

VML:MB
Vicki Lukritz
3810 6221

5 October 20185

Sir/Madam

Notice is hereby given that a Meeting of the **ARTS AND COMMUNITY DEVELOPMENT COMMITTEE** is to be held in the **Council Chambers** on the 2nd Floor of the Council Administration Building, 45 Roderick Street, Ipswich commencing at **12.30 pm or 10 minutes after the conclusion of the Libraries and Tourism Committee, whichever is the earlier** on **Tuesday, 9 October 2018.**

<u>MEMBERS OF THE ARTS AND COMMUNITY DEVELOPMENT COMMITTEE</u>	
Greg Chemello (Interim Administrator) (Chairperson)	

Yours faithfully

CHIEF EXECUTIVE OFFICER

ARTS AND COMMUNITY DEVELOPMENT COMMITTEE AGENDA

12.30 pm or 10 minutes after the conclusion of the Libraries and Tourism Committee, whichever is the earlier on **Tuesday, 9 October 2018**
Council Chambers

Item No.	Item Title	Officer
1	Young Performing Artist Bursary	CGC
2	Community Development Grants	CGC
3	Regional Arts Development Fund (RADF) Grants – Funding Round 2 – 2017–2018	CGC
4	Temporary Closure of Ipswich Art Gallery	D,IAG
LATE ITEM 5	Council Nominated Directors of IA Foundation Ltd	D,IAG

** Item includes confidential papers

ARTS AND COMMUNITY DEVELOPMENT COMMITTEE NO. 2018(10)

9 OCTOBER 2018

AGENDA

1. **YOUNG PERFORMING ARTIST BURSARY**

With reference to a report by the Community Grants Coordinator dated 10 September 2018 concerning a request for a Young Performing Artist Bursary from Dancetime Studios.

RECOMMENDATION

That the Interim Administrator of Ipswich City Council resolve:

That Council approve the provision of a Young Performing Artist Bursary to Dancetime Studio in the amount of \$700.00 towards costs associated with workshops and performance opportunities associated with Disneyland in California, and Walt Disney World and Universal Studios in Orlando.

2. **COMMUNITY DEVELOPMENT GRANTS**

With reference to a report by the Community Grants Coordinator dated 20 September 2018 concerning Community Development Grants.

RECOMMENDATION

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council approve funding of \$3,480.32 (ex-GST) to the AEIOU Foundation to purchase educational toys and resources to support their program.
 - B. That Council approve funding of \$2,871.68 (ex-GST) to the Kruger Parade Baptist Church towards the annual Kruger Community Easter Festival 2019.
 - C. That Council approve funding of \$3,750.00 (ex-GST) to the Refugee Connect Ltd towards the Bor, South Sudan Community First Aid Training.
 - D. That Council approve funding of \$445.32 (ex-GST) to the Springfield Christian Family towards the 2019 Australian Celebration.
 - E. That Council approve funding of \$3,750.00 (ex-GST) to the Lupang Hinirang towards the Philippines-Australia Festival 2019.
 - F. That Council approve funding of \$4,611.34 (ex-GST) to the Act for Kids Ltd to purchase therapy resources for the Ipswich Therapy Centre.
-

3. REGIONAL ARTS DEVELOPMENT FUND (RADF) GRANTS – FUNDING ROUND 2 – 2017–2018

With reference to a report by the Community Grants Coordinator dated 17 September 2018 concerning the Regional Arts Development Fund (RADF) Grants for Funding Round 2, 2017–2018.

RECOMMENDATION

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council formally approve the removal of former Councillors Pisasale and Stoneman as Council representatives on the RADF Committee.
 - B. That Council provide funding of \$8,320.00 (incl-GST) to Daniel Philippe towards the Music of Silence project.
 - C. That Council provide funding of \$5,830.00 (ex-GST) to Jane Rand towards the Living in Ipswich project, subject to satisfying conditions outlaid by the RADF Committee.
-

4. TEMPORARY CLOSURE OF IPSWICH ART GALLERY

With reference to a report by the Director, Ipswich Art Gallery dated 19 September 2018 concerning the proposed temporary closure of the Ipswich Art Gallery during the installation of the major exhibition titled 'Playing with Light'.

RECOMMENDATION

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council note the scheduled temporary closure of the Ipswich Art Gallery to public visitors from Monday, 19 November to Friday, 30 November 2018 to enable the installation of the major exhibition titled 'Playing with Light'.
 - B. That the Director, Ipswich Art Gallery liaise with the Media Manager to ensure that every effort is made to inform the general public of the temporary closure of the Ipswich Art Gallery so that inconvenience to Gallery visitors is minimised.
-

LATE ITEM

5. COUNCIL NOMINATED DIRECTORS OF IA FOUNDATION LTD

With reference to a report by the Director, Ipswich Art Gallery dated 20 September 2018 concerning Council nominated directors of the Board of IA Foundation Ltd.

RECOMMENDATION

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council approve the removal of ex-Councillors Andrew Antonioli and Charlie Pisasale as the two Council nominated Directors of the Board of the Company "IA Foundation Ltd".
 - B. That Council approve the nomination of the proposed candidate as a Council nominated Director of the Board of the Company "IA Foundation Ltd".
-

** Item includes confidential papers

and any other items as considered necessary.

Arts and Community Development Committee	
Mtg Date: 09.10.2018	OAR: YES
Authorisation: Caroline McMahon	

10 September 2018

MEMORANDUM

TO: COMMUNITY ENGAGEMENT MANAGER

FROM: COMMUNITY GRANTS COORDINATOR

RE: YOUNG PERFORMING ARTIST BURSARY

INTRODUCTION:

This is a report by the Community Grants Coordinator dated 10 September 2018 concerning a request for a Young Performing Artist Bursary from Dancetime Studios.

BACKGROUND:

Ipswich City Council supports cultural diversity through excellence in the Arts, by providing a range of programs, activities and grants specifically for Performing Arts in Ipswich including; theatre, dance, voice and instrument. The Young Performing Artist Bursary was established in 1994 and offers young regional performing artists the opportunity to further develop their skills by providing financial assistance to attend workshops, and/or be involved in performances and competitions outside of the region.

Maximum funding of up to \$500.00 per individual and \$700.00 for group applications can be allocated from a total annual budget allocation of \$4,000.00.

Dancetime Studio

Dancetime Studio is a dance and performing arts studio situated in Brassall which was established in 1980.

An application for a group Young Performing Artist Bursary has been received from Dancetime Studio to support 22 students to perform and participate in workshops in Disneyland (California), Walt Disney World (Orlando) and Universal Studios (Orlando) between 5 December and 22 December 2018. Student ages range from 7 to 23 years old.

The expected outcomes from participating in this opportunity include improved confidence and performance skills through undertaking workshops with experienced performing artists in Disneyland.

The total cost, including travel, accommodation, performance costumes and rehearsal gear is \$154,330. This cost also includes sightseeing tour itineraries for participants. A majority of the costs will be covered by individual contribution and fundraising.

Confirmation emails from Disney Performing Arts and Universal Orlando Stars Performance Program have been included in the application.

The application has been assessed as eligible against the criteria outlined in Council's assessment criteria.

BENEFITS TO COMMUNITY AND CUSTOMERS:

The Young Performing Artists Program provides funding to young Ipswich performing artists towards skills development, performance opportunities and competition. To align with the actions of Advance Ipswich and the Corporate Plan 2017–2022, projects are required to contribute to one or more of the following funding objectives:

- Encourage community activities that promote and celebrate a sense of belonging.
- Engage the community in the creation of local projects and programs that encourage inclusion and participation and promote and demonstrate a sense of belonging as it relates to the whole of community.

FINANCIAL IMPLICATIONS:

Funds of \$4,000.00 were allocated in the 2018–2019 Community Engagement Branch Budget to support the Young Performing Artist Bursary. After Council approves the Bursary recommended in this report, funds of \$2,600.00 will remain available for allocation under the Young Performing Artist Bursary for the remainder of the 2018-2019 financial year.

RECOMMENDATION:

That the Interim Administrator of Ipswich City Council resolve:

That Council approve the provision of a Young Performing Artist Bursary to Dancetime Studio in the amount of \$700.00 towards costs associated with workshops and performance opportunities associated with Disneyland in California, and Walt Disney World and Universal Studios in Orlando.

Josie Berry

COMMUNITY GRANTS COORDINATOR

I concur with the recommendation contained in this report.

Abbey Richards

COMMUNITY ENGAGEMENT MANAGER

I concur with the recommendation contained in this report.

Caroline McMahon

CHIEF OPERATING OFFICER

(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

Arts and Community Development Committee	
Mtg Date: 09.10.18	OAR: YES
Authorisation: Caroline McMahon	

20 September 2018

MEMORANDUM

TO: COMMUNITY ENGAGEMENT MANAGER
FROM: COMMUNITY GRANTS COORDINATOR
RE: COMMUNITY DEVELOPMENT GRANTS

INTRODUCTION:

This is a report by the Community Grants Coordinator dated 20 September 2018 concerning Community Development Grants.

BACKGROUND:

Through the provision of community grants, Ipswich City Council seeks to support the role of community organisations and recognise the significant role they play in developing and delivering initiatives that encourage participation in community life, foster social cohesion, celebrate diversity, and contribute to a vibrant, healthy and sustainable city.

APPLICATIONS:

Applications for Community Development Grants closed on 10 August 2018 and Council received eight (8) eligible submissions. In line with the Community Grants and In-Kind Assistance Program Procedure, the applications were independently assessed and scored by a panel of three (3) Council staff, against funding priorities and funding principles (as detailed within the Community Grants and In-Kind Assistance Program Applicant Guidelines – see attachment A).

Of the eight (8) eligible Community Development Grant applications, six (6) applications are recommended for funding:

AEIOU Foundation

The AEIOU Foundation provides children with autism aged between 2 and 6 years old, with best practice early intervention to enable them to transition to the next level of schooling, and towards an improved and productive life.

The AEIOU Foundation seeks funding to purchasing educational toys and resources for use in the Camira AEIOU Centre. The toys and resources will assist students to develop communication, social and fine motor skills, and are an integral part in the delivery of the program. The resources will be used in group educational settings to promote social interactions and classroom skills, encouraging turn taking, waiting and shared play experiences.

The expected outcomes for the target group of this project includes increased social and communication skills, and educational capacity. These will be measured by staff and parental observations and monitored through individual education plans for each child.

The AEIOU Foundation is seeking \$4,640.42 (ex-GST) to purchase the educational toys and resources. Based on the scores allocated by the Grants Assessors, it is recommended that Council approves 75% of the funding requested by the AEIOU Foundation, to a total of \$3,480.32 (ex-GST).

Kruger Parade Baptist Church

Kruger Parade Baptist Church seeks funding towards its annual Easter Festival in 2019. The community event, which has been undertaken by the Church for the past 6 years, includes rides, games, food, entertainment and an Easter Egg Hunt.

Many local community members who attend the event are from lower income families, and Kruger Parade Baptist Church provides an opportunity for families to attend at no cost. It is expected that the Easter Festival will attract approximately 1500 participants.

The anticipated outcomes of this project includes increased enrolments in children's and youth outreach programs.

Kruger Parade Baptist Church is seeking \$5,000.00 (ex-GST) to support costs associated with hosting the 2019 Easter Festival, however on reviewing quotes provided with the application, only \$3,828.91 (ex-GST) is eligible for consideration of funding.

Based on the scores allocated by the Grants Assessors, it is recommended that Council approve 75% of the funding requested by Kruger Parade Baptist Church, to a total of \$2,871.68 (ex-GST).

Refugee Connect

Refugee Connect is based in Redbank Plains and provides assistance to refugees to integrate with the wider community.

Refugee Connect seeks funding for the Bor community (South Sudan) to undertake a Community First Aid Training Program to be held at Kruger Parade Baptist Church. The program seeks to provide people from the Bor community with a nationally recognised First Aid Certificate. The program includes 18 hours of intense training conducted by culturally

aware, accredited trainers who will assist people from non-English speaking background to gain an understanding of the concepts.

The funding is sought to provide three groups of fifteen people with training over a six week period, and will include a Bor community cultural and language advisor to provide English support. The courses will be offered at three different times during each week to allow maximum participation to both men and women based on community recommendations.

The total cost of the project is \$12,745.00 (ex-GST) and Refugee Connect is seeking \$5,000.00 (ex-GST) towards costs.

Based on scores allocated by the Grants Assessors, it is recommended that Council approve funding of 75% to Refugee Connect, to a total of \$3,750.00 (ex-GST).

Springfield Christian Family

Springfield Christian Family seeks funding towards its annual Australia Day Celebration to be held at Robelle Domain.

This free community event includes interactive games and activities for children and adults, family fun rides, sausage sizzle, markets, sing-up competition and a fireworks display. The event aims to promote participation between businesses and community groups, and is expected to attract approximately 1500 participants.

The total cost of the project is \$9,189.80 (ex-GST) and Springfield Christian Family is seeking \$5,000.00 to support the event. The applicant provided only one eligible quote, and as a result, \$593.63 (ex-GST) is eligible for consideration of a Community Development Grant.

Based on scores allocated by the Grants Assessors, it is recommended that Council approves funding of 75% to Springfield Christian Family, to a total of \$445.32 (ex-GST).

Lupang Hinirang Pty Ltd

Lupang Hinirang Pty Ltd is a not-for-profit community organisation that aims to promote better awareness and appreciation in Philippines culture across the local community through organising cultural events in the Ipswich Region.

Lupang Hinirang seeks funding to support a Philippines-Australia Autumn Festival in 2019. The festival aims to showcase the Philippines culture through songs, dance and cuisine and will provide opportunities for non-Filipinos to participate in performances to foster a better understanding and integration among different cultures.

This will be the first cultural event undertaken by this group and will include 20-25 volunteers, including committee members.

The total cost of the event is \$13,000.00 (ex-GST) and Lupang Hinirang is seeking \$5,000.00 to support the festival costs. Other funding has been sourced through fundraising events and sponsorship, and participating food and information stalls will be charged stallholder fees.

Based on scores allocated by the Grants Assessors, it is recommended that Council approve funding of 75% to Lupang Hinirang, to a total of \$3,750.00 (ex-GST).

Act for Kids Ltd

Act for Kids Ltd is an Australian charity providing free therapy and support services for children and families who have experienced, or are at risk of child abuse and neglect.

Act for Kids Ltd seeks funding to purchase therapy resources for the Ipswich Integrated Therapy Centre. Integrated therapy is a process where a multidisciplinary team comprising professional therapists create a customised, coordinated treatment plan to assist a child to recover from their experiences.

Funding is sought to purchase 70 therapy items including games, puzzles, card sets and books, which will assist in providing therapy to 40 children and young people. The outcomes will include improvement in children's speech and language skills, physical and sensory abilities, social, emotional and behavioural skills, and self-regulation, emotional awareness and means of coping.

Based on the scores allocated by the Grants Assessors, it is recommended that Council approve funding of 100% to Act for Kids Ltd, to a total of \$4,611.34 (ex-GST).

Unsuccessful Applications

The unsuccessful applicants for Community Development Grants will receive written advice from Council, which will include feedback outlining the reasons for declining the applications.

BENEFITS TO COMMUNITY AND CUSTOMERS:

The Community Development Grants support community organisations developing and delivering a one-off community initiative that addresses local needs and achieves community development outcomes. To align with the actions of Advance Ipswich and the Corporate Plan 2017–2022, projects are required to contribute to one or more of the following funding objectives:


- Encourage community activities that promote and celebrate a sense of belonging.
- Engage the community in the creation of local projects and programs that encourage inclusion and participation and promote and demonstrate a sense of belonging as it relates to the whole of community.

FINANCIAL IMPLICATIONS:

Council’s Community Grants Program has a budget allocation of \$164,000.00 for Christmas/Festive Season Grants, Quick Response Grants, Community Development Grants and Triennial Grants, for the 2018–2019 financial year.

Applications for Community Development Grants open in July and February each year.

ATTACHMENT:

Name of Attachment	Attachment
Attachment A - Community Grants and In-Kind Assistance Program Applicant Guidelines	 Attachment A

RECOMMENDATIONS:

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council approve funding of \$3,480.32 (ex-GST) to the AEIOU Foundation to purchase educational toys and resources to support their program.
- B. That Council approve funding of \$2,871.68 (ex-GST) to the Kruger Parade Baptist Church towards the annual Kruger Community Easter Festival 2019.
- C. That Council approve funding of \$3,750.00 (ex-GST) to the Refugee Connect Ltd towards the Bor, South Sudan Community First Aid Training.
- D. That Council approve funding of \$445.32 (ex-GST) to the Springfield Christian Family towards the 2019 Australian Celebration.
- E. That Council approve funding of \$3,750.00 (ex-GST) to the Lupang Hinirang towards the Philippines-Australia Festival 2019.
- F. That Council approve funding of \$4,611.34 (ex-GST) to the Act for Kids Ltd to purchase therapy resources for the Ipswich Therapy Centre.

Josie Berry
COMMUNITY GRANTS COORDINATOR

I concur with the recommendations contained in this report.

Abbey Richards
COMMUNITY ENGAGEMENT MANAGER

I concur with the recommendations contained in this report.

Caroline McMahon
CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)



Community Grants and In-Kind Assistance Program

Applicant Guidelines



ipswich.qld.gov.au



Image: Kindergarten in Ipswich. Photo by Talitha Rice Photography.

Messages

Message from the Mayor and Chairperson of Arts and Community Development Committee

Ipswich City Council is proud to support our local community organisations and recognises their commitment to creating a strong and vibrant Ipswich community.

Council's Community Grants and In-Kind Assistance Program is a partnership between Council and community-based organisations for projects and activities that respond to local needs.

We invite you to participate in this program and we look forward to strengthening the partnerships between Ipswich City Council and the community.



Acting Mayor
Wayne Wendt
City of Ipswich



Cr Kylie Stoneman
Chairperson
Arts and Community
Development Committee

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Guidelines

Grants Program Overview

Through the provision of Community Grants, Ipswich City Council seeks to support the role of community organisations and recognise the significant role they play in developing and delivering initiatives that encourage participation in community life, foster social cohesion, celebrate diversity, and contribute to a vibrant, healthy and sustainable city.

Ipswich City Council's Community Grants Program includes four categories of grants, each category seeking to support the development and implementation of innovative initiatives that deliver targeted social, cultural and community outcomes:

1. Triennial Grants;
2. Community Development Grants;
3. Quick Response Grants;
4. Christmas/Festive Season Grants.

In addition to the above four categories, In-Kind Assistance is provided to community organisations to support the delivery of community and sporting events in the city, discussed on page 13.

1. Triennial Grants

Triennial Grants support community organisations to pilot or trial innovative programs that address gaps in services within the Ipswich community. Triennial Grants are allocated over a three-year period and designed to support community organisations to attract further ongoing funding to assist the initiative to become sustainable.

Timeframe

Applications will open on 1 July and close on 31 August each year to be considered at Council's October meeting.

Applications must be received by close of business on the identified closure date.

Recipients

This is a competitive grant category open to community organisations that meet the eligibility criteria and do not fall within any of the exclusions.

Funding Range

Year 1 – maximum funding of up to \$10,000 is available

Year 2 – maximum funding of up to \$5,000 is available

Year 3 – maximum funding of up to \$2,500 is available

Funding Available

The total funding available for Triennial Grants each year is subject to variation, depending on Council's annual budget allocation.



Eligibility Criteria

To be eligible for Triennial Grants funding, community organisations must:

- be committed to providing direct benefits to the residents of the City of Ipswich (local community organisations are prioritised)
- be a not-for-profit community organisation
- have an Australian Business Number (ABN)
- have a committee of management that accepts responsibility for the administration of the grant
- hold an adequate public liability insurance policy to cover the staff, members and the general public as appropriate
- not have their own grant giving program or fundraising program that provides money to finance another organisation's community initiatives
- have satisfactorily accounted to Council for the expenditure of any previous Council grants or other funding (as required)
- comply with all other relevant Australian and Queensland legislation, including accounting and auditing requirements; anti-discrimination laws; privacy, confidentiality and freedom of information laws; registration or accreditation of professional employees; and preparation and dissemination of annual reports
- have an adequate risk management plan in place for the initiative or program (as required)

Exclusions

The following will not be funded:

- Individuals and private profit-making organisations
- Christmas/festive season events – funding is available through the Christmas/Festive Season Grants
- Funding requests that are considered by Council to be the funding responsibility of other levels of government
- Applications from primary or secondary schools (Council encourages partnerships between schools and community organisations (e.g. P&Cs), but the community organisation must be the applicant)
- Initiatives or activities run by, or involved with, political or religious groups seeking to promote their core beliefs
- Repeat applications in consecutive years for the same initiatives, activities and/or equipment where evidence of efforts made to ensure the sustainability of the initiative, activity and/or equipment has not been provided to Council and/or community outcomes are not evident
- Funding of competitions, prizes, sponsorships, donations, gifts or fundraising activities
- Interstate or overseas travel
- Initiatives or activities that have already started or have been completed
- Initiatives where professional fees (i.e. labour, salary or wages) or administrative costs (i.e. stationery) represent more than 50% of the total grant funding requested from Council
- Operational expenses such as insurances and rental subsidies
- Organisations who have outstanding acquittals or have not satisfactorily acquitted Council funds
- Applications received outside of the application timeframes
- Applications where the financial budget has positive income (i.e. income exceeds expenses)



2. Community Development Grants

Community Development Grants support community organisations developing and delivering a one-off community initiative that addresses local needs and achieves community development outcomes.

Timeframe

Two funding rounds per year (February and July).

Applications will open on 1 February and close in mid-March for the first funding round each year to be considered at Council's April meeting. Applications will open on 1 July and close in mid-August for the second funding round each year to be considered at Council's October meeting.

Applications must be received by close of business on the identified closure date.

Recipients

This is a competitive grant category open to community organisations that meet the eligibility criteria and do not fall within any of the exclusions.

Funding Range

Maximum funding of up to \$5,000 is available per initiative per funding round.

Funding Available

The total funding available for Community Development Grants each year is subject to variation, depending on Council's annual budget allocation.

Eligibility Criteria

To be eligible for Community Development Grants funding, community organisations must:

- be committed to providing direct benefits to the residents of the City of Ipswich (local community organisations are prioritised)
- be a not-for-profit community organisation
- have an Australian Business Number (ABN)
- have a committee of management that accepts responsibility for the administration of the grant
- hold an adequate public liability insurance policy to cover the staff, members and the general public as appropriate
- not have their own grant giving program or fundraising program that provides money to finance another organisation's community initiatives
- have satisfactorily accounted to Council for the expenditure of any previous Council grants or other funding (as required)
- comply with all other relevant Australian and Queensland legislation, including accounting and auditing requirements; anti-discrimination laws; privacy, confidentiality and freedom of information laws; registration or accreditation of professional employees; and preparation and dissemination of annual reports
- have an adequate risk management plan in place (as required)
- Applicants and associated entities are eligible to apply for a maximum \$10,000 per financial year



Exclusions

The following will not be funded:

- Individuals and private profit-making organisations
- Christmas/festive season events – funding is available through the Christmas/Festive Season Grants
- Funding requests that are considered by Council to be the funding responsibility of other levels of government
- Applications from primary or secondary schools (Council encourages partnerships between schools and community organisations (e.g P&Cs), but the community organisation must be the applicant)
- Initiatives or activities run by or involved with political or religious groups seeking to promote their core beliefs
- Repeat applications in consecutive years for the same initiatives, activities and/or equipment where evidence of efforts made to ensure the sustainability of the initiative, activity and/or equipment has not been provided to Council and/or community outcomes are not evident
- Organisations who have outstanding acquittals or have not satisfactorily acquitted Council funds
- Funding of competitions, prizes, sponsorships, donations, gifts or fundraising activities
- Interstate or overseas travel
- Initiatives or activities that have already started or have been completed
- Initiatives where professional fees (i.e. labour, salary or wages) or administrative costs (i.e. stationery) represent more than 50% of the total grant funding requested from Council
- Operational expenses such as insurances and rental subsidies
- Applications received outside of the application timeframes
- Applications where the financial budget has positive income (i.e. income exceeds expenses)

3. Quick Response Grants

Quick Response Grants support community organisations delivering small community initiatives that address local needs and achieve community development outcomes.

Timeframe

There are no application deadlines for this grant category and applications are assessed on an ongoing basis.

Applications must be submitted at least three (3) weeks before the proposed activity commences to allow sufficient time for the assessment process.

Recipients

This is a competitive grant category open to community organisations that meet the eligibility criteria and do not fall within any of the exclusions.

Funding Range

Maximum funding of up to \$1,000 is available per initiative.

Funding Available

The total funding available for Quick Response Grants each year is subject to variation, depending on Council's annual budget allocation. Further, while an application for a Quick Response Grant may be made at any time during the year, funding will only be available while such funds set aside in Council's annual budget for this purpose remain unexpended.

Only one successful application (relating to one individual initiative) per financial year is permitted per community organisation.



Eligibility Criteria

To be eligible for Quick Response Grants funding, community organisations must:

- be committed to providing direct benefits to the residents of the City of Ipswich (local community organisations are prioritised)
- be a not-for-profit community organisation
- have an Australian Business Number (ABN)
- have a committee of management that accepts responsibility for the administration of the grant
- hold an adequate public liability insurance policy to cover the staff, members and the general public as appropriate
- not have their own grant giving program or fundraising program that provides money to finance another organisation's community initiatives
- have satisfactorily accounted to Council for the expenditure of any previous Council grants or other funding (as required)
- comply with all other relevant Australian and Queensland legislation, including accounting and auditing requirements; anti-discrimination laws; privacy, confidentiality and freedom of information laws; registration or accreditation of professional employees; and preparation and dissemination of annual reports
- have an adequate risk management plan in place (as required)

Exclusions

The following will not be funded:

- Individuals and private profit-making organisations
- Christmas/festive season events – funding is available through the Christmas/Festive Season Grants
- Funding requests that are considered by Council to be the funding responsibility of other levels of government
- Applications from primary or secondary schools (Council encourages partnerships between schools and community organisations (e.g. P&Cs), but the community organisation must be the applicant)
- Initiatives or activities run by or involved with political or religious groups seeking to promote their core beliefs
- Repeat applications in consecutive years for the same initiatives, activities and/or equipment where evidence of efforts made to ensure the sustainability of the initiative, activity and/or equipment has not been provided to Council and/or community outcomes are not evident
- Funding of competitions, prizes, sponsorships, donations, gifts or fundraising activities
- Interstate or overseas travel
- Initiatives or activities that have already started or have been completed
- Initiatives where professional fees (i.e. labour, salary or wages) or administrative costs (i.e. stationery) represent more than 50% of the total grant funding requested from Council
- Operational expenses such as insurances and rental subsidies
- Organisations who have outstanding acquittals or have not satisfactorily acquitted Council funds
- Applications where the financial budget has positive income (i.e. income exceeds expenses)



4. Christmas/Festive Season Grants

Christmas/Festive Season Grants support community organisations developing and delivering a community Christmas event or activity or other celebratory event relevant for the broader community.

Timeframe

One funding round per year (July). Applications will open on 1 July and close on 31 July each year to be considered at Council's October meeting. Applications must be received by close of business on the identified closure date.

Recipients

This is a competitive grant category open to community organisations that meet the eligibility criteria and do not fall within any of the exclusions.

Funding Range

Maximum funding of up to \$2,000 is available per initiative per funding round.

Funding Available

The total funding available for Christmas/Festive Season Grants each year is subject to variation, depending on Council's annual budget allocation.

Eligibility Criteria

To be eligible for Christmas/Festive Season Grant funding, community organisations must:

- be committed to providing direct benefits to the residents of the City of Ipswich (local community organisations are prioritised)
- be a not-for-profit community organisation
- have an Australian Business Number (ABN)
- have a committee of management that accepts responsibility for the administration of the grant
- hold an adequate public liability insurance policy to cover the staff, members and the general public as appropriate
- not have their own grant giving program or fundraising program that provides money to finance another organisation's community initiatives
- have satisfactorily accounted to Council for the expenditure of any previous Council grants or other funding (as required)
- comply with all other relevant Australian and Queensland legislation, including accounting and auditing requirements; anti-discrimination laws; privacy, confidentiality and freedom of information laws; registration or accreditation of professional employees; and preparation and dissemination of annual reports
- have an adequate risk management plan in place (as required)



Exclusions

The following will not be funded:

- Individuals and private profit-making organisations
- Funding requests that are considered by Council to be the funding responsibility of other levels of government
- Applications from primary or secondary schools (Council encourages partnerships between schools and community organisations (e.g. P&Cs), but the community organisation must be the applicant)
- Initiatives or activities run by or involved with political groups seeking to promote their core beliefs
- Funding of competitions, prizes, sponsorships, donations, gifts or fundraising activities
- Interstate or overseas travel
- Initiatives or activities that have already started or have been completed
- Initiatives where professional fees (i.e. labour, salary or wages) or administrative costs (i.e. stationery) represent more than 50% of the total grant funding requested from Council
- Operational expenses such as insurances and rental subsidies
- Organisations who have outstanding acquittals or have not satisfactorily acquitted Council funds
- Applications received outside of the application timeframes

Grant Funding Principles

Ipswich City Council applies the following principles when providing support through its four Community Grants Programs:

- Asset based thinking and building on the strengths that exist within our community
- Evidence based approach that acknowledges and responds to the needs and aspirations of our community
- Access and equity to ensure a socially inclusive community
- Valuing local collaborations and partnerships
- Valuing the social, economic and environmental sustainability of our City

In addition, Council is committed to the efficient and effective delivery of the Community Grants Program and transparency and accountability in decision making.



Grant Funding Priorities

Ipswich City Council's Community Grants Programs support initiatives that:

Connect People

- Increase participation of people who are at risk of isolation
- Increase trust, awareness and understanding between people and across community groups
- Facilitate inclusion and equitable access to facilities, services, open spaces and activities
- Provide access to information and training

Increase Opportunity

- Facilitate access to education, training and employment opportunities
- Improve social and physical wellbeing through a prevention and early intervention approach
- Encourage participation in civic and community activity for marginalised community members
- Encourage engagement with and/or self determination of vulnerable and disadvantaged community members

Build Community Capacity

- Increase capability and coordination of community services and participation in decision making
- Raise awareness about social sustainability in the community
- Strengthen governance and accountability in community organisations
- Improve collaboration and coordination of community support and services
- Encourage participation in civic and community activity
- Share knowledge through the creative use of existing resources, new technologies and/or the knowledge and experiences of our diverse communities

Appreciation of Arts and Culture

- Increase cultural education
- Increase access to and participation in creative expression and arts and cultural experiences
- Raise awareness about the value and importance of the arts and culture
- Improve collaboration and coordination within the arts and cultural community
- Contribute to artistic and cultural outcomes for marginalised community members



Grant Assessment Process

All grant applications will initially be assessed against the eligibility and exclusion criteria as detailed above. Council Officers will then assess grant applications against funding priorities and the following assessment criteria:

1. Alignment to community outcomes (30% weighting)

- Are the aims and expected outcomes of the proposed initiative clearly identified?
- Has the application articulated a measurement and evaluation plan (that is, has the application detailed how the aims and expected outcomes will be measured)?

2. Community need (30% weighting)

- Is there a clearly identified and demonstrated local need for the proposed initiative?
- Does the proposed initiative clearly and effectively address this need?
- Is there a clear link between the community need, community outcomes and the initiative proposed?
- Is there community support for the proposed initiative?

3. Organisational capacity (20% weighting)

- Is the application well planned and achievable within the allotted timeframe?
- Does the proposed initiative encourage connectedness and/or develop partnerships and collaborations with other organisations?
- Does the applicant have the expertise and capacity to successfully manage and evaluate the initiative?
- Will the project be sustainable beyond Council funding?

4. Financial viability (20% weighting)

- Does the proposed budget accurately reflect the scope and scale of the application?
- Have other funding sources been identified?
- Have the resources that are required to deliver the initiative been clearly identified?
- Is the application financially viable and does it demonstrate sound management?

Additionally, due consideration will be given to the following matters when assessing grant applications:

Expected Program Outcomes

Ipswich City Council expects that initiatives for which a grant is provided will have measureable social, cultural and community outcomes, including, for example:

- Development of new skills and capabilities within the community
- Development of strong networks where organisations share resources and acquire new knowledge and skills
- Strengthened local connections
- Increased awareness and opportunities for residents and others to participate in social, cultural and sustainable grassroots initiatives
- Improved social wellbeing, reduced isolation and increased cultural participation
- Enhanced positive social, cultural and sustainable outcomes for local communities
- More sustainable creative organisations through greater emphasis on self-generated income
- Public spaces activated with cultural and creative initiatives and greater public participation in arts and creative initiatives



Ethics Framework

Ipswich City Council will not support any activities, entities, or individuals associated with entities, that are considered to:

- Discriminate, or encourage discriminatory behavior, including discrimination on the basis of age, disability, race, religion, sex and/or sexual orientation
- Contribute to, or advocate for, the infringement of human rights
- Demonstrate behaviour that does not align to Council's strategic intent for the City and community of Ipswich
- Pollute land, air or water, or otherwise damage the natural environment
- Market, promote or advertise products or services in a misleading or deceitful manner
- Produce, promote or distribute products or services likely to be harmful to the community
- Entice people into financial over-commitment
- Exploit people through the payment of below-award wages or poor working conditions
- Represent a reputational risk for Ipswich City Council to partner with or support, or be seen to partner with or support

Grant Funding Approval Process

Final decisions and approval of successful applications are made by Council at a designated Council meeting.

Terms and Conditions That Apply to Successful Applicants

All successful applicants will receive the approved funding from Council subject to the following terms and conditions:

- With the exception of Triennial Grants, the applicant's proposed initiative must be completed within 12 months
- The applicant will be required to become a signatory to a standard funding agreement which details all grant conditions and agreed performance outcomes/measures. This must be signed before grant funds are issued
- The applicant acknowledges Ipswich City Council in any promotional material or publicity features
- The applicant is required to provide a written initiative evaluation of the initiative/program on completion of the activity. Council will provide an evaluation form to all groups
- Applicants are required to provide an expenditure budget or an audited statement at completion of the funding period. If Council's grant funds are not spent, all remaining funds must be returned to Council
- Council may make funding conditional on other specific conditions being met

Grant Evaluation and Acquittal

To ensure appropriate accountability by grant recipients with regard to the use of grant funding, all funding provided by Council will require an evaluation report and financial acquittal, outlining the use of the funds (including proof of expenditure) and the achieved outcomes of the activity.

Specific evaluation requirements will be outlined in each individual funding agreement and will depend on the nature and size of the grant.



In-Kind Assistance

In-Kind Assistance is provided to community organisations to support the delivery of community and sporting events within the City of Ipswich that engage the broader community and improve the social, economic and/or environmental outcomes of the community.

In-Kind Assistance is limited to Council store items (including star pickets, star picket rammers, barrier mesh, cable ties, and witches hats), provision of refuse bins and portable toilets.

Timeframe

Applications can be submitted at any time during the year.

Any application **must be lodged at least six weeks before the proposed assistance is required**. Late applications due to extenuating circumstances may be considered at the discretion of the Chief Operating Officer, Arts, Social Development and Community Engagement Department, however, any late fees incurred (including delivery or cleaning charges), will be the responsibility of the applicant community organisation, and/or associated entities.

Applicants and associated entities may receive either two successful applications a maximum value of \$10,000 per financial year.

Recipients

This is a non-competitive category open to community organisations that meet the eligibility criteria and do not fall within any of the exclusions.

Funding range

Funding is not available within this grant category, only in-kind assistance.

Funding available

Funding is not available within this grant category, only in-kind assistance. Council's ability to provide in-kind assistance each year is subject to variation, depending on Council's annual budget allocation. Further, while in-kind assistance may be requested at any time during the year, in-kind assistance will only be available while such funds set aside in Council's annual budget for this purpose remain unexpended.

Eligibility criteria

To be eligible for In-Kind Assistance, community organisations must:

- be committed to providing direct benefits to the residents of the City of Ipswich (local community organisations are prioritised)
- be a not-for-profit community organisation
- have an Australian Business Number (ABN)
- hold an adequate public liability insurance policy to cover the staff, members and the general public as appropriate
- have satisfactorily accounted to Council for the expenditure of any previous Council grants (if relevant)
- comply with all other relevant Australian and Queensland legislation, including accounting and auditing requirements; anti-discrimination laws; privacy, confidentiality and freedom of information laws; registration or accreditation of professional employees; and preparation and dissemination of annual reports
- have an adequate risk management plan in place (as required)

Exclusions

The following will not be provided In-Kind Assistance:

- Individuals and private profit-making organisations
- Requests that are considered by Council to be the funding responsibility of other levels of government
Applications from primary or secondary schools (Council encourages partnerships between schools and community organisations (e.g. P&Cs), but the community organisation must be the applicant)
- Initiatives or activities run by or involved with political or religious groups seeking to promote their core beliefs
- If the applicant group/organization has been successful in receiving a grant for the initiative in question, In-Kind Assistance can only be provided out of the grant funding provided (not in addition to the grant funding provided)
- Applications received outside of the application timeframes, unless in extenuating circumstances, where the application has been approved by the Chief Operating Officer, Arts, Social Development and Community Engagement
- Applicants and associated entities may receive either the maximum two successful applications for per financial year with each application relating to one individual initiative) or to a maximum value of \$10,000 per financial year

Grant and In-Kind Assistance Applications

Applications must be made using the online Community Grants and In-Kind Assistance Program application forms. Additional information can be attached as required.

Additional information supporting your application may be included such as:

- research to demonstrate identified needs/emerging issues
- letters of support which demonstrate community support for your project

PLEASE NOTE: Ipswich City Councillors participate in the assessment and decision making process for the Community Grants Program, and it is not recommended that you seek letters of support from Councillors as it may be perceived as a 'conflict of interest'.

Submissions **must** include:

- Copies of quotes received where the purchase of goods and services form part of your proposal. Wherever possible goods and services should be purchased from Ipswich-based providers.

Incomplete applications will not be considered for funding. This includes applications **without** essential documentation.

If you require assistance in preparing your application, please contact the Community Grants Officer on (07) 3810 6657 or email: Josie.Berry@ipswich.qld.gov.au

Funding applications must be submitted via the [online application form](#)

Once submitted you will receive an electronic confirmation notice.

Join us online:



Arts and Community Development Committee	
Mtg Date: 09.10.18	OAR: YES
Authorisation: Caroline McMahon	

17 September 2018

MEMORANDUM

TO: COMMUNITY ENGAGEMENT MANAGER

FROM: COMMUNITY GRANTS COORDINATOR

RE: REGIONAL ARTS DEVELOPMENT FUND (RADF) GRANTS – FUNDING ROUND 2
2017-2018

INTRODUCTION:

This is a report by the Community Grants Coordinator dated 17 September 2018 concerning the Regional Arts Development Fund (RADF) Grants for Funding Round 2, 2017-2018.

BACKGROUND:

Arts Queensland provided funding matched dollar-for-dollar with the Ipswich City Council in the 2017–2018 financial year to support the development of the Ipswich Arts and Cultural Strategy and funds for distribution through the RADF Grants Program.

Grant applications are assessed by the RADF Committee for two funding rounds each year, in addition to provision for individual professional development applications assessed as Quick Response Grants.

The Ipswich RADF Committee comprised two (2) Councillors and ten (10) community members, who were appointed by Council to the Committee in 2016 for a three (3) year term, following a public advertisement seeking nominations. Two (2) community representatives resigned from the RADF Committee earlier this year.

Prior to the dismissal of Council on 21 August 2018, the RADF Committee included Councillor Pisasale and Councillor Stoneman, who were Chair and Deputy Chairperson respectively. The recommendations contained within this report will include formal removal of the former Councillors from the RADF Committee.

The RADF Committee members present at the meeting held on Monday, 10 September 2018 to consider applications for RADF Grants, elected to rotate the Chair and Deputy Chair positions at each meeting.

RADF ASSESSMENT MEETING

Applications for funding through the RADF Grants Program closed on 10 August 2018. Four applications were received and following assessment and consideration by the RADF Committee, recommendations to Ipswich City Council is that two applicants be funded as outlined below.

Daniel Philippe

The Music of Silence project is a creative partnership between Daniel Philippe (composer and performer), Reflectiv (ambient jazz band) and Ipswich City Symphony Orchestra.

Daniel Philippe is a composer and improvising musician whose project includes a concert showcasing Ipswich musicians to the wider community and will be promoted outside of Ipswich. The concert, which will involve members of Reflective and the Ipswich City Symphony Orchestra, will be recorded, and the recording will be made available through digital distribution and streaming services.

The total cost of the project is \$13,977.00 and Daniel Philippe has requested \$8,800.00 towards the Music of Silence project. The RADF Committee has approved a grant of \$8,320.00 to support the project. The reduced funding relates to a component of the grant application seeking funding for administration costs, which is ineligible under the RADF Program.

Jane Rand

Jane Rand is an Ipswich based professional artist who sought funding to support a concept development project titled Living in Ipswich to study Ipswich homes from an historic viewpoint, and undertake research about current occupancies. Funding will support photographic research, collection of oral histories with the support of the Oral History Association of Queensland, and documenting specific homes by way of sketching.

Following completion of the project the applicant aims to develop a body of ceramic work for an exhibition, although this component will not be covered by the RADF funding.

The total cost of the project is \$8,000.00 (ex-GST) and Jane Rand has requested \$6,000.00 (ex-GST). The RADF Committee has approved funding of \$5,830.00 (ex-GST), subject to the applicant fulfilling the following conditions:

- Detailed marketing plan for the event
- Marketing plan for recording component of the project
- Applicant to provide a letter of confirmation from the event venue
- Applicant to provide more detail around budget (earned income)

The reduced funding relates to a component of the grant application seeking funding for administration costs, which are ineligible under the RADF Program.

Following Council's approval of the recommendations, applicants will be advised of the outcome of their application. Each of the grants will support cultural projects to a value of \$21,977.00.

Unsuccessful Applications

The two (2) unsuccessful applicants for RADF Grants will receive written advice from Council, which will include feedback on the reasons for declining the application.

BENEFITS TO COMMUNITY AND CUSTOMERS:

Implementation of the RADF Grants Programs forms part of Council's support for the community and is consistent with Advance Ipswich, and the Corporate Plan 2017–2022. Projects are required to contribute to one or more of the following funding objectives:

- Encourage community activities that promote and celebrate a sense of belonging.
- Engage the community in the creation of local projects and programs that encourage inclusion and participation and promote and demonstrate a sense of belonging as it relates to the whole of community.

FINANCIAL IMPLICATIONS:

Funding for the provision of RADF grants, promotion, community engagement and RADF Committee training is provided in the Community Engagement budget. A total of \$26,328.10 is currently available for distribution through the RADF Grants Program. Allocation of grants outlined in this report totalling \$14,150.00, will leave a balance of \$12,178.10 to be carried forward to the 2019 budget.

RECOMMENDATIONS:

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council formally approve the removal of former Councillors Pisasale and Stoneman as Council representatives on the RADF Committee.
- B. That Council provide funding of \$8,320.00 (incl-GST) to Daniel Philippe towards the Music of Silence project.
- C. That Council provide funding of \$5,830.00 (ex-GST) to Jane Rand towards the Living in Ipswich project, subject to satisfying conditions outlaid by the RADF Committee.

Josie Berry

COMMUNITY GRANTS COORDINATOR

I concur with the recommendations contained in this report.

Abbey Richards
COMMUNITY ENGAGEMENT MANAGER

I concur with the recommendations contained in this report.

Caroline McMahon
CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

Arts and Community Development Committee	
Mtg Date: 09.10.18	OAR: YES
Authorisation: Caroline McMahon	

19 September 2018

MEMORANDUM

TO: CHIEF OPERATING OFFICER (ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

FROM: DIRECTOR, IPSWICH ART GALLERY

RE: TEMPORARY CLOSURE OF IPSWICH ART GALLERY

INTRODUCTION:

This is a report by the Director, Ipswich Art Gallery dated 19 September 2018 concerning the proposed temporary closure of the Ipswich Art Gallery during the installation of the major exhibition titled 'Playing with Light'.

BACKGROUND:

The Ipswich Art Gallery will be presenting a major family exhibition titled 'Playing with Light' from Saturday, 1 December 2018. The exhibition features a range of interactive and technology-based exhibits which offer visitors an immersive experience with creative opportunities to play with light.

The exhibition is of considerable size and comprises numerous large scale exhibits that will be presented throughout the Gallery. Installation of the exhibition is scheduled to take place from Monday, 19 November to Friday, 30 November 2018.

The Opening Hours, Ipswich Art Gallery Policy requires the Director, Ipswich Art Gallery to provide advance notice to the Arts and Community Development Committee of scheduled Gallery closures.

In line with the policy, the Administrator ICC is advised the Ipswich Art Gallery is scheduled to temporarily close to the public during the dates above to enable the efficient installation of the exhibition and to negate the risk to public safety involved with the movement of large objects in a public space.

RECOMMENDATIONS:

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council note the scheduled temporary closure of the Ipswich Art Gallery to public visitors from Monday, 19 November to Friday, 30 November 2018 to enable the installation of the major exhibition titled 'Playing with Light'.
- B. That the Director, Ipswich Art Gallery liaise with the Media Manager to ensure that every effort is made to inform the general public of the temporary closure of the Ipswich Art Gallery so that inconvenience to Gallery visitors is minimised.

Michael Beckmann
DIRECTOR, IPSWICH ART GALLERY

I concur with the recommendations contained in this report.

Caroline McMahon
CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

Arts and Community Development Committee	
Mtg Date: 09.10.18	OAR: YES
Authorisation: Caroline McMahon	

The Interim Administrator of Ipswich City Council has determined this matter is of real urgency and approval has been given to submit this report to the Arts and Community Development Committee as a late item.

20 September 2018

MEMORANDUM

TO: CHIEF OPERATING OFFICER (ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

FROM: DIRECTOR, IPSWICH ART GALLERY

RE: COUNCIL NOMINATED DIRECTORS OF IA FOUNDATION LTD

INTRODUCTION:

This is a report by the Director, Ipswich Art Gallery dated 20 September 2018 concerning Council nominated directors of the Board of IA Foundation Ltd.

BACKGROUND:

At its Ordinary Meeting on 14 November 2017, Council provided 'in principle' endorsement of the replacement of the existing Trustees of the Ipswich Arts Foundation Trust with a company. (Refer to Attachment A for further details.)

At its Ordinary Meeting on 30 January 2018, Council approved the registration of a public company incorporated under the Corporations Act 2001 (Cth) ('the Company'), which is limited by guarantee. The name of the company is IA Foundation Ltd. (Attachment B)

The Company will become the sole Trustee of the Ipswich Arts Foundation Trust. The terms of the Company's Constitution (Attachment C) include appropriate provisions to promote good governance and ensure that its board of directors complies with the Australian Taxation Office guidelines applicable to the Trust as a public ancillary fund. This will ensure that the Trust retains its endorsement as a deductible gift recipient (DGR), its income tax exemption and registration as a charity.

Council will not own or control the new company, but it is entitled to nominate two directors under the Constitution. Council nominated directors do not need to be Councillors under the Company Constitution. Council will retain the power to remove and replace the trustee of the Trust under the existing Trust Deed.

The Company (IA Foundation Ltd) was registered with a board of directors which comprises the current directors of the Ipswich Arts Foundation (including Council representatives Andrew Antonioli and Charlie Pisasale) and a current trustee of the Ipswich Arts Foundation Trust.

With the dismissal of Ipswich City Council, it would be appropriate, prior to finalising the Company's appointment as trustee of the Ipswich Arts Foundation Trust, to re-visit the membership of the board of directors, removing the two ex-Councillors as Council nominated directors of IA Foundation Ltd.

In order for the Company to assume the role of sole trustee, it needs to be compliant with the ACNC requirement for the majority of directors to possess the required credentials. Following removal of the current Council nominated directors, while yet to be formally assessed, it appears the company will require at least one replacement director to join the board.

To address an existing gender inequity, it is recommended that the replacement director is female.

The Director of the Ipswich Art Gallery has identified a member of the local Ipswich community who is suitable to fill the role of director. A longstanding supporter of the Ipswich Arts Foundation, she has the appropriate credentials to be a director and her appointment would be welcomed by the Board. A brief outline of the candidate's credentials is provided in Confidential Attachment D.


Under the constitution, the CEO can put forward new Council nominee/s to the Board of Directors for its endorsement and subsequent appointment via the ASIC.

Once the Board of Directors of IA Foundation Ltd can demonstrate compliance with ACNC credential requirements, the Company will be appointed as Trustee of the Ipswich Arts Foundation Trust.

ATTACHMENTS:

Name of Attachment	Attachment
Attachment A – Adopted at Council Ordinary Meeting 14 November 2017 - Refer: Arts and Community Development Committee No. 2017(02) of 8 November 2017	 Attachment A
Attachment B – Adopted at Council Ordinary Meeting 30 January 2018 - Refer Arts and Community Development Committee No. 2018(01) of 22 January 2018.	 Attachment B
Ipswich Arts Foundation DRAFT Constitution	 Attachment C

CONFIDENTIAL ATTACHMENTS

Name of Attachment	Attachment
Confidential Attachment D – Nomination for Director of IA Foundation Ltd	 Attachment D

RECOMMENDATIONS:

That the Interim Administrator of Ipswich City Council resolve:

- A. That Council approve the removal of ex-Councillors Andrew Antoniulli and Charlie Pisasale as the two Council nominated Directors of the Board of the Company “IA Foundation Ltd”.
- B. That Council approve the nomination of the proposed candidate as a Council nominated Director of the Board of the Company “IA Foundation Ltd”.

Michael Beckmann
DIRECTOR, IPSWICH ART GALLERY

I concur with the recommendation contained in this report.

Caroline McMahon
CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

Arts and Community Development Committee	
Mtg Date: 08.11.17	OAR: YES
Authorisation: Caroline McMahon	

27 October 2017

MEMORANDUM

TO: CHIEF OPERATING OFFICER (ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

FROM: DIRECTOR, IPSWICH ART GALLERY

RE: AMALGAMATION OF IPSWICH ARTS FOUNDATION AND IPSWICH ARTS FOUNDATION TRUST

INTRODUCTION:

This is a report by the Director, Ipswich Art Gallery dated 27 October 2017 concerning the amalgamation of the Ipswich Arts Foundation and Ipswich Arts Trust into a single entity.

BACKGROUND:

At the Arts and Community Development Committee meeting No 2017(01) of 9 October 2017, the Council endorsed, in principle, the proposed change of trustee of the Ipswich Arts Foundation Trust (IAFT) to I.A.F. Limited as detailed in the report by the Director, Ipswich Art Gallery dated 15 September 2017. In addition, Council requested a further report on the proposed outcomes, supporting principles and implementation process for proposed changes to the Ipswich Arts Foundation and Ipswich Arts Foundation Trust for consideration to a future meeting of the Arts and Community Development Committee.

THE CURRENT STRUCTURE:

The Ipswich Arts Foundation (IAF) is an unincorporated association and a controlled entity of Council. It has about 550 members who are divided across 6 categories of membership. It operates in accordance with its Constitution and applicable Council policies and procedures. As it is not incorporated, it is not subject to the provisions of the *Corporations Act 2001*(Cth), nor the *Associations Incorporation Act 1981* (Qld).

The Trust is a public ancillary fund which is endorsed as a deductible gift recipient (DGR) and an income tax exempt entity for the purposes of the *Income Tax Assessment Act 1997* (ITAA97). It is also registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC). The Trust is governed by the terms of the Trust Deed and applicable legislation, such as the Trust Act 1973 (Qld). Given its DGR and income tax endorsements, the trustees must comply with the provisions of the ITAA97 to retain its endorsements.

PROPOSAL:

It is proposed that:

- The IAF and IAFT are amalgamated into a single entity, through winding up the IAF while maintaining the IAFT.
- A company limited by guarantee (called I.A.F. Limited) is established to act as the new trustee of the IAFT.

A company limited by guarantee is a public company incorporated under the *Corporations Act 2001* (Cth). It is a separate legal entity from its members and is administered by the Australian Securities and Investments Commission. The liability of members is limited to a 'guaranteed' amount of \$10 each. Council retains the power to remove and replace the trustee of the IAFT under the existing Trust Deed.

- The existing Board members of IAF and a Trustee will become the initial Board of Directors of I.A.F. Limited.

This proposed membership group has endorsed a draft Constitution for the new company, which entitles Council to nominate two members. The draft Constitution includes appropriate provisions to promote good governance and ensure that its board of directors complies with the Australian Taxation Office guidelines applicable to the Trust as a public ancillary fund.

- The existing Foundation members are respected throughout the transition process and their current membership rights and privileges are maintained.

Supporting principles**Sound advice**

The proposed change of trustee (to a company limited by guarantee) is based on expert legal advice. The structure proposed for the IAFT with a single trustee in the form of a public company is the same structure adopted by the Queensland Art Gallery and Gallery of Modern Art (QAGOMA) and the Brisbane Festival and Museum of Brisbane, Brisbane City Council.

Good governance

The draft constitution for I.A.F. Limited includes appropriate provisions to promote good governance and ensure that its Board of Directors complies with the Australian Taxation Office guidelines applicable to the Trust as a public ancillary fund. This will ensure that the Trust retains its endorsement as a deductible gift recipient (DGR), its income tax exemption and registration as a charity.

I.A.F. Limited will be a company limited by guarantee and a public company incorporated under the *Corporations Act 2001* (Cth). Such companies are now commonly used as trustees for charitable purposes.

Restructure Steps

1. Change of Trustee of the IAF

The Council (as the protector under the Trust Deed) may remove and replace the current trustees with a new company. A deed of retirement and appointment of trustee will be signed by the Council, the two remaining Trustees, and the Board of the new company (once incorporated) to give effect to this.

The Management Agreement between the Foundation and the current Trustees will be terminated with effect from the date of the change by signing a deed of termination.

The Director, Ipswich Art Gallery will implement operational changes such as amending the signatories for the Trust's bank accounts and notifying the Australian Taxation Office of the change.

2. Review of the Trust Deed

Under transitional provisions applicable to funds endorsed before 1 January 2012, the IAF is not required to change its trustees, but if it replaces its individual trustees with a company (as currently proposed) it will need to ensure the majority of members of I.A.F Limited comply with the criteria outlined in the *Public Ancillary Fund Guidelines 2011*.

The Trust Deed will need to be reviewed and amended to ensure it complies with the *Guidelines*. The Trust Deed may be amended by deed signed by the trustee with the written approval of Council.

3. Winding up the IAF

Under clauses 34 and 35 of the IAF Constitution, the IAF can be wound up by the Board passing a resolution and all appropriate steps must be taken to carry this into effect in the manner directed by Council.

The IAF's outstanding obligations to subscribers or sponsors will need to be terminated and an arrangement put in place for I.A.F. Limited to honour all those outstanding obligations.

The timeframe required for winding up the IAF will largely depend on the time required to finalise the IAF's affairs. This will include a comprehensive change management process regarding engagement with subscribers and sponsors.

4. Distribution of IAF funds

The IAF will seek to distribute its funds to either the IAFT or the Gallery prior to winding up. Direction and approval from Council and the Foundation Board will be sought prior to this step taking place.

5. Operational funding and support for I.A.F. Limited

New arrangements will need to be put in place for the Council to provide funding to I.A.F. Limited (in a similar manner to the support provided to the IAF) and a new deed of access and indemnity may be entered into between Council and I.A.F. Limited (based on the agreement between the current Trustees and Council).

FINANCIAL IMPLICATIONS:

The process of amalgamating the Ipswich Arts Foundation and the Ipswich Arts Foundation Trust will reduce duplication in audit and accounting fees.

RECOMMENDATIONS:

- A. That Council endorse the creation of I.A.F. Limited, a company limited by guarantee and a public company incorporated under the *Corporations Act 2001* (Cth).
- B. That Council approve the nomination of Councillor Andrew Antonioli and Councillor Charlie Pisasale as the two Council nominated Directors of the Board of I.A.F. Limited.
- C. That Council approve the replacement of existing Trustees of the Ipswich Arts Foundation Trust with I.A.F Limited.
- D. That Council approve the review and amendment of the Trust Deed to ensure it complies with the criteria outlined in the *Public Ancillary Fund Guidelines 2011*.
- E. That Council proceed with next steps to wind up the Ipswich Arts Foundation.

Michael Beckmann
DIRECTOR, IPSWICH ART GALLERY

I concur with the recommendation contained in this report.

Caroline McMahan
**CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)**

Arts and Community Development Committee	
Mtg Date: 22 January 2018	OAR: YES
Authorisation: Caroline McMahon	

12 December 2017

MEMORANDUM

TO: CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

FROM: DIRECTOR, IPSWICH ART GALLERY

RE: CHANGE OF TRUSTEE OF THE IPSWICH ARTS FOUNDATION TRUST

INTRODUCTION:

This is a report by the Director, Ipswich Art Gallery dated 12 December 2017 concerning the change of trustee of the Ipswich Arts Foundation Trust (IAFT).

BACKGROUND:

At the Arts and Community Development Committee Meeting No. 2017(02) of 8 November 2017 (Attachment A), Council approved the establishment of a company limited by guarantee, named "I.A.F. Limited", to act as the new trustee of the Ipswich Arts Foundation Trust, as detailed in the report by the Director, Ipswich Art Gallery dated 27 October 2017.

The Australian Securities and Investments Commission (ASIC) has advised that the company name of "I.A.F. Limited" cannot be registered because of its similarity to the name of an existing company. It is now proposed to register the company under the name "IA Foundation Limited". A request to reserve this name for a period of 2 months has been forwarded to ASIC.

The proposal to change the company name makes it necessary to repeal the previous decisions of Council labelled A, B and C in Item 1 of the Arts and Community Development Committee report No. 2017(02) of 8 November 2017 (Attachment A) and to seek endorsement of a company limited by guarantee, being a public company incorporated under the *Corporations Act 2001* (Cth) ('the Company'), the name of the company being IA Foundation Ltd.

FINANCIAL IMPLICATIONS:

The process of amalgamating the Ipswich Arts Foundation and the Ipswich Arts Foundation Trust will reduce duplication in audit and accounting fees.

ATTACHMENTS:

Name of Attachment	Attachment
Attachment A – Previous Committee Report	Attachment A

RECOMMENDATIONS:

- A. That Council repeal the previous decisions of Council as per Recommendation A, B and C in Item 1 of the Arts and Community Development Committee report No. 2017(02) of 8 November 2017, adopted at Council on 14 November 2017 and titled 'Amalgamation of Ipswich Arts Foundation and Ipswich Arts Foundation Trust', as detailed in Attachment A of the report by the Director, Ipswich Art Gallery dated 12 December 2017.
- B. That Council endorse the registration of a company limited by guarantee, being a public company incorporated under the *Corporations Act 2001* (Cth) ('the Company'), the name of the company being IA Foundation Ltd. In the event that ASIC advises that this name is unavailable, the Chief Operating Officer (Arts, Social Development and Community Engagement), in consultation with the Chief Executive Officer and the Chairperson of the Arts and Community Development Committee be authorised to approve an alternative name for the Company.
- C. That the constitution of the Company be that detailed in Item 2 of the Arts and Community Development Committee report No. 2017(01) of 9 October 2017 titled 'Change of Trustee of the Ipswich Arts Foundation Trust'.
- D. That Council approve the nomination of Councillor Andrew Antonioli and Councillor Charlie Pisasale as the two Council nominated Directors of the Board of the Company.
- E. That Council approve the replacement of existing Trustees of the Ipswich Arts Foundation Trust with the Company.

Michael Beckmann
DIRECTOR, IPSWICH ART GALLERY

I concur with the recommendations contained in this report.

Caroline McMahan
CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

Arts and Community Development Committee	
Mtg Date: 08.11.17	OAR: YES
Authorisation: Caroline McMahon	

27 October 2017

MEMORANDUM

TO: CHIEF OPERATING OFFICER (ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)

FROM: DIRECTOR, IPSWICH ART GALLERY

RE: AMALGAMATION OF IPSWICH ARTS FOUNDATION AND IPSWICH ARTS FOUNDATION TRUST

INTRODUCTION:

This is a report by the Director, Ipswich Art Gallery dated 27 October 2017 concerning the amalgamation of the Ipswich Arts Foundation and Ipswich Arts Trust into a single entity.

BACKGROUND:

At the Arts and Community Development Committee meeting No 2017(01) of 9 October 2017, the Council endorsed, in principle, the proposed change of trustee of the Ipswich Arts Foundation Trust (IAFT) to I.A.F. Limited as detailed in the report by the Director, Ipswich Art Gallery dated 15 September 2017. In addition, Council requested a further report on the proposed outcomes, supporting principles and implementation process for proposed changes to the Ipswich Arts Foundation and Ipswich Arts Foundation Trust for consideration to a future meeting of the Arts and Community Development Committee.

THE CURRENT STRUCTURE:

The Ipswich Arts Foundation (IAF) is an unincorporated association and a controlled entity of Council. It has about 550 members who are divided across 6 categories of membership. It operates in accordance with its Constitution and applicable Council policies and procedures. As it is not incorporated, it is not subject to the provisions of the *Corporations Act 2001*(Cth), nor the *Associations Incorporation Act 1981* (Qld).

The Trust is a public ancillary fund which is endorsed as a deductible gift recipient (DGR) and an income tax exempt entity for the purposes of the *Income Tax Assessment Act 1997* (ITAA97). It is also registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC). The Trust is governed by the terms of the Trust Deed and applicable legislation, such as the Trust Act 1973 (Qld). Given its DGR and income tax endorsements, the trustees must comply with the provisions of the ITAA97 to retain its endorsements.

PROPOSAL:

It is proposed that:

- The IAF and IAFT are amalgamated into a single entity, through winding up the IAF while maintaining the IAFT.
- A company limited by guarantee (called I.A.F. Limited) is established to act as the new trustee of the IAFT.

A company limited by guarantee is a public company incorporated under the *Corporations Act 2001* (Cth). It is a separate legal entity from its members and is administered by the Australian Securities and Investments Commission. The liability of members is limited to a 'guaranteed' amount of \$10 each. Council retains the power to remove and replace the trustee of the IAFT under the existing Trust Deed.

- The existing Board members of IAF and a Trustee will become the initial Board of Directors of I.A.F. Limited.

This proposed membership group has endorsed a draft Constitution for the new company, which entitles Council to nominate two members. The draft Constitution includes appropriate provisions to promote good governance and ensure that its board of directors complies with the Australian Taxation Office guidelines applicable to the Trust as a public ancillary fund.

- The existing Foundation members are respected throughout the transition process and their current membership rights and privileges are maintained.

Supporting principles**Sound advice**

The proposed change of trustee (to a company limited by guarantee) is based on expert legal advice. The structure proposed for the IAFT with a single trustee in the form of a public company is the same structure adopted by the Queensland Art Gallery and Gallery of Modern Art (QAGOMA) and the Brisbane Festival and Museum of Brisbane, Brisbane City Council.

Good governance

The draft constitution for I.A.F. Limited includes appropriate provisions to promote good governance and ensure that its Board of Directors complies with the Australian Taxation Office guidelines applicable to the Trust as a public ancillary fund. This will ensure that the Trust retains its endorsement as a deductible gift recipient (DGR), its income tax exemption and registration as a charity.

I.A.F. Limited will be a company limited by guarantee and a public company incorporated under the *Corporations Act 2001* (Cth). Such companies are now commonly used as trustees for charitable purposes.

Restructure Steps

1. Change of Trustee of the IAF

The Council (as the protector under the Trust Deed) may remove and replace the current trustees with a new company. A deed of retirement and appointment of trustee will be signed by the Council, the two remaining Trustees, and the Board of the new company (once incorporated) to give effect to this.

The Management Agreement between the Foundation and the current Trustees will be terminated with effect from the date of the change by signing a deed of termination.

The Director, Ipswich Art Gallery will implement operational changes such as amending the signatories for the Trust's bank accounts and notifying the Australian Taxation Office of the change.

2. Review of the Trust Deed

Under transitional provisions applicable to funds endorsed before 1 January 2012, the IAF is not required to change its trustees, but if it replaces its individual trustees with a company (as currently proposed) it will need to ensure the majority of members of I.A.F Limited comply with the criteria outlined in the *Public Ancillary Fund Guidelines 2011*.

The Trust Deed will need to be reviewed and amended to ensure it complies with the *Guidelines*. The Trust Deed may be amended by deed signed by the trustee with the written approval of Council.

3. Winding up the IAF

Under clauses 34 and 35 of the IAF Constitution, the IAF can be wound up by the Board passing a resolution and all appropriate steps must be taken to carry this into effect in the manner directed by Council.

The IAF's outstanding obligations to subscribers or sponsors will need to be terminated and an arrangement put in place for I.A.F. Limited to honour all those outstanding obligations.

The timeframe required for winding up the IAF will largely depend on the time required to finalise the IAF's affairs. This will include a comprehensive change management process regarding engagement with subscribers and sponsors.

4. Distribution of IAF funds

The IAF will seek to distribute its funds to either the IAFT or the Gallery prior to winding up. Direction and approval from Council and the Foundation Board will be sought prior to this step taking place.

5. Operational funding and support for I.A.F. Limited

New arrangements will need to be put in place for the Council to provide funding to I.A.F. Limited (in a similar manner to the support provided to the IAF) and a new deed of access and indemnity may be entered into between Council and I.A.F. Limited (based on the agreement between the current Trustees and Council).

FINANCIAL IMPLICATIONS:

The process of amalgamating the Ipswich Arts Foundation and the Ipswich Arts Foundation Trust will reduce duplication in audit and accounting fees.

RECOMMENDATIONS:

- A. That Council endorse the creation of I.A.F. Limited, a company limited by guarantee and a public company incorporated under the *Corporations Act 2001* (Cth).
- B. That Council approve the nomination of Councillor Andrew Antonioli and Councillor Charlie Pisasale as the two Council nominated Directors of the Board of I.A.F. Limited.
- C. That Council approve the replacement of existing Trustees of the Ipswich Arts Foundation Trust with I.A.F Limited.
- D. That Council approve the review and amendment of the Trust Deed to ensure it complies with the criteria outlined in the *Public Ancillary Fund Guidelines 2011*.
- E. That Council proceed with next steps to wind up the Ipswich Arts Foundation.

Michael Beckmann
DIRECTOR, IPSWICH ART GALLERY

I concur with the recommendation contained in this report.

Caroline McMahan
**CHIEF OPERATING OFFICER
(ARTS, SOCIAL DEVELOPMENT AND COMMUNITY ENGAGEMENT)**

Constitution

Public company limited by guarantee

Ipswich Arts Foundation ACN

[Check Contents page](#)

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DRAFT

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Constitution

Ipswich Arts Foundation
ACN ©02

1. Definitions and interpretation

1.1 Definitions

In the construction of this Constitution, unless the contrary intention appears:

Act means the *Corporations Act 2001* as it applies to the Company for the time being.

Annual Subscription means the amount determined by the Board from time to time.

Board means the board of directors of the Company from time to time.

Chairman means the chairman of the Board appointed at clause 17 from time to time.

Company means Ipswich Arts Foundation ACN ©00.

Constitution means this constitution.

Corporate Representative means a natural person appointed by a Member which is a body corporate to be that body's representative at specified General Meetings.

Directors means the Directors of the Company in office for the time being.

General Meeting means a meeting of Members duly called and constituted in accordance with this Constitution and any adjourned holding of it.

ITAA means the *Income Tax Assessment Act 1997* (Cth) as amended from time to time.

Member means any person entered in the Register as a member for the time being of the Company.

Membership means membership of the Company.

Objects of the Company means the objects set out in clause 2.

Officer is defined in section 82A of the Act.

Ordinary Resolution means a resolution of a General Meeting where more than 50% of the total votes cast on the resolution are in favour of the resolution.

Patron means a person appointed as patron pursuant to clause 22.

Register means the Register of Members kept under the Act and includes any branch Register.

Registered Office means the Registered Office for the time being of the Company.

Remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit sharing schemes.

Seal means the common seal of the Company and includes any official seal of the Company.

Secretary means any person appointed to perform the duties of secretary of the Company and includes an assistant secretary or any person appointed to act as the secretary or assistant secretary temporarily.

Special Resolution means a resolution of a General Meeting where at least 75% of the votes cast on the resolution are in favour of the resolution and which is passed in accordance with sections 249H and 249L of the Act.

1.2 Interpretation

In the construction of this Constitution:

- (a) headings are disregarded;
- (b) words importing persons include partnerships, associations, corporations, companies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals;
- (c) singular includes plural and vice versa and words importing any gender include all other genders;
- (d) except for the definitions in the preceding clause, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (e) all references to statutory provisions are construed as references to any statutory modification or re-enactment for the time being in force.

1.3 Replaceable rules

The operation of each of the sub-sections of the Act which are defined as replaceable rules are displaced by this Constitution and do not apply to the Company.

2. Objects

The objects for which the Company is established are:

- (a) to act as trustee of the Ipswich Arts Foundation Trust, which is a public fund which is endorsed as a deductible gift recipient under Subdivision 30-BAE of the ITAA; and
- (b) solely for the above purposes, to do anything allowed by the operation of section 124 of the Act.

3. Limited liability

3.1 Members' liability

The liability of the Members is limited.

3.2 Members' contributions

Every Member of the Company undertakes to contribute to the assets of the Company if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for:

- (a) the payment of the debts and liabilities of the Company, contracted before the Member ceased to be a Member;
- (b) the expenses of winding up the Company; and
- (c) the adjustment of the rights of the contributories among themselves.

3.3 Amount of Members' contributions

The amount of the contribution under clause 3.2 must not exceed \$10.00 per member in any circumstances.

4. Use of the property by the Company

4.1 Conduit policy

Any allocation of funds or property to other institutions, bodies, entities, organisations, government departments or persons must be made in accordance with the established objectives of the Company and not be influenced by the expressed preference or interest of a particular donor to the Company.

4.2 Application of Company property

All income and property of the Company must be applied for the Objects of the Company. No portion of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or return of capital to any Member.

4.3 Payments of Company expenses

Nothing in clause 4.2 prevents the payment in good faith of reasonable and proper:

- (a) remuneration to any of the officers or employees of the Company or to any Member in return for any services actually rendered by them to the Company;
- (b) interest on money borrowed from any Member for any of the purposes of the Company (provided the interest rate does not exceed the rate charged by the Company's bank on similar borrowings);
- (c) rent for premises let by any Member to the Company; or
- (d) payment for any goods supplied to the Company by any Member.

4.4 Remuneration payments

No remuneration or other benefit may be paid or given by the Company to any Director except:

- (a) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director where the amount does not exceed an amount previously approved by a resolution of the Directors;
- (b) for any service rendered to the Company in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors; or
- (c) as an employee of the Company, where the terms of employment are on reasonable commercial terms and have been previously approved by a resolution of the Directors.

4.5 Conflict of interest resolution

At any meeting of the Directors at which a resolution is put for approval of a payment to be made pursuant to clause 4.4 (**conflict of interest resolution**) or at any General Meeting considering a conflict of interest resolution, the Director who is the object of the conflict of interest resolution and any other Director or Member who is related to that Director is not entitled to:

- (a) be heard in discussion on the conflict of interest resolution;
- (b) propose or second the conflict of interest resolution;
- (c) vote on the conflict of interest resolution;
- (d) be present at the meeting when the conflict of interest resolution is put to the vote.

5. Use of property on winding up and on revocation of endorsement

5.1 Surplus

If on the:

- (a) winding up or dissolution of the Company; or
- (b) in the event that the Company becomes endorsed under Subdivision 30-BA of the ITAA, the revocation of the Company's endorsement under Subdivision 30-BA of the ITAA,

after the satisfaction of all its debts and liabilities, any property remains (**surplus**), the surplus must not be paid or distributed among the Members.

5.2 Transfer of surplus

The surplus must be given or transferred to an institution, body, entity, or organisation (**Transferee Entity**):

- (a) having objects similar to the Objects of the Company; and
- (b) if clause 5.1(b) applies, which is endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA; and
- (c) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under clauses 4 and 5.

5.3 Choice of transferee

The Transferee Entity must be chosen by the Directors (as the Directors were constituted at the commencement of the winding up). If the Directors do not choose a Transferee Entity within a reasonable time, any Member at the commencement of the winding up or the liquidator may apply to the Supreme Court of Queensland to choose the Transferee Entity.

6. Members

6.1 General

Subject to clause 8, the Members consist of:

- (a) the Members as at the date this Constitution is adopted as the Constitution of the Company; and
- (b) all other persons admitted to Membership in accordance with this Constitution.

6.2 Classes of Members

The Board may from time to time establish such categories of Membership and may make appropriate provisions for the granting of such Membership and the conditions of such Membership.

6.3 Membership qualifications

A person cannot become a Member of the Company unless the person:

- (a) applies to become a Member in the form and manner prescribed by the Board from time to time;
- (b) is over 18 years of age.

6.4 Admitting Members

No applicant may be admitted to Membership and have their name entered in the Register unless the applicant agrees in writing to be bound by this Constitution.

6.5 Discretion to admit

- (a) The Board must consider an application for membership at the next meeting of the Board after the receipt of the application for membership.
- (b) The Board may refuse to admit any person as a Member. If the Board refuses to admit a person as a Member, the Board is not obliged to give reasons for so refusing.
- (c) Any person who is refused membership of the Company may appeal to a General Meeting of the Members concerned for the purpose of determining that appeal at the next General Meeting of the Company held in accordance with the Constitution.

6.6 Delegation

The Directors may at any time delegate, on such terms as they think fit, to such persons as they may determine, the power to:

- (a) admit persons as Members;
- (b) re-admit such persons;
- (c) refuse applications for membership.

7. Rights of Members

7.1 Members

Members are entitled to all the rights of Members under this Constitution.

7.2 No joint Members

Joint Memberships of the Company are not permitted.

8. Cessation of Membership

8.1 Cessation

A person ceases to be a Member of the Company if the person:

- (a) where the Member is an individual:
 - (i) dies;
 - (ii) becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (b) where the Member is not an individual:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up or deregistration of the Member;
- (c) resigns that Membership;
- (d) is expelled from the Company under this Constitution; or
- (e) is a person whose actions in the opinion of the Directors brings the Company into serious disrepute.

8.2 Appointment as Member not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's Membership.

8.3 Resignation

A Member of the Company may not resign that Membership except in accordance with this clause. A Member of the Company who has paid all amounts payable by the Member to the Company in respect of the Member's Membership may resign that Membership by first giving notice in writing of such resignation.

9. Discipline of Members

9.1 Initial resolution of Directors

Where the Directors are of the opinion that a Member of the Company:

- (a) has refused or neglected to comply with a provision of the Constitution; or
- (b) has acted in a manner prejudicial to the reputation or interests of the Company,

the Directors may, by special resolution (**Initial Resolution**):

- (i) reprimand the Member;
- (ii) suspend the Member from Membership of the Company for a specified period; or
- (iii) expel the Member from the Company.

9.2 Suspended operation

An Initial Resolution is of no effect unless it is confirmed at a meeting of the Directors in accordance with the following clauses. For that purpose, the meeting of Directors must be held not earlier than seven days and not later than 21 days after service on the Member of a notice under the clause 12.3.

9.3 Notice to Member

The Secretary must, as soon as practicable following the passing of the Initial Resolution, cause a notice in writing to be served on the Member. The notice must:

- (a) set out the Initial Resolution and the grounds on which it is based;
- (b) state that the Member may personally address the Directors in relation to the Initial Resolution at a meeting of the Directors to be held not earlier than seven days and not later than 21 days after service of the notice;
- (c) state the date, place and time of that meeting of the Directors; and
- (d) inform the Member that the Member may submit to the Directors at or before the date of that meeting a written representation relating to that resolution and speak to the representation.

9.4 Confirming resolution of Directors

At a meeting of the Directors held as referred to in the preceding clause, the Directors must:

- (a) give to the Member an opportunity to speak to the written representation;
- (b) give due consideration to any written representation submitted to the Directors by the Member at or before the meeting; and
- (c) by special resolution (**Confirming Resolution**) confirm, vary or revoke the Initial Resolution.

9.5 Immediate or suspended effect

The Confirming Resolution may take effect immediately, after any period of time or only on conditions specified in the Confirming Resolution.

9.6 Right of appeal

There is no right of appeal against the Confirming Resolution of the Directors.

9.7 Notice to a Member

The Secretary must, within seven days of the passing of the Confirming Resolution, by notice in writing, inform the Member of the fact and that there is no right of appeal under the Constitution.

10. Register of Members

The Secretary must maintain at the Company's offices a Register of Members containing the following details of each Member:

- (a) full name;
- (b) address for notices;
- (c) category of Membership (if applicable); and
- (d) date on which the entry of the Member's name in the Register is made.

11. Corporate Representatives

11.1 Appointment

Any corporation or organisation which is a Member may by written notice to the Secretary:

- (a) appoint a natural person to act as its representative in all matters connected with the Company (**Corporate Representative**); and
- (b) remove its Corporate Representative.

11.2 Powers

A Corporate Representative is entitled to:

- (a) exercise at a General Meeting all the powers that the Member that appointed him or her could exercise if it were a natural person; and
- (b) be counted towards a quorum on the basis that the Member is to be considered personally present at a General Meeting by its Corporate Representative.

11.3 General

- (a) A certificate under the common seal of a Member that is a corporation or organisation is rebuttable evidence of the appointment or the removal of the appointment (as appropriate) of its Corporate Representative by that Member.
- (b) The chairman of a General Meeting may allow a Corporate Representative to vote on the condition that he or she subsequently establishes to the satisfaction of the

chairman to the General Meeting of his or her status as a Corporate Representative within a period prescribed by the chairman of the General Meeting.

12. Subscribers *[may be deleted if not required]*

12.1 Subscribers

The Board may from time to time:

- (a) create a class or classes of Subscribers;
- (b) define the rights, obligations, and privileges of any class of Subscribers, including any annual or other subscription payable by a class of Subscribers;
- (c) bar any person from any class of Subscribers;
- (d) transfer any Subscriber from one class of Subscribers to another, with the consent of the Subscriber;
- (e) accept the resignation of a Subscriber; and
- (f) remove the Subscriber from the register of Subscribers on the resignation, death, bankruptcy, unsoundness of mind of the Subscriber or the Subscriber ceasing to exist.

12.2 Subscribers' rights

Subscribers will not be entitled to:

- (a) receive notice of;
- (b) attend; or
- (c) vote

at any General Meeting.

13. Meetings of Members

13.1 Calling of meetings

The Directors may call a General Meeting.

13.2 Requisition of meetings

Except as provided in the Act, no Member may call a General Meeting.

13.3 Notice of meeting

Every notice of a General Meeting must:

- (a) set out the place, date and time of meeting;
- (b) in the case of special business, state the general nature of the business;
- (c) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and state the resolution;

- (d) in the case of an election of Directors, give the names of the candidates for election;
- (e) contain a statement setting out the following in relation to proxy voting:
 - (i) that the Member has a right to appoint a proxy; and
 - (ii) that a proxy does not need to be a Member.

13.4 Entitlement to notice

Notice of a General Meeting must be given to:

- (a) each Member, apart from any Member who under this Constitution or by the terms of issue of any Membership is not entitled to the notice;
- (b) the auditor of the Company; and
- (c) each Director.

13.5 Notice period

Notice of a General Meeting must be given in accordance with section 249H of the Act.

13.6 Proxy voting by Members

A Member may appoint a proxy to attend and vote at any meeting at which the Member is entitled to attend and vote. To be valid, a proxy appointment must be in writing and delivered to the place nominated by the Directors in the notice of meeting (or, if no place is nominated, the Registered Office) at least 48 hours before the scheduled commencement of the meeting. A proxy appointment may be delivered by facsimile transmission.

13.7 Omission to give notice

The accidental omission to give notice of a General Meeting to, or the non-receipt of any such notice by, a person entitled to receive it, or the accidental omission to advertise (if necessary) such meeting, does not invalidate the proceedings at, or any resolution passed at, any such meeting.

13.8 Consent to short notice

With the consent in writing of a majority of 75% of the Members for the time being entitled to vote at a General Meeting, any General Meeting may be called on short notice and in any manner they think fit and all provisions of this Constitution are modified accordingly.

13.9 Cancellation or postponement of meeting

The Directors may cancel or postpone the holding of any General Meeting. If the meeting was called by requisitioning Members or in response to a requisition by Members, the Directors may only cancel or postpone the holding of it with the consent of a majority of the requisitioning Members.

13.10 Notice of cancellation or postponement

The Directors may notify the Members of a cancellation or postponement of a meeting by such means as they see fit. If any meeting is postponed for 28 days or more, then no less than five days' notice must be sent to the Members of the postponed meeting. It is not necessary to specify in such notice the nature of the business to be transacted at the postponed meeting.

13.11 Venue

Despite any other rule, the Company may hold a General Meeting of Members at two or more venues using technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

14. Representation at meetings

14.1 Persons entitled to attend

The following persons only may attend a General Meeting:

- (a) each Member, apart from any Member who under this Constitution or by the terms of issue of any Membership is not entitled to attend;
- (b) each Director, Secretary and auditor of the Company;
- (c) each person, whether a Member or not, who is a proxy, Corporate Representative or attorney of a Member;
- (d) other persons only with leave of the meeting or its chairman and then only while the leave has not been revoked in accordance with the terms of the leave.

14.2 Powers of the Chairman

The right of a person to attend is subject to the powers of the chairman of the meeting, both at Act and under this Constitution.

15. Proceedings at meetings of Members

15.1 Quorum

No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as provided in clause 15.2, four (4) Members present are a quorum.

15.2 Failure of quorum

If a quorum is not present within 15 minutes from the time appointed for a General Meeting:

- (a) where the meeting was called by, or in response to, the requisition of Members made under the Act, the meeting is dissolved; or
- (b) in any other case the meeting stands adjourned to such day, and at such time and place, as the Directors determine.

If no determination of an adjourned meeting is made by the Directors, the meeting stands adjourned to the same day in the second week following, at the same time and place. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, 3 Members constitute a quorum, or where 3 Members are not present, the meeting is dissolved.

15.3 Business of annual General Meeting

The business of an annual General Meeting is:

- (a) to receive the Company's financial report, the Director's report and the auditor's report on the financial statements;
- (b) to elect Directors in the place of those retiring; and
- (c) to transact any other business which under this Constitution or the Act ought to be transacted at an annual General Meeting.

15.4 Report on Company's activities

The Board must at each General Meeting in addition to the matters in clause 16.3, submit to the Members a report on the activities of the Company in the period since the previous General Meeting.

15.5 Frequency of annual General Meeting

The Company must hold an annual General Meeting at least once every calendar year and within five months after the end of its financial year.

15.6 Special business

No special business may be transacted at any General Meeting other than that stated in the notice calling the meeting unless it is a matter that is required by this Constitution or the Act to be transacted at the meeting.

15.7 Chairman of meeting

The Chairman, or in the Chairman's absence the deputy chairman of the Directors (if any), is entitled to take the chair at each General Meeting. If neither of those persons is present at any General Meeting within 15 minutes after the time appointed for holding the meeting, or neither of them is willing to take the chair, the Members present must elect a person, whether a Member or not, to be chairman of the meeting.

15.8 Passing the chair

If the chairman of a General Meeting is unwilling or unable to be the chairman for any part of the business of the meeting:

- (a) that chairman may withdraw as chairman for that part of the business and may nominate any person who would be entitled under the preceding clause to chair the meeting for that part of the business; and
- (b) after that part of the business is completed, the person so nominated must cease to chair the meeting upon the request of the prior chairman. The prior chairman is then entitled to resume as the chairman of the meeting.

15.9 Responsibilities of chairman

The chairman of a General Meeting is responsible for the general conduct of the meeting and to ascertain the sense of the meeting concerning any item of business which is properly before the meeting. For these purposes the chairman of the meeting may, without limitation:

- (a) delay the commencement of the meeting if that person determines it is desirable for the better conduct of the meeting;
- (b) make, vary or rescind rulings;
- (c) prescribe, vary or revoke procedures;

- (d) in addition to other powers to adjourn, adjourn the meeting, or any item of business of the meeting, without the consent of the meeting if that person determines it is desirable for the orderly conduct of the meeting or the conduct of a poll; and
- (e) determine conclusively any dispute concerning the admission, validity or rejection of a vote.

15.10 Admission to meetings

The chairman of a General Meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;
- (c) in possession of an article considered by the chairman to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) who is not entitled under this Constitution to attend the meeting.

15.11 Adjournment of meeting

The chairman of a General Meeting at which a quorum is present may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place as the chairman determines.

15.12 Business at adjourned meeting

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjournment, or of the business to be transacted at an adjourned meeting. However if any meeting is adjourned for 10 business days or more, notice of the adjourned meeting must be given.

16. Voting at meetings of Members

16.1 Entitlement to vote

Subject to this Constitution and the terms of issue of any Membership, each natural person who is present at a General Meeting may vote if he or she is a Member, or an attorney, proxy or Corporate Representative of a Member.

16.2 Number of votes

Each Member who is, under the preceding clause, entitled to vote has:

- (a) on a show of hands (or on the voices) only one vote; and
- (b) on a poll, one vote.

16.3 Voting restrictions

If permitted or contemplated by the Act or this Constitution, the Directors may direct that particular persons (whether specified by name or description) do not cast a vote on particular business of a meeting. In relation to that business, votes cast by the prohibited persons are to be disregarded.

16.4 Method of voting

Every resolution put to a vote at a General Meeting (except where there is an election of Directors by ballot) must be determined by the voices or a show of hands (as determined by the chairman of the meeting) unless a poll is properly demanded either before or on the declaration of the result of the voices or the show of hands.

16.5 Demand for poll

A demand for a poll under the preceding clause may be made by:

- (a) the chairman of the meeting; or
- (b) at least 5 persons present having the right to vote at the meeting.

16.6 Declaring result of vote on show of hands

In respect of any General Meeting (unless a poll is so demanded):

- (a) a declaration by the chairman of the meeting that a resolution has been carried, or carried by a particular majority, or lost, or has not been carried by a particular majority; and
- (b) an entry made in the book containing the minutes of proceedings of the Company,

is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16.7 Conduct of poll

The demand for a poll may be withdrawn. If a poll is duly demanded (and the demand not withdrawn) it must be taken in such manner and at such time (either at once or after an interval or adjournment or otherwise) as the chairman of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman or on any question of adjournment must be taken at the meeting and without an adjournment. The demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

16.8 Casting vote of chairman

If, on a show of hands or on a poll, the votes are equal the chairman of the meeting has a casting vote in addition to the deliberative vote, if any, of the chairman.

16.9 Objections

No objection may be made to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote is tendered. Every vote allowed at any such meeting or poll is treated as valid. In recording votes the latest copy of the Register held in the Registered Office must be adopted and acted on as the voting roll.

16.10 Ruling on votes

The chairman of the meeting is the sole judge of the validity of every vote tendered at the meeting and the determination of the chairman is final and conclusive.

17. Appointment and removal of Board of Directors

17.1 Board of Directors

The Board comprises at least 3 and not more than 5 Directors or such other number as the Board may determine from time to time.

17.2 Directors qualification

At all times a majority of the Directors must meet the criteria outlined in paragraph 14 of the Public Ancillary Fund Guidelines 2011.

17.3 Initial Directors

The Directors holding office at the date of adoption of this Constitution continue in office subject to this Constitution, with their retirement determined under clauses 18.5 or 18.6.

17.4 Casual appointment

The Directors may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Directors. Until that person is re-elected at a General Meeting, that Director is a "casual appointee".

17.5 Retirement of casual appointee

A casual appointee, following his or her appointment by the Directors, holds office only until the conclusion of the next annual General Meeting and is then eligible for re-election. A casual appointee is not taken into account in determining the number of Directors, if any, who are to retire by rotation at such meeting.

17.6 Retirement by rotation

- (a) At the conclusion of every annual General Meeting, one-third of the Directors (rounded up to the next integer) must retire from office. The Directors who have served longest since they were last elected must retire first. If there are equally serving Directors, those equally serving Directors may, among themselves, agree who is to retire by rotation. If those Directors are unable to decide, the Directors to retire by rotation will be chosen by drawing lots.
- (b) A Director who is required to retire under this rule retains office until dissolution of adjournment of the meeting at which the retiring Director retires.
- (c) A retiring Director is eligible for re-election provided that a retiring non-executive Director is not eligible for re-election if that Director has served three successive three year terms.

17.7 Deemed re-appointment

If there are fewer persons standing for election or re-election than vacancies, all persons are deemed to be elected without the need for an actual election.

17.8 Candidates requiring nomination

No person is eligible for election to the office of Director at any General Meeting unless duly nominated, except for:

- (a) a Director retiring by rotation;
- (b) a casual appointee; or
- (c) a person recommended by the Directors for election.

17.9 Valid nominations

- (a) Nominations must be made to the Secretary at the Registered Office. Nominations close at 5.00 pm local time on the day which is 21 days before the date for the holding of the meeting. For a nomination to be valid:
 - (i) the nomination must name the candidate and be signed by not less than 2 Members;
 - (ii) the person nominated must consent to act if elected; and
 - (iii) the nomination and consent must be received before the close of nominations.
- (b) A consent is sufficient if the person signs a form of consent on the nomination paper. The Secretary may accept any other form of consent, whether or not accompanied by the nomination paper, that the Secretary deems satisfactory, and such acceptance is final.

17.10 Resignation of Director

Any Director may retire from office by giving notice in writing to the Company of the Director's intention to do so. Such resignation takes effect immediately unless the resignation is stated in the notice to take effect at some future time. However the resignation must take effect within three months from the date of the giving of the notice.

17.11 Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Act or other provisions of this Constitution, the office of Director is vacated automatically if the Director:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health; or

17.12 Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body. If the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only:

- (a) to appoint Directors up to that minimum number;
- (b) to call a General Meeting; or
- (c) in emergencies.

18. Appointment and removal of office bearers

18.1 Election of Chairman and Deputy Chairman

The Directors must elect from among their number a Chairman and Deputy Chairman of their meetings and may determine the period for which each is to hold office.

18.2 Absence of Chairman and Vice Chairman

Where a Directors' meeting is held and a Chairman has not been elected or in the Chairman's absence, the Vice-Chairman is not present within 10 minutes after the time appointed for holding of the Directors' meeting or is unwilling to act, the Directors present must elect one of their number to be a chairman of the Directors' meeting.

18.3 Election of other officers

The Directors may appoint the Director of the Ipswich Art Gallery as a seconded Council Officer to the role of treasurer, secretary and such other officers as determined by the Directors from time to time and may determine the period for which each is to hold office.

19. Proceedings of Directors

19.1 Number of Board meetings

At least three (3) Board meetings must be held in each financial year.

19.2 Mode of meeting

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Directors may conduct their meetings in person, by telephone, audio visual link or by using any other technology consented to by all Directors. A consent may be a standing one. A meeting conducted by telephone or other means of communications is considered to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

19.3 Quorum

A quorum of the Board comprises two (2) Directors or such greater number fixed by the Directors.

19.4 Chairman calling a meeting

The Chairman may at any time call a meeting of the Directors to be held at such time and place as the Chairman chooses.

19.5 Secretary calling a meeting

The Secretary, upon the request of any other Director, must call a meeting of the Directors to be held at such time and place as is convenient to the Directors.

19.6 Notice of meeting

Notice of each meeting of the Directors:

- (a) may be given by such means as is convenient, including by telephone or electronic transmission; and

- (b) must be given to all Eligible Directors not less than 48 hours prior to the meeting; and
- (c) need not necessarily be given to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.

19.7 Recipients of notice

For the purposes of the preceding clause:

- (a) **Eligible Directors** are all Directors for the time being and excluding those given leave of absence;
- (b) the accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any such notice by, a person entitled to receive that notice does not invalidate the calling of the meeting or any resolution passed at any such meeting.

19.8 Appointment of chairman

If:

- (a) no Chairman is elected; or
- (b) at any meeting of the Directors the Chairman is not present within 15 minutes of the time appointed for holding the meeting,

the Directors present must choose one of their number to be chairman of such meeting.

19.9 Votes of Directors

Questions arising at any meeting of the Directors must be decided by a majority of votes cast. Each Director has one vote. A person who is an alternate Director is entitled (in addition to his or her own vote if a Director) to one vote on behalf of each Director whom the alternate Director represents (as an alternate Director at the meeting). The alternate Director may only vote if the Director is not personally present. If there is an equality of votes, provided more than three Directors present are competent to vote on the question at issue but not otherwise, the Chairman has a second or casting vote.

19.10 Circular resolution of Directors

If a majority of Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Directors held on the day on which the document was signed. If the Directors sign the documents on different days, then a resolution is treated as having been passed on the day on which the document was last signed by a Director thereby constituting a majority in number of the Eligible Directors. A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from an earlier date.

19.11 Signing of circular resolution

For the purposes of the preceding clause:

- (a) the **Eligible Directors** are all Directors for the time being but excluding:
 - (i) those who, at a meeting of Directors, would not be entitled to vote on the resolution;
- (b) each Director, other than one not entitled to vote on the resolution, may sign the document;

- (c) if a person who is not entitled to vote on the resolution signs the document, it does not invalidate the resolution if it is otherwise valid;
- (d) an electronic transmission purporting to be signed by a Director is treated as being in writing signed by such person; and
- (e) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together treated as constituting 1 document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

19.12 Deemed minute

The document or documents referred to in the two preceding clauses are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

19.13 Validity of acts of Directors

All acts done in respect of any meeting of:

- (a) the Directors; or
- (b) a committee of Directors; or
- (c) other persons or by any person acting as a Director; or
- (d) any person purporting to act as an attorney under power of the Company,

are, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of such Director, person or attorney so acting or that they or any of them were disqualified or were not entitled to vote, as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or attorney and was entitled to vote.

20. Director's contracts with Company

20.1 Director's contracts and conflicts of interest

In relation to Director's contracts and conflicts of interest, but subject at all times to clause 4:

- (a) despite any rule of law or equity to the contrary, no Director is disqualified by that office from contracting with the Company;
- (b) no Director (other than the Managing Director) may be an employee of the Company;
- (c) any such contract, or any contract entered into by or on behalf of the Company in which any Director is in any way interested, is not avoided;
- (d) any Director so contracting or being so interested is not liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relationship thereby established;
- (e) the nature of the Director's interests must be disclosed by that Director at the meeting of the Directors at which the contract is decided on if that interest then exists and has not previously been disclosed. In any other case at the first meeting of the Directors after the acquisition of those interests; and

- (f) a Director may not vote in that capacity in respect of any contract or arrangements in which the Director is interested if prohibited by the Act from doing so. However, such Director may, despite that interest, participate in the execution of any instrument by or on behalf of the Company, whether through signing or sealing it or otherwise.

20.2 Requirement to leave the meeting

Despite anything in the preceding clause, a Director's entitlement to vote, or be present, at a meeting of the Directors of any Director who has a material personal interest in a matter that is being considered at the meeting is restricted in accordance with section 195 of the Act (and every other mandatory law) as it may apply from time to time to the Company.

20.3 Notice of interest

A general notice given to the Directors by any Director in accordance with section 192 of the Act and to the effect that he or she:

- (a) is an officer or a member of, or interested in, any specified firm or body corporate; and
- (b) is to be regarded as interested in all transactions with such firm or body,

is sufficient disclosure as required by the Act as regards such Director and those transactions. After such general notice it is not necessary for such Director to give any special notice relating to any transaction with such firm or body.

20.4 Office in another company

- (a) A Director of the Company may be, or become, a director or other officer of, or otherwise interested in, any body corporate promoted by the Company or in which the Company may be interested, or which holds any Membership in the Company.
- (b) No such Director is accountable to the Company for any remuneration or other benefits received by him or her as a Director or officer of, or from his or her interest in, such body corporate.
- (c) The Directors may exercise the voting power conferred by the shares or owned by the Company, or exercisable by them as Directors of such other body corporate in such manner in all respects as they think fit. This includes the exercise of that voting power in favour of any resolution appointing themselves, or any of them as Directors or other officers of such body corporate. Any Director may vote in favour of the exercise of such voting power in that manner despite the fact that he or she may be, or be about to be, appointed a Director or other officer of such corporation and as such is, or may become, interested in the exercise of such voting power in that manner.

21. Powers and duties of Directors

21.1 Powers generally

Subject to the Act and to any other provisions of this Constitution, the management and control of the Company and of the business and affairs of the Company is vested in the Directors who may exercise all such powers of the Company and do all such acts or things not expressly required by this Constitution or by the Act to be exercised or done by a General Meeting. No clause adopted or resolution passed by a General Meeting invalidates any prior act of the Directors which would have been valid if that clause or resolution had not been adopted or passed.

21.2 Borrowing

The Directors have the power to raise or borrow any sum of money and to secure the payment or repayment of such money and any other obligation or liability of the Company in such manner and on such terms as they think fit. This includes:

- (a) upon the security of any mortgage; or
- (b) by the issue of debentures or debenture stock of the Company charged upon all or any of the property of the Company (both present and future) including its goodwill and undertaking for the time being; or
- (c) upon bills of exchange, promissory notes or other obligations or otherwise.

21.3 Execution of negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Directors at any time determine.

21.4 Appointment of attorney

The Directors may at any time, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may:

- (a) contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit; and
- (b) authorise any such attorney to delegate all or any of the powers authorities and discretions vested in the attorney.

21.5 Delegation

The Directors may at any time confer upon any Director, or such other person as they may select, such of the powers exercisable under the Constitution by the Directors for such time as they may think fit and to be exercised for such objects and purposes and upon such terms and with such restrictions as they think expedient. They may confer such powers whether collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect. They may at any time revoke, withdraw, alter or vary all or any of such powers.

21.6 Validity of acts

Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission does not invalidate any resolution, act, matter or thing which but for such omission would have been valid.

22. Patron

The Board may from time to time appoint a patron to represent the Company and promote the Objects of the Company throughout the community.

23. Committees

23.1 Delegation to committee

The Directors may:

- (a) delegate any of their powers to committees consisting of such one or more persons, whether Directors or not, as they think fit; and
- (b) establish advisory committees (or other committees not having delegated power of Directors) consisting of such person or persons as they think fit.

23.2 Committee powers

Any committee so formed or person or persons so appointed must, in the exercise of the powers so delegated, or functions entrusted, conform to any regulations that may at any time be imposed by the Directors.

23.3 Committee meetings

The meetings and proceedings of any committee, consisting of two or more persons are governed by the provisions in this Constitution for regulating the meetings and proceedings of the Directors so far as those provisions are applicable and not affected by any resolution or regulation made by the Directors under the preceding clause.

23.4 Committee Members as officers

Each person appointed to a committee under clause 25.1(a), if not otherwise an officer of the Company, is, when exercising the powers so delegated or functions entrusted, an officer of the Company.

24. Minutes

24.1 Required minutes

The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all General Meetings, Directors' meetings and meetings of Directors' committees;
- (b) all proceedings of General Meetings, Directors' meetings and meetings of Directors' committees;
- (c) all appointments of officers;
- (d) all orders made by the Directors and Directors' committees; and
- (e) all disclosure of interests made pursuant to clause 19.

24.2 Signing of minutes

- (a) Minutes must be signed by the chairman of the meeting or by the chairman of the next meeting of the relevant body.
- (b) If any minutes of a General Meeting or of the Directors are signed by any person purporting to be either the chairman of such meeting, or the chairman of the next succeeding meeting, those minutes must be received in evidence without any

further proof that the matters and things recorded by or appearing in such minutes actually took place or happened at a meeting duly called and held.

25. Accounts

25.1 Books of account

The Company must keep proper books of account (which may include computer records) of the Company and the Donation Gift Account at its principal office and entries made of all such matters, transactions and things which are usually entered in books of accounts kept by entities engaged in concerns of a similar nature.

25.2 Audit

The Company must in accordance with the Act and any legislation applicable to the registration of charities arrange for the accounts to be audited in accordance with the Act and the applicable legislation.

26. Inspection of Records

Except as otherwise required by the Act:

- (a) the Directors may determine whether and to what extent and at what times and places and under what conditions the accounting records and other documents of the Company or any of them will be open for inspection by Members other than Directors; and
- (b) a Member other than a Director does not have the right to inspect any accounting records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

27. Notices

27.1 Service of notices

Where this Constitution, the Act or other legislation require or permit a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other expression is used (in this clause referred to as **served**), the document may be served on the person:

- (a) by delivering it to the person personally;
- (b) by dispatching it, whether by post, contractor, agent, electronic means or otherwise, to:
 - (i) the address of the place of residence; or
 - (ii) business of the person last known to the person serving the document; or
 - (iii) in the case of a Member, to the address of the Member entered in the Register,

the document, by such dispatch, is regarded as left at that address; or

- (c) subject to the Act, by publication in a newspaper circulating generally in the State in which the Registered Office is located.

27.2 Date of deemed service

A document served under clause 27.1 is treated as having been duly served, regardless of whether it is actually received:

- (a) where clause 27.1(b) applies - on the day following the day when dispatch occurred; and
- (b) where clause 27.1(c) applies - on the day the newspaper is first published.

27.3 Counting of days

Subject to the Act, where a specified number of days' notice or notice extending over any period is required to be given, both the day of service and the day upon which such notice will expire are included in such number of days or other period.

27.4 Service on Company or its officers

Every document required to be served upon the Company or upon any officer of the Company may be served by leaving it at the Registered Office.

27.5 Signature

The signature to any document to be given by the Company may be written, printed or stamped.

28. Indemnity

28.1 Indemnity for officers

To the extent that the Act allows it, each Officer of the Company and each Officer of a related body corporate of the Company, must be indemnified by the Company against any liability incurred by that person in that capacity.

28.2 Insurance premiums

The Company may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an Officer of the Company against a liability incurred by the person as such an Officer, or as an officer of a related body corporate. The liability insured against may not include that which the Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, the remuneration approved by Members under this Constitution.