

Notice of Annual General Meeting 2023

Notice is given that an **Annual General Meeting** of the Members of **Canberra Youth Theatre Company Incorporated** ('Association' or 'Canberra Youth Theatre') will be held at **6.30pm on 17 April 2023 at Gorman Arts Centre, 55 Ainslie Ave, Braddon, ACT 2612.**

Items of Business
<p>Item 1. Acceptance of minutes from previous Annual General Meeting <i>(Proposal and seconding of Acceptance by two Members present at previous Annual General Meeting required for Item 1).</i></p>
<p>Item 2. Chairperson's Report To receive and consider the Chairperson's Report for the year ending 2022. <i>(No vote is required for Item 2).</i></p>
<p>Item 3. Financial Statements and Treasurer's Report To receive and consider the Financial Statements and Treasurer's Report and the Audit for the financial year ending on 31 December 2022. <i>(No vote is required for Item 3).</i></p>
<p>Item 4. Questions to Board. To receive and consider any questions from Members to the Board. <i>(No vote is required for Item 4).</i></p>
<p>Item 5. Election of Board To consider and, if thought fit, pass the following resolutions as separate Ordinary Resolutions to take effect at the conclusion of this Annual General Meeting:</p> <p>(a) That, in accordance with rule 20 of Canberra Youth Theatre's Constitution, Tessa Hammond, who retires in accordance with rule 19(c) of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for re-election, be re-elected as a Board Member and Treasurer of Canberra Youth Theatre for a term of 1 year.</p>

- (b) That, in accordance with rule 20 of Canberra Youth Theatre's Constitution, Peter Hoolihan, who retires in accordance with rule 19(c) of Canberra Youth Theatre 's Constitution, and who has been nominated and is eligible for re-election, be re-elected as a Board Member and Secretary of Canberra Youth Theatre for a term of 1 year.
- (c) That, in accordance with rule 20 of Canberra Youth Theatre's Constitution, Celia Rideaux, who retires in accordance with rule 19(c) of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for re-election, be re-elected as a Board Member of Canberra Youth Theatre for a term of 1 year.
- (d) That, in accordance with rule 20 of Canberra Youth Theatre's Constitution, Cassandra Hoolihan, who retires in accordance with rule 19(c) of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for re-election, be re-elected as a Board Member of Canberra Youth Theatre for a term of 1 year.
- (e) That, in accordance with rule 20 of Canberra Youth Theatre's Constitution, Adriana Law, who retires in accordance with rule 19(c) of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for election, be elected as a Board Member of Canberra Youth Theatre for a term of 1 year.

Item 6. Appointment of Auditor

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution to take effect at the conclusion of this Annual General Meeting:

- (a) That, in accordance with rule 57 of Canberra Youth Theatre's Constitution, David Perceval ICAA Member #45109, be elected as Auditor for Canberra Youth Theatre for the 2023 financial year.

DATED: 23 March 2023

By order of the Board

Peter Hoolihan *Secretary*

Notes on Constitution and Financial Documents

- (a) A copy of Canberra Youth Theatre's Constitution and recent Financial Reports can be found at the following web address:

<https://www.acnc.gov.au/charity/charities/7ea8e2de-38af-e811-a960-000d3ad24282/profile>

Notes on Voting

- (a) Rule 6.1 of Canberra Youth Theatre's Constitution sets out the membership classes for the Association. Rule 38.1 of Canberra Youth Theatre's Constitution clarifies that General Members and Founding Members are the only membership classes that have voting rights at a General Meeting of the Association.
- (b) Any person enrolled in and participating a workshop, production or artistic event of Canberra Youth Theatre (not including people who are only spectating such events) are granted a Non-voting Membership upon enrolment. Non-voting Membership will entitle a person to be notified of and attend the Annual General Meeting and General Meetings of the Association, however will not entitle them to have a vote in any business conducted at meetings. A Non-voting Member may apply to become a General Member should they wish to have voting rights.
- (c) A person wishing to be a General Member must comply with the following:
- (i) submit an application to become a General Member;
 - (ii) pay the Membership Fee; and
 - (iii) be approved to be a General Member by the Board.
- (d) This class of membership is not restricted to persons participating in a workshop or production or restricted to an age group. As such, any person in the community may apply to become a General Member to be allowed a vote in the governance of the Association, including people such as:
- (i) parents or guardians of children participating in Canberra Youth Theatre activities;
 - (ii) industry advocates for Canberra Youth Theatre;
 - (iii) professional artists working with Canberra Youth Theatre; and
 - (iv) young people participating in Canberra Youth Theatre activities.
- (e) Non-Voting Members are encouraged to apply for General Membership. Applications may be made by submitting a completed Member Application Form. To be appointed to General Membership prior to this Annual General meeting, application forms must be received by the Association before **5:00pm (Canberra time) on 3 April 2023** via the link below, and applicants must pay the **\$25.00** Membership Fee:

<https://CYTHEATRE.sales.ticketsearch.com/sales/salesmembership/574>

Notes on Proxies

- (a) A Member who is entitled to attend and cast a vote at the meeting is entitled to appoint a person as the Member's proxy to attend and vote for the Member at the meeting in accordance with the Constitution.
- (b) A proxy must be a Member of the Association. A proxy has no power to act for a Member at a General Meeting at which the Member or admitted Member Representative is present. You can appoint the Chair of the meeting or any other Member as your proxy. If your named proxy does not attend the meeting, the Chair of the meeting will be your proxy.
- (c) You can direct your proxy as to how to vote in writing. If you wish to appoint a proxy, you must use the Proxy Form at Attachment 1 of this notice. To direct your proxy how to vote, complete the form and indicate how you wish to vote for each item of business. If you do not direct your proxy how to vote by writing or on the Proxy Form, then the proxy may vote as he or she thinks fit. Additional information is contained in the notes on the Proxy Form.
- (d) If you wish to appoint a proxy and are entitled to do so, then you must inform the Artistic Director & CEO of this appointment in writing so that it is received by the Association **before 5:00pm** (Canberra time) on **16 April 2023** at its registered office at:

Canberra Youth Theatre

Gorman Arts Centre

H Block – Batman Street, Braddon, Australian Capital Territory 2612

Email: info@canberrayouththeatre.com.au

- (e) If you have any queries on how to cast your votes, please call the Artistic Director & CEO, Luke Rogers, on **02 6248 5057** during business hours.

Notes on Financial Year

Usually, a financial year runs from 1 July of a year to 30 June the following year. The *Australian Charities and Not-for-profits Commission Act 2012* (Cth), by which Canberra Youth Theatre is bound, allows for an association to request a different financial reporting period and be granted approval by the Australian Charities and Not-for-profits Commission. Canberra Youth Theatre has been granted an approval so that Canberra Youth Theatre's financial year runs from 1 January to 31 December of the same year. A reference to a financial year in this notice is to a financial year as applicable to Canberra Youth Theatre.

Explanatory notes

The following explanatory notes (including any annexures) have been prepared to provide information to Canberra Youth Theatre Members about the items of business set out in the Notice of Meeting and form part of that notice.

1. Minutes of previous Annual General Meeting

In accordance with rule 59(e)(1) of Canberra Youth Theatre's Constitution the minutes of the previous Annual General Meeting are required to be confirmed. There have been no general meetings held by the Association since the previous Annual General Meeting.

2. Chairperson's report

In accordance with rule 59(e)(2) of Canberra Youth Theatre's Constitution, the Chairperson provides a report on the Board's activity for the past year and proposed future actions.

There is no requirement in Canberra Youth Theatre's Constitution for Members to approve the Chairperson's report.

3. Financial statements and reports

The *Associations Incorporation Act 1991* (ACT) requires the financial report (which includes the financial statements and director's declaration) and auditor's report to be presented before the Annual General Meeting.

There is no requirement either in the *Associations Incorporation Act 1991* (ACT) or in Canberra Youth Theatre's Constitution for Members to approve the financial report or the auditor's report.

4. Questions to the Board

Canberra Youth Theatre Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the reports at items 2 and 3.

5. Election of Board Members

In accordance with the current Canberra Youth Theatre Constitution, members of the Board hold their position until the end of the Annual General Meeting next following their date of appointment. Consequently, all members of the Board will retire following the Annual General Meeting.

Since the previous Annual General Meeting, Chris Wagner has resigned as a member of the Board and is not seeking re-election. Likewise, Karen Vickery is not seeking re-election to the board at this Annual General Meeting. All other current members of the Board are eligible for re-election and have provided consent to be re-elected as Board Members. No new nominations for the Board have been received at the time of this notice. Any General or Founding Member is an eligible candidate for a Board position. Any General or

Founding Member wishing to be considered for a position as a Board Member should submit a form to the Artistic Director & CEO signed by two members of the Association nominating them for a position as a Board Member and providing their consent to act as a Board Member. Members are encouraged to apply. To be eligible for election to the Board a Member must submit this form in writing so that it is received by the Association **before 5:00pm** (Canberra time) on **10 April 2023** at its registered office at:

**Canberra Youth Theatre
Gorman Arts Centre
H Block – Batman Street, Braddon, Australian Capital Territory 2612**

Email: info@canberrayouththeatre.com.au

People wishing to be considered for a position as a Board Member are also required to provide details on their qualifications to hold a Board position for Members to consider prior to the Annual General Meeting.

Information and qualifications on the current Board Members up for re-election can be found at the following web address:

<https://canberrayouththeatre.com.au/board>

The meeting will be asked to consider and, if thought fit, pass as separate Ordinary Resolutions on the appointment of the Board Members and the positions of the office bearers.

8. Appointment of Auditor

Rule 57(a) of the current Constitution requires an auditor to be appointed at each Annual General Meeting. The *Associations Incorporation Act 1991* (ACT) requires an auditor to be a member of the Institute of Chartered Accountants in Australia, the Institute of Public Accountants or CPA Australia, who is a registered auditor under the *Corporations Act 2001* (Cth).

David Perceval is eligible to be appointed auditor and has provided consent to act as auditor for Canberra Youth Theatre for the 2023 financial year.

The meeting will be asked to consider and, if thought fit, pass an Ordinary Resolution on the appointment of the Auditor.

Attachment One

MEMBER VOTING FORM

I,
(full name of Member)

of
(street address)

.....
(email address and phone number(s))

being a General Member or Founding Member of Canberra Youth Theatre Company Incorporated ("the Association"), in relation to the Annual General Meeting of the Association to be held on

(date of Meeting) and at any adjournment of that Meeting, vote in favour of/against (delete as appropriate) the following resolution(s) (insert details):

.....

.....

.....

.....

(Signature of Voting Member)

.....

(Date)

Attachment Two

BOARD MEMBER NOMINATION FORM

(see Rule 17 of Canberra Youth Theatre's Constitution)

Nomination form for Board Member of Canberra Youth Theatre Incorporated (incorporated under the *Associations Incorporation Act 1991*) ("the Association")

I, I,
(full name of member) (full name of member)

of of
(street address) (street address)

hereby nominate,

.....
(full name of nominee)

being a Member of the Association and who is eligible for election, as board member of the Association.

.....
(Signature of member) (Signature of member)

Date:

I,
(full name of nominee)

of
(street address)

confirm I am eligible for election and accept nomination as a board member of the Association. If elected, I agree to be bound by the Constitution of the Association for the time being in force and otherwise uphold my duties as a board member in accordance with any relevant legislation from time to time..

.....
(Signature of nominee)

Date: