



Notice of Annual General Meeting 2025

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 **6:00pm on 28 April 2025 at Gorman Arts Centre, 55 Ainslie Ave, Braddon, ACT 2612.**

Items of Business
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>
Item 2. Acceptance of minutes from previous General Meeting <i>(Proposal and seconding of Acceptance by two Members present at previous General Meeting required for Item 2).</i>
Item 3. Chairperson's Report To receive and consider the Chairperson's Report for the year ending 2024. <i>(No vote is required for Item 3).</i>
Item 4. 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 2024. <i>(No vote is required for Item 4).</i>
Item 5. Questions to Board. To receive and consider any questions from Members to the Board. <i>(No vote is required for Item 5).</i>
Item 6. 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: (a) That, in accordance with rule 18 of Canberra Youth Theatre's Constitution, Peter Hoolihan , who retires in accordance with rule 17.3 of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for re-election, be re-elected as an Ordinary Board Member of Canberra Youth Theatre for a term of 1 year. (b) That, in accordance with rule 18 of Canberra Youth Theatre's Constitution, Adriana Law , who retires in accordance with rule 17.3 of Canberra Youth Theatre's

Constitution, and who has been nominated and is eligible for election, be elected as an Ordinary Board Member of Canberra Youth Theatre for a term of 1 year.

- (c) That, in accordance with rule 18 of Canberra Youth Theatre's Constitution, **Louise Davidson**, who retires in accordance with rule 17.3 of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for re-election, be re-elected as an Ordinary Board Member of Canberra Youth Theatre for a term of 1 year.
- (d) That, in accordance with rule 18 of Canberra Youth Theatre's Constitution, **Amy Crawford**, who retires in accordance with rule 17.3 of Canberra Youth Theatre's Constitution, and who has been nominated and is eligible for re-election, be re-elected as an Ordinary Board Member of Canberra Youth Theatre for a term of 1 year.
- (e) That, in accordance with rule 18 of Canberra Youth Theatre's Constitution, **Emma MacDonald** who retires in accordance with rule 17.3 of Canberra Youth Theatre's Constitution and, who has been nominated and is eligible for election, be elected as an Ordinary Board Member of Canberra Youth Theatre for a term of 1 year.
- (f) That, in accordance with rule 18 of Canberra Youth Theatre's Constitution, **Jolie Baasch** who has been nominated and is eligible for election, be elected as an Ordinary Board Member of Canberra Youth Theatre for a term of 1 year.
- (g) That, in accordance with rule 18.6 of Canberra Youth Theatre's Constitution, **Peter Hoolihan**, who has been elected as an Ordinary Board Member of Canberra Youth Theatre, be elected as Chair of Canberra Youth Theatre for a term of 1 year.
- (h) That, in accordance with rule 18.6 of Canberra Youth Theatre's Constitution, **Adriana Law**, who has been elected as an Ordinary Board Member of Canberra Youth Theatre, be elected as Deputy Chair of Canberra Youth Theatre for a term of 1 year.
- (i) That, in accordance with rule 18.6 of Canberra Youth Theatre's Constitution, **Louise Davidson**, who has been elected as an Ordinary Board Member of Canberra Youth Theatre, be elected as Treasurer of Canberra Youth Theatre for a term of 1 year.
- (j) That, in accordance with rule 18.6 of Canberra Youth Theatre's Constitution, **Jolie Baasch**, who has been elected as an Ordinary Board Member of Canberra Youth Theatre, be elected as Secretary of Canberra Youth Theatre for a term of 1 year.
- (k) That, in accordance with rule 18.2 of Canberra Youth Theatre's Constitution, further nominations be received for any vacant positions remaining on the Board.

Item 7. 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 2024 financial year.

DATED: 14 April 2025

By order of the Board

Cassandra 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 39.1 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 at

Attachment 1 of this notice. 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 21 April 2025** upon receipt of invoice, and applicants must pay the **\$25.00** Membership Fee. Membership fees may be paid by credit card, bank transfer or cash.

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 2 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 27 April 2025** at its registered office at:

**Canberra Youth Theatre
Gorman Arts Centre
55 Ainslie Avenue
Braddon, Australian Capital Territory 2612**

Email: luke@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 32.2.1 of Canberra Youth Theatre's Constitution the minutes of the previous Annual General Meeting are required to be confirmed.

2. Minutes of previous General Meeting

In accordance with rule 32.2.1 of Canberra Youth Theatre's Constitution the minutes of any General Meeting held since the previous Annual General Meeting are required to be confirmed.

A General meeting of the Association occurred on 11 April 2025 under which a revised Constitution was adopted for the Association.

3. Chairperson's report

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.

4. 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.

5. 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 3 and 4.

6. 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.

All current members of the Board are eligible for re-election. Since the previous Annual General Meeting, Mel Ziarno, Cassandra Hoolihan and Ellen Harvey have resigned as a member of the Board and are not seeking re-election. Additionally, Louise Davidson and Emma MacDonal have joined the Board filling in vacancies not appointed at the last Annual General Meeting.

Board members seeking re-election have provided consent to be re-elected as Board Members. A new nomination for the Board has been received by Jolie Baasch for application as Secretary of the Association. No other nominations 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 Board Member Nomination form at Attachment 3 of this notice 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 by the time of the Annual General Meeting, a Member must submit this form in writing so that it is received by the Association **before 5:00pm** (Canberra time) on **21 April 2025** at its registered office at:

**Canberra Youth Theatre
Gorman Arts Centre
55 Ainslie Avenue
Braddon, Australian Capital Territory 2612**

Email: luke@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>

Information and qualifications on new persons nominated for positions as Board Members can be found on the following pages.

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.

[insert Jolie Baasch nomination]

8. Appointment of Auditor

Rule 32.2.4 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 2025 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 APPLICATION FORM

(see Rule 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 support the Association’s objectives and agree to 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 Two

APPOINTMENT OF PROXY FORM

(see Rule 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.

Attachment Three

BOARD MEMBER NOMINATION FORM

(see Rule 18)

Nomination for Board Member form

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:

.....
(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 support the Association's objectives and agree to be bound by both the *Associations Incorporation Act 1991* and 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: