

**CANBERRA REPERTORY SOCIETY
(ACN 008-392-023)**

CONSTITUTION

CONTENTS:

1. Interpretation
2. Objects of the Canberra Repertory Society
3. Powers of the Canberra Repertory Society
4. Membership
 - a. Ordinary Members
 - b. Junior Members
 - c. Application for Membership
 - d. Honorary Members
 - e. Life Members
 - f. Cessation of Membership
5. General Meetings
 - a. Notice
 - b. Proceedings at General Meetings
 - c. Proxies
6. Council
 - a. Powers and Duties of the Council
 - b. Meetings of the Council
 - c. Committees
 - d. Secretary
 - e. Seal
7. Finances
 - a. Accounts
 - b. Audit
 - c. Indemnity
8. Public Fund
9. Wind-up

Interpretation

1. In this Constitution the following definitions apply unless stated otherwise:
 - (a) "the Society" means Canberra Repertory Society, being a Company limited by guarantee;
 - (b) "the Council" means the duly elected board of the Society;
 - (c) "members of the council" means the directors of the Society;
 - (d) "Secretary" means any person appointed to perform the duties of Secretary of the Society and includes an honorary secretary and any agent appointed by the Secretary;
 - (e) "the Seal" means the common seal of the Society.

2. Expressions referring to writing shall, unless the contrary intention appears, include references to printing, photography, electronic means of communication and other modes of representing or reproducing words in a visible form.

3. Words or expressions contained in this Constitution shall be interpreted in accordance with the *Acts Interpretation Act* and with the law as is in force at the date at which this Constitution becomes binding on the Society.

NB: This Constitution does not attempt to enumerate the obligations of the Society in relation to laws to which it is subject. This includes such legislation as the *Workplace Health and Safety Act*, the *Privacy Act* and the *Corporations Act*.

Objects of the Society

4. The objects for which the Society is established are:
 - (a) to provide high quality theatrical productions by a permanent, continuously operating theatre company;
 - (b) to provide opportunities for people to extend their interest in theatre and to develop their skills through participation in all aspects of theatre; and;
 - (c) to cultivate, foster and extend the art of theatre in all its forms; both onstage and offstage.

5. No addition, alteration or amendment shall be made to or in the objects clause of the Constitution, unless it has been previously submitted to and approved by the regulatory body administering Australian Corporations law.

Powers of the Society

6. For the purpose of carrying out the above objects, the Society shall have the following powers:
- (a) Promote, produce or hold, or join in promoting, producing or holding theatrical or musical works, television, ballet, opera, cinematographic or radio productions or performances, readings of theatrical or literary works, lectures and other entertainments;
 - (b) Acquire performing rights to any literary, musical, dramatic, radio or cinematographic book or work either by licence or assignment or otherwise;
 - (c) Apply for, acquire, exploit and enforce all relevant forms of Intellectual Property. This includes but is not limited to the issuance of licences for its use;
 - (d) Apply for and acquire any licences for the use of Intellectual Property owned by another party;
 - (e) Sell or dispose of the undertakings of the Society or any part thereof for such consideration as the Society may think fit;
 - (f) Promote all kinds of theatrical culture and research;
 - (g) Consider and discuss, and when deemed advisable, take an active part in any question affecting the well-being of theatrical production in Canberra;
 - (h) Adopt such means of making known the activities of the Society as may seem expedient, by advertising, by circulars, by the purchase and exhibition of works of art or interest, by the publication of books and periodicals or by granting prizes, rewards and donations;
 - (i) Form and maintain a library of historical and general literature;
 - (j) Provide a social club for people interested in the study and promotion of theatre in all its forms both onstage and offstage. The Society may provide various rooms, a library and other conveniences for the use of the members of the Society;
 - (k) Establish, maintain and conduct social facilities and activities (with or without a liquor licence or permit) for the benefit of members of the Society and their guests;
 - (l) Encourage social intercourse between members of the Society by means of various formal and informal activities;
 - (m) Supply to members of the Society and their guests all kinds of liquors, goods and refreshments in accordance with relevant legislation;

- (n) Raise funds by means of subscriptions, donations, appeals, social functions, charging of fees and by any other means;
- (o) Promote, conduct and carry out entertainments or amusements and provide trophies and prizes in connection with them;
- (p) Found, subsidise or contribute to any institutions, competitions, scholarships or prizes or awards for the purpose of giving effect to any of the Society's stated objects, provided that no member of the Society shall receive any prize, award or distinction of monetary value except as a successful competitor in any competition promoted or held by the Society;
- (q) Print and publish, or join in printing or publishing, any newspapers, periodicals or books, journals and other documents that the Society may think desirable;
- (r) Assist or subscribe to any charitable, educational or public purpose or aid any fund which may be raised for the benefit or assistance of any person, society or association. The Society shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society by this Constitution;
- (s) Apply for or obtain any Act or Regulation of the ACT Legislative Assembly to enable the Society to pursue any of its objects;
- (t) Insure and keep insured any insurable property of the Society against loss or damage. Insure and keep insured any members or servants of the Society against risk, accident or breach of fidelity in the course of their employment by, or activities with the Society. Maintain insurances for the purpose of indemnifying the Society in respect of claims by reason of any such risk, accident or breach of fidelity. Generally insure against losses, damage, risks accidents and liabilities of all kinds which may affect the Society;
- (u) Amalgamate with any other company, firm or association having objects altogether or in part similar to those of the Society. Promote or establish any other company or companies for the purpose of acquiring all or any part of the undertaking, property or liabilities of the Society, or of advancing directly or indirectly its objects. Purchase, take in exchange, subscribe for, or otherwise acquire and hold the shares in, or debentures of, any such company and to guarantee the payment of any debentures or other securities issued by any such company;

- (v) Enter into any partnership or any agreement for sharing profits, co-operation, joint venture, reciprocal concessions or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in, any business which is intended to directly or indirectly benefit the Society;
- (w) Enter into any arrangements with any government or authority (municipal, local or otherwise) that may seem conducive to any of the Society's objects and obtain from such government or authority any rights, privileges and concessions which the Society may think it desirable to obtain;
- (x) Promote any company or companies for the purpose of acquiring all or any of the property, rights or liabilities of the Society or for any other purpose which may seem directly or indirectly calculated to benefit the Society;
- (y) Appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen or other persons as may be necessary or convenient for the purposes of the Society;
- (z) Cause the Society to be registered or recognised in any country or place where it may be deemed to be expedient to carry on business;
- (aa) Appoint or authorise the Council of the Society to appoint, either with or without remuneration agents in Australia or elsewhere for the purpose of carrying out and completing all or any of the objects of the Society. Revoke or cancel such appointments and authorities and remove and, if thought desirable, reappoint such agents;
- (bb) Sell, improve, manage, develop, exchange, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
- (cc) Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may be calculated directly or indirectly to advance the Society's interests. Contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of any such houses, buildings, grounds, works or conveniences;
- (dd) Purchase, take on lease or in exchange, hire and otherwise acquire, any land, building, easements or property, real and personal, and any rights or privileges

which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society;

- (ee) Take any gift of property or money whether subject to any special trust or not, for any one or more of the objects of the Society;
- (ff) Receive from its members deposits of money to be employed for the purposes of the Society on such terms and conditions as may be agreed upon and with or without payment of interest. The rate of interest payable in respect of money lent by members to the Society shall not exceed the lowest rate paid for the time being by banks in the Australian Capital Territory in respect of term deposits;
- (gg) Take or hold mortgages, liens and charges to secure payment of the purchase price or any of the unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others;
- (hh) Take and otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Society or carrying on any business capable of being conducted so as directly or indirectly to benefit the Society;
- (ii) Establish and support or aid in the establishment of any association, institution, fund, trust or convenience calculated to benefit employees or ex-employees, members or ex-members of the Society, or any company controlled by it, or the dependants or connections of such persons. Grant pensions or allowances and make payments towards insurance and subscribe or guarantee money for charitable or benevolent objects;
- (jj) Invest and deal with the moneys of the Society, not immediately required, and to receive moneys on deposit for a fixed period or at call and at interest or otherwise;
- (kk) Borrow or raise or secure the payment of money in such manner as the Society shall think fit charged upon all or any of the Society's property;
- (ll) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (mm) Take, or assist in taking, any action deemed expedient or necessary by the Council to protect the interests or rights of any member or members of the Society in furtherance of the stated objects.

Membership

7. Such persons as the Council shall admit shall be Ordinary, Junior or Honorary Members of the Society.
8. The liability of the members is limited.

Ordinary Members

9. Ordinary Members must be eighteen years and over.
10. Each Ordinary Member shall be registered by number in order of enrolment and will retain that number at all times.

Junior Members

11. Junior Members must be under 18 years of age.
12. Each Junior Member shall be registered by number in the junior section in order of enrolment.
13. Junior Members shall be ineligible to vote or hold office on the Council or to vote at general meetings or to participate in the election of officers of the Society.

Application for Membership

14. Every application for Ordinary or Junior membership of the Society shall be made in writing, signed by the applicant, and in such form as the Council prescribes. Payment of the joining fee (if applicable) and of the first annual subscription is required at the time of application.
15. At the next meeting of the Council after the receipt of any application for membership, the application will be considered by the Council, which will determine the admission or rejection of the applicant. The Council shall not be required to give reasons for rejection of an application. Should the application not be successful, any joining fee or annual subscription already paid shall be repaid to the applicant in full immediately after the Council meeting at which the application was decided.
16. When an applicant has been accepted for membership, the Secretary shall send to the applicant written notice of acceptance of the application. The applicant shall become a member of the Society from the date of the Council meeting at which the application was accepted.
17. Joining fees and annual subscriptions payable by members of the Society shall be such as the Council prescribes.
18. All annual subscriptions shall become due and payable in advance on a date in the year as determined by the Council.

19. Every member at the time of enrolment shall register an address with the Society and shall inform the Society in writing of any alteration of it.
20. All the rights and privileges of every member shall be personal to that member. They shall not be transferable by the member's own act or by the operation of law. No member shall be entitled to exercise the rights and privileges of a member unless all moneys due by that member to the Society in accordance with this Constitution have been paid.

Honorary Members

21. The Council shall elect as Honorary Members of the Society such persons, for such periods, as it thinks fit.
22. Persons elected as Honorary Members of the Society shall not be liable for the payment of any joining fee or subscription, nor shall they be entitled to vote at any meeting of the Society.

Life Members

23. The Council may from time to time recommend to members in general meeting the election of Life Members of the Society. Life Members shall not be liable for any subscription fee but may vote at any general meeting of the Society and may otherwise exercise all the rights and privileges of Ordinary Members.
24. In order for Council to recommend a person for life membership, a nomination must be received in writing from a current financial member. That nomination must be seconded by another financial member. Council will forward the nomination to a panel of current life members for consideration and comments. Nominations will be considered on the basis of the nominee's active contribution to the Society and how well the nominee embodies the Society's values. Where Council deems it appropriate based on its and the panel's considerations, the nomination will be put to the membership at a general meeting.

Cessation of Membership

25. If the subscription of a person who is a member remains unpaid after the time of commencement of the Annual General Meeting immediately following the date on which the subscription became due then that person shall immediately cease to be a member and be debarred from all the privileges of membership.
26. A member may at any time by giving notice in writing to the Secretary resign from membership of the Society but shall continue to be liable for any annual subscriptions

and all arrears due and unpaid at the date of resignation and for all other moneys due by that member to the Society.

27. If any member wilfully refuses or neglects to comply with the provisions of the Constitution or is guilty of any conduct which, in the opinion of the Council, is unbecoming of a member or prejudicial to the interests of the Society, the Council shall have the power by resolution to censure, fine, suspend or expel the member from the Society. At least one week before the meeting of the Council at which such a resolution is passed, the member must have had notice of such meeting and of what is alleged against the member and of the intended resolution. The member shall at such meeting and before the passing of such resolution be given an opportunity to give orally or in writing any explanation or defence which the member may think fit. Any such member may also, by notice in writing lodged with the Secretary at least twenty-four hours before the holding of the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the Society in general meeting. In that event a general meeting of the Society shall be called for the purpose and if, at the meeting the resolution is passed by a majority of two thirds of those present and voting (such vote to be taken by ballot), the member shall be dealt with accordingly and in the case of a resolution for expulsion the member shall be expelled.

General Meetings

28. An Annual General Meeting shall be held in accordance with the provisions of the Corporations Law. All general meetings other than Annual General Meetings shall be called General Meetings.
29. All members may attend General Meetings and Annual General Meetings.
30. General Meetings may be initiated as follows:
 - (a) Any member of the Council may, when that member thinks fit, convene a General Meeting.
 - (b) General Meetings may be initiated on the request of at least 40 percent of the voting members of the Society. The request must be in writing and state any resolution to be proposed at the meeting. The request must be signed by each member making the request and be given to the Company Secretary. The Council must call and arrange the meeting within 21 days after the request is made and the meeting is to be held not later than two months after the request is made. If the Council fails to call and arrange the

General Meeting within the 21 days, the requisitioning members may arrange and hold the meeting not later than two months after the request is made.

31. All business shall be special that is transacted at a General Meeting, and an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet and the report of the Council and Auditors, the election of officers and other members of the Council, and the appointment of the Auditors, if necessary.

Notice

32. Any notice required by law or under this Constitution to be given to any member shall be given by sending it in the post to the member's registered address, or by electronic communication to the member's registered email address.
33. Notice of every general meeting shall be given in any authorised manner to:
 - (a) every member, except those members for whom the Society has no registered address or email address; and
 - (b) the Auditor or Auditors for the Society.

No other persons shall be entitled to receive notices of general meetings.

34. Fourteen clear days' notice at least shall be given to such persons as are entitled to receive such notices from the Society specifying the place the day and the hour of the meeting and, in case of special business, the general nature of that business.

Proceedings at General Meetings

35. No business shall be conducted at any General or Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise provided, ten percent of the Society's voting members present in person shall be a quorum. For the purpose of this paragraph "member" includes a person attending as a proxy or as representing a corporation as a member.
36. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day, and at such other time and place as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
37. The President shall preside as Chairman at every general meeting of the Society, or if there is no President, or if the President is not present within fifteen minutes after the

time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be Chairman. If a Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.

38. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of such an adjournment or the business to be transacted such an adjourned meeting. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

39. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by:

- (a) the Chairman; or
- (b) at least three members present in person or by proxy.

Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, carried unanimously, by a particular majority, or lost, an entry to that effect in the recorded minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

40. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately.

41. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

42. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other authorised representative shall have one vote.

43. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by the member's trustee or by such other person as properly has the management of the member's estate. Any such trustee or other person may vote by proxy or attorney.

Proxies

44. The instrument appointing a proxy shall be in writing under the hand of the appointor or of the member's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct a proxy in favour or against any proposed resolution. Unless otherwise instructed the proxy may vote as that person thinks fit.
45. The instrument appointing a proxy is to be in the following form:

Canberra Repertory Society (ACN 008-392-023)

I, of, being a member of the Canberra Repertory Society hereby appoint or failing that person as my proxy to vote for me on my behalf at the (Annual General Meeting or General Meeting, as the case may be) of the Society, to be held on the day of 20..... and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:
.....
.....

Signed this day of 20.....

(Note: In the event of the member desiring to vote for or against any resolution the member shall instruct the proxy accordingly. Unless otherwise instructed the proxy may vote as that person thinks fit.)

*Strike out whichever is not desired.

46. The instrument appointing a proxy, power of attorney or other authority shall be deposited at the registered office of the Society, or at such other place within the ACT as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time of the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than twenty-

four hours before the time appointed for the taking of the poll. All such instruments shall be available for inspection at the meeting by all members attending the meeting.

47. Unless the Society has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes the member dies, becomes mentally incapacitated, revokes the proxy's appointment, or revokes the authority under which the proxy was appointed by a third party.
48. A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

The Council

49. The Council shall consist of eleven members of the Society, including the positions of President, two Vice Presidents and Treasurer.
50. The Executive of the Society shall be the President, two Vice Presidents and Treasurer.
51. At the Annual General Meeting of the Society the Executive and other members of the Council shall be elected from among the members. The terms of office shall be as follows:
 - (a) President
 - (i) The office of President shall be for a term of three years, with a maximum of two consecutive terms.
 - (ii) A member who has served two consecutive terms as President may nominate for any other Council position immediately thereafter.
 - (iii) A member may re-nominate for the office of President after a period of two years from the end of their previous presidency.
 - (b) Vice President
 - (i) The office of Vice President shall be for a term of two years.
 - (ii) One Vice President shall be elected each year on a rotation.
 - (c) Treasurer
 - (i) The office of Treasurer shall be for a term of two years.
 - (d) All other Council members
 - (i) Each member of Council shall hold office for a period of two years.
 - (ii) Half of the Council shall be elected each year on a rotation.
 - (iii) Except as otherwise provided under S51(a) above, a retiring member of the Council shall be eligible for re-election.

52. A New Council shall be elected on the first occasion that these terms of office are instituted or, in the event that the entire existing Council is dissolved. A New Council shall be elected as follows:
- (a) The President shall be elected for a full three year term.
 - (b) One Vice President shall be elected for a full two year term. The remaining candidates for that office shall then be eligible for election for a one year term.
 - (c) The Treasurer shall be elected for a full two year term.
 - (d) From those candidates for the office of Council member, four shall be elected for a two year term. The remaining candidates shall then be eligible for election for a one year term to fill the remaining places.
53. In the ordinary course of events, the election of the Executive and other members of the Council shall take place in the following manner:
- (a) Any two members of the Society may nominate any other member to be a member of the Council.
 - (b) The nomination, which shall be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Society for at least seven days immediately preceding the Annual General Meeting.
 - (d) Balloting lists shall be prepared containing the names of the candidates in alphabetical order. Each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In case there shall not be sufficient number of candidates nominated, those candidates nominated shall form the Council, and the Council may fill up the remaining vacancy or vacancies.
54. The Council shall have power at any time to appoint any member to the Council either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Council. The total number of office-bearers or other members of the Council shall not at any time exceed the number fixed in accordance with this Constitution. Any office-bearer or other member of the Council so appointed shall hold office

- (a) In the case of the President, it shall be taken that the term of office began at the Annual General Meeting prior to his or her appointment. The newly appointed President shall hold office for the remainder of a three year term;
 - (b) In any other case, until the expiry of the term of the casual vacancy being filled.
55. The Council shall have power at any time to appoint any member to the Council to replace an existing office-bearer or other member of the Council while, and only while, on approved leave of absence for a period of two months or more.
56. The Society may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Council before the expiration of that person's period of office, and may by ordinary resolution appoint another person in that person's place. The person so appointed shall hold office only until the next Annual General Meeting.
57. The office of a member of the Council shall become vacant if the member:
- (a) becomes bankrupt or makes an arrangement or composition with that person's creditors generally;
 - (b) becomes prohibited from being a member of the Society by reason of any order made under the law;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns that member's office by notice in writing to the Society;
 - (e) for more than two months is absent, without the permission of the Council, from meetings of the Council held during that period;
 - (f) holds any office of profit under the Society;
 - (g) ceases to be a member of the Society; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Society. Nothing in this paragraph will affect the operation of paragraph 72.

Powers and Duties of the Council

58. Each member of the Council, as a director of the Society, shall at all times act in good faith in the best interests of the society.
59. The business of the Society shall be managed by the Council which may exercise all such powers of the Society as are not, by the Corporations Law or by this Constitution required to be exercised by the Society in general meeting. Any rule, regulation or by-law of the Society made by the Council may be disallowed by the Society in general

meeting. No resolution or regulation made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been made.

60. The Council may exercise all the powers of the Society as set out in this Constitution.

61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed by any two members of the Council or in such other manner as the Council from time to time determines.

62. The Council shall cause minutes to be kept of:

- (a) all appointments of officers and servants;
- (b) names of all members of the Council present at all meetings of the Society and of the Council; and
- (c) all proceedings of all meetings of the Society and of the Council.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting.

Meetings of the Council

63. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit. The Council shall at any time be convened at the request of a member of the Council.

64. Subject to this Constitution any question arising at any meeting of the Council shall be decided by a majority of votes. A determination by a majority of the members of the Council shall, for all purposes, be deemed to be a determination of the Council. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

65. The quorum necessary for the transaction of the business of the Council shall be a majority of the total Council or such greater number as may be fixed by the Council.

66. The continuing members of the Council may act notwithstanding any vacancy in the Council. If and as long as their number is reduced below the quorum the continuing members may act solely for the purpose of increasing the number of members of the Council to the quorum or of convening a general meeting of the Society.

67. The President shall preside at every meeting of the Council, or if there is no President, or if at any meeting the President is not present within fifteen minutes after the time

appointed for the meeting, a Vice-President. If a Vice-President is not present at the meeting, the members may choose one of their number to be the Chairman of the meeting.

68. All acts done by any meeting of the Council or a committee or by any person acting as a member of the Council shall be valid, notwithstanding that it is afterwards discovered that there is some defect in the appointment of any such member of the Council or such person or that the members of the Council or any of them were disqualified.
69. A resolution in writing signed by all the members of the Council in Australia for the time being entitled to receive notice of the meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

Committees

70. The Council may delegate any of its powers and/or functions, except:
- (a) this power of delegation;
 - (b) duties imposed on the Council as the directors of the Society by the Corporations Law or the general law
- to one or more committees consisting of such member or members of the Society as the Council thinks fit. Any committee so formed shall conform with any regulation that may be imposed by the Council and shall have the power to co-opt any member or members of the Society. All the members of such committees shall have one vote, within that committee.
71. The Council may appoint one or more advisory boards consisting of such member or members of the Council as the Council thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform with any regulations that may be imposed by the Council and shall have power to co-opt any member or members of the Society. All the members of the advisory boards shall have one vote, within that advisory board.
72. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

Secretary

73. The Secretary, in accordance with the Corporations Law, shall be appointed by the Council from amongst the members of the Society for such term and on such conditions as it thinks fit and may be removed by the Council.

Seal

74. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or a committee of members of the Council authorised by the Council in that respect. Every instrument to which the seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

Finances

75. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Society. This shall not prevent the payment to any officers or servants or any member of the Society in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business. Nor shall it prevent the payment of interest at a rate in accordance with this Constitution on money borrowed from any members of the Society or reasonable and proper rent for premises transferred or let by any member to the Society. No member of the Council shall be appointed to any salaried office of the Society or any office of the Society paid by fees. No remuneration or other benefit in money or money's worth shall be paid or given by the Society to any member of the Council except repayment of out-of-pocket expenses and interest at the rate in accordance with the Constitution on money lent or reasonable or proper rent for premises transferred or let to the Society.

Accounts

76. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which receipt and expenditure takes place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution, shall be open to the inspection of the members. Once at least in

every year, the accounts of the Society shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the Corporations Law.

77. The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) accompanied by a copy of the auditors' report as required by the Corporations Law. The Council shall cause to be made and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than four months (or such other period as the Corporations Law may prescribe) before the date of the meeting.
78. The Council shall from time to time determine in accordance with this Constitution under what circumstances the accounting and other records of the Society shall be open to the inspection of the members.

Audit

79. A properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Corporations Law.

Indemnity

80. Every member of the Council, any officer, Auditor or any employee of the Society, or any agent of the Society, shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of that person's office which is incurred by that person in defending any proceedings, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted in which relief is granted to the person by the Court pursuant to the Corporations Law in respect of any negligence, default, breach of duty or breach of trust.

Public Fund

81. The Society shall establish and maintain a public fund.
82. Donations shall be deposited into the public fund listed on the Register of Cultural Organisations. These monies shall be kept separate from other funds of the Society and shall be used only to further the objects of the Society. Investment of monies in this fund shall be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

83. The fund shall be administered by a committee the majority of whose members, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Canberra Repertory Society. No monies/assets in this fund shall be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
84. The Department responsible for the administration of the Register of Cultural Organisations shall be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
85. Receipts for gifts to the public fund must state:
- (a) The name of the public fund and that the receipt is for a gift made to the public fund;
 - (b) The Australian Business Number of the Society;
 - (c) The fact that the receipt is for a gift; and
 - (d) Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
86. If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

Wind-up of the Society

87. Every member of the Society undertakes to contribute to the assets of the Society, in the event of it being wound up while that person is a member, or within one year of ceasing to be a member, for payment of the debts and liabilities of the Society (contracted before that person ceases to be a member) and of the costs, charges and expenses of

winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$2.00 (two dollars).

88. If upon the winding-up or dissolution of the Society (excluding its public fund) there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among its members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and whose rules shall prohibit the distribution of its income and property among its or their members to an extent at least as great as is imposed upon the Society. Such institution or institutions shall be determined by the members of the Society at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.