



Adelaide Theatre Guide

www.theatreguide.com.au

Supporting live theatre in Adelaide

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ABN : 93 297 960 525

1. Name

The name of the incorporated association is the **Adelaide Theatre Guide** referred to herein as "the association".

2. Definitions

"management staff" means the officers allocated to manage the association

"officer" is any person concerned, or takes part, in the management of the affairs of the association

"the Act" means the Associations Incorporation Act 1985

"month" shall mean a calendar month

3. Object and Purpose of the Association

The association is acting non-profit, dedicated to the nurturing, support, promotion and exposure of live theatre, in particular, but not limited to those performing in South Australia.

Its mission is to encourage and foster all genres of live theatre within the South Australian and greater theatre community, in order to support and promote live theatre attendance and production whether as community, amateur, professional or other forms via the promotional website at www.theatreguide.com.au, promotional events, marketing, and programs with continued development, annual reviews and expansion.

The objects of the association are:

- To promote live theatre in South Australia and elsewhere via www.theatreguide.com.au and organised events.
- To provide a promotional service for all live theatre companies/promoters including event listings, audition notices, general noticeboard and more.
- Provide information services for theatre-going audiences on a wide range of events and live-theatre related services in South Australia.
- Act as a central source for interested parties to access a range of information related to live-theatre.
- To provide avenues for discussion and appreciation of the live theatre available in South Australia and elsewhere through reviews, discussion groups and mail (both electronic and post).
- Provide and encourage organised events that promote, celebrate and/or acknowledge the involvement of a range of live-theatre in South Australia, through awards recognition, gala dinners, conferences, seminars, media exposure, and more.

4. Powers of the Association

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

Contact: Hayley Horton 0412 441 367, PO Box 10278, Adelaide BC, SA 5000 or info@theatreguide.com.au

This annexure marked 'A' referred to in the statutory declaration of _____ made on the _____ day of _____, 2006 before me (Justice of the Peace signature) _____

5. Membership

The association does not have general members and all parties utilising the services provided by the Adelaide Theatre Guide are considered as clients and are not party to the decision making of the association.

Any person who acts as Reviewer for the association shall be a member of the association with limited voting rights and expulsion of such members will be as per section 6 of these rules.

6. Association Management

6.1 Powers and Duties:

- a) The affairs of the association shall be managed and controlled by the management staff, 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.
- b) The management staff has the management and control of the funds and other property of the association.
- c) The management staff 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.
- d) The management staff shall appoint a public officer as required by the Act.

6.2 Appointment:

- a) The management staff shall be comprised of a site coordinator, public officer, web administrator and other staff members as required by the association, whereby individual officers may hold more than one position at any time.
- b) A member of management shall be a natural person.
- c) The first management staff of the association shall be comprised of such persons as hold office prior to incorporation. The first management staff shall hold office until resignation or replacement as mutually agreed upon.
- d) No other person shall be eligible to participate as management staff unless the public officer considers the services of that person to be required by the association.
- e) Notice of all persons seeking to participate as management staff shall be given to all current members of the management staff in advance of commencement.

6.3 Proceedings of Management Staff:

- a) The management staff shall meet together for the dispatch of business at least quarterly with communication between meetings via available communication systems.
- b) Questions arising at any meeting of the management staff shall be decided by the site coordinator, public officer and web administrator, and in the event of equality of votes the public officer shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the management staff shall be a minimum presence of the public officer.
- d) A member of the management staff 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 public officer as required by the Act.

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6.4 Disqualification of Management Staff:

The office of a member of the management staff shall become vacant if an officer is:

- disqualified from being a member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology for more than half of the meetings in a financial year;
- services no longer required

7. The Seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without express authorisation by the management staff, and every use of the seal shall be recorded by the public officer. The affixing of the seal shall be witnessed by the public officer.

8. General Meetings

- a) General meetings are called at the discretion of the management staff
- b) The presence of the public officer shall constitute a quorum for the transaction of business at any general meeting.
- c) Subject to these rules, every management staff member has only one vote at a meeting of the association.
- d) Subject to these rules, all members, including those on the reviewing staff shall have one vote at a meeting requiring decisions on award nominees and winners.

9. Dispute Resolution

The association may resolve disputes in the manner provided for in the Act.

10. Financial Reporting

10.1 Financial Year:

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 Accounts To Be Kept:

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.

11. Non-Profit Status Australia

The association is non-profit in nature, whereby: the assets and income 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 the members of the organisation or the partners of the business except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation.

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12. Exempt Purpose

The association is acting non-profit, established as such in 2005 (actual inception 1996) for the encouragement, promotion, support and education of theatre, in particular South Australian live theatre. It is therefore within the guidelines of the Australian Taxation Office as a non-profit organisation of exempt purpose and qualifies for income tax exemption.

13. Winding Up

The association may be wound up in the manner provided for in the Act.

14. Application of Surplus Assets

- a) If after winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation 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 of members in general meeting.

15. Rules

These rules may be altered (including an alteration to the association's name) by the public officer. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, 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.

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