

Canberra Dance Theatre Inc.

Constitution 2008



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Part 1.1 Preliminary

1 Definitions

In these rules:

the Act means the *Associations Incorporation Act 1991* (ACT);

the Association means Canberra Dance Theatre, which may be abbreviated to CDT; and

financial year means the year ending 31 December;

member means a member, however described, of the Association;

the Regulations means the *Associations Incorporation Regulations 1991* (ACT).

the Secretary means the person holding office under these rules as Secretary of the Association or, if no such person holds that office, the public officer of the Association.

1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

2. Name

The name of the Association is Canberra Dance Theatre Incorporated. In this document it may also be referred to as the Association or CDT.

3. Objects

3.1 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

3.2 The objects of Canberra Dance Theatre are to:

- (a) Be a vibrant, diverse and sustainable component of dance culture of the ACT and region;
- (b) Deliver high quality classes, performances, workshops, and professional development opportunities for professional and recreational dancers and associated artists;
- (c) Provide opportunities for, and work in partnership with local dance and/or associated artists and community members;
- (d) Foster an environment where members can discover, explore, learn, experiment and share a variety of dance styles and techniques; and
- (e) Promote dance through the delivery of the CDT objects.

Part 1.2 Membership

4. Membership Qualifications

- 4.1 Membership is open to all who agree to abide by the rules of the Constitution.
- 4.2 A person will become a member upon payment of the annual fee and on provision of contact and personal information sufficient to comply with the safety, communication, and media permission requirements of CDT records.
- 4.3 Life Membership of CDT may be conferred on individuals with a history of outstanding service to CDT and the Canberra dance community in general. Life Membership will be conferred by a resolution of the Board.

5. Membership Fees

- 5.1 Subscriptions will be paid annually by each member of the Association at a rate determined by the Board.
- 5.2 Subscriptions will be due on the first class of the term every year for continuing members, and upon attending the fourth dance class in a calendar year or the purchase of a dance card for all others.

6. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by section 5.

7. Disciplining of members

- 7.1 If the Board is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
 the Board may, by resolution—
 - (c) expel the member from the Association; or
 - (d) suspend the member from the rights and privileges of membership of the Association that the Board may decide for a specified period.
- 7.2 A resolution of the Board under subsection 7.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection 7.3, confirms the resolution in accordance with this section.

- 7.3 If the Board passes a resolution under subsection 7.1, the secretary must, as soon as practicable, serve a written notice on the member—
- (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- 7.4 Subject to the Act, section 50, at a meeting of the Board mentioned in subsection 7.2, the Board must—
- (a) give to the member mentioned in subsection 7.1 an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under subsection 7.1.
- 7.5 If the Board confirms a resolution under subsection 7.4, the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- 7.6 A resolution confirmed by the Board under subsection 7.4 does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with section 8.4.

8 Right of appeal of disciplined member

- 8.1 A member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under section 7.4, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 8.2 On receipt of a notice under subsection 8.1, the secretary must notify the Board which must call a general meeting of the Association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

- 8.3 Subject to the Act, section 50, at a general meeting of the Association called under subsection 8.2—
- (a) no business other than the question of the appeal may be transacted; and
 - (b) the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under section 7.4 should be confirmed or revoked.
- 8.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 7.4, that resolution is confirmed.

Part 1.3 Board

9 Powers of Board

The Board, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting—

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

10 Constitution and membership

- 10.1 The Board of the Association must consist of at least five and not more than twelve members, each of whom must be elected under section 11 or appointed in accordance with subsection 10.7.
- 10.2 The office-bearers of the Association must include—
- (a) Company Manager; and
 - (b) the Treasurer; and
 - (c) the Secretary.
- 10.3 Other positions on the Board include, but are not limited to, Chairperson, Public Officer, Artistic Director, Studio Manager, Marketing Manager, Members Manager, and Communications Manager. These functions may be further divided or shared as agreed to by the Board.
- 10.4 Members of the Board may hold more than one office.
- 10.5 Members of the Board may perform such other duties on the Board from time to time as determined by the Board.

- 10.6 Each member of the Board holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 10.7 If there is a vacancy in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

11 Election of Board members

- 11.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Board members—
- (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the Secretary of the Association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- 11.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- 11.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- 11.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 11.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 11.6 The ballot for the election of office-bearers and ordinary Board members must be conducted at the annual general meeting in the way the Board may direct.

12 Secretary

- 12.1 The Secretary of the Association must, as soon as practicable after being appointed as secretary, notify the Association of his or her address.
- 12.2 The Secretary must keep minutes of—
- (a) all elections and appointments of office-bearers and ordinary Board members; and
 - (b) the names of members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- 12.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

13 Treasurer

- 13.1 The Treasurer of the Association must—
- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

14 Removal of Board members

The Association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

15 Board meetings and quorum

- 15.1 The Board must meet at least 3 times in each calendar year at the place and time that the Board may decide.
- 15.2 Additional meetings of the Board may be called by any member of the Board.
- 15.3 Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 15.4 Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.
- 15.5 Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 15.6 No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 15.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- 15.8 At meetings of the Board—
- (a) the Chairperson or, in the absence of the Chairperson, the deputy Chairperson presides; or
 - (b) if the Chairperson and the deputy Chairperson are absent—1 of the remaining members of the Board may be chosen by the members present to preside.

16 Delegation by Board to sub-board

- 16.1 The Board may, in writing, delegate to 1 or more sub-boards (consisting of the member or members of the Association that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than—
- (a) this power of delegation; and
 - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- 16.2 A function, the exercise of which has been delegated to a sub-board under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-board in accordance with the terms of the delegation.
- 16.3 A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- 16.4 Despite any delegation under this section, the Board may continue to exercise any function delegated.
- 16.5 Any act or thing done or suffered by a sub-board acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
- 16.6 The Board may, in writing, revoke wholly or in part any delegation under this section.
- 16.7 A sub-board may meet and adjourn as it considers appropriate.

17 Voting and decisions

- 17.1 Questions arising at a meeting of the Board or of any sub-board appointed by the Board are decided by a majority of the votes of members of the Board or sub-board present at the meeting.
- 17.2 Each member present at a meeting of the Board or of any sub-board appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 17.3 Subject to section 15.5, the Board may act despite any vacancy on the Board.
- 17.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-board.

Part 1.4 General meetings

18 Annual general meetings—holding of

- 18.1 With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within 5 months after the end of each financial year of the Association, call an annual general meeting of its members.
- 18.2 The Association must hold its first annual general meeting—
- (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the Association.
- 18.3 Subsections 18.1 and 18.2 have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

19 Annual general meetings—calling of and business at

- 19.1 The annual general meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.
- 19.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports on the activities of the Association during the last financial year; and
 - (c) to elect members of the Board, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- 19.3 An annual general meeting must be specified as such in the notice calling it in accordance with section 21 (Notice).
- 19.4 An annual general meeting must be conducted in accordance with the provisions of this part.

20 General meetings—calling of

- 20.1 The Board may, whenever it considers appropriate, call a general meeting of the Association.
- 20.2 The Board must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the Association.
- 20.3 A requisition of members for a general meeting—
- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and

- (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- 20.4 If the Board fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- 20.5 A general meeting called by a member or members mentioned in subsection 20.4 must be called as nearly as is practicable in the same way as general meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

21 Notice

- 21.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by electronic mail to each member at the member's email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Members without an email address will be notified by prepaid post.
- 21.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection 21.1 specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- 21.3 No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 19.2.
- 21.4 A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

22 General meetings—procedure and quorum

- 22.1 No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 22.2 Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 22.3 If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified

at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 22.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

23 Presiding member

- (1) The Chairperson, or in the absence of the Chairperson, the deputy Chairperson, presides at each general meeting of the Association.
- (2) If the Chairperson and the deputy Chairperson are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

24 Adjournment

- 24.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 24.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 24.3 Except as provided in subsections 24.1 and 24.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

25 Making of decisions

- 25.1 A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 25.2 At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- 25.3 If the poll is demanded at a general meeting, the poll must be taken—
- (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

26 Voting

- 26.1 Subject to subsection 26.3, on any question arising at a general meeting of the Association a member has 1 vote only.
- 26.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 26.3 If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 26.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

27 Appointment of proxies

- 27.1 Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

Part 1.5 Miscellaneous

28 Funds—source

- 28.1 The funds of the Association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the Board decides.
- 28.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 28.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

29 Funds—management

- 29.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.
- 29.2 All cheques, drafts, bills of exchange, promissory notes, electronic payments and other negotiable instruments must be agreed and/or signed by any 2 members of the Board or employees of the Association, being members of the Board or employees authorised to do so by the Board.

30 Alteration of objects and rules

Neither the objects of the Association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

31 Custody of books

Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

32 Inspection of books

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

33 Service of notice

- 33.1 For these rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 33.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the

person at the time when the letter would have been delivered in the ordinary course of post.

34 Surplus property

- 34.1 In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- 34.2 The Association must pass a special resolution at a general meeting nominating—
- (a) another Association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b);
- in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- 34.3 An Association nominated under subsection 34.2 (a) must fulfil subclause 34.1 and the requirements specified in the Act, section 92 (2).