

No. 43 of 1973

AN ORDINANCE

To incorporate a body to be known as Festival Australia.

HER MAJESTY THE QUEEN, acting with the advice of the Executive Council, hereby makes the following Ordinance under the *Seat of Government (Administration) Act 1910-1972*.

Dated this nineteenth day of October, 1973.

ELIZABETH R

By Her Majesty's Command,

GORDON M. BRYANT
Minister of State for the Capital Territory.

FESTIVAL AUSTRALIA INCORPORATION ORDINANCE 1973

1. This Ordinance may be cited as the *Festival Australia* Short title.
Incorporation Ordinance 1973.*

2. In this Ordinance, "the corporation" means the body corporate Definition.
constituted by section 3.

3. (1) There is hereby established a body corporate with perpetual Incorporation of Festival Australia.
succession under the name of "Festival Australia".

(2) The corporation—

- (a) shall have a common seal;
- (b) may acquire, hold, dispose of and otherwise deal with real and personal property;
- (c) may enter into contracts; and
- (d) may sue and be sued in its corporate name.

(3) All courts, judges and persons acting judicially shall take judicial notice of the common seal of the corporation affixed to a document and shall presume that it was duly affixed.

4. (1) Subject to the next succeeding sub-section, the constitution Constitution of corporation.
of the corporation shall be the constitution set out in the Schedule.

(2) If, in pursuance of clause 26 of the constitution of the corporation, the constitution is amended, the constitution of the corporation shall be the constitution as so amended.

* Notified in the *Australian Government Gazette* on 19 October 1973.

Amendments
of the
constitution
to be
published.

5. (1) If the constitution of the corporation is amended the corporation shall, before the expiration of a period of twenty-eight days after the amendment is made, cause the amendment to be published in the *Australian Government Gazette*.

(2) The production of a copy of the amendment under the common seal of the corporation shall, in all proceedings, be evidence of the amendment.

Independence of the
corporation.

6. Notwithstanding its incorporation by this Ordinance, the corporation shall not be, and shall not be regarded as being, for any purpose, the servant or agent of Australia.

Service of
documents.

7. A notice, process or other document may be served on or given to the corporation—

- (a) by leaving it at the office of the corporation at Canberra with some person apparently assisting in the conduct of the affairs of the corporation; or
- (b) by sending it by registered post to the corporation at that office.

SCHEDULE

CONSTITUTION OF FESTIVAL AUSTRALIA

Definitions

1. In this Constitution and in the Rules unless the contrary appears—

- “the Board” means the Board of Governors of Festival Australia;
- “the Chairman” means the Chairman of the Board;
- “the Deputy Chairman” means the Deputy Chairman of the Board;
- “the Rules” means the Rules made by the Board under this Constitution.

Name

2. The name of the Organization which is the subject of this Constitution shall be “Festival Australia”.

Objects and Powers

3. The objects of Festival Australia are—

- (a) to promote and encourage Australian arts, science and technology and the study of the arts, science and technology and for these purposes to organize, promote, manage and conduct festivals of music, drama and other entertainments and exhibitions, demonstrations, expositions, lectures and other activities in Canberra or elsewhere annually or at such other intervals as Festival Australia may determine;
- (b) to present, produce, manage and conduct at theatres, halls, galleries, cinemas, lecture theatres and other premises and open spaces activities such as operas, plays, dramas, ballets, concerts, recitals, exhibitions, readings, demonstrations, expositions, lectures, cinematographic performances and other entertainments or activities as may tend to promote and encourage Australian arts, science or technology;
- (c) to engage and employ persons and bodies corporate to produce and present such operas, plays, dramas, ballets, concerts, recitals, exhibitions, readings, demonstrations, expositions, lectures, cinematographic performances and other entertainments or activities as may tend to promote and encourage Australian arts, science or technology;
- (d) to engage, employ or sponsor persons and bodies corporate to conduct or engage in research or any other activities as may tend to promote and encourage Australian arts, science or technology;

SCHEDULE—continued

- (e) to make and carry out any arrangements with the proprietors, lessees or managers of any theatre, hall, gallery, cinema, lecture theatre or other premises or open space, for the presentation in such premises or open space of any operas, plays, dramas, ballets, concerts, recitals, exhibitions, readings, demonstrations, expositions, lectures, cinematographic performances and other entertainments or activities as may tend to promote and encourage Australian arts, science or technology; and in connection with any festivals or activities organised or promoted by Festival Australia for those purposes to provide guarantees in connection therewith;
- (f) to engage in the sale and distribution of admission tickets to entertainment or instruction conducted by or on behalf of Festival Australia;
- (g) to indemnify persons and bodies corporate (including the officers and employees of Festival Australia) in respect of acts done by them in or in connection with the furtherance of the objects of Festival Australia;
- (h) to establish such courses of study, and award such scholarships, as will enable the objects of Festival Australia to be best attained;
- (i) to provide and maintain such libraries and associated facilities as are necessary or desirable for carrying out the objects of Festival Australia;
- (j) to raise money for the purposes of Festival Australia, by borrowing on such terms and on such security as may be thought fit and by guarantees, subscriptions, sponsorships (commercial or otherwise), gifts or donations in response to public appeals or otherwise and in relation to such guarantees, subscriptions, sponsorships (commercial or otherwise), gifts or donations to accept the same either unconditionally or subject to such conditions as may be agreed, so, however, that no such conditions shall be inconsistent with the objects of Festival Australia;
- (k) to invest the funds of Festival Australia or under its charge and not immediately required upon such securities or investments as the Board may from time to time determine;
- (l) to undertake and execute any trusts the undertaking whereof may be incidental to the attainment of the objects of Festival Australia or any of them;
- (m) to establish and support or aid in the establishment and support of any associations or institutions which have for their objects the promotion or encouragement of Australian arts, science or technology or the study of the arts, science or technology;
- (n) to provide meeting places, clubs and other social amenities in connection with festivals organised or promoted by Festival Australia;
- (o) to acquire, hold, purchase, lease, sell, exchange, mortgage and dispose of any form of property real or personal for the purposes of Festival Australia; and
- (p) to do all other things incidental or conducive to the attainment of the objects and the exercise of the powers of the corporation.

4. The income and property of Festival Australia, whencesoever derived, shall be applied solely towards the promotion of the objects of Festival Australia, and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members thereof except as reasonable and proper remuneration for services actually rendered to Festival Australia by members who are also employees of Festival Australia.

Patrons

5. One or more patrons may be appointed by the Board from time to time.

Life Members

6. The Board may from time to time appoint any person an Honorary Life Member in recognition of his services to Festival Australia.

Membership

7. Members of Festival Australia shall be those persons and bodies corporate who have paid such subscription fees as may be determined by the Board and such other persons, and bodies corporate as are elected to honorary membership by the Board.

Management of Festival Australia

8. The management and control of Festival Australia is vested in a Board of Governors.

Constitution of Board of Governors

9. (1) Subject to this clause the Board shall consist of—

- (a) the person who for the time being holds the office of or performs the duties of the City Manager in the Department of the Capital Territory;

SCHEDULE—continued

- (b) one person who is a member of the Advisory Council of the Territory nominated, as occasion requires, by the Council;
 - (c) an officer or employee of the Department of the Capital Territory (not being the person referred to in paragraph (a)) appointed as occasion requires by the Secretary of that Department;
 - (d) fourteen persons elected in accordance with the rules who shall hold office, subject to this Constitution, for three years and be eligible for re-election at the end of each term.
- (2) The person who for the time being holds the office of the Minister of State for the Capital Territory shall, subject to his consent, be a member of the Board.
- (3) (a) The Board may appoint persons, who in the opinion of the Board are able by their knowledge or experience to assist in the advancement and development of Festival Australia to be members of the Board.
- (b) A member of the Board appointed pursuant to this sub-clause shall—
- (i) hold office until the date of the election of Members of the Board held in accordance with the Rules after the date of the appointment of that member;
 - (ii) be eligible for re-appointment.
- (4) In addition to the persons referred to in paragraphs (a), (b) and (c) of sub-clause (1) and the person referred to in sub-clause (2), the first members of the Board shall be—
- Margot Macdonald Anthony
 Arthur John Birch
 John Alwyn Bruce
 Rupert Vance Cater
 Penelope Ann Chapman
 Michael Christopher Edgley, M.B.E.
 The Honourable Russell Walter Fox
 Lady Muriel Naomi Heydon
 Ross Ainsworth Hohnen, O.B.E.
 Louis William Bircham Engledow
 Arthur Powell Kenyon
 Richard Kingsland, C.B.E., D.F.C.
 Leonie Judith Kramer
 David Maxwell Purnell, M.B.E.
- (5) The persons who hold office as members of the Board by virtue of the last preceding sub-clause shall hold office until—
- (a) elections for membership of the Board are held pursuant to the Rules; or
 - (b) 30 March, 1975,
- whichever first occurs.

Vacation of Office

10. (1) A member of the Board shall cease to be a member of the Board and his office as such a member shall become vacant if he—
- (a) dies;
 - (b) declines to act;
 - (c) resigns his office;
 - (d) is absent without leave of the Board from three consecutive meetings of the Board;
 - (e) becomes bankrupt;
 - (f) becomes permanently incapable of performing his duties as a member of the Board;
 - (g) ceases to have the qualifications or hold the appointment by reference to which he was appointed.
- (2) Subject to this clause, when the office of a member of the Board becomes vacant the Board may appoint a person to the office which has become vacant.
- (3) When the office of a member becomes vacant pursuant to paragraph (1)(g) a person who has the same qualifications or holds the same appointment shall be appointed to the office which has become vacant.
- (4) Subject to this Constitution a person who becomes a member of the Board pursuant to this clause shall hold office only for the remainder of the term of office of the member whose office became vacant.

Chairman of the Board

11. (1) The person for the time being holding the office of Minister of State for the Capital Territory shall, subject to his consent, be Chairman of the Board.
- (2) Subject to sub-clause (1), the Board shall appoint a Chairman from among its members to hold that office for such period and on such conditions as the Board determines.

SCHEDULE—continued

Deputy Chairman of the Board

12. (1) The person for the time being holding, or performing the duties of, the office of City Manager in the Department of the Capital Territory shall be Deputy Chairman of the Board.

(2) The Board may at any time determine that the last preceding sub-clause ceases to apply and in such case the Deputy Chairman shall be appointed by the Board from among its members.

(3) A member appointed to be the Deputy Chairman in pursuance of sub-clause (2) shall hold office for such period and on such conditions as the Board determines.

Meetings of the Board

13. (1) The Chairman shall convene meetings of the Board at such intervals as he considers necessary for the proper carrying out of the functions of the Board and shall convene at least one such meeting in every period of six months.

(2) The Chairman shall convene a meeting of the Board on receipt of a request in writing from at least three members of the Board.

(3) At a meeting of the Board—

- (a) the Chairman, or in his absence the Deputy Chairman, or in the absence of both the Chairman and the Deputy Chairman, a member of the Board appointed by the members of the Board present, shall preside;
- (b) six members of the Board constitute a quorum;
- (c) all matters arising at the meeting shall be decided by a majority of the votes of the members present and voting on the matter; and
- (d) the person presiding has a deliberative vote, and in the event of an equality of votes, also has a casting vote.

Appointments of Committees

14. (1) The Board may appoint such Committees consisting of members of the Board with or without other persons as it considers necessary or convenient to attain the objects of Festival Australia.

(2) The Board shall appoint a member of the Board to be Chairman of any Committee established by the Board.

(3) Without limiting this clause, the Board shall establish the following committees for the following purposes—

- (a) "Programme—Arts Committee"—for the establishment and maintenance of a programme for the presentation of the arts;
- (b) "Programme—Science Committee"—for the establishment and maintenance of a programme for the presentation of the sciences and technology;
- (c) "Finance Committee"—for the proper conduct of the financial affairs of Festival Australia;
- (d) "Public Relations Committee"—to publicise the objects and activities of or conducted by Festival Australia and maintain relationships with channels for achieving such publicity;
- (e) "Community Participation Committee"—to ensure a maximum community participation in the activities of Festival Australia.

Delegation of the Powers of the Board

15. (1) The Board may, by resolution, either generally or otherwise as provided in the resolution, delegate to a committee appointed under the last preceding clause, to a member of the Board or to a member or employee of Festival Australia all or any of its powers except this power of delegation.

(2) A power delegated under this clause shall—

- (a) be exercised by the delegate in accordance with the terms of the resolution;
- (b) be revocable by resolution of the Board; and
- (c) not prevent the exercise of the power by the Board.

Payment of Members

16. A member of the Board who is not an employee of Festival Australia shall not be entitled to any remuneration in respect of his services as a member of the Board but Festival Australia may reimburse any costs incurred by a member of the Board in the course of his duties as such a member.

Financial Records

17. (1) The Board shall keep or cause to be kept, proper books, accounts and records of the financial transactions and affairs of Festival Australia.

SCHEDULE—continued

(2) The Board shall ensure that all payments out of the moneys of Festival Australia are correctly made and authorized.

(3) The Board shall arrange for the books, accounts and records of Festival Australia to be audited at least once in each year by a registered company auditor appointed by the Board.

Bank Accounts

18. (1) The Board shall maintain in the name of Festival Australia an account or accounts at such bank or banks as the Board determines.

(2) Moneys shall not be drawn from such an account or accounts except by cheque signed by any two persons included within the following classes of persons—

(a) members of the Board;

(b) persons appointed by the Board for the purpose of signing cheques on its behalf.

General Meetings

19. (1) There shall be an annual general meeting of Festival Australia and such other general meetings as the Board determines.

(2) A general meeting of Festival Australia shall be convened in accordance with the rules.

(3) At each annual general meeting of Festival Australia, the Chairman shall present a report of the activities of Festival Australia during the previous year and a report, together with the auditor's statements, on the finances of Festival Australia during that year and the meeting shall consider those reports and statements and may consider any other matters relating to the affairs of Festival Australia.

Special General Meetings

20. (1) A special general meeting of Festival Australia may be convened at any time in accordance with the rules.

(2) The rules shall provide for the matters that are to be considered at any such general meeting.

Presiding Officer, Procedure, etc., at General Meeting

21. (1) The Chairman, or in his absence the Deputy Chairman, or in the absence of both the Chairman and the Deputy Chairman, a member of Festival Australia elected by the members present, shall preside at a general meeting of Festival Australia.

(2) The procedure to be followed at such meetings, the right to vote and the manner of voting at such meetings shall be as prescribed by the rules.

Re-appointment, etc. of Persons

22. A person who is holding, or who has held, an office under this Constitution and who is otherwise capable of holding that office may be re-appointed or re-elected to that office.

Expulsion of Members of Festival Australia

23. (1) Where a member is guilty of conduct which in the opinion of the Board is detrimental to the interests or contrary to the objects of Festival Australia, the Board may expel him from membership of Festival Australia or suspend him from membership for such period as the Board thinks fit.

(2) A person who is suspended from membership shall, while he is so suspended, be deemed not to be a member of Festival Australia.

(3) The Board shall not expel or suspend a person from membership of Festival Australia unless that person has been given an opportunity of appearing before the Board and showing cause why he should not be expelled or suspended.

(4) A person suspended or expelled from membership of Festival Australia in pursuance of this clause may appeal to a general meeting of members against his suspension or expulsion.

(5) An appeal shall not be competent unless a notice in writing of the appeal which specifies the grounds on which the appeal is made is served on Festival Australia within twenty-eight days after the date on which the appellant is advised of his suspension or expulsion.

(6) An appeal made pursuant to this clause shall be considered at the general meeting next following the expiration of the period of twenty-eight days from the date of service of the notice of appeal on Festival Australia.

(7) The general meeting may confirm, vary or rescind the decision of the Board against which the appeal is made.

SCHEDULE—*continued**Validation of Certain Acts*

24. (1) No act done or proceeding taken by a person or body acting under or in pursuance of this Constitution shall be invalid by reason only of—

- (a) a defect in the appointment or election of that person or a member of that body;
- (b) the fact of that person or a member of that body being disqualified by this Constitution from so acting or from taking part in any proceedings;
- (c) a failure to comply with the requirements for the convening of a meeting of that body; or
- (d) there being a vacancy or vacancies in the membership of that body.

(2) In this clause the term “ body ” includes the Board.

Rules

25. The Board may make rules not inconsistent with this Constitution prescribing all matters which by this Constitution are required or permitted to be prescribed or which are necessary or convenient to be prescribed to give effect to this Constitution and to the objects of Festival Australia.

Amendment of the Constitution

26. This Constitution may be amended by a resolution passed at a general meeting of Festival Australia by a majority of the members of Festival Australia attending the meeting, being a resolution of which all members of Festival Australia have been given at least fourteen days notice.