

Rules of Friends of the Albert Hall Inc.

Registration No. A04623

As amended 11/02/2009
And
As amended 28/04/2011
And
As amended 8/03/2018



OUR ALBERT HALL

Rules of Friends of the Albert Hall Inc.

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PART I – PRELIMINARY

Objects of the Association

Name

The name of the association shall be Friends of the Albert Hall Incorporated (in these rules called The Friends or the association).

Objects

- To educate and inform the community about the national, historical, heritage, social, community, cultural and civic significance of the Albert Hall Heritage Precinct.
- To advocate for community interest on maintenance, conservation, accessibility and management of the Albert Hall Heritage Precinct and changes within the Albert Hall Impact area.
- To promote effective planning and management to achieve the widest community access for cultural and civic uses of the Albert Hall Heritage Precinct.
- To ensure creative and effective planning and management for a sustainable future for the Albert Hall Heritage Precinct.
- To provide a representative organization for members and associate members who support the objects of the Friends of the Albert Hall.

Character of operations

The operations of Friends of the Albert Hall must at all times be undertaken in a manner that is conducive to the inclusion of all members in the work and decision-making of Friends of the Albert Hall.

The Committee of Friends of the Albert Hall place high importance on keeping members informed of the work and activities of Friends of the Albert Hall and of the issues it is addressing. It may do this by regular publication of its work and activities, at informal members meetings, general meetings, by electronic means or in any other way it considers appropriate.

1. Interpretation

- 1.1 Except as provided in this clause, these rules are to be interpreted by reference to the Legislation Act 2001 and, where necessary, to the Associations Incorporation Act 1991 (ACT).
- 1.2 In these rules, unless the contrary intention appears:
 - ‘Albert Hall Heritage Precinct’ is defined in the Albert Hall Precinct Conservation Management and Landscape Plan 2007, Figure 2 Section 1. (Page 5);
 - ‘Albert Hall Impact Area’ is defined in the Albert Hall Precinct Conservation Management and Landscape Plan 2007, Figure 1 Section 1. (Page 4);
 - ‘financial year’ means the year ending on 31 December in each year.
 - ‘Friends of the Albert Hall’ means the organisation established under these rules.
 - ‘member’ means a member, however described, of the Friends of the Albert Hall Inc. who has paid all fees and has been entered into the register of members according to these rules.
 - ‘objects’ means the objects of Friends of the Albert Hall established by these rules.
 - ‘ordinary committee member’ means a member of the committee who is not an office-bearer of The Friends as mentioned in rule 13.1
 - ‘Registrar’ means the person holding this office under the Act.
 - ‘secretary’ means the person holding office under these rules as secretary of The Friends or, if no such person holds that office, the Public Officer of The Friends.
 - ‘the Act’ means the Associations Incorporation Act 1991 (ACT).
 - ‘The Friends’ means the organisation established under these rules.
 - ‘the regulation’ means the Associations Incorporation Regulation 1991.
- 1.3 Part and clause titles, the table of contents and the index are not part of the text of these rules and may not be used in their interpretation.

2. Powers

- 2.1 Friends of the Albert Hall may do all things permitted at law and by these rules that are necessary or helpful to pursue Friends of the Albert Hall's objects.
- 2.3 Friends of the Albert Hall's powers, subject in particular to the provisions of these rules relating to financial management, include powers to:
- (a) make statements or representations, or implement action in pursuit of the objects
 - (b) publish material to promote the objects
 - (c) initiate projects, or make arrangements or co-operate with other organisations concerned with or related to the objects
 - (d) arrange, promote, conduct and direct events, including public meetings, and social activities
 - (e) undertake fund raising activities and raise funds by subscription, sponsorship, donation, interest, investments or other forms of income
 - (f) engage contractors or staff to perform tasks as directed by the Committee
 - (g) manage the investment and expenditure of Friends of the Albert Hall's funds
 - (h) make or accept gifts, grants, subscriptions or donations for purposes consistent with the objects
 - (i) provide services that are consistent with the objects
 - (j) make contracts connected with any services and facilities Friends of the Albert Hall provides or receives
 - (k) affiliate with other bodies that promote similar objects
 - (l) choose representatives and delegates for purposes consistent with the objects
 - (m) establish sub-committees and teams that are convenient from time to time
 - (n) obtain from any government authority, body or person any grant, rights, privileges and concessions.
 - (o) buy, sell, supply and deal in goods of all kinds.
 - (p) purchase, lease, hire or otherwise acquire or deal with any property that may be necessary or convenient for the objects.
 - (q) invest any moneys not immediately required by Friends of the Albert Hall in any way that the Committee considers appropriate, subject to provisions of relevant legislation.
 - (r) establish and support, or to help establish or support, any other association or other body formed for objectives related or similar to the objects of Friends of the Albert Hall.
 - (s) do anything else that is lawful and incidental or conducive to attaining Friends of the Albert Hall objects and purposes.

PART II - MEMBERSHIP

3. Membership qualifications

- 3.1 A person or Incorporated Association is qualified to be a member if the person or Incorporated Association –
- (a) has applied for membership in accordance with rule 4.1; and
 - (b) has been approved for membership of The Friends by the Committee of The Friends; and
 - (c) is a member of the community or Incorporated Association with an interest in the history, use and future of the Albert Hall, the Albert Hall Heritage Precinct, the Albert Hall Impact Area and who will uphold the objects of Friends of the Albert Hall.
- 3.2 The Committee may appoint a person to be a Life Member who shall be nominated by the Committee. A Life Member may pay any entrance levy or subscription imposed under the Constitution. The cost of Life Membership shall be at the discretion of the Committee. Life Members shall be entitled to voting rights.

4. Application for membership

- 4.1 An application by a person or Incorporated Association for membership of Friends of the Albert Hall –
- (a) shall be made in writing on The Friends current membership form; and
 - (b) shall be accompanied by the annual membership fee and joining fee (if any); and
 - (c) shall be lodged with the Committee.
- 4.2 As soon as is practicable after receiving an application for membership, the Committee will determine whether to approve or to disapprove the application.
- 4.3 Once the Committee determines to disapprove an application for membership, the Committee shall as soon as practicable notify the applicant of that disapproval and refund any current fees paid.
- 4.4 Once the Committee approves an application, the name of the applicant will be entered in the register of members and, upon the name being so entered, the applicant shall become a member or associate member of the Friends of the Albert Hall.
- 4.5 Upon becoming a member or associate member, the member agrees to abide by the provisions of these rules, and any policies and procedures formulated under these rules.

5. Membership entitlements not transferable

- 5.1 A right, privilege or obligation which a person has by reason of being a member of The Friends –
- (a) is not capable of being transferred or transmitted to another person or organisation; and
 - (b) terminates upon cessation of the person's membership or upon the person or organisation falling to renew membership and pay the annual membership fee within three months of it falling due.

6. Cessation of membership

- 6.1 A person or an Incorporated Association ceases to be a member of The Friends if the person or Incorporated Association –
- (a) dies, or in the case of an Incorporated Association, is wound up;
 - (b) resigns from membership or is not eligible for membership as in rule 3.1 (a) (b) and (c);
 - (c) is expelled from The Friends; or
 - (d) fails to renew membership of The Friends.

7. Resignation of membership

- 7.1 A member is not entitled to resign from membership of The Friends except in accordance with this rule.
- 7.2 A member who has paid all amounts payable by the member to The Friends may resign from membership of The Friends by first giving notice (being not less than one month or, if the

Committee has determined, a shorter period) in writing to the Committee of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

7.3 Where a person or Incorporated Association ceases to be a member, the Committee shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7.4 A member shall cease to be a member if they do not renew membership and pay the annual membership fee within three months of it falling due.

8. Fees

8.1 The entrance fee to The Friends is \$1 or, if any other amount has been determined by resolution of the committee, the other amount.

8.2 The annual membership fee of The Friends is \$2 or, if any other amount has been determined by resolution of the committee, that other amount.

8.3 Different membership fees may be fixed for different classes of membership.

8.4 The annual membership fee is for a period of one year from the date the member's name is entered on the register of members and each subsequent annual membership fee covers subsequent periods of one year.

9. Members' liabilities

9.1 The liability of a member to contribute towards the payment of Friends of the Albert Hall's debts and liabilities or the costs, charges and expenses of its winding up is limited to the amount (if any) unpaid by the member in relation to membership, unless the debt or liability has been incurred through the unauthorised action of that member.

9.2 The Friends or a member shall not bear any responsibility for the safety or well being of any member.

9.3 Each member engages in any Friends of the Albert Hall Inc. activity entirely at his or her own risk.

10. Disciplining of members

10.1 Friends of the Albert Hall may use the following for the discipline of a member or members:

10.2 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has persistently and wilfully acted in a manner prejudicial to the interests of Friends of the Albert Hall, the Committee may by resolution –

- (a) suspend that member from membership of the association for a specified period; or
- (b) expel that member from the association.

10.3 A resolution of the Committee under sub-rule 10.2 does not take effect unless –

- (a) at a meeting held in accordance with rule 10.4, the Committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the association under this rule, the association confirms the resolution in accordance with this rule.

10.4 A meeting of the Committee to confirm or revoke a resolution passed under rule 10.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 10.3.

10.5 For the purposes of giving notice in accordance with rule 10.3, the Secretary (or another member of the Committee nominated by the Committee) must, as soon as practicable, cause to be given to the member a written notice –

- (a) setting out the resolution of the Committee and the grounds on which it is based; and

- (b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following –
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Friends of the Albert Hall in general meeting against the resolution.
- 10.6 At a meeting of the Committee to confirm or revoke a resolution passed under rule 10.2, the Committee must –
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 11. Right of appeal of disciplined member**
- 11.1 If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Friends of the Albert Hall in a general meeting against the resolution.
- 11.2 If the Secretary receives a notice under rule 11.1, he or she must notify the Committee and the Committee must convene a general meeting of the Friends of the Albert Hall to be held within one month after the date on which the Secretary received the notice.
- 11.3 At a general meeting of Friends of the Albert Hall convened under rule 11.2 –
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot whether the resolution should be confirmed or revoked.
- 11.4 A resolution is confirmed if, at the general meeting, not less than three-quarters of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

PART III - THE COMMITTEE

12. Powers of the Committee

- 12.1 The Committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Friends in general meeting –
- (a) is the legal authority for The Friends and are trustees for The Friends;
 - (b) shall manage the affairs of The Friends;
 - (c) is responsible to the members for the management of The Friends; and
 - (d) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper governance of the affairs of The Friends.

13. Membership of the Committee

- 13.1 The Committee shall comprise of the following Officers:

- (a) the President;
- (b) up to two Vice Presidents;
- (c) the Treasurer; and
- (d) the Secretary

- 13.2 The Committee shall also have up to five other members.

- 13.3 Committee members must be financial members of Friends of the Albert Hall.
- 13.4 Deleted (amendment of April 28, 2011)
- 13.5 The Committee will nominate one of the Committee to undertake the role of Public Officer in accordance with the Act.

14. Election of the Committee

- 14.1 The Officers and other Committee members are to be elected at the Annual General Meeting (AGM).
- 14.2 Notification of the election is to be circulated to all members with the notice of the AGM.
- 14.3 Nominations for the election of the Officers and other Committee members are:
- (a) to be in writing and signed by two financial members Friends of the Albert Hall; and
 - (b) be accompanied by the written consent of the candidate;
 - (c) to reach the Secretary before the date of the AGM.
- 14.4 If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated shall be deemed to be elected and further nominations can be received at the annual general meeting.
- 14.5 If insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies and may be filled in terms of rule 15.2.
- 14.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 14.7 If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- 14.8 The ballot for the election of Committee members shall be conducted at the annual general meeting in such manner as the Chairperson may direct.
- 14.9 A person is not eligible:
- (a) to simultaneously hold more than one position on the Committee.
 - (b) to nominate for election as a Committee member if they have ceased to be a member of The Friends in terms of rule 6.

15. Vacancies

- 15.1 For the purposes of these rules, a vacancy in the office of a member of the Committee occurs if the member –
- (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) resigns the office; or
 - (d) is removed from the office under rule 16.1; or
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under the Act; or
 - (h) fails to attend three consecutive meetings without tendering an apology.
- 15.2 The Committee may appoint a member to fill any casual vacancy on the Committee, and the member so appointed is to continue in office until the next AGM.

16. Removal of Committee members

16.1 The Friends in general meeting may by resolution, subject the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

17. Committee meetings and quorum

17.1 The Committee is to meet as and when required.

17.2 The Committee is to meet at least six times during the year.

17.3 The President, or any three Committee members, may convene additional Committee meetings, provided notice is given to all Committee members.

17.4 At any meeting of the Committee a quorum is three of its members, including one of its Officers.

17.5 The President, or in his or her absence, a Vice President is to chair meetings. In the absence of the President or any Vice President, the meeting shall elect a chairperson.

17.6 Having regard for the informality of Committee meetings, the procedure to be followed is to be determined from time to time by the Committee.

18. Delegation by Committee

18.1 The Committee may delegate to any of its members any Committee powers and functions that the Committee considers necessary for the proper conduct and management of Friends of the Albert Hall business and affairs.

18.2 The Committee may rescind any delegation made under rule 18.1.

18.3 The Committee delegate may exercise any of the powers and functions that Committee delegates to it, but must report its action to the next Committee meeting. The President, Vice Presidents and Secretary are ex-officio members of any sub-committees.

19. Voting and decisions

19.1 Each Committee member, either in person or via telephone, video or other electronic means at a Committee meeting has one vote.

19.2 Questions arising at a meeting of the Committee shall, subject to a quorum, be resolved by a majority of the votes of members of the Committee. In the case of an equality of votes then the matter is to be resolved in the negative.

19.3 Members of Friends of the Albert Hall may attend meetings of the Committee, propose agenda items and speak to those items, however only members of the Committee may vote.

19.4 A Committee member who is financially interested in any contract or arrangement made or proposed by Friends of the Albert Hall must disclose that interest to the Committee at the earliest opportunity and cannot vote on questions related to that contract or arrangement.

19.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

19.6 The Committee speaks with one voice, and no one member shall publicly express his or her opinion as a representative of The Friends should this deviate from an agreed Committee position or decision.

PART IV - GENERAL MEETINGS

20. Annual general meetings - holding of

- 20.1 With the exception of the first annual general meeting of the association, The Friends shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of The Friends, convene an annual general meeting of its members.
- 20.2 The Friends shall hold its first annual general meeting –
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of five months after the expiration of the first financial year of The Friends.
- 20.3 Rules 20.1 and 20.2 have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

21. Annual general meetings - business at

- 21.1 The annual general meeting of Friends of the Albert Hall Inc. shall, subject to the Act, be convened on such date and at such place and time as the Committee considers appropriate.
- 21.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of The Friends during the last financial year including a report on the record of attendance of the members of the committee; and
 - (c) to elect members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
 - (e) to appoint an auditor.
- 21.3 An annual general meeting must be specified as such in the notice calling it in accordance with rule 23.
- 21.4 An annual general meeting shall be conducted in accordance with rules 23 to 29 inclusive.

22. General meetings - calling of

- 22.1 The Committee may, whenever it thinks fit, convene a general meeting of The Friends.
- 22.2 The Committee shall, on the requisition in writing of any ten members, convene a general meeting of The Friends within one month after the date on which the Secretary received the notice.
- 22.3 A requisition of members for a general meeting –
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 22.4 If the Committee fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Committee, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date.
- 22.5 A general meeting convened by a member or members referred to in rule 22.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

23. Notice

- 23.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Friends, the Committee shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 23.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Friends, the Committee shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 22.1 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.
- 23.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 21.2.
- 23.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Committee who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

24. General meetings - procedure and quorum

- 24.1 The quorum for the annual general meeting or general meetings is 12 members of Friends of the Albert Hall.
- 24.2 At any general meeting the chairperson, provided they are a member, has a vote and in the event of an equality of votes then the matter is to be resolved in the negative.
- 24.3 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 24.4 Twelve members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 24.5 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and any other case shall stand adjourned to the same day in the following week at the same time and at the same place unless another time and place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members.
- 24.6 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

25. Chairperson

- 25.1 The Committee will appoint a chairperson to preside at general meetings of The Friends this maybe an independent chairperson, The President, or a Vice President.
- 25.2 If in the event the appointed person is absent from a general meeting the members present shall elect one of their number to preside at the meeting.

26. Adjournment

- 26.1 The person presiding at an annual general meeting or a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

26.2 Where a meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Friends of the Albert Hall stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

27. Making of decisions

27.1 A question arising at a general meeting of The Friends shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of The Friends, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

27.2 At a general meeting of The Friends, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.

27.3 Where the poll is demanded at a general meeting the poll shall be taken –

(a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

28. Voting

28.1 Upon any question arising at a meeting of The Friends a member, Life Member or associate member has one vote only.

28.2 An associate member has one vote, and may exercise that vote at annual general, general and meetings of The Friends by registering their vote with the person chairing the meeting before the meeting, or as the first item of business at that meeting.

28.3 All votes shall be given personally or by proxy but no member may hold more than one proxy.

28.4 In the case of an equality of votes on a question at a general meeting then the matter is to be resolved in the negative.

28.5 A member or proxy is not entitled to vote at any general meeting of The Friends unless all money due and payable by the member or associate member to The Friends has been paid.

29. Appointment of proxies

29.1 All voting shall be given personally or by proxy but no member may hold more than one proxy.

29.2 Each member may appoint another member as proxy provided:

(a) the proxy is in the form as determined from time to time by the Committee

(b) a proxy is to be registered with the person chairing the meeting before the meeting, or as the first item of business at that meeting.

PART V – MANAGEMENT

30. Funds - source

- 30.1 Friends of the Albert Hall must only derive income from, annual membership fees, joining fees, entrance fees, event fees, donations and any other sources that Committee decides, subject to relevant legislation; and
- (a) consistent with Friends of the Albert Hall's objects and powers set out in these rules, may:
 - (b) pursue any form of fundraising or income generation,
 - (c) make any form of investment or deposit, with a financial institution,
 - (d) accept bequests or gifts, in any form, if no conditions are attached, and
 - (e) make gifts, grants, subscriptions or donations for purposes.

31. Funds - management

- 31.1 The financial year of Friends of the Albert Hall runs from 1 January to 31 December in each year.
- 31.2 The Treasurer is responsible for the maintenance of financial records and:
- (a) receipt of all moneys paid to Friends of the Albert Hall;
 - (b) issuing official receipts; and
 - (c) the deposit, as soon as possible after receipt, of all moneys into the account Friends of the Albert Hall holds with a bank or other financial institution.
- 31.3 Payments by Friends of the Albert Hall may be made electronically, by cheque, or in cash (up to \$100).
- 31.4 Friends of the Albert Hall payments must be:
- (a) authorised by the Treasurer or, in their absence, by another Committee member that the Committee nominates for that purpose; and
 - (b) co-authorised by any other officer provided they do not have a financial interest in the payment.
- 31.5 The assets and income of Friends of the Albert Hall must be applied exclusively to the promotion of its objects and no portion is to be paid or distributed directly or indirectly to the members except as proper remuneration for services rendered or expenses incurred on Friends of the Albert Hall behalf.
- 31.6 Friends of the Albert Hall may pay a member for services actually rendered or for goods supplied, but must not pay a Committee member for their service as an Officer or Committee member.
- 31.7 Friends of the Albert Hall may pay a member:
- (a) interest, at the prevailing average rate payable by banks, for monies lent to Friends of the Albert Hall by the member.
 - (b) a reasonable and proper amount of rent for premises let to Friends of the Albert Hall by the member.

32. Auditor

- 32.1 An auditor must audit the accounts and financial records of Friends of the Albert Hall at least annually.
- 32.2 The Friends must appoint an auditor who is a certified public accountant or a member of the Institute of Chartered Accountants, (amended 11/02/2009) being a person who is not—
- (a) an officer of The Friends; or
 - (b) a partner, employer or employee of an officer of The Friends; or
 - (c) a partner or employee of an employee of an officer of The Friends.
- 32.3 The auditor must not be a person who helped prepare the accounts.

33. Lodgment of annual returns

- 33.1 The Committee must, within the period of 6 months beginning at the end of each financial year of The Friends, lodge with the registrar-general—
- (a) a statement of particulars relating to The Friends in the approved form; and
 - (b) an audited statement of The Friends' accounts; and
 - (c) a copy of the auditor's report in relation to those accounts; and
 - (d) any prescribed documents; and
 - (e) a statement by 2 members of the committee of The Friends certifying whether the provisions of the Act that apply to The Friends in relation to that year in relation to—
 - (i) the preparation of the annual statement of The Friends' accounts; and
 - (ii) the auditing of the accounts and the presentation of the audited statement of accounts at the annual general meeting of The Friends;have been complied with.

PART VI – MISCELLANEOUS

34. Alteration of objects and rules

- 34.1 Proposed changes to these rules can be considered at any general meeting whether annual, or general, provided due notice has been given.
- 34.2 If a member or group of members opposing the proposed change so requests, a statement of the reasons for their opposition must likewise be circulated.
- 34.3 Any member of Friends of the Albert Hall may speak to the proposed rule change at the meeting at which it is considered.
- 34.4 A rule change is passed by at least three-quarters of the votes of those members of The Friends who, being entitled to vote, vote in person or by proxy as allowed in rules 28 and 29.

35. Policies and procedures

- 35.1 Friends of the Albert Hall may formulate:
- (a) policies on issues as required, and
 - (b) procedures for carrying out its operations or that otherwise relate to the implementation of matters provided for in these rules.
- 35.2 The role of policies and procedures is to provide an orderly way for Friends of the Albert Hall to proceed with its business from year to year, and to keep track of decisions made, stances taken, or procedures established or utilised, which may be helpful in future years.
- 35.3 Policies and procedures must not be inconsistent with these rules, but if they are, the provision of the rules prevails over an inconsistent provision in a policy or procedure.
- 35.4 Policies and procedures may be adopted, changed or revoked:
- (a) in the case of policies, by simple majority at a General Meeting called for the purpose or the Annual General Meeting with due notice;
 - (b) the substance of the proposal must be circulated to all members, and
 - (c) in the case of procedures, by simple majority at any Committee meeting but notice and the substance of the proposal, must be circulated to all Committee members before the meeting.

36. Common seal

- 36.1 The common seal of The Friends shall be kept and stored securely by a member nominated by the Committee.
- 36.2 The seal may be applied only to a document that requires the seal to be applied and with the authority of the Committee.

36.3 The common seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the common seal shall be attested by any two members of the Committee authorised to do so by the Committee.

37. Custody and inspection of books

37.1 Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to The Friends.

37.2 Friends of the Albert Hall must keep and maintain a register of its members, and must enter any prescribed particulars in the register.

37.3 The records, books and other documents of The Friends shall be open to inspection at a place in the territory, free of charge, by a member of The Friends at any reasonable hour.

37.4 A request to inspect the records, books and other documents from Friends of the Albert Hall auditor, Public Officer, or from the Registrar, must be met.

38. Special Resolutions

38.1 A resolution of The Friends is taken to be a special resolution if—

- (a) it is passed at a general meeting of The Friends, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of The Friends; and
- (b) it is passed by at least three-quarters of the votes of those members of The Friends who, being entitled to vote, vote in person or by proxy as allowed in rules 28 and 29.

39. Service of notices

39.1 For the purpose of these rules, a notice may be served by or on behalf of The Friends upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by sending it electronically to the member at the member's address shown in the register of members.

39.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

39.3 Where a document is sent to a person electronically, upon receipt by the sender of an acknowledgement that the communication has been properly transmitted to the recipient, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person twenty four hours after the transmission has taken place.

40. Surplus property

40.1 Friends of the Albert Hall may be wound up voluntarily by the members of Friends of the Albert Hall resolving by special resolution that this happen.

40.2 In the event of the winding up of The Friends, any assets of The Friends acquired by way of grant money must be distributed in accordance with the requirement of the grant.

40.3 Any property remaining after meeting the debts and liabilities of Friends of the Albert Hall, and paying the costs of winding up, is to be disposed of in accordance with the requirements of the Act at that time and paid to an organisation (or organisations) which has similar objects to Friends of the Albert Hall and which has rules prohibiting the distribution of its assets and income to its members.