



## Rebus Theatre Incorporated Constitution

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## PART 1 - PRELIMINARY

### 1. Name

- 1.1 The name of the Association is “Rebus Theatre Incorporated” (Rebus Theatre Inc.)

### 2. Interpretation

- 2.1 In these rules, unless a contrary intention appears –

**Annual General Meetings** means any meeting held in accordance with rules 28, 29 and 30;

**Committee** means the Committee as defined in Part III of this Constitution;

**Committee Meeting** means any meeting held in accordance with Rule 25;

**Committee Member** means a member of the Committee pursuant to rule 17;

**Delegation** means a function, power or duty donated to another, either in whole or in part, for a given purpose and requisite period of time;

**Financial year** means the year ending on 30 June;

**General Meeting** means any Annual General Meeting of the Association held in accordance with rules 28, 29 and 30;

**Member** means a member of the Association as defined in rule 4 of this Constitution;

**MOU** means Memorandum of Understanding;

**Objects** means those objects set out in Rule 3 of these Rules;

**Office Bearer** means the Office Bearers of the Association as detailed in rule 17;

**Secretary** means the person holding office under these rules as Secretary of the Association or, where no such person holds that office, the Public Officer of the Association.

**Special resolution** means a resolution passed at an extraordinary General Meeting of all Members.

**The Act** means the *Associations Incorporation Act 1991* of the ACT;

***The ACT*** means the Australian Capital Territory;

***The Association*** means Rebus Theatre Incorporated;

***The Constitution*** means the Constitution of Rebus Theatre Incorporated;

***The Regulation*** means the *Association Incorporation Regulation 1991* of the ACT.

## **2.2 In these rules**

- (a) a reference to a function includes a reference to a power, authority and/or duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority and/or duty, is a reference to the exercise of the power or authority or the performance of the duty.

2.3 The provisions of the *Legislation Act 2001* apply to, and in respect of, these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2.4 Should any gaps or ambiguity in this Constitution exist, the Model Rules contained in Schedule 1 of the Regulation apply.

## **3. Objects of the Association**

3.1 Rebus is established as a charitable entity with the purpose of:

- advancing health, social and public welfare;
- promoting the prevention and treatment of mental illness in human beings and;
- promoting reconciliation, mutual respect and tolerance between people;

and has the following objects:

3.1.1 To advance health, social and public welfare and promote physical and mental health, through the use of theatre and other artforms;

3.1.2 To promote better mental and physical health, particularly among people with disability and other forms of marginalisation, using theatre and other artforms;

3.1.3 To prevent and treat mental illness and trauma, using theatre and other artforms, by

- increasing social connection;
- giving a voice to people with disability and other forms of marginalisation;
- increasing awareness of and connection to the natural world;

3.1.4 To promote reconciliation, mutual respect, tolerance and social justice between people, through theatre and other artforms.

#### **4. Powers**

- 4.1 Subject to this Constitution the Association has the power to do all things necessary or convenient to be done in connection with the performance of its functions, and to meet the objectives of the Association;
- 4.2 This includes the delegation of powers, in part or in whole to a sub-committee for a particular purpose subject to exemption as specified under the Act.

### **PART 2 – MEMBERSHIP AND VOTING**

#### **5. Membership Qualification**

- 5.1 An individual is qualified to be an Ordinary Member of the Association if;
- The applicant submits an application in the approved form
  - The applicant has a genuine interest in supporting the vision and goals and outcomes of Rebus Theatre;
- 5.2 Companies and organisations may be eligible to join as Associate members if:
- The applicant submits an application in the approved form
  - The applicant has a genuine interest in supporting the vision and goals and outcomes of Rebus Theatre;

#### **6. Admission of Membership**

- 6.1 (a) An application for Membership (either Ordinary Member or Associate Member) must be made in writing in the form attached in Appendix I of this Constitution, or in another form approved by the Management Board.
- (b) The Application for Membership form should be lodged with the Secretary as soon as practicable.
- 6.2 As soon as is practicable after receiving an application for membership, the Secretary shall refer the application to the Board, who shall determine suitability of membership of the applicant.
- 6.3 On determination of the Membership Application by the Board, the Secretary must notify the applicant of the outcome, and on successful application, request the applicant to pay the sum specified under this Constitution as the entrance/first yearly subscription of membership within 28 days following successful notification. Subscription fees are set out in Rule 12.2.

- 6.4 On receipt of the subscription fee, the Secretary shall within 14 days enter the applicant's name and details in the Register of Membership whereby the applicant will become a member of the Association and have all benefits, rights and responsibilities of the type of membership granted.
- 6.5 Where the Board rejects an application for membership, the Secretary shall as soon as practicable after that determination notify the applicant of that rejection.
- 6.6 The Secretary is not obliged to advise the applicant of the reason for the determination.

## **7. Rights, Benefits and Responsibilities of Membership**

- 7.1 Ordinary Members who hold a current subscription are entitled to attend General Meetings and entitled to one vote.
- 7.2 Ordinary Members have the right to vote via properly nominated proxy as outlined in Appendix III.
- 7.3 Ordinary Members are entitled to attend Board Meetings on invitation, however are not entitled to vote on matters within the scope of the Board.
- 7.4 Associate Members are entitled to attend General Meetings but do not have the right to vote.
- 7.5 Members, both Ordinary and Associate, are required to abide by this Constitution and the Association Code of Conduct attached to this Constitution at Appendix II.
- 7.6 Ordinary and Associate Members are entitled to receive information on Association Activities, which may include invitations to Association events.

## **8. Membership rights are not transferrable**

- 8.1 All rights, privileges and obligations associated with Membership of the Association
- (a) are not capable of being transferred or transmitted to another member; other than a single right to vote via proxy in the approved format under Rule 7.2 and;
  - (b) terminates upon cessation of Membership.

## **9. Cessation of Membership**

- 9.1 A member ceases to be a Member of the Association if;

- (a) the Association is wound up;
- (b) the Member resigns from the Association in writing
- (c) they are expelled from the Association; or
- (d) they fail to renew yearly Membership of the Association with fees past due no more than a period of 2 months.
- (e) the Member is deceased.

9.2 A member who takes a period of leave from the activities of the Association is not deemed to have resigned from the Association until such time as Rule 9.1 comes into effect.

## **10. Resignation of Membership**

10.1 A Member who wishes to resign from the Association shall provide the Secretary with written notice prior to the end of their current subscription.

## **11. Association Register of Membership**

11.1 On commencement of the Association, the Secretary/Public Officer must establish and maintain a Register of Membership of the Association which must contain the following information for each Member;

- (a) Full name
- (b) Address, telephone contact and email address
- (c) Date of commencement of Membership.

11.2 The Register of Association Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association under reasonable arrangements.

## **12. Fees and Charges**

12.1 All Members must pay an annual Membership (subscription) fee.

12.2 The Annual Membership subscription to the Association for

- Ordinary members is \$20.00 full price and \$10.00 for concession, or otherwise prescribed by the Board.
- Associate Members is \$50 for an organisation with less than 40 persons and \$100 for organisations with more than 40 persons, or otherwise prescribed by the Board.

12.3 The Board shall determine the annual Membership fee for the Association, with the Board to re-assess the Membership fee from time to time as the Board sees fit.

12.4 The Annual Membership fee is payable by the due date, being one calendar week before the anniversary date recorded in the Association Membership Register, or otherwise as determined by the Board.

### **13. Liability of Members**

13.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Rule 12 of this Constitution.

### **14. Discipline of Members**

14.1 Where the Committee is of the opinion that a Member has;

- (a) executed an episode of conduct deemed to be a serious breach of these rules; and any other associated Code of Conduct of the Association or,
- (b) persistently refused or neglected to comply with these rules; or,
- (c) persistently and wilfully acted in a manner prejudicial to the interests of the Association, which may also include but not limited to, acts which frustrate or inhibit the administration of the Association.

The Member may be subject to disciplinary action by the Association subject to a resolution of the Committee.

14.2 Disciplinary action may include;

- (a) Issuing the Member with a written warning;
- (b) The suspension of a Member's right(s) or privilege(s) for a specified period of time;
- (c) Cancel the Membership and expel the person from the Association.

14.3 Where the Committee passes a resolution under Rule 14 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member setting out the following information;

- (a) the incident/behaviour complained of, including any additional relevant information;
- (b) the resolution of the Committee and the grounds on which it is based;



- (c) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (d) stating the date, place and time of that meeting; and
  - (e) 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 Committee at or prior to the date of that meeting written representations relating to the resolution.
  - (f) informing the member they are entitled to have support person/advocate present with them at the meeting.
- 14.4 Subject to section 50 of the Act, at a meeting of the Committee in accordance with rule 14.3 the Committee shall;
- (a) give to the member mentioned in rule 14 an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution made under Rule 14.1, and/or review or cancel the proposed disciplinary action made under rule 14.3.
- 14.5 A resolution of the Committee under Rule 14.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under rule 14.3 confirms the resolution in accordance with this rule.
- 14.6 Where the Committee confirms a resolution under Rule 14.4 (c), the Secretary shall, within 7 days after that confirmation, provide a written notice to the member outlining the Committee's decision, and outlining the member's right of appeal under Rule 15.
- 14.7 A resolution confirmed by the Committee under Rule 14.4(c) does not take effect until;
- (a) the expiration of the period within which the member is entitled to appeal against the resolution where by the member does not lodge an appeal against the resolution; or,
  - (b) within the period where the member exercises the right of appeal unless or until the Association confirms the resolution in accordance with Rule 14.4(c)

## **15. Rights of Appeal of Disciplinary Action.**

- 15.1 A member may appeal to the Association in a General Meeting against a resolution of the Committee confirmed under Rule 14.4 within 7 days after notice of the resolution is served on the member. An appeal must be lodged in writing with the Secretary.
- 15.2 Upon receipt of a notice of appeal under rule 14.6, the Secretary shall notify the Committee which shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- 15.3 Subject to section 50 of the Act, at a General Meeting of the Association convened under Rule 14.4 whereby;
- (a) no other business other than the question of the appeal shall be transacted;
  - (b) the Committee and the Member shall be given the opportunity to make representations in relation to the appeal, either orally or in writing, or both; and,
  - (c) the Member is entitled for a support person/advocate to be present with them;
  - (d) the Members present shall vote by secret ballot as a special resolution on the question of whether the resolution made under Rule 14.4 (c) should be confirmed or revoked.
- 15.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 14.4(c), the resolution is confirmed and the disciplinary action stands.

## **PART 3 – THE COMMITTEE**

### **16. Powers of the Committee**

- 16.1 The Committee, subject to the Act, the Regulation, these rules, and to any resolution passed by the Association in general meeting –
- (a) shall control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meetings; and

- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) may delegate, either in whole or in part, tasks and/or responsibilities to individuals or sub-committees outside of the Committee as it sees fit.

## **17. Constitution and Membership**

17.1 The Committee shall consist of:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;
- (d) the Secretary; and,
- (e) at least one and no more than five General Committee members.

17.2 While Committee members are not required to be Members, there shall be no less than three members on the Committee.

17.3 The term of office of a Committee member commences at the close of the Annual General Meeting at which he or she is elected and concludes at the opening of the next Annual General Meeting.

17.4 A Committee member may stand for re-election at any Annual General Meeting at which he or she is required to retire.

17.5 There is no limit to the number of times a Committee Member may re-stand for election subject to the election process outlined in Rule 18.

17.6 In the event of a vacancy in the membership of the Committee, the Committee may appoint a person to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the commencement of the next Annual General Meeting.

17.7 Other than a limited vacation period, no Committee Member will hold more than one Officer Bearer position at any one time.

## **18. Election of Office Bearers.**

18.1 Nominations of candidates for election as Office bearers shall be;

- (a) 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) delivered 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.
- 18.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may otherwise be received at the Annual General Meeting without notice.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 18.5 If the number of nominations received for the election of Office bearers exceed the number of vacancies to be filled, a ballot shall be held.
- 18.6 The ballot for the election of Office bearers shall be conducted at the Annual General Meeting in such manner as the Committee may direct.

## **19. Duties of the President**

- 19.1 The role of the President is to;
  - (a) act as the representative for Rebus Theatre and to officiate at all its official functions
  - (b) preside over meetings, or delegate this function as required.

## **20. Duties of Vice President**

- 20.1 The role of the Vice-President is to:
  - (a) Upon the request of the President, or in the absence of the President, take over the duties of the President

## **21. . Duties of Secretary**

- 21.1 The Secretary of the Association must, as soon as practicable after the appointment as Secretary, lodge notice with the Association of his or her address.
- 21.2 It is the duty of the Secretary to:
  - (a) to carry out any and all direction given to them by the Committee or any Sub Executive Committee of the Association;
  - (b) to keep all administrative records of the Association

- (c) comply with all requests made pursuant to the Constitution or any of the rules made thereunder.
- (d) receive all reports from the Sub-Committees, officials and members and place them before the next executive meeting of the Association
- (e) ensure regulatory requirements are maintained

21.3 It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Committee;
- (b) the names of members of the Committee present at the Committee Meeting or a General Meeting; and
- (c) all proceedings at Committee Meetings and General Meetings.

21.4 Minutes of proceedings at a Meeting must be accepted by the Presiding member of the meeting or by the Presiding member at the next succeeding meeting.

## **22. Duties of Treasurer**

22.1 It is the duty of the Treasurer of the Association to:

- (a) ensure that all monies due to the Association are collected and received and that all payments authorised by the Association are made;
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (c) Report to the Committee regularly on the financial status of the Association.

## **23. Signing Authority of Committee Members**

23.1 The President, Vice-President, Secretary and Treasurer shall be the signing officers of the Association and any two signatures shall suffice. Where more than one of the aforementioned positions is occupied by two or more people who are related (in any way) then only one shall be a signatory of the Association.

## **24. Committee Vacancies**

24.1 For the purposes of these rules, a vacancy in the office of a Committee Member occurs if the member;–

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns from the position;
- (d) is removed from position pursuant to rule 24;
- (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;
- (f) suffers from mental or physical incapacity which renders them incapacitated or unable to carry out their duties on the Committee;
- (g) is disqualified from office under subsection 63(1) of the Act; or
- (h) is absent for more than 3 consecutive meetings without the consent of the Committee.

## **25. Removal of a Committee Member**

- 25.1 The Association in general meeting may by resolution, subject to section 50 of the Act, remove any Committee member from a position on the Committee before the expiration of the member's term of office. This rule is subject to any appropriate steps taken under Rules 13, 14 and 15.

## **26. Committee Meetings and Quorum**

- 26.1 The Committee shall meet at a minimum 4 times in each financial year at such place and time as the Committee may determine.
- 26.2 Additional meetings of the Committee may be convened by the President or any two Committee members.
- 26.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Committee member at least 7 days (or such other period as may be unanimously agreed upon by the Committee members) before the time appointed for the holding of the meeting.
- 26.4 Notice of a meeting given under Rule 30 and 31 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 26.5 Any 50% of currently serving Committee members shall constitute a quorum for the transaction of the business of a meeting of the Committee.

- 26.6 No business shall be transacted by the Committee 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 the same hour of the same day in the following week.
- 26.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 26.8 At Committee Meetings, the President or in the absence of the President, the Vice-President shall preside.

## **27. Delegation from Committee to Sub Committee**

- 27.1 The Committee may delegate to one or more sub-committees the exercise of a function of the Committee. The delegation must be specified and noted in minutes.
- 27.2 The Committee may not delegate the functions of:
- (a) the power of delegation; and
  - (b) a function imposed on the Committee by the Act, by any other law of the Territory, or by resolution of the Association in general meetings.
- 27.3 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 27.4 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 27.5 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 27.6 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 27.7 The Committee may, by instrument in writing, amend or revoke wholly or in part any delegation under this rule.
- 27.8 A sub-committee may meet and adjourn as it thinks proper.

## **28. Voting and Decisions**

- 28.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- 28.2 Each member present at a Committee Meeting or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote.
- 28.3 in the event of an equality of votes under Rule 28.2 on any question, the person presiding may exercise a second or casting vote.
- 28.4 Subject to Rule 26.5 the Committee may act notwithstanding any vacancy on the Committee.
- 28.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

#### **PART 4 GENERAL MEETINGS**

29. With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of its members.
- 29.1 Rule 29 has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

#### **30. Annual General Meetings – Call for Business**

- 30.1 The Annual General Meeting of the Association shall, subject to the Act, be convened on such a date and at such a place and time as the Committee sees fit, however this must be not called at a time which causes significant inconvenience to its members.
- 30.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be;
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee, reports on the activities of the Association during the last preceding Financial Year;
  - (c) to elect Committee Members, including Office Bearers; and



- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.

30.3 An Annual General Meeting shall be specified as such in the notice convening it in accordance with Rule 30.

30.4 An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

### **31. Call for General Meeting other than an Annual General Meeting**

31.1 The Committee may, whenever it thinks fit, convene a general meeting of the Association.

31.2 The Committee shall, on the request of not less than 2 Committee members convene a general meeting of the Association. An Association member may also make a request to the Committee to call a General Meeting.

31.3 A request of members calling for a general meeting :

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be in writing and signed by the members making the request;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by 1 or more of the persons making the request.

31.4 If the Committee fails to convene a general meeting within one month after the date on which a request of members for the meeting is lodged with the Secretary, any one or more of the persons who made the request may convene a general meeting to be held not later than three (3) months after that date, when and only when the number of members making the request is 10% of the association membership or 4 members, whichever is highest.

31.5 A general meeting convened by a person or persons referred to in rule 30.4 shall be convened as early as is practicable in the same manner as general meetings are convened by the Committee and any person who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **32. . Notice**

32.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to

be given to each member appearing in the Register of Members, the notice to specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 32.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member in the manner provided in Rule 30 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.
- 32.3 No business, other than that specified in the notice convening a general meeting, shall be transacted at the meeting.
- 32.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **33. General Meetings – Procedure and Quorum**

- 33.1 No item of business shall 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.
- 33.2 Five members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 33.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the request of members shall be dissolved and in any other case shall stand 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.
- 33.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute a quorum.

### **34. . The Presiding Member**

- 34.1 The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of the Association.

- 34.2 If the President and the Vice-President are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

### **35. Adjournment**

- 35.1 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall 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.
- 35.3 Except as provided in rule 29.1 and 29.2, notice of an adjournment of a general meeting or of the business to be transacted at any adjourned meeting is not required to be given.

### **36. Making Decisions**

- 36.1 A question arising at a general meeting of the Association shall be determined 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, carried unanimously, or carried by a majority, or lost, and 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.
- 36.2 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.
- 36.3 Where the poll is demanded at a general meeting, the poll shall be taken –
- (a) immediately in the case of a poll which 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 such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **37. Voting**

- 37.1 Subject to Rule 30.3 upon any question arising at a general meeting of the Association, only members are entitled to vote and each such member is only entitled to one vote.
- 37.2 All votes shall be given personally or by proxy but no member may hold more than 1 proxy.
- 37.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 37.4 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.

### **38. Appointment of Proxies**

- 38.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 38.2 The notice appointing the proxy shall be in the form set out in Appendix to these rules.

## **PART 5 – Miscellaneous Provisions**

### **39. Alteration of Rules and Objectives of the Association**

- 39.1 Neither the objects of the Association outlined in Rule 3 of this Constitution, nor these rules shall be altered except in accordance with the Act and procedures outlined in Rule 33

### **40. The Common Seal**

- 40.1 The common seal of the Association shall be kept in the custody of the Secretary.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two Committee Members.

### **41. Custody and inspection of the Books**

- 41.1 Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association. All records must be kept in a format able to be inspected on request.

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

## **42. Service of a Notice Generally**

- 42.1 A notice shall be given by the Association to a Member in writing and where practicable in his or her preferred alternative format and delivered either;

- (a) personally by hand;
- (b) electronically by email or fax
- (c) by post

- 42.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice, and is taken to have been given on the third business day after the date it was posted.

- 42.3 A notice sent by email or fax is taken to be given on the day after it is sent.

## **43. Application of Property**

- 43.1 Rebus Theatre acts as an agency to promote equity and diversity, to further the opportunities and skills of people with disabilities in the performing Arts Sector and to advocate for people with disabilities.

- 43.2 The income and property of the Association, however derived, shall, subject to any obligations under legal and contractual requirements, be used and applied solely in the promotion of its objects and in the exercise of the powers conferred upon it by the rules.

- 43.3 No portion of the Association's income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

- 43.4 The requirement contained in sub-Rule 43.3 shall not, however, prevent the payment in good faith of:

- (a) Interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member in the Association or otherwise owing by the Association to the member; or
- (b) any remuneration of any officers or servants or employees of the Association or other person in return for any services genuinely rendered to the Association.

- 43.5 Subject to any Resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuit of the objects of the Association in such manner as the Committee determines.

#### **44. Annual Audit of Accounts**

- 44.1 The accounts of the Association shall be audited as at the 30 June in each year, and shall be submitted for consideration to the Annual General Meeting.

#### **45. Insurance**

- 45.1 The Association must effect and maintain insurance under section 44 of the Act.
- 45.2 In addition to the insurance required under Rule 45.1, the Association may effect and maintain other insurance.

#### **46. Funds – Source**

- 46.1 The funds of the Association will be derived from:
- (a) entrance fees/performance fees;
  - (b) Annual subscriptions of Members
  - (c) grants, donations and gifts; and
  - (d) fund raising activities (including art unions, raffles and games of chance); and
  - (e) subject to any Resolution passed by the Association at General Meeting, such other sources as the Committee determines.
- 46.2 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.
- 46.3 The Association must, as soon as practicable after receiving money, issue an appropriate receipt.
- #### **47. Dissolution of the Association**
- 47.1 The Association shall be dissolved in the event of membership less than 5 persons or upon the vote of a 75% majority of Members present at a Special General Meeting convened to consider such a question.
- 47.2 In the event of the dissolution or winding up of the Association, any surplus property of the Association is taken to vest in:

- (a) another association that is, or had been, nominated by special resolution of the Association and:
  - (i) has objects substantially the same as the Association;
  - (ii) is not carried on for the object of securing pecuniary gain for its members; and
  - (iii) has a provision in its rules requiring any surplus property of the association to be passed, on the dissolution or winding-up of the association, to another association that also meets the requirements in clauses 47.2(a)(i) and (ii) above; or
- (b) a fund, authority or institution in Australia mentioned in the *Income Tax Assessment Act 1997* (Cth) subdivision 30-B that is nominated by special resolution of the Association; or
- (c) if no association, fund, authority or institution has been nominated in accordance with paragraph (a) or (b) – in the registrar-general.

47.3 If the Association is endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act 1997* (Cth) at the time it is dissolved or wound up, then the Association must only distribute the surplus property and funds to an association that:

- (a) meets the requirements of clause 47.2(a); and
- (b) is endorsed as a deductible gift recipient at the time the distribution is made.

47.4 If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be dissolved or wound up), any surplus property and funds must be transferred to one or more charities that meet the following requirements:

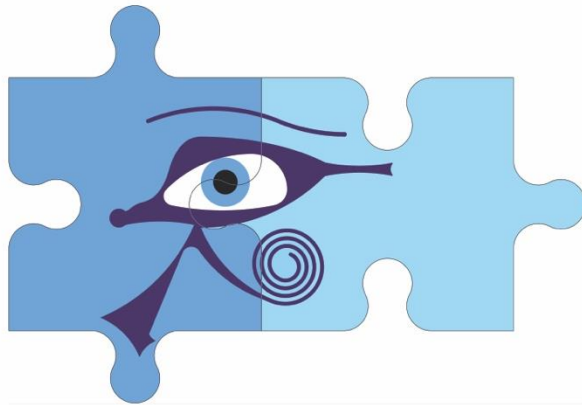
- (a) has a charitable purpose(s) similar to, or inclusive of, the Objects; and
- (b) prohibits the distribution of property and funds to its members to at least the same extent as this Constitution; and
- (c) is endorsed as a deductible gift recipient at the time the distribution is made.

#### **48. Transitional Provisions**

- 48.1 On adoption of this Constitution by the Association all resolutions, determinations and acts made or taken by the Association replaced by this Constitution still in effect and continuing shall, where appropriate, continue to operate as if made or taken under this Constitution and the records of the Association replaced by this Constitution shall continue to be the records of this Association.



APPENDIX I



REBUS  
THEATRE

Rebus Theatre Inc.

Full Name: \_\_\_\_\_ DOB: \_\_/\_\_/\_\_\_\_

Address: \_\_\_\_\_

Suburb: \_\_\_\_\_ Postcode: \_\_\_\_\_

Home Phone: \_\_\_\_\_

Mobile: \_\_\_\_\_

Email: \_\_\_\_\_

Gender: \_\_\_\_\_

Do you identify as a person with a disability (please circle)? –Yes/No/Prefer not to say

Do you identify as an Aboriginal or Torres Strait Islander (please circle)? - Yes/No/Prefer not to say

I hereby apply to be a member of Rebus Theatre Incorporated (Inc.)

In the event of my admission as a member, I agree to be bound by the constitution of Rebus Theatre Inc.

Signature of Applicant or Parent/Guardian/Carer: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_ Date: \_\_/\_\_/\_\_\_\_

## APPENDIX II

### **Rebus Theatre Inc.**

#### **Code of Conduct**

##### **Purpose**

This Code of Conduct sets out Rebus Theatre Inc.'s expectations on how all members must conduct themselves whilst involved in the activities of the company. Rebus Theatre Inc. is committed to fostering a positive, honest, inclusive and productive environment for everyone involved with the company.

The Code seeks to provide a safe, enjoyable and equitable environment for all, in the undertaking of their role within Rebus Theatre Inc.

##### **The Code**

###### **As an ordinary or associate member, I will:**

- act ethically, honestly and with integrity;
- treat everyone (including myself) with respect, courtesy and fairness, and have proper regard for their interests, rights, safety, welfare and individual needs;
- not harass, bully or discriminate against anyone in the association;
- contribute to a harmonious, safe and productive environment;
- not misuse official information for personal or commercial gain for myself or another;
- report any fraudulent or corrupt behaviour;
- not engage in fraud or corruption;
- behave at all times in a way that upholds the good reputation of the association;
- respect the confidentiality and privacy of all information as it pertains to individuals; and
- report any breaches of the code of conduct.

###### **In the event I become an office bearer, I will:**

- make decisions fairly, impartially and in a reasonable timeframe, having consideration to relevant information, legislation, policies and procedures;
- arrive at meetings on time and prepared;

- attend all meetings required unless valid and sufficient notice is given; and
- not disclose official information or documents acquired through my work, other than as required by law or where proper authorisation is given;

I commit:

- to taking responsibility for reporting improper conduct or misconduct which has been, or may be occurring within the association. I will report the details to the relevant people or agency; and
- to taking responsibility for, and contributing, to a constructive, safe and positive environment.

I acknowledge:

- that what I post on social media falls under the code of conduct and will be treated as such. (Social media defined as Websites and applications that enable users to create and share content or to participate in social networking-Oxford dictionary online)

**Rebus Theatre Incorporated.**

**FORM OF APPOINTMENT OF PROXY**

We.....  
(member organisation)

of .....  
(address)

being a member of .....  
(name of incorporated Association)

hereby appoint .....  
(full name of proxy)

of .....  
(address)

being a member organisation of Rebus Theatre Incorporated(or a member of the Member in this form), as our proxy to vote for our organisation on our behalf at the general meeting of the Association (annual general meeting or other general meeting, as the case may be) to be held on the .....day of .....200..

and at any adjournment of that meeting.

\*Our proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

.....  
(signature of Member appointing proxy)

.....  
(date)  
(\*To be inserted if desired)

*Note:* A proxy vote may not be given to a person who is not a Member of the Association.