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Constitution

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NOOSA ARTS THEATRE ASSOCIATION (INC)

1 INTERPRETATION

1.1 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act

ACT	means the <i>Association Incorporation Act 1981</i>
AGM	means the Annual General Meeting of the Association.
ART	shall include all creative or performing activities in fields of the Arts.
COMMITTEE	Means the Management Committee of the Association as elected at the AGM of the Association.
MEMBER	means a current member of the Association.
OFFICER	means the person elected at the AGM of the Association to any of the specified positions of officer.
SGM	means a Special General Meeting of the Association.
SUBSCRIPTION	means the Annual Fee payable by members in the various categories of membership.
THE ARTS	shall include all creative or performing activities in fields of the Arts.

1.3 Words imparting the masculine gender include the feminine gender.

2 NAME

2.1 The name of the incorporated association is Noosa Arts Theatre (Inc).

3 OBJECTS

3.1 The objects of the association are—

- 3.1.1 to promote and stimulate interest in the Arts and Theatre to be manifested in a program of productions at Noosa Arts Theatre.
- 3.1.2 to make representations to government at all levels, and to other associations or groups on any aspects that affects the operations of the Association.
- 3.1.3 explore and pursue all lawful avenues for the acquiring of adequate finance for the purpose of maintaining the Association.
- 3.1.4 assist and co-operate with any other Associations or body in any other area having similar objects.
- 3.1.5 undertake any such other activities, as may from time to time, be agreed upon by the Association and which are in keeping with the broad purpose of those objects.

4 POWERS

- 4.1 The association has the powers of an individual.
- 4.2 The association may, for example—
- (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 OFFICERS:

- 5.1 The Officers of the association shall consist of:
- President
 - Senior Vice President
 - Second Vice President
 - Secretary
 - Treasurer
- 5.2 A vote of no confidence in a particular officer, passed at a Special General Meeting by a two-thirds of those present and entitled to vote, shall automatically remove that member from office.

6 CLASSES OF MEMBERS

- 6.1 The membership of the association consists of the following levels of membership:
- Full member
 - Temporary Member – membership that may be granted to such person as the Management Committee may decide from time to time
 - Life Member
- 6.2 The number of members is unlimited.
- 6.3 The Management Committee shall have the power to create or modify categories of membership.

7 LIFE MEMBERS

- 7.1 A member or past member who has rendered notable service to the association may be elected a life member by the AGM upon the recommendation of the Management Committee.
- 7.1.1 Life Members shall be entitled to enjoy all the privileges of membership without the payment of membership fees.
- 7.1.2 Only one Life Member shall be considered for election in any year.

8 NEW MEMBERSHIP

- 8.1 An applicant for membership of the association must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconder**).
- 8.2 An application for membership must be—
- (a) in writing; and
 - (b) signed by the applicant; and
 - (c) in the form decided by the Management Committee.

9 MEMBERSHIP FEES

- 9.1 The membership fee for ordinary membership
- (a) is the amount decided by the members from time to time at a Management Committee meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.

10 ADMISSION AND REJECTION OF NEW MEMBERS

- 10.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives—
- (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- 10.2 The Management Committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the Management Committee considers the persons application, the person is advised—
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- 10.3 The Management Committee must decide at the meeting whether to accept or reject the application.
- 10.4 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 10.5 The secretary of the association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

11 CEASING TO BE A MEMBER

- 11.1 Ending Membership
- (a) a person's Membership ends, if the person:
 - (i) dies;
 - (ii) fails to pay the annual Membership fee within 3 months after the due date;
 - (iii) resigns as a Member under rule 11.2; or
 - (iv) is expelled from the Association under rule 11.3
 - (b) The Secretary must record in the Register:
 - (i) the date on which a person ceases to be a Member under rule 11.1 (a)
 - (ii) the reason why the person ceases to be a Member.
- 11.2 Resigning as a Member:
- (a) a Member who has paid all amounts payable by the Member to the Association in respect to their Membership, may resign from membership by giving written notice of their resignation to the Secretary.
 - (b) The Member resigns:
 - (i) at the time the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
 - (c) any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.
- 11.3 Suspending or Expelling members
- (a) The Committee may, by resolution, suspend or expel a member from Membership if:

- (i) the Member refuses or neglects to comply with their rules; or
- (ii) the Member's conduct or behaviour is detrimental to the interest of the Association; or
- (iii) the Member is convicted of an indictable offence

11.4 Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

11.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

12 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

12.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

12.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

12.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a meeting of the Appeals Committee to decide the appeal.

13 APPEALS COMMITTEE TO DECIDE APPEAL

13.1 The Appeals Committee meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

13.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

13.3 Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

13.4 An appeal must be decided by a majority vote of the Appeal Committee members present and eligible to vote at the meeting.

13.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

14 REGISTER OF MEMBERS

14.1 The Management Committee must keep a register of members of the association.

14.2 The register must include the following particulars for each member—

- (a) the full name of the member;
- (b) the postal or residential address of the member;
- (c) the date of admission as a member;
- (d) the date of death or time of resignation of the member;
- (e) details about the termination or reinstatement of membership;
- (f) any other particulars the Management Committee or the members at a general meeting decide.

14.3 The register must be open for inspection by members of the association at all reasonable times.

14.4 A member must contact the secretary to arrange an inspection of the register.

- 14.5 However, the Management Committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 15.1 A member of the association must not—
- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 15.2 Sub rule 15.1 does not apply if the use or disclosure of the information is approved by the association.

16 PRESIDENT

- 16.1 The President:
- (a) shall be the official head of the Association.
 - (b) shall be entitled to preside at all meetings and functions of the club.
 - (c) where immediate action is required in any matter affecting the interests of the Club and it is impracticable to refer the matter to the Board, the President shall seek the advice of as many members of the Board as may be practicable and shall act in such manner as the majority of such members approve.
- 16.2 In the absence of the President the Senior Vice President shall preside. Should the Senior Vice President also be absent the Second Vice President shall preside. In the absence of all three, the meeting shall elect a Chairman from the members present.

17 APPOINTMENT OR ELECTION OF SECRETARY

- 17.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the Management Committee as secretary—
 - (i) a member of the associations Management Committee;
 - (ii) another member of the association;
 - (iii) another person.
- 17.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 17.3 If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 17.4 If the Management Committee appoints a person mentioned in Sub rule 17.1 (b)(ii) as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- 17.5 However, if the Management Committee appoints a person mentioned in Sub rule 17.1(b)(ii) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

- 17.6 If the Management Committee appoints a person mentioned in Sub rule 17.1(b)(iii) as secretary, the person does not become a member of the Management Committee.
- 17.7 In this rule— casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

18 REMOVAL OF SECRETARY

- 181.1 The Management Committee of the association may at any time remove a person appointed by the committee as the secretary.
- 181.2 If the Management Committee removes a secretary who is a person mentioned in rule 17.1 (1)(b)(i), the person remains a member of the Management Committee.
- 18.3 If the Management Committee removes a secretary who is a person mentioned in rule 17.1 (1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 17.5, the person remains a member of the Management Committee.

19 FUNCTIONS OF SECRETARY

- 19.1 The secretary's functions include, but are not limited to—
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the association; and
 - (d) maintaining the register of members of the association.

20 TREASURER

- 20.1 The Treasurer shall:
- (a) be responsible for the receipt of all moneys paid to or received by him on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys referred to in paragraph a) into such account or accounts of the Association as the committee may from time to time direct;
 - (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by any two (2) of the President, Secretary or Treasurer or any 1 of 3 other members of the association who have been authorised by the Management Committee to sign cheques issued by the association. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
 - (d) keep such accounting records that correctly record and explain the financial transactions and financial position of the association;
 - (e) keep accounting records in such manner so as to enable true and fair accounts of the association being prepared from time to time;
 - (f) keep accounting records in such a manner that will enable true and fair accounts of the association to be conveniently and properly audited;
 - (g) submit to its members at the Annual General Meeting accounts of the association showing the financial position of the association at the end of the immediately preceding financial year.
 - (h) examine and report to the Committee at each meeting on all outstanding accounts, produce same, and tender recommendations as to payments thereof;
 - (i) have custody of all securities, books and documents of a financial nature and accounting records of the association, including those referred to in paragraph d); and

- (j) carry out such duties as the Management Committee may direct.

21 MEMBERSHIP OF MANAGEMENT COMMITTEE

- 21.1 The Management Committee of the association consists of a president, senior vice president, second vice president, secretary, treasurer, and ten Full Members. of the Association
- 21.2 A member of the Management Committee, other than a secretary appointed by the Management Committee under rule 20(1)(b)(iii), must be a member of the association.
- 21.3 At each annual general meeting of the association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 21.4 A member of the association may be appointed to a casual vacancy on the Management Committee under rule 24
- 214.5 All members of the Management Committee must be financial members of the association.

22 ELECTING THE MANAGEMENT COMMITTEE

- 22.1 The election of officers and other members of the Management Committee shall take place in the following manner:
 - (a) any 2 members of the association may nominate another member to serve as an officer or other members of the Management Committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 clear days before the annual general meeting at which the election is to be held;
 - (c) a list of candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for a least seven days immediately preceding the annual general meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies;
 - (e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 22.2 A person may be a candidate only if the person—
 - (a) is an adult – persons over 18 years of age;
 - (b) is a financial member of the Association; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 22.3 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

23 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 23.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 23.2 The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.

- 23.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 23.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 23.5 A member has no right of appeal against the member's removal from office under this rule.
- 23.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

24 VACANCIES ON MANAGEMENT COMMITTEE

- 24.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 24.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 24.3 However, if the number of committee members is less than the number fixed under rule 27 as a quorum of the Management Committee, the continuing members may act only to—
 - (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

25 FUNCTIONS OF MANAGEMENT COMMITTEE

- 25.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- 25.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—
The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.
- 25.3 The Management Committee may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- 25.4 For Sub rule 25.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the association; or

- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the Management Committee.

26 MEETINGS OF MANAGEMENT COMMITTEE

- 26.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 26.2 The Management Committee must meet at least once every calendar month to exercise its functions.
- 26.3 The Management Committee must decide how a meeting is to be called.
- 26.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 26.5 The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 26.6 A committee member who participates in the meeting as mentioned in rule 26.5 is taken to be present at the meeting.
- 26.7 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 26.8 A member of the Management Committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 26.9 The President is to preside as chairperson at a Management Committee meeting.
- 26.10 If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Senior Vice President or Second Vice-President may preside, or if they are not present members may choose 1 of their number to preside as chairperson at the meeting.

27 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 27.1 At a Management Committee meeting, 50% plus 1 of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 27.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 27.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 27.4 If within 30 minutes of the time appointed by Sub rule 27.3 for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.

28 SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 28.1 If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting within 14 days after the secretary receives the request.
- 28.2 If the secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 28.3 A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.

- 28.4 A notice of a special meeting must state—
(a) the day, time and place of the meeting; and
(b) the business to be conducted at the meeting.
- 28.5 The special meeting of the Association must be held within 14 days after notice of the meeting is given to the members.

29 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- 29.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 29.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

30 APPOINTMENT OF SUBCOMMITTEES

- 30.1 The Management Committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- 30.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 30.3 A subcommittee may elect a chairperson of its meetings.
- 30.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 30.5 A subcommittee may meet and adjourn as it considers appropriate.
- 30.6 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

31 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 31.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 31.2 Sub rule 31.1 applies even if the act was performed when—
(a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
(b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

32 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 32.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 32.2 A resolution mentioned in Sub rule 32.1 may consist of several documents in like form, each signed by 1 or more members of the committee.
- 32.3 Details of these resolutions must be included in the minutes of the next Management Committee meeting.

33 ANNUAL GENERAL MEETINGS

- 33.1 Annual general meetings must be held—
(a) at least once each year; and
(b) within 6 months after the end date of the association's reportable financial year.

- 33.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 33.3 The Management Committee may decide the way in which the notice must be given.
- 33.4 A notice of an annual general meeting must state the business to be conducted at the meeting.

34 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 34.1 The business of the Annual General Meeting shall be —
 - (a) apologies;
 - (b) confirmation of minutes of the previous Annual General Meeting and any Special General Meeting;
 - (c) business arising out of the minutes;
 - (d) receiving the President's report for the last reportable financial year;
 - (e) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (f) presenting the financial statement and audit report to the meeting for adoption;
 - (g) electing members of the Management Committee;
 - (g) electing members of the Appeals Committee;
 - (i) the appointment of an auditor;
 - (j) motion(s) on notice;
 - (k) the appointment of any life member

35 NOTICE OF GENERAL MEETING

- 35.1 The secretary may call a general meeting of the association.
- 35.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 35.3 If the secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 35.4 The Management Committee may decide the way in which the notice must be given.
- 35.5 However, notice of the following meeting must be given in writing—
 - (a) a meeting called to hear and decide a proposed special resolution of the association.
- 35.6 A notice of a general meeting must state the business to be conducted at the meeting.

36 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 36.1 At any general meeting, including the Annual General Meeting, the number of members required to constitute a quorum shall be 20 members present who are entitled to vote.
- 36.2 No business may be conducted at a general meeting or Annual General Meeting unless there is a quorum of members when the meeting proceeds to business.
- 36.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the association, the meeting lapses.
- 36.4 If there is no quorum within 30 minutes after the time fixed for a general meeting or Annual General Meeting called other than on the request of members of the Management Committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 36.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 36.6 If a meeting is adjourned under Sub rule 36.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 36.7 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 36.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 PROCEDURE AT GENERAL MEETING

- 37.1 A member may take part and vote in a general meeting or Annual General Meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 37.2 A member who participates in a meeting as mentioned in Sub rule 37.1 is taken to be present at the meeting.
- 37.3 At each general meeting—
- (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

38 VOTING AT GENERAL MEETING

- 38.1 At a general meeting and Annual General Meeting, each question, matter or resolution, other than a special resolution – see Rule 43, must be decided by a majority of votes of the members present.
- 38.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 38.3 A member is not entitled to vote at a general meeting or Annual General meeting if the member's annual subscription is in arrears at the date of the meeting.
- 38.4 The method of voting is to be decided by the Management Committee.
- 38.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 38.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 38.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 SPECIAL GENERAL MEETING

- 39.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Management Committee when the request is signed plus 1; or
- 39.2 A request mentioned in Sub rule 40.1(b) must state—
- (a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

39.3 A special general meeting must be held within 3 months after the secretary—

(a) is directed to call the meeting by the Management Committee; or

(b) is given the written request mentioned in Sub rule 40.1(b).

39.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 MINUTES OF GENERAL MEETINGS

40.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting or Annual General Meeting are entered in a Minute Book.

40.2 To ensure the accuracy of the minutes—

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

40.3 If asked by a member of the association, the secretary must, within 28 days after the request is made—

(a) make the minute register for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

40.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

41 APPEALS COMMITTEE

41.1 The election of members of the Appeals Committee shall take place in the following manner:

(a) any 2 members of the association may nominate another member to serve as a member of the Appeals Committee;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her; and

(iii) given to the secretary at least 14 clear days before the annual general meeting at which the election is to be held;

(c) a list of candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for a least seven days immediately preceding the annual general meeting;

(d) the Appeals Committee is to consist of a maximum of 5 members.

(e) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies;

(f) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

41.2 A person may be a candidate only if the person—

(a) is an adult;

(b) is a financial member of the Association; and

- (c) is not ineligible to be elected as a member under section 61A of the Act.
 - (d) is not a member of the Management Committee
- 41.3 The Management Committee must ensure that, before a candidate is elected as a member of the Appeals Committee, the candidate is advised—
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

42 BY LAWS

- 42.1 The Management Committee may make, amend or repeal By Laws, not inconsistent with these rules, for the internal management of the association.
- 42.2 Alterations to the By-laws can be made only at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 42.3 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Management Committee Meeting.
- 42.2 A By Law may be set aside by a vote of members at a general meeting of the association.

43 ALTERATION OF CONSTITUTION

- 43.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or a General Meeting called for such purpose.
- 43.2 The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or a General Meeting.
- 43.3 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting or General Meeting, as the case may be.
- 43.4 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Justice and Attorney General of the amendment.

44 COMMON SEAL

- 44.1 The Management Committee must ensure the association has a common seal.
- 44.2 The common seal must be—
- (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- 44.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
- (a) the secretary; or
 - (b) another member of the Management Committee; or
 - (c) someone authorised by the Management Committee.

45 FUNDS AND ACCOUNTS

- 45.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Management Committee.
- 45.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 45.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 45.4 All payments by the association must be made by cheque or electronic funds transfer.

- 45.5 Cheques must be signed by any 2 of the following—
- (a) the president
 - (b) the secretary;
 - (d) the treasurer;
 - (e) other member authorised from time to time by the Management Committee.
- 45.6 However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 45.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 45.8 All expenditure must be approved or ratified at the next Management Committee meeting.

46 GENERAL FINANCIAL MATTERS

- 46.1 The income and property of the association must be used solely in towards the promotion of the objects of the Association and no portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association to any person other than a member, in return for services actually rendered to the Association, or as royalty payments for copyright material owned by the member.
- 46.2 The accounts of the Association must be audited prior to the Annual General Meeting each year and a certified Audit Report presented at the Annual General Meeting.

47 DOCUMENTS

- 47.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

48 FINANCIAL YEAR

- 48.1 The end date of the association's financial year is 31st December in each year.

49 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 49.1 This rule applies if the association—
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- 49.2 The surplus assets must not be distributed among the members of the association.
- 49.3 The surplus assets must be given to another entity—
- (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 49.4 In this rule— *surplus assets* means, in relation to the incorporated association, the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up.
- 49.5 The liability of a member to contribute towards the payment of 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.

50 THE NOOSA ARTS THEATRE PUBLIC FUND

- 50.1 The objects or the principal purpose of the Noosa Arts Theatre Public Fund (hereafter referred to as The Public Fund) is to raise funds for and promote exclusively the arts and theatre as managed by the Association.
- 50.2 The assets and income of the Public Fund shall be applied solely in furtherance of the above-mentioned object and no portion shall be distributed directly or indirectly to the members of the Noosa Arts Theatre Public Fund Management Committee (hereafter referred to as The Public Fund Management Committee) or Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Public Fund.
- 50.3 The Public Fund must not pay any of its monies, or give any of its property, to members of the Public Fund Management Committee or Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Public Fund.
- 50.4 The Public Fund will not receive any money or property that is not a gift of money or property intended for the principal purpose of the Public Fund.
- 50.5 The Public Fund must use all gifts received only for its principal purpose.
- 50.6 The Public Fund must not distribute any profits or financial surplus of the Public Fund to members, shareholders, or controllers of the Management Committee and Association.
- 50.7 Receipts issued for tax deductible donations to the Public Fund must be issued in the name of the Public Fund.
- 50.8 A tax deductible receipt for a donation can only be issued in the name of the Public Fund for donations that are considered a gift given voluntarily without the donor or an associate of the donor receiving any material advantage or benefit in return.
- 50.9 The Public Fund Management Committee is responsible for the administration and promotion of the Public Fund. The Public Fund Management Committee will comprise three (3) to five (5) members. Members will be eligible for appointment to the Public Fund Management Committee where:
- (a) A member of the Management Committee of the Association; or
 - (b) A person with the requisite degree of responsibility to the general community and as recommended by the Management Committee of the Association.
- 50.10 The members of the Public Fund Management Committee shall not be remunerated for the performance of their functions, but may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Public Fund Management Committee or otherwise in connection with the operation of the Public Fund.
- 50.11 Questions arising at a Public Fund Management Committee meeting are decided by a majority of votes of members present and entitled to vote and any such decision is for all purposes deemed to be a decision of the Management Committee.

- 50.12 The powers and duties of the Public Fund Management Committee include:
- (a) Compliance with all statutory and government requirements for the operation of a Public Fund on the Register of Cultural Organisations;
 - (b) Promotion of the Public Fund inviting the public to contribute to the Public Fund;
 - (c) The acceptance of donations of money and property from the public;
 - (d) The issue of tax deductible receipts in the name of the Public Fund, in the manner approved by the relevant government authority, for donations;
 - (e) The operation of a banking account in the name of the Public Fund;
 - (f) Reporting to relevant government authorities as required or necessary in respect of the operation of the Public Fund;
 - (g) Ensure the use of donations are used solely to meet the objective of the Public Fund;
 - (h) Make payments from the Public Fund to cover proper and reasonable costs of managing and promoting the Public Fund;
 - (i) The payment of donated monies from the Public Fund to the Association; and
 - (j) The investment of moneys accrued by the Public Fund in the manner specified by the relevant government authority for investments by public funds.
- 50.13 The Public Fund must be kept separate from any funds of the Association and supported by clear accounting procedures and a separate bank account (where required by the relevant government authorities).
- 50.14 Proper accounts and records will be maintained of all gifts to and payments by the Public Fund by, or as delegated by, the Public Fund Management Committee.
- 50.15 All cheques and payments of monies from and all receipts for monies paid to the Public Fund are to be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by a member of the Public Fund Management Committee or in such other manner as the Public Fund Management Committee determine.
- 50.16 The Public Fund may be wound-up where recommended by the Management Committee of the Association and confirmed by the Public Fund Management Committee in the event of the following:
- (a) The Association is wound-up or in the process of winding-up;
 - (b) The Association does not produce or promote the Public Fund; and/or
 - (c) There is no longer a need for the Public Fund to support Noosa Arts Theatre.
- 50.17 If upon the winding-up or dissolution of the Public Fund, 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 organisation or organisations having objects similar to the objects of the Public Fund and the Association, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisation or organisations to be eligible for tax deductibility of donations under the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under that Act.

- 50.18 The Public Fund Management Committee must advise in writing the relevant government authorities that the Public Fund is wound up or in the process of winding up and request that the Public Fund be removed from the relevant registers for public funds and cultural organisations.
- 50.19 The Public Fund is subject to the provisions of the Associations Incorporation Act 1981 and the resolutions of the management committee of the Association.