

**THE WESTERN AUSTRALIAN OPERA COMPANY
INCORPORATED RULES**

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1. Name of Association

The name of the association is The Western Australian Opera Company Incorporated.

2. Definitions

In these rules, unless the contrary intention appears:

“Act” means the *Associations Incorporations Act 2015* (WA);

“Association” means the association referred to in Rule 1 and to which these rules apply;

“Auditor” means the auditor for the time being of the Association;

“Board” means the board of management of the Association referred to in Rule 11.1;

“Chairperson” means the chairperson for the time being of the Board;

“Director” means a person who is a member of the Board;

“financial year” means the period of twelve months commencing on 1 January and ending on 31 December each year and includes:

- (a) the period from adoption of these Rules until the next 31 December; and
- (b) the period commencing on 1 January and ending on the winding up of the Association;

“General Meeting” means any meeting of the members of the Association convened under Rule 21;

“Member” means any member of the Association whose name appears in the register of members of the Association;

“Ordinary resolution” means a resolution passed by a simple majority of votes;

“Patron” means any patron for the time being of the Association;

“Rules” means these rules as amended from time to time;

“Secretary” means the secretary for the time being of the Association,

“Special resolution” means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act.

3. Objects

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

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

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association 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.

4. Powers of Association

The Association shall have the powers provided in section 14 of the Act.

5. Membership and rates of subscription

- 5.1 There shall be the following classes of members, namely:
- (a) Ordinary members who shall be those persons who have paid the entrance fee (if any) and annual subscription fixed by the Board from year to year for such privileges as are hereinafter mentioned.
 - (b) Life members who shall be such persons who shall have paid a single subscription equal to ten years annual subscription at the rate then current.
 - (c) Honorary life members who shall be such persons appointed at an annual general meeting or extraordinary general meeting on the recommendation of the Board for outstanding service to the Association, such recommendation to state the reasons prompting its submission.
 - (d) Honorary members who shall be invited by the Board in its absolute discretion and who accept appointment. They shall retain the appointment for the period decided upon by the Board which shall not in any event exceed TWELVE (12) months.
 - (e) Junior members who shall be such persons under the age of EIGHTEEN (18) years who shall have paid such reduced entrance fee (if any) and annual subscription as shall be fixed by the Board from year to year.
 - (f) Corporate members who shall be a body corporate who shall have paid the entrance fee (if any) and annual subscription fixed by the Board from year to year for such privileges as are hereafter mentioned.
- 5.2 Applications for membership of the Association shall be made to the Secretary in the form from time to time prescribed by the Board in writing and signed by the applicant.
- 5.3 An applicant for membership of the Association shall become a member when:
- (a) the Secretary accepts the application; and
 - (b) the applicant pays any fees and subscriptions payable to the Association under Rule 8.
- 5.4 A person ceases to be a member when any of the following takes place:
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the member resigns from the Association under Rule 9;
 - (d) the member is expelled from the Association under Rule 15; or
 - (e) the member fails to pay the relevant fees and annual subscriptions by the date those amounts become due and payable.

6. Voting, proxies and other rights

- 6.1 Subject to these Rules, all members (other than junior members) shall possess voting rights at all General Meetings.
- 6.2 Each member entitled to vote and present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 6.3 No member shall be entitled to vote at any General Meeting if their annual subscription is unpaid at the date of the meeting.
- 6.4 In the case of extraordinary general meetings, no member shall be entitled to vote unless they have been registered members of the Association for a period of not less than THREE (3) months prior to such a meeting.
- 6.5 A member may appoint another person to be their proxy to attend or vote on behalf of the appointing member at any General Meeting.
- 6.6 The instrument appointing a proxy shall be in writing and signed by the appointer in a form prescribed or otherwise acceptable to the Directors.
- 6.7 Any person appointed as a proxy must be a member.
- 6.8 Except to the extent provided in these Rules to the contrary, the rights and entitlements of members of each class are the same.

7. Register of members

The Secretary shall on behalf of the Association keep and maintain or cause to be kept and maintained the register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at such place as agreed to by the Board.

8. Subscriptions of members

The Board shall from time to time determine:

- (a) the amount of the subscription to be paid by each prospective member of each class of membership; and
- (b) the frequency and due date of subscription payments to maintain membership.

9. Resignation of members

- 9.1 A member may resign as a member by delivering to the Secretary notice in writing of their resignation.
- 9.2 A member whose subscription remains unpaid for more than TWO (2) months after the due date for payment shall be deemed to have delivered a notice of resignation to the Secretary in accordance with Rule 9.1.
- 9.3 The Secretary shall as soon as practicable, following receipt (or deemed receipt under Rule 9.2) of a resignation notice remove the name of the relevant member from the register of members of the Association.

- 9.4 A person who ceases to be a member under Rule 9.3 remains liable to pay the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

10. Expulsion of members

- 10.1 If the Board considers that a member should be expelled from membership of the Association because of conduct detrimental to the interest of the Association, the Board shall give notice in writing to the member:
- (a) of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct;
- not less than SEVEN (7) days' before the date of the Board meeting referred to in Rule 10.1(a).
- 10.2 At the Board meeting referred to in a notice communicated under Rule 10.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 10.3 Subject to the Rule 10.5, a member who is expelled under Rule 10.2 from membership of the Association shall be deemed FOURTEEN (14) days after the day on which the decision so to expel is communicated under Rule 10.2 to have sent a notice of resignation to the Secretary in accordance with Rule 9.1.
- 10.4 A member who is expelled under Rule 10.2 from membership of the Association shall, if that member wished to appeal against that expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in Rule 10.3.
- 10.5 When notice is given under Rule 10.4:
- (a) the Association at the next General Meeting, following the expulsion of the member, may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association at the General Meeting, by special resolution set aside the decision of the Board to expel that member; and
 - (b) the member who gave that notice does not cease to be a member until the next General Meeting but that members' membership is suspended pending the next General Meeting.

11. Board

- 11.1 The affairs of the Association shall be managed by the Board.
- 11.2
- (a) The number of Directors shall not be less than SEVEN (7) nor more than NINE (9) and with the intention that:

- (i) FIVE (5) Directors (“Specified Directors”) shall have skills from one or more of the following disciplines and shall be elected by the members in General Meeting:
 - (A) Business Management;
 - (B) Sponsorship and fundraising;
 - (C) Financial;
 - (D) Legal; and
 - (E) Marketing;
 - (ii) TWO (2) Directors (“General Directors”) shall have general experience and shall be elected by the members in General Meeting;
 - (iii) TWO (2) Directors shall be appointed by the Chairperson pursuant to Rule 11.4.
- (b) No person shall be eligible to be nominated or appointed as a Director unless that person is a member.
 - (c) No full time or part-time employee of the Association shall be eligible to be appointed to the Board.
 - (d) No corporation or its nominee is eligible to be nominated as a Director to the Board. The nominated representative of a corporation may however be nominated as a Director nominee if the representative is a financial member of the Association.

11.3 The office of the Specified Directors and General Directors referred to in Rule 11.2(a)(i) and 11.2(a)(ii) shall be filled by persons elected at an Annual General Meeting as follows:

- (a) A nomination of a member for the office of a Specified Director or General Director shall be in writing and will, in the case of nomination of a Specified Director, specify which discipline the nominee proposes to represent on the Board. Each nomination will be signed by a proposer and a seconder both of whom must be members, and by the nominee and shall be in the form set out in the Schedule:
- (b) All nominations shall be lodged with the secretary in a sealed envelope marked “Nomination Form” at least SEVEN (7) days before the Annual General Meeting (“Nominations Closing Date”) at which the nomination is to be voted on. All nominations shall be opening by the secretary as soon as practicable after the Nominations Closing Date in the presence of a person nominated by the Board.
- (c) If there are an insufficient number of nominees, the Directors shall nominate other persons for election to fill the vacancies.
- (d) Lists of the nominees’ names indicating whether they are nominated as Specified Directors or General Directors and, in the case of Specified Director nominees, the discipline for which they are nominated, together with the office of the Association for at least FIVE (5) days before the relevant Annual General Meeting.

- (e) Balloting lists for the offices of Specified General Directors and General Directors shall be prepared containing the names of the nominees in alphabetical order. The same type shall be used for the name of each nominee but the name of any retiring Director shall be marked with an asterisk. The result of the election for the Specified Directors shall be determined before that of the General Directors. Any nomination of and votes for a nominee who is elected as a Specified Director at the meeting, shall be disregarded for the purpose of the election of the General Directors at the meeting. Voting shall be conducted in secret by ballot and the results shall be decided by simple majority as determined by the Secretary.
- 11.4 The Chairperson may at any time and from time to time appoint any person as a Director for the purposes of Rule 11.2(a)(iii) but so that the total number of such Directors so appointed shall not exceed TWO (2). Any Director shall hold office for the term specified by the Chairperson being no more than THREE (3) years and shall not be eligible for re-appointment.
- (a) At each Annual General Meeting one-third of the Directors or if their number is not a multiple of three, the number nearest to one-third shall retire from office.
 - (b) The Directors to retire at each Annual General Meeting shall be those who shall have been longest in office since their last appointment or election. As between two 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.
 - (c) A retiring Director shall remain in office until the conclusion of the meeting at which that Director retires.
 - (d) A retiring Director shall be eligible for re-election.
 - (e) No Director shall remain in office for more than three years without submitting for re-election.
- 11.5 The members in General Meeting may by special resolution remove any Director before the expiration of that Director's period in office and may by ordinary resolution elect another person instead. In such a case the person so appointed shall hold office only until the next Annual General meeting and may stand for re-election.
- 11.6 The Board may invite persons to attend meetings of the Board at its discretion.

12. Casual vacancies in membership of the Board

- 12.1 A casual vacancy occurs in the office of a Director if the Director:
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson;
 - (c) is convicted of an offence or prohibited from holding office as a Director under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;

- (e) is absent from more than three 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
 - (f) ceases to be a member of the Association;
- 12.2 The directors may at any time and from time to time appoint any person as a Director to fill a casual vacancy PROVIDED HOWEVER that in the case of a casual vacancy in the office of a Specified Director, the appointee shall be suitably qualified in the relevant discipline. Any Director so appointed shall hold office only until the next Annual General Meeting.

13. Powers of the Board

The Board shall have the power to:

- (a) control and spend funds of the Association:-
- (b) to invest its moneys;
- (c) to deal with its assets;
- (d) generally manage the affairs of the Association;
- (e) interpret these Rules and decide any question on which these Rules are silent;
- (f) create by-laws;
- (g) delegate its duties to sub-committees;
- (h) authorise the Association to borrow money for any purpose within the objects of the Association, and, if the Board thinks necessary, to give security; and
- (i) do all things necessary or desirable in furtherance of the objects of the Association.

14. Proceedings of the Board

- 14.1 The Board shall meet together for the dispatch of business not less frequently than SIX (6) times in each financial year and the Chairperson may at any time convene additional meetings of the Board.
- 14.2 Each Director has a deliberative vote.
- 14.3 Except as otherwise expressly provided in these Rules, a question arising at a Board meeting shall be decided by a majority of votes.
- 14.4 At a Board meeting THREE (3) Directors constitute a quorum.
- 14.5 Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Directors present at the Board meeting.
- 14.6 A Director having a material personal interest in a matter being considered by the Board shall comply with sections 42 and 43 of the Act.

- 14.7 The Directors may act notwithstanding any vacancy in their number provided that if their number is reduced to below that fixed by Rule 11.2 they shall have the power only to convene a General Meeting.
- 14.8 Subject to these Rules, a written resolution signed by no less than one-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 signed by one or more Directors.
- 14.9 All acts done at any meeting of the Board or by any person acting as a Director shall notwithstanding that it may afterwards be discovered that there was some defect in a Director's appointment or that any Director was disqualified be as valid as if every such person had been duly appointed and was qualified.

15. Chairperson

- 15.1 The Directors may elect a Chairperson and two Deputy Chairperson of their meetings and determine the periods for which they are respectively to hold office. If no Chairperson or Deputy Chairpersons are elected, or if at any Board meeting or General Meeting neither the Chairperson nor the Deputy Chairpersons are present at the time appointed for holding it, the Directors shall choose one of their number to preside over the meeting.
- 15.2 Subject to this Rule, the Chairperson shall preside at all General Meetings and Board meetings.
- 15.3 In the case of an equality of votes at any Board meeting or General Meeting, the Chairperson or other person presiding over the meeting shall be entitled to an addition casting vote.

16. Secretary

- 16.1 The Secretary of the Association shall be appointed by the Board for such term at such remuneration and with such powers and duties and upon such conditions and otherwise as it thinks fit and may be removed from office by the Board.
- 16.2 The Secretary shall:
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Board and the Association;
 - (c) comply on behalf of the Association with:
 - (1) Part 4 Division 5 of the Act in respect of the register of members of the Association; and
 - (2) Part 4 Division 6 of the Act in respect of the record of the office holders, and any trustees, of the Association;
 - (d) have custody of all books, documents, securities, records and registers of the Association; and
 - (e) perform such other duties as are imposed by these Rules on the Secretary.

17. Auditor

A certified practicing accountant or chartered accountant shall be appointed to the position of Auditor by the members at the first Annual General Meeting following the adoption of these Rules. The Auditor shall audit the books and accounts of the Association prior to each Annual General Meeting. The Auditor shall hold office until the Auditor resigns that position or is removed by the members by ordinary resolution at a General Meeting. In the event of the Auditor resigning or being removed, the members shall by ordinary resolution at a General Meeting appoint another person holding the required qualifications to be the Auditor.

18. Patron

The members in General Meeting may appoint Patrons of the Association, who shall hold office until death, resignation or removal from office by special resolution of the members in General Meeting.

19. Cheques and Negotiable Instruments

All cheques, drafts, bills of exchange and other negotiable instruments drawn to a value or:

- (a) less than ONE THOUSAND DOLLARS (\$1000) may be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by any ONE (1) of such FOUR (4) as shall be appointed by the Board from time to time for the purpose of operating the bank account or accounts of the Association.
- (b) ONE THOUSAND DOLLARS (\$1000) or greater may be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by any TWO (2) of such FOUR (4) as shall be appointed by the Board from time to time for the purpose of operating the bank account or account of the Association.

20. Accounts and Inspection of Records

- 20.1 The Board shall cause proper accounting and other records to be kept, and an annual Auditor's report to be prepared thereon. The board shall cause to be made out and made available for inspection by the members at or before each Annual General Meeting copies of a profit and loss account, balance sheet and the Auditor's report made up to a date not more than FOUR (4) months before the date of the meeting.
- 20.2 The Board shall from time to time determine at what times and places and under what conditions or regulation the accounting and other records of the Association shall be opened to the inspection of members not being Directors and no member (not being a Director) shall have any right to inspect any account or book or paper of the Association except as conferred by law or authorised by the Board or by the Association in General Meeting.

21. General Meetings

- 21.1 All members and Patrons of the Association shall at the discretion of the Chairperson or other person presiding over the meeting, be entitled to attend, address and be heard at General Meetings.
- 21.2 The Board:

- (a) may at any time convene an Extraordinary General Meeting upon giving members not less than FOURTEEN (14) days' written notice of the meeting, specifying the general nature of the business for which the meeting is called.
- (b) shall convene an Annual General Meeting to be held at such time and such place as the Board determines PROVIDED THAT:
 - (1) not less than FOURTEEN (14) days notice of each Annual General Meeting shall be given by the Secretary to the members;
 - (2) an Annual General Meeting must be held in each calendar year and within SIX (6) months after the end of the Association's financial year (or such longer period as allowed by the Act); and
 - (3) at each Annual General meeting, the Board shall present a report on the activities of the Association over the period since the last Annual General Meeting, and the Specified Director for Finance shall present a statement of income and expenditure covering the period since the last Annual General Meeting and balance sheet as at a date within FOUR (4) months before the date of the Annual General Meeting;
- (c) shall convene an Extraordinary General meeting within FORTY TWO (42) days of receiving a request in writing to do so from not less than 10% of members which complies with Rule 21.3

21.3 The members making a request referred to in Rule 21.2(c) shall:

- (a) state in that request:
 - (1) the purpose for which the extraordinary general meeting concerned is required; and
 - (2) particulars of the proposed business to be dealt with at the meeting and of any motions to be moved at such meeting; and
- (b) sign that request.

21.4 Subject to Rule 21.6, the Secretary shall give to all members not less than FOURTEEN (14) days' notice of a General Meeting and of any motions to be moved at the General Meeting.

21.5 A notice given under Rule 21.4 shall specify:

- (a) when and where the General Meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

21.6 In the case of an Annual General Meeting, the order in which business is to be transacted is:

- (a) reading the notice convening the Annual general Meeting;
- (b) reading and confirming the minutes of the previous Annual General Meeting;

- (c) reading and confirming the minutes of any extraordinary general meeting held during the period between the previous Annual General Meeting and the date ONE (1) month before the date of the present meeting;
 - (d) the report of the Chairperson,
 - (e) consideration of the accounts and the Auditors report;
 - (f) election of Directors to replace outgoing Directors;
 - (g) any other business requiring consideration by the Association in General Meeting.
- 21.7 The Secretary shall give to all members not less than TWENTY ONE (21) days' notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.

22. Proceedings of General Meetings

- 22.1 At General Meetings TEN (10) members present in person or by proxy and entitled to vote constitute a quorum.
- 22.2 If within THIRTY (30) minutes after the time specified for holding a General Meeting:
- (a) as a result of a request or notice referred to in Rule 21.2(c) a quorum is not present, the General Meeting lapses; or
 - (b) otherwise than as a result of a request or notice referred to in Rule 22.2 (a), the General Meeting will stand adjourned to such a time and place as the Board decides.
- 22.3 If within THIRTY (30) minutes of the time appointed pursuant to Rule 22.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy and entitled to vote may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 22.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General meeting, adjourn that General Meeting from time to time and from place to place.
- 22.5 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.
- 22.6 When a General Meeting is adjourned for a period of THIRTY (30) days or more, the Secretary shall give notice under Rule 21 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 22.7 At a General Meeting:
- (a) in the case of election of Directors or referenda, voting shall be conducted by secret ballot at the relevant General Meeting in a form prescribed by the Directors.
 - (b) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

- (c) a special resolution put to the vote shall be decided by the requisite majority under these Rules cast on a show of hands.
- 22.8 A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution or special resolution (as the case requires) shall be evidence of that fact.

23. Minutes of Meetings

- 23.1 The Secretary shall cause proper minutes of all proceeding of all General Meetings and Board meetings to be taken and then to be entered within THIRTY (30) days after the holding of the next succeeding General Meeting or Board meeting following the meeting at which the minutes were taken, as the case requires, in a minute book kept for that purpose.
- 23.2 The Chairperson shall ensure that the minutes taken under Rule 23.1 are checked and signed as correct by the person presiding at the meeting to which those minutes relate.
- 23.3 When the minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that-
- (a) the General Meeting or board meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place;
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

24. Rules of Association

- 24.1 Subject to this Rule, the Association may alter or rescind these Rules, or make Rules additional to these Rules.
- 24.2 A proposed amendment to the Rules shall only take effect if passed by a special resolution voted on at a duly convened General Meeting.
- 24.3 These Rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

25. Notices to Members

Any Notice required by these Rules to be given to a member shall be deemed to have been sufficiently given if delivered personally, or sent by post to the member at the member's address appearing in the register of members, and such notice shall be deemed to have given on the day on which it is so delivered.

26. Common Seal

- 26.1 The Association shall have a common seal on which its name shall appear in legible characters.

- 26.2 The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book of the Association.
- 26.3 The affixing of the common seal of the Association shall be witnessed by any TWO (2) Directors or ONE (1) Director and the Secretary.
- 26.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

27. No Statements

No member or Patron shall make any statement purporting to be on behalf of the Association unless such statement has been previously authorised in writing by the Board.

28. Indemnity

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

29. Distribution of Surplus Property on Winding-Up

If, on the winding-up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of that winding-up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Association; or
- (b) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946*,

PROVIDED THAT if any property is to be distributed to or for any incorporated association or purposes, the incorporated association or purpose shall be determined by resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

30. Association Funds

The funds of the Association shall be used only in furtherance of the objects of the Association and no funds shall be distributed between the members.

31. Disputes

- 31.1 Any dispute under these Rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this Rule 31.
- 31.2 The parties to a dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within FOURTEEN (14) days after the dispute comes to the attention of all of the parties.

- 31.3 If the parties to the dispute are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within TEN (10) days, hold a meeting in the presence of a mediator.
- 31.4 The mediator must be:
- (a) a person chose by agreement between the parties; or
 - (b) in the absence of agreement:
 - (c) in the case of a dispute between a member and another member, a person appointed by the Board; or
 - (d) in the case of a dispute between a member or relevant non-member (as referred to in rule 24.1.3) and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organization.
- 31.5 A member of the Association can be a mediator.
- 31.6 The mediator cannot be a member who is a party to the dispute.
- 31.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 31.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 31.9 The mediator must not determine the dispute.
- 31.10 The mediator must be confidential and without prejudice.
- 31.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Adopted this 16 April day of 2019 by a duly passed special resolution of the members of the Association

(updated at the AGM 16 April 2019: resolution to amend the Constitution was duly passed by special resolution of the members in accordance with the rules and the requirements of the Associations Incorporation Act 2015)

Andrew Pascoe, Chairman 16 April 2019

Schedule

“THE WESTERN AUSTRALIAN OPERA COMPANY INCORPORATED

1. FORM OF NOMINATION OF SPECIFIED DIRECTOR AND/OR GENERAL DIRECTOR OF THE ASSOCIATION

I _____

of _____

being a member of the Association hereby nominate

for election to the following office of the Association

(1) Specified Director in the discipline set out below, namely:

(Tick one discipline only)

A () Business Management

B () Sponsorship and Fund Raising

C () Financial

D () Legal

E () Marketing

AND/OR (2) General Director

Proposer

DATED:

Secunder

DATED:

I hereby accept the above mentions nomination.

Nominee

DATED: