

**PERTH
FESTIVAL**

FRIENDS

MEMORIAL AND RULES AND REGULATIONS OF

THE FRIENDS OF THE FESTIVAL (INC)

ASSOCIATIONS INCORPORATION ACT 2015 (WA)

July 2019

1. **NAME**

The name of the Association is THE FRIENDS OF THE FESTIVAL (INC) (hereinafter called “the Association”).

2. **PRINCIPAL PURPOSE**

The Friends of the Festival Inc. is a cultural organisation whose principal purpose is to stimulate and sustain public interest in the Festival of Perth (hereinafter called ‘the Festival’).

3. **OBJECTIVES**

The Association is established in and must operate in Australia and the Objectives for which the Association is established are:

- a) To extend the influence of the Festival throughout the community and to enhance its cultural significance.
- b) To provide a link between the Festival and the public.
- c) To advise and to assist the Festival of Perth Board or such like body as shall from time to time organise the Festival of Perth (hereinafter referred to as “the Festival”).
- d) To carry out activities with a view to increasing community involvement in the Festival.
- e) To foster increased attendance at Festival events by recruiting members of the Friends.
- f) To assist in publicising the Festival and the events comprising the Festival.
- g) To undertake the organization of social events in support of the Festival.
- h) To sponsor events forming part of the Festival.
- i) To affiliate with and take part in the activities of organisations whose objects are consistent with those of the Association.

4. The powers of the Association exercisable for the benefit of the Festival of Perth are as follows:
- a) To purchase take on lease exchange or otherwise acquire improve develop exercise all rights in respect of mortgage sell dispose of turn to account place under option and otherwise deal with real or personal property of any description or any easements or rights over or connected therewith.
 - b) To improve alter demolish and develop any property owned or leased by the Association or over which it has any rights and to erect on any land purchased or leased or otherwise acquired by the Association maintain and alter any buildings and works of any kind.
 - c) To sell let dispose of grant rights over or otherwise deal with all or any part of the undertaking property land assets effects rights privileges and concessions of the Association for such consideration as the Association may think proper.
 - d) To enter into any arrangement with any Government or any Municipal or other authority which may seem conducive to the Association's objects or any of them and to obtain from any such Government Municipal Local or other authority and rights privileges and concessions which the Association may think is desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
 - e) To hire and employ all classes of persons whose services may be considered necessary for the purpose of the Association and to pay them or persons in return for services rendered to the Association salaries wages gratuities and pensions.
 - f) To recognise the services of or to assist (pecuniarily or otherwise) any person as the Association may from time to time determine.
 - g) To invest any monies of the Association in such investments or securities or in such other manner as the Association may from time to time think expedient.
 - h) To borrow or raise money or secure the payment of money in such manner as the Association shall think fit and in particular by way of mortgage or bill of sale upon all or any of the Association's property (both present and future) and to purchase redeem or pay off any such mortgage bills of sale or other securities.
 - i) To draw make accept endorse discount execute and issue Bills of Exchange Promissory Notes Warrants Debentures and other negotiable or transferable instruments.
 - j) To make personal or written appeals to conduct excursions to hold functions and public meetings or to do such other things as may from time to time be deemed expedient for the purpose of raising funds and for procuring contributions to the fund of the Association and in particular to accept donations charge fares and entrance fees and levy annual subscriptions.

- k) To undertake and execute any trusts for the benefit of the Association or in the furtherance of the objects thereof.
 - l) To accept any gift of real or personal property whether subject to any trust or not.
 - m) To acquire establish print publish newspapers periodicals books and leaflets or other compilations that the Association may think desirable for the promotion of its objects and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation which will further the objects of the Association or any of them.
 - n) To pay all necessary preliminary or other expenses incurred in the formation of the Association and to reimburse any monies necessarily paid for or on behalf of the Association prior to its corporation.
 - o) To delegate all or any of its powers to any council committee or committees consisting of one or more persons.
 - p) To do all or any of the matters hereby authorized either alone or in conjunction with or as trustees or agents for any other club association or company or persons or by or through any trustees or agents.
 - q) To do all such acts or things as are incidental or conducive or subsidiary to all or any of the above objects.
5. The income and property of the Association whensoever derived shall subject to the payment thereof of all expenses salaries and disbursements be applied solely towards the promotion of the objects of the Association and for the benefit of the Perth Festival as set forth in these Rules and no portions thereof shall be paid or transferred directly or indirectly by way of bonus dividend or otherwise howsoever by way of profit to the members of the Association PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Association nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate fixed by the Rules on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association so that no member of the Council of management or governing body of the Association, with the exception of the Executive Officer, shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that except for the usual outgoings and expenses related to the conduct of the Association no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

6. **WINDING-UP AND CANCELLATION OF INCORPORATION**

The Association may be wound-up voluntarily or cancel its incorporation if the Association is solvent and resolves by Special Resolution at a general meeting of members, of which notice has been given in accordance with this constitution to all members, to wind up the Association or voluntarily cancel its incorporation.

Upon winding-up of the Association or cancellation of its incorporation, any surplus assets to the Association shall be:

- a) Transferred to an incorporated association or a body corporate of the type set out in section 24 of the Act, having objects similar in whole or part to the Association; or
- b) If such organisation does not exist, then to a body corporate of the type set out in section 24 of the Act which has charitable purposes.

The surplus assets shall not in any circumstance be distributed among the members of the Association.

7. **PRELIMINARY CLAUSES**

In these presents unless there be something in the subject matter or context inconsistent therewith:

“the Association” means THE FRIENDS OF THE FESTIVAL (INC).

“the Act” means the Associations Incorporation Act 2015 (WA) or any statutory modification amendment or re-enactment thereof for the time being in force.

“the Office” means the registered office for the time being of the Association.

“the Register” means the register of members to be kept pursuant to the Act.

“the Council” means the whole or any number (not being less than a quorum) of the Council of the Association for the time being assembled at a meeting of the Council in accordance with the regulations of the Association.

“the Seal” means the Common Seal of the Association.

“in Writing” and “Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

“member” means a member of the Association.

“Auditor or Auditors” means the Auditor or Auditors for the time being of the Association.

Words importing the masculine gender shall include the feminine gender and vice versa.

Words importing the singular number include the plural number and vice versa.

Words importing persons include corporations.

8. **MEMBERS**

The Association for the purpose of registration shall consist of such financial members as the Council may from time to time determine and the Council shall likewise fix annually the amount of each category of membership subscription or minimum donation.

For the purposes of an Annual General Meeting a reference to a member entitled to vote shall include any person who has been a financial member during the six months preceding the date of the Annual General Meeting.

9. **MEMBERSHIP**

The membership of the Association shall comprise:-

- a) Any person or corporation shall be eligible for membership.
- b) An applicant for membership must sign an application in the form as from time to time prescribed by the Council and such applicant must agree that if elected he or she will be bound by the Rules of the Association.
- c) Such persons who have paid an individual membership subscription payable annually in the amount as from time to time, and in the categories as fixed by the Council for individual membership fees.
- d) Such persons who have paid a Life Membership subscription at least in the amount as from time to time is fixed by the Council for Life Membership.
- e) Such companies, firms and incorporated bodies which have paid by way of donation and Corporate Membership subscription payable annually at least in the amount as from time to time is fixed by the Council for a Corporate Membership fee.
- f) Such persons, companies, firms and the incorporated bodies as shall have been from time to time made an Honorary
- g) Member by resolution of the Council.
- h) A copy of the Constitution will be given to each person who becomes a member of the Association. A copy of the Constitution will be provided to members by electronic transmission or if requested by hard copy.

10. **MEMBERSHIP YEAR**

Membership of the Association shall be on a year-to-year basis save and except for Life Membership. The financial year of the Association and the membership year of the Association shall date from the first day of April in any year to the thirty-first day of March in the next succeeding year except in the case of Life Membership.

11. A member shall cease to be a member upon the happening of the following events:
- a) Upon the Council receiving from the member his or her resignation in writing.
 - b) In the case of a corporation upon the Council receiving notice of the winding up or dissolution of the member.
 - c) Upon the Council receiving notice of the death of a member.
 - d) The Council may by resolution suspend the membership of any member for such period as the Council thinks fit or may expel any member on account of conduct which is in the opinion of the Council detrimental to the interests of the Association. Provided however no such resolution for suspension or expulsion shall be passed unless the Council has given the member concerned an opportunity of showing cause against the proposed suspension or expulsion. Any person who has ceased to be a member by virtue of the provisions of this clause may apply at any time for reinstatement and may be reinstated upon such terms and conditions as the Council deems fit. But the Council may refuse to reinstate any such person without assigning any reason for such refusal.
12. Any company society or similar organisation admitted to membership as an institutional member may nominate the appropriate number of persons as its representative or representatives to act for and on its behalf:
- i) generally representing the corporate member in all matters including voting at general meetings and holding any office or appointment, or
 - ii) representing the institutional member in any specified matters in relation to the affairs of the Association, or
 - iii) representing the institutional member in holding any office or appointment, or
 - iv) representing or as a proxy of the institutional member to vote at general meetings of the Association.

Any such representative or representatives may at any time be removed from office by the institutional member which appointed him or them, and another representative or representatives may be appointed in his or their place. Any such removal or appointment shall be in writing and, in the case of a company shall have affixed thereto the Common Seal of the institutional member concerned and shall be effective when deposited with the Secretary of the Association.

13. The Council may elect to Life Membership any person upon such terms as are from time to time fixed by the Council. Every Life Member shall be entitled to all the privileges and be subject to all the duties of an ordinary member of the Association.

14. The Council may elect to Patron membership any person upon such terms as are from time to time fixed by Council. Every Patron Member shall be entitled to all the privileges and be subject to all the duties of an ordinary member of the Association.
15. The Association may in General Meeting create further classes of membership and may dissolve such classes.

16. **REGISTER OF MEMBERS**

The Executive Officer shall keep and maintain in an up to date condition a register of all members of the Association.

The Register of Members must contain the postal address, residential address, email address or other means of contact, for each member.

The Executive Officer must make the Register of Members available for inspection by members and the members may copy or take an extract from the Register of Members but shall have no right to remove the Register of Members for that purpose.

17. **THE COUNCIL**

The Council of the Association shall comprise not less than five and not more than fifteen Councilors of whom not more than ten shall be elected at an Annual General Meeting and a further five may be co-opted from time to time at the discretion of the elected members of the Council. Additionally, the Director of The Festival of Perth shall be an ex-officio member of the Council with the right to vote at all meetings of the Council.

18. Any member of the Council shall be a financial member of the Association during the term of his office. An Honorary Member may stand and be elected to the Council.
19. The Office Bearers of the Council shall be a Chair, Vice Chair, and Treasurer.
20. The Office Bearers shall be elected by the members of the Council at the first meeting of the Council following the Annual General Meeting or any subsequent meeting from elected or co-opted members of Council and they shall serve until the end of the Annual General Meeting the year following.
21. Further Council Members may be co-opted as shall be determined at a meeting of the Council following each Annual General Meeting or at any subsequent meeting of the Council. Co-opted members shall serve only until the next Annual General Meeting but may not serve more than four years consecutively. The Secretary may be a co-opted member of Council.
22. At each Annual General Meeting one half of the elected members of Council having served for a period of two years shall retire automatically by rotation but may offer themselves for re-election for a further period of two years. Each such elected member of the Council shall serve for a period of two years. At the end of this period the member shall retire but may offer himself or herself for re-election. In the event of an elected member retiring before the termination of his

- or her period of office the Council shall have the right to fill the vacancy for the remainder of the period by co-opting a further member to Council.
23. The Office of Councilor may be vacated in the same manner in which a member of the Association shall be declared no longer to be a member pursuant to the terms of the preceding Rules.
 24. The Council shall meet at such times and at such places as it shall decide upon at any meeting of the Council or at the request of the then Chairman of the Council or at the written request of four members of the Council. Notice of any meeting of the Council shall be given by the Secretary for the Council to the members of the Council and such notice shall be at least fourteen days' notice and such notice shall where possible set forth the agenda for the meeting to be held.
 25. The Council shall be entitled to exercise the same powers as are set forth at the powers of the Association in the Rules of Association.
 26. All decisions by members of the Council on any matter shall be passed by majority resolution but in the event that there shall be no majority forthcoming then the Chairman of the Council (who in the event shall have a vote) shall have additionally a casting vote.
 27. The Council of the Association shall when invited to do so elect a representative or, representatives to the Festival of Perth Committee upon such terms as shall be determined by the said Committee.
 28. The quorum required for any meeting of the Council shall be five members of the Council.
 29. The Council may from time-to-time delegate such powers to Sub-Committees or Executive Committees provided that such delegation shall conform strictly to the powers and duties and objects of the Association as shall be defined by these Rules from time-to-time and as directed by the Council from time-to-time.
 30. Any casual vacancy occurring in the office of any of the Office Bearers may be filled by nominations at any Council meeting but any such nominee and appointee shall hold office only until the conclusion of the next meeting of the Council and in the event that the casual vacancy shall continue to exist that member shall be eligible for re-appointment by the Council on a casual basis.
 31. The management of the affairs and undertaking of the Association shall be vested in the Council who may in addition to the particular powers herein conferred upon it exercise all such powers of the Association and do all such acts and things as may be exercised or done by the Association and are not by the act or by the regulations for the time being of the Association itself in general meeting. But no new regulation of the Association shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
 32. a) Without in any way limiting the generality of the last preceding Rule, the Council may from time-to-time at its discretion raise or borrow and to secure the repayment of any sums of money for the purposes of the Association and generally exercise all the powers of borrowing and raising money vested in the Association.

- b) The Council may raise and secure the payment of such monies in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of mortgages charges or other securities charged upon all or any of the undertaking property and rights of the Association (both present and future) including its subscriptions for the time being.
33. Subject to any Rules serving the supervision and conduct of the Association the Council nevertheless shall have power from time-to-time to make and alter and to amend and repeal By-Laws as it may deem necessary for the proper conduct and management of the Association and the regulation of its affairs and particularly without in any way limiting the generality of the foregoing it may by such By-Laws regulate:
- a) The procedure at or order of business of General Meetings of the Association and the meetings of the Council.
 - b) The duties and functions not defined by these Rules.
 - c) All matters in connection with the election of members not otherwise provided for by these Rules.
 - d) All matters in connection with the election of members of the Council not otherwise provide by these Rules.
 - e) The rights duties and status of members created by the Association in General Meeting.
34. The Council shall adopt such means as it deems sufficient to bring to the notice of the members all such By-Laws shall be binding upon all the members of the Association. A book containing the By-Laws shall be kept in such place as the Council shall appoint for that purpose.
35. No By-Law shall be inconsistent with or shall affect or repeal anything contained in the Rules and any By-Laws may be set aside by a resolution of the General Meeting of the Association.
36. The Executive Officer will be responsible for the making and keeping of full and accurate minutes of all Council meetings and General Meetings.
37. **ANNUAL GENERAL MEETINGS**
- a) An Annual General Meeting shall be held once at least in every calendar year (other than in the year of incorporation) and not later than four months after the end of financial year and at such time and place as the Council may determine. Any other meeting of the Association shall be called an Ordinary General Meeting.

- b) The business to be conducted at an Annual General Meeting shall be:
 - i) to receive and consider the Chair's report of the Council;
 - ii) to receive and consider the statement of accounts and the Auditor's report;
 - iii) to elect members of the Council to fill vacancies in the Council;
 - iv) to appoint an auditor for the succeeding year; and
 - v) to transact any other business which ought under the Act, the Rule or the By-Laws to be transacted at an Annual General Meeting.

All other business translated at an Annual General Meeting and all business translated at an ordinary general meeting shall be special business.

- 38. An ordinary general meeting may be convened at any time by the Council or upon a requisition in writing from not less than twenty of the members and shall be convened within fourteen days of the receipt of such requisition.
- 39. In the case of the ordinary general meeting and in the case of an Annual General Meeting twenty-one clear days' notice specifying the place day and hour of the meeting and in the case of special business the general nature of such business shall be given to members. The accidental omission to give the requisite notice of a meeting to any members shall not invalidate the proceedings at such meeting or any resolution passed thereat.

40. **PROCEEDINGS AT ANNUAL GENERAL MEETING**

Twenty members or representatives of members present and entitled to vote shall be a quorum for an Annual General Meeting and no business shall be transacted at the meeting unless a quorum be present at the commencement of business.

The Chair of the Council shall be the Chair of every meeting.

- 41. Each member present shall have one vote but no Honorary Members shall have the right to vote. Every question submitted to a meeting shall unless a poll is demanded be decided on a show of hands.
- 42. A poll may be demanded by any three members of the Council or by any twenty members.
- 43. In the case of an equality of votes, both on a show of hands and on a poll, the Chair of the meeting shall have a second or casting vote.
- 44. A two thirds majority vote of members present shall be required upon any resolution to amend the Rules of the Association and twenty-one days' notice of any proposal to amend the Rules specifying details of the proposed amendment shall be given to members.

45. **COMMON SEAL**

The Council shall provide for the safe custody of the Common Seal and it shall never be used except with the authority of the Council and in the presence of two office bearers who shall sign every instrument to which the Seal is affixed and every instrument shall be counter-signed by the Executive Officer or some other person appointed for the purpose by the Council. The two office bearers authorised to use the Seal shall be appointed by Council and shall hold office until such position is vacated or such office bearer is replaced. Each use of the Common Seal shall be entered into a Seal Register to be kept with the Common Seal.

46. **ACCOUNTS**

The Council shall cause true accounts to be kept of all the receipts and expenditure of the Association and the matters in respect of which such receipts and expenditure respectively take place and of the assets and liabilities of the Association. The books of account shall be kept at the office or at such other place or places as the Council thinks fit.

47. The Council shall cause to be prepared a statement of income and expenditure and balance sheet showing a summary of the assets and liabilities of the Association made up to the end of each financial year or to such other date as may be determined by the Council and shall lay the same before the Annual General Meeting of the Association next after such date.

48. A copy of such statement of income and expenditure and balance sheet (together with the Auditor's Report) shall be given to each of the members of the Association at the date of the meeting at which the same are to be presented.

49. **CHEQUES, BILLS**

Cheques, Bills of Exchange and other negotiable instruments may be drawn accepted or endorsed on behalf of the Association in such manner as the Council from time-to-time directs.

50. **AUDIT**

- a) The accounts of the Association shall be audited at least once in every year.
- b) The Association at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office until the Annual General Meeting in the following year. The Council shall fill any casual vacancy in the office of Auditor.
- c) The remuneration of the Auditors shall be fixed by the Council.

51. **NOTICES**

Notice of all meetings may be given by advertisement published in any daily newspaper circulating in Perth or by posting to the address register of Members of the Association or may be given by any other means which the Council may decide. Any notice sent by post shall be deemed to have been received at the expiration of forty-eight hours after the same has been posted.