



# Rules

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Phoenix Ensemble Inc

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### 1. Name

The name of the incorporated association shall be (in these Rules called "the **Association**") "PHOENIX ENSEMBLE Inc."

### 2. Objects

The objects for which the **Association** is established are:

- (a) to promote, foster, and practice the art(s) of drama, dance, musical theatre, choral and kindred arts, all hereunder referred to as "the respective arts";
- (b) to promote public awareness, knowledge, and appreciation of the respective arts;
- (c) to provide community access to the presentation, performance, display demonstration of works of the respective arts;
- (d) to provide opportunity for adults, young people and children to participate in the practice and presentation of the respective arts;
- (e) to provide opportunities for the study, discussion and tuition of, and training in, the respective arts;
- (f) to co-operate, co-ordinate, and to affiliate with groups, bodies, agencies and individuals with interests similar to the objects of the **Association**;
- (g) to provide or obtain venues, facilities and resources for the activities related to the objects of the **Association**;
- (h) to pursue the standard of excellence in respect of all objects of the **Association**;
- (i) to foster fellowship within the membership of the **Association** in such manner as may be approved by the Management Committee; and
- (j) to do all things and take all actions, expedient, incidental and conducive to the achievement of the above objects.

### 3. Powers

The powers of the **Association** are:

- (a) to take over the funds and other assets and the liabilities of the present unincorporated association known as the "PHOENIX ENSEMBLE";

- (b) to subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the **Association** provided that the **Association** shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the **Association** under or by virtue of rule 19(l);
- (c) in furtherance of the objects of the **Association** to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the, members of the **Association** or persons frequenting the **Association's** premises;
- (d) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the **Association**: Provided that in case the **Association** shall take or hold any property which may be subject to any trusts the **Association** shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (e) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the **Association**; to obtain from any such government or authority any rights, privileges and concessions which the **Association** may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the **Association**;
- (g) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the **Association**, or in or about the **Association** or promotion of the **Association** or in the furtherance of its objects;
- (h) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the **Association's** interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) to invest and deal with the money of the **Association** not immediately required in such manner as may from time to time be thought fit;

- (j) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) in furtherance of the objects of the **Association** to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (l) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the **Association's** property or assets present or future and to purchase, redeem or pay-off any such securities;
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) in furtherance of the objects of the **Association** to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the **Association**;
- (o) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the **Association's** property of whatsoever kind sold by the **Association**, or any money due to the **Association** from purchasers and others;
- (p) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the **Association** but subject always to the proviso in sub-rule (d);
- (q) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the **Association**, in the shape of donations, annual subscriptions or otherwise;
- (r) to print and publish any newspapers, periodicals, books or leaflets that the **Association** may think desirable for the promotion of its objects;
- (s) in furtherance of the objects of the **Association** to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the **Association** and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the **Association** under or by virtue of rule 19(l);

- (t) in furtherance of the objects of the **Association** to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the **Association** is authorised to amalgamate;
- (u) in furtherance of the objects of the **Association** to transfer all or any part of the property, assets, liabilities and engagements of the **Association** to any one or more of the incorporated associations with which the **Association** is authorised to amalgamate;
- (v) to make donations for patriotic, charitable or community purposes;
- (w) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged; and
- (x) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the **Association**.

#### 4. Classes of members

- (a) The membership of the **Association** shall consist of any of the following classes of members:
  - (i) Full Members;
  - (ii) Life Members;
  - (iii) Honorary Members; and
  - (iv) Junior Members.
- (b) The number of members in each class shall be unlimited.
- (c) In order to become a **Full Member**, a person must:
  - (i) be, as at the date the person applies to become a Full Member, 18 years or older;
  - (ii) pay the membership fee determined in accordance with rule 6; and
  - (iii) apply in accordance with rule 5 and be approved by the Membership Committee in accordance with rule 7.
- (d) In order to become a **Life Member**, a person must:
  - (i) be a Full Member;

- (ii) be the subject of a resolution of the Management Committee, passed by at least 2/3 of the Management Committee, recommending that the person be made a Life Member; and
  - (iii) be appointed as a Life Member by a resolution of the Association in general meeting, passed by at least 2/3 of those present and eligible to vote at the relevant meeting of the Association.
- (e) In order to become a **Honorary Member**, a person must be appointed as an Honorary Member by resolution of the Management Committee, passed by at least 2/3 of the Management Committee.
- (f) In order to become a **Junior Member**, a person must:
- (i) be, as at the date the person applies to become a Full Member and for as long as the person remains a Junior Member, less than 18 years old;
  - (ii) pay the membership fee determined in accordance with rule 6; and
  - (iii) apply in accordance with rule 5 and be approved by the Membership Committee in accordance with rule 7.

## 5. Membership

- (a) Every person who at the date of incorporation of the **Association** was a member of the unincorporated association and who on or before the \_\_\_ day of \_\_\_\_, 19\_\_, agrees in writing to become a member of the **Association** shall be admitted by the Management Committee to the same class of membership of the **Association** as that member held in the unincorporated association. Every member of the **Association** who previously to their agreeing to become a member of the **Association** has paid their subscription due on the \_\_\_ day of \_\_\_\_, 19\_\_, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the **Association** for the period prior to the \_\_\_ day of \_\_\_\_, 19\_\_.
- (b) Every person who at 18 May 2009 was a Full Member, Interim Member, Honorary Member or Life Member of the Association shall be deemed to be a Full Member, Interim Member, Honorary Member or Life Member of the Association (as applicable) for the period of their previous membership.
- (c) Every person who at 18 May 2009 was a Youth Member of the Association shall be deemed to be a Junior Member of the Association for the period of their previous membership.
- (d) Each application for membership shall be made in the manner determined by the Management Committee from time to time.

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## 6. Membership fees

- (a) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (b) However, Life Members and Honorary Members are not required to pay membership fees.
- (c) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (d) The Management Committee may from time to time stipulate the payment of other fees and levies other than membership fees.
- (e) The Management Committee shall have the right to waive the payment of all or part of a members' subscription or other fees if and when it considers that a member who regularly participates in the activities of the **Association**, is through genuine hardship unable to pay the fees.

## 7. Right to terminate new members

- (a) At the next meeting of the Management Committee after a new member has joined the **Association** the Management Committee may, in its discretion, elect to terminate the membership of the new member by written notice to that member.

## 8. Termination of membership

- (a) A member may resign from the **Association** at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (b) Without limiting Rule 7, if a member:
  - (i) is convicted of an indictable offence;
  - (ii) fails to comply with any of the provisions of these Rules;
  - (iii) has membership fees in arrears for a period of two months or more; or
  - (iv) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the **Association**,

the Management Committee shall consider whether that member's membership shall be terminated.



- (c) The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate the Members membership it shall instruct the secretary to advise the member in writing accordingly.

### 9. Appeal against rejection or termination of membership

- (a) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of the intention to appeal against the decision of the Management Committee.
- (b) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present the applicants case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at that meeting.
- (c) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

### 10. Register of members

- (a) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the **Association** and the dates of their admission.
- (b) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (c) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

### 11. Membership of Management Committee

- (a) The Management Committee of the **Association** shall be known as the Board of Directors, and consist of the following members:

- (i) Artistic Director;
- (ii) Marketing Director;
- (iii) Theatre Operations Director;
- (iv) Financial Director; and
- (v) Administrative Director,

all of whom shall be Full Members of the **Association**, and must be otherwise eligible to be members of the Board of Directors under the *Associations Incorporation Act 1981* (Qld) (the “Act”).

For the purposes of these Rules and the Act, the Artistic Director is the ‘President’, the Financial Director is the ‘Treasurer’ and the Administrative Director is the ‘Secretary’.

- (b) The members of the Board of Directors must be Full Members of the Association and shall be elected for a term of three (3) years and be eligible for nomination for re-election.
- (c) The duties of each member of the Board of Directors include but are not confined to the following:
  - (i) The **Artistic Director** shall:
    - (A) as far as is reasonably practicable, attend all meetings of the Board of Directors and General Meetings of the Association;
    - (B) be responsible for the strategic artistic direction of the Association;
    - (C) be responsible for fostering performance excellence inclusive of, but not limited to, show direction, musical direction, choreography, acting and stage craft;
    - (D) preside at all General Meetings and Management Committee meetings at which they are present;
    - (E) be responsible for the enforcement of all the provisions of these Rules and of all by-laws of the Association;
    - (F) be responsible for the preparation and presentation of reports to the General Meeting;
    - (G) be responsible for the leadership of the Board of Directors; and
    - (H) assume all responsibilities ascribed by these Rules or the Act to “the President”.

- (ii) The **Marketing Director** shall:
  - (A) as far as is reasonably practicable, attend all meetings of the Management Committee and General Meetings of the Association;
  - (B) be responsible for delivering a balanced advertising and marketing program in relation to the Association and productions and events hosted or produced by the Association; and
  - (C) be responsible for the leadership of all portfolios ascribed to the Marketing Director by the Management Committee.
  - (D)
- (iii) The **Theatre Operations Director** shall:
  - (A) as far as is reasonably practicable, attend all meetings of the Management Committee and General Meetings of the Association;
  - (B) be responsible for the acquisition and safe and secure maintenance of all venues owned by, leased to and / or operated by the Association;
  - (C) be responsible for the acquisition, sale, safe maintenance and appropriate storage of all equipment, costumes and stock owned, rented or borrowed by the Association;
  - (D) maintain a register of the assets of the Association; and
  - (E) be responsible for the development, implementation and enforcement of all by-laws regarding the safe conduct of members of the Association, and the general public.
- (iv) The **Financial Director** shall:
  - (A) as far as is reasonably practicable, attend all meetings of the Management Committee and General Meetings of the Association;
  - (B) be responsible for the administration of all financial transactions of the Association pursuant to resolutions of the Board of Directors;
  - (C) be responsible for maintaining the books and accounts of the Association, including the presentation of all records of financial transactions, and presenting financial reports monthly to the Board of Directors and annually to the Annual General Meeting;

- (D) be responsible for the development of strategic financial policy to support the objectives of the Association; and
  - (E) all responsibilities ascribed by these Rules or the Act to “the Treasurer”.
- (v) The **Administrative Director** shall:
  - (A) as far as is reasonably practicable, attend all meetings of the Management Committee and General Meetings of the Association;
  - (B) keep correct and accurate minutes of proceedings of such meetings;
  - (C) give notice of meetings, proceedings and functions to be brought before them and such other duties as required in pursuit of the objectives of the Association;
  - (D) be responsible for the development, implementation and enforcement of all by-laws to facilitate compliance with the statutory or other legal obligations of the Association;
  - (E) maintain a standard of excellence in all communications and marketing materials submitted on behalf of the Association; and
  - (F) assume all responsibilities ascribed by these Rules or the Act to “the Secretary”
- (d) On the date that the chief executive of the Department administering the Act approves the amendment to these Rules proposed in September 2017 (the “2017 Amendment”), despite anything to the contrary in these Rules:
  - (i) all members of the Board of Directors will be deemed to have retired; and
  - (ii) the Board of Directors will consist of those persons elected by the Association by resolution passed on or about the time the Association resolves to pass the 2017 Amendment.
- (e) The Marketing Director and Financial Director from time to time must retire (and, if they fail to retire, will be deemed to have retired):
  - (i) at the Annual General Meeting of the Association held in the 2018 calendar year; and
  - (ii) at the Annual General Meeting of the Association every three calendar years after the date in paragraph (i).
- (f) The Theatre Operations Director and Administrative Director from time to time must retire (and, if they fail to retire, will be deemed to have retired):
  - (i) at the Annual General Meeting of the Association held in the 2019 calendar year; and

- (ii) at the Annual General Meeting of the Association every three calendar years after the date in paragraph (i).
- (g) The Artistic Director from time to time must retire (and, if they fail to retire, will be deemed to have retired):
  - (i) at the Annual General Meeting of the Association held in the 2020 calendar year; and
  - (ii) at the Annual General Meeting of the Association every three calendar years after the date in paragraph (i).
- (h) All retiring members of the Board of Directors shall be eligible upon nomination for re-election.
- (i) The election of officers of the Board of Directors shall take place in the following manner:
  - (i) Any two members of the Association shall be at liberty to nominate any Full Member who has been a Full Member for a period of not less than two (2) consecutive years to serve as an officer or other member of the Board of Directors.
  - (ii) Members of the Association shall prior to election of a Full Member to office shall take into regard the nominee's suitability and qualifications for the position of office nominated.
  - (iii) The nomination, which shall be in writing and signed by the member nominated, proposer and seconder, shall be lodged with the secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
  - (iv) A list of the 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 at least seven days immediately preceding the Annual General Meeting.
  - (v) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each full member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (vi) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting and paragraph (c) will not apply to the nomination of a candidate from the floor of the meeting.

- (vii) All candidates may, if they so choose, address the members present at the Annual General Meeting as to the candidates suitability and qualifications for the positions nominated and any such address shall not exceed the time limit of seven (7) minutes.
- (j) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (k) A member of the Management Committee may be suspended from office by the Management Committee, if the Management Committee is of the view that the member:
  - (i) is at the relevant time under these Rules or the Act not entitled to be a member of the Management Committee or member of the Association; or
  - (ii) has otherwise engaged in conduct unbecoming of a member of the Association or of a member of the Management Committee.
- (l) If the Management Committee suspends a member of the Management Committee (the **Suspended Member**) from office under rule 11(k):
  - (i) the Secretary must, within 30 days, call an extraordinary general meeting of the Association in accordance with these Rules to consider whether the Suspended Member should be removed from office;
  - (ii) from the time the Management Committee suspends the Suspended Member until the general meeting referred to in sub-paragraph (i), these Rules will apply as if the Suspended Member had been removed from office; and
  - (iii) if the Association resolves not to remove the Suspended Member from office, on and from the time of that resolution:
    - (A) these Rules will apply to the Suspended Member as if the Suspended Member had not been suspended; and
    - (B) the Management Committee may not again suspend the Suspended Member from office based on the same facts. (For example, if the Management Committee suspends a member on the basis that the member has been accused of an indictable offence, the Management Committee may not again suspend the member on that basis, but may suspend the member on the basis that the member has been accused of committing a different indictable offence).

- (m) A member of the Management Committee may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

## 12. Vacancies on Management Committee

- (a) The Management Committee shall have power at any time to appoint any member of the **Association** to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (b) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the **Association**, but for no other purpose.

## 13. Functions of the Management Committee

- (a) Except as otherwise provided by these Rules and subject to resolutions of the members of the **Association** carried at any general meeting the Management Committee:
  - (i) shall have the general control and management of the administration of the affairs, property and funds of the **Association**; and
  - (ii) shall have authority to interpret the meaning of these Rules and any matter relating to the **Association** on which these Rules are silent.
- (b) The Management Committee may exercise all the powers of the **Association**:
  - (i) to borrow or raise or secure the payment of money in such manner as the Management Committee may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the **Association's** property, both present and future, and to purchase, redeem or pay off any such securities;

- (ii) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the **Association**, and to provide and pay off any such securities; and
  - (iii) to invest in such manner as the Management Committee may from time to time determine.
- (c) The Management Committee shall be empowered to raise finances:
- (i) through membership fees and levies;
  - (ii) by direct appeal for community or private sponsorship;
  - (iii) by proceeds from any pursuits, festivals, productions, concerts, displays, exhibitions, functions, sales or any other lawful fund-raising activity; and
  - (iv) by direct appeal or application to all levels of government.

### 14. Meetings of Management Committee

- (a) The Management Committee shall meet as often as it sees fit but not less than once every calendar month to exercise its functions.
- (b) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third (1/3) of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (c) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (d) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (e) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the **Association** in which they are interested, or any matter arising thereout, and if they do so vote their vote shall not be counted.



- (f) Unless all members of the Management Committee consent in writing, not less than seven (7) days' notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (g) The Artistic Director shall preside at every meeting of the Management Committee, or if at any meeting the Artistic Director is not present within ten minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairperson of the meeting.
- (h) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (i) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- (j) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### 15. Annual general or general meetings

- (a) The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the **Association**, and at such place as the Management Committee may determine.
- (b)
  - (i) The Annual General Meeting shall be held within six months of the close of the financial year.

- (ii) The business to be transacted at every annual general meeting shall be:
  - (A) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the **Association** for the preceding financial year;
  - (B) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (C) the election of members to fill vacancies of the Management Committee;
  - (D) the appointment of an auditor; and
  - (E) the appointment of patrons.
- (c) The secretary shall convene a special general meeting:
  - (i) when directed to do so by the Management Committee; or
  - (ii) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of Full Members of the **Association** which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (iii) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- (d)
  - (i) At any general meeting the number of Full Members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
  - (ii) No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business. For the purposes of this rule "Full Member" includes a person attending as a proxy or as representing a corporation which is an Full Member.

- (iii) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the **Association**, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
  - (iv) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting -is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e)
- (i) The secretary shall convene all general meetings of the **Association** by giving not less than fourteen (14) days notice of any such meeting to the members of the **Association**.
  - (ii) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose': of hearing and determining the appeal of a member against the rejection or termination of their membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- (f) Unless otherwise provided by these Rules, at every general meeting:
- (i) the Artistic Director shall preside or if the Artistic Director has not arrived within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting;
  - (ii) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - (iii) every question, matter or resolution shall be decided by a majority of votes of the Full Members present;

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- (iv) every Full Member present shall be entitled to one vote and in the case of an equality of votes the motion is resolved in the negative: Provided that no Full Member shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting;
  - (v) voting shall be by show of hands or a division of Full Members, unless not less than one fifth of the Full Members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting of which the ballot was demanded;
  - (vi) a Full Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Full Member or a representative of a Full Member shall have one vote and in a secret ballot every Full Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
  - (vii) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the **Association**. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
  - (viii) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

Association:

I, \_\_\_\_\_ of, \_\_\_\_\_ being a Full Member of the above named Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_20\_\_\_\_.

Signature

This form is to be used \* in favour of the resolution \* against \* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit.)

- (ix) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (x) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

### 16. By-laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the **Association** and any by-law may be set aside by a general meeting of members.

### 17. Alteration of Rules

Subject to the provisions of the *Associations Incorporation Act 1981* (Qld), these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of the Department administering the Act.

### 18. Common seal

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the

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Management Committee or by some other person appointed by the Management Committee for the purpose.

### 19. Funds and accounts

- (a) The funds of the **Association** shall be deposited in the name of the **Association** in such bank or permanent building society as the Management Committee may from time to time direct.
- (b) The terms of any such account must permit funds to be withdrawn or transferred only:
  - (i) by cheque signed by two members of the Management Committee; or
  - (ii) by electronic funds transfer authorized by two members of the Management Committee; or
  - (iii) by debit card issued to a member of the Management Committee,

unless otherwise resolved by the **Association** in general meeting.

- (c) If the terms of any such account permits funds to be withdrawn by debit card issued to a member of the Management Committee, the Management Committee must ensure that:
  - (i) the debit card is associated with a separate account or sub-account;
  - (ii) the holder of the debit card, prior to being issued with the debit card, undertakes in favour of the **Association** to reimburse the **Association** for any expenditure incurred on the debit card which is not in accordance with these Rules; and
  - (iii) at all times, that separate account or sub-account has a credit balance of no more than \$1,000,

unless otherwise resolved by the **Association** in general meeting.

- (d) The **Association** may enter into a trade or other credit arrangement only if the credit limit on that arrangement is no greater than \$1,000, unless otherwise resolved by the **Association** in general meeting.
- (e) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the **Association** and the particulars usually shown in, books of a like nature.
- (f) All moneys shall be deposited as soon as practicable after receipt thereof.
- (g) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.

- (h) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (i) Subject to the by-laws, all expenditure shall be approved or ratified at a Management Committee meeting.
- (j) As soon as practicable after the end of each financial year the Administrative Director shall cause to be prepared a statement containing particulars of:
  - (i) the income and expenditure for the financial year just ended; and
  - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the **Association** at the close of that year.
- (k) All such statements shall be examined by the auditor who shall present their report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (l) The income and property of the **Association** whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the **Association** provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the **Association** or otherwise owing by the **Association** to the member or of remuneration to, any officers or servants of the **Association** or to any member of the **Association** or other person in return for any services actually rendered to the **Association** provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the **Association** or reasonable and proper rent for premises demised or let to the **Association**.

## 20. Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the **Association**.

## 21. Financial year

The financial year of the **Association** shall close 30th June in each year.

### 22. Distribution of surplus assets

If the **Association** shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981* (Qld), and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the **Association**, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the **Association**, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the **Association** under or by virtue of rule 19(l), such institution or institutions to be determined by the Full Members of the **Association**.

### 23. Dissolution of Association

- (a) If at any time a motion for dissolution should be received by the Secretary, submitted in writing and signed by seven Full Members, the Secretary shall notify all Full Members of the motion and call a Special General Meeting in the prescribed manner.
- (b) The **Association** shall be dissolved if a resolution to that effect is carried by a vote of three-quarters (3/4) majority of Full Members present at the Special General Meeting convened to consider the question.