

CANBERRA YOUTH THEATRE COMPANY INCORPORATED

CONSTITUTION

V.12
~~15 May 2019~~
11 March 2025

CONSTITUTION OF THE
CANBERRA YOUTH THEATRE COMPANY INCORPORATED

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Part I PRELIMINARY

1. NAME

- 1.1 The name of the Association is the “Canberra Youth Theatre Company Incorporated”.
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2. REGISTERED OFFICE

- 2.1 The registered office of the Association is at H Block, Gorman House Arts Centre, Batman Street, Braddon, Australian Capital Territory 2608.
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3. INTERPRETATION

- 3.1 In this Constitution, unless the contrary intention appears:
- 3.1.1 “ACNC” means the Australian Charities and Not-for-profits Commission;
- 3.1.2 “ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- 3.1.3 “Act” means the *Associations Incorporation Act 1991* of the Australian Capital Territory;
- 3.1.4 “Association” means the Canberra Youth Theatre Company Incorporated
ABN 99 470 855 403;
- 3.1.5 “Annual General Meeting” means the Meeting described in Rules ~~30~~31 and ~~31~~32;
- 3.1.6 “Auditor” means a person appointed as the Auditor of the Association under Rule ~~49~~50;
- 3.1.7 “Board” means the Board of Management of the Association as described in Rule ~~16.4~~ 17.1
and includes, where the context requires, a subcommittee appointed by the Board;
- 3.1.8 “Board Members” means the members of the Board;
- 3.1.9 “Constitution” means this document;
- 3.1.10 “Eligible Candidates” mean General Members and Founding Members;
- 3.1.11 “Entrance Fee” means the fee set out in Rule ~~11.1~~11.1;
- 3.1.12 “Financial Year” means the year ending on 31 December;
- 3.1.13 “General Meeting” means the Meeting described in Rule ~~32~~33;
- 3.1.14 “Meeting” includes the Annual General Meeting, a General Meeting or any other meeting of the Association;
- 3.1.15 “Member” means a Member of the Association no matter which category of Member they are;
- 3.1.16 “Members” means the sum of all categories of Members of the Association;
- 3.1.17 “Membership Fee” means the fee determined in accordance with Rule ~~11.2~~11.2;
- 3.1.18 “Ordinary Board Members” means Board Members who are not office bearers of the Association;

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- 3.1.19 "Public Officer" means a person appointed by the Board to be a public officer in accordance with Rule ~~57~~58 and section 57 of the Act;
- 3.1.20 "Registrar-General" has the meaning given in the Act;
- 3.1.21 "Regulation" means the *Associations Incorporation Regulation* ~~499~~12023 of the Australian Capital Territory;
- 3.1.22 "Rules" means the rules contained in this Constitution;
- 3.1.23 "Secretary" means a person holding office under this Constitution as a Secretary of the Association;
- 3.1.24 "Treasurer" means a person holding office under this Constitution as a Treasurer of the Association; and
- 3.1.25 "Workshop" means an activity conducted by the Association that requires enrolment of participants and includes drama workshops, productions and artistic events.

3.2 In this Constitution:

- 3.2.1 a reference to a function includes a reference to a power, authority and duty;

3.2.2 the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Board in accordance with this Constitution;

3.2.23.2.3 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty; and

3.2.33.2.4 the *Legislation Act 2001* applies to this Constitution in the same way as it would if it were an instrument made under the Act.

Part II OBJECTS, PURPOSES AND POWERS OF THE ASSOCIATION

4. OBJECTS AND PURPOSES

4.1 The objects and purposes of the Association are to:

- 4.1.1 assist young people in finding their voice through the practice of the performing arts and the provision of resources, teaching and servicing functions;
- 4.1.2 provide an opportunity for young people to learn performing arts skills through working with professional performing arts practitioners; and
- 4.1.3 encourage young people to participate in the production, promotion and presentation of the performing arts.

4.2 The Association is a not for profit and is an entity registered as a charity under the ACNC Act.

5. POWERS OF THE ASSOCIATION

5.1 Subject to this Constitution, the Act and the Regulations, the Association has all the powers of a natural person.

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Part III MEMBERSHIP

6. MEMBERSHIP

6.1 The Association will be made up of the following types of Members:

- 6.1.1 Founding Members;
- 6.1.2 General Members;
- 6.1.3 Non-voting Members; and
- 6.1.4 Honorary Members.

6.2 Founding Members are those individuals whose names and addresses are set out in the original application to incorporate the Association.

6.3 General Members are individuals who:

6.3.1 are referred to in section 21(2)(a) or (b) of the Act and who have not ceased to be a Member of the Association at any time after incorporation of the Association under the Act; or

6.3.2 have:

- (a) applied for membership in accordance with Rule ~~8.1~~; 8.1;
- (b) been approved for membership of the Association by the Board in accordance with Rule ~~8.2~~; 8.2;
- (c) completed the membership application form as prescribed by the Board; and
- (d) paid the Membership Fee prescribed by the Board.

6.4 Non-voting Members are individuals who are not otherwise Members but have enrolled in and participated in a Workshop; and

6.5 Honorary Members are individuals appointed as such by the Board.

7. REGISTER OF MEMBERS

7.1 The Secretary must establish and maintain, or cause to be established and maintained, a register of Members that records;

- 7.1.1 the name, current address and email of each Member;
- 7.1.2 the date on which the Member became a Member;
- 7.1.3 the type of Membership they hold; and
- 7.1.4 for former Members, the date on which the Member ceased to be a Member.

7.2 The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, to any Member at any reasonable hour.

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8. APPLICATION FOR MEMBERSHIP

- 8.1 An application of a person for general membership of the Association:
- 8.1.1 may be made by any person, and must be made in writing in the form set out in ~~Attachment 4~~[Attachment 1](#); and
 - 8.1.2 must be lodged with the Secretary of the Association.
- 8.2 As soon as is practicable after receiving an application for general membership, the Secretary must refer the application to the Board which must decide whether to approve or to reject the application.
- 8.3 If the Board decides to approve an application for general membership, the Secretary must as soon as practicable after that decision notify the applicant of that approval and request the applicant to pay within 28 days after receipt of the notification the sum payable under these Rules by a Member as the Entrance Fee and the first year's annual subscription.
- 8.4 The Secretary must, on payment by the applicant of the amounts mentioned in Rule ~~8.3~~[8.3](#) within the period mentioned in that Rule ~~8.3~~[8.3](#), enter the applicant's name as a General Member in the register of Members and, on the name being so entered, the applicant becomes a General Member of the Association.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 9.1 A right, privilege or obligation that a person has because of being a Member of the Association:
- 9.1.1 cannot be transferred or transmitted to another person; and
 - 9.1.2 terminates on cessation of the person's membership.

10. CEASING MEMBERSHIP

- 10.1 A person ceases to be a Member of the Association if the person:
- 10.1.1 dies or becomes of unsound mind;
 - 10.1.2 resigns from membership of the Association;
 - 10.1.3 is expelled from the Association; or
 - 10.1.4 fails to renew membership of the Association.
- 10.2 Resignation of membership**
- 10.2.1 A Member may resign from membership of the Association in accordance with this Rule ~~10.2~~[10.2](#).
 - 10.2.2 A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving notice (of not less than one month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the Member ceases to be a Member.
 - 10.2.3 If a person ceases to be a Member, the Secretary must make an appropriate entry in the register of Members recording the date the former Member ceased to be a Member.

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11. FEE, SUBSCRIPTIONS ETC

- 11.1 The Entrance Fee to the Association is \$1 for General and Non-voting Members or, if any other amount has been determined by resolution of the Board, the other amount.
- 11.2 The annual Membership Fee of the Association is \$2 for General and Non-voting Members or, if any other amount has been determined by resolution of the Board, that other amount.
- 11.3 The Board may determine by resolution that there are different Membership Fees and Entrance Fees for different classes of membership.
- 11.4 Unless otherwise determined by a resolution of the Board, Founding and Honorary Members are not liable to pay an Entrance Fee or Membership Fee.
- 11.5 The annual Membership Fee is payable:
- 11.5.1 except as provided by Rule ~~11.5.2~~, 11.5.2, before 1 January in each calendar year; or
 - 11.5.2 if a person becomes a Member on or after 1 January in any calendar year, before 1 January in each succeeding calendar year.

12. MEMBERS' LIABILITIES

- 12.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to membership of the Association as required by Rule ~~11.11~~.

13. DISPUTE RESOLUTION PROCEDURE

- 13.1 This Rule 13 provides a dispute resolution procedure to settle disputes and applies if a dispute arises between:
- 13.1.1 a Member and another Member (in their capacity as a Member of the Association); or
 - 13.1.2 one or more Members and the Association.
- 13.2 A Member may appoint any person to act on behalf of the Member (at the Member's cost) in relation to the dispute resolution procedure in this Rule 13.
- 13.3 If a party believes a dispute has arisen, that party must give written notice to the other party(s) to the dispute, adequately identifying and providing details of the dispute and providing a copy of the notice to the Secretary of the Association.
- 13.4 The parties to the dispute must use their best efforts to resolve the dispute:
- 13.4.1 within 14 days of receipt of the dispute notice under Rule 13.3; or
 - 13.4.2 within such longer period as agreed by the parties.
- 13.5 If the dispute is not resolved within 14 days of receipt of the notice under Rule 13.3 (or a longer period agreed under Rule 13.4.2):
- 13.5.1 the party who issued the notice must provide written notice to Secretary of the Association;

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13.5.2 in the case of a dispute between a Member and another Member, the dispute will be escalated to:

(a) the Chair of the Association; or

(b) if the Chair has a material personal interest in relation to the dispute, the Deputy-Chair of the Association; or

(c) if both the Chair and Deputy Chair have material personal interests in relation to the dispute, a person as nominated by the Board who does not have a material personal interest in relation to the dispute by a majority vote; and

13.5.3 in the case of a dispute between one or more Members and the Association, the dispute will be escalated to an independent person agreed by the parties to the dispute and failing such agreement a person nominated by the Association's legal advisers.

13.6 If a dispute is escalated under Rule 13.5, the person to whom the dispute is escalated (decision-maker):

13.6.1 must ensure that each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;

13.6.2 must be unbiased;

13.6.3 must notify each party to the dispute in writing about the determination and give reasons for the determination; and

13.6.4 to the extent that doing so is compatible with Rules 13.6.1 to 13.6.3, provide the determination as soon as is reasonably practicable.

13.7 To the extent permitted by the Acts, the determination of the decision-maker will be final and binding on the parties, unless a party gives written notice to the other party within seven days of the determination seeking review by referring the matter to arbitration.

13.8 All disputes referred to arbitration under Rule 13.7 will be finally determined. In seeking review by arbitration:

13.8.1 the parties must agree to the appointment of an arbitrator within five days of the notice under Rule 13.7 referring the dispute to arbitration; or

13.8.2 failing agreement within five days, the parties must approach the ACICA for appointment of an arbitrator nominated by ACICA

13.9 The arbitration will be conducted in accordance with the ACICA Rules.

13.10 For clarity:

13.10.1 a Member who is the subject of a disciplinary procedure under Rule 14 must not initiate a dispute resolution procedure under this Rule 13 in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed; and

13.10.2 if a Member has initiated a dispute resolution procedure in relation to a dispute between the Member and the Association, the Association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed:

(a) the Member who initiated the dispute resolution procedure (Complainant Member); and

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(b) if the Complainant Member appointed a Member of the Association to act on behalf of the Complainant Member in the dispute resolution procedure under Rule 13.2, that other Member.

13.11 In this Rule 13:

13.11.1 "ACICA" means the Australian Centre for International Commercial Arbitration; and

13.11.2 "ACICA Rules" means the rules of ACICA current at the time of reference to arbitration.

13.14. DISCIPLINING OF MEMBERS

13.14.1 If the Board is of the opinion that a Member;

13.1.14.1.1 has persistently refused or neglected to comply with a provision of this Constitution;
or

14.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
(which may include persistently or wilfully acting contrary to the Association's objects);

the Board may, by resolution;

13.1.214.1.3 expel the Member from the Association; or

13.1.314.1.4 suspend the Member from the rights and privileges of membership of the Association that the Board may decide for a specified period.

13.214.2 A resolution of the Board under Rule 13.1.14.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member a notice under Rule 13.3.14.3, confirms the resolution in accordance with this Rule.

13.314.3 If the Board passes a resolution under Rule 13.1.14.1, the Secretary must, as soon as practicable, serve a written notice on the Member:

13.3.114.3.1 setting out the resolution of the Board and the grounds on which it is based; and

13.3.214.3.2 stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

13.3.314.3.3 stating the date, place and time of that meeting; and

13.3.414.3.4 informing the Member that the Member may do either or both of the following:

- (a) attend and speak at that meeting;
- (b) submit to the Board at or before the date of that meeting written representations relating to the resolution.

13.414.4 Subject to section 50 of the Act, at a meeting of the Board mentioned in Rule 13.2.14.2, the Board must:

13.4.114.4.1 give to the Member mentioned in Rule 13.1.14.1 an opportunity to make oral representations;

13.4.214.4.2 give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and

13.4.314.4.3 by resolution decide whether to confirm or to revoke the resolution of the Board made under Rule 13.1.14.1.

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~~13.5~~14.5 If the Board confirms a resolution under Rule ~~13.4~~,14.4, the Secretary must, within seven days after that confirmation, by written notice inform the Member of that confirmation and of the member's right of appeal under Rule ~~14.15~~.

~~13.6~~14.6 A resolution confirmed by the Board under Rule ~~13.4~~14.4 does not take effect:

~~13.6.1~~14.6.1 until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or

~~13.6.2~~14.6.2 if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with Rule ~~14.4~~15.4.

14.15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

~~14.1~~15.1 A Member may appeal to the Association in a General Meeting against a resolution of the Board that is confirmed under Rule ~~13.4~~,14.4, within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

~~14.2~~15.2 On receipt of a notice under Rule ~~14.1~~,15.1, the Secretary must notify the Board which must call a General Meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.

~~14.3~~15.3 Subject to section 50 of the Act, at a General Meeting of the Association called under Rule ~~14.2~~:15.2:

~~14.3.1~~15.3.1 no business other than the question of the appeal may be transacted; and

~~14.3.2~~15.3.2 the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

~~14.3.3~~15.3.3 the Members present who are entitled under these Rules to vote at a General Meeting must vote by secret ballot on the question of whether the resolution made under Rule ~~13.4~~14.4 should be confirmed or revoked.

~~14.4~~15.4 If the Meeting passes a special resolution in favour of the confirmation of the resolution made under Rule ~~13.4~~,14.4, that resolution is confirmed.

~~14.5~~15.5 If the Meeting does not pass a special resolution in favour of the confirmation of the resolution made under Rule ~~13.4~~,14.4, the resolution under Rule ~~13.4~~14.4 does not take effect, in accordance with Rule ~~13.6.2~~:14.6.2.

Part IV THE BOARD

15.16. POWERS OF BOARD

~~15.1~~16.1 The Board, subject to the Act, the Regulations, this Constitution, and any resolution passed by the Association in a General Meeting:

~~15.1.1~~16.1.1 controls and manages the affairs of the Association;

~~15.1.2~~16.1.2 may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in a General Meeting; and

~~15.1.3~~16.1.3 has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

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~~15.2~~16.2 The Board Members may not be paid remuneration. The Board Members may be paid travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or any subcommittee or General Meetings of the Association or otherwise in connection with the business of the Association as approved by the Board.

~~16.17.~~ MEMBERSHIP OF THE BOARD

~~16.4~~17.1 The Board consists of:

~~16.4.1~~17.1.1 the office-bearers of the Association; and

~~16.4.2~~17.1.2 at least one but up to five Ordinary Board Members;

each of whom must be elected under Rule ~~17~~18 or appointed in accordance with Rule ~~16.4.17.4.~~

~~16.2~~17.2 The office-bearers of the Association are:

~~16.2.1~~17.2.1 the Chair;

~~16.2.2~~17.2.2 the Deputy Chair;

~~16.2.3~~17.2.3 the Treasurer; and

~~16.2.4~~17.2.4 the Secretary.

~~16.3~~17.3 Each Board Member holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

~~16.4~~17.4 If there is a vacancy in the membership of the Board, the Board may appoint a General or Founding Member of the Association to fill the vacancy and that Member so appointed holds office, subject to this Constitution, until the conclusion of the next Annual General Meeting after the date of the appointment.

~~17.18.~~ ELECTION OF BOARD MEMBERS

~~17.4~~18.1 Nominations of Eligible Candidates for election as office-bearers of the Association or as Ordinary Board Members:

~~17.4.1~~18.1.1 must be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

~~17.4.2~~18.1.2 must be given to the Secretary of the Association not less than seven days before the date fixed for the Annual General Meeting at which the election is to take place.

~~17.2~~18.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.

~~17.3~~18.3 If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Board are taken to be vacancies.

~~17.4~~18.4 If the number of nominations received at the Annual General Meeting is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

~~17.5~~18.5 If the number of nominations received under Rule ~~17.4~~18.1 or ~~17.2~~18.2 exceeds the number of vacancies to be filled, a ballot must be held.

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~~17.6~~18.6 The ballot for the election of office-bearers and Ordinary Board Members must be conducted at the Annual General Meeting in the way the Board may direct.

~~17.7~~18.7 A person is not eligible to simultaneously hold more than one position on the Board.

~~18.19.~~ SECRETARY

~~18.1~~19.1 The Secretary must keep minutes of:

~~18.1.1~~19.1.1 all elections and appointments of office-bearers and Ordinary Board Members;

~~18.1.2~~19.1.2 the names of Board Members present at a Board meeting or a General Meeting;
and

~~18.1.3~~19.1.3 all proceedings at Board meetings and General Meetings.

~~18.2~~19.2 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting. The signing of minutes may be done electronically.

~~19.20.~~ TREASURER

~~19.1~~20.1 The Treasurer of the Association must:

~~19.1.1~~20.1.1 collect and receive all amounts owing to the Association and make all payments authorised by the Association; and

~~19.1.2~~20.1.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

~~20.21.~~ VACANCIES IN THE BOARD

~~20.1~~21.1 For this Constitution, a vacancy in the Board happens if a Board Member:

~~20.1.1~~21.1.1 dies;

~~20.1.2~~21.1.2 ceases to be a Member of the Association;

~~20.1.3~~21.1.3 resigns the office;

~~20.1.4~~21.1.4 is removed from office under Rule ~~24~~22;

~~20.1.5~~21.1.5 becomes bankrupt or personally insolvent;

~~20.1.6~~21.1.6 suffers from mental or physical incapacity rendering them unable to fulfil the role;

~~20.1.7~~21.1.7 is disqualified from office under section 63 (1) of the Act, or

~~20.1.8~~21.1.8 is absent without the consent of the Board from all meetings of the Board held during a period of six months.

~~21.22.~~ REMOVAL OF BOARD MEMBERS

~~21.1~~22.1 The Association in a General Meeting may by resolution, subject to section 50 of the Act, remove any Board Member from the Board:

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~~21.1.1~~22.1.1 at the end of the member's term of office;

~~21.1.2~~22.1.2 if one of the events referred to Rule ~~25~~26 has occurred; or

~~21.1.3~~22.1.3 if the Board Member has acted in a way contrary to the Constitution or which brings the Association into disrepute.

~~22.23.~~ BOARD MEETINGS AND QUORUM

~~22.1~~22.1 The Board must meet at least six times in each calendar year at the place and time that the Board may decide.

~~22.2~~22.2 Additional meetings of the Board may be called by any Board Member.

~~22.3~~22.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each Board Member at least 48 hours (or any other period that may be unanimously agreed on by the Board) before the time appointed for the holding of the meeting.

~~22.4~~22.4 Notice of a meeting given under Rule ~~22.3~~22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board Members present at the meeting unanimously agree to treat as urgent business.

~~22.5~~22.5 A quorum for the transaction of business at a meeting of the Board will be constituted by:

~~22.5.1~~22.5.1 any three of the office-bearers;

~~22.5.2~~22.5.2 any two of the office-bearers and one Ordinary Board Members; or

~~22.5.3~~22.5.3 any one of the office-bearers and two Ordinary Board Members.

~~22.6~~22.6 No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

~~22.7~~22.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

~~22.8~~22.8 All acts done by the Board or by any person acting as a Board Member, (notwithstanding that it is afterwards discovered that there was some defect in the appointment of any persons acting as Board Members, or that they or any of them were disqualified), will be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

~~22.9~~22.9 At meetings of the Board:

~~22.9.1~~22.9.1 the Chair or, in the absence of the Chair, the Deputy Chair presides; or

~~22.9.2~~22.9.2 if the Chair and the Deputy Chair are both absent, one of the present Board Members may be chosen by the Board Members present to preside.

~~23.24.~~ DELEGATION BY BOARD TO SUBCOMMITTEE

~~23.1~~23.1 The Board may, in writing, delegate to one or more subcommittees (consisting of the Members that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

~~23.1.1~~23.1.1 this power of delegation; and

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~~23.1.~~224.1.2 a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in a General Meeting.

~~23.~~224.2 A function, the exercise of which has been delegated to a subcommittee under this Rule ~~23~~24 may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

~~23.~~224.3 A delegation under this Rule ~~23~~24 may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

~~23.~~224.4 Despite any delegation under this Rule ~~23~~24, the Board may continue to exercise any function delegated.

~~23.~~224.5 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this Rule ~~23~~24 has the same force and effect as it would have if it had been done or suffered by the Board.

~~23.~~224.6 The Board may, in writing, revoke wholly or in part any delegation under this Rule ~~23~~24.

~~23.~~224.7 A subcommittee may meet and adjourn as it considers appropriate.

24.25. VOTING AND DECISIONS

~~24.~~225.1 Questions and resolutions arising at a meeting of the Board or of any subcommittee appointed by the Board are decided by a majority of the votes of Board Members or Members of the subcommittee present at the meeting.

~~24.~~225.2 The Board Members may vote on any proposed resolution by telephone, fax, e-mail, or any other means of communications. Resolutions considered in this manner must be passed by a number of votes being not less than one-half of the Board Members.

~~24.~~225.3 Subject to Rule ~~38~~39, each Board Member present at a meeting of the Board and each Member present at a meeting of any subcommittee appointed by the Board (including the person presiding at that meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may (but is not required to) exercise a second or casting vote.

25.26. DISQUALIFICATION FROM OFFICE

~~25.~~226.1 A person who has been convicted, whether in or outside the Australian Capital Territory, of:

~~25.1.~~226.1.1 an indictable offence in relation to the promotion, formation or management of a body corporate;

~~25.1.~~226.1.2 an offence involving a minor; or

~~25.1.~~226.1.3 an offence involving fraud or dishonesty punishable by imprisonment for a period of three months or more,

may not, within a period of five years after the person was convicted or released from imprisonment in respect of the offence, whichever is later, without leave of the Supreme Court of the Australian Capital Territory, accept an appointment or act as the Public Officer or a Board Member.

26.27. DISCLOSURE OF INTEREST IN CONTRACTS

~~26.~~227.1 A Board Member who has a monetary or personal interest in any contract or arrangement made or proposed to be made with the Association must disclose ~~his or her~~their interest at the first meeting of the Board at which the contract or arrangement is first considered, if ~~his or her~~their

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interest then exists, or in any other case, at the first meeting of the Board after the acquisition of ~~his or her~~their interest.

~~26.227.2~~ If a Board Member acquires an interest in a contract or arrangement after it is made or entered into, ~~he or she~~they must disclose ~~his~~their interest at the first meeting of the Board after ~~he or she becomes~~they become so interested.

~~26.327.3~~ A disclosure under Rules ~~26.1~~27.1 and ~~26.2~~27.2 must be recorded in the minutes of the Board, and the Member:

~~26.3.1~~27.3.1 must not take part, after the disclosure, in any deliberation or decision of the Board with respect to the contract of which the disclosure relates; and

~~26.3.2~~27.3.2 must be disregarded for the purposes of constituting a quorum of the Board for any such deliberation or decision.

~~27.28.~~ LEAVE OF ABSENCE

~~27.1~~28.1 The Board may grant leave of absence to a Board Member upon such terms and conditions as the Board determines.

~~28.29.~~ ALTERNATE APPOINTMENTS

~~28.1~~29.1 If a Board Member is, or is expected to be, unable (whether on account of illness or otherwise) to attend meetings of the Board, the Board Member may with the consent of the Board appoint a person as their alternate to act as a Board Member during that inability to attend, and the person so appointed to act has all the powers and functions of a Board Member.

~~28.2~~29.2 The Board may, at any time, terminate an appointment under this Rule ~~28.29.~~

~~28.3~~29.3 The validity of an act or decision of the Board may not be questioned in any proceeding on a ground arising from the fact that the occasion for the appointment of a person purporting to be appointed under this Rule ~~28.29~~ had not arisen or that an appointment under this Rule ~~28.29~~ had ceased to have effect.

~~29.30.~~ REGISTER OF BOARD MEMBERS

~~29.1~~30.1 The Public Officer must establish and maintain or cause to be established and maintained a register of Board Members.

~~29.2~~30.2 The register must contain the following particulars:

~~29.2.1~~30.2.1 the names and residential addresses of each of the persons who hold the positions of Chair, Deputy Chair, Secretary and Treasurer of the Association;

~~29.2.2~~30.2.2 the names and residential addresses of each other person who is a Board Member;

~~29.2.3~~30.2.3 the date on which each such Board Member was elected or appointed to such position;

~~29.2.4~~30.2.4 in respect of former Board Members, the date on which each former Board Member ceased to hold such position; and

~~29.2.5~~30.2.5 such other particulars as may be prescribed under the Regulation.

~~29.3~~30.3 The Public Officer must record or cause to be recorded in the register any change in membership of the Board within one (1) month after the change occurs.

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~~29.430.4~~ The register may, at all reasonable hours, be inspected by any person without payment of any fee.

Part V GENERAL MEETINGS

~~30.31.~~ ANNUAL GENERAL MEETINGS — HOLDING OF

~~30.431.1~~ The Association must, at least once in each calendar year and within five months after the end of each Financial Year, call an Annual General Meeting of its members.

~~31.2~~ Any Annual General Meeting may be held at two or more venues using any technology that gives the Members a reasonable opportunity to participate electronically.

~~30.231.3~~ Rule ~~30.431.1~~ has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

~~31.32.~~ ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT

~~31.432.1~~ The Annual General Meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.

~~31.232.2~~ In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:

~~31.2.432.2.1~~ to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that Meeting;

~~31.2.232.2.2~~ to receive from the Board reports on the activities of the Association during the last Financial Year;

~~31.2.332.2.3~~ to elect Board Members, including office-bearers;

~~31.2.432.2.4~~ to appoint the Auditor and determine ~~his or her~~their remuneration; and

~~31.2.532.2.5~~ any other special business.

~~31.332.3~~ An Annual General Meeting must be specified as such in the notice calling it in accordance with Rule ~~33.34.~~

~~31.432.4~~ An Annual General Meeting must be conducted in accordance with the provisions of this ~~Part V.~~Part V.

~~32.33.~~ GENERAL MEETINGS — CALLING OF

~~32.433.1~~ The Board may, whenever it considers appropriate, call a General Meeting of the Association.

~~32.233.2~~ The Board must, on the requisition in writing of not less than 5% of the total number of Founding ~~Members~~ and General Members, call a General Meeting of the Association.

~~32.333.3~~ A requisition of Members for a General Meeting:

~~32.3.433.3.1~~ must state the purpose or purposes of the Meeting;

~~32.3.233.3.2~~ must be signed by the Members making the requisition;

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~~32.3.333.3.3~~ must be lodged with the Secretary; and

~~32.3.433.3.4~~ may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

~~32.433.4~~ If the Board fails to call a General Meeting within one month after the date when a requisition of Members for the Meeting is lodged with the Secretary, any one or more of the Members who made the requisition may call a General Meeting to be held not later than three months after that date.

~~32.533.5~~ A General Meeting called by a Member or Members mentioned in Rule ~~32.433.4~~ must be called as nearly as is practicable in the same way as General Meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

~~32.633.6~~ Any General Meeting may be held at two or more venues using any technology that gives the Members a reasonable opportunity to participate electronically.

~~33.34.~~ NOTICE

~~33.134.1~~ Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, send by prepaid post or electronic mail to each Member at the Member's address or email address appearing in the register of Members, a notice specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting.

~~33.234.2~~ If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, send notice to each Member in the way provided in Rule ~~33.134.1~~ specifying, in addition to the matters required under that Rule, the intention to propose the resolution as a special resolution.

~~33.334.3~~ No business other than that specified in the notice calling a General Meeting may be transacted at the Meeting except for an Annual General Meeting business that may be transacted under Rule ~~34.2.32.2~~.

~~33.434.4~~ A Member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

~~34.35.~~ GENERAL MEETINGS — PROCEDURE AND QUORUM

~~34.135.1~~ No item of business may be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the Meeting is considering that item.

~~34.235.2~~ Five Members present ~~in-person~~ (who are entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

~~34.335.3~~ If, within 30 minutes after the appointed time for the start of a General Meeting, a quorum is not present, the Meeting:

~~34.3.135.3.1~~ if called on the requisition of Members, is dissolved; and

~~34.3.235.3.2~~ in any other case, stands adjourned to the same day in the following week at the same time and at the same place (unless another place is specified at the time of adjournment by the person presiding at the Meeting or communicated by written notice to Members given before the day to which the Meeting is adjourned).

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~~34.4~~35.4 If at the adjourned Meeting a quorum is not present within 30 minutes after the time appointed for the start of the Meeting, the Members present who are entitled under these Rules to vote at a General Meeting (being not less than three) constitute a quorum.

~~35.36.~~ PRESIDING MEMBER

~~35.4~~36.1 The Chair, or in the absence of the Chair, the Deputy Chair, presides at each General Meeting of the Association.

~~35.2~~36.2 If the Chair and Deputy ~~Chair~~Chair are both absent from a General Meeting, the Members present who are entitled under these Rules to vote at a General Meeting must elect one of their number to preside at the Meeting.

~~36.37.~~ ADJOURNMENT

~~36.4~~37.1 The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the Meeting who are entitled under these Rules to vote at a General Meeting, adjourn the Meeting from time to time and place to place, ~~but no. No~~ business may be transacted ~~at on resumption of~~ an adjourned Meeting other than the business left unfinished ~~at when the Meeting at which the adjournment took place meeting was adjourned.~~

~~36.2~~37.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned Meeting to each Member of the Association stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.

~~36.3~~37.3 Except as provided in Rules ~~36.4~~37.1 and ~~36.2~~37.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.

~~37.38.~~ MAKING OF DECISIONS

~~37.4~~38.1 A question arising at a General Meeting of the Association is to be decided on a show of hands ~~(which also includes an electronic equivalent)~~ and, unless before or on the declaration of the show of hands ~~(or electronic equivalent)~~ a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, ~~(or electronic equivalent)~~, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

~~37.2~~38.2 At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than three Members present who are entitled under these Rules to vote at a General Meeting ~~personally, including by electronic means in person~~ or by proxy at the Meeting.

~~37.3~~38.3 If the poll is demanded at a General Meeting, the poll must be taken:

~~37.3.4~~38.3.1 immediately if the poll relates to the election of the person to preside at the Meeting or to the question of an adjournment; or

~~37.3.2~~38.3.2 in any other case, in the way and at the time before the close of the Meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the Meeting on that matter.

~~38.39.~~ VOTING

~~38.4~~39.1 Subject to Rule ~~38.4~~39.4, on any question arising at a General Meeting of the Association the rights of Members to vote are as follows:

~~38.4.1~~39.1.1 Founding Members and General Members each have 1 vote; and

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~~38.1.2~~39.1.2 Non-voting Members and Honorary Members have no right to vote.

~~38.2~~39.2 ~~All votes~~Members must ~~be given~~vote either personally, including by electronic means, or by proxy, but no Member may hold more than five proxies.

~~38.3~~39.3 If the votes on a question at a General Meeting are equal, the person presiding may (but is not required to) exercise a second or casting vote.

~~38.4~~39.4 A Member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual Membership Fee payable for the then current year.

39.40. APPOINTMENT OF PROXIES

~~39.1~~40.1 Each Member is entitled to appoint another Founding Member or General Member as their proxy by notice given to the Secretary no later than 24 hours before the time of the Meeting for which the proxy is appointed.

~~39.2~~40.2 The notice appointing the proxy must be in the form set out in ~~Attachment 2~~Attachment 2.

~~39.3~~40.3 A Member appointed as a proxy may vote their own vote and the votes of any proxies they hold, provided that if the form appointing the proxy directs how the proxy is to vote on any resolution, the proxy must vote in that way.

Part VI FINANCES

40.41. FUNDS—SOURCE

~~40.1~~41.1 The funds of the Association must be derived from:

~~40.1.1~~41.1.1 Membership Fees;

~~40.1.2~~41.1.2 Entrance Fees;

~~40.1.3~~41.1.3 payments received for or in connection with the provision of goods or services provided by the Association;

~~40.1.4~~41.1.4 amounts received from the disposal of assets of the Association; and

~~40.1.5~~41.1.5 subject to any resolution passed by the Association in a General Meeting and subject to section 114 of the Act, any other sources that the Board decides.

~~40.2~~41.2 All money received under Rule ~~40.1~~41.1 by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

~~40.3~~41.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41.42. FUNDS—MANAGEMENT

~~41.1~~42.1 The funds of the Association must be used for the objects of the Association in the way that the Board decides provided that the assets and income of the Association must be applied solely to further its objects and no portion shall be distributed directly or indirectly to the Members except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

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~~41.242.2~~ All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Board Members or employees of the Association, being Board Members or employees who have been authorised to do so by the Board.

~~42.43.~~ CANBERRA YOUTH THEATRE : YOUTH ARTS FUND

~~42.143.1~~ The Association will maintain the Youth Arts Fund, being a public fund ~~listed on the Register of Cultural Organisations (Fund).~~

~~42.243.2~~ The object of the Fund is to raise money to assist and support the Association to achieve its objectives.

~~42.343.3~~ Donations will be deposited into the Fund. These monies will be kept separate from other funds of the Association and will only be used to further the principal purposes of the Association. Investment of monies in the Fund will be made in accordance with guidelines for public funds as specified by the Australian Tax Office.

~~42.443.4~~ The public will be invited to contribute to the Fund.

~~42.543.5~~ The Fund will be administered by the Board or a subcommittee of the Board.

~~42.643.6~~ No monies/assets in the Fund will be distributed to Members, beneficiaries, controllers or owners of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the Fund or proper remuneration for administrative services.

~~1.1 Any proposed amendments or alterations to provisions for the Fund will be notified to the Commonwealth Government Department responsible for the administration of the Register of Cultural Organisations so that that Department can assess the effect of any amendments on the Fund's continuing deductible gift recipient status.~~

~~42.743.7~~ Receipts for gifts to the Fund must state:

~~42.7.143.7.1~~ the name of the ~~Fund~~ Association and that the receipt is for a gift made to the Fund;

~~42.7.243.7.2~~ the Australian Business Number of the Association;

~~42.7.343.7.3~~ the fact that the receipt is for a gift; and

~~42.7.443.7.4~~ any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

~~1.2 The Association must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the Fund will only be used for its principal purpose.~~

~~1.3 The Association must provide to the Arts Secretary, at intervals of six months, statistical information on the gifts made to the Fund during the last six months.~~

~~43.44.~~ DISSOLUTION OF THE ASSOCIATION OR THE FUND AND DISTRIBUTION OF SURPLUS PROPERTY

~~43.144.1~~ In accordance with the Act, the Association may only be dissolved or wound-up by a special resolution duly passed at a General Meeting.

~~43.244.2~~ In the event of the:

~~43.2.144.2.1~~ Association being dissolved or wound-up, the surplus assets of the Association;

~~43.2.244.2.2~~ Fund being dissolved, the monies in the Fund; or

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43.2.344.2.3 Association losing its deductible gift recipient ("DGR") status, the monies in the Fund,

that remain after that dissolution, wind up or loss of DGR status (subject to Rule ~~43.3~~, 44.3), must be distributed or transferred to a fund, authority or institution:

43.2.444.2.4 with similar purposes, aims and objectives as the Association; and

43.2.544.2.5 in respect of any:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions,

must be distributed or transferred to a fund, authority or institution with similar objects, which is charitable at law, to which income tax deductible gifts can be made.

43.344.3 A distribution or transfer to be made under this Rule ~~43.44~~ must only be made under the following conditions:

43.3.144.3.1 after satisfaction of all debts and liabilities of the Association; and

43.3.244.3.2 such fund, authority or institution must fulfil the requirements of the *Income Tax Assessment Act 1997*.

44.45. BANK ACCOUNTS

44.145.1 The Association may open and maintain an account or accounts with a financial institution.

45.46. ACCOUNTS

45.146.1 The Board must cause to be kept proper accounts and records of the transactions and affairs of the Association and must do all things necessary to ensure that all payments out of its monies are correctly made and properly authorised and that adequate control is maintained over the assets of or in the custody of the Association and over the incurring of liabilities by the Association.

46.47. FINANCIAL YEAR

46.147.1 The Financial Year of the Association is the period beginning 1 January in each year and ending on 31 December in the same year.

47.48. BORROWING

47.148.1 The Board may borrow and raise money in such manner and on such terms as the Board may think fit, and secure the repayment of money so raised or borrowed, or a payment of a debt or liability of the Association, by giving mortgages, charges or securities upon, or over all or any of the real or personal property of the Association.

48.49. STAFF BENEFITS

48.149.1 The Board may establish and support, or aid in the establishment and support of the Association, institutions, funds, trusts and schemes, calculated to benefit staff or past staff of the Association and their dependents, and the granting of pensions, allowances or other benefits to staff

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of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes.

49.50. AUDITOR

49.150.1 At each Annual General Meeting of the Association, the Members present who are entitled under these Rules to vote at a General Meeting must appoint an appropriately qualified person, who is not a Board Member or the Public Officer of the Association, as the Auditor of the Association.

49.250.2 A person so appointed will hold office until the Annual General Meeting next after that at which ~~he or she is~~they are appointed and ~~is~~are eligible for re-appointment.

49.350.3 If an appointment is not made at the Annual General Meeting, the Board must appoint an Auditor of the Association for the then current Financial Year of the Association.

49.450.4 If a casual vacancy occurs in the office of Auditor during the course of a Financial Year of the Association, the Board may appoint a person as the Auditor and the person so appointed will hold office until the next succeeding Annual General Meeting.

50.51. AUDIT

50.151.1 As soon as practicable after the end of December each year the Board must cause to be prepared a report of the operations for the Association in that year together with financial statements in respect of that year and submit them to the Auditor who must report to the Association:

50.1.151.1.1 whether the statements are based on proper accounts and records;

50.1.251.1.2 whether the statements are in agreement with the accounts and records of the Association and show fairly the financial transactions and the state of affairs of the Association;

50.1.351.1.3 whether the receipt, expenditure and investment of monies and the acquisition and disposal of assets by the Association during the year have been in accordance with this Constitution; and

50.1.451.1.4 as to such other matters arising out of the statements as the Auditor considers should be reported to the Association.

50.251.2 The Auditor must inspect and audit the accounts and records of financial transactions of the Association and records relating to assets of, or in the custody of the Association and must forthwith draw the attention of the Association to any irregularity disclosed by the inspection that in the opinion of the Auditor is of sufficient importance to justify ~~his or her~~them doing so.

50.351.3 The Auditor is entitled at all reasonable times to full and free access to all accounts, records, documents and papers of the Association relating directly or indirectly to the receipt or payment of monies by the Association or to the acquisition, receipt, custody or disposal of assets by the Association.

50.451.4 The Auditor:

50.4.151.4.1 has a right of access to the accounts, books, vouchers and documents of the Association; and

50.4.251.4.2 may require from the Board Members, the Public Officer and staff of the Association such information and explanations as may be necessary for the performance of ~~his or her~~their duties as Auditor.

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51.52. REPORTING

51.152.1 The Treasurer must cause the obligations of the Association under the Act in relation to the filing of financial statements and other information to be carried out.

51.252.2 The Treasurer must cause the obligations of the Association as required by the ACNC Act to be carried out in relation to financial reporting.

Part VII MISCELLANEOUS

52.53. ALTERATION OF OBJECTS AND CONSTITUTION

52.153.1 Neither the objects of the Association mentioned in the Act nor this Constitution may be altered except in accordance with the Act and the ACNC Act.

52.253.2 Subject to the Act, this Constitution may only be altered, repealed, added to or amended by a resolution of a three-quarters majority of votes of Members or authorised representatives of Members present or represented by proxy and voting at a special General Meeting of members.

52.353.3 The Public Officer must within one month after the passing of a special resolution altering the Constitution, lodge with the Registrar notice in writing of the special resolution setting out particulars of the alteration, together with the declaration signed by at least two Board Members to the effect that the special resolution was passed in accordance with the Act, together with the prescribed fee.

53.54. COMMON SEAL

53.154.1 The common seal of the Association must be kept in the custody of the Public Officer.

53.254.2 The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of two Board Members or of one Board Member and of the Secretary.

55. EXECUTION OF DOCUMENTS

55.1 The Association may execute a document without using the common seal of the Association if the document is signed by two Board Members.

55.2 The Association may execute a document without a common seal in accordance with this Rule, through electronic means such as a digital signature or other similar forms of electronic signature.

54.56. CUSTODY OF BOOKS

54.156.1 Subject to the Act, the Regulation and this Constitution, the Secretary must keep in ~~his or her~~their custody or under ~~his or her~~their control all records, books, and other documents relating to the Association.

55.57. INSPECTION OF BOOKS

55.157.1 The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member of the Association at any reasonable hour.

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56-58. NOTICE

56-158.1 Any notice or other document under this Constitution may be made or given by the person wishing to serve the notice or document and will be sufficiently served or delivered if it is:

56.1-158.1.1 served or delivered personally on the recipient or recipients;

56.1-258.1.2 posted by pre-paid post addressed to the recipient or recipients at his, her or its address set out in the Register of Members;

56.1-358.1.3 faxed by fax to the fax number last provided to the Association by the Member; or

56.1-458.1.4 sent by email, to the email address last provided to the Association by the Member.

56-258.2 Service or delivery by post of any notice or document under this Constitution will be deemed to have been made or given at 12:00 noon on the third business day following posting if to an address in Australia or on the tenth business day following posting if to an address outside of Australia. Service by fax or by email will be deemed to have been made upon transmission having been completed without any indication of delivery failure having been received.

57-59. PUBLIC OFFICER

57-159.1 The Association must appoint a Public Officer to act as the contact between the Association and Access Canberra.

57-259.2 The Public Officer may be a General or Founding Member (including a Board Member) or an employee of the Association and be so appointed by the Board.

57-359.3 It is the duty of the Public Officer to:

57.3-159.3.1 give notice to the Registrar-General in an approved form accompanied by the prescribed fee of ~~his or her~~their appointment and full name and address within 14 days of appointment;

57.3-259.3.2 give notice to the Registrar-General in an approved form accompanied by the prescribed fee of any change in ~~his or her~~their address within 14 days of that change;

57.3-359.3.3 keep at ~~his or her~~their residential address or at such other place as may be prescribed under the Regulation, a register of Board Members;

57.3-459.3.4 lodge with the ACNC in an approved form accompanied by any prescribed fee within one month after each Annual General Meeting, any statement required by the Act;

57.3-559.3.5 keep the common seal of the Association in ~~his or her~~their custody; and

57.3-659.3.6 ensure the common seal of the Association is not affixed to any instrument, except with the authority of the Board and that the affixing of the common seal is attested by the signatures either of two Board Members, or one Board Member and the Secretary.

57-459.4 The Association may, by resolution, remove the Public Officer from that office.

57-559.5 The Public Officer will be deemed to have vacated the office if the Public Officer:

57.5-159.5.1 dies;

57.5-259.5.2 resigns the office;

57.5-359.5.3 is removed from office;

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~~57.5.4~~59.5.4 becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with ~~his or her~~their creditors or makes an assignment of ~~his or her~~their remuneration for their benefit;

~~57.5.5~~59.5.5 suffers from mental or physical incapacity, or becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the *Mental Health Act 1958* or a person under detention under Part 7 of that Act;

~~57.5.6~~59.5.6 was convicted or released from imprisonment for an offence mentioned in section 63(1) of the Act within five years immediately before the Public Officer's appointment, or is convicted of such an offence after taking office or one of the other circumstances referred to in Rule 26 occurs;

~~57.5.7~~59.5.7 is disqualified from managing a corporation (including an Aboriginal and Torres Strait Islander Corporation) within the meaning of section 64 of the Act;

~~57.5.8~~59.5.8 is subject to a disqualification order under section 63A of the Act; or

~~57.5.9~~59.5.9 ceases to be a resident ~~in~~of the ACT.

~~57.6~~59.6 If at any time there is a vacancy in the office of the Public Officer, the Board must, within 14 days after the vacancy arises:

~~57.6.1~~59.6.1 give notice of the vacancy to the Registrar-General's Office in an approved form accompanied by the prescribed fee; and

~~57.6.2~~59.6.2 appoint a person to fill the vacancy who is a resident in the ACT, who has attained the age of 18 years and is a General or Founding Member or employee of the Association.

~~58.60.~~ 59.60. PATRONS

~~58.160.1~~ The Board may appoint, and may remove, a patron or patrons of the Association.

~~59.61.~~ 59.61. INDEMNITY

~~59.161.1~~ Every person who is or has been a Board Member, member of staff or agent of the Association will be indemnified out of the property of the Association, including property held by the Association on trust, against any liability (including a liability for legal costs) incurred in that person's capacity as Board Member, member of staff or agent of the Association in defending any proceedings whether civil or criminal to the full extent permitted by the Act.

~~59.261.2~~ The Association may pay or agree to pay a premium for a contract of insurance insuring a person who is or has been a Board Member or member of staff or agent of the Association against liability incurred by the person in that capacity, including a liability for legal costs.

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Attachment 1 MEMBER APPLICATION FORM

(see Rule ~~8~~8)

Application for membership of Canberra Youth Theatre Company Incorporated (incorporated under the Associations Incorporation Act 1991) ("the Association")

I,
(full name of applicant)

of
(street address)

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

.....
(occupation)

apply to become a General Member of the Association. If I am admitted as a General Member, I agree to ~~be bound by~~ support the Association's objects and agree be bound by both the Associations Incorporation Act 1991 and the Constitution of the Association for the time being in force.

.....
(Signature of applicant)

Date:

Attachment 2 APPOINTMENT OF PROXY FORM

(see Rule ~~39~~40)

Appointment of Proxy 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")

appoint:
(full name of proxy being appointed)

of:
(address)

who is a Member of the Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or other General Meeting, as the case may be) to be held on

(date of Meeting) and at any adjournment of that Meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution(s) (insert details):

.....
.....
.....

.....
(Signature of Member appointing proxy)

.....
(Date)

(*To be inserted if desired.)

Notes:

1. A person who is not a Founding Member or General Member of the Association cannot be appointed as a proxy.
2. A Member may only hold up to five proxies.
3. If this form directs how a proxy holder is to vote on a resolution, the proxy holder must vote in that way. If this form does not direct how a proxy holder is to vote on a resolution (including procedural resolutions), the proxy holder may vote or abstain as they see fit.
4. If the Member appointing the proxy attends the Meeting, the proxy holder cannot exercise the proxy.