



***Associations Incorporation Act 1981 (Qld)***

**Incorporated Association**

# **Constitution**

Of

**MATILDA AWARDS INC. IA55349**



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*Associations Incorporation Act  
1981 (Qld) Incorporated  
Association*

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**MATILDA AWARDS INC.  
IA55349**

**1. INTERPRETATION**

1.1 In this Constitution, unless the contrary intention appears:

- 1.1.1. **Association** has the meaning in rule 2;
- 1.1.2. **Ceremony** means the annual event held to celebrate the season and distribute trophies to category winners;
- 1.1.3. **Criteria** means the criteria described in Schedule 2 and such other criteria as the Management Committee nominates;
- 1.1.4. **Judging Panel Rules** means the rules described in Schedule 3 and such other rules set by the Management Committee;
- 1.1.5. **Judging Panel** means the judges appointed by the Management Committee in accordance with subrule 9.8.3.1;
- 1.1.6. **Management Committee** means the management committee of the Association appointed in accordance with subrule 9.5.
- 1.1.7. **Matilda Awards** means the awards described in Schedule 1 which may be changed by the Management Committee in their sole discretion; acting on advice and recommendations from the judging panel and other stakeholders.
- 1.1.8. **Season** means the period that begins on 1 January in any year and ends on 31 December of the same year; and includes any production produced in Queensland that meets the standard eligibility criteria.
- 1.1.9. **the Act** means the *Associations Incorporation Act 1981 (Qld)* and any

statutory modification or enactment to it; and

1.1.10. **Trophy** means an item given to the recipient of a Matilda Award.

1.2 In these Rules, unless contrary intention appears:

- 1.2.1 the singular includes the plural and vice versa and words importing a gender include other genders;
- 1.2.2 words used in these Rules and defined in the dictionary of the Act will have the meaning set out in such dictionary. Other grammatical forms of defined words or expressions have corresponding meanings;
- 1.2.3 a word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act;
- 1.2.4 a reference to a clause, paragraph, schedule or annexure is a reference to a clause or paragraph of or schedule or annexure to these Rules and a reference to these Rules includes any schedules and annexures attached to these Rules;
- 1.2.5 a reference to a document or agreement, including these Rules, includes a reference to that document or agreement as novated, altered or replaced from time to time;
- 1.2.6 a reference to a right includes a benefit, remedy, authority, discretion and power;
- 1.2.7 words importing the whole of the matter or thing include a part of the matter or thing;
- 1.2.8 words and expressions importing natural persons include partnerships, bodies corporate, associations (whether incorporated or not), firms, joint ventures, trusts, authorities, governments and governmental, semi-governmental and local authorities and agencies;
- 1.2.9 each Clause in these Rules is not, except where expressly provided, limited in meaning or effect by any other clause in these Rules;
- 1.2.10 references to **includes** or **including** are illustrative only and shall not, in any way, be construed to limit or reduce the effect of the Clause or these Rules to the examples given.

## 2. INCORPORATED ASSOCIATION NAME

The name of the Association is MATILDA AWARDS INC. IA55349, hereinafter known as the **Association**.

## 3. BACKGROUND

3.1 The Matilda Awards began in 1987 as a means to celebrate, recognise and promote the excellence of Queensland's theatre industry.

3.2 The committee of persons regulating the Matilda Awards decided to form an incorporated association to regulate their relations and adhere to expectations of funding bodies.

3.3 These Rules deal with the organisation and awarding of the Matilda Awards.

#### **4. OBJECTS**

The objects of the Association are:

4.1 organise and distribute the Matilda Awards;

4.2 recognise artistic achievement and excellence in the performance industry within each category listed in Schedule A; and

4.3 ensure the Matilda Awards are organised and awarded with integrity.

#### **5. THE AWARDS**

5.1 The Matilda Awards Ceremony will be held annually following the conclusion of a Season on a date nominated by the Management Committee.

5.2 The winner of each Matilda Award category for the Season will be decided by the Judging Panel in accordance with the Criteria.

5.3 The winner of each Matilda Award category will be presented with a Trophy at the annual Matilda Award Ceremony.

5.4 The winner of each Matilda Award shall be entitled to publicly advertise that they are a winner of a Matilda Award provided such advertising is considered not to be injurious or prejudicial to the character or interests of the Association.

#### **6. POWERS**

6.1 The Association has the powers of an individual.

6.2 The Association may, for example:

6.2.1 enter into contracts;

6.2.2 acquire, hold, deal with and dispose of property;

6.2.3 apply for and receive grants to fund the Matilda Awards;

6.2.4 make charges for services and facilities it supplies; and

6.2.5 do other things necessary for convenience to be done in carrying out its affairs.

## **7. MEMBERS**

### **7.1 Classes of Members**

The members of the Association consist of ordinary members, and any of the following classes of members:

- 7.1.1.1 Executive members;
- 7.1.1.2 Judging Panel members;
- 7.1.1.3 The number of ordinary members is unlimited.

### **7.2 New Membership**

- 7.2.1 Any person can provide the Management Committee an application in writing for membership of the Association.

### **7.3 Membership Fees**

- 7.3.1 The membership fee for the first Season after the date of these Rules for each class of membership is as follows:
  - 7.3.1.1 Ordinary members - \$20 per annum;
  - 7.3.1.2 Executive members - \$20 per annum;
- 7.3.2 The membership fee for subsequent Seasons for each ordinary membership and for each other class of membership (if any):
  - 7.3.2.1 is the amount decided by the members from time to time at a general meeting; and
  - 7.3.2.2 is payable when, and in the way, the Management Committee decides.
- 7.3.3 A member of the Association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.
- 7.3.4 Admission and Rejection of New Members.

The Management Committee must consider an application for membership at the next committee meeting held after it receives:

  - 7.3.4.1 the application for membership; and
  - 7.3.4.2 the appropriate membership fee for the application.

- 7.3.5 The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the person's application, the person is advised:
  - 7.3.5.1 whether or not the Association has public liability insurance; and
  - 7.3.5.2 if the Association has public liability insurance—the amount of the insurance.
- 7.3.6 The Management Committee must decide at the meeting whether to accept or reject the application.
- 7.3.7 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 7.3.8 The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 7.3.9 If an applicant is rejected, the secretary must refund the amount of any application fee paid by the applicant.

#### **7.4 When Membership Ends**

- 7.4.1 A member may resign from the Association by giving a written notice of resignation to the secretary.
- 7.4.2 The resignation takes effect at:
  - 7.4.2.1 the time the notice is received by the secretary; or
  - 7.4.2.2 if a later time is stated in the notice—the later time.
- 7.4.3 The management committee may terminate a members membership if the member:
  - 7.4.3.1 is convicted of an indictable offence; or
  - 7.4.3.2 does not comply with any of the provisions of these rules; or
  - 7.4.3.3 has membership fees in arrears for at least 2 months; or
  - 7.4.3.4 conducts herself or himself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 7.4.4 Before the Management Committee terminates a members membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 7.4.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the Membership Committee must give the member a written



notice of the decision.

## **7.5 Appeal Against Rejection or Termination of Membership**

- 7.5.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 7.5.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 7.5.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **7.6 General Meeting to Decide**

- 7.6.1 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 7.6.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 7.6.3 Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 7.6.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 7.6.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **7.7 Register of Members**

- 7.7.1 The management committee must keep a register of members of the Association.
- 7.7.2 The register must include the following particulars for each member:
  - 7.7.2.1 the full name of the member;
  - 7.7.2.2 the postal or residential address of the member;
  - 7.7.2.3 the date of admission as a member;
  - 7.7.2.4 the date of death or time of resignation of the member;

- 7.7.2.5 details about the termination or reinstatement of membership; and
- 7.7.2.6 any other particulars the Management Committee or the members at a general meeting decide.
- 7.7.3 The register must be open for inspection by members of the association at all reasonable times.
- 7.7.4 A member must contact the secretary to arrange an inspection of the register.
- 7.7.5 However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **7.8 Prohibition on Use of Information on Register of Members**

- 7.8.1 A member of the Association must not:
  - 7.8.1.1 use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - 7.8.1.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 7.8.2 Sub Rule 7.9.1 does not apply if the use or disclosure of the information is approved by the Association.

## **8. CONVENING A GENERAL MEETING**

### **8.1 First Annual General Meeting**

The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year at the time and place determined by the Management Committee.

### **8.2 Subsequent Annual General Meetings**

Each subsequent annual general meeting must be held:

- 8.2.1 at least once each year;
- 8.2.2 within 6 months after the end date of the Association's reportable financial year; and

8.2.3 at a time and place determined by the Management Committee.

### **8.3 Business to be conducted at annual general meeting of particular level 2 incorporated associations**

8.3.1 This rules applies as the association is, as at the date of these Rules, a level 2 incorporated association to which section 59 of the Act applies. The following business must be conducted at each annual general meeting of the Association:

8.3.1.1 receiving the Association's financial statement, and audit report, for the last reportable financial year;

8.3.1.2 presenting the financial statement and audit report to the meeting for adoption;

8.3.1.3 electing members of the management committee;

8.3.1.4 for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

8.3.1.5 for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

### **8.4 Notice of Meeting**

8.4.1 The secretary may call a general meeting of the Association.

8.4.2 The secretary must give at least 14 days notice of the meeting to each member of the Association.

8.4.3 If the secretary is unable or unwilling to call the meeting, the chair must call the meeting.

8.4.4 The Management Committee may decide the way in which the notice must be given.

8.4.5 However, notice of the following meetings must be given in writing:

8.4.5.1 a meeting called to hear and decide the appeal of a person against the Management Committee's decision:

8.4.5.1.1 to reject the person's application for membership of the Association; or

8.4.5.1.2 to terminate the person's membership of the Association;

8.4.5.2 a meeting called to hear and decide a proposed special resolution of the Association.

8.4.6 A notice of a general meeting must state:

8.4.6.1 the place, date and time for the meeting;

8.4.6.2 the business to be conducted at the meeting;

8.4.6.3 if a special resolution is to be proposed at the meeting - set out the resolution and state that it is to be proposed as a special resolution; and

8.4.6.4 if a member is entitled to appoint a proxy set out:

8.4.6.4.1 that the member has a right to appoint a proxy;

8.4.6.4.2 whether or not the proxy needs to be a member of the Association; and

8.4.6.4.3 that a member who is entitled to cast two or more votes can appoint two proxies and can specify the proportion or number of votes each proxy is appointed to exercise.

## **8.5 Quorum for, and adjournment of, general meeting**

8.5.1 The quorum for a general meeting is 60% of the total number of the Management Committee.

8.5.2 If all members of the Association are members of the Management Committee, the quorum is 60% of the total number of the Management Committee.

8.5.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

8.5.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

8.5.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association:

8.5.5.1 the meeting is to be adjourned for at least 7 days; and

8.5.5.2 the Management Committee is to decide the day, time and place of the adjourned meeting.

- 8.5.6 The Meeting-Chair may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.5.7 If a meeting is adjourned under subrule 8.5.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8.5.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 8.5.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **8.6 Procedure at General Meeting**

- 8.6.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 8.6.2 A member who participates in a meeting as mentioned in subrule 8.6.1 is taken to be present at the meeting.
- 8.6.3 At each general meeting:
  - 8.6.3.1 the members present must elect 1 of their number to be chairperson of the meeting; and
  - 8.6.3.2 the Meeting-Chair must conduct the meeting in a proper and orderly way.

## **8.7 Voting at General Meeting**

- 8.7.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 8.7.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Meeting-Chair has a casting vote as well as a primary vote.
- 8.7.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 8.7.4 The method of voting is to be decided by the Management Committee.
- 8.7.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.7.6 If a secret ballot is held, the Meeting-Chair must appoint 2 members to conduct the secret ballot in the way the Meeting-Chair decides.

8.7.7 The result of a secret ballot as declared by the Meeting-Chair is taken to be a resolution of the meeting at which the ballot was held.

## **8.8 No Subsequent Objection**

No objection can be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and prior to the declaration of the result of the vote, and every vote not disallowed at such meeting is valid for all purposes. Any such objection made in due time must be referred to the chairman of the meeting whose decision is final and conclusive.

## **8.9 Special General Meeting**

8.9.1 The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after:

8.9.1.1 being directed to call the meeting by the Management Committee; or

8.9.1.2 being given a written request signed by:

8.9.1.2.1 at least 33% of the number of members of the Management Committee when the request is signed; or

8.9.1.2.2 at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or

8.9.1.3 being given a written notice of an intention to appeal against the decision of the Management Committee:

8.9.1.3.1 to reject an application for membership; or

8.9.1.3.2 to terminate a person's membership.

8.9.2 A request mentioned in subrule 8.9.1.2 must state:

8.9.2.1 why the special general meeting is being called; and

8.9.2.2 the business to be conducted at the meeting.

8.9.3 A special general meeting must be held within 3 months after the secretary:

8.9.3.1 is directed to call the meeting by the Management Committee; or

8.9.3.2 is given the written request mentioned in subrule 8.9.1.2; or

8.9.3.3 is given the written notice of an intention to appeal mentioned in subrule 8.9.1.3.

8.9.4 If the secretary is unable or unwilling to call the special meeting, the chair must call the meeting.

## 8.10 Business to be Transacted

No business can be transacted at any meeting of the Association unless that business has been set out in the notice described in subrule 8.4.6.2 or 8.4.6.3.

## 8.11 Proxies

8.11.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

[Name of association]:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the association, appoint  
\_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of  
the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
20\_\_\_\_  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

8.11.2 The instrument appointing a proxy must:

8.11.2.1 if the appointor is an individual—be signed by the appointor or the appointed attorney properly authorised in writing; or

8.11.2.2 if the appointor is a corporation:

8.11.2.2.1 be under seal; or

8.11.2.2.2 be signed by a properly authorised officer or attorney of the corporation.

8.11.3 A proxy may be a member of the association or another person.

8.11.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

8.11.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

8.11.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

8.11.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

[Name of association]:

I, \_\_\_\_\_ of \_\_\_\_\_,  
,  
being  
a member of the association, appoint

\_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of the \_\_\_\_\_ association,  
to \_\_\_\_\_ be held on \_\_\_\_\_ the day \_\_\_\_\_ of \_\_\_\_\_  
20XX

and at any adjournment of the meeting.

Signed this  
day of  
20XX

\_\_\_\_\_  
Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

## **8.12 Minutes of General Meetings**

- 8.12.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book (whether electronic or otherwise).
- 8.12.2 To ensure the accuracy of the minutes:
- 8.12.2.1 the minutes of each general meeting must be signed by the Meeting-Chair of the meeting, or the Meeting-Chair of the next general meeting, verifying their accuracy; and
  - 8.12.2.2 the minutes of each annual general meeting must be signed by the Meeting-Chair of the meeting, or the Meeting-Chair of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 8.12.3 For the purposes of clause 8.12.2, the minutes may be signed by electronic signature.
- 8.12.4 If asked by a member of the association, the secretary must, within 28 days after the request is made:
- 8.12.4.1 make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and



8.12.4.2 give the member copies of the minutes of the meeting.

8.12.5 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **9. MANAGEMENT COMMITTEE**

### **9.1 Appointment or Election of Secretary**

9.1.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

9.1.1.1 a member of the Association elected by the Association as secretary; or

9.1.1.2 any of the following persons appointed by the Management Committee as secretary:

9.1.1.2.1 a member of the Associations Management Committee; or

9.1.1.2.2 another member of the Association.

9.1.2 If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

9.1.3 If the Management Committee appoints a person mentioned in subrule 9.1.1.2.2 as secretary, the person does become a member of the Management Committee.

### **9.2 Removal of Secretary**

9.2.1 The Management Committee of the Association may at any time remove a person appointed by the committee as the secretary.

9.2.2 If the Management Committee removes a secretary who is a person mentioned in rule 9.1.1.2.1 or 9.1.1.2.2, the person may remain a member of the Management Committee at the discretion of the Management Committee.

### **9.3 Functions of Secretary**

9.3.1 The secretary's functions include, but are not limited to:

9.3.1.1 calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chair of the Association; and

9.3.1.2 keeping minutes of each meeting; and

9.3.1.3 keeping copies of all correspondence and other documents relating to the Association; and

9.3.1.4 maintaining the register of members of the Association.

#### **9.4 Membership of Management Committee**

9.4.1 The Management Committee of the Association consists of at a minimum, a chair, secretary and treasurer.

9.4.2 The Management Committee can consist of more than the three members in subrule 9.4.1 if the Association's members elect at a general meeting.

9.4.3 Half of the members of the Management Committee must retire from office each odd year, but are eligible, on nomination, for re-election including the following members:

9.4.3.1 Secretary;

9.4.3.2 Treasurer; and

9.4.3.3 the other members of the Management Committee elected in odd years.

9.4.4 Members of the Management Committee must be Executive Members of the Association.

9.4.5 Half of the members of the Management Committee must retire from office each even year, but are eligible, on renomination, for re-election including the following member:

9.4.5.1 Chair; and

9.4.5.2 the other members of the Management Committee elected in even years.

9.4.6 If there is an odd number of members on the Management Committee then:

9.4.6.1 in odd years the total number of members of the Management Committee divided by two and rounded down must retire from office, but are eligible, on nomination, for re-election; and

9.4.6.2 in even years the total number of members of the Management Committee divided by two and rounded up must retire from office, but are eligible, on nomination, for re-election.

9.4.7 At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

## 9.5 Electing the Management Committee

- 9.5.1 A member of the Management Committee may only be elected as follows:
- 9.5.1.1 any 2 members of the Association may nominate another member (the ***candidate***) to serve as a member of the Management Committee;
  - 9.5.1.2 the nomination must be:
    - 9.5.1.2.1 in writing; and
    - 9.5.1.2.2 signed by the candidate and the members who nominated him or her; and
    - 9.5.1.2.3 given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - 9.5.1.3 each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
  - 9.5.1.4 if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 9.5.2 A person may be a candidate only if the person:
- 9.5.2.1 is an adult; and
  - 9.5.2.2 is not ineligible to be elected as a member under section 61A of the Act.
- 9.5.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- 9.5.4 If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 9.5.5 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
- 9.5.5.1 whether or not the Association has public liability insurance; and
  - 9.5.5.2 if the Association has public liability insurance—the amount of the insurance.

## 9.6 Resignation, Removal or Vacation of Office of Management Committee Member

- 9.6.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 9.6.2 The resignation takes effect at:
  - 9.6.2.1 the time the notice is received by the secretary; or
  - 9.6.2.2 if a later time is stated in the notice—the later time.
- 9.6.3 A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 9.6.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 9.6.5 A member has no right of appeal against the members removal from office under this rule.
- 9.6.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **9.7 Vacancies on Management Committee**

- 9.7.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- 9.7.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 9.7.3 However, if the number of committee members is less than the number fixed under subrule 9.10.1 as a quorum of the Management Committee, the continuing members may act only to
  - 9.7.3.1 increase the number of Management Committee members to the number required for a quorum; or
  - 9.7.3.2 call a general meeting of the Association.

## **9.8 Functions of Management Committee**

- 9.8.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 9.8.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note*— The Act prevails if the Associations rules are inconsistent with the Act—see section 1B of the Act.

- 9.8.3 The Management Committee may exercise the powers of the Association:
- 9.8.3.1 to appoint a **minimum** of five people to form the Judging Panel in accordance with rule **10**;
  - 9.8.3.2 to decide the Criteria;
  - 9.8.3.3 to decide the Judging Panel Rules;
  - 9.8.3.4 to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
  - 9.8.3.5 to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
  - 9.8.3.6 to purchase, redeem or pay off any securities issued; and
  - 9.8.3.7 to borrow amounts from members and pay interest on the amounts borrowed; and
  - 9.8.3.8 to mortgage or charge the whole or part of its property; and
  - 9.8.3.9 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
  - 9.8.3.10 to provide and pay off any securities issued; and
  - 9.8.3.11 to invest in a way the members of the Association may from time to time decide.
- 9.8.4 For subrule 9.8.3.7, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- 9.8.4.1 the financial institution for the Association; or
  - 9.8.4.2 if there is more than 1 financial institution for the Association— the financial institution nominated by the Management Committee.

## **9.9 Meetings of Management Committee**

- 9.9.1 Subject to this subrule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 9.9.2 The Management Committee must meet at least once every 4 months to

exercise its functions.

- 9.9.3 The Management Committee must decide how a meeting is to be called.
- 9.9.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 9.9.5 The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 9.9.6 A committee member who participates in the meeting as mentioned in subrule 9.9.5 is taken to be present at the meeting.
- 9.9.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 9.9.8 A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 9.9.9 The chair is to preside as Meeting-Chair at a Management Committee meeting.
- 9.9.10 If there is no chair or if the chair is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as Meeting-Chair at the meeting.

#### **9.10 Quorum for, and Adjournment of, Management Committee Meeting**

- 9.10.1 At a Management Committee meeting, 60% of members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 9.10.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 9.10.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
  - 9.10.3.1 the meeting is to be adjourned for at least 1 day; and
  - 9.10.3.2 the members of the Management Committee ommittee who are present are to decide the day, time and place of the adjourned meeting.
- 9.10.4 If, at an adjourned meeting mentioned in subrule 9.10.3, there is no quorum

within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **9.11 Special Meeting of Management Committee**

- 9.11.1 If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 9.11.2 If the secretary is unable or unwilling to call the special meeting, the chair must call the meeting.
- 9.11.3 A request for a special meeting must state:
  - 9.11.3.1 why the special meeting is called; and
  - 9.11.3.2 the business to be conducted at the meeting.
- 9.11.4 A notice of a special meeting must state:
  - 9.11.4.1 the day, time and place of the meeting; and
  - 9.11.4.2 the business to be conducted at the meeting.
- 9.11.5 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

### **9.12 Minutes of Management Committee Meetings**

- 9.12.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 9.12.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Meeting-Chair of the meeting, or the Meeting-Chair of the next Management Committee meeting, verifying their accuracy.

### **9.13 Appointment of Sub-Committees**

- 9.13.1 The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations.
- 9.13.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 9.13.3 A subcommittee may elect a Meeting-Chair of its meetings.
- 9.13.4 If a Meeting-Chair is not elected, or if the Meeting-Chair is not present within 10 minutes after the time fixed for a meeting, the members

present may choose 1 of their number to be Meeting-Chair of the meeting.

9.13.5 A subcommittee may meet and adjourn as it considers appropriate.

9.13.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

#### **9.14 Acts not Affected by Defects of Disqualifications**

9.14.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.

9.14.2 Subrule 9.14.1 applies even if the act was performed when:

9.14.2.1 there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or

9.14.2.2 a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

#### **9.15 Resolutions of Management Committee without Meeting**

9.15.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

9.15.2 A resolution mentioned in subrule 9.15.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

### **10. JUDGING PANEL**

10.1 The Management Committee must appoint a minimum of five individuals to comprise a judging panel at least three months before the start of the next Season.

10.2 The Management Committee must ensure the Judging Panel consists of:

10.2.1 qualified peers of the performing arts sector (including but not limited to practising artists, reviewers, academics and educators); and

10.2.2 one other person, who in the discretion of the Management Committee, is involved and recognised in the performance industry being someone over the age of 18.

10.3 The Management Committee must appoint one Judge to be a lead judge.



- 10.4 The Management Committee appoints each Judge for a period of two Seasons.
- 10.5 The Management Committee, in their sole discretion, may re-appoint a Judge for additional Seasons.
- 10.6 A Judge is not required to be a member.
- 10.7 A Judge may resign from the Judging Panel by giving written notice of resignation to the secretary. If a Judge resigns the Management Committee must appoint a replacement judge as soon as practicable.
- 10.8 A Judge may be removed at a meeting of the Management Committee if a majority of the members present and eligible to vote at the meeting vote in favour of removing the Judge.
- 10.9 The Judges must accept to abide by the Judging Panel Rules as a condition of his/her appointment to the Judging Panel.
- 10.10 In this rule— **Judge** means an individual on the Judging Panel.

## **11. BY-LAWS**

- 11.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 11.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

## **12. ALTERATION OF RULES**

- 12.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 12.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **13. FUNDS AND ACCOUNTS**

- 13.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 13.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 13.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 13.4 A payment by the Association of \$100 or more must be made by electronic funds transfer.
- 13.5 All expenditure must be approved or ratified at a Management Committee meeting.

## 14. GENERAL FINANCIAL MATTERS

- 14.1 On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 14.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

## 15. RECORDS

- 15.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

## 16. FINANCIAL YEAR

- 16.1 The end date of the Association's financial year is **30 June in each year**.

## 17. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 17.1 This rule applies if the association:
  - 17.1.1 is wound-up under part 10 of the Act; and
  - 17.1.2 has surplus assets.
- 17.2 The surplus assets must not be distributed among the members of the Association.
- 17.3 The surplus assets must be given to another entity:
  - 17.3.1 having objects similar to the Association's objects; and
  - 17.3.2 the rules of which prohibit the distribution of the entity's income and assets to its members.
- 17.4 In this rule— **surplus assets** see section 92(3) of the Act.

## 18. NOTICES

A written notice of a meeting of a Association's members must be given individually to each member entitled to vote at the meeting and to each Executive Member.

- 18.1 The Association can give the notice of meeting to a member or an Executive Member:
  - 18.1.1 personally; or
  - 18.1.2 by sending it by email to the address of the member in the Register of Members or the alternative address (if any) nominated by the

member (as the case requires).

18.2 A notice is given to a person:

18.2.1 if served personally, upon delivery if during business hours, or if not during business hours, at 9.00 am on the next following business day; and

18.2.2 where sent by email, upon delivery if during business hours, or if not during business hours, at 9.00am on the next following business day.

18.3 A notice can be given by the Association to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him personally or by sending it to him by email addressed to him by name, or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, at the address (if any) within the Territory supplied for the purpose by

the person or, if such an address has not been supplied, at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

18.4 Notice of every general meeting must be given to:

18.4.1 every member;

18.4.2 each Executive Member;

18.4.3 every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and

18.4.4 the auditor for the time being of the Association (if any).

18.5 No other person is entitled to receive notices of general meetings.

Adopted by the members of the Association.

I/WE agree to the terms of these Rules.

Name of Members

Signature of Members

DATED this \_

**SCHEDULE 1**  
**The Matilda Awards**

<b>Award Category</b>	<b>Brief Description</b>
Bille Brown Award Best Emerging Artist	<p>This category encompasses artists who are considered in the early stages of their professional career. It includes artists engaged in full professional or independent productions in any performance category and includes artists across all individual categories of the Awards such as actors, designers, directors, etc. Artists may be nominated only once in this category but the nomination may represent a body of work in the awards year.</p> <p>Once nominated for this category, nominees may not be nominated for this category in the future.</p> <p>The award is presented to an Individual or team.</p>
Best Design - Set	<p>This category encompasses scenic design for full professional and Independent productions across all performance categories (Theatre, Musical Theatre, Cabaret). Designers may be nominated separately in the same category for different productions.</p> <p>The award is presented to the Designer or Design team.</p>
Best Design - Costume	<p>This category encompasses costume design for full professional and Independent productions across all performance categories (Theatre, Musical Theatre, Cabaret). Designers may be nominated separately in the same category for different productions.</p> <p>The award is presented to the Designer or Design team.</p>
Best Design - Sound	<p>This category encompasses original Sound design for full professional and Independent productions across all performance categories (Theatre, Musical Theatre, Cabaret). Work in this category may include backing score for theatre productions, ambient sounds and atmosphere created through sound either live or recorded, to support the aesthetic of a production. It does not include songs and score for musical theatre or cabaret works. Designers may be nominated separately in the same category for different productions.</p> <p>The award is presented to the Designer or Design team.</p>
Best Design - Lighting	<p>This category encompasses original Lighting design for full professional and Independent productions across all performance categories (Theatre, Musical Theatre, Cabaret). Work in this category may include lighting and lighting elements that support the aesthetic of a production but does not include Audio Visual elements such as projection and video, unless they are especially integral as lighting elements of a production. <del>Work nominated in this category cannot be nominated in the category for Best Design – Audio Visual or Best Design – Set.</del></p> <p>Designers may be nominated separately in the same category for different productions.</p> <p>The award is presented to the Designer or Design team.</p>
Best Design - Audio Visual	<p>This category encompasses original Audio Visual design for full professional and Independent productions across all</p>

	<p>performance categories (Theatre, Musical Theatre, Cabaret). Work in this category may include Projection, video, recorded moving images, animations, etc. that support the aesthetic of a production but does not include general lighting or lighting elements. Where the Audio Visual design is used as the major set design element for a production such that it is eligible for nomination in the Best Design - Set category, the work will be nominated in one category only. The Judging Panel may approach the Producers to discuss the most appropriate category for the nomination.</p> <p>Designers may be nominated separately in the same category for different productions. The award is presented to the Designer or Design team</p>
Best Director	<p>This category encompasses Directors or Directing teams for full professional or independent productions across all performance categories (Theatre, Musical Theatre, Cabaret). Directors may be nominated separately in the same category for different productions. The award is presented to the Director or Directing Team.</p>
Best Female Actor in a Supporting Role	<p>This category encompasses performances by an individual female actor in a supporting role (non-lead) in productions across all performance categories (Theatre, Musical Theatre, Cabaret) in both full professional and independent productions. Where a standout performance by an actor in an ensemble cast is nominated the actor will be nominated in the Supporting Role category. Actors nominated in this category cannot be nominated in Best Actor in a Leading Role category for the same role. Where actors perform multiple roles in a single production they may be nominated once only in this category for that production. Actors may be nominated separately in the same category for different productions. The award is presented to an individual performer.</p>
Best Male Actor in a Supporting Role	<p>This category encompasses performances by an individual male actor in a supporting role (non-lead) in productions across all performance categories (Theatre, Musical Theatre, Cabaret) in both full professional and independent productions. Where a standout performance by an actor in an ensemble cast is nominated the actor will be nominated in the Supporting Role category. Actors nominated in this category cannot be nominated in Best Actor in a Leading Role category for the same role. Where actors perform multiple roles in a single production they may be nominated once only in this category for that production. Actors may be nominated separately in the same category for different productions. The award is presented to an individual performer.</p>

Best Female Actor in a Leading Role	This category encompasses performances by an individual female actor in a Lead role in productions across all performance categories (Theatre, Musical Theatre, Cabaret) in both full professional and independent productions. Where a standout performance by an actor in an ensemble cast is nominated the actor will be nominated in the Supporting Role category.
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	Actors nominated in this category cannot be nominated in Best Actor in a Supporting Role category for the same role. Where actors perform multiple roles in a single production they may be nominated once only in this category for that production. Actors may be nominated separately in the same category for different productions. The award is presented to an individual performer.
Best Male Actor in a Leading Role	This category encompasses performances by an individual male actor in a Lead role in productions across all performance categories (Theatre, Musical Theatre, Cabaret) in both full professional and independent productions. Where a standout performance by an actor in an ensemble cast is nominated the actor will be nominated in the Supporting Role category. Actors nominated in this category cannot be nominated in Best Actor in a Supporting Role category for the same role. Where actors perform multiple roles in a single production they may be nominated once only in this category for that production. Actors may be nominated separately in the same category for different productions. The award is presented to an individual performer.
Best Musical or Cabaret	This category encompasses Musical Theatre and Cabaret productions by full professional or Independent companies. The Award is presented to the Producing Company or Collective.

<p>Best Independent Production</p>	<p>This category encompasses theatre works produced by independent companies or collectives across all performance categories who are not considered full professional.</p> <p>The award is given for the best overall production thinking beyond the production in terms of individual categories. Works in this category will usually have received nominations in one or more individual categories, though in rare cases it is possible for a work to be nominated where it has not been nominated in any individual category. This might be achieved where individual categories may not make the shortlist of nominations but the overall performance aesthetic achieved when all the elements come together creates an excellent overall theatrical experience.</p> <p>A company may produce separate works allowing them to be nominated in Best Mainstage and Best Independent Production for different works, though this would be rare. The Judging Panel may approach the Producers to discuss the most appropriate category for the nomination.</p> <p>Works nominated in this category cannot be nominated in Best Mainstage Production, however may have been nominated in Best Musical or Cabaret etc. Producing companies may be nominated separately in the same category for different productions.</p> <p>The award is presented to the producing company or collective.</p>
<p>Best Mainstage Production</p>	<p>This work encompasses productions delivered by fully professional companies or independent companies working in collaboration with major venues to produce work.</p> <p>As an example, In 2015 Companies in this category included</p>

	<p>Queensland Theatre Company, La Boite and Shake &amp; Stir Theatre.</p> <p>The award is given for the best overall production thinking beyond the production in terms of individual categories. Works in this category will usually have received nominations in one or more individual categories, though in rare cases it is possible for a work to be nominated where it has not been nominated in any individual category. This might be achieved where individual categories may not make the shortlist of nominations but the overall performance aesthetic achieved when all the elements come together creates an excellent overall theatrical experience.</p> <p>A company may produce separate works allowing them to be nominated in Best Mainstage and Best Independent Production for different works, though this would be rare. The Judging Panel may approach the Producers to discuss the most appropriate category for the nomination.</p> <p>Works nominated in this category cannot be nominated in Best Independent Production, however may have been nominated in Best Musical or Cabaret. Producing companies may be nominated separately in the same category for different productions.</p> <p>The award is presented to the producing company or collective.</p>
<p>The Lord Mayors Award for Best new Australian Work</p>	<p>This category encompasses all new Australian created works within the awards year seen by the Judging Panel. It includes work from all performance categories (Theatre, Musical, Cabaret). Work may be a new script, adaptation or devised work.</p> <p>Work in this category may have been nominated in other individual categories.</p> <p>The award is presented to the Writer / Writing team, or Deviser / Devising team.</p>
<p><b>The Gold Matilda</b></p>	<p>The Gold Matilda is a special open award that may be awarded for a standout production or performance element in that season or recognition to an individual company or group for their contribution to the industry as determined by the judging panel.</p>



## **SCHEDULE 2**

### **Criteria**

- A. Judges must ensure the recipient of each Matilda Award:
  - I. has been involved in at least one Queensland performance for the Season;  
and
  - II. suitably reflects the "brief description" for each Matilda Award as specified in Schedule 1.
  
- B. Judges may use their subjectivity when selecting the recipient for each Matilda Award. However, the broad principles the Judges must be guided by are as follows:
  - I. impact;
  - II. artistic; and
  - III. diversity.

## SCHEDULE 3

### Judging Panel Rules

- A. The lead judge (as appointed by the Management Committee) manages the distribution of Judges and productions to ensure eligible shows have a quorum of judges attending and the roster of shows to attend is shared across the judging panel.  
The lead Judge will act as the main point of contact to confirm productions eligibility and the availability for judges to attend.
- B. The lead judge oversees and manages the judges show tracker.
- C. If the Judging Panel are invited to attend an eligible show the judging panel in consultation with the lead judge will appoint at least a quorum of judges to attend.
- D. A Judge must attend at least 75% of eligible shows available for attendance (eg where sufficient tickets are supplied)
- E. A review of Judges attendance to shows and meetings will be undertaken every 6 months by the lead judge to determine if judges are meeting the requirements of the role.  
The Management Committee will be advised of Judges not meeting the requirements within 2 weeks of this review.  
Judges not meeting the requirements may be asked to leave the Judging Panel.  
Consideration will be given to circumstances that create just cause such as but not limited to a lack of available tickets, paid employment, family/personal reasons, scheduling clashes across company seasons etc.
- F. The Judging Panel must meet every six to eight weeks to discuss what shows the Judges have attended, what shows are coming up, the quality of the shows and the individual performances. The lead judge must keep a record of these meetings.
- G. The Judging Panel must meet within one month of the end of a Season to nominate recipients for each Matilda Award (if any).
- H. The Judging Panel must meet within two months of the end of a Season to select the recipient of each Matilda Award (if any) by majority agreement in accordance with the Criteria.
- I. The Judging Panel must agree and sign a Judging Panel Agreement which is an agreement between the Association and the Judge which governs the Judges appointment as a Judge.
- J. The Judging Panel are not insured by the Association.

## **Judging Formula**

After discussion between the Judging Panel

1. An extensive LIST of nominees for each category is drawn up.
2. The judges each allocate a score of 4,3,2,1 to each of the nominees, in each category with 4 being the highest score and '1' being the lowest.
3. Each judge only has one set of 4,3,2, or 1, to allocate in each category. ie they cannot give '4' twice in the same category.
4. Judges do not have to allocate all their quota of 4, 3, 2, 1 in each category if they do not think it is merited.
5. Totals in each category are divided by the number of judges who saw the show
6. The LIST is then SHORT LISTED to the top rated nominees in each category.
7. The four highest scoring shows in the longlist process (or more if there is a tie for fourth place), become the short list. The judges then re vote using the same method described above with the nominee with the most points being the winner in each category.
8. It is possible to have a tie for winner.