

**SOUTH WEST OPERA COMPANY INC.**  
**CONSTITUTION**

**NAMES AND DEFINITIONS**

1. The name of the Company is "SOUTH WEST OPERA COMPANY INCORPORATED".

The Company shall be non-sectarian and non-political. 'Member' shall mean financial member. 'Board' shall mean Board of Management.

**OBJECTS**

2. The objects for which the Company is formed are to advance opera and the musical theatre and without limiting the generality of the foregoing:-

- (a) to organise and by any means to conduct promote or finance the performance of opera musical theatre theatrical productions of all kinds and on any scale whether professional or amateur;
- (b) to establish organise and conduct projects or enter into arrangements for the furtherance of opera and musical theatre and for that purpose but without restricting in any way the generality thereof to carry on all or any of the businesses of theatre proprietors agents or managers wherever the Board of Management (as hereinafter defined and hereinafter called 'the Board') may deem expedient whether in Western Australia or elsewhere;
- (c) to promote produce or in any way present in any capacity or in collaboration with others such operas musical theatre performances concerts debates lectures films or other programmes as the Board may from time to time think fit;
- (d) to purchase or otherwise acquire and obtain exclusive rights to or other interests in copy rights rights of representation and any other rights of or in operas plays music poetry designs and any other writings compositions recordings and publications;
- (e) to provide or assist in providing theatres and appurtenances of theatres;
- (f) to afford facilities for meetings and gatherings of all descriptions whether literary dramatic musical or otherwise and to construct acquire hire or lease property and all equipment materials and facilities for those purposes;
- (g) to establish conduct assist or participate in the organisation of classes training schemes and other programmes for actors authors composers playwrights producers directors designers singers dancers and all other persons in any way concerned in the activities of the Company;
- (h) to take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations subscriptions or otherwise;
- (i) to print and publish any newspapers periodicals books or leaflets which the Board may think desirable for the promotion of the Company's objects;
- (j) in the furtherance of such objects of the Company to make donations as the Board may see fit;
- (k) to do such other acts and things as are or may be conducive or incidental to giving effect to the foregoing objects or advancing the welfare of the Company, whether of a similar nature to the above or not.

**POWERS**

3. The Company shall have the following powers:-

- (a) to 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 purpose of or capable of being conveniently used in connection with any of the objects of the Company;

- (b) to enter into any arrangements with any government or authority supreme municipal local or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may deem it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions;
- (c) to appoint employ remove or suspend such managers clerks artistic personnel secretaries servants workmen and other persons as may be necessary or convenient for the purposes of the Company;
- (d) to establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object;
- (e) to construct improve maintain develop work manage carry out alter or control any houses buildings grounds works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alteration or control thereof;
- (f) to invest and deal with the moneys of the Company not immediately required in such manner as may be decided from time to time by the Board as hereinafter defined;
- (g) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into the Company in any way and in particular by the issue of debentures charged upon all or any of the Company's property (both present and future) and to purchase redeem or pay off any such securities;
- (h) to make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments;
- (i) in furtherance of the objects of the Company to sell improve manage develop exchange lease dispose of turn to account and otherwise deal with all or part of the property and rights of the Company;
- (j) to take or hold mortgages loans and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others;
- (k) to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company;
- (l) in furtherance of the objects of the Company to amalgamate or affiliate with any companies, institutions, associations or societies having objects altogether or in part similar to those of the Company (and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Rule 4 hereof);
- (m) in furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or part of the property assets liabilities and engagements of any one or more of the companies institutions associations or societies with which the Company is authorised to amalgamate;
- (n) in furtherance of the objects of the Company to transfer all or any part of the property assets liabilities and engagements of the Company to any one or more of the companies institutions associations or societies with which the Company is authorised to amalgamate;

- (o) to transact any lawful business in aid of the Commonwealth of Australia;
- (p) to do all such other things as are incidental or conducive to the exercise of the powers of the Company.

#### **PROPERTY AND INCOME**

4. The property and income of the Company whencesoever derived shall be applied towards the promotion of the objects of the Company set forth in Rules 2 and 3 thereof and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company.
- (a) Nothing herein contained shall prevent the payment in good faith:-
    - (i) of reasonable and proper remuneration to any officer member or servant of the Company in return for services actually rendered to it;
    - (ii) for goods supplied by any member of the Company in the ordinary course or usual way of business;
    - (iii) of interest at a rate not exceeding the rate for the time being charged by bankers in Perth for overdrawn accounts upon money lent by any member to the Company;
    - (iv) of reasonable and proper rent for premises demised or let to the Company by any member of the Company;
    - (v) to any officer member or servant of the Company by way of reimbursement of reasonable travelling accommodation and sustenance expenses incurred by him when engaged on the affairs or business of the Company.
  - (b) No Board Member of the Company (hereinafter called a 'Board Member') shall be appointed to any salaried office of the Company or to any office of the Company paid by fees and no remuneration or other benefit in money or moneys worth shall be given by the Company to any Board Member except for payments of the type mentioned in sub-rule (ii).

#### **PATRONS**

5. Patrons shall be those persons who shall prior to the adoption of this Constitution have been invited by the Executive acting under the Constitution in force prior to the adoption of this Constitution or who shall in the future be invited by the Board in its absolute discretion and who have accepted or will accept the appointment. They shall retain appointment at the discretion of the Board or until they resign in writing.

#### **MEMBERSHIP**

6. There shall be the following classes of members, namely:-
- (a) Ordinary members who shall be those persons who have paid the entrance fee (if any) and annual subscription fixed by the Board from year to year for such privileges as are hereinafter mentioned;
  - (b) Life members who shall be such persons appointed at an Annual or Extraordinary General Meeting on the recommendation of the Board for outstanding service to the Company; such recommendations to state the reasons prompting its submission;
  - (c) Honorary members who shall be invited by the Board in its absolute discretion and who accept appointment. They shall retain the appointment for the period decided upon by the Board which shall not in any event exceed twelve months;
  - (d) Corporate members who shall be corporations and similar bodies corporate who shall have paid the entrance fee (if any) and annual subscription fixed by the Board from year to year for such privileges as are hereinafter mentioned;

- (e) Subscribing members who shall be those persons who have paid the entrance fee (if any) included in the price of subscriptions to opera activities and fixed by the Board from year to year.

#### **APPLICATION FOR MEMBERSHIP**

- 7. Applications for membership shall be made in writing shall be signed by the applicant and shall be in such form as the Board from time to time may prescribe.

#### **ENTRANCE FEES AND SUBSCRIPTIONS**

- 8. (a) Entrance fees (if any) and subscriptions payable by members shall be those amounts as the Board may from time to time prescribe;
- (b) Annual subscriptions shall be payable annually in advance on the first day of January in each year or in the case of Corporate Members annual subscriptions shall be payable on 1<sup>st</sup> January of each year or on 1<sup>st</sup> July of each year depending on the joining of the Member.  
PROVIDED THAT until such time as the entrance fee (if any) and annual subscription payable by any member shall have been paid he shall have no right to any concessions granted to paid-up members.

#### **PRIVILEGES OF PATRONAGE AND MEMBERSHIP**

- 9. (a) Every member and Patron shall be entitled to view a copy of this Constitution;
- (b) Patronage and membership shall carry the right of attendance at all General Meetings of the Company and shall confer upon all members and Patrons the right to address and be heard at General Meetings of the Company'
- (c) Membership shall carry the voting rights specified in Rule 11 hereof;
- (d) Members and Patrons shall be entitled to such privileges as the Board shall from time to time decide.

#### **CESSATION OF MEMBERSHIP**

- 10. (a) If the subscription of a member shall remain unpaid for a period of two months after it becomes due and if the Secretary shall have sent written notice of default to that member that member may be debarred by resolution of the Board from all privileges of membership and may be liable to have his name removed from the Register of Members. The Board may in its absolute discretion reinstate that member and restore his name to the Register and may require that payment of all arrears shall be made.
- (b) (i) If any member wilfully refuses or neglects to comply with the provisions of these Rules or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board may subject to sub-paragraph (b)(ii) hereof expel that member from the Company and remove his name from the Register of Members;
- (ii) at least one week before the meeting of the Board at which the resolution for the expulsion of a member and for the removal of his name under sub-paragraph (b)(i) is proposed to be moved, that member shall be given;- (A) Notice of:- (I) the meeting;  
(II) what is alleged against him;  
(III) the intended resolution;
- (B) an opportunity at the meeting and before the putting of the motion of giving oral or written explanations or defences;
- (c) (i) if any member shall be aggrieved by any decision of the Board to expel him from membership of the Company he shall have the right to requisition an Extraordinary General Meeting in accordance with the provisions of Rule 14 and the Board shall thereupon convene such

Extraordinary General Meeting in the same way mutatis mutandis as is provided for in Rule 14 on a requisition of members representing not less than one-tenth of the total voting rights of all members having a right to attend and vote at the Extraordinary General Meeting concerned;

- (ii) where the member who has been expelled (hereinafter called 'the expelled member') makes representation in writing to the Company (not exceeding a reasonable length) and requested their notification to members the Board must (unless the representations are received too late) state in the notice to the members convening the Extraordinary General Meeting that the representations have been made and send them a copy of the representations. If this is not done the expelled member (without prejudice to his right to be heard orally) may require the representations to be read out at the meeting. Any decision by such Extraordinary General Meeting shall be binding on the Board, the expelled member and the Company.

### **VOTING RIGHTS**

- 11. (a) Ordinary and corporate members shall possess voting rights (as hereinafter provided for) at Annual and Extraordinary General Meetings of the Company provided that at the time of such Meeting or Meetings all payments due by them by way of subscription shall have been made and in the case of Extraordinary General Meetings they shall have been registered members of the Company for a period of not less than three months prior to such meeting;
- (b) Life members shall possess voting rights (as hereinafter provided for) at Annual and Extraordinary General Meetings of the Company;
- (c) Patrons and subscribing members shall not possess any voting rights.

### **PUBLIC STATEMENTS BY PATRONS AND MEMBERS**

- 12. All public statements on Company matters or matters of policy shall be made by the Chairman of the Board or nominee. No Patron or Member or Employee shall make any statement purporting to be on behalf of the Company unless such statement shall have previously been authorised by the Board.
  - (a) Matters relating to performance and production responsibilities as outlined in Rule 44 may be publicised by a person nominated by the Director.

### **GENERAL MEETINGS**

- 13. (a) An Annual General Meeting of the members of the Company shall be held each year not earlier than 1<sup>st</sup> March and not later than 30<sup>th</sup> April.
- (b) The business of the Annual General Meeting shall include:
  - (i) Reading the Notice convening the Annual General Meeting;
  - (ii) Reading and confirming the Minutes of the previous Annual General Meeting;
  - (iii) Reading the Minutes of any Extraordinary General Meeting held during the preceding year and reporting by the Board on the action taken as a result thereof;
  - (iv) The report of the Chairman of the Board; (v) Financial Statements and Auditor's Report;
  - (vi) Election of Board Members;
  - (vii) Appointment and approval of remuneration of auditors; (viii) General discussion.All other business transacted at the Annual General Meeting shall be designated special business.
- (b) The Annual General Meeting may transact special business notified to the Secretary pursuant to Rule 15, other than the appointment of Honorary Life members, if a duly proposed and seconded Notice of

Motion has been served on the Secretary at least 14 clear days prior to the Annual General Meeting.

- (c)
14. (a) Without prejudice to Rule 10(c) an Extraordinary General Meeting shall be convened by the Board upon the written requisition to the Secretary of any two (2) Board Members or not less than one-tenth of all members having at the date a right to attend and vote at Annual General Meetings. Such requisition shall state the objects of the Meeting and shall be signed by all the requisitionists and deposited with the Secretary at the registered office of the Company;
- (b) The Board shall convene an Extraordinary General Meeting which shall be held not earlier than twenty-eight (28) days and not later than sixty (60) days after the receipt by the Secretary of the requisition;
- (c) If the Board fails to convene an Extraordinary General Meeting within twentyeight (28) days of receipt of the requisition by the Secretary the requisitionists or any number of them representing more than one-half of the total voting rights of all of them may, in the same manner as which Meetings are convened by the Board, convene a Meeting provided that no Meeting convened pursuant to this sub-clause shall be held after the expiration of three (3) months of the deposit of the requisition with the Secretary;
- (d) No business may be transacted at an Extraordinary General Meeting except business stated in the requisition convening the Meeting;
- (e) All business transacted at extraordinary general meetings shall be designated as special business and shall constitute the only business which is transacted at an Extraordinary General Meeting.
15. The Secretary shall give at least 28 clear days notice of all General Meetings to all persons entitled to receive notice. Such notice shall specify the place date and hour of the General Meeting and the nature of all special business of which a duly proposed and seconded Notice of Motion has been served on the Secretary at least 48 hours prior to the despatch of the notice convening the Meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

16. (a) No business shall be transacted at any General Meeting unless a quorum of members is present when the Meeting proceeds to business;
- (b) Twenty-five members or one-fifth of the members for the time being of the Company whichever is the lesser present in person or in the case of a corporation by representative shall be a quorum for a General Meeting. In the case of an Extraordinary General Meeting fifteen (15) members or one fifth of the members for the time being of the Company entitled to vote at such meeting whichever is the lesser present in person or in the case of a Corporation by representative shall be a quorum.
17. If within half an hour from the time appointed for the Meeting a quorum is not present the Meeting if convened upon the requisition of 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 Board may appoint but if at the adjourned meeting a quorum is not present within half an hour from the time appointed the members present if not less than two shall constitute a quorum.
18. The Chairman of the Board or Deputy Chairman (if any) shall be entitled to take the chair at every General Meeting. If there be no Chairman or Deputy Chairman present or if none of them is willing to act the Board Members present may choose a chairman. In default of their so doing the members present shall choose one of the Board Members to be chairman or if no Board Member be present or willing to take the chair the members shall choose one of their number to be chairman.

## **MEETING PROCEDURE**

19. The Standing Orders and Rules of Debate of all Meetings of the Company shall be those determined by the Board Members from time to time and a copy shall be available at all meetings.
- (a) 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 before or on the declaration of the result of the show of hands demanded:- (i) By the Chairman; or (ii) By at least three members present in person (in the case of a corporation its nominated representative shall be classed as having rights of 1 member).
  - (b) Unless a poll is so demanded a declaration by the Chairman that a resolution on a show of hands has been:- (i) carried, (ii) carried unanimously, (iii) carried by a particular majority, or (iv) lost, and an entry to that effect in the book containing minutes of the proceedings shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
  - (c) A demand for a poll may be withdrawn.
20. (a) Subject to sub-paragraph (b) if a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs. It may be taken at once, after an interval or adjournment or otherwise as the Chairman directs.
- (b) A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
  - (c) Subject to sub-paragraph (2) the demand for a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which the poll has been demanded.
21. (a) 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 on which the adjournment took place.
- (b) If a Meeting is adjourned for more than thirty days notice of the adjourned Meeting shall be given as if it were the original Meeting but otherwise it shall not be necessary to give any notice relating to an adjourned meeting.

## **VOTES OF MEMBERS**

22. Subject to the proviso hereto and to Rule 24 a member may vote in person or in the case of a corporation by its nominated representative and on both a show of hands and a poll. Every member so voting shall have one vote, provided that, in the case of election of Board Members or referenda, voting shall be conducted by ballot in the manner provided by Rule 19.
23. In the case of an equality of votes whether on a show of hand or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
24. No member shall be entitled to vote at any General Meeting if the annual subscription is unpaid at the date of the Meeting.
25. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health may vote (whether on a show of hands or on a poll) by his Committee or Trustee or by such other person as properly has the

management of his estate. Any such Committee, Trustee or person may vote by postal vote or attorney.

### THE BOARD

26. (a) The number of members of the Board shall be not less than five (5) nor more than eleven (11) who shall be elected as hereinafter provided. No person shall be eligible to be nominated as a Board Member unless he is a financial member of the Company.
- (b) No full or part-time employee of the Company shall be eligible to be appointed to the Board.
- (c) No corporation or its nominee is eligible to be nominated as a Board Member. The nominated representative of a Corporation may however be nominated as a Board Member candidate if he is a financial member of the Company in his own right.
27. (a) At the first Annual General Meeting of the Company after the election of the first Board and at each subsequent Annual General Meeting one-third of the Board Members if their number is not a multiple of three (3) the number nearest to one-third shall retire from office.
- (b) Thereafter the Board Members to retire at each Annual General Meeting shall be those who shall have been longest in office since their last appointment or election. As between two (2) or more who became or were last re-elected Board Members on the same day those to retire shall (in default of agreement between them) be determined by lot.
- (c) A retiring Board Member shall remain in office until the conclusion of the Meeting at which he retires.
- (d) A retiring Board Member shall be eligible for re-election.
- (e) No Board Member shall remain in office for more than three (3) years without submitting himself for re-election.
28. The election of Board Members shall take place in the following manner:- (a) A nomination shall be in writing signed by a proposer (member) a seconder (member) and by the nominee and in the prescribed form. All nominations shall be lodged with the Returning Officer in a sealed envelope marked "Nomination Paper" at least seven (7) days before the Annual General Meeting at which the nomination is to be voted on. No nominations shall be opened until the close of the time for submitting them where they shall all be opened simultaneously by the Returning Officer in the presence of the Chairman of the Board or his nominee in that behalf.
- (b) An alphabetical list of the candidates' names also showing the names of the proposers and seconds shall be posted by the Returning Officer in a conspicuous place at the registered office of the Company for at least five (5) days before the relevant Annual General Meeting.
- (c) Balloting lists shall be prepared containing the names of the candidates in alphabetical order. The same type shall be used for the name of each candidate but the name of any retiring Board Member shall be marked with an asterisk. Voting shall be conducted in secret by postal ballot and the result shall be determined by the Returning Officer and the Secretary and the result of the Ballot shall be decided by simple majority of primary votes counted.
- (d) Each member shall be entitled to vote for any such number of those candidates as does not exceed the number of vacancies.
- (e) If there be an insufficient number of candidates nominated the Board Members shall nominate candidates for election to fill the vacancies.
29. The Board Members may at any time and from time to time appoint any person as a Board Member either to fill a casual vacancy or as an addition to the Board but so that the total number of Board Members shall not at any time exceed the maximum number for the time being fixed by this Constitution. Any Board Member so appointed

shall hold office only until the next Annual General Meeting but shall then be eligible for re-election.

30. The members of the Company in General Meeting may by resolution passed by a two-thirds majority remove any Board Member before the expiration of his period of office and may by a similar resolution appoint another person instead. In such a case the person so appointed shall hold office only until the next Annual General Meeting.
31. Subject to Rule 4 hereof the office of a Board Member shall ipso facto become vacant if:-
- (a) Had he been a director of the company incorporated pursuant to the Companies (Western Australia) Code instead of being Director of the Company he would have been disqualified from being a director by virtue of the provisions of the Code.
  - (b) He becomes bankrupt or makes an arrangement or composition with his creditors generally.
  - (c) He 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) He resigns his office by written notice to the Company.
  - (e) He is absent from three consecutive meetings of the Board without having obtained leave of absence from the Board.
  - (f) He holds any office of profit in the Company.
  - (g) He is directly or indirectly interested in any contract or proposed contract with the Company and wilfully fails to declare the nature of his interest in such contract or proposed contract.

Provided always that nothing in this regulation shall affect the operation of Rule 4 hereof.

#### **POWERS AND DUTIES OF THE BOARD**

32. The business of the Company shall be managed by the Board through the Director and the Board may exercise all such powers of the Company as are not by these Rules required to be exercised by the members of the Company in General Meeting and in particular but without prejudice to the generality of the foregoing the Board shall have power to:-
- (a) enter into any contract for services to the Company and to vary extend or terminate the same from time to time.
  - (b) Appoint and at its discretion remove suspend or dispense with the services of paid servants for permanent temporary or special services as it may from time to time think fit and to determine their duties fix their salaries or emolument and pay the same out of the funds of the Company.
  - (c) Pay and discharge all just debts and liabilities charges assessments and outgoings of the Company at such times and in such manner as it may from time to time determine and at its discretion to defend any action or threatened action and to appeal against any charge or assessment.
  - (d) Elect or appoint sub-committees to perform specific duties and to vary the terms of reference of such sub-committees as it in its sole discretion shall deem desirable.
  - (e) Enter into any arrangement or contract with the federal or any state or local government authorities or other bodies for the purposes of the Company.
  - (f) To make alter or add to such by-laws as may be thought necessary with the advice of the Management Committee for the management of the Company PROVIDED THAT no by-laws shall be made which are inconsistent with this Constitution. Any such by-laws or alterations or additions thereto shall be posted to all members and Patrons of the Company and shall come into effect on the expiration of forty-eight hours after the date of such posting and all members of the Company shall be deemed to have notice thereof.
  - (g) The Board may make appointments and terminate those appointments as it feels necessary for the proper running of the Company.

### **PROCEEDINGS OF BOARD**

33. The Board may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it shall think fit PROVIDED THAT not more than two (2) calendar months shall elapse between meetings.
34. Two (2) Board Members may at any time and the Secretary upon the request of any two Board Members shall convene a meeting of the Board.
35. (a) At least seven (7) days notice specifying the place day and hour and general nature of the proposed business of the meeting shall be given to every Board Member.  
(b) The requirements of sub-paragraph (a) of this Rule may be waived with the consent of all Board Members for the time being. These consents may be given orally at the meeting for which notice was not duly given.
36. The quorum for any meeting of the Board shall be not less than one-half of the total number of the members of the Board being not less than three (3) in number present in person unless the Board shall otherwise determine.
37. The Board may elect a Chairman and two Deputy Chairmen of their meetings and determine the periods for which they are respectively to hold office. If no Chairman or Deputy Chairman is elected or if at any meeting neither the Chairman nor the Deputy Chairman is present at the time appointed for holding it the Board Members present shall choose one of their number to be Chairman of the meeting.
38. Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote. The Chairman's casting vote may only be used where the deliberative vote was used in the initial poll.
39. A Board Member shall not vote in respect of any contract or proposed contract with the Company in which he is directly or indirectly interested. If he does so vote his vote shall be disregarded.
40. The continuing Board Members may act notwithstanding any vacancy in their number provided that if their number is reduced below that fixed by Rule 28(a) hereof they shall have power only to summon a General Meeting of the Company.
41. A written resolution signed by all the Board Members for the time being in the State of Western Australia being not less in number than one-half of the total number of members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.
42. All acts done at any meeting of the Board or by any person acting as a Board Member shall notwithstanding that it may afterwards be discovered that there were some defect in their or his appointment of that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

### **MINUTES**

43. (a) The Board shall cause minutes to be duly entered in the books provided for the purpose:-
  - (i) of the names of the Board Members present at each meeting of the Board;
  - (ii) of all declarations made or notices given by any Board Member (either generally or specifically) of his interest in any contract or

- proposed contract or of his holding of any office or property whereby any conflict of duty or interest may arise; (iii) of all directions given by the Board, and
- (iv) of all resolutions and proceedings of the Board.
- (b) The minutes of any General Meeting or meeting of the Board if purporting to be signed by the Chairman of the Meeting or by the Chairman of the next succeeding Meeting shall be receivable as prima facie evidence of the matters stated therein.

#### **THE DIRECTOR**

44. The Director of the Company shall be appointed by the Board for such term and with such powers and duties and upon such conditions and otherwise as it thinks fit and may be removed from office by the Board. Upon the adoption of this Constitution the Director shall be in the first instance the founding Director of the Company. The Director shall report to the Board.
- (a) The Director shall be responsible for all Artistic control and Administrative overview of the practical operations of the Company comprising productions and performances.
- (b) The Director may appoint and terminate the appointment of managers, musical directors, producers, conductors, designers and any other artistic or technical staff whatsoever.
- (c) The Director has the power to create a Committee of Management to effect the intent of Rule 44.

#### **THE SECRETARY**

45. The Secretary shall inter alia be responsible for the following:
- (a) keeping proper minutes of all Meetings of the Board;
- (b) informing Board Members of the places dates and times of meetings of the Board;
- (c) making all arrangements for Annual General Meetings of the Company and for any Extraordinary General Meetings and keeping minutes thereof;
- (d) maintaining a register of the membership of the Company, differentiating between ordinary and performing members. This register shall be available for inspection at the company office during normal business hours; (e) on behalf of the Company sue or be sued.

#### **RETURNING OFFICER**

46. A Returning officer, who need not be a member of the Company, shall be appointed by the Board for such term and upon such conditions and otherwise as it shall think fit and may be removed by the Board. The name and address of the Returning Officer shall appear on all notices convening Annual General Meetings.

#### **THE COMMON SEAL**

47. The Board shall provide for the safe custody of the Common Seal which shall not be used except by the authority of the Board or a sub-committee appointed to act in that behalf. Every instrument to which the Seal is affixed shall be signed by a Board Member and shall be countersigned by the Secretary or some other person authorised by the Board in that behalf.

#### **CHEQUES AND NEGOTIABLE INSTRUMENTS**

48. All cheques drafts bills of exchange and other negotiable instruments shall be signed drawn accepted endorsed or otherwise executed (as the case may be) by the Treasurer and one other of such four (4) as shall be appointed by the Board from time to time for the purpose of operating the bank account or accounts of the Company.

### **ACCOUNTS**

49. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet together with a copy of the Auditor's report there on. The Board's obligation hereunder shall include an obligation to cause to be made out and laid before each Annual General Meeting a profit and loss account and balance sheet made up to date not more than four months before the date of the meeting.
50. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Company shall be opened to the inspection of members not being Directors and no member (not being a Board Member) shall have any right of inspecting any account or book or paper of the Company except as conferred by Law or authorised by the Board or by the Company in General Meeting.

### **AUDIT**

51. A properly qualified Auditor or Auditors shall be appointed in accordance with the provisions of Rule 13(g) hereof.

### **NOTICES**

52. A notice may be given personally or by post to the registered address given to the Company or by other method deemed suitable by the Board.
53. Notice of every General Meeting shall be given by the method referred to in Rule 52.
54. The signature to any notice to be given by the Company or the Board may be printed or written.
55. Every Board Member Patron member of the Company or servant of the Company shall be indemnified against and it shall be the duty of the Board out of the funds of the Company to pay all disbursements liabilities costs losses and expenses which any such Board Member Patron member of the Company or servant of the Company may incur or become liable for by reason of any duly authorised contract entered into or duly authorised act or thing done by him in the lawful and proper discharge of his duties.

### **FINANCIAL LIABILITY OF THE COMPANY**

56. No Board Member Patron or Member of the Company or Servant of the Company shall enter into any financial transaction in the name of the Company unless specifically authorised to do so by the Board.

### **WINDING UP OF THE COMPANY**

57. The Company may be wound up by resolution of a Extraordinary General Meeting convened by not less than 28 days notice. The notice of the meeting shall specifically state the purpose of the meeting and to be effective the resolution must be agreed to by three-fourths majority of the members voting on the resolution.
  - (a) If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other institution or institutions having objects identical or similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by this Constitution, such institution or institutions to be determined by the voting members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

#### **INTERPRETATION OF THE CONSTITUTION**

58. The interpretation of this Constitution shall be solely determined by the Board whose decisions shall, until ratified by a General Meeting of the Company be binding upon all members of the Company.

#### **AMENDMENT OF CONSTITUTION**

59. No new clause shall be added nor shall any of the clauses contained herein be amended altered or rescinded unless with the consent of majority of three fourths of the members present at an Annual General Meeting or an Extraordinary General Meeting called for that purpose. Prior notice of motion shall be given as required under Rule 14(b).
60. An Extraordinary General Meeting to amend alter or add to the Constitution shall not be held less than SIX MONTHS from the date of adoption of this Constitution. Subsequent amendments, alterations or additions to the Constitution shall remain in force for SIX MONTHS before themselves becoming subject to any further amendment or alteration.