

**COMPANY INCORPORATION ACT 2009**  
**WILLOUGHBY THEATRE COMPANY INC.**  
**CONSTITUTION**

**1. PART 1 - PRELIMINARY**

1.1 In these rules, except insofar as the context or subject matter otherwise indicates or requires:

"**Company**" means Willoughby Theatre Company Inc;

The WTC Board (hereinafter called "**Board**") and the WTC Committee (hereinafter called "**Committee**") are as defined in clauses 4.2 and 4.4 below;

"**Secretary**" means:

- (a) The person holding office under this Constitution as Secretary of the Company; or
- (b) where no such person holds that office, the Public Officer of the Company, provided that nothing in this Constitution shall prevent a Secretary for the time being of the Company being appointed the Public Officer;

"**general meeting**" means an Annual General Meeting or a Special General Meeting as the case may be;

"**Special General Meeting**" means a general meeting of the Company other than the Annual General Meeting;

"**the Act**" means the *Company Incorporation Act 2009*;

"**the Regulations**" means the *Company Incorporation Regulations*.

1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority, and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the *Act*.

## **2. PART 2 - OBJECTIVES**

2.1 The objectives of the Company are:

- (a) the enjoyment and involvement of members, through theatre production and social activities, without restrictions to membership;
- (b) the attainment of the highest standard in productions and all associated aspects;
- (c) the provision of a strong administrative and financial management;
- (d) Artistic direction and show selection shall be vested with the Board;
- (e) To provide transparency and confidence to those submitting applications to direct a show, an independent overseer shall be present during the process. Selection of directors for a show shall be by secret ballot which shall be conducted by the overseer.

2.2 The Company must apply its profits, if any, and other income it receives to the promotion of its objectives.

2.3 The Company is a non-profit company and must not pay dividends, or distribute profits or income to its members.

2.4 In the event of the winding up or the cancellation of the incorporation of the Company any surplus property shall vest in a company having the same or similar objectives as the Company nominated by a special resolution of members.

### **3. PART 3 - MEMBERSHIP**

#### **3.1 Membership generally**

- (a) A person is eligible to be a member of the Company if:
  - (i) the person is a person referred to in section 6(1) of the *Act* and has not ceased to be a member of the Company at any time after incorporation of the Company under the *Act*; or
  - (ii) the person is a natural person who is over the age of 16 years, and:
    - A. has been nominated for membership of the Company as provided by the Constitution, and
    - B. has been approved for membership of the Company by the Board.

#### **3.2 Life Members, Honorary Members, and Associate Members**

##### **(a) Life members**

The Board may recommend members, who have rendered distinguished service to the Company over a period of not less than fifteen (15) years, for consideration as Life Members. They shall have the same rights as Financial Members.

##### **(b) Honorary members**

The Board may recommend members, who have rendered special service to the Company over a period of not less than ten (10) years, for consideration as Honorary Members. They shall have the same rights as Financial Members.

##### **(c) Conditions for election of Life and Honorary Members**

The following conditions shall be observed for the election of Life and Honorary Members:

- (i) Notice of each nomination, signed by at least two financial members of the Company, shall be given to the Secretary no later than 31 December in any calendar year.
- (ii) The Secretary shall report the nomination to the next regular meeting of the Board for consideration and, if approved, the Board shall forward such nomination to the next Annual General Meeting for election or otherwise.
- (iii) The Board shall not approve the nomination nor shall the candidate be declared elected at the Annual General Meeting unless in each case such approval is given, or election made, with the consent of two-thirds of the members present and voting.
- (iv) Each notice of nomination given to the Board for the election of Life and Honorary Members shall be accompanied by a statement signed by one of the members of the Company nominating the Life or Honorary Member (as

the case may be) setting out the reasons the nominator believes entitle the person to be considered by the Board for Board for such election. The nominator may, if requested to do so on reasonable notice, address the Board in person in support of such nomination.

(d) **Associate Members**

Associate Members may be created by the Board for a limited period in recognition of service being or to be rendered. They shall have no voting rights.

(e) **New Members**

A person may join the Company by payment of the subscription for the current membership year, which shall be regarded as commencing from the conclusion of each annual general meeting. New members cannot be admitted after 30<sup>th</sup> June until the commencement of the following membership year. Such membership shall be subject to review by the Board and if, for any cause, membership is refused, the subscription shall be refunded.

(f) **Cessation of Membership**

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

- (i) dies; or
- (ii) resigns that membership; or
- (iii) is expelled from the Company; or
- (iv) is not financial, in that the member fails to pay the annual membership fee within 3 months after the fee is due.

(g) **Membership entitlements not transferable**

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

- (i) is not capable of being transferred or transmitted to another person, and
- (ii) terminates upon cessation of the person's membership.

(h) **Resignation of Membership**

- (i) A member of the Company is not entitled to resign that membership except in accordance with this rule.
- (ii) A member of the Company who has paid all amounts payable in respect of the member's membership may resign from membership of the Company by first giving to the Secretary written notice, being not less than one month or such other period as the Board may determine, of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (iii) The resigning member shall not be entitled to a refund either in whole or in part of any subscription paid.
- (iv) Where a member of the Company ceases to be a member pursuant to subclause (ii), and in every other case where a member ceases to hold membership, the Assistant Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

(i) **Register of Members**

- (i) The Assistant Secretary of the Company shall establish and maintain a Register of Members of the Company specifying the name and address of each person together with the date on which the person became a member.
- (ii) The Register of Members shall be open for inspection, free of charge, by any member of the Company at any reasonable hour.

(j) **Fees, subscriptions, etc**

A member of the Company shall pay to the Company by 31<sup>st</sup> December in each calendar year an annual membership fee as determined by the Board.

(k) **Members' liabilities**

The liability of a member of the Company to contribute towards the payment of the debts and liabilities of the Company in relation to the costs, charges and expenses of the winding up of the Company is limited to the amount, if any, unpaid by the member in respect of membership of the Company as required by subclause 3.2(j) above.

(l) **Disciplining of members**

- (i) Where the Board is of the opinion that a member of the Company:
  - A. has persistently refused or neglected to comply with a provision of provisions of this Constitution; or
  - B. has persistently and wilfully acted in a manner prejudicial to the interests of the Company,the Board may by resolution:
  - C. expel the member from the Company; or
  - D. suspend the member from membership of the Company for a specified period.
- (ii) A resolution of the Board under subclause 3.2(l)(i) above is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under

subclause 3.2(l)(iii) below, confirms the resolution in accordance with this rule.

- (iii) Where the Board passes a resolution under subclause 3.2(l)(i) above, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- A. setting out the resolution of the Board and the grounds on which it is based;
  - B. stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice:
  - C. stating the date, place and time of that meeting; and
  - D. informing the member that the member may do either or both of the following:
    - attend and speak at that meeting;
    - submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (iv) At a meeting of the Board held as referred to in subclause 3.2(l)(iii) above, the Board shall:
- A. give to the member an opportunity to make oral representations;
  - B. give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
  - C. by resolution determine whether to confirm or to revoke the resolution.
- (v) Where the Board confirms a resolution under clause 3.2(l)(iv) above, the Secretary shall by notice in writing within 7 days after that confirmation, inform the member of the fact and of the member's right of appeal under subclause 3.2(l)(iv) above.
- (vi) A resolution confirmed by the Board under subclause 3.2(l)(iv) above does not take effect:
- A. until the expiration of the period within which the member is entitled to appeal against the resolution, where the member does not exercise the right of appeal within that period; or
  - B. where within that period the member exercises the right of appeal, unless and until the Company confirms the resolution pursuant to subclause 3.2(l)(iv) above.

**(m) Right of appeal of disciplined member**

- (i) A member may appeal to the Company in general meeting against a resolution of the Board which is confirmed under clause 3.2(l)(iv) above within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (ii) Upon receipt of a notice from a member under subclause 3.2(m)(i) above the Secretary shall notify the Board which shall convene a general meeting of the Company to be held within 21 days after the date on which the Secretary received the notice.
- (iii) At a general meeting of the Company convened under subclause 3.2(m)(ii) above:
  - A. no business other than the question of the appeal shall be transacted;
  - B. the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both;
  - C. the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked;
  - D. if at the general meeting the Company passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed; and
  - E. the appeal is to be determined by a simple majority of votes cast by members present at the meeting.

## 4. PART 4 - THE BOARD

### 4.1 Powers of the Board

The Board, subject to the *Act*, the *Regulations*, this Constitution, and to any resolution passed by the Company in general meeting:

- (a) shall control and manage the affairs of the Company;
- (b) may exercise all such functions as may be exercised by the Company other than those functions that are required by these rules to be exercised by a general meeting of members of the Company;
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company; and
- (d) shall have the power to appoint from time to time an honorary solicitor, honorary archivist, honorary architect and such other honorary positions to serve the Company as the Board shall from time to time determine.

### 4.2 Composition and membership of the Board

- (a) The **Board** shall consist of:
  - (i) the office-bearers of the Company; and
  - (ii) life members, who shall be ex-officio members, with no voting rights attached thereto.
- (b) The **office-bearers** of the Company shall be:
  - President;
  - Vice-President;
  - Secretary;
  - Business Director;
  - Marketing Director; and
  - Technical Director.
- (c) Each member of the Board shall, subject to this Constitution, hold office until the conclusion of the annual general meeting 2 years after the date of the member's election, but is eligible for re-election, provided that no person shall be eligible for election at the Board unless they have served at least one year on the Board.
- (d) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Company to fill the vacancy and the member so appointed shall hold office until the conclusion of the annual general meeting next following the date of the appointment.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.



#### 4.3 **Committee**

(a) The Committee shall consist of the following officers:

- Finance Manager;
- Assistant Marketing Director;
- Assistant Secretary;
- Volunteer Manager, and
- Assistant Technical Director.

(b) Each member of the Committee shall, subject to this Constitution, hold office until conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

#### 4.4 **President**

The President shall preside at meetings of the Company wherever possible and shall be the principal liaison officer for all external contacts.

#### 4.5 **Vice-President**

The Vice-President shall be responsible for assisting the President generally and for such duties as may be determined by the Board.

#### 4.6 **Secretary**

(a) The Secretary of the Company shall, as soon as practicable after being appointed as Secretary, lodge notice with the Company of his or her address.

(b) It is the duty of the Secretary to keep Minutes of:

- (i) all appointments of office-bearers;
- (ii) the names of members of the Board present at a Board meeting or a general meeting; and
- (iii) all proceedings at Board meetings and general meetings.

(c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting. The Minutes may be kept in written or electronic form.

(d) The Secretary shall be the appointed Public Officer of the Company.

#### 4.7 **Finance Manager**

It is the duty of the Finance Manager of the Company to ensure that:

(a) all money due to the Company is collected and received and that all payments authorised by the Company are made; and

- (b) correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company.

#### 4.8 **Assistant Secretary**

The Assistant Secretary shall generally assist the Secretary and perform such other duties as may be determined by the Board.

#### 4.9 **Business Director**

The Business Director shall be responsible for all business arrangements in respect of any productions the Company shall present and for such other duties as may be determined by the Board.

#### 4.10 **Marketing Director**

The Marketing Director shall be responsible for all matters pertaining to the publicity of the Company's activities and the public relations associated therewith and for such other duties as may be determined by the Board.

#### 4.11 **Assistant Marketing Director**

The Assistant Marketing Director shall generally assist the Marketing Director in the performance of the duties as such.

#### 4.12 **Technical Director**

The Technical Director shall be responsible for providing technical advice and assistance in respect of any productions the Company shall present and for such other duties as may be determined by the Board.

#### 4.13 **Assistant Technical Director**

The Assistant Technical Director shall generally assist the Technical Director in the performance of the duties as such.

#### 4.14 **Volunteer Manager**

The Volunteer Manager shall keep and maintain a list of and communicate with all members and volunteers on matters relating to shows and general meetings.

#### 4.15 **Casual Vacancies**

For the purpose of this Constitution, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Company;

- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 4.16 below;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months;
- (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 under Part 2D.6 of the *Corporations Act 2001* (Cth).

#### 4.16 **Removal of Member**

- (a) The Company 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 expiration of the term of office of the member so removed.
- (b) Where a member of the Board to whom a proposed resolution referred to in subclause 4.16(a) above 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 Company, the Secretary or President may send a copy of the representations to each member of the Company or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### 4.17 **Meetings and Quorum**

- (a) The Board shall meet at least six (6) times in each period of 12 months at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by the President or by the Secretary on requisition of any three (3) voting members of the Board.
- (c) Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the voting members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of meeting given under subclause 4.17(c) above 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 urgent business.

- (e) Any four (4) members of the Board (excluding Life Members who are not office-bearers) constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) No business shall be transacted by the Board unless a quorum is present and if, within half-an-hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half-an-hour of the time appointed for the meeting, the meeting shall be dissolved.
- (h) At a meeting of the Board:
  - (i) the President, or in the President's absence the Vice-President, shall preside; or
  - (ii) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

#### 4.18 Delegation by Board to sub-Committee

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Company as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Board by the *Act* or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule shall have the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

#### 4.19 **Voting and decisions**

- (a) Questions arising at a meeting of the Board or of any Committee appointed by the Board shall be determined by a majority of the votes of members of the Board (excluding Life Members who are not office-bearers) or Committee present at the meeting.
- (b) Each member present at a meeting of the Board (excluding Life Members who are not office-bearers) or of any sub-committee appointed by the Board or the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 4.17(f) above, the Board or the Committee may act notwithstanding any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board or the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board, the sub-committee, or the Committee.

## **5. PART 5 - GENERAL MEETINGS**

### **5.1 Annual General Meetings – holding of**

The Company shall, within a period of six (6) months after the expiration of each financial year of the Company, convene an Annual General Meeting of its members subject to any extension or permission granted by under the *Act*.

### **5.2 Annual General Meetings – calling of and business at**

- (a) The Annual General Meeting of the Company shall, subject to the *Act* and this Constitution, be convened on such date and at such place and time as the Board thinks fit.
- (b) At least 28 days' notice of the date, time and place of holding of the Annual General Meeting shall be given to all members.
- (c) In addition to any other business which may be transacted at an Annual General Meeting, the business of an annual general meeting shall be:
  - (i) to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) to receive from the Board reports upon the activities of the Company during the last preceding financial year;
  - (iii) to elect office-bearers of the Company;
  - (iv) to elect patron(s) who shall not form part of the Board and need not be a member of the Company; and
  - (v) to receive and consider the statement or report which is required to be submitted to members pursuant to the *Act*.
- (d) An Annual General Meeting shall be specified as such in the Notice convening it.

### **5.3 Election of Board and Committee**

- (a) The Board shall determine the date for the holding of the Annual General Meeting being a date that will enable the following procedure in relation to the election of members to the Board and/or the Committee (office-bearers) to be implemented.
- (b) No less than 28 days before the date of the proposed Annual General Meeting, the Board shall cause to be sent to members either by pre-paid post or by email to the member's address as recorded in the Register of Members:
  - a Notice stating the date, time and place of the holding of the Annual General Meeting;
  - a copy of the Minutes of the last Annual General Meeting; and
  - a Nomination form to be completed to be elected as office-bearers of the Company.

- (c) Nominations of candidates for election to the Board and/or the Committee must be made in writing, signed by 2 members of the Company and accompanied by the written consent of the candidate 9which shall be endorsed on the form of the nomination.
- (d) A properly completed Nomination Form must be received by the Secretary on or before the date that is 14 days before the date of the Annual General Meeting.
- (e) The Notice in relation to the nomination for election of office-bearers of the Company shall state that such nominations are to be received by the Honorary Secretary on or before a date that is 14 days before the date of the Annual General Meeting at which the election is to take place.
- (f) If insufficient nominations are received to fill all vacancies on the Board or the Committee the candidates nominated are taken to be elected to the positions to which they are qualified and have applied, and further nominations are to be received at the annual general meeting. If insufficient further nominations are received, any vacant positions remaining are to be taken as casual vacancies.
- (g) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (h) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the Annual General Meeting. The Secretary shall cause to be sent to members of the Company no less than 7 days prior to the date of the Annual General Meeting a Notice setting out the names of those persons who have nominated for election as office-bearers of the Company and details of the office-bearers' position(s) for which such persons have nominated. At the same time the Secretary shall send to each member of the Company a copy of the Annual Report and Financial Statement.
- (i) The ballot for the election of office-bearers is to be conducted at the Annual General Meeting in any usual and proper manner that the Board directs.
- (j) No person shall be entitled to stand for election as an office-bearer of the Company unless such person is a member of the Company and has been nominated and notice of such nomination has been sent to members in accordance with these rules.

#### 5.4 **Special General Meetings – calling of**

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Company.
- (b) The Board shall, on the requisition in writing of not less than 20 per cent (20%) of the total number of members, convene a Special General Meeting of the Company.
- (c) A requisition of members for a Special General Meeting:
  - (i) shall state the purpose of the meeting;
  - (ii) shall be signed by the members making the requisition;

- (iii) shall be lodged with the Secretary; and
- (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Board fails to convene a Special General Meeting to be held within one 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.
- (e) A Special General Meeting convened by a member or members as referred to in this clause 5.4 shall be convened, as nearly as is practicable, in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Company for any expense so incurred.
- (f) For the purposes of subclause (c), a requisition may be in electronic form and a signature may be transmitted, and a requisition lodged by electronic means.

## 5.5 Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Company, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member in the Register of Members, either by pre-paid post or by email to the member's address as recorded in the Register of Members, a Notice specifying the place, date, and time of the meeting, and nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Company, the Secretary shall, at least 21 days before the date fixed for holding of the general meeting, cause a notice to be sent to each member in the manner provided in subclause 5.5(a) above specifying, in addition to the matters required under that subclause, that the intention be to propose the resolution as a special resolution.
- (c) No business other than that specified in the Notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to subclause 5.2(c) above.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 5.6 Quorum for general meetings

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.



- (b) Twenty-five (25) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If, within half-an-hour from the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day and time in the following week and (unless another place is specified at the time the meeting is adjourned by the person presiding or, is communicated by written notice to members before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the commencement of the meeting, the members present (being not less than ten (10) members entitled under these rules to vote at a general meeting) shall constitute a quorum. In the event of a lesser number of members being present, the meeting shall be dissolved.

#### **5.7 Presiding member**

- (a) The President or, in the President's absence the Vice-President, shall preside as chairperson at each general meeting of the Company.
- (b) If the President and the Vice-President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

#### **5.8 Adjournment**

- (a) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Company stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses 5.8(a) and (b) above, 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.

#### **5.9 Making of Decisions**

- (a) A question arising at a general meeting of the Company shall be determined either:
  - (i) by a secret ballot to be conducted by the Secretary; or
  - (ii) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a poll.

- (b) If the question is to be determined by a secret ballot, a declaration by the chairperson that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minutes of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) Where a poll is demanded at a general meeting, a poll shall be taken:
  - (i) immediately, in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

#### 5.10 **Special Resolution**

A resolution of the Company is a special resolution:

- (a) if it is passed by a majority which comprises not less than three-quarters of such members of the Company as, being entitled under these rules so to do, vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director-General appointed under the *Act* that it is not possible or practicable for the resolution to be passed in the manner specified in subclause 5.10(a), the resolution is passed in such manner as the Director-General may direct in accordance with section 39(1) of the *Act*.

#### 5.11 **Voting**

- (a) Upon any question at a general meeting of the Company, a member has one vote only.
- (b) 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.
- (c) A member is not entitled to vote at any general meeting of the Company unless all money due and payable by the member to the Company has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (d) All voting shall be in person and not by proxy.

## **6. PART 6 - MISCELLANEOUS**

### **6.1 Insurance**

- (a) The Company shall effect and maintain insurance required by the *Act*.
- (b) In addition to the insurance required under subclause 6.1(a) above, the Company may effect and maintain other insurance.

### **6.2 Funds – source**

- (a) The funds of the Company shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Company in general meeting, such other sources as the Board determines.
- (b) All money received by the Company shall be deposited as soon as practicable and without deduction to the credit of the Company's bank account
- (c) The Company shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **6.3 Funds – management**

- (a) Subject to any resolution passed by the Company in general meeting, the funds of the Company shall be used in pursuance of the objects of the Company in such manner as the Board determines provided that, subject to the *Act* and the *Regulation*, the Company must apply its funds and assets solely in pursuance of the objects of the Company and must not conduct its affairs so as to provide a pecuniary gain for any of its members. (Note: Section 5 of the *Act* defines *pecuniary gain* for the purposes of this clause.)
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the President, Secretary, Treasurer, or Assistant Treasurer.

### **6.4 Alteration of Objects and Rules**

The statement of objects and these rules may be altered, rescinded, or added to only by a special resolution of the Company.

### **6.5 Common Seal**

- (a) The Common Seal of the Company shall be kept in the custody of the Public Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Board or of one (1) member of the Board and of the Public Officer or Secretary.

## 6.6 **Custody of books**

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Company.

## 6.7 **Inspection of books**

The records, books and other documents of the Company shall be open to inspection, free of charge, by a member of the Company at any reasonable hour.

## 6.8 **Service of Notices**

- (a) For the purpose of these rules, a Notice may be served by or on behalf of the Company upon any member either personally or by sending it to the member either by pre-paid post or by email to the member's address as recorded in the Register of Members.
- (b) Where a document is sent to a person by properly addressing, pre-paying and posting or emailing to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post or received by email transmission.

## 6.9 **Cultural Organisations Fund**

The Company may establish and maintain a public fund for the receipt of donations and gifts which shall comply with the requirements of the Registrar of Cultural Organisations.

## 6.10 **Distribution of property on winding up of Company**

- (a) Subject to the *Act* and the *Regulations*, in a winding up of the Company, any surplus property of the Company is to be transferred to another organisation with similar objects and which is not carried on for profit or gain of its individual members.
- (b) In this clause, a reference to the surplus property of the Company is a reference to that property of the Company remaining after satisfaction of the debts and liabilities of the Company and the costs, charges, and expenses of the winding up of the Company.