



**The Friends  
Of  
The State Opera of South Australia Incorporated**

**Constitution  
2016  
(As amended 22 October 2018)**

**Founded 1976**

# The Friends of State Opera of South Australia Incorporated

## CONSTITUTION

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**THE FRIENDS OF THE STATE OPERA OF SOUTH AUSTRALIA  
INCORPORATED  
CONSTITUTION**

**1. Name**

The name of the Incorporated Association is The Friends of the State Opera of South Australia Incorporated, referred to herein as 'the Association'.

**2. Definitions**

'Committee' means the Committee of Management of the Association

'General Meeting' means a general meeting of members of the Association convened in accordance with these rules

'member' means a member of the Association

'the Company' means The State Opera of South Australia 'the

Act' means the Associations Incorporation Act 1985 'special

resolution' means a special resolution defined in the Act

'month' shall mean a calendar month

**3. Objects of the Association**

The objects of the Association are:

- a. To assist and support the State Opera of South Australia, herein referred to as 'the Company', in all its activities, programs and productions;
- b. To raise funds for the benefit of the Company;
- c. To raise funds to support and sponsor the professional development of Young Artists associated with opera in South Australia;
- d. To provide assistance for the development of interest in opera and the Company throughout the community in South Australia;
- e. To increase, through its activities and programs, the interest, knowledge and involvement of members of the Association in opera, the Association and the Company;
- f. To do all such other acts that may be incidental to or conducive to the attainment of any or all of the foregoing objects.

**4. Powers of the Association**

The Association shall have all the powers conferred by section 25 of the Act.

## **5. Membership**

### **5.1 Types**

- a. Members of the Association shall be those persons who have applied in writing, in the form prescribed by the Committee, to the Honorary Secretary and have paid the Annual Subscription determined by the Committee from time to time.
- b. The categories of Membership shall be as follows:
  - i] Ordinary Member
  - ii] Joint Member - being two people with a common residence
  - iii] Concession - being Pensioner/Student/Disability
  - iv] Life Member - being awarded, by the decision of the Committee, to those persons who have been recognized for outstanding service to the Association, the Company or to Opera.
- c. A member shall:
  - i] be entitled to attend, take part in and vote at General Meetings of the Association;
  - ii] be entitled to nominate members for election as an Officer of the Association or members of the Committee;
  - iii] be eligible for election as an Officer of the Association or a member of the Committee;
  - iv] be entitled to such other rights and benefits as the Committee shall from time to time determine.

### **5.2 Subscriptions**

- a. The Subscription fees for membership shall be determined by the Committee from time to time and the Committee may fix different amounts for the different categories of Membership.
- b. The Subscription fees shall be payable annually on the 1<sup>st</sup> Day of December for the ensuing twelve months.
- c. A Life Member shall be under no obligation to pay a subscription or any other sum of money to the Association.
- d. Any Member whose subscription is outstanding for more than three months after the due date for Payment shall cease to be a Member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### **5.3 Resignation**

Any member may tender their resignation from the Association in writing to the Committee at any time.

### **5.4 Expulsion**

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- c. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the Committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the Association at a General Meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

### **5.5 Register of Members**

A register of members will be kept and contain:

- a. the name, address, telephone number and, where provided, the email address of each member;
- b. the date on which each member was admitted to the Association and
- c. if applicable, the date of and reason(s) for termination of membership.

## **6. The Committee**

### **6.1 Powers and Duties**

- a. The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in General Meeting.
- b. There shall also be an Executive to which shall be entrusted, subject to the control and directions of the Committee, the more detailed conduct of the affairs of the Association, including (but not restricted to) the management and control of the funds and other property of the Association.
- c. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

### **6.2 Appointment**

- a. The Committee shall comprise the Officers of the Association together with not more than ten other members (which other members shall include the Chief Executive Officer of the Company as an ex officio member).
- b. The Committee may co-opt to its membership, for the life of the current Committee, such persons, whether or not members of the Association, as it may think fit and may terminate their membership of the Committee when it thinks fit. However such members shall have no voting rights.
- c. All Officers and members of the Committee shall be financial members of the Association except co-opted members.
- d. A Committee Member shall be a natural person.
- e. The Executive shall comprise the Officers of the Association being a President, a Vice President, a Secretary and a Treasurer.
- f. The Officers and members of the Committee shall hold office from the Annual General Meeting at which they are elected until the Annual General meeting next after their election but shall then be eligible for re-election.
- g. The Chief Executive Officer of the Company shall be an ex officio member of the Committee and as such shall have no voting rights.

- h. The Committee shall have the power to fill any casual vacancy including a vacancy with respect to any office holder or auditor. Any person appointed to fill any such casual vacancy shall hold office until the next Annual General Meeting and shall be eligible for election then.
- i. No person shall be eligible to stand as an Officer or other member of the Committee unless a nomination in writing made by a member of the Association shall be delivered to the Secretary no later than seven clear days before the Annual General Meeting at which such candidate shall stand for election. No nomination shall be accepted by the Secretary without written consent of the nominee endorsed thereon.
- j. No person shall hold office as President for more than four consecutive years provided that, if a person is appointed President to fill a casual vacancy occurring in that office, they shall be eligible for election as President in each of the four consecutive years following the year in which they were so appointed and provided further that, if it is so decided by a resolution of at least three-quarters of the persons present at an Annual General Meeting, a person may continue to hold office as President for longer than four consecutive years.

### **6.3 Proceedings of Committee**

- a. The Committee shall meet together for the dispatch of business at least monthly.
- b. The President shall be the Chairperson of any meeting of the Committee or the Executive. In their absence the Vice President shall be Chairperson and if both the President and the Vice President are absent the meeting shall elect a Chairperson.
- c. Questions arising at any meeting of the Committee shall be decided by a majority of votes. In the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- d. A quorum for a meeting of the Committee shall be one half of the members of the Committee (including co-opted and ex officio members). If the number so arrived at contains a fraction, the number for a quorum shall be the next higher whole number. Three members shall constitute a quorum of the Executive.
- e. The Committee may establish such Sub-Committees from time to time and for such purposes and upon such terms as it may think fit. Any person, whether a member of the Association or not, shall be eligible to serve on any such Sub-Committee.
- f. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the

nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that contract or proposed contract.

## **6.4 Indemnity for Officers and Committee Members**

Every Officer of the Association, member of the Committee and agent or servant of the Association shall be indemnified by the Association against (and it shall be the duty of the Committee, out of the funds of the Association to pay), all costs, losses and expenses which any such Officer, member, agent or servant shall incur or become liable for by reason of any contract properly entered into or act properly done by them in the course of their duties as such officer, member, agent or servant.

## **6.5 Disqualification of Committee Members**

The Office of a Committee member shall become vacant if a Committee member is:

- x disqualified from being a Committee member by the Act
- x expelled as a member under these rules
- x permanently incapacitated by ill health
- x absent without apology for more than four meetings in a financial year

In declaring the Committee position vacant the Committee in its discretion, if it thinks fit, may appoint a member of the Association to the vacant position until the next Annual General Meeting.

## **7. The Seal and Public Officer**

- a. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b. The seal shall not be used without the express authorization of the Committee and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and either the Secretary or Treasurer.
- c. Unless the Committee shall otherwise determine the Secretary shall be the Public Officer of the Association for the purposes under the Act.

## **8. General Meetings**

### **8.1 Annual General Meetings**

- a. The Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- b. The Annual General Meeting shall be held within five months after the end of the financial year of the Association.



- c. The order of the business at the Annual General Meeting shall be:
- i. the confirmation of the minutes of the previous Annual General Meeting and of any special General Meeting held since that meeting
  - ii. the consideration of the accounts and reports of the Committee and the Auditor's report
  - iii. to elect the officers of the Association and the members of the Committee
  - iv. to appoint an Auditor or Auditors who shall hold office until the next Annual General Meeting
  - v. to deal with any other business requiring consideration by the Association in General Meeting.

## **8.2 Special General Meeting**

- a. The Committee may call a Special General Meeting of the Association at any time.
- b. Upon a requisition in writing of not less than 10% of the total number of members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month, as required by clause 8.2b above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose, the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

## **8.3 Notice of General Meetings**

- a. Subject to 8.3b, at least 14 days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

- c. A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it electronically or by post to the address appearing in the register of members. (See rule 5.5)
- d. Where a notice is sent by post:
  - i. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice and
  - ii. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

#### **8.4 Proceedings at General Meetings**

- a. Twenty members present personally shall constitute a quorum for the transaction of business at any General meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the President shall preside as Chairperson at a General Meeting of the Association.
- d. If the President is not present within five minutes after the time appointed for holding the meeting or they are present but decline to take or retires from the chair, or has a conflict of interest precluding them from taking the Chair, the members may choose a Committee member or one of their own to be the Chairperson of that meeting.

#### **8.5 Voting at a General Meeting**

- a. Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- b. Subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- c. Unless a ballot is demanded by at least 10 members, a question for decision at a General Meeting must be determined by a show of hands.
- d. The Chairperson of a General Meeting shall have a deliberative vote and, in the event of an equality of votes, they shall also have a casting vote, provided that, in the event of there being an equal number of votes cast for two or more candidates for election as an Officer of the

Association or as a member of the Committee, the person to be declared elected shall be chosen by Ballot.

## **8.6 Ballot at General Meetings**

- a. If a Ballot is demanded by at least 10 members, it must be conducted in a manner specified by the person presiding and the result of the Ballot is the resolution of the meeting on that question.
- b. A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other ballot may be conducted at any time before the close of the meeting.

## **8.7 Special and ordinary resolutions**

- a. A special resolution is as defined in Section 3 of the Act, (ie a resolution passed by three quarters of those present at a General Meeting).
- b. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

## **9. Minutes**

- a. Proper minutes of all proceedings of General Meetings of the Association and meeting of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The Minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Committee (as relevant) at a subsequent meeting.
- c. The Minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.
- d. Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meetings shall be deemed to be valid.

## **10. Dispute Resolution**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between-
  - i. a member and another member
  - ii. a member and the Association

- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **11. Financial reporting**

### **11.1 Financial Year**

The Financial year of the Association in each year shall be from the 1<sup>st</sup> day of December to the 30<sup>th</sup> day of November.

### **11.2 Accounts to be kept**

- a. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- b. The Treasurer shall submit to each Annual General Meeting an audited profit and loss account and balance sheet, which shall thereafter be circulated by the Committee to each member of the Association.
- c. The Treasurer shall, at the request of the Board of the Company, furnish to the Board all such information, including details of any accounts, receipts, payments, books, records or the like relating to the Financial affairs of the Association as the Board may in its discretion from time to time require.
- d. All cheques drawn on the account of the Association or any other negotiable instrument, electronic transaction or order for the payment of money, shall be signed or authorized by any two of the following persons namely, the Treasurer and such members of the Committee as shall be appointed by the Committee for that purpose.

### **11.3 Appointment of Auditor**

- a. At each Annual General Meeting the Members shall appoint a person to be Auditor of the Association.
- b. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

- c. If an appointment is not made at an Annual General Meeting the Committee shall appoint an Auditor for the current financial year.

## **11.4 Public Fund**

- a. The Association will establish and maintain a public fund under the title The Friends of the State Opera of South Australia Incorporated Public Fund ('Public Fund') for listing on the Register of Cultural Organisations ('ROCO').
- b. Donations will be deposited into the Public Fund. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australia Taxation Office.
- c. The public will be invited, via its website, its newsletter and other publications, to contribute to the Public Fund.
- d. The Public Fund will be administered by a sub-committee of the Association's 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 Association.
- e. No monies/assets in the Public Fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- f. The Department responsible for the administration of ROCO 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.
- g. Receipts for gifts to the Public Fund must state:
  - the name of the Public Fund and that the receipt is for a gift made to the Public Fund
  - the Australian Business Number of the Association
  - the fact that the receipt is for a gift, and
  - any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- h. The Association 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 Association's principal purpose.
- i. The Association must provide to the Department responsible for the administration of ROCO statistical information on the gifts made to the Public Fund every 6 months.
- j. If upon the winding-up or dissolution of the Public Fund, or its endorsement as a deductible gift recipient is revoked, 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 the Association's members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Association, 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*.
- k. For the purposes of sub-rule j, the fund, authority or institution to which the Public Fund's remaining property or funds shall be transferred shall be determined by Special Resolution at a General Meeting of the Association.

## **12. Prohibition against securing profits for members**

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

## **13. Winding up**

The Association may be wound up in the manner provided for in the Act, Section 41.

## **14. Application of surplus assets**

- a. If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to the Company or to any organization which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution or members in general meeting.

## **15. Rules**

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association; this includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all the provisions thereof.