



WEST AUSTRALIAN
BALLET

WEST AUSTRALIAN BALLET COMPANY INC.

CONSTITUTION

CONTENTS

- 1. Name of the Company 1
- 2. Definitions..... 1
- 3. Objects of the Company 2
- 4. Power of the Company 3
- 5. Membership..... 3
- 6. Voting, proxies and other rights 4
- 7. Resignation of Membership 5
- 8. Expulsion of Members 5
- 9. The Board..... 6
- 10. Casual vacancies on the Board..... 7
- 11. Powers of the Board 8
- 12. Sub-committees..... 8
- 13. Proceedings of the Board..... 8
- 14. General Meetings..... 9
- 15. Proceedings of General Meetings 11
- 16. Accounting Records..... 12
- 17. Alteration of the Constitution 12
- 18. Common Seal 12
- 19. Indemnity 12
- 20. Distribution of surplus property on winding up..... 12
- 21. Notices..... 13
- 22. Patrons 13
- 23. Founding Patron 13
- 24. Auditor 13
- 25. Procedural irregularity..... 13
- APPENDIX A. PROXY VOTING FORM..... 14**
- APPENDIX B NOMINATION FORM..... 15**

CONSTITUTION

Adopted the 26th day of March 1997 and amended in accordance with approved Special Resolutions

1. Name of the Company

The name of the Company is West Australian Ballet Company Inc.

2. Definitions

In this Constitution, unless inconsistent with the context or the contrary intention appears:

- 2.1. 'Act' means the Associations Incorporation Act 1987 as amended from time to time;
- 2.2. 'Auditor' means the auditor for the time being of the Company;
- 2.3. 'Board' means the board of management of the Company referred to in Article 9 or any number of the Directors assembled at a meeting of the Board in accordance with the terms of this Constitution and no being less than a quorum;
- 2.4. 'Chair' means the chairman for the time being of the Board;
- 2.5. 'Company' means the incorporated association referred to in Article 1;
- 2.6. 'Constitution' means the rules of the Company set out in this Constitution as amended from time to time;
- 2.7. 'Deputy-Chair' means the deputy-chair for the time being of the Board;
- 2.8. 'Director' means a person who is a member of the Board;
- 2.9. 'financial year' means the period of twelve months ending on 31 December each year, including the period in which this Constitution is adopted and the period ending with the winding up of the Company and commencing on the then previous 1 January;
- 2.10. 'Honorary Life Member' means an honorary life member at the date of adoption of this Constitution and any person elected as an honorary life member in accordance with Article 5.1.2;
- 2.11. 'General Meeting' means any meeting of the Members of the Company convened under Article 14;
- 2.12. 'Junior Member' means a person under the age of SIXTEEN (16) years admitted to membership in accordance with Article 5.1.3;
- 2.13. 'Member' means any Ordinary Member, Honorary Life Member, Paid-Up Life Member or Junior Member admitted to membership, or deemed admitted to membership, of the Company in accordance with Article 5 of this Constitution and whose name appears in the register of members of the Company;
- 2.14. 'Non-voting Director' means a Member co-opted to the Board in accordance with Article 10.3;
- 2.15. 'Ordinary Member' means a person who is an ordinary member at the date of adoption of this Constitution and any person admitted as an ordinary member in accordance with Article 5.1.1;
- 2.16. 'Ordinary Resolution' means a resolution other than a Special Resolution;
- 2.17. 'Paid-up Life Member' means paid-up life members at the date of this Constitution who have purchased life membership under the provisions of a previous constitution of the Company;
- 2.18. 'Patron' means any patron for the time being of the Company;

- 2.19. 'Seal' means the common seal of the Company and any duplicate seal;
- 2.20. 'Special Resolution' means a resolution put to a General Meeting.
 - 2.20.1. Of which not less than TWENTY ONE (21) days' notice has been given, and
 - 2.20.2. Which is passed by a majority of not less than 75% of those Members present in person or by proxy at the meeting and entitled to vote in favour of it;
- 2.21. 'in writing' and 'written' means printed, typewritten, lithographed or otherwise represented or reproduced in a visible form; and
- 2.22. in this Constitution:
 - 2.22.1. the singular number includes the plural and vice versa;
 - 2.22.2. words importing any gender include the other gender; and
 - 2.22.3. a person includes a firm, company and corporation.

3. Objects of the Company

- 3.1. The objects for which the Company is established are to promote and present ballet, dance and musical theatre in Western Australia and elsewhere in the world, including but not limited to:
 - 3.1.1. To organize and by any means to conduct, present, promote or finance the performance of ballet, dance and musical theatre productions of all kinds and on any scale;
 - 3.1.2. To establish, organize and conduct projects or enter into arrangements for the furtherance of ballet, dance and musical theatre and for that purpose, without limitation, to carry on all or any of the businesses of theatre proprietors, agents, producers, promoters or managers wherever the Board may deem expedient;
 - 3.1.3. To promote, produce or in any way present in any capacity, including in collaboration with others, such ballets, dance or musical theatre performances, concerts, debates, lectures, films or other programmes as the Board think fit from time to time;
 - 3.1.4. To purchase, commission or otherwise acquire and obtain exclusive rights to, or other interests in rights to, represent and reproduce copyright works and any other rights to or in choreographic works, music, designs and any other writings, compositions, recordings and publications;
 - 3.1.5. To provide or assist in providing theatre and facilities required for theatrical performance;
 - 3.1.6. To afford facilities for meetings of all descriptions whether relating to ballet, dance, dramatic, literary or musical matters or otherwise and to construct, acquire, hire or lease property, equipment and materials for those purposes;
 - 3.1.7. To establish, conduct, promote or participate in the organization of classes, training schemes or programmes of study for dancers, actors, singers, choreographers, composers, designers, writers, musicians, producers, directors and all other persons in any way concerned in the activities or objects of the Company;
 - 3.1.8. To print or publish any newspapers, periodicals, books and leaflets which the Board may think desirable for the promotion of the Company's objects;
 - 3.1.9. To do such other acts and things as are or may be conducive or incidental to giving effect to the objects or advancing the welfare of the Company, whether of a similar nature to the above or not.

4. Power of the Company

- 4.1.** The Company shall have the following powers for the purpose of carrying out the objects of the Company:
- 4.1.1.** To acquire, hold, deal with and dispose of any real or personal property, whether by gift or otherwise and whether subject to any special trust or not'
 - 4.1.2.** To open and operate bank accounts;
 - 4.1.3.** To invest its money:
 - 4.1.3.1.** In any security in which trust monies may be invested; or
 - 4.1.3.2.** In any other manner authorized by the Constitution.
 - 4.1.4.** To borrow money upon such terms as the Company thinks fit;
 - 4.1.5.** To give such security for the discharge or liabilities incurred by the Company as the Company thinks fit;
 - 4.1.6.** To appoint agents to transact any business of the Company on its behalf;
 - 4.1.7.** To enter into any contract that it considers necessary or desirable on terms that it thinks fit;
 - 4.1.8.** To act as theatrical entrepreneur, consultant, agent, producer, director, manager, promoter, licensee, licensor, hiree or hirer;
 - 4.1.9.** To co-operate with any person, association, company or organization in any project, enterprise or event;
 - 4.1.10.** To purchase, construct, improve, maintain, develop, manage or alter any houses, buildings or other works, either alone or with others;
 - 4.1.11.** To establish, conduct, promote or participate in personal or public appeals, funds or other schemes as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;
 - 4.1.12.** To make donations for charitable purposes; and
 - 4.1.13.** To do such other acts and things as are or may be conducive or incidental to giving effect to the objects or advancing the welfare of the Company, whether of a similar nature to the above or not.
- 4.2.** The property and income of the Company shall be applied solely towards the promotion of the objects of the Company and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

5. Membership

- 5.1.** There shall be the following classes of Members:
- 5.1.1.** Ordinary Members who shall be those persons who complete and sign a written application for membership and pay the annual subscription fee for Ordinary Members fixed by the Board from time to time.
 - 5.1.2.** Honorary Life Members who shall be those persons elected by an Ordinary Resolution at an Annual or Extraordinary General Meeting on the recommendation of the Board for

outstanding service to the Company, such recommendation to state the reasons prompting its submission.

- 5.1.3. Junior Members who shall be those persons under the age of SIXTEEN (16) years on the 1st of January in the relevant year who complete and sign a written application for membership and pay the annual subscription fee for Junior Members fixed by the Board from time to time.
- 5.2. Honorary Life Members and Paid-up Life Members as at the date of adoption of this Constitution shall continue as Members.
- 5.3. Ordinary Members as at the date of adoption of this Constitution shall continue as Members for the remainder of the current financial year.
- 5.4. Applications for membership shall be made in writing on the prescribed form and shall be delivered to the Company. Except as otherwise provided in this Article 5, membership shall run for a period of TWELVE (12) months from the 1st of January in each year subject to payment of the applicable annual subscription fee (if any).
- 5.5. The Company shall keep and maintain a register of Members in accordance with section 27 of the Act. Upon the request of a Member of the Company shall make the register available for the inspection of the Member who may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 5.6. The Board shall from time to time determine:
 - 5.6.1. The amount of the subscription to be paid by each prospective Member of each class of membership; and
 - 5.6.2. The frequency and due date of subscription payments to maintain membership.

6. Voting, proxies and other rights

- 6.1. Subject to this Constitution, all Members other than Junior Members shall be entitled to vote at all General Meetings.
- 6.2. No Member shall be entitled to attend or vote at any General Meeting if their annual subscription fee is unpaid at the date of the meeting or while they are suspended from membership pursuant to Article 8.
- 6.3. In the case of an Extraordinary General Meeting no Member shall be entitled to vote unless they shall have been registered as a Member for a period of not less than SIXTY (60) days immediately prior to such meeting.
- 6.4. A Member entitled to attend and vote at a General Meeting may appoint another person to attend and vote at the meeting on behalf of the appointing Member. The instrument appointing the proxy shall be writing in the form of Appendix A and signed by the appointing Member and lodged at the office of the Company no less than FORTY EIGHT (48) hours before the date and time of the General Meeting. Any person appointed as a proxy must be a Member. No Member may act as a proxy for more than one Member at a General Meeting. The chairman of the General Meeting may not act as a proxy for any Member at that General Meeting.
- 6.5. Except to the extent provided in this Constitution to the contrary, the rights and entitlements of Members of each class of Membership are the same.

7. Resignation of Membership

- 7.1.** A Member may resign as Member by delivering to the Company notice in writing of their resignation.
- 7.2.** A Member whose annual subscription fee remains unpaid for more than SIXTY (60) days after the due date for payment shall be deemed to have delivered a notice of resignation to the Company and their membership shall lapse without further notice.
- 7.3.** As soon as practicable after the receipt or deemed receipt of Member's notice of resignation the Company shall remove the name of the relevant Member from the register of Members.
- 7.4.** No resigning Member shall be entitled to reimbursement of their annual subscription fee either in whole or in part.

8. Expulsion of Members

- 8.1.** If any Member:
 - 8.1.1.** Shall refuse or neglect to comply with the provisions of this Constitution or their obligations set out in the Act; or
 - 8.1.2.** Shall conduct themselves in a manner which in the opinion of the Board is detrimental to the interests of the Company.

The Board may by resolution passed by not less than SIX (6) Directors censure the Member or suspend or expel the Member from the Company.
- 8.2.** The Board shall give notice in writing to the Member of the proposed censure, suspension or expulsion, the particulars of the Member's conduct and of the time, date and place of the Board meeting at which the resolution will be considered not less than SEVEN (7) days before the date of the relevant Board meeting.
- 8.3.** At the Board meeting the Board shall afford the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board and thereafter the Board may resolve whether or not to censure, suspend or expel that Member from membership of the Company and shall communicate that decision to the Member in writing.
- 8.4.** Subject to Article 8.5, a Member who is expelled from membership under Article 8.3 of the Constitution shall be deemed to have resigned from membership in accordance with Article 7.1 FOURTEEN (14) days after the day on which the Board's decision is communicated to the Member.
- 8.5.** If a Member who is suspended or expelled from membership under Article 8.3 wishes to appeal against that suspension or expulsion the Member shall give notice in writing to the Company within the period of FOURTEEN (14) days referred to in Article 8.4.
- 8.6.** Where notice is given under Article 8.5:
 - 8.6.1.** The Board shall convene an Extraordinary General Meeting (unless the Annual General Meeting is scheduled to occur within THIRTY (30) days of receipt of the notice) and after having afforded the Member who gave the notice under Article 8.5 and a representative of the Board a reasonable opportunity to be heard by, or to make representations in writing to, the General Meeting, the Company may by Special Resolution affirm or set aside the decision of the Board to suspend or expel that Member; and

8.6.2. The membership of the Member shall be suspended pending the holding of the General Meeting referred to in Article 8.6.1.

9. The Board

9.1. The affairs of the Company shall be managed by the Board.

9.2. The number of Directors shall be TEN (10) and shall consist of:

9.2.1. The Chair;

9.2.2. The Deputy-Chair;

9.2.3. EIGHT (8) other Directors;

9.3. At least FIVE (5) Directors shall have skills and experience in one or more of the following disciplines or professions:

9.3.1. Business management;

9.3.2. Marketing, sponsorship or fund raising;

9.3.3. Accounting and financial;

9.3.4. Legal;

9.3.5. The performing arts.

9.4. No person shall be eligible to be nominated or appointed as a Director unless that person is a Member.

9.5. No person who is a full or part-time employee of the Company shall be eligible to be appointed or remain a Director.

9.6. The offices of the Directors referred to in Article 9.2 shall be filled by persons elected at an Annual General Meeting as follows:

9.6.1. A nomination of a Member to the office of Chair, Deputy-Chair or Director shall be in writing and will specify which discipline (if any) the nominee represents. Each nomination will be signed by a proposer and seconder both of whom must be Members, and by the nominee and shall be in the form of Annexure B;

9.6.2. All nominations shall be lodged with the Company at least FOURTEEN (14) days before the Annual General Meeting ("Nominations Closing Date"). All nominations shall be opened by an officer of the Company as soon as practicable after the Nominations Closing Date in the presence of a person nominated by the Board;

9.6.3. If there is an insufficient number of nominees to fill the vacancies the Directors shall nominate other persons for election to fill the vacancies;

9.6.4. The names of the nominees and a short profile of them, indicating the discipline (if any) for which they are nominated, together with the proposers and seconders shall be sent to all Members not less than SEVEN (7) days before the Annual General Meeting;

9.6.5. If the number and disciplines of the nominees match the number of vacancies the nominees shall be automatically elected to their nominated positions as Chair, Deputy-Chair and Directors (as the case may be) shall be prepared containing the names of the nominees in alphabetical order. The name of any retiring Director shall be marked by an asterisk. The result of the election for Chair, followed by Deputy-Chair if applicable, shall be determined before that of the other Directors. Voting shall be conducted in secret by ballot and the result shall be decided by simple majority.

9.7. At each Annual General Meeting:

- 9.7.1.** A minimum of TWO (2) Directors shall retire from office;
- 9.7.2.** The Directors to retire shall be firstly, any person appointed pursuant to Article 10.2 since the previous Annual General Meeting to fill a casual vacancy, secondly any person appointed pursuant to Article 10.4, and then those who have been longest in office since their last appointment or election. As between two or more who became or were last re-elected Directors on the same day those to retire shall (in default of agreement between them) be determined by lot;
- 9.7.3.** A retiring Director shall remain in office until the conclusion of the meeting at which that Director retires;
- 9.7.4.** A retiring Director shall be eligible for re-election;
- 9.7.5.** No Director shall remain in office for more than three years without submitting for re-election. Subject to the Board's discretion in the case of the Chairperson, no Director shall remain in office for a consecutive period of more than NINE (9) years. The Board may determine in its absolute discretion that this provision does not apply to the Chairperson, but in exercising this discretion, the Board may only extend the Chairperson's term for an additional period not exceeding THREE (3) years, and subject to such other terms and conditions as it sees fit.

10. Casual vacancies on the Board

- 10.1.** A casual vacancy occurs in the office of a Director if the Director:
 - 10.1.1.** Dies;
 - 10.1.2.** Resigns by notice in writing delivered to the Company;
 - 10.1.3.** Is convicted of an offence or is prohibited from holding office as a director under the Act;
 - 10.1.4.** Becomes bankrupt or makes an arrangement or composition with his/her creditors;
 - 10.1.5.** Is permanently incapacitated by mental or physical ill-health;
 - 10.1.6.** Is absent from more than THREE (3) Board meetings in the same financial year of which he or she has received notice without tendering an apology to the person presiding at each of those meetings; or
 - 10.1.7.** Ceases to be a Member.
- 10.2.** The Directors may at any time and from time to time, having regard to Article 9.3, appoint any Member as a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next Annual General Meeting and shall be eligible for election.
- 10.3.** The Directors may from time to time co-opt any Member to become a Non-voting Director of the Company to provide special expertise or advice in relation to a particular issue or project in furtherance of the objects of the Company. A Non-voting Director will be in addition to the number of Directors specified in Article 9.2, will attend such meetings of the Board as the Board may require and may hold office for a specified period not exceeding TWELVE (12) months. The Board may co-opt not more than one Non-voting Director at any time. A Non-voting Director will not be counted for the purposes of establishing a quorum under Article 13.3.
- 10.4.** The Company may, by Ordinary Resolution in General Meeting remove any member of the Board before the expiration of his/her period of office and may by Ordinary Resolution

appoint another Member in his stead. The person so appointed shall hold office until the next following Annual General Meeting but shall be eligible for re-election.

11. Powers of the Board

- 11.1.** The business of the Company shall be managed by the Board.
- 11.2.** The Board may exercise all of the powers of the Company set out in this Constitution.
- 11.3.** The Board shall have the power to:
 - 11.3.1.** Interpret the Constitution and decide any question on which this Constitution is silent;
 - 11.3.2.** Create by-laws;
 - 11.3.3.** Delegate any of its duties to sub-committees in accordance with Article 12; and
 - 11.3.4.** Do all things necessary or desirable to further the objects of the Company.

12. Sub-committees

- 12.1.** The Board may establish one or more sub-committees from time to time to undertake any of the duties and exercise any of the powers of the Board as the Board may think fit (not being duties or powers imposed on the Board by the Act or the general law).
- 12.2.** A sub-committee may be established on a permanent basis or for a specified period or for the purpose of undertaking a specified task. A sub-committee will be chaired by a Director and may be made up of such person as the Board determines, including persons who are not Members, according to the expertise required for the business of the sub-committee.
- 12.3.** The chair of a sub-committee will report to the Board on the activities of the sub-committee after every meeting of the sub-committee or otherwise not less than once every TWO (2) months.
- 12.4.** A sub-committee may meet and adjourn as it thinks fit. Questions arising at any meetings shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the sub-committee shall have a second or casting vote.

13. Proceedings of the Board

- 13.1.** The Board will meet together for the dispatch of business not less than SIX (6) times in each financial year. The Board may adjourn and otherwise regulate its meetings in such manner as it thinks fit. The Chair may at any time convene additional meetings of the Board and shall do so at the written request of two Directors. All meetings of the Board shall be convened on not less than FORTY EIGHT (48) hours' notice to all Directors unless the notice period is waived by not less than SIX (6) Directors.
- 13.2.** At any meeting of the Board any matter that arises requiring a decision of the Board shall be decided by a majority of votes and a decision by a majority of the Directors shall for all purposes be deemed a decision of the Board. Each Director shall have a deliberative vote. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 13.3.** Except for the purposes of Article 8.1, the quorum for the transaction of business of the Board shall be FOUR (4) Directors.

- 13.4.** A Director, an officer of the Company and any other person attending a meeting of the Board, who has any direct or indirect pecuniary interest in any contract, proposed contract or other matter for the purposes of sections 21 or 22 of the Act shall comply with those sections.
- 13.5.** The Directors may act notwithstanding any vacancy in their number but if their number is reduced below four the continuing Directors may act only for the purpose of increasing the number of Directors by convening a General Meeting.
- 13.6.** Subject to this Constitution a written resolution signed by not less than half of the total number of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.
- 13.7.** The Chair shall preside as chairman at every meeting of the Board, or if there is no Chair, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act, the Deputy-Chair shall be chairman or if the Deputy-Chair is not present at the meeting or is unwilling to act then the Directors may choose one of their number to be chairman of the meeting.
- 13.8.** All acts done by any meeting of the Board or a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or a Director or member of a sub-committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director or member of a sub-committee.
- 13.9.** The Board shall cause minutes to be made of:
- 13.9.1.** all appointments of officers and servants of the Company;
 - 13.9.2.** the names of Directors and Members present at all General Meetings and Directors and other persons present at meetings of the Board and its sub-committees;
 - 13.9.3.** all proceedings at all General Meetings and meetings of the Board and its sub-committees.
- Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.
- 13.10.** The Board shall appoint an officer or officers of the Company who shall:
- 13.10.1.** co-ordinate the correspondence of the Company;
 - 13.10.2.** keep full and correct minutes of the proceedings of the Board;
 - 13.10.3.** comply on behalf of the Company with:
 - 13.10.3.1.** section 27 of the Act in respect of the register of Members;
 - 13.10.3.2.** section 28 of the Act in respect of the Constitution;
 - 13.10.3.3.** section 29 of the Act in respect of the record of Directors, office holders and any trustees of the Company;
 - 13.10.4.** have custody of all books, documents, records and registers of the Company;
 - 13.10.5.** perform such other duties as may be imposed pursuant to this Constitution.

14. General Meetings

- 14.1.** All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings of the Company.

- 14.2.** All Members of the Company shall, at the discretion of the Chair or other person presiding over the General Meeting, be entitled to attend, address and be heard at General Meetings.
- 14.3.** The Board:
- 14.3.1.** may at any time resolve to convene an Extraordinary General Meeting upon giving Members (other than Junior Members) not less than TWENTY ONE (21) days written notice of the meeting specifying the general nature of the business for which the meeting is called;
 - 14.3.2.** shall convene an Annual General Meeting to be held at such time and such place as the Board determines provided that:
 - 14.3.2.1.** the Members (other than Junior Members) shall be given not less than TWENTY EIGHT (28) days written notice of an Annual General Meeting;
 - 14.3.2.2.** an Annual General Meeting must be held within FOUR (4) months of the end of the last completed financial year; and
 - 14.3.2.3.** at each Annual General meeting the Board shall present a report on the activities of the Company over the last completed financial year, including a statement of income and expenditure and a balance sheet in respect of that year; and
 - 14.3.3.** shall issue a notice of Extraordinary General Meeting in accordance with Article 14.3.1 within TEN (10) days after receiving a written request in writing to do so signed by not less than twenty Members (other than Junior Members) in accordance with Article 14.4
- 14.4.** A request pursuant to Article 14.3.3 shall state:
- 14.4.1.** the purpose for which the Extraordinary General Meeting is required;
 - 14.4.2.** particulars of the proposed business to be dealt with at the meeting including any motions or resolutions to be moved at such meeting and the mover and seconder thereof;
- 14.5.** The Board will convene all General Meetings of the Company by notice to Members (other than Junior Members). Any notice of a General Meeting issued by the Board shall state:
- 14.5.1.** when and where the General Meeting is to be held;
 - 14.5.2.** particulars of the business to be transacted at the General Meeting and the order in which the business is to be transacted;
 - 14.5.3.** particulars of any ordinary or Special Resolutions to be moved at the meeting; and
 - 14.5.4.** whether the General Meeting has been convened pursuant to request in accordance with Article 14.3.3 and the details of such request.
- 14.6.** In the case of an Annual General Meeting, the order in which business is to be transacted is:
- 14.6.1.** reading the notice of Annual General Meeting;
 - 14.6.2.** reading and confirming the minutes of the previous Annual General Meeting;
 - 14.6.3.** reading and confirming the minutes of any Extraordinary General Meeting held during the period between the previous Annual General Meeting and the date which is ONE (1) month before the date of the present meeting;
 - 14.6.4.** receiving and adopting the report of the Chair;
 - 14.6.5.** receiving and adopting the accounts of the Company for the immediate preceding financial year;
 - 14.6.6.** electing the Directors to fill any vacancies on the Board from those candidates nominated in accordance with Article 9.6.2;
 - 14.6.7.** electing the Auditor;

- 14.6.8.** considering any other business properly brought before the meeting.
- 14.7.** Any Member (other than a Junior Member) who wishes to propose an item of business for consideration at an Annual General Meeting may do so by lodging with the Company the particulars of the business, including the text of any Ordinary or Special Resolution to be considered at the meeting signed by the mover and seconder thereof, by no later than FOURTEEN (14) days before the date of the meeting. The Company will give notice to the Members of the particulars of the business not less than SEVEN (7) days before the Annual General Meeting.

15. Proceedings of General Meetings

- 15.1.** At a General Meeting TWELVE (12) Members (other than Junior Members) present in person or by proxy and entitled to vote shall constitute a quorum.
- 15.2.** If within THIRTY (30) minutes after the time specified for holding the General Meeting:
- 15.2.1.** as a result of a request in accordance with Article 14.4 a quorum is not present, the business of the General Meeting will lapse and the chairman will dissolve the meeting; or
 - 15.2.2.** for any other reason, the General Meeting stands adjourned to such time and place as the Board may decide. If at the adjourned meeting a quorum is not present within THIRTY (30) minutes from the time appointed for the meetings, the Members present in person or by proxy and entitled to vote may nevertheless proceed with the business of the General Meeting as if a quorum were present.
- 15.3.** The Chair shall preside as chairman at all General Meetings of the Company. If there is no Chair, or if he/she is not present within FIFTEEN (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy-Chair will be the chairman. If the Deputy-Chair is not present or unwilling to act then the Members present and entitled to vote shall elect one of their number to be the chairman of the meeting.
- 15.4.** The chairman may, with the consent of the General Meeting, and shall if so directed by the General Meeting, adjourn that General Meeting from time to time and from place to place. There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 15.5.** It shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned General Meeting except where a General Meeting is adjourned for a period of THIRTY (30) days or more the Board shall give notice under Article 14 of the adjourned General Meeting as if it were a fresh General Meeting.
- 15.6.** At any General Meeting:
- 15.6.1.** the Directors shall be elected in accordance with Articles 9.6.5. or 9.6.6.;
 - 15.6.2.** all other resolutions put to the vote of the meeting shall be decided on a show of hands aggregated with proxy votes unless a poll is demanded, whether before or on the declaration of the result of a show of hands;
 - 15.6.2.1.** by the chairman of the meeting; or
 - 15.6.2.2.** by THREE (3) Members present.

- 15.7. Unless a poll is demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or lost and an entry to that effect recorded in the minutes of the proceedings of the meeting shall be conclusive evidence of the fact.
- 15.8. If a poll is demanded it shall be conducted forthwith at the meeting in such a manner as the chairman directs and the result of the poll, aggregated with proxy votes, shall be the resolution of the meeting and an entry to that effect recorded in the minutes of the proceedings of the meeting shall be conclusive evidence of the fact.
- 15.9. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

16. Accounting Records

- 16.1. The Company shall:
 - 16.1.1. keep accounting records which correctly record and explain the financial transactions and the financial position of the Company;
 - 16.1.2. keep its accounting records in such manner as will enable true and fair accounts of the Company to be prepared from time to time;
 - 16.1.3. keep its accounting records in such manner as will enable true and fair accounts of the Company to be conveniently and properly audited.

17. Alteration of the Constitution

- 17.1. Subject to this Article, the Company may alter, add to or rescind this Constitution by Special Resolution passed at a General Meeting of the Company.

18. Common Seal

- 18.1. The Company shall have a Seal which shall display its name.
- 18.2. The Seal shall be kept at the office of the Company and shall be used only with the authority of the Board. Every instrument to which the Seal will be affixed shall be signed by a Director and countersigned by a second Director or other person authorised by the Board for that purpose.

19. Indemnity

- 19.1. Every Director, officer and employee of the Company shall be indemnified against, and the Board shall pay out of the funds of the Company, all disbursements, liabilities, costs, losses and expenses which any Director, officer and employee may incur or become liable for by reason of any authorised contract or liability entered into or act or thing done or omitted to be done by any of them in the lawful and proper discharge of their duties.

20. Distribution of surplus property on winding up

- 20.1 If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the

members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.

21. Notices

21.1. Any notice required to be given by law or under the terms of this Constitution shall be in writing and shall be given either personally or by sending it by prepaid post:

21.1.1. to the Company at West Australian Ballet Centre, 134 Whatley Crescent, Maylands, WA 6051; or

21.1.2. to any Member at the address noted on his or her membership application form; or such other address notified by the Company or by the Member(s) (as the case may be) from time to time.

21.2. Where a notice is sent by post, service of the notice shall be deemed effected on the day after the date of posting to the address of the receiving party under Article 21.1.

22. Patrons

22.1. The Board shall at any time appoint such patrons or vice patrons as they deem appropriate or necessary from time to time.

23. Founding Patron

23.1. Madame Kira Bousloff shall be recognised and acknowledged as the Founding Patron of the Company.

24. Auditor

24.1. The Board shall fix the annual remuneration of the Auditor appointed by the Company.

25. Procedural irregularity

25.1. For the purposes of this Article 25 procedural irregularity shall have the meaning ascribed to it in Section 1322 (1)(b) of the Corporations Law.

25.2. The action(s) of the Board or of the Members of the Company in a General Meeting will not be invalidated because of any procedural irregularity unless the Supreme Court of Western Australia is of the opinion that the irregularity has caused or may cause substantial injustice that cannot be remedied by any order of the Court and by order declares the action(s) to be invalid.

25.3. Sections 1322(3), 1322(4), 1322(5) and 1322(6) of the Corporations Law shall be incorporated into and form part of this Constitution but shall be modified so that:

25.3.1. a reference to 'this Law' shall be deemed to be a reference to 'the Act'; and

25.3.2. a reference to 'a corporation' shall be deemed to be a reference to 'the Company'.



APPENDIX A. PROXY VOTING FORM

I, _____ (Name)

of _____ (Address)

being a Voting Member of the Company hereby appoint **my Proxy**:

I, _____ (Name)

of _____ (Address)

to vote on my behalf at the Annual General Meeting of the Company to be held on (date) at(time) and at any adjournment of that meeting as follows:

RESOLUTION	<i>In favour (tick)</i>	<i>Against (tick)</i>
Election of Members of the Board: [Nominated name/s]		
Special Resolution to amend the Constitution: [note changes]		

Signed: _____

Date: _____

Notes:

1. *This proxy form must be lodged at the Company’s office not less than FORTY EIGHT (48) hours before the date and time of the Annual General Meeting.*
2. *Your appointed proxy may only act as proxy for ONE member at the Annual General Meeting.*
3. *Your proxy must be a MEMBER of the Company at the time of the Annual General Meeting.*
4. *The Chairman of the Annual General Meeting may NOT act as proxy for any Member at the Meeting.*

Please return to West Australian Ballet:

Mail: PO Box 604, MAYLANDS WA 6931 or by fax: (08) 9481 0710

