

**For the Members of Friends of the Arts**  
**Explanatory Notes for proposed new Constitution to replace**  
**Memorandum and Articles**

**The Board recommends the adoption of a New Constitution** as suggested by Ian Kennedy of McLaughlins Lawyers.

The general nature and effect of adopting the New Constitution are referred to in the Summary of the proposed New Constitution set out below. The full text of the proposed New Constitution will also be made available to members as described below.

In the interests of economy and protection of the environment, the Board has decided that it is not necessary to post a hard printed-out copy of the proposed New Constitution to all members of the Company. The proposed New Constitution will be provided and be available for review by the members as follows:

- (a) Printed copies will be available for inspection at the place of the meeting two hours before the meeting and during the meeting;
- (b) All members who have provided their email to the Company will receive an electronic copy by email, together with an electronic copy of this notice;
- (c) Printed copies will be made available for collection from the Registered Office of the Company being McLaughlins Lawyers, 1B, 9 Ouyan Street, Bundall or at the HOTA Box Office.

If any Member requires a copy of the Existing Constitution (Memorandum and Articles of Association) for purposes of comparative analysis then an electronic copy will be provided on request without charge and, upon request, printed copies may be made available for collection from the Registered Office of the Company being McLaughlins Lawyers, 1B, 9 Ouyan Street, Bundall or at the HOTA Box Office.

**PLEASE NOTE:**

This Explanatory Message to Members is not to be taken in any way as affecting the wording of the proposed New Constitution, but is provided to inform Members of what is proposed and to draw attention to particular matters.

## Notes to Members

1. In accordance with the Existing Constitution all Members who have paid their 2018 membership fees before the AGM are entitled to one vote on the Special Resolution.
2. A Member is not entitled to vote at any general meeting of the Company unless all money due and payable by the Member to the Company has been paid. Article 7 of the Existing Constitution provides that “no member shall be entitled to exercise the rights or privileges of a member unless all moneys due by him to the Company have been paid” in accordance with Articles 12 and 13 of the Existing Constitution.
3. To be passed, the Special Resolution must receive votes in favour from not less than three quarters (75%) of those Members who, being eligible to do so, vote at the meeting including by proxy.
4. The resolution is to be determined by a show of hands. A ballot (poll) may be demanded by any two members present as set out in clause 42 of the Existing Constitution.
5. Proxy Votes are allowed under the Existing Constitution for voting on the Special Resolution. For the purpose of clarification it should be noted that this is different for the case of election of Board Members at the annual general meeting where voting by proxy is not permitted.
6. The Special Resolution will be considered as a whole and will not be altered by motions from the floor of the meeting.

## Summary

1. This Constitution is proposed to replace the Memorandum of Association and Articles of Association that was registered with the ASIC on 25 November 1992 and incorporated changes to 8/9/2014 (the “**Memo and Articles**”). The Memo and Articles were created before the present Corporations Act 2001 and, while they have advantages of brevity, a reader must refer to the Corporations Act to understand the main principles governing management of the Company.

2. Many existing clauses from the Memo and Articles have been retained however many have been removed or replaced with more appropriate clauses.
3. **Clause 1** reflects the recently agreed name change of the Company.
4. The Company is a charity registered with the Australian Charities and Not-for-profits Commission (**ACNC**). The Company is, and ought to remain, a Not for Profit Company, which is the intent of it being a Public Company Limited by Guarantee. **Clauses 3, 4 and 8** therefore must be, and are, consistent with VI, VII and V of the Memorandum of Association.
5. **Clause 6** sets out the Objects of the Company which have been substantially copied from Clause III of the Memorandum of Association.
6. There has been an expansion of the Objects to make it clear that the Company is to support artistic and cultural organisation including but not limited to HOTA, to reflect what has been the practice of the Company for several years.
7. Many of the Objects from (b) to (n) of the Memo were essentially Powers which are now more simply dealt with at **Clause 7** of the Constitution.
8. Some objects within Object (o) in the Memo and Articles which were inconsistent with Charitable and Not for Profit Purposes have been omitted.
9. The Friends of the Gold Coast Arts Centre Gift Fund operates by a committee within the Company. It is proposed to continue this structure as it is the simplest structure to operate both the Company and the Gift Fund. **Clauses 6.1(h), 6.3 and 70**.
10. **Clause 10** retains members, life members, honorary life members and associate members as options of membership classes (from Clause 11 of the Articles of Association ("**Articles**"). Double members have been removed as a member class as each double member has all the rights of a member. The Board proposes continuing to offer discounts for double members however there is no need to provide for that in the Constitution.

11. **Clause 11** provides that a person, being an individual or incorporated body, can be a member. **Clause 10.7 and 10.8** provides that an Honorary Life Member and Associate Member must be an individual (clauses copied from the Articles) and **Clause 71** provides that a Life Member must be an individual.
12. **Clause 10.6** provides that the directors shall determine the amount of membership fees for each class of member such as individuals or incorporated bodies or life members, and the timing and manner of payment, (previously determined by members at the AGM by clause 12 of the Memo and Articles). This enables the directors, for example, to change from a fixed subscription year (clause 14 of the Articles), to a rolling membership if appropriate.
13. **Clause 10.9** provides for existing Double Life Members which continue to be recognised.
14. **Clause 11.3** removes the four thousand member limit on the number of members as it is unnecessary.
15. **Clause 12** provides for how to apply for membership incorporating Clauses 5, 6 and 10 of the Articles.
16. **Clause 15** provides a member stops being a member if they fail to pay their membership fees (similar to Clause 7 in the Articles).
17. **Clauses 16 and 17** provide new helpful rules for dispute resolution and disciplinary procedures.
18. **Clauses 18 to 37** provide more detailed provisions for meetings of members - called by directors or members, members' resolutions and voting at general meetings drawn substantially from the Corporations Act replaceable rules, (presently clause 35 to 44 of the Articles).
19. **Clauses 18 and 19** provide for calling of meetings by members more comprehensively than the previous clause 36 of the Articles.

20. **Clause 20.1** provides for the AGM to be held within 5 months from the end of the financial year as provided in the Corporations Act for public companies, (clause 35 of the Articles provided 3 months from the end of the financial year).
21. **Clause 20.3** provides, more simply and consistently with the Corporations Act, the directors must give information to the members before or at the AGM on the Company's activities and finances for the previous financial year. Clause 47 of the Articles provided the Treasurer make available from the Box Office of the Arts Centre Gold Coast by each member not less than 14 days before the AGM copies of the balance sheets and profit and loss accounts to 30 June.
22. **Clause 20.4 and 20.5** provides that members be given the opportunity to ask questions about the management of the Company or of the auditor if present at the AGM.
23. **Clause 21** provides detailed provisions for giving notice of meetings.
24. **Clause 22** provides the same quorum for general meetings of 10 members as clause 37 of the Articles.
25. **Clause 24** is a new provision to allow incorporated members to appoint a representative to vote at meetings and be elected as a director.
26. **Clause 25** is a new provision to allow for general meetings to be held at more than one venue by use of technology should that ever be necessary.
27. **Clause 26** provides the President may chair general meetings similar to clause 43 of the Articles.
28. **Clause 27** provides the chairperson does not have a casting vote whereas clause 44 of the Articles provided the chairman had a casting as well as a deliberative vote. The modern view is that the chairperson is to control the conduct of meetings and it is not usually appropriate to invest power in the chairperson to have more than one vote. If there is an equality in votes then there is no majority and the resolution is not passed.
29. **Clause 28** provides for adjournment of meetings similar to clause 38 of the Articles.

30. **Clauses 29 and 30** are new provisions giving members rights to propose resolutions and statements for general meetings.
31. **Clause 31** each member has one vote, the same as clause 39 of the Articles.
32. **Clauses 32 to 34** provide for how voting at meetings is to occur being more comprehensive than clause 42 of the Articles.
33. **Clause 35 and 36** provide for appointment and voting of proxies in more detail than clauses 40 and 41 of the Articles.
34. **Clause 36** does not allow the proxy to vote on a show of hands while clause 40 of the Articles allows the proxy to vote on a show of hands or a poll or demand a poll (vote in writing). However, **Clause 34.1** allows 5 Members Present or Members Present with 5% of the votes that may be passed at that meeting on that resolution to demand a vote in writing. **Clause 72** defines Members Present to include a member by proxy and therefore a proxy can join in demanding a vote in writing.
35. The Constitution for consistency throughout uses the terminology of “the directors” rather than “the Board”.
36. **Clause 37** retains the maximum number of directors at 10 (Clause 20 of the Articles) but adds a minimum of 3 in accordance with the Corporations Act.
37. **Clause 38** will have the effect, in conjunction with the timing of the resolutions at the meeting that the directors elected under the Memo and Articles at the 2018 AGM will be the directors for the new Constitution.
38. Significant differences in the election process (**Clause 38.6** similar to clause 25 of the Articles) are:
  - (a) requirement for a postal vote is removed and replaced with a vote at the AGM;
  - (b) reducing the time to submit nominations of directors from 31 to 14 days prior to the AGM (**Clause 38.6(c)**);

- (c) if nominations exceed positions available there will be an election at the AGM **(Clause 38.6(d))**;
  - (d) includes the Corporations Act requirement that each director must be appointed by a separate resolution unless the Members Present (defined as in person or by proxy) pass a resolution that all appointments be voted on together and no votes are cast against that resolution **(Clause 38.6(e))**;
  - (e) changing the Returning Officer from the General Manager of the Arts Centre Gold Coast to a director not required to retire at that meeting or a member present who is not a nominee **(Clause 38.6(g))**.
39. **Clause 39** is similar to clauses 20 and 30 of the Articles.
40. **Clause 40** corrects the ambiguity in clauses 23 and 24 of the Articles as to whether and when directors must retire. Clause 40 provides for only one third of the directors to retire each year and at least every three years and they can nominate for re-election. This ensures some continuity while still allowing new talent to nominate each year.
41. **Clause 42** provides a similar grant of powers to the directors (to clauses 18 and 19 of the Articles) consistent with the Corporations Act.
42. **Clauses 43, 44, 45 and 47** carry over the power to create committees from clause 29 of the Articles, prohibiting payments to directors similar to IV of the Memorandum of Association, execution of documents similar to clause 50 of the Articles, and more detailed requirements regarding conflicts of interest of directors than clause 28 of the Articles.
43. **Clause 46** is a new clause spelling out directors duties.
44. **Clauses 48 to 54** deal with directors meetings the major changes of which are:
- (a) The directors are not compelled to meet monthly and each may give the others reasonable notice to meet;

- (b) The quorum is a majority of the directors, not the current fixed number of 5 irrespective on the number of directors (clause 27 of the Articles);
  - (c) Directors meetings may be held by video or teleconferencing;
  - (d) Circular resolutions may deal with directors business but require unanimous agreement.
45. **Clauses 55 to 58** deal with appointment of the company secretary, keeping of minutes and records, financial and other records, and making by-laws.
46. **Clauses 59 to 62** deal with notices to the company and to members. Helpfully notices may be sent to nominated email addresses, which is a cost effective way for the company to manage its communications with members.
47. **Clauses 63 to 66** deal with the Company's financial year, indemnification and insurance of officers, and directors' access to documents.
48. **Clause 67** sets out the requirement for a not to not distribute surplus assets on winding up to any member unless they are an eligible recipient.
49. **Clause 68** provides for distribution of surplus assets only to be distributed to similar entities with similar objects.
50. **Clause 69** provides for the Company to establish gift funds and notes the existing Gift Fund (from Article 49) and further changes the name of the existing gift fund to the Friends of the Arts Gift Fund for consistency with the Company. The Gift Fund has for some time been recorded with 3 different versions of its name with 3 different entities including ROCO, ACNC, and ATO. The change of name in this constitution will be an opportunity to notify all entities of one consistent name for the Gift Fund.
51. **Clause 70** provides the terms for winding up where there is a registered charity and/or DGR endorsement which the Company and Gift Fund currently are.
52. **Clause 71** provides for listing of Public Funds on Register of Cultural Organisations, which the Gift Fund currently is.



53. Notwithstanding that the replaceable rules from the Corporations Act are stated to not apply in this Constitution (**Clause 73.1**), the most useful replaceable rules are added in to this Constitution.
54. **Clause 72 to 74** set out definitions used in the constitution, how the constitution should be read and interpreted.
55. This new Constitution is based on an ACNC template which, in addition to all the above, has the following advantages:
  - (a) It is in relatively clear English drawing on the template of the ACNC;
  - (b) It Includes helpful rules for dispute resolution and disciplinary procedures (clause 17);
  - (c) Includes helpful rules for conflicts of interest (clause 48);
  - (d) Includes helpful rules for making by-laws (clause 59);
  - (e) Includes helpful winding up clauses for various circumstances that might apply to the Gift Fund and the Company;
56. Important differences from the existing Memo and Articles include:
  - (a) Article 13 Levies not adopted.
  - (b) Article 14, which defined the subscription year, not adopted.
  - (c) Article 15 adopted only in part. Bankrupt, unsound of mind, convicted persons, person who have failed to make payment within three months do not cease to be members.
  - (d) Article 16 not adopted. Expulsions might however take place under the disciplining procedures.
  - (e) Article 22 representative members of the Board (directors) not adopted.

If members require a copy of the existing Memorandum and Articles of Association or have any questions about the proposed new Constitution please contact:

The Secretary, Friends of the Arts by email [friends@friendsofthearts.com.au](mailto:friends@friendsofthearts.com.au) ;or

Ian Kennedy of McLaughlins Lawyers by email [ikennedy@mclaughlins.com.au](mailto:ikennedy@mclaughlins.com.au)

By order of the Board  
Rebecca Paranthoiene  
President, Friends of the Arts  
6 September 2018

**CONSTITUTION  
OF  
FRIENDS OF THE ARTS**

Australian Company Number (ACN) 009 844 231  
Australian Business Number (ABN) 74 627 214 607

A company limited by guarantee

Level 1B  
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## **PRELIMINARY**

### **1. Name of the Company**

The name of the Company is Friends of the Arts (the Company).

### **2. Type of Company**

The Company is a not-for-profit public company limited by guarantee which is established to provide and encourage artistic and cultural pursuits of all kinds on the Gold Coast and with the objects set out below in clause 6.

### **3. Limited liability of Members**

The liability of members is limited to the amount of the guarantee in clause 4.

### **4. The Guarantee**

Each member must contribute an amount not more than \$20 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member and this contribution is required to pay for the:

- (a) Debts and liabilities of the Company incurred before the member stopped being a member, or
- (b) Costs of winding up.

### **5. Definitions**

In this Constitution, words and phrases have the meaning set out in clauses 72 and 74.

## **PURPOSES AND POWERS**

### **6. Objects of the Company**

6.1 The objects of the Company are to:

- (a) Provide, promote and encourage artistic and cultural pursuits of all kinds throughout the City of Gold Coast and its environs through active support of artistic and cultural organisations including but not limited to Gold Coast Arts Centre Pty Ltd, trading as HOTA including additions to and replacements thereof;
- (b) Promote and encourage public interest and participation in artistic and cultural pursuits throughout the City of Gold Coast and its environs;
- (c) Promote, encourage, and foster artistic and cultural pursuits in the City of Gold Coast and its environs generally and in particular and without limiting the generality thereof providing scholarships, bursaries, prizes, gifts, and rewards to talented artists, novelists, playwrights, sculptors, performers,

choreographers, musicians, photographers, poets, movie producers, actors, directors, and cinematographers;

- (d) Promote and encourage either directly or indirectly the knowledge, understanding, appreciation, and enjoyment of artistic and cultural pursuits in all their expressions, forms and media;
- (e) Establish and conduct schools, lectures, courses, seminars and other forms of education in artistic and cultural pursuits;
- (f) Grant scholarships to selected students to pursue their studies in art or other cultural pursuits or both;
- (g) Employ, engage, and enter into contracts for the appearance of artists, entertainers and performers, and persons practicing or skilled in such crafts, handiworks, cultural or artistic pursuits;
- (h) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

6.2 Whether any activity or undertaking or a particular craft or handiwork constitutes a cultural or artistic pursuit within the meaning of this Constitution shall, in the case of any dispute arising, be determined by the directors. Failing a decision by the directors the dispute may be resolved by the directors referring the matter under:

- (a) Dispute resolution procedures set out in this Constitution; or
- (b) A General Meeting of the Company convened for that purpose.

6.3 The Company will manage the Friends of the Arts Gift Fund in accordance with this Constitution including pursuant to clause 69 and clause 71.

## **7. Powers**

7.1 Subject to clause 8, the Company has the following powers, which may only be used to carry out its objects set out in clause 6:

- (a) The powers of an individual, and
- (b) All the powers of a company limited by guarantee under the Corporations Act.

## **8. Not-for-Profit**

8.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 67.

8.2 Clause 8.1 does not stop the Company from doing the following things, provided they are done in good faith:

- (a) Paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or



- (b) Making a payment to a member in carrying out the Company's objects,
- (c) Arranging for the members of the Company to participate in events at discounted prices as measures that are directed to, or incidental to, the objects of the Company.

## **9. Amending the Constitution**

- 9.1 Subject to clause 9.2, the members may amend this Constitution by passing a Special Resolution.
- 9.2 The members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a not for profit company and a charity.

## **MEMBERS**

### **10. Membership, Register of Members and Membership Fees**

- 10.1 Membership shall be in four classes:
  - (a) Member;
  - (b) Life member;
  - (c) Honorary Life Member, and
  - (d) Associate Member.
  - (e) and such other classes as the Company determines in a General Meeting.
- 10.2 The members of the Company are:
  - (a) Initial Members at the date this Constitution is adopted including:
    - (i) Members of all previous classes of membership including Single, Double, Life-Single and Life-Double, Honorary Life Members and Associate Members.
    - (b) Any other person that the directors allow to be a member, in accordance with this Constitution.
- 10.3 The Company must establish and maintain a register of members. The register of members must be kept by the Company and must contain:
  - (a) For each current member:
    - (i) Name, and for an incorporated member the name of the representative appointed pursuant to clause 24;
    - (ii) Address;
    - (iii) Any alternative address nominated by the member for the service of notices;

- (iv) Date the member was entered on to the register (unless for initial members the date the initial member was entered on the register was not known at the commencement of this constitution);
    - (v) The date and amount of the last payment of membership fees (membership subscription).
  - (b) for each person who stopped being a member in the last 7 years (unless for initial members this information was not known at the commencement of this constitution):
    - (i) Name;
    - (ii) Address;
    - (iii) Any alternative address nominated by the member for the service of notices, and
    - (iv) Dates the membership started and ended.
- 10.4 The Company must give current members access to the register of members for a purpose that the directors are satisfied is relevant to the interests or rights of members.
- 10.5 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- 10.6 The setting of annual membership fees (membership subscription) and any joining fee for each class of membership and the application of different membership fees to individuals or incorporated bodies and the timing and manner of payment of membership fees shall be as the directors from time to time determine at a directors meeting.
- 10.7 Honorary Life Membership is the highest honour that can be conferred by the Company. It is restricted to individuals who have made a significant contribution to the aims of the Company over a prolonged period. The individual must be nominated by the directors and confirmed at a General Meeting of the Company. An Honorary Life Member shall not be obliged to pay any membership fees but otherwise shall be subject to the same obligations and entitled to the same privileges as other members.
- 10.8 The directors may admit to Associate Membership of the Company individuals distinguished in public affairs, commerce or finance, and such other individuals as the directors consider it is desirable to admit to associate membership. A candidate for associate membership shall not be required to sign the application form mentioned in clause 12 or to pay any membership fees. An Associate Member may attend and speak at meetings of the Company but not be entitled to vote thereat nor shall they be entitled to hold any office. An Associate Member shall be admitted to membership for such period as the directors determine.
- 10.9 Each Life Double-Member has the rights of a member and has a separate right to vote. If one Life Double-Member dies or is expelled, the membership reverts to Life-Membership in the name of the survivor.

## **11. Who Can Be a Member**

- 11.1 A person who supports the objects of the Company is eligible to apply to be a Member of the Company under clause 12.
- 11.2 In this clause, 'person' means an individual (a natural person) or incorporated body.
- 11.3 There is no maximum number of members that may be registered.

## **12. How to Apply to Become a Member**

- 12.1 A person (as defined in clause 11.2) may apply to become a Member of the Company by writing to the Secretary including by any membership application form that the Directions have approved for use, stating that they:
  - (a) Want to become a member;
  - (b) Support the objects of the Company;
  - (c) Agree to comply with the Company's Constitution, including paying the guarantee under clause 4 if required, and
  - (d) Agree to pay membership fees if required.

## **13. Directors Decide Whether to Approve Membership**

- 13.1 The directors must consider an application for membership within a reasonable time after the Company receives the application.
- 13.2 If the directors approve an application, the Secretary must as soon as possible:
  - (a) Enter the new Member on the register of members, and
  - (b) Write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the directors reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12.1(a), 12.1(b) or 12.1(c). In that case, by applying to be a member, the applicant agrees to those three matters.

## **14. When a Person Becomes a Member**

- 14.1 Other than Initial Members, an applicant will become a Member when they are entered on the register of members. The Secretary will ensure that all Initial Members are also entered on the register of members.

## **15. When a Person Stops Being a Member**

- 15.1 A person immediately stops being a member if they:
- (a) Die;
  - (b) Fail to pay any required membership fees to the Company by the anniversary of the date they commenced as a member. A member so ceasing to be a member may be readmitted by the directors upon payment of all membership fees due;
  - (c) Resign, by writing to the secretary;
  - (d) Are expelled under clause 17.

## **DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES**

### **16. Dispute Resolution**

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a member or director and:
- (a) one or more members;
  - (b) one or more directors, or
  - (c) the Company.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) tell the directors about the dispute in writing;
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
  - (b) Where those involved do not agree:
    - (i) for disputes between members, a person chosen by the directors, or
    - (ii) for other disputes, a person chosen by the Queensland Law Society.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):

- (a) may be a member or former member of the Company;
- (b) must not have a personal interest in the dispute, and
- (c) must not be biased towards or against anyone involved in the dispute.

16.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice, and
- (d) not make a decision on the dispute.

## **17. Disciplining Members**

17.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the Company if the directors consider that:

- (a) the member has breached this Constitution, or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Company.

17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the Secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, suspend or expel the member;
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
- (c) what the Member is said to have done or not done;
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:

- (a) sending the directors a written explanation before that directors' meeting, and/or
- (b) speaking at the meeting.

17.4 After considering any explanation under clause 17.3, the directors may:

- (a) take no further action;

- (b) warn the member;
- (c) suspend the member's rights as a Member for a period of no more than 12 months;
- (d) expel the member;
- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
- (f) require the matter to be determined at a General Meeting.

17.5 The directors cannot fine a member.

17.6 The Secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.

17.7 Disciplinary procedures must be completed as soon as reasonably practical.

17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## **GENERAL MEETINGS OF MEMBERS**

### **18. General Meetings Called by Directors and When Requested by Members**

18.1 The directors may call a General Meeting.

18.2 If:

- (a) Members with at least 5% of the votes that may be cast at a General Meeting;  
or
- (b) at least 100 members who are entitled to the vote at the General Meeting.

make a written request to the Company for a General Meeting to be held,

then the directors must:

- (i) within 21 days of the members' request, give all members notice of a General Meeting, and
- (ii) hold the General Meeting within 2 months of the members' request.

18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.

18.4 The members who make the request for a General Meeting must:

- (a) state in the request any resolution to be proposed at the meeting;

- (b) sign the request; and
- (c) give the request to the Company.

18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

## **19. General meetings called by members**

19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a General Meeting.

19.2 To call and hold a meeting under clause 19.1 the members must:

- (a) as far as possible, follow the procedures for General Meetings set out in this Constitution;
- (b) call the meeting using the list of members on the Company's Member register, which the Company must provide to the members making the request at no cost, and
- (c) hold the General Meeting within three months after the request was given to the Company.

19.3 The Company must pay the members who request the General Meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

## **20. Annual General Meeting**

20.1 A General Meeting, called the Annual General Meeting, must be held:

- (a) at least once in every calendar year within five months after the end of each financial year, and
- (b) be in addition to any other meetings held by the Company in a calendar year.

20.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) a review of the Company's activities;
- (b) a review of the Company's finances;
- (c) any auditor's report; and
- (d) the appointment and payment of auditors, if any.

20.3 Before or at the Annual General Meeting the directors must give information to the members on the Company's activities and finances for the period to 30th of June of the completed financial year immediately preceding the Annual General Meeting.

- 20.4 The chairperson of the Annual General Meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.
- 20.5 If the Company's auditor or representative is at the Annual General Meeting, the chairperson of the Annual General Meeting must give members as a whole the reasonable opportunity to ask questions as provided by s250T of the Corporations Act.

## **21. Notice of General Meetings**

- 21.1 Notice of a General Meeting must be given individually to:
- (a) each Member entitled to vote at the meeting;
  - (b) each director, and
  - (c) the auditor (if any).
- 21.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an Annual General Meeting, all the members entitled to attend and vote at the Annual General Meeting agree beforehand, or
  - (b) for any other General Meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director;
  - (b) appoint a Director in order to replace a Director who was removed, or
  - (c) remove an auditor.
- 21.5 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:



- (i) the proxy does not need to be a member of the Company;
  - (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
  - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- (e) clear, concise and effective manner of wording and presentation for the information included in the notice.

21.6 If a General Meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## **22. Quorum at General Meetings**

22.1 For a General Meeting to be held, at least ten members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

22.2 No business may be conducted at a General Meeting if a quorum is not present.

22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the directors specify. If the directors do not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week;
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is dissolved.

## **23. Auditor's Right to Attend Meetings**

23.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

23.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a member of the Company is entitled to receive.

23.3 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

## **24. Representatives of Members**

24.1 An incorporated member may appoint as a representative:

- (a) one individual to represent the member at meetings; and
- (b) the same individual or another individual for the purpose of being appointed or elected as a director.

24.2 The appointment of a representative by an incorporated member must:

- (a) be in writing;
- (b) include the name of the representative;
- (c) be signed on behalf of the member;
- (d) be given to the Company, and
- (e) for representation at a meeting, comply with all requirements for appointment of a proxy.

24.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

24.4 The appointment may be standing (ongoing).

## **25. Using Technology to Hold Meetings**

25.1 The Company may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

25.2 Anyone using this technology is taken to be present in person at the meeting.

## **26. Chairperson for General Meetings**

26.1 The President is entitled to chair General Meetings.

26.2 The Members Present and entitled to vote at a General Meeting must choose a Director or member present at the meeting to be the chairperson for that meeting if:

- (a) there is no President, or
- (b) the President is not present within 30 minutes after the starting time set for the meeting, or
- (c) the President is present but says they do not wish to act as chairperson of the meeting.

## **27. Role of the Chairperson**

- 27.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

## **28. Adjournment of Meetings**

- 28.1 If a quorum is present, a General Meeting must be adjourned if a majority of Members Present direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## **MEMBERS' RESOLUTIONS AND STATEMENTS**

### **29. Members' Resolutions And Statements**

#### 29.1 Members

- (a) with at least 5% of the votes that may be cast on a resolution; or
- (b) constituting at least 100 members who are entitled to vote at the General Meeting

may give:

- (i) written notice to the Company of a resolution they propose to move at a General Meeting (members' resolution), and/or
- (ii) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage or number of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the Company.

29.6 If the Company has been given notice of a members' resolution under clause 29.1(b)(i), the resolution must be considered at the next General Meeting held more than two months after the notice is given.

29.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

### **30. Company Must Give Notice of Proposed Resolution or Distribute Statement**

30.1 If the Company has been given a notice or request under clause 29:

(a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost, or

(b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a General Meeting, the members may pass a resolution that the Company will pay these expenses.

30.2 The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

(a) it is more than 1,000 words long;

(b) the directors consider it may be defamatory;

(c) Clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or

(d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the members.

## **VOTING AT GENERAL MEETINGS**

### **31. How Many Votes a Member Has**

Each member has one vote.

### **32. Challenge to Member's Right to Vote**

32.1 A member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.

32.2 If a challenge is made under clause 32.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### **33. How Voting is Carried Out**

- 33.1 Voting must be conducted and decided by:
- (a) a show of hands; or
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 33.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 33.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 33.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### **34. When and How a Vote in Writing Must be Held**

- 34.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five Members Present;
  - (b) Members Present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - (c) The chairperson.
- 34.2 A vote in writing must be taken when and how the chairperson directs, unless clause 34.3 applies.
- 34.3 A vote in writing must be held immediately if it is demanded under clause 34.1:
- (a) for the election of a chairperson under clause 26.2; or
  - (b) to decide whether to adjourn the meeting.
- 34.4 A demand for a vote in writing may be withdrawn.

### **35. Appointment of Proxy**

- 35.1 A member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 35.2 A proxy does not need to be a member.
- 35.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

- (a) speak at the meeting;
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment);  
and
  - (c) join in to demand a vote in writing under clause 34.1.
- 35.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address;
  - (b) the Company's name;
  - (c) the proxy's name or the name of the office held by the proxy, and
  - (d) the meeting(s) at which the appointment may be used.
- 35.5 A proxy appointment may not be standing (ongoing). A proxy must be in respect of a specific meeting which includes the resumption of the meeting after an adjournment.
- 35.6 Proxy forms must be received by the Company at the address stated in the notice under clause 21.5(d) or at the Company's registered address at least 48 hours before a meeting.
- 35.7 A proxy does not have the authority to speak and vote for a member at a meeting while the Member is at the meeting.
- 35.8 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies;
  - (b) is mentally incapacitated;
  - (c) revokes the proxy's appointment, or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 35.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 36. Voting by Proxy**
- 36.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting in the member's own capacity as a member on a show of hands).
- 36.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;

- (b) if the way they must vote is specified on the proxy form, must vote that way; and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## **DIRECTORS**

### **37. Number of Directors**

The Company must have at least three directors and no more than ten directors.

### **38. Election and Appointment of Directors**

- 38.1 The initial directors are the people who have agreed to act as directors and who are directors at the time of the adoption of the Constitution.
- 38.2 Apart from the initial directors and directors appointed under clause 38.4, the members may elect a Director by a nomination of candidates carried out under clause 38.6.
- 38.3 A person is eligible for election as a Director of the Company if they:
- (a) are a member of the Company, or a representative of a member of the Company (appointed under clause 24);
  - (b) are nominated as required by clause 38.6 (unless the person was previously elected as a director at a general Meeting and has been a director since that meeting);
  - (c) give the Company their signed consent to act as a Director of the Company; and
  - (d) are not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 38.4 The directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
- (a) is a member of the Company, or a representative of a member of the Company (appointed under clause 24);
  - (b) gives the Company their signed consent to act as a Director of the Company; and
  - (c) is not ineligible to be a Director under the Corporations Act.
- 38.5 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.
- 38.6 The election of a Director or directors shall be effected in the following manner:

- (a) the Secretary shall cause a notice to be forwarded to all members advising of the forthcoming Annual General Meeting and vacancies of directors to be filled and calling for nominations to be lodged for those positions with it. Such notice shall further indicate that only members shall be entitled to nominate, be nominated and/or vote;
- (b) to be eligible for election to the position of a director, a member must be nominated by a notice in writing, signed by the nominee and by a nominator that is a member;
- (c) such notice must be delivered to the Secretary at least fourteen days prior to the annual General Meeting. In all cases the nominator and the nominee must have their membership fees paid at the time the notice is delivered;
- (d) when more candidates are nominated than there are vacancies, an election will be held in accordance with this clause.
- (e) Each of the directors must be appointed by a separate resolution, unless:
  - (i) the Members Present have first passed a resolution that the appointments may be voted on together; and
  - (ii) no votes were cast against that resolution.
- (f) The election will be by separate resolution or ballot paper at the Annual General Meeting with each Member Present and entitled to vote voting for no more than the number of positions vacant.
- (g) the directors shall nominate any director who is not required at that meeting to retire, or a member present in person at the meeting who is not a nominee, to be the Returning Officer for the purpose of conducting the votes by separate resolution or ballot;
- (h) votes will be counted by the Returning Officer and the results of the separate resolutions or ballot announced to the meeting by the chairperson.
- (i) if the number of candidates is less than or equal to the number of members required to fill the vacancies of directors, they shall be declared elected by the Returning Officer without the need for a vote;
- (j) in the event of a tie for the last vacancy or vacancies to be filled the Returning Officer shall determine by lot which of the tied candidates shall fill the remaining vacancy or vacancies.

### **39. Election of President and other Office Holders**

39.1 At the first board meeting following a General Meeting at which there was an announcement of the election of a director, the directors must elect:

- (a) a director as the Company's elected chairperson with the title President;
- (b) a director with the title Vice-President;



(c) a director or other person as the Secretary, and

(d) a director or other person as the Treasurer.

39.2 Unless clause 39.3 applies, a person shall not hold office as President for more than four successive years, after which they shall retire from office and shall not be eligible for re-election as President until after the expiration of one further year.

39.3 The members of the Company may, by resolution passed by not less than two-thirds of the members present and entitled to vote at a general meeting of the Company called for that purpose,

(a) extend the period for which the same person can hold office as President; and

(a) specify the maximum number of successive years that the person can hold office as President, subject always to the requirement of re-election.

#### **40. Term of Office**

40.1 At each annual General Meeting:

(a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and

(b) at least one-third of the remaining directors must retire.

40.2 The directors who must retire at each annual General Meeting under clause 40.1 will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

40.3 Other than a director appointed under clause 38.4, a director's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.

40.4 Each director must retire at least once every three years.

40.5 A director who retires under clause 40.1 and 40.4 may nominate for election or re-election.

#### **41. When a Director Stops Being a Director**

A director stops being a director if they:

(a) give written notice of resignation as a director to the Company by delivery or receipt by post of the written notice at the registered office of the Company;

(b) retire in accordance with clause 40.1 and are not subsequently re-elected;

(c) die;

(d) are removed as a director by a resolution of the members;

- (e) stop being a member of the Company,
- (f) are a representative of a member, and that member stops being a member;
- (g) are a representative of a member, and the member notifies the Company that the representative is no longer a representative;
- (h) are absent for three consecutive directors' meetings without approval from the directors or a leave of absence under clause 42.5, or
- (i) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act.

## **POWERS OF DIRECTORS**

### **42. Powers of Directors**

- 42.1 The directors are responsible for managing and directing the activities of the Company to achieve the objects set out in clause 6.
- 42.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by members.
- 42.3 The directors must decide on the responsible financial management of the Company including:
- (a) any suitable written delegations of power under clause 43, and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 42.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a General Meeting.
- 42.5 The directors may grant leave of absence to any director for such term as it may think fit, and in the case of absence of the President, the Vice-President shall be Acting President during their absence.

### **43. Delegation of Directors' Powers and Committees**

- 43.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 43.2 The delegation must be recorded in the Company's minute book.
- 43.3 The directors may associate with a committee any member or members of the Company who shall have full power to act and vote on such committee. Non-members of the Company may also be associated with a committee but without power to vote. No resolution of any committee shall have force or be binding upon the

Company until it is confirmed by the directors. A director shall be Chairman of each such committee.

#### **44. Payments to Directors**

44.1 The Company must not pay fees to a director for acting as a director.

44.2 The Company may:

- (a) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.

44.3 Any payment made under clause 44.2 must be approved by the directors.

44.4 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this Constitution.

#### **45. Execution of Documents**

45.1 The Company may execute a document without using a common seal if the document is signed by:

- (a) two directors of the Company; or
- (b) a director and the secretary.

### **DUTIES OF DIRECTORS**

#### **46. Duties of Directors**

The directors must comply with their duties as directors under legislation and common law (judge-made law), including:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the objects of the Company set out in clause 6;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 47;
- (f) to ensure that the financial affairs of the Company are managed responsibly, and

- (g) not to allow the Company to operate while it is insolvent.

#### **47. Conflicts of Interest**

47.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution of directors):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if reasonable to do so.

47.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

47.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 47.4:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

47.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the Company, and the other members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 65);
- (c) their interest relates to a payment by the Company under clause 64 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
  - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

### **DIRECTORS' MEETINGS**

#### **48. When the Directors Meet**

48.1 The directors may decide how often, where and when they meet.

## **49. Calling Directors' Meetings**

- 49.1 A Director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 49.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

## **50. Chairperson for Directors' Meetings**

- 50.1 The President is entitled to chair directors' meetings.
- 50.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the President is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

## **51. Quorum at Directors' Meetings**

- 51.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 51.2 A quorum must be present for the whole directors' meeting.

## **52. Using Technology to hold Directors' Meetings**

- 52.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 52.2 The directors' agreement may be a standing (ongoing) one.
- 52.3 A director may only withdraw their consent within a reasonable period before the meeting.

## **53. Passing Directors' Resolutions**

- 53.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

## **54. Circular Resolutions of Directors**

- 54.1 The directors may pass a circular resolution without a directors' meeting being held.
- 54.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 54.3 or clause 54.4.
- 54.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

54.4 The Company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

54.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 54.3 or clause 54.4.

## **SECRETARY**

### **55. Appointment and Role of Secretary**

55.1 The Company must have at least one secretary, who may also be a director.

55.2 A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.

55.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

55.4 The role of the secretary includes:

- (a) maintaining a register of the Company's members, and
- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and circular resolutions.

## **MINUTES AND RECORDS**

### **56. Minutes and Records**

56.1 The Company must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of General Meetings;
- (b) a copy of a notice of each General Meeting, and
- (c) a copy of a members' statement distributed to members under clause 29.

56.2 The Company must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.

- 56.3 To allow members to inspect the Company's records:
- (a) the Company must give a Member access to the records set out in clause 56.1, and
  - (b) the directors may authorise a Member to inspect other records of the Company, including records referred to in clause 56.2 and clause 57.1.
- 56.4 The directors must ensure that minutes of a General Meeting or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 56.5 The directors must ensure that minutes of the passing of a circular resolution of directors are signed by a director within a reasonable time after the resolution is passed.
- 56.6 The Company must keep its minute book at its registered office or its principal place of business or another place approved by ASIC.

## **57. Financial and Related Records**

- 57.1 The Company must make and keep written financial records that:
- (a) Correctly record and explain its transactions and financial position and performance, and
  - (b) Enable true and fair financial statements to be prepared and to be audited.
- 57.2 The Company must also keep written records that correctly record its operations.
- 57.3 The Company must retain its records for at least 7 years.
- 57.4 The directors must take reasonable steps to ensure that the Company's records are kept safe.

## **BY-LAWS AND MISCELLANEOUS MATTERS**

### **58. By-laws**

- 58.1 The directors may pass a resolution to make by-laws to give effect to this Constitution.
- 58.2 Members and directors must comply with by-laws as if they were part of this Constitution.

## **NOTICE**

### **59. What is Notice**

- 59.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 60 to 62, unless specified otherwise.
- 59.2 Clauses 60 to 62 do not apply to a notice of proxy under clause 35.6.

### **60. Notice to the Company**

Written notice or any communication under this Constitution may be given to the Company, the directors or the secretary by:

- (a) delivering it to the Company's registered office;
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address.

### **61. Notice to Members**

- 61.1 Written notice or any communication under this Constitution may be given to a member:
- (a) in person;
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
  - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
  - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 61.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

### **62. When Notice is Taken to be Given**

A Notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;



- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 61.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## **FINANCIAL YEAR**

### **63. Company's Financial Year**

The Company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

## **INDEMNITY, INSURANCE AND ACCESS**

### **64. Indemnity**

- 64.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 64.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 64.3 In this clause, 'to the relevant extent' means:
  - (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 64.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

### **65. Insurance**

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

### **66. Directors' Access to Documents**

- 66.1 A Director has a right of access to the financial records of the Company at all reasonable times.

- 66.2 If the directors agree, the Company must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
  - (b) any other documents referred to in those documents.

## **WINDING UP AND GIFT FUND**

### **67. Surplus Assets not to be Distributed to Members**

If the Company, or any of its gift funds is wound up, any Surplus Assets must not be distributed to a member or a former member of the Company, unless that member or former member is a not for profit entity or a charity or an eligible deductible gift recipient as may be applicable to the Company or its gift fund at the time of winding up as described in clause 68.1.

### **68. Distribution of Surplus Assets**

68.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company or gift fund is wound up must be distributed to one or more:

- (a) Not for profit entities; or
- (b) charities; or
- (c) other entities that are considered to be eligible designated gift recipients under the rules of the Commissioner of Taxation

which charities or entities have objects similar to, or inclusive of, the objects in clause 6 and which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.

68.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

### **69. Gift Fund**

69.1 The directors are authorised to establish and maintain Gift Funds in compliance where required with the Income Tax Assessment Act 1997 for the purpose of receiving gifts or deductible contributions from donors, investing such funds received and where required making recommendations to the directors on how such funds can best be used to promote, foster and achieve any charitable purposes in clause 6.

69.2 The Company will continue to operate The Friends Gift Fund to be called "Friends of the Arts Gift Fund" as a public fund for any charitable objects in clause 6 including but not limited to benefiting families, people from culturally and linguistically diverse

backgrounds, people with disabilities and young people of considerable artistic talents who could not otherwise afford to pursue furthering their chosen pathways and providing financial assistance for scholarships, training and education to talented young people in all areas of the visual and performing arts, including technical support, staging and theatrical or artistic productions.

- 69.3 The directors may apply for the Company and/or any Gift Funds to become a Registered Charity or maintain the Company and/or any Gift Funds as a Registered Charity.
- 69.4 The Friends Gift Fund will be operated under the Management Committee established by the Company and pursuant to such regulations as the directors approve and, while applicable, pursuant to clause 71.

## **70. Distribution of Surplus Assets if registered charity or has DGR Endorsement**

- 70.1 This clause applies if the Company or any Gift Funds are a Registered Charity or have DGR endorsement
- 70.2 Subject to the Corporations Act and any other applicable Act, and any Court order, any surplus assets including gift funds that remain after the Company is wound up must be distributed to one or more charities:
- (a) with charitable purposes similar to, or inclusive of, any charitable objects in clause 6, and
  - (b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.

The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

- 70.3 If the Company's or any Gift Fund's deductible gift recipient endorsement is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 70.2(a) and 70.2(b) as decided by the Directors. For the purpose of this clause 'gift funds' means:
- (i) gifts of money or property to the Company or any Gift Funds, as applicable, for any charitable objects of the Company;
  - (ii) contributions made to the Company or any Gift Funds, as applicable, in relation to a fund-raising event held for any charitable objects of the Company; and
  - (iii) money received by the Company or any Gift Funds, as applicable, because of such gifts and contributions.

- (iv) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

## **71. Public Fund Listed on the Register of Cultural Organisations**

- 71.1 This clause applies if the Company or the Gift Fund is listed on the Register of Cultural Organisations.
- 71.2 The Company may maintain a public fund.
- 71.3 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Company and will only be used to further any charitable objects of the Company. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 71.4 The fund will be administered by a management committee the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company.
- 71.5 No monies/assets in this fund will be distributed to members or office bearers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services. For the avoidance of doubt it is noted that administrative services include the professional accounting and legal services, subject always to provisions of clause 45.
- 71.6 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- 71.7 Receipts for gifts to the public fund must state:
- (a) the name of the public fund and that the receipt is for a gift made to the public fund;
  - (b) the Australian Business Number of the Company;
  - (c) the fact that the receipt is for a gift; and
  - (d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- 71.8 The Company must comply with any rules that the Treasurer or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the Company's charitable objects. The Company must provide to the Department statistical information on the gifts made to the public fund every 6 months.

- 71.9 If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

## DEFINITIONS AND INTERPRETATION

### 72. Definitions

In this Constitution:

*ACNC Act* means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)

*Company* means the Company referred to in clause 1

*Corporations Act* means the *Corporations Act 2001* (Cth)

*General Meeting* means a meeting of members and includes the Annual General Meeting, under clause 20.1

*Gift Funds* means gift funds, public funds and other funds or trusts together with any committees to manage the same including The Friends Gift Fund

*Initial Member* means a person who is member of the Company at the date this Constitution is adopted by the Company

*Life Member and Honorary Life Member* means an individual who is member of the Company with membership in the category of Life Member with the rights of a member without the requirement to pay an annual subscription or membership fee for the duration of the Company

*Life Double Membership* means a joint membership of two Life Members

*Management Committee* means the Management Committee established to manage The Friends Gift Fund and in existence at the date of this constitution

*Member Present* means, in connection with a General Meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting

*President* means a person elected by the directors to be the Company's chairperson under clause 39

*Registered Charity* means a charity that is registered under the ACNC Act

*Special Resolution* means a resolution:

- (i) Of which notice has been given under clause 21.5(c), and
- (ii) That has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution.

*Surplus Assets* means any assets of the Company or a gift fund established by the Company as applicable that remain after paying all debts and other liabilities of the Company or gift fund, including the costs of winding up.

*The Friends Gift Fund* means the Friends of the Arts Gift Fund under clause 69.2

### **73. Reading this Constitution with the Corporations Act**

- 73.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 73.2 The Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.
- 73.3 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

### **74. Interpretation**

In this Constitution:

- (a) The words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

## Friends of The Arts

### Nominees for Positions on the Board - September 2018

The FOTA Board has ten positions available and open for election. The following ten nominations have been received, acknowledged, validated and accepted, and the Returning Officer has been notified. In accordance with the Constitution, as we have the same number of candidates as positions on the Board, an election will not be required.

#### *Dorothy McCormack*

Recognised as one of Australia's leading music educators, Dorothy is also a distinguished pianist, teacher and music examiner. She has studied Organ, Singing, Cello and Composition and holds post-graduate degrees in numerous musical disciplines, including Performance, Ethnomusicology, Research and Education. She is a Foundation Fellow of the Collegiate of Specialist Music Educators in NSW.

Dorothy commenced her professional career in Sydney as a secondary school English and Music teacher, and keeps pace with current international research and developments in music by attending and contributing to Australian and international conferences. She attends international Music festivals regularly.

Throughout her professional career, Dorothy has performed extensively as an accompanist, répétiteur and vocal coach for esteemed international and local opera singers. She has appeared in such venues as the Sydney Opera House and Sydney Entertainment Centre, the Australian Broadcasting Corporation, 2MBS FM and commercial television.

Dorothy has worked as an adjudicator in various regions and has been a representative in Queensland for the Australian Examinations Board, ANZCA, since 1998. She is a music examiner for ANZCA, throughout New Zealand and Asia. This has enabled her to maintain a broad perspective on developments in Music education throughout the region: and annual visits to the USA keep her in touch with educational trends there. She has an online profile that enables contact with musicians and teachers world-wide. Dorothy has published music books for use in schools across Australia and contributed to Australian and international research journals.

Before moving to the Gold Coast, Queensland in 1990, Dorothy held the office of Director of Music in leading educational institutions in Sydney and London: she established the Queensland Academy of Music, a private music centre, in 1991. and soon after, also formed an alliance with Bond University where she directed a Choir, and saw the beginning of the Music Society there.

The Academy focuses on the development of gifted and talented students, many of whom have gained admission to studies at some of the world's most prestigious Schools of Music and Universities. They are now carving out successful careers in Australia, Europe and the USA. She also trained aspiring music teachers. Dorothy still enjoys teaching at all levels, adults especially, and she continues to mentor and encourage musicians throughout their careers.

Dorothy has been involved in community-based activities on a voluntary basis, from school days and during her times at the Sydney Conservatorium and University, where she enjoyed acting and musical theatre. She will be known to some members of 'Friends' as having been an active supporter of the Arts on the Gold Coast, since settling here in 1990.

Dorothy served as a Board Director on Friends of the Arts Centre for nearly nine years, from 2009-2017, before taking some time out in 2017. She was able to support the need for performance experience for gifted and talented young musicians from schools and the Gold Coast Philharmonic and Youth Orchestras. Professional musicians appeared willingly as guest artists, to support functions organised for members of 'Friends'.

Dorothy has held many fund-raising events at her own home for the orchestra and young gifted musicians, as well as at other prominent venues in Brisbane and on the Gold Coast.

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#### *Elaine Kennett*

I am the current Honorary Treasurer for the Friends of the Arts. I previously served as Treasurer for the GC Australian American Association, as well as Treasurer for various educational facilities where our three children attended at a young age. My husband and our children live here locally.

Most of the Friends Members who have met me know that I am very enthusiastic and that I am willing to take on any job that comes along, from start to finish. During my year on the Board, I researched and initiated the purchase of the Gift Fund's new "Tap & Donate" merchant services device which we have been using successfully at our Events. Members and Guests can choose to make a \$5 donation on the spot and this tax-deductible donation goes directly to the Gift Fund to assist struggling young artists and performers.

During the year, myself and another Board Member contacted Members who had incorrect phone numbers, email addresses, or postal addresses listed on our database. We also contacted all Members who had not collected their membership cards from the Box Office to kindly remind them to pick up them up. Suggesting new types of Fundraising and Social Events was well received by the Events Committee and this has enabled us to offer our members new and different types of gatherings, such as our Wine & Cheese Night and Seniors Week Coffee Morning.

I have been Acting Newsletter Editor along with another Board Member and we enjoy receiving continued feedback on how well the Newsletter is presented and how Members like receiving our publication monthly instead of quarterly.

We now have a great Volunteer Committee set up and I contact our helpful Volunteers when we have to fold letters or compendium folders, or when we need assistance at our Events, Senior Expos, or at our monthly HOTA Sunday Markets Stall.

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#### *Georgina Coundouris*

In 2016 Gina joined the Board of the Friends. During her time on the Board she has been fortunate enough to work with group of likeminded people who have the same goals, are very enthusiastic in what they do and very talented. During her time on the Board she has had the role of Event organiser and in the last 12 months was appointed Vice President.

Gina comes from an educational background having graduated from the University of Sydney with a Bachelor of Education and a Diploma in Teaching.

While teaching in the private sector and undergoing her Masters in Education, Gina decided to leave the education sector and embark on a career in business. During the last 30 years she has assisted in establishing a successful import /export business that deals with national and multinational companies in Australia and overseas.

Gina is looking forward to continuing her work on the Board and endeavouring to grow, promote and increase the awareness of the Arts in the community as we evolve. This is a new and exciting time for the Friends of The Arts and its members.

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## *Ian Kennedy*

Ian is the Managing Practice Director of the 60-year-old Gold Coast legal practice, McLaughlins Lawyers. Originally from New Zealand, Ian has practised law in New Zealand and England before settling on the Gold Coast in 2001.

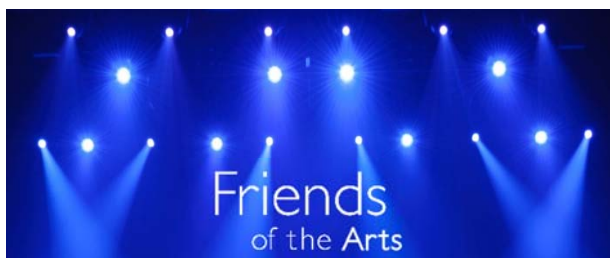
When Ian started work as a lawyer in 1987 he became involved in amateur theatre which culminated in establishing the Queenstown Shakespeare Theatre Trust in Queenstown New Zealand in the 1990's.

Ian married a Gold Coast local and has two "dramatic" primary age children. Ian and his wife channel their children's drama into Speech and Drama competitions, including regular Eisteddfod appearances.

McLaughlins Lawyers have been supporters of the Arts Centre Gold Coast for several years and their offices are now based beside the cultural precinct behind the Outdoor Stage.

Ian has enjoyed the challenge of having been a Friends Board Member for the past year through a period of significant change for the Friends and is excited about the new direction the recent changes will enable the Friends to take.

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## *Janet Cahill*

When I moved from the Blue Mountains in NSW to work on the Commonwealth Games in 2017, I was told I would find a diverse and rich culture if I scratched the surface. This has certainly been true and an important factor in our decision to relocate to the Gold Coast permanently.

As a strong supporter of the arts and culture, I regularly attend a variety of events and support same through membership, such as the Art Gallery NSW in addition to subscriptions to opera, ballet, symphony, theatre and contemporary music. I am also a current member of the Home of the Arts (HOTA). I have supported cultural initiatives in the Blue Mountains such as the Cultural Centre, in addition to many local artists, writers and musicians.

I have served on various boards and committees including Slow Food Blue Mountains (10 years), Katoomba Chamber of Commerce (10 Years) and a Food Advisory Committee to tourism (3 years). My strengths in these roles include strategic marketing, events, fundraising and promotion.

I believe the success of a "Friends" membership is in serving all stakeholders and helping to promote art and culture on the Gold coast.

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## *Janice Christison*

My name is Janice Christison, "pronouncing Janice as "niece like the Arnotts' Nice Biscuits. This usually provides a smile from most people when I explain it as the French version of "Janice". I must believe my father.

I served as President of the View Club of Lugarno Sydney, for 3 Years, successfully raising funds, and also donating my time and effort in helping the needy on behalf of the Smith Family. Currently I serve as an active volunteer at the GC University Hospital in various roles and I truly enjoy the experience of meeting people and bringing support in many ways by listening and comforting others.

I volunteered at the Friend's Stall at the HOTA Sunday Markets in August, encouraging new member sign-ups, and it's my passion to help the Friends database grow by attracting new members with our wonderful benefits and social gatherings and events. Recently I helped coordinate a Friend's distribution mail-out campaign by posting out marketing material to Senior Citizen Clubs as well to Over 50's Lifestyle Resorts throughout the Gold Coast, to attract new members.

Having been a member with Friends of the Arts for approximately 5 Years, I enjoy spending my time volunteering events such as the recent Gift Fund Fundraiser Movie Night at HOTA with over 100 attendees and at the recent Runaway Senior's Expo Friends Stall with over 3,000 visitors on the day.

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## *Louise Carroll*

With over 30 years' experience, Louise Carroll specialises in public relations, media relations, event management, crisis communications, brand management, internal communications, corporate profiling and a range of marketing services.

Louise has managed a diverse range of clients included major property developers, media organisations, publicly listed companies, entertainment and theatre promoters, major sporting events, hotels and resorts, seminars, exhibitions, product launches, government entities, retailers, national franchises, medical associations, shopping centres, major events, manufacturers, restaurants and small to medium enterprises.

Louise's consultancy firm was appointed by major media organisations to effectively develop and implement their own launch programs, and to advise on positioning in the marketplace and issue/crisis management. Her firm successfully launched B105 FM, Gold FM, Hot Tomato 102.9 FM, re-launched the Gold Coast Bulletin for News Limited and consulted to 4MMM, Sea FM and Prime Television.

For a period of over 15 years Louise Carroll acted as the Queensland office for all the major international entertainment and theatre promoters, managing the marketing for over 600 international entertainment events from the Rolling Stones, Madonna, U2, Prince, Michael Jackson, Shirley MacLaine, Whoopi Goldberg, Sir Cliff Richard, Neil Diamond, Michael Buble, Phil Collins, Dolly Parton, Kenny Rodgers, Bee Gees and The Boy from Oz just to name a few.

Louise's company also managed the media requirements for the official opening of Sanctuary Cove and was appointed by the Queensland Government to manage the Indy Grand Prix event media and celebrity race for the first two years.

Being very active in the community, Louise Carroll has worked in a voluntary capacity for many charities and was appointed to the Gold Coast Arts Centre inaugural Board of Directors. Louise Carroll believes to be successful in business you need to surround yourself with amazing staff.

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## Rebecca Paranthoiene

Rebecca was born in Sydney and studied at the University of Sydney before going overseas to continue her modelling career. While in Spain she established a successful Boat Charter Business based in Puerto Banus and covering the Mediterranean. Upon her return to Australia due to her father's ill health, she resumed modelling and subsequently married. She and Tony travelled extensively overseas for his business interests and lived in London, Vancouver, Minneapolis and Toronto. Upon their return to Australia, they based themselves on the Gold Coast where they have continued to live and raise their family.

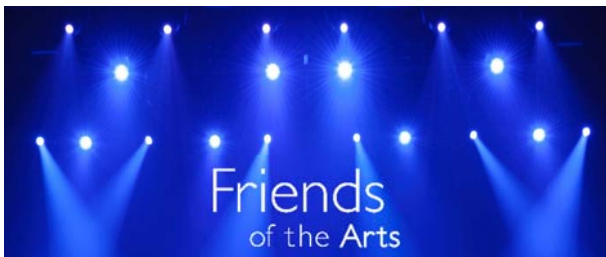
Rebecca worked as a volunteer at Sacred Heart Catholic Church and was one of the founders of the Playgroup at the Church, which still operates to this day. Rebecca also founded the Mother's Group at St. Vincent's School and organised many fundraising events.

Once her sons started at The Southport School she became involved there as a foundation member of Friends of Prep, another fundraising community group. Rebecca also served as Secretary for 7 years on the TSS P&F, as well as involvement in the Friends of TSS Rugby, Friends of Rowing (both TSS and St Hilda's) and Friends of TSS Music.

In 2011 when her youngest finished school Rebecca returned to study and completed a Diploma of Early Childhood. She now works in the Childcare Industry.

In 2009 Rebecca joined the Board of the Friends of the Arts Centre Gold Coast in the role of Social Committee Member. She was Vice President for 4 years and more recently, in her current role as President, has steered our organisation through the recent changes.

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## Robyn Clark

Robyn has served on the Friends of the Arts board for the past year with her area of responsibility being Membership Coordinator & Marketing Committee Member. Since moving from Sydney in 1974 when she resumed her career as a professional Model, transferring from June Dally Watkins Agency to Dally's Modelling Agency in Brisbane.

Her career in the Fashion Industry spanned over thirty years with involvement in television, acting roles, compereing and co-ordinating fashion parades and teaching Department & Grooming at several Gold Coast Schools. From here, Robyn underwent a career change and quickly became a successful sales manager in the Tourism & Hospitality sectors and the Advertising Industry, winning many awards before her retirement in 2005.

Robyn has given back to the community since then through her involvement in the University of the Third Age Twin Towns Inc. Tugun where she initially handled advertising & publicity before becoming President, a role she held for seven years relinquishing after moving to the Southport area.

Since joining the Board, she has with another Board member, contacted individual members to correct details for our database, contacted members to remind them to pick up membership cards from Box Office, suggested fundraising and social events and assisted at most of the events. She contributed in compiling content, photos and artwork for the monthly newsletter and designed the Compendium Folders and Bookmark and helped put together the gift bags, packing and folding of mail outs. She continues to assist where possible at events and at stands such as the monthly HOTA Sunday Markets.

Robyn remains passionate about the nurturing of our talented young artists and performers of all genre and looks forward to her future association with Friends of the Arts

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## Sally Romano

Having recently returned from living overseas, Sally brings an independent perspective along with broad knowledge and business acumen from her experience as a senior executive within a large organisation.

Sally recently stepped into the role of Secretary on the FOTA Board to provide support and assist with key mandatory documentation and processes during the recent transition stages.

With a strong community ethos and a passion for people, the arts and the environment, Sally has regularly contributed to society over the years; coaching children's sport, on-going active involvement with conservation and rehabilitation projects, and as a committee member of various sporting and environmental organisations.

In the 1990's Sally developed the concept and initiated a musical production and community programme for 'At Risk Youth' in Western Australia, and with thanks to the huge efforts and expertise of the script writer, Louise Helfgott, and terrific local Council support, 'The Bridge' was a success and earned an Australia Day Award for community service.

Sally is looking forward to continuing her support of Friends of The Arts from behind the scenes, assisting with strategic planning and direction and ensuring that the stage is set for an optimistic, optimum and most enjoyable future.

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