 8) Maintain a motions log of all motions submitted, voted on and their outcome.
- 9) Maintain an actions log noting all actions agreed on date and parties responsible.

4.6 Treasurer

- 1) As set out in rule 4.1 the position of Treasurer forms part of the Executive and is as such a 2 year term.

It is the duty of the treasurer of the association to ensure:

- a) That all money due to the association is collected and received and that all payments authorised by the association are made, and
- b) That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- c) An audit of these records is obtained at the end of each financial year of the association.
- d) A treasurer's report is presented to the board at each meeting or annual general meeting, or periodically at the request of Executive or Management, if required for specific reasons relating to general business of the Association.

The Treasurer may hold an executive staff role of the association.

4.7 Election of Board Office Bearers

- 1) The Executive officers at the board, are to be appointed at a meeting held directly after the annual general meeting. The role of Chair, Treasurer and Secretary are not positions that can be applied for directly, but must be appointed from within the elected board of directors.
- 2) The nominations must be endorsed by at least one founding member and/or life board member. To ensure the vision and mission outlined are prioritised and maintained

4.8 Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the board the board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the board occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 4.8, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the board from 3 consecutive meetings of the board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
 - (j) is over 18 and becomes barred from working with children, or their WWC number does not clear, this is in accordance with the Associations Child Protection Policy.

4.9 Removal of Board members

- (1) The association in general meeting may by resolution remove any member of the board, from the office of member, before the expiration of the member's term of office and may by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length), and requests that the representations be notified to the members of the association, the secretary, or the president, may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.10 Board of Directors meetings and quorum

- (1) The board must meet at least 4 times in each period of 12 months at the place and time that the board may determine.
- (2) The Executive Board as set out in 4.1 may meet a further 3 times with the executive staff of the association
- (3) Additional meetings of the board may be convened by the board or by any member of the board.
- (4) Oral or written notice of a meeting of the board must be given by the secretary to each member of the board at least 48 hours or any other period that may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as business without notice.

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- (6) Any 4 members of the board, and 1 executive member constitute a quorum for the transaction of the business of a meeting of the board
- (7) No business is to be transacted by the board unless a quorum is present and if, within fifteen minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the board:
 - (a) the chair or, in the chair's absence, the nominated is to preside, or
 - (b) If the nominated, is absent or unwilling to act, one of the remaining members of the board chosen by the members present at the meeting is to preside. Favour should be given to previous chairpersons still sitting on the board.
- (10) At least 1 founding member, and 2 life members must be on the board at all times.

4.11 Appointment of association members as Board members to constitute quorum

- 1) If at any time the number of board members is less than the number required to constitute a quorum for a board meeting, the chair may appoint a sufficient number of members of the association as board members to enable the quorum to be constituted.
- 2) A member of the board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 3) This clause does not apply to the filling of a casual vacancy to which clause 4.7 applies.

4.12 Use of technology at Board meetings

- 1) A board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board members a reasonable opportunity to participate.
- 2) A board member who participates in a board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 3) At the discretion of the executive board, a group messaging system or digital messaging services may be set up, and used to pass or approve actions relating to the objects of the Association that require decision before the next meeting, and that would otherwise not require a special general meeting to be called.

4.13 Delegation by Board to sub-committees, Panels, Teams, working groups

- (1) The board may, in writing, delegate to one or more sub-board, panels, teams or working groups, consisting of the member or members of the association that the board thinks fit the exercise of any of the functions of the board that are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the board by the Act or by any other law.

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- (2) A function the exercise of which has been delegated to a sub-board under this clause may, while the delegation remains unrevoked, be exercised on occasion the sub-board in accordance with the terms of the delegation.
- (3) Despite any delegation under this clause, the board continues to have authority to exercise any function delegated.
- (4) Any act or thing done or suffered by a sub-board acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the board.
- (5) The board may, in writing, revoke wholly or in part any delegation under this clause.
- (6) A sub-board may meet and adjourn as it deems appropriate.

4.14 Voting and decisions

- (1) Actions or motions arising at a meeting of the board or of any sub-board appointed by the board are to be determined by a majority of the votes of members of the board or sub-board present at the meeting.
- (2) Each member present at a meeting of the board or of any sub-board appointed by the board (including the person presiding at the meeting) is entitled to one vote.
- (3) In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) Subject to clause 4.9 (5), the board may act despite any vacancy on the board.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-board appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-board.
- (6) Where a decision is to be made with a possible conflict of interest to one or more of the board members, the conflicted members void their right to vote. It is at the discretion of the board if they may remain present for discussion around the matter. In the case of disciplinary circumstances, they are not to be present.
 - a) Refer to the conflict of interest policy.

Part 5 General Meetings

5.1 Annual general meetings – holding of

- (1) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's calendar year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

5.2 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 5.1, to be convened on the date and at the place and time that the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

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- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the board reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary board members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

5.3 Special general meetings - calling of

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition of at least 40% of the total number of current members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

5.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition

to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 5.4 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

5.5 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

5.6 Presiding member

- (1) The chair or, in the chair's absence, the nominated chair to preside as chairperson at each general meeting of the association.
- (2) If the chair is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

5.7 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

5.8 Making of decisions

- (1) An action or motion arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the action or motion is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the actions and motions log of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the board under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the action or motion is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

5.9 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

5.10 Voting

- (1) On any action or motion arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 16 years of age.

5.11 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

5.12 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot as the board determines to resolve any actions or carry any motions (other than an appeal under clause 3.8).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

5.13 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the board that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 6 Funds, Documentation, and Insurance

6.1 Insurance

The association may affect and maintain insurance.

6.2 Funds - Source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, grants, ticket sales and, subject to any resolution passed by the association in general meeting, any other sources that the board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.3 Funds - Management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories, unless other authority is given to management or executive.

6.4 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) Any surplus property of the association on loan to the association, shall be returned or offered to be returned to the lender, or donor.
- (3) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

6.5 Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer, chair of the board and an executive member.

6.6 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the board determines, or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

6.7 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.
- (4) In relation to membership records, despite subclauses (1) & (2) in accordance with part 3.2 section 3b of this constitution, details of any members under 18 shall be redacted and not available in their entirety for viewing by members. This is in line with our child safe practices.

6.8 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by some other form of electronic transmission to an address specified by the person for giving or serving the notice.

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- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

6.9 Financial year

The calendar year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31st of December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st of January and ending on the following 31st of December.

Notes.

- 1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
- 2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

Part 7. Miscellaneous

7.1 Jopuka Productions Endorsement of the Uluru Statement from the Heart

Jopuka Productions endorses the Uluru Statement from the Heart and supports the Statement's invitation for all of us to work together for the recognition of Aboriginal and Torres Strait islander sovereignty and a future that connects us to each other. We wholeheartedly support the establishment of a First Nations Voice to be enshrined in the Constitution and a Makarrata Commission to lead truth telling and treaty making.

The Uluru Statement from the Heart is a national First Nations statement that was developed by 250 delegates at the National Constitutional Convention in May 2017, following a rigorous consultation process involving 13 regional dialogues across Australia and 1,200 representatives. The Statement outlines three strategies (Voice to Parliament, Truth Telling and Treaty making) which support the process of self-determination essential to the wellbeing of all Aboriginal and Torres Strait Islander Peoples.

Jopuka will create and adhere to a reconciliation action plan no later than July 2026.

7.2 Child Safe Framework

- 1) Child Safety must be considered, and upheld in all operations of the organisation.

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- 2) The organisation, directed by the board, must maintain and enforce a child safe policy that aligns with the state and federal legislation and guidelines.
- 3) The policies and framework around child protection must be reviewed and updated annually, or when substantial changes in state and federal policies are made.
- 4) The organisation will appoint a child safe “person” or “persons” and/or a welfare officer to advise staff, and volunteers. This individual or persons may be a member(s) of the staff, board, or a third party.

7.3 Youth Advisory Panel

- 1) At the first board meeting after each Annual General Meeting, the Board must elect a Youth Advisory Panel, by whatever means it determines is appropriate.
- 2) The Youth Advisory Panel must comprise a minimum of 15 members who are aged between 12-26 years.
- 3) The Youth Advisory Panel will have a chairperson, by election this person also becomes a member of the Board of the Association, for the duration of the chairpersonship of the Youth Advisory Panel.
- 4) If more than one member of the Youth Advisory Panel is a member of the board only the chairperson will act in the role of advisor to the board, the other member will have only a general director role.
- 5) The Youth Advisory Panel chair must be invited to attend each Board meeting to provide their views on matters addressed at the meeting, and to update the Board on matters discussed at committee meetings.
- 6) From time to time the Youth Advisory Panel may be requested by the Board to undertake a particular project in support of the objectives of the Association.
- 7) More detailed role as set out in Policies and Procedures for Youth Advisory Panel, the above clauses relate to role on board only.