



“ Minister ” means the Minister for Education and Cultural Activities or other Minister of the Crown for the time being charged with the administration of this Act: The term includes a Minister of the Crown temporarily performing the duties of the Minister administering this Act;

“ theatre equipment ” means furniture, furnishings, fittings, plant, equipment, stage scenery, properties, costumes, drapes, curtains and chattels suitable or convenient for the production of stage presentations;

“ Chairman ” means the Chairman of the Board;

“ Deputy Chairman ” means the Deputy Chairman of the Board;

“ Theatre Company ” means the Queensland Theatre Company established and incorporated under this Act.

**3. Constitution of the Queensland Theatre Company.** (1) There is hereby established a body by the name of the Queensland Theatre Company.

(2) The Theatre Company—

(a) is a body corporate, with perpetual succession;

(b) shall have a common seal;

(c) is capable of acquiring, holding and disposing of real and personal property;

(d) may sue and be sued in its corporate name; and

(e) is capable of doing and suffering of such other acts and things that a body corporate may by law do and suffer.

**4. Membership of the Theatre Company.** The Theatre Company shall consist of—

(a) the persons and bodies corporate who are for the time being members of the Theatre Company in accordance with the by-laws; and

(b) the persons for the time being holding office as members of the Board.

**5. Objects of the Theatre Company.** The objects of the Theatre Company are—

(a) to promote and encourage the development and presentation of the arts of the theatre;

(b) to promote and encourage public interest and participation in the arts of the theatre;

(c) to promote and encourage either directly or indirectly the knowledge, understanding, appreciation and enjoyment of drama, opera, ballet, music and other arts of the theatre in all their expressions, forms and media;

(d) to produce, present and manage plays, opera, ballet and other forms and kinds of theatre or entertainment in the State Government Insurance Office Theatre and at other places;

(e) to establish and conduct schools, lectures, courses, seminars and other forms of education in drama and other arts of the theatre;

(f) to teach, train and instruct persons and promote education and research in drama and other arts of the theatre;

- (g) to provide or assist to provide theatres and appurtenances of theatres.

**6. Powers of the Theatre Company.** (1) Subject to this Act the Theatre Company has power to do all things necessary or convenient to be done in connexion with, or as incidental to, the carrying out of its objects.

(2) Without limiting the generality of the last preceding subsection, and any other powers conferred upon the Theatre Company by the provisions of this Act other than this section, the powers of the Theatre Company include power—

- (a) to engage and enter into contracts for the appearance of artists, entertainers and performers;
- (b) to employ writers, composers, choreographers, designers and producers;
- (c) to purchase theatre equipment and install and use that equipment in any theatre;
- (d) to make charges for admission to entertainments or other functions held by the Theatre Company;
- (e) to grant rights to televise, broadcast, film or record entertainments or other functions held by the Theatre Company.

**7. The Board.** (1) There shall be a Board of the Theatre Company which shall have and may exercise and discharge the powers, authorities, duties and functions conferred or imposed upon the Board by or under this Act.

(2) Subject to this Act the Board shall be the governing authority of the Theatre Company and shall administer, manage and conduct the affairs thereof and may exercise all such powers of the Theatre Company as are not specifically conferred on any other body or person.

**8. Constitution of first Board.** (1) The first Board shall consist of the persons who immediately before the commencement of this Act held office as members of the unincorporated body known as the Board of the Queensland Theatre Company.

(2) The members of the first Board shall, subject to this Act, hold office until the Board is duly constituted under section 9 of this Act and assumes office or until the expiration of one year from the commencement of this Act whichever is the earlier.

(3) Where a casual vacancy occurs in the office of a member of the first Board, the Governor in Council may appoint a person to the vacant office. The person so appointed shall hold office for the residue of his predecessor's term of office.

(4) The Chairman of the first Board shall be the person who immediately before the commencement of this Act held office as Chairman of the unincorporated body known as the Board of the Queensland Theatre Company.

(5) The members of the first Board shall at their first meeting elect from their number a Deputy Chairman.

(6) At every meeting of the first Board, the Chairman or, if he is not present, the Deputy Chairman shall preside but if both the Chairman and Deputy Chairman are not present, the members present shall elect a person from their number to preside as Chairman.

(7) Subject to this Act, the first Board shall meet at such times and places and transact its business in such manner as it may determine, but no business shall be transacted at any meeting of the first Board unless at least four members thereof are present at that meeting.

(8) A member of the first Board is eligible for appointment to any subsequent Board.

**9. Constitution of Board other than first Board.** (1) The Board other than the first Board shall consist of not less than seven and not more than ten members who shall be appointed by the Governor in Council and notice of any such appointment shall be published in the Gazette.

(2) The Board constituted in accordance with this section shall assume office upon such day as the Governor in Council may appoint and notify by publication in the Gazette.

(3) A member of the Board other than the first Board shall be appointed upon the nomination of the Minister after consultation with such persons, authorities, organizations and associations as the Minister thinks fit.

(4) Subject to this Act, a member of the Board shall hold office for such period not exceeding three years, as is specified in the notice of his appointment.

(5) A member of the Board is eligible for re-appointment.

(6) The performance of the functions or the exercise of the powers of the Board is not affected by reason only there being a vacancy or vacancies in the membership of the Board or there being a defect in the appointment of a member.

**10. Chairman and Deputy Chairman.** (1) The Governor in Council shall appoint a member of the Board to be the Chairman of the Board.

(2) The members of the Board shall appoint a member to be the Deputy Chairman of the Board.

(3) A member appointed as the Chairman or Deputy Chairman shall hold office as such until the appointment of another member as the Chairman or Deputy Chairman, as the case may be, until the expiration of the period of his appointment as member or until he otherwise ceases to be a member whichever first happens.

(4) The Chairman or Deputy Chairman may, by writing under his hand addressed to the Minister resign his office as the Chairman or the Deputy Chairman.

(5) Where a member appointed as the Chairman or Deputy Chairman is, upon ceasing to be the Chairman or the Deputy Chairman, as the case may be, by virtue of the expiration of the period of his appointment as a member, re-appointed as a member he is eligible for re-appointment as the Chairman or Deputy Chairman.

**11. Patron and Vice-Patrons.** The Board may elect a Patron and any number of Vice-Patrons of the Theatre Company, but the persons so elected shall not by reason of such election be members of the Board.

**12. Vacancies in Board.** (1) A member of the Board shall be deemed to have vacated his office if he—

- (a) dies or becomes mentally sick;
- (b) resigns his office in writing under his hand addressed to the Minister (such resignation to be complete and take effect from the time when it is received by the Minister);
- (c) is absent from three consecutive ordinary meetings of the Board of which notice has been given to him personally or in the ordinary course of post without leave of absence granted by the Board;
- (d) is removed from office by the Governor in Council.

(2) The Governor in Council may for any cause which appears to him to be sufficient, remove any member of the Board from office.

(3) A member of the Board who is directly or indirectly interested in a contract made or proposed to be made by the Theatre Company (otherwise than as a member, and in common with the other members, of an incorporated company consisting of not less than twenty-five persons) shall, as soon as possible after the relevant facts have come to his knowledge, disclose the nature of his interest at a meeting of the Board.

(4) A disclosure under subsection (3) of this section shall be recorded in the minutes of the Board and the member—

- (a) shall not take part after the disclosure in any deliberation or decision of the Board with respect to that contract; and
- (b) shall be disregarded for the purpose of constituting a quorum of the Board for that deliberation or decision.

**13. Casual Vacancies.** (1) Where a vacancy occurs in the office of a member of the Board before the expiration of his term of office the casual vacancy so arising shall be filled by a person appointed thereto by the Governor in Council on the nomination of the Minister.

(2) The member filling any such casual vacancy shall, subject to this Act, hold office as member until the time when his predecessor's term of office would have expired and shall be eligible for re-appointment.

**14. Meetings, procedure, quorum, etc.** (1) The procedure for the calling of meetings of the Board and the conduct of business at such meetings shall, subject to any by-laws in relation thereto in force, be as determined by the Board.

(2) Any four members shall be a quorum for the purposes of any meeting of the Board.

(3) Any duly convened meeting of the Board at which a quorum is present shall be competent to transact any business of the Board and shall have and may exercise and discharge all the powers, authorities, duties and functions by this Act conferred or imposed upon the Board.

(4) A decision of the majority of members present at a meeting of the Board shall be the decision of the Board and in the event of an equality of votes upon any matter at a meeting the person presiding may exercise a second or casting vote.

(5) At a meeting of the Board the Chairman or, if he is not present, the Deputy Chairman shall preside but if both the Chairman and Deputy Chairman are not present, the members present shall elect a person from their number to preside as Chairman.

(6) The Board shall keep a record of its proceedings at meetings.

**15. Common seal.** The common seal shall be kept in the custody of the Chairman or such other member as the Board may determine and shall not be affixed to any instrument or writing except by authority of a resolution of the Board and in the presence of at least one member of the Board and the Secretary or such other person as the Board shall appoint for the purpose.

**16. Delegation of powers of Board.** (1) The Board may either generally or in relation to a matter or class of matters by resolution delegate all or any of its powers, authorities, duties and functions under this Act (except this power of delegation).

(2) A power, authority, duty or function so delegated may be exercised or performed by the delegate in accordance with the instrument of delegation.

(3) A delegation under this section is revocable at will and does not prevent the exercise or performance of a power, authority, duty or function by the Board.

**17. Protection of Board.** No action, suit or proceeding shall be brought or maintained against any member of the Board or any person who has been a member of the Board in respect of any act or action done or taken or omitted to be done or taken by the Board under this Act in the bona fide exercise of powers conferred or reasonably believed by the said member to have been conferred by this Act.

**18. Appointment of staff.** (1) The Board may appoint an Artistic Director, a secretary and such other staff as it deems necessary for the carrying out of the objects of the Theatre Company.

(2) The terms and conditions of employment (including remuneration) of persons employed under this section shall be such as are determined by the Board.

(3) The Artistic Director and other persons appointed under this section shall perform such duties and have such functions as may be prescribed by the by-laws or in so far as not prescribed as the Board may direct.

**19. Country branches.** (1) The Board may from time to time approve of the establishment of country branches of the Theatre Company which, subject to the Board, shall have and may exercise and discharge such of the powers, authorities, duties and functions of the Theatre Company as are for the time being conferred and imposed upon or delegated to such branches by the Board.

(2) A country branch shall be constituted in accordance with the by-laws.

**20. Power to accept gifts.** The Theatre Company may accept any gift (whether by will or *inter vivos*) of any property of whatsoever kind and wheresoever situate, and whether in possession, reversion, or remainder.

**21. Power of the Theatre Company to co-operate with other bodies.** The Theatre Company may—

- (a) co-operate with any corporation, body or society (whether in Queensland or not) having one or more objects wholly or substantially similar to the objects of the Theatre Company for the purpose of promoting the objects of such corporation, body or society or the objects of the Theatre Company; and
- (b) if it thinks fit become a member of or an affiliate of any such corporation, body or society.

**22. Power to lend and accept property on loan.** (1) The Theatre Company may lend or make available to any corporation, body or society (whether in Queensland or not) having one or more objects wholly or substantially similar to the objects of the Theatre Company, upon such terms and conditions as the Board thinks fit, any theatre equipment or other property of the Theatre Company or of which it has the care or control.

(2) The Theatre Company may accept on loan any theatre equipment or other property.

**23. Sale or disposal of certain property.** (1) Where the Board is satisfied that any property for the time being vested in the Theatre Company is unfit or not required for the objects of the Theatre Company, the Theatre Company may (notwithstanding the terms of any trust affecting the property or any arrangement or condition made or agreed to by it at the time of the acquisition of the property by the Theatre Company)—

- (a) sell the property or exchange it for any other property; or
- (b) dispose of the property without consideration or in the case of personal property destroy the property if the Board adjudges it to be of no saleable value.

(2) The proceeds of any sale made by the Theatre Company in the exercise of the power conferred on it by subsection (1) of this section shall after deduction therefrom of the costs of and incidental to the sale be held for the objects of the Theatre Company.

(3) Any property sold or disposed of by way of exchange or otherwise by the Theatre Company purporting to exercise any of the powers conferred on it by subsection (1) of this section shall vest in the person acquiring the property by virtue of the sale or disposition freed and discharged from any trust arrangement or condition relating to any sale or disposition of the property or to the use of the property to which the property was subject in the hands of the Theatre Company.

(4) No person acquiring any property from the Theatre Company purporting to exercise any of the powers conferred on it by subsection (1) of this section shall be concerned to inquire whether a case has arisen to authorize the sale or other disposition of the property or whether the power was otherwise properly and regularly exercised or to see to the application of any purchase money paid to the Theatre Company.

**24. Application of moneys.** Subject to section 27 of this Act, the moneys of the Theatre Company shall be applied only in payment or discharge of the expenses, charges, obligations and liabilities incurred or undertaken by the Theatre Company in or in connexion with the exercise of its powers and the carrying out of its objects under this Act.

**25. No payment of dividend.** No dividend, bonus or other profit shall at any time be paid out of the income or property of the Theatre Company to any member thereof.

**26. Power of the Theatre Company to borrow moneys.** For the purpose of carrying out any object of the Theatre Company, the Theatre Company may from time to time borrow moneys and give security for repayment thereof by a mortgage, charge or any form of security over any property of the Theatre Company, subject always to the provisions of any trust affecting such property or to any directions or restrictions attached thereto or imposed by the owner thereof.

**27. Investment of funds.** (1) The Theatre Company may, subject to any by-law in that behalf and to the provisions of any trust affecting its funds or to any directions or restrictions attached thereto or imposed by the donor thereof, from time to time invest any of its funds in any investments from time to time authorized by resolution of the Board whether an authorized trustee investment or not.

(2) The Theatre Company may retain and hold any investment which may be transferred to the Theatre Company otherwise than by way of purchase notwithstanding that such investments may not be of the nature authorized by subsection (1) of this section.

**28. Provision by Crown towards expenses of the Theatre Company.** The Crown may in any year by way of grant make such contribution towards the expenses, charges, obligations and liabilities incurred or to be incurred by the Theatre Company in or in connexion with the exercise of its powers and the carrying out of its objects under this Act as is deemed proper.

**29. Proper accounts to be kept.** The Board shall keep accounts and records in such form as the Minister approves and shall take all reasonable steps to ensure that all payments out of moneys of the Theatre Company are properly authorized and that adequate control is maintained over the assets of the Theatre Company and the incurring by it of liabilities.

**30. Audit.** (1) Accounts and records of financial transactions of the Theatre Company shall be audited by the Auditor-General or such other duly qualified person as may be approved by the Minister.

(2) The person by whom the audit is carried out pursuant to subsection (1) of this section shall forthwith draw to the attention of the Board any irregularity disclosed by his audit that, in his opinion, is of sufficient importance to justify his so doing.

(3) The auditor shall at least once in each year report to the Minister the results of the audit carried out under subsection (1) of this section.

**31. Reports.** (1) The Board shall furnish to the Minister such information relating to the operations of the Theatre Company as the Minister from time to time requires.

(2) The Board shall as soon as practicable after each thirtieth day of June furnish to the Minister a report of the operations of the Theatre Company during the year ended on that date, together with financial statements in such form as the Minister approves in respect of that year.



**32. By-laws.** (1) The Board may make by-laws not inconsistent with this Act for or with respect to—

- (a) regulating the affairs, business and management of the Theatre Company;
- (b) regulating the admission, resignation and expulsion of members of the Theatre Company;
- (c) the appointment and constitution of subcommittees of the Board (which may consist of or include persons not members of the Board) for such purposes and so constituted and with such powers and duties (including powers of delegation and co-optation) as the Board may determine;
- (d) the manner and time of convening, holding and adjourning meetings of the Theatre Company, the Board and subcommittees of the Board and the proceedings at such meetings;
- (e) the management, control and investment of property vested in the Theatre Company;
- (f) the admission, exclusion or expulsion of the public or any person from any building or place leased or owned by the Theatre Company or of which it has the care and control and the rates or charges to be paid for admission thereto (which rates or charges may differ with respect to different parts thereof or as to the persons admitted thereto or as to the purpose to which the admission is related);
- (g) the conditions and restrictions upon and subject to which any use, benefit or loan of any property vested in the Theatre Company or of which it has the care or control be permitted or allowed;
- (h) all matters required or permitted by this Act to be prescribed;
- (i) any purpose, matter or thing necessary or convenient to be prescribed for the purposes of the administration or the carrying out of the objects of this Act.

(2) The by-laws may impose a penalty for any breach thereof not exceeding \$50 for any one offence. Any such penalty may be recovered, sued or proceeded for in a summary way under *The Justices Acts 1886 to 1968* upon the complaint of a person authorized in that behalf, either generally or in a particular case, by the Board.

(3) Every by-law made by the Board shall be sealed with the common seal of the Theatre Company, shall be submitted for the consideration and approval of the Governor in Council, and when so approved shall—

- (a) be published in the Gazette;
- (b) take effect from the date of publication or from a later date to be specified in the by-law.

(4) A copy of every such by-law shall be laid before the Legislative Assembly within fourteen sitting days after the publication thereof if the Legislative Assembly is in session and, if not, then within fourteen sitting days after the commencement of the next session.

(5) If the Legislative Assembly passes a resolution of which notice has been given at any time within fourteen sitting days after such by-law has been laid before the Legislative Assembly disallowing the by-law or part thereof, such by-law or part thereof shall thereupon cease to have effect but without prejudice to the validity to anything done in the meantime or to the making of a further by-law.

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(6) Any function conferred upon the Board under this Act may be exercised notwithstanding that by-laws have not been made pursuant to the powers conferred by this section and the power to make by-laws with respect to any purpose, matter or thing shall not be taken as limiting any function conferred upon the Board by any provision of this Act.

**33. Transitional.** (1) All real and personal property belonging to or vested in the unincorporated body known as the Board of the Queensland Theatre Company immediately before the commencement of this Act shall vest in and belong to the Theatre Company and the functions of the said Board shall, on the coming into operation of this Act, cease.

(2) Any legal or other proceedings that might but for the provisions of this Act have been continued or commenced by or against the body formerly known as the Board of the Theatre Company may be continued or commenced by or against the Theatre Company.

(3) All contracts, agreements and undertakings entered into with the body formerly known as the Board of the Queensland Theatre Company and in force immediately before the commencement of this Act shall be contracts, agreements and undertakings with the Theatre Company.