



CLOC MUSICAL THEATRE INC.

Association No.: A0006072Y

Australian Business No.: 88 234 574 319

RULES

Incorporating amendments up to 24 March 2022

RULES of CLOC MUSICAL THEATRE INC.

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RULES OF CLOC MUSICAL THEATRE INC.

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the Act, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "CLOC Musical Theatre Incorporated".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

Under section 12(3) of the Act, an incorporated association may use the abbreviation "Inc." in place of "Incorporated".

2. Purposes

The purposes of the Association are:

- (1) to promote an appreciation of the arts, particularly in live theatre within the community;
- (2) to arrange public performances of live theatrical productions, concerts and any other activity to promote an appreciation of the arts;
- (3) to encourage and develop the full range of talents associated with the development of the arts in the community; and
- (4) to achieve the highest possible standards within the resources available to the Association.

3. Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4. Definitions and interpretation

In these Rules:

absolute majority, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a Committee meeting);

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

Act means the *Associations Incorporation Reform Act 2012* (Vic);

annual general meeting means the annual general meeting of the Association referred to in rule 34;

associate member means a member referred to in rule 15(1);

Chairperson, of a general meeting or Committee meeting, means the person chairing the meeting as required under rule 50;

Committee means the Committee having management of the business of the Association;

Committee meeting means a meeting of the Committee held in accordance with these Rules;

Committee Member means a member of the Committee referred to in rule 47 and, for clarity, includes a member of the Executive and an Ordinary Member;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 25(1);

eligible member means a member who is eligible to be elected or appointed as a Committee Member pursuant to rule 53;

Executive means the Executive of the Association referred to in rule 48;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Life Member means a person appointed as a Life Member pursuant to rule 13;

member means a member of the Association and includes a Life Member but does not include an associate member;

Ordinary Member means an ordinary member of the Committee;

Registrar means the Registrar of Incorporated Associations;

ROCO means the Register of Cultural Organisations referred to in rule 85;

Secretary means the Secretary of the Association referred to in rule 47(3);

Show has the meaning given in rule 77;

Show Fee has the meaning given in rule 78;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution.

The words ‘include, ‘includes’ or ‘including’ and similar expressions are not words of limitation.

Reference to legislation includes every amendment, re-enactment, or replacement of that legislation and any subordinate legislation made under that legislation (such as regulations).

References to the singular shall include the plural and vice versa.

Headings, notes and examples are for convenience only and do not affect the interpretation of these Rules.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieving its purposes.
- (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold, lease, hire and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security or investment in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any contract, agreement or arrangement it considers necessary or desirable;

- (h) to establish and/or support, or aid in the establishment and/or support of, associations, institutions, funds, trusts and conveniences in pursuance of, and consistent with, the objects of the Association and for other charitable purposes;
 - (i) to subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whose objects are similar to those of the Association;
 - (j) to make donations for charitable purposes; and
 - (k) 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.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member,
 if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Secretary stating that the person:
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application:
 - (a) must include the applicant's full name and address and, at the option of the applicant, may include an email address;
 - (b) must include such other information as the Committee may determine from time to time;
 - (c) must be signed by the applicant; and

- (d) may, but need not, be accompanied by the annual subscription payable pursuant to rule 12.

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Secretary shall refer the application to the Committee for consideration.
- (2) Upon an application for membership being referred to the Committee, the Committee shall determine whether to approve or to reject the application.
- (3) Upon determination of the application by the Committee, the Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (4) If the Committee rejects the application:
 - (a) no reason need be given for the rejection of the application; and
 - (b) if the applicant has made payment of the annual subscription pursuant to rule 9(2)(d), the payment must be refunded.

11. New membership

- (1) If an application for membership is approved by the Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
 - (b) unless payment has been made pursuant to rule 9(2)(d), the notification provided by the Secretary pursuant to rule 10(3) must include details of the annual subscription payable by the new member, and the due date for payment, pursuant to rule 12.
- (2) A person becomes a member of the Association and, subject to rule 14(2)(a), is entitled to exercise that person's rights of membership from the date, whichever is the later, on which:
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the annual subscription pursuant to rule 12.

Note

Rule 14(2)(a) requires that 10 business days pass before a new member may exercise the right to vote.

Save for the payment of the annual subscription for the current financial year, there is no joining fee payable by new members.

- (3) Upon a person becoming a member, the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (4) If a person who has been approved for membership fails to pay the annual subscription within 30 days of the due date for payment pursuant to rule 12(4)(a), the Committee may revoke its approval by further resolution. The Secretary must provide written notice of any such revocation to the person.

12. Annual subscription

- (1) This rule 12 is subject to the provisions relating to Life Members in rule 13.
- (2) Each member must pay an annual subscription in respect of each Financial Year.
- (3) The annual subscriptions payable by members shall be such amount or amounts as the Association in General Meeting from time to time resolves. In the absence of a resolution in respect of a particular Financial Year, the annual subscription applicable in the previous Financial Year shall apply.
- (4) The annual subscription shall become due and payable:

- (a) for a newly approved member, upon receipt of the notification from the Secretary referred to in rule 10(3); and
 - (b) otherwise, on the first day of each Financial Year.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date for payment are suspended until the subscription is paid. Without limiting the effect of this subrule, any rule relating to the exercise by a member of a right shall be read as excluding the exercise of that right by any member whose rights are suspended pursuant to this subrule.
 - (6) Save for payment by a newly approved member pursuant to rule 12(4)(a), if a member fails to pay the annual subscription in respect of any Financial Year by 30 April of that Financial Year, the member's membership shall cease on that date.
 - (7) The Committee may resolve to waive the annual subscription payable by a particular member or class of members.

13. Life Membership

- (1) The office of Life Member may, on the recommendation of the Committee, be conferred on such current or past members, or other persons, as the Association may by resolution at a General Meeting determine to be deserving of that office.
- (2) A Life Member will have all the benefits and rights of a member and will not be required to pay any annual subscriptions associated with membership.

14. General rights of members

- (1) A member of the Association has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting in accordance with rule 14(3);
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting as provided by rule 14(2);
 - (e) to stand for, and to nominate other members to stand for, election to the Committee in accordance with Division 3 of these Rules;
 - (f) to have access to the minutes of general meetings and other documents of the Association as provided under rule 84; and
 - (g) to inspect the register of members.
- (2) A member is entitled to vote if:
 - (a) more than 10 business days have passed since they became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.
- (3) If a member wishes to submit an item of business for consideration at a general meeting, the member must give notice of that business to the Secretary. The item of business must be included in the business of the next general meeting occurring no less than 30 days after the date upon which the notice is given by the member.

15. Associate members

- (1) Associate members of the Association include any category of associate membership that the Committee by resolution determines from time to time.

- (2) An associate member shall not be entitled to:
 - (a) vote; or
 - (b) be nominated for, or elected to, the Committee, but may have other rights as determined by the Committee.
- (3) The Committee may determine the terms of associate membership and may revoke:
 - (a) the associate membership of any person or class of persons; or
 - (b) any category of associate membership.
- (4) The powers of the Committee pursuant to this rule 15 must be exercised subject to any resolution of the members in general meeting.

16. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

17. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion, death or as otherwise provided in these Rules.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) The resignation shall take effect upon receipt of the resignation by the Association, notwithstanding that the notice may state another date.

Note

Rule 82 sets out how notice may be given to the Association. It includes by post, by handing the notice to a Committee Member and by email if the Association has nominated an email address.

19. Register of members

- (1) The Secretary must keep and maintain a register of members that includes:
 - (a) for each current member and associate member:
 - (i) the member's name;
 - (ii) the address (including any email address) for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is a Life Member or an associate member, a note to that effect; and
 - (v) any other information determined by the Committee; and
 - (b) for each former member or associate member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

20. Committee may resolve to take disciplinary action

Subject to these Rules, the Committee may by resolution determine to:

- (1) reprimand a member;
- (2) suspend a member from membership of the Association for a specified period; or
- (3) expel a member from the Association,

if the Committee is of the opinion that the member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct unbecoming a member or prejudicial to the Association.

The Committee may not determine to fine a member.

21. No effect until confirmed

A resolution of the Committee pursuant to rule 20 does not take effect unless and until confirmed:

- (1) by the Committee pursuant to rule 24; or
- (2) at a general meeting pursuant to rule 27.

22. Notice to member

Where the Committee passes a resolution under rule 20:

- (1) the Committee must fix a date no less than 21 days and no more than 35 days after the date of the resolution, for the Committee to consider and confirm the resolution; and
- (2) the Secretary shall, as soon as practicable and in any case not less than 14 days before the date fixed for the meeting referred to in rule 22(1), cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at the meeting referred to in rule 22(1);
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee, no less than three (3) days before the date of that meeting, a written statement seeking the revocation of the resolution; or
 - (iii) not later than 48 hours before the time fixed for the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.

23. Member's election

If the member gives a notice pursuant to rule 22(2)(d)(iii):

- (1) the Committee shall not consider or confirm the decision at the meeting referred to in rule 22(1) or otherwise; and
- (2) rule 25 shall apply.

24. Decision of Committee

- (1) Subject to rule 23, at the meeting referred to in rule 22(1), the Committee must:
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the Committee may by resolution:
 - (a) revoke the resolution made pursuant to rule 20 and take no further action against the member;
 - (b) confirm the resolution made pursuant to rule 20; or
 - (c) resolve to take another of the actions referred to in rule 20.
- (3) The resolution, and any action the subject of the resolution, takes effect immediately after the resolution is passed.

25. Appeal meeting

- (1) If the member gives a notice pursuant to rule 22(2)(d)(iii), the Secretary shall notify the Committee and the Committee shall convene a general meeting to be held as soon as practicable and in any event not more than 35 days after the date on which the Secretary received the notice.
- (2) The notice convening the general meeting must comply with these Rules and must state:
 - (a) that the general meeting has been convened as a disciplinary appeal meeting pursuant to rule 25(1);
 - (b) the name of the person against whom the disciplinary action has been taken;
 - (c) the resolution of the Committee made pursuant to rule 20 and the grounds on which it is based; and
 - (d) that at the disciplinary appeal meeting the members present must vote on whether the resolution of the Committee to reprimand, suspend or expel the person should be confirmed or revoked.

26. Conduct of disciplinary appeal meeting

- (1) At the disciplinary appeal meeting convened in accordance with rule 25:
 - (a) no business other than the question of the disciplinary appeal may be conducted;
 - (b) the Committee must place before the meeting details of the grounds for its resolution and the reasons for the passing of the resolution; and
 - (c) the member who is the subject of the resolution must be given the opportunity to be heard.
- (2) After complying with rule 26(1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the Committee's resolution should be confirmed or revoked.
- (3) The ballot must be conducted in such manner as the Chairperson determines.

27. Disciplinary appeal decision

If at the general meeting:

- (1) not less than two thirds of the members voting at the meeting vote in favour of confirming the Committee's resolution, the Committee's resolution is confirmed and shall take effect immediately after the vote is determined.

- (2) In any other case, the Committee's resolution is revoked.

Division 3 — Dispute resolution procedure

28. Application

- (1) The dispute resolution procedure set out in this Division applies to disputes under these Rules or relating to the activities or conduct of the Association between:
- (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.

For clarity, a 'member' includes a member in their capacity as a Committee Member.

- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under Division 2 until the disciplinary procedure has been completed.

29. Notice of dispute

A member wishing to initiate a grievance procedure in respect of a dispute referred to in rule 29 must give notice of the dispute including reasonable details of the nature of the dispute and the outcome sought by the member to:

- (1) the other party to the dispute; and
- (2) the Secretary who must bring the matter to the attention of the President.

30. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the delivery of the notices referred to in rule 29.

31. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 30, then:
- (a) a party to the dispute may, by notice to the Committee, request; or
 - (b) the Committee may determine,
- that the dispute will be referred for mediation in accordance with this rule 31.
- (2) If a request or determination is made in accordance with rule 31(1), the parties to the dispute must attempt in good faith to settle the dispute by mediation.
- (3) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member, a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (4) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

32. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) The costs, if any, of the mediation must be paid by the Association.

33. Discontinuance or failure to resolve dispute

- (1) The parties to the dispute may, at any time, by written notice to the Secretary given by each of the parties to the dispute, discontinue the dispute resolution process set out in this Division 3 in which case the dispute will be deemed to have been resolved.
- (2) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

34. Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee shall determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) if the appointment of an auditor is:
 - (i) required by legislation applicable to the Association; or
 - (ii) otherwise determined by resolution of the Committee to be appropriate,
the appointment of the Association's auditor; and
 - (e) to confirm or vary the amounts (if any) of the annual subscription.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (5) No business other than that set out in the notice under rule 37 may be conducted at the meeting.
- (6) Without limiting rule 34(5), if the business of the meeting includes 'General Business' or an item of similar description, the meeting may not pass any resolution arising from that item other than a resolution requiring the Committee to consider a matter.

- (7) The notice convening the annual general meeting must specify that the meeting is the annual general meeting.

35. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 37 may be conducted at the meeting.
- (4) 'General business' (or similar descriptions for general discussion) must not be included as an item of business for a special general meeting.

36. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing;
 - (b) state the business to be considered at the meeting and any resolutions to be proposed;
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) A request pursuant to subrule (2) may consist of several documents in a like form, each signed by one or more of the members making the request.
- (4) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (5) A special general meeting convened by members under subrule (4) must:
 - (a) be held within 3 months after the date on which the original request was made; and
 - (b) only consider the business stated in that request.
- (6) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (4).

37. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 36(4), the members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting;
 - (b) include any details to be included under rule 39(3);
 - (c) indicate the general nature of each item of business to be considered at the meeting;
 - (d) include any detail required by rule 55; and
 - (e) if a special resolution is to be proposed:

- (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 25(2) sets out the requirements for notice of a disciplinary appeal meeting.

Rule 82 sets out how notices are given to members.

38. No Proxies

Participation in general meetings by proxy are not permitted. Subject to rule 39, members may only participate in, and vote at, a general meeting in person.

39. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Where some or all arrangements for participation in a general meeting under this rule have been determined prior to giving notice of the general meeting pursuant to rule 37, if the Committee so determines, the notice may contain details of those arrangements or how members may access those details.
- (4) Nothing in subrule (3), or a failure to comply with subrule (3) or rule 37(2)(b), shall prevent or invalidate the participation of members in a meeting pursuant to subrules (1) and (2).
- (5) If a member:
 - (a) on reasonable grounds, is unable to be physically present a general meeting; and
 - (b) notifies the Secretary no less than seven (7) days prior to the general meeting that the member wishes to participate in the meeting in a manner contemplated by this rule 39,
 the Association must take reasonable steps to enable that member to participate in the meeting in the manner referred to in rule 39(1).

40. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 39) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 36 the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 36 or submit the business for consideration at the next general meeting under rule 14(3).

- (b) in any other case:

- (i) the meeting must be adjourned to a date not less than 14 days and not more than 28 days after the adjournment, determined by the Chairperson of the meeting; and
 - (ii) the date, time and place to which the meeting is adjourned must be announced by the Chairperson to the members present at the meeting and confirmed by notice to all members as soon as practicable after the meeting.
- (4) No business may be conducted at the adjourned meeting other than the business contained in the original notice convening the general meeting.
 - (5) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

41. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Note

As an example, the members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for more than 21 days, in which case notice of the meeting must be given in accordance with rule 37.

42. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (2), each member who is entitled to vote has one vote;
 - (b) members must vote personally and may not vote by proxy; and
 - (c) except in the case of a special resolution, or a vote at a disciplinary appeal meeting, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

Note

A member who has not paid the annual subscription is not entitled to vote at a general meeting (see Rule 12(5)).

43. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove a Committee Member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

44. Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost,and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is:
 - (a) demanded by three or more members on any question; or
 - (b) is determined by the Chairperson to be the appropriate course of action for conducting or confirming a vote on a particular matter,then:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting (including the means by which any person participating pursuant to rule 39 may vote); and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll required pursuant to subrule (2):
 - (a) on the election of the Chairperson or on a question of an adjournment must be taken immediately; and
 - (b) on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

PART 5—COMMITTEE

Division 1—Powers of Committee

45. Role and powers

- (1) The business and affairs of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) Without limiting subrules (1) and (2) the Committee may by resolution make by-laws to give effect to these Rules.
- (4) Members (including Committee Members) must comply with by-laws as if they were part of these Rules.
- (5) The members in general meeting may resolve to vary, revoke or prohibit any by-law.
- (6) To the extent of any inconsistency between a by-law and these Rules, these Rules shall prevail.

46. Staff, subcommittees and delegations

- (1) Without limiting any other power of the Committee, the Committee may:

- (a) appoint and remove staff;
 - (b) appoint members and non-members to roles within the Association (save to the extent such roles are regulated by these Rules) and, if the Committee deems it appropriate, pay fees or honoraria to any such persons (subject always to rule 6);
 - (c) regulate the participation of members and non-members in the activities of the Association including imposing rules, conditions or requirements upon such participation; and
 - (d) establish subcommittees consisting of members and/or non-members with terms of reference it considers appropriate.
- (2) In respect of any subcommittee established by the Committee:
- (a) the persons constituting the subcommittee must comply with any terms of reference or other directions given to the subcommittee by the Committee;
 - (b) any person appointed to the subcommittee who is not a member, must agree with the Association in writing to comply with any such terms of reference or directions; and
 - (c) shall act in an advisory capacity only, unless:
 - (i) expressly stated to the contrary in the terms of reference; or
 - (ii) the subject of a delegation in accordance with subrule (3).
- (3) The Committee may delegate to a member, a Committee Member, a subcommittee any staff, any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (4) Subject to rule 48(2), the delegation must be in writing and may be subject to any conditions and limitations the Committee considers appropriate.
- (5) The Committee may, in writing, revoke a delegation wholly or in part, provided that, such revocation will not invalidate any action taken, in good faith and in accordance with any terms of the delegation, prior to such revocation.
- (6) Delegations pursuant to this rule 46 may be made by reference to a position (including a position of Administrator, Director, Musical Director and Production Manager) and an appointment by the Committee of a person to that position will be taken to be a delegation to that person of the delegations applying to that position.

Division 2—Composition of Committee and duties of members

47. Composition of Committee

The Committee consists of:

- (1) a President;
- (2) an Administrator;
- (3) a Secretary;
- (4) a Treasurer; and
- (5) six Ordinary Members.

48. Composition of Executive

- (1) The Executive consists of:

- (a) the President;
 - (b) the Administrator;
 - (c) the Secretary; and
 - (d) the Treasurer.
- (2) The Executive shall be a standing subcommittee of the Committee and shall exercise such powers, and discharge such duties, as are determined or delegated to the Executive pursuant to rule 46 or by resolution of the Committee. For clarity, a resolution of the Committee which expressly or impliedly provides for, or by its nature requires, the delegation of a power of the Committee to the Executive, shall be deemed to be a delegation of that power in writing for the purposes of rule 46(4).
- (3) The President shall be the Chairperson of the Executive and, subject to subrule (2), the Executive may regulate its own procedures and meetings in such manner as it determines.

49. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules, the Act and, if the Association is subject to the requirements of the ACNC Act or requirements relating to the ROCO, those requirements.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and, to the extent applicable, the ACNC Act and requirements relating to the ROCO, and that individual Committee Members comply with these Rules.
- (3) Committee Members must:
- (a) comply with their duties as members of the Committee under legislation and common law;
 - (b) exercise their powers and discharge their duties:
 - (i) with reasonable care and diligence.
 - (ii) in good faith in the best interests of the Association; and
 - (iii) for a proper purpose;
 - (c) ensure that the financial affairs of the Association are managed responsibly; and
 - (d) not allow the Association to operate while it is insolvent.
- (4) Committee Members and former Committee Members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (5) In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

50. Chairperson of meetings

- (1) Subject to subrule (2), the President or, in the President's absence, the Administrator is the Chairperson for any general meetings and for any Committee meetings.

- (2) If the President and the Administrator are both absent, or are unable or unwilling to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting, a member elected by the other members present; or
 - (b) in the case of a Committee meeting, a Committee Member elected by the other Committee Members present.

51. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Note

As an example, under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must:
 - (a) maintain the register of members in accordance with rule 19;
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 75(3), all books, documents and securities of the Association in accordance with rule 84;
 - (c) provide members with access to the register of members, the minutes of general meetings and other books and documents in accordance with the Act and these Rules;
 - (d) attend to the lodgement of any notices or documents required of the Association pursuant to the ACNC Act or requirements relating to the ROCO;
 - (e) ensure that minutes are kept of general meetings and Committee meetings in accordance with rule (c); and
 - (f) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

52. Treasurer

- (1) The Treasurer must:
 - (a) receive (or maintain control over the means of receiving) all moneys paid to or received by the Association and issue, or cause to be issued, receipts for those moneys in the name of the Association;
 - (b) ensure that all moneys received by the Association are paid into the account of the Association within 10 working days after receipt;
 - (c) make, or cause to be made, any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed, and electronic funds transfers are authorised, by at least 2 Committee Members.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act and, if applicable, the ACNC Act and requirements relating to the ROCO;
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association; and

- (c) if the financial statements of the Association are to be audited, provide information and assistance to, and co-ordinate the conduct of the audit by, the auditor.
- (3) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Association.
- (4) Maintain a record of the payment of annual subscriptions by members and provide the details of any member whose membership is suspended pursuant to rule 12(5) or has ceased pursuant to rule 12(6):
 - (a) to the Committee at each Committee meeting; and
 - (b) to the Chairperson of any general meeting at, or as soon as practicable after, the commencement of that general meeting.

Division 3—Election of Committee Members and tenure of office

53. Who is eligible to be a Committee Member

A member is eligible to be elected or appointed as a Committee Member if the member:

- (1) is 18 years or over;
- (2) is entitled to vote at a general meeting; and
- (3) is not ineligible to be a Committee Member under the Act, the ACNC Act or the requirements relating to the ROCO.

54. Tenure and rotation

- (1) Subject to these Rules, each Committee Member holds their position on the Committee from the annual general meeting at which they were elected until the commencement of the annual general meeting occurring approximately two (2) years after the Committee Member's election, that is to say, for a period of approximately two (2) years.
- (2) At any one annual general meeting:
 - (a) only the offices of President and Secretary or the offices of Administrator and Treasurer; and
 - (b) only three of the positions of Ordinary Members,
 can be declared vacant (determined according to those positions not declared vacant at the last annual general meeting).
- (3) Any other vacant position of a Committee Member at the time of the annual general meeting shall be considered a casual vacancy and may be addressed in accordance with rule 63.
- (4) For clarity, the intent of the tenure and electoral procedures in these Rules are that at each annual general meeting:
 - (a) half of the members of the Executive and half of the Ordinary Members shall have their term end and those positions shall be filled by election; and
 - (b) half of the members of the Executive and half of the Ordinary Members shall continue as Committee Members until the next annual general meeting and shall not be subject to an election.

55. Declaration of Positions

The notice convening the annual general meeting must include details of the Committee positions that will be declared vacant, and for which an election shall be held, at the meeting.

56. Nominations

- (1) A member who is eligible to vote at the annual general meeting may nominate a member for election to a position to be declared vacant pursuant to rule 54. The nomination must:
 - (a) be in writing;
 - (b) name the nominee;
 - (c) identify the position or positions for which the person is nominated;
 - (d) be signed by the nominee;
 - (e) be signed by two other members; and
 - (f) be delivered to the Secretary no less than seven (7) clear days before the annual general meeting.
- (2) A member who is nominated for a position and fails to be elected to that position may be elected to any other position for which that member was nominated and for which an election is yet to be held.

57. Election of Executive

- (1) At the annual general meeting, separate elections must be held for each of the following positions (as applicable) in the following order:
 - (a) President;
 - (b) Administrator;
 - (c) Secretary; and
 - (d) Treasurer.
- (2) If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated for a position, a ballot must be held in accordance with rule 59.
- (4) On their election, a new President may take over as Chairperson of the meeting.

58. Election of Ordinary Members

- (1) If the number of members nominated for the position of Ordinary Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (2) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 59.
- (3) A single ballot, or separate ballots, may be held to fill the positions of Ordinary Members as determined by the Chairperson.

59. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot. If requested by any member at the meeting, the Chairperson will also appoint a scrutineer who may observe the returning officer's conduct and counting of the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election. The Chairperson may determine what constitutes a 'short speech'.

- (4) The election must be by secret ballot.
- (5) The returning officer must:
 - (a) give a blank piece of paper to each member present in person; and
 - (b) must determine a reasonable and fair means of recording the vote of any person participating in the meeting pursuant to rule 39, including taking reasonable steps to ensure that the vote remains confidential.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) In the case of the positions of Ordinary Members, if the ballot is for more than one position:
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule 59(7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates, who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those (and only those) candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Notes

As examples, the choice of candidate by lot may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

60. Insufficient nominations

- (1) If, after the processes described in rules 56 to 59 have been completed, all of the positions declared vacant pursuant to rule 54 have not been filled, the Chairperson may accept the nomination of any member present at the meeting and eligible to be elected to the unfilled position.
- (2) A nomination pursuant to subrule (1) must be supported by two other members present at the meeting (by way of moving and seconding the nomination) and the nominee must indicate the nominee's acceptance of the nomination.
- (3) If there is only one nomination for an unfilled position, the nomination will be treated as a proposed resolution of the meeting and the Chairperson will conduct a vote on that resolution in accordance with the rules applying to resolutions under these Rules. If the resolution fails, the position will not be filled. If the resolution is successful, the Chairperson of the meeting must declare the member to be elected to the position.
- (4) If there is more than one nomination for an unfilled position, a ballot will be conducted in accordance with rule 59.

61. Term of office

- (1) Subject to subrule (3) and rule 62, a Committee Member holds office for the period referred to in rule 54(1).

- (2) A Committee Member may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a Committee Member from office; and
 - (b) by resolution elect an eligible member to fill the vacant position for the balance of the Committee Member's term.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding 1,200 words) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (6) Subrules (4) and (5) do not prevent the member speaking at the general meeting.

62. Vacation of office

- (1) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a Committee Member if they:
 - (a) cease to be a member of the Association;
 - (b) fail to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 71;
 - (c) become ineligible to be a Committee Member under the Act or, if applicable, the ACNC Act or requirements relating to the ROCO; or
 - (d) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

Note

A Committee Member may not hold the office of Secretary if they do not reside in Australia.

63. Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
 - (a) has become vacant under rule 62; or
 - (b) was not filled by election at an annual general meeting.
- (2) A Committee Member appointed pursuant to subrule (1) holds the position to which they are appointed:
 - (a) in the case of an appointment pursuant to subrule (1)(a), for the remainder of the term applying to the former Committee Member; or
 - (b) in the case of any appointment pursuant to subrule (1)(b), for the term that would have applied had the person been elected to the position at the relevant general meeting.
- (3) If the position of Secretary becomes vacant, the Committee must appoint an eligible member to the position within 14 days after the vacancy arises.
- (4) Rule 62 applies to any Committee Member appointed by the Committee under subrule (1) or (3).
- (5) The Committee may continue to act despite any vacancy in its membership, provided that, if the number of Committee Members is less than five, the Committee must:

- (a) take all reasonable action to fill casual vacancies so that the number of Committee Members is five or more; and
- (b) if the number of Committee Members is five or less for more than 60 days, the Committee must take immediate steps to convene a general meeting of members at which the meeting may by resolution:
 - (i) authorise the Committee to continue to act until the next annual general meeting notwithstanding the number of Committee members; and/or
 - (ii) give such other directions as the members deem necessary for the continued management of the Association until the next annual general meeting.

Division 4—Meetings of Committee

64. Meetings of Committee

- (1) The Committee must meet at least six (6) times in each year at the dates, times and places determined by the Committee.
- (2) Special Committee meetings may be convened by the President or by any three (3) Committee Members.
- (3) The Committee may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Committee Members. The Committee Members' agreement may be a standing (ongoing) one. A Committee Member may only withdraw their agreement within a reasonable period before the meeting.
- (4) Where meetings are held in person, a Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (5) For the purposes of this Part, a Committee Member participating in a Committee meeting as permitted under subrule (3) or (4) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

65. Notice of meetings

- (1) Subject to subrule (5), notice of each Committee meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Committee meeting at the same time and where at a meeting of the Committee, the Committee Members present have agreed upon a schedule of meetings, or on the date and time for the next meeting, such agreement shall be deemed to be notice of any such meeting provided that any Committee Member not present at the meeting is advised of those agreed meeting details.
- (3) A notice of meeting must state the date, time and place of the meeting.
- (4) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted and the only business that may be conducted at the meeting is the business for which the meeting is convened.
- (5) In cases of urgency, a meeting can be held without notice being given in accordance with subrule (1) or (2), provided that as much notice as practicable is given to each Committee Member by the quickest means practicable. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (6) Any resolution made at an urgent meeting pursuant to subrule (5) must be passed by an absolute majority of the Committee.

- (7) Any notice requirement referred to in this rule 65 may be waived if all Committee Members agree.

66. Procedure and order of business

- (1) The procedure to be followed at a meeting of the Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the Committee Members present at the meeting.

67. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 64) of a majority of the Committee Members holding office provided that such quorum must include at least two (2) members of the Executive.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
 - (a) in the case of a special meeting, the meeting lapses; and
 - (b) in any other case, the meeting must be adjourned to a date determined by the Committee Members present, no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 65.

68. Voting

- (1) On any question arising at a Committee meeting, each Committee Member present at the meeting has one vote. Votes shall be determined on a show of hands or, if demanded by a Committee Member, by a poll taken in such manner as the Chairperson of the meeting may determine.
- (2) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

69. Circular resolutions of Committee

- (1) The Committee may pass a circular resolution without a Committee meeting being held.
 - (2) A circular resolution is passed if all the Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule (3) or (4). A circular resolution will be effective as a resolution of the Committee as if passed at a meeting of the Committee.
 - (3) Each Committee Member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
 - (4) A circular resolution may be sent by email to the Committee Members and the Committee Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
-

- (5) A circular resolution is passed when the last Committee Member signs or otherwise agrees to the resolution in the manner set out in subrule (3) or (4).

70. Conflict of interest

- (1) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest:
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

71. Leave of absence

- (1) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

72. Indemnity, insurance and access

- (1) The Association must indemnify each of its office holders (including each Committee Member and former Committee Member) against any liability incurred in good faith by the office holder in the course of performing their duties as an office holder.

Note:

Section 87 of the Act provides that an incorporated association must indemnify its office holders.

- (2) To the extent permitted by law, and if the Committee considers it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an office holder of the Association (including any Committee Member and former Committee Member) against any liability incurred by the person as an officer of the Association. A Committee Member acting in accordance with this subrule shall not be considered to have a conflict of interest merely by virtue of a Committee Member being part of a class of persons to which the insurance applies. This subrule does not limit or prevent the Committee determining to take out any policy of insurance it may lawfully determine to take out.
- (3) A Committee Member has a right of access to the financial records of the Association at all reasonable times.

PART 6—FINANCIAL MATTERS

73. Source of funds

The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest, the charging of fees for attending performances or participating in other activities conducted by the Association and any other sources approved by the Committee.

74. Management of funds

- (1) The Association must open one or more accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) The Treasurer and at least one other Committee Member (as determined by the Committee or, in the absence of such determination, the President) must have access to the electronic banking accounts and systems associated with any account of the Association.
- (3) The Committee may resolve to have one or more credit card or similar facility and the limits, procedures and authorities applying to the use of such credit card or facility.
- (4) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (5) The Committee may authorise the Treasurer or any other person to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (6) All:
 - (a) cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members; and
 - (b) electronic funds transfers must be authorised by 2 Committee Members.
- (7) All funds of the Association must be deposited into the financial account of the Association no later than 10 working days after receipt.
- (8) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

75. Financial records

- (1) The Association must keep financial records that:
 - (c) correctly record and explain its transactions, financial position and performance; and
 - (d) enable financial statements to be prepared as required by the Act and, to the extent applicable, the ACNC Act, the requirements relating to the ROCO or other legislation.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

76. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act and, to the extent applicable, the ACNC Act, the requirements relating to the ROCO and other legislation, relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;

- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) if required:
 - (i) the lodgement with the Registrar of the financial statements or other reports, statements or documents required by the Act; and
 - (ii) the lodgement of an annual information statement and/or any other report or document required to be lodged by the Association pursuant to the ACNC Act, the requirements relating to the ROCO and any other applicable legislation, relating to the financial affairs of the Association

PART 7—SHOWS

77. Choice of productions

- (1) The Committee shall determine the productions to be produced by the Association (each a ‘Show’) including the dates and number of performances of a Show.
- (2) The Committee may, but is not required to, establish a subcommittee or working group to make recommendations to the Committee to assist in Show selection.

78. Show fees and rules

Without limiting rule 73, the Committee may by resolution determine:

- (1) to charge a fee (‘Show Fee’) for participation in a Show, in particular as a performer;
- (2) to charge different Show Fees for different categories of participation or different classes of persons;
- (3) the amount of a Show Fee; and
- (4) to waive the Show Fee payable by a particular person or class of persons.

79. Appointments and casting

Unless resolved to the contrary by the Committee:

- (1) the appointment of any Director, Musical Director or Choreographer for a Show must be approved by the Committee;
- (2) other appointments of personnel in respect of a Show are the responsibility of the Committee, but the Committee may delegate this responsibility to a subcommittee or one or more individuals;
- (3) the audition processes for a Show will include the establishment of a casting panel of no less than three determined by the Committee but usually comprising:
 - (a) each Director, Musical Director and Choreographer appointed pursuant to subrule (1); and
 - (b) a Committee Member who shall be the chairperson of the panel;
- (4) the casting panel will determine the manner of conducting the auditions subject to any direction of the Committee or policy or procedure adopted by the Committee;
- (5) the casting panel will make recommendations in respect of the cast for each Show following the conduct of auditions;
- (6) the Committee (or its delegate or delegates) must approve each cast member; and
- (7) no person may participate as a cast member in a Show unless that person:
 - (a) has been recommended by the casting panel;

- (b) has been approved by the Committee (or its delegate or delegates); and
- (c) complies, or agrees to comply, with any requirements or conditions of participation determined by the Committee.

PART 8—GENERAL MATTERS

80. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members;
 - (c) the common seal must be kept in the custody, or under the control, of the Secretary; and
 - (d) the Association may still execute a document in any other manner provided for by the Act or any other law.

81. Registered address

The registered address of the Association is:

- (1) the address determined from time to time by resolution of the Committee; or
- (2) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

Note

There are requirements for notifying changes of address under the Act, the ACNC Act and the ROCO.

82. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally;
 - (b) by sending it by post to the member at the address recorded for the member on the register of members;
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any); or
 - (d) by notifying the member by any method referred to in this subrule, that the notice is available at a specified place or address, including a website or other electronic address (and which may include providing an electronic link to that website or address).
- (2) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee;
 - (b) by sending the notice by post to the registered address of the Association; or
 - (c) by sending it to an email address or other electronic address approved by the Committee and notified by the Association to the members as the Association's email address or other electronic address.
- (3) A notice:
 - (a) delivered in person is taken to be given on the day it is delivered;

- (b) sent by post, is taken to be given on the fifth day after it is posted with the correct payment of postage costs; or
- (c) sent by email or other electronic method (including a notice given pursuant to rule 82(1)(d)), is taken to be given on the business day after it is sent unless the sender receives a message or other indication that the notice has not been delivered or received.

83. Minutes

- (1) The Secretary of the Association shall cause minutes to be kept of:
 - (a) all general meetings
 - (b) all Committee meetings;
 - (c) all circular resolutions passed pursuant to rule 69;
 - (d) all appointments of Committee Members; and
 - (e) all appointments of other persons appointed to carry out specific tasks on behalf of the Association, including details of any delegations in accordance with rule 46(3).
- (2) If the Secretary fails to make arrangements for the taking of minutes at any Committee meeting or general meeting, the Chairperson of such meeting may make those arrangements at the meeting.
- (3) The minutes of each general meeting must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (4) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting;
 - (b) where any member participates in the manner contemplated by rule 39, the name of the member and the manner of that participation;
 - (c) the financial statements submitted to the members in accordance with rule 34(3)(b)(ii);
 - (d) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements required under the Act.
- (5) The minutes of Committee meetings must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 70; and
 - (e) any other matter that these Rules require be recorded in the minutes.
- (6) Minutes of general meetings and Committee Meetings:
 - (a) must be considered and confirmed as accurate (subject to any required amendment following such consideration) at the following meeting; and
 - (b) pending such confirmation, if signed by the Chairperson of the meeting will be deemed to be prima facie evidence of the accuracy of those minutes.

84. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all minutes, books, documents and securities of the Association.

(2) Members may on request inspect free of charge:

(a) the register of members;

Note

See note following rule 19 for details of access to the register of members.

(b) the minutes of general meetings; and

(c) subject to subrules (3) and (4), the financial records, books, securities and any other relevant document of the Association.

(3) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(4) Unless resolved to the contrary by the Committee, members shall not be entitled to inspect the minutes of meetings of the Committee.

(5) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

(6) Subject to subrules (3) and (4), a member may make a copy of any of the other records of the Association which the member is entitled to access pursuant to this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(7) For purposes of this rule, **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

85. Public Fund Provisions

(1) This rule 85 shall only apply if the Association is:

(a) listed as a cultural organisation on the Register of Cultural Organisations established under Subdivision 30-F of the *Income Tax Assessment Act 1997* (Cth) ('ITAA'); or

(b) otherwise endorsed as a deductible gift recipient under Sub-division 30-BA of the ITAA.

(2) The Association will establish, maintain and actively promote:

(a) if subrule (1)(a) applies, a public fund listed on the Register of Cultural Organisations; and

(b) if subrule (1)(b) applies, a gift fund,

(each a 'public fund').

(3) Donations will be deposited into the public fund and must:

(a) be kept separate from other funds of the Association; and

(b) only be used to further the purposes of the Association.

(4) Investment of monies in the public fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

- (5) The public fund will be administered by the Committee or a subcommittee of the Committee ('Managing Committee') and a majority of the members of the Managing Committee must be people who, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- (6) No monies/assets in the public fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (7) If subrule (1)(a) applies, the Department responsible for the administration of the Register of Cultural Organisations ('Department') must be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (8) Receipts for gifts to the public fund must state:
 - (a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - (b) the Australian Business Number of the Association;
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the ITAA.
- (9) The Association must comply with any rules that the Australian Treasurer, the Minister for the Arts or the Australian Taxation Office make to ensure that gifts made to the public fund will only be used for the Association's principal purpose.
- (10) If subrule (1)(a) applies, the Association must provide to the Department statistical information on the gifts made to the public fund every 6 months.
- (11) If upon the winding-up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Association's members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the ITAA and, if subrule (1)(a) applies, is listed on the Register of Cultural Organisations maintained under the ITAA.

86. Winding up and cancellation

- (1) This rule 86 applies subject to the requirements of rule 85 in respect of any public fund.

Note

Rule 85 deals only with the public fund which comprises donations made to the Association. Rule 86 deals more generally with winding up the Association and dealing with the assets other than the public fund.

- (2) The Association may be wound up voluntarily by special resolution.
- (3) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (4) Subject to the Act, the ACNC Act, the requirements relating to the ROCO and any court order made under section 133 of the Act, the surplus assets must be given to one or more bodies each of which:
 - (a) has charitable purposes similar to the purposes of the Association;
 - (b) is not carried on for the profit or gain of its individual members; and

- (c) prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.
- (5) The body or bodies to which the surplus assets are to be given must be decided by special resolution.

87. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

Alterations to the Rules must be advised to the Registrar and, if applicable, the ACNC and ROCO.

88. Transitional

- (1) Any person who has been granted a form of 'associate membership' prior to the variations to the Association's Rules approved at the annual general meeting held in 2022 ('2022 AGM') will continue to be an associate member, with such rights as attached to that membership prior to those variations, until 31 May 2022 or such other date as the Committee determines ('Cessation Date').
- (2) On the Cessation Date, any membership other than that of a 'member' or 'Life Member' under these Rules, granted prior to the 2022 AGM which has not otherwise ceased, will cease on the Cessation Date.