



Queensland

# **Queensland Theatre Company Act 1970**

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## Queensland

# Queensland Theatre Company Act 1970

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# Queensland Theatre Company Act 1970

**An Act to provide for the establishment and incorporation of a body to be known as the Queensland Theatre Company, to make provision with respect to the administration of that body, and for purposes incidental thereto**

## Part 1 Preliminary

### 1 Short title

This Act may be cited as the *Queensland Theatre Company Act 1970*.

### 1A Object of Act

The object of this Act is to contribute to the cultural, social and intellectual development of all Queenslanders.

### 1B Guiding principles for achieving the object

The principles intended to guide the achievement of the object of this Act are the following—

- (a) leadership and excellence should be provided in the arts of the theatre;
- (b) there should be responsiveness to the needs of communities in regional and outer metropolitan areas;
- (c) respect for Aboriginal and Torres Strait Islander cultures should be affirmed;
- (d) children and young people should be supported in their appreciation of and involvement in the arts of the theatre;

- (e) diverse audiences should be developed;
- (f) capabilities for life-long learning about the arts of the theatre should be developed;
- (g) opportunities should be supported and enhanced for international collaboration and for cultural exports, especially to the Asia-Pacific region;
- (h) content relevant to Queensland should be promoted and presented.

## 2 Definitions

In this Act—

***appropriately qualified***, for a person to whom a power under this Act may be delegated or who is asked by the Minister to investigate and report on a matter relating to the theatre company, includes having the qualifications, experience or standing appropriate to exercise the power or comply with the request.

*Example of standing—*

a person's seniority in an entity

***chairperson*** means the chairperson of the theatre company.

***commencement***—

(a) for part 8, division 1—see section 68; or

(b) for part 8, division 2—see section 71.

***current appointment***, for part 8, division 2, see section 71.

***current conditions***, for part 8, division 2, see section 71.

***deputy chairperson*** means the deputy chairperson of the theatre company.

***director*** means the director of the theatre company.

***financial year*** see section 40A.

***former name***, for part 8, division 1, see section 68.

***member*** means a member of the theatre company.



***operational plan***, of the theatre company, means the company's operational plan developed under part 4 of this Act and the standard.

***pre-amended Act***, for part 8, division 2, see section 71.

***present director***, for part 8, division 2, see section 71.

***standard*** means a financial and performance management standard under the *Financial Accountability Act 2009*.

***strategic plan***, of the theatre company, means the company's strategic plan developed under part 4 of this Act and the standard.

***theatre company*** means the Queensland Theatre Company.

***theatre equipment*** includes chattels, costumes, curtains, drapes, furnishings, furniture, light and sound equipment, plant, stage properties and scenery suitable or convenient for the production of stage presentations.

## **Part 2                      The theatre company**

### **Division 1                      Constitution and membership**

#### **3                      Theatre company**

The entity formerly called the Royal Queensland Theatre Company continues in existence under the name Queensland Theatre Company.

#### **4                      Legal status of theatre company**

The theatre company—

- (a) is a body corporate; and
- (b) has perpetual succession; and
- (c) has a common seal; and
- (d) may sue and be sued in its corporate name.

## **5 Theatre company's relationship with State**

The theatre company represents the State.

## **6 Composition of theatre company**

- (1) The theatre company is to consist of the number of members appointed by the Governor in Council.
- (2) In appointing a member, regard must be had to the person's ability to contribute to the theatre company's performance and the implementation of its strategic and operational plans.
- (3) A member must be appointed under this Act and not the *Public Sector Act 2022*.

## **7 Role of members**

The role of members includes the following—

- (a) being responsible for the theatre company's management;
- (b) ensuring, as far as possible, the theatre company achieves, and acts in accordance with, its strategic and operational plans;
- (c) accounting to the Minister for the theatre company's performance;
- (d) ensuring the theatre company otherwise performs its functions in a proper, effective and efficient way.

## **8 Eligibility for appointment**

A person is not eligible for appointment as a member if the person is not able to manage a corporation because of the Corporations Act, Part 2D.6.

## **9 Chairperson and deputy chairperson of theatre company**

- (1) The Governor in Council must appoint a member as chairperson of the theatre company.

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- (2) The appointment may be made by the instrument appointing the person concerned as a member of the theatre company.
  - (3) The members must elect one of them as deputy chairperson of the theatre company.
  - (4) The members must act under subsection (3) whenever there is a vacancy in the office of deputy chairperson, including a vacancy occurring because the office has not been filled.
  - (5) The chairperson or deputy chairperson may resign as chairperson or deputy chairperson by signed notice given to the Minister.
  - (6) The chairperson or deputy chairperson may act under subsection (5) and remain a member.

## **10 Duration of appointment**

- (1) A member is appointed for the term (not more than 3 years) stated in the member's instrument of appointment.
- (2) The office of a member becomes vacant if—
  - (a) the member resigns by signed notice given to the Minister; or
  - (b) the person is not eligible to be appointed as a member; or
  - (c) the member's appointment is ended under subsection (3).
- (3) The Governor in Council may, at any time, end the appointment of all or any members for any reason or none.

## **11 Conditions of appointment**

- (1) A member holds office on the conditions not provided for by this Act that are decided by the Governor in Council.
- (2) Except as decided by the Governor in Council, a member is not entitled to receive any payment, interest in property or other valuable consideration or benefit—

- (a) by way of remuneration as a member; or
- (b) in connection with resignation from office, or other termination of office, as a member, chairperson or deputy chairperson.

## **Division 2                      Functions**

### **12            Functions of the theatre company**

- (1) The functions of the theatre company are—
  - (a) to promote and encourage the development and presentation of the arts of the theatre;
  - (b) to promote and encourage public interest and participation in the arts of the theatre;
  - (c) to promote and encourage either directly or indirectly the knowledge, understanding, appreciation and enjoyment of drama and other arts of the theatre in all their expressions, forms and media;
  - (d) to produce, present and manage plays and other forms and types of theatre and entertainment in places determined by the theatre company;
  - (e) to establish and conduct schools, lectures, courses, seminars and other forms of education in drama and other arts of the theatre;
  - (f) to teach, train and instruct persons and promote education and research in drama and other arts of the theatre;
  - (g) to provide or assist to provide theatres and appurtenances of theatres;
  - (h) to encourage the involvement of persons resident in Queensland in the writing of plays and other aspects of the arts of the theatre;
  - (i) to perform the functions given to the theatre company under another Act;

- (j) to perform functions that are incidental, complementary or helpful to, or likely to enhance the effective and efficient performance of, the functions mentioned in paragraphs (a) to (i);
  - (k) to perform functions of the type to which paragraph (j) applies and which are given to the theatre company in writing by the Minister.
- (2) Before giving a function for subsection (1)(k), the Minister must consult with the theatre company about the function.
  - (3) In performing its functions the theatre company must have regard to the object of, and guiding principles for, this Act.

## **Division 3                      Legal capacity and powers**

### **13            Objects of division**

The objects of this division include—

- (a) abolishing any application of the doctrine of ultra vires to the theatre company; and
- (b) ensuring the theatre company gives effect to any restrictions on its functions or powers, but without affecting the validity of its dealings with outsiders.

### **14            General powers**

- (1) For performing its functions, the theatre company has all the powers of an individual and may for example—
  - (a) enter into arrangements, agreements, contracts and deeds; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) engage consultants; and
  - (d) appoint agents and attorneys; and
  - (e) charge, and fix terms, for goods, services, facilities and information supplied by it; and

- (f) do anything else necessary or desirable to be done in performing its functions.
- (2) Without limiting subsection (1), the theatre company has the powers given to it under this or another Act.
- (3) The theatre company may exercise its powers inside and outside Queensland, including outside Australia.
- (4) In this section—  
*power* includes legal capacity.

## **15 Directions by Minister**

The theatre company is subject to written directions of the Minister in exercising its powers.

## **16 Restrictions on powers of theatre company**

- (1) Section 14 has effect in relation to the theatre company subject to any restrictions expressly imposed under this or another Act.
- (2) Section 14 also has effect in relation to the theatre company subject to any restrictions expressly imposed by—
  - (a) any relevant strategic or operational plan of the theatre company; or
  - (b) any relevant directions given to the theatre company under section 15 by the Minister.
- (3) The theatre company contravenes this section if it—
  - (a) exercises a power contrary to a restriction mentioned in subsection (1) or (2); or
  - (b) does an act otherwise than in pursuance of its functions.
- (4) The exercise of the power mentioned in subsection (3)(a), or the act mentioned in subsection (3)(b), is not invalid merely because of the contravention.
- (5) An officer of the theatre company who is involved in the contravention contravenes this subsection.

- (6) An act of the officer is not invalid merely because, by doing the act, the officer contravenes subsection (5).
- (7) The theatre company or officer of the theatre company is not guilty of an offence merely because of the relevant contravention.
- (8) In this section—  
*officer*, of the theatre company, means—
  - (a) a member; or
  - (b) the director; or
  - (c) an employee of the theatre company.*restriction* includes prohibition.

## 17 Persons having dealings with theatre company etc.

- (1) A person having dealings with the theatre company is entitled to make the assumptions mentioned in subsection (3) and, in a proceeding in relation to the dealings, any assertion by the theatre company that the matters that the person is entitled to assume were not correct must be disregarded.
- (2) A person having dealings with a person who has acquired, or purports to have acquired, title to property from the theatre company (whether directly or indirectly) is entitled to make the assumptions mentioned in subsection (3) and, in a proceeding in relation to the dealings, any assertion by the theatre company or the second person that the matters that the first person is entitled to assume were not correct must be disregarded.
- (3) The assumptions that a person is, because of subsection (1) or (2), entitled to make are—
  - (a) that, at all relevant times, this Act has been complied with; and
  - (b) that a person who is held out by the theatre company to be an officer or agent of the theatre company has been properly appointed and has authority to exercise the

- powers and perform the functions customarily exercised or performed by an officer or agent of the kind concerned; and
- (c) that an officer or agent of the theatre company who has authority to issue a document on behalf of the theatre company has authority to warrant that the document is genuine and that an officer or agent of the theatre company who has authority to issue a certified copy of a document on behalf of the theatre company has authority to warrant that the copy is a true copy; and
  - (d) that a document has been properly sealed by the theatre company if—
    - (i) it bears what appears to be an imprint of the theatre company's seal; and
    - (ii) the sealing of the document appears to be authenticated by a person who, because of paragraph (b), may be assumed to be an officer or agent of the theatre company; and
  - (e) that the officers and agents of the theatre company have properly performed their duties to the theatre company.
- (4) However, a person is not entitled to assume a matter mentioned in subsection (3) if—
- (a) the person has actual knowledge that the assumption would be incorrect; or
  - (b) because of the person's connection or relationship with the theatre company, the person ought to know that the assumption would be incorrect.
- (5) If, because of subsection (4), a person is not entitled to make a particular assumption—
- (a) if the assumption is in relation to dealings with the theatre company—subsection (1) does not apply to any assertion by the theatre company in relation to the assumption; or
  - (b) if the assumption is in relation to an acquisition or purported acquisition from the theatre company of title



to property—subsection (2) does not apply to any assertion by the theatre company or another person in relation to the assumption.

(6) In this section—

***officer***, of the theatre company, means—

- (a) a member; or
- (b) the director; or
- (c) an employee of the theatre company.

## **18 Disposal of certain abandoned property**

(1) This section applies if any property—

- (a) is found on a building or other place occupied by the theatre company; and
- (b) there are reasonable grounds for suspecting the property has been abandoned by the person who last used it; and
- (c) the property is unclaimed after 4 months.

(2) The theatre company may sell the property by public auction.

(2A) If the theatre company sells the property, the proceeds of sale must be applied in the following order—

- (a) in payment of the reasonable expenses incurred in storing and selling the property;
- (b) if there is an amount owing to an entity under a security interest registered for the property under the *Personal Property Securities Act 2009* (Cwlth)—in payment of the amount owing under the security interest;
- (c) the balance to be used by the theatre company in performing its functions.

(3) Despite subsection (2), if the theatre company considers on reasonable grounds that, because of the property's value, it is not viable to sell it, the theatre company may dispose of the property in another way.

- (4) Despite subsection (2), if the theatre company considers on reasonable grounds that the property is in a dangerous condition or unfit for use for the purpose for which it was intended to be used, the theatre company may cause it to be destroyed.

## **19 Theatre company must give notice of public auction**

- (1) Before the theatre company sells any property under section 18 it must first publish a notice in a daily newspaper circulating generally in the State.
- (2) The notice must—
  - (a) identify the property; and
  - (b) state the property is to be sold by auction; and
  - (c) state how the person entitled to the property may recover it before the auction; and
  - (d) state the time and place of the auction.

## **20 Effect of sale or other disposal of property**

- (1) This section applies to the sale or other disposal of any property under section 18.
- (2) The sale or other disposal is valid against all persons.
- (3) A secured party can not enforce any security interest in the property or the proceeds of sale against—
  - (a) the theatre company; or
  - (b) an entity to whom an amount is paid or payable under section 18(2A)(a); or
  - (c) an entity to whom the property is sold.
- (4) Compensation is not recoverable against the theatre company for the sale or other disposal.
- (5) In this section—

*secured party* has the meaning given by the *Personal Property Securities Act 2009* (Cwlth), section 10.

*security interest* has the meaning given by the *Personal Property Securities Act 2009* (Cwlth), section 12.

## **Division 4                      Proceedings and business**

### **21            Conduct of business**

Subject to this Act, the theatre company may conduct its business and proceedings at meetings in the way it decides.

### **22            Quorum**

- (1) A quorum of the theatre company consists of a majority of the total number of members for the time being holding office.
- (2) A meeting of the theatre company at which a quorum is present may transact any business of the company and may perform the functions and exercise the powers of the company.

### **23            Presiding at meetings**

- (1) The chairperson is to preside at all meetings at which the chairperson is present.
- (2) If the chairperson is not present at a meeting, the deputy chairperson is to preside.
- (3) If both the chairperson and deputy chairperson are not present at a meeting, the member chosen by the members present at the meeting is to preside.

### **24            Meetings**

- (1) The theatre company may hold its meetings where and when it decides.

- (2) The theatre company may hold meetings, or allow members to take part in meetings, by telephone, video link or another form of communication that allows reasonably contemporaneous and continuous communication between the members taking part in the meeting.
- (3) A member who takes part in a meeting under subsection (2) is taken to be present at the meeting.

## **25 Resolutions without meetings**

- (1) If at least a majority of members sign a document containing a statement that they are in favour of a resolution set out in the document, a resolution in those terms is taken to have been passed at a meeting of the theatre company held on the day on which the document is signed or, if the members do not sign it on the same day, the day on which the last of the members constituting the majority signs the document.
- (2) If a resolution is, under subsection (1), taken to have been passed at a meeting of the theatre company, each member must be immediately advised of the matter and given a copy of the terms of the resolution.
- (3) For subsection (1), 2 or more separate documents containing a statement in identical terms, each of which is signed by 1 or more members, are taken to constitute a single document.

## **26 Minutes**

The theatre company must keep minutes of its proceedings.

## **27 Conduct of affairs**

- (1) At a meeting of the theatre company—
  - (a) a question is decided by a majority of the votes of the members present and voting; and
  - (b) each member present has a vote on each question to be decided and, if the votes are equal, the member presiding has a casting vote.

- (2) However, if a member is present at a meeting and entitled to vote on a question, but abstains from voting, the member is taken to have voted for the negative.

## 28 Disclosure of interests by members

- (1) If a member has a direct or indirect interest in a matter being considered, or about to be considered, by the theatre company, the member must disclose the nature of the interest to a meeting of the theatre company as soon as practicable after the relevant facts come to the member's knowledge.

Maximum penalty—100 penalty units.

- (2) The disclosure must be recorded in the theatre company's minutes.

## 29 Voting by interested member

- (1) A member who has a material personal interest in a matter that is being considered by the theatre company must not—
- (a) vote on the matter; or
  - (b) vote on a proposed resolution under subsection (2) (a ***related resolution***) in relation to the matter (whether in relation to the member or another member); or
  - (c) be present while the matter, or a related resolution, is being considered by the theatre company; or
  - (d) otherwise take part in any decision of the theatre company in relation to the matter or a related resolution.

Maximum penalty—100 penalty units.

- (2) Subsection (1) does not apply to the matter if the theatre company has at any time passed a resolution that—
- (a) specifies the member, the interest and the matter; and
  - (b) states that the members voting for the resolution are satisfied that the interest should not disqualify the member from considering or voting on the matter.

- (3) If, because of this section, a member is not present at a meeting of the theatre company for considering or deciding a matter, but there would be a quorum if the member were present, the remaining members present are a quorum for considering or deciding the matter at the meeting.

### **30 Delegation by theatre company**

The theatre company may, by resolution, delegate its powers to—

- (a) a member; or
- (b) a committee of members; or
- (c) the director; or
- (d) an appropriately qualified employee of the theatre company; or
- (e) a committee of the theatre company.

*Editor's note—*

Section 38 deals with the establishment of committees of the theatre company.

## **Division 5 Director and staff**

### **31 Appointment of director**

- (1) There is to be a director of the theatre company.
- (2) The director is to be appointed by the Governor in Council for the term, and on the conditions, stated in the instrument of appointment.
- (3) The stated term must not be longer than 5 years.

### **31A Minister to obtain theatre company's approval**

The Minister must not recommend the Governor in Council act under section 31(2) unless the recommendation has been approved by the theatre company.

**31B Director is employee of the theatre company**

Despite section 31—

- (a) the director is an employee of the theatre company and not of the State; and
- (b) subject to the conditions of the director's appointment, the theatre company may enter into a contract of employment with the director.

**32 Duties of director**

The director is, under the members, to manage the theatre company.

**33 Director to attend theatre company meetings**

- (1) This section applies if the director is not a member.
- (2) The director must attend all meetings of the theatre company unless excused or precluded by the company.

**34 Things done by director**

Anything done in the name of, or for, the theatre company by the director is taken to have been done by the theatre company.

**35 Delegation by director**

- (1) The director may delegate the director's powers (including a power delegated to the director by the theatre company) to an appropriately qualified employee of the theatre company.
- (2) Subsection (1) has effect subject to any directions by the theatre company.

## **36 Employees**

- (1) The theatre company may employ the persons it considers necessary to perform its functions.
- (2) Subject to any relevant industrial instrument, the theatre company may decide the employees' terms of employment.
- (3) The employees are to be employed under this Act and not the *Public Sector Act 2022*.

## **37 Superannuation schemes**

The theatre company may—

- (a) establish and maintain, or amend, superannuation schemes; or
- (b) join in establishing and maintaining, or amending, superannuation schemes; or
- (c) take part in superannuation schemes.

# **Division 6 Committees**

## **38 Committees**

- (1) The theatre company may establish committees of the company.
- (2) A committee may exercise the powers delegated to it by the company under section 30.
- (3) A committee is subject to the directions of the theatre company in exercising the powers.
- (4) A person may be appointed to a committee whether or not the person is a member of the theatre company.
- (5) In appointing a person to a committee, regard must be had to the person's ability to take part in the exercise of the powers delegated to the committee.
- (6) A committee may be established for a rural or other area.



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## Part 3 Financial provisions

### 39 Application of Financial Accountability Act 2009

The theatre company is a statutory body under the *Financial Accountability Act 2009*.

### 40 Theatre company is statutory body for Statutory Bodies Financial Arrangements Act 1982

- (1) Under the *Statutory Bodies Financial Arrangements Act 1982*, the theatre company is a statutory body.
- (2) The *Statutory Bodies Financial Arrangements Act 1982*, part 2B sets out the way in which the theatre company's powers under this Act are affected by the *Statutory Bodies Financial Arrangements Act 1982*.

### 40A Financial year

The financial year of the theatre company is from 1 January to 31 December.

### 41 Theatre company may hold certain investments transferred to it

The theatre company may retain and hold any investment which may be transferred to the theatre company otherwise than by way of purchase notwithstanding that such investments may not be made under the *Statutory Bodies Financial Arrangements Act 1982*.

## **Part 4                      Planning**

### **Division 1                Preliminary**

#### **42        How pt 4 applies if offices of Minister and Treasurer are held by the 1 person**

- (1) This section applies if, under a provision of this part, a thing is required to be done by or in relation to the Minister and the Treasurer and the Minister is the Treasurer.
- (2) The provision is satisfied if the thing is done by or in relation to the Minister.

#### **43        Part additional to standard**

- (1) This part is additional to and does not derogate from the standard.
- (2) However, if there is an inconsistency between this part and the standard, this part prevails to the extent of the inconsistency.
- (3) Also, if something is required to be done under this part and the same thing, or something to the same effect, is required to be done under the standard, compliance with this part is sufficient compliance with the standard.

### **Division 2                Strategic and operational plans for theatre company**

#### **44        Draft strategic and operational plans**

- (1) The theatre company must prepare and submit to the Minister for the Minister's agreement, draft strategic and operational plans for the theatre company not later than 2 months before the start of each financial year.
- (2) In preparing the draft plans the theatre company must consult with the Minister.

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- (3) The theatre company must give copies of the draft plans to the Treasurer at the same time as it gives the plans to the Minister.
  - (4) The draft plans must—
    - (a) be in the form approved by the Minister; and
    - (b) provide for the things that a strategic plan and an operational plan for the theatre company must provide for under the standard or this part; and
    - (c) be accompanied by—
      - (i) a statement of resource implications, and major policy changes, resulting from the proposed plan; and
      - (ii) any budget documents the theatre company has prepared for the State's funding of the company.
  - (5) The theatre company and the Minister must try to reach agreement on the draft plans as soon as possible and in any event not later than 1 month before the start of the financial year.

## **45 Special procedures for draft strategic and operational plans**

- (1) The Minister may return the draft strategic and operational plans to the theatre company and ask it—
  - (a) to consider, or further consider, anything and deal with the thing in the draft plans; and
  - (b) to revise the draft plans in the light of its consideration or further consideration.
- (2) The theatre company must comply with the request as a matter of urgency but subsection (1) does not require the company to amend the draft plans.
- (3) If the draft plans have not been agreed to by the Minister by 1 month before the start of the financial year, the Minister may, by written notice, direct the theatre company—

- (a) to take specified steps in relation to the draft plans or either of them; or
  - (b) to make specified modifications of the draft plans or either of them.
- (4) The theatre company must immediately comply with the direction and include a copy of the direction in the plans, or the plan concerned.
- (5) The Minister may act under subsection (1) or (3) for a thing having resource implications for the theatre company that are likely to require additional funding by the State only if the Minister has consulted with the Treasurer about the implications.

#### **46 Strategic and operational plans on agreement**

- (1) When the draft strategic and operational plans have been agreed to in writing by the Minister, they become the theatre company's strategic and operational plans for the relevant financial year.
- (2) However, the Minister must not agree to the plans for subsection (1) until Parliament appropriates amounts for the department for the relevant financial year.

#### **47 Strategic and operational plans pending agreement**

- (1) This section applies if the Minister and the theatre company have not agreed to draft strategic and operational plans before the start of the relevant financial year.
- (2) The draft plans submitted, or last submitted, by the theatre company to the Minister before the start of the financial year, with any modifications made by the company, whether before or after that time, at the direction of the Minister, are taken to be the company's strategic and operational plans.
- (3) Subsection (2) applies until draft strategic and operational plans become the company's strategic and operational plans under section 46.

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## **48 Modifications of strategic and operational plans**

- (1) The theatre company may modify its strategic or operational plan only with the written agreement of the Minister.
- (2) The Minister may, by written notice, direct the company to modify its strategic or operational plan.
- (3) The Minister may act under subsection (1) or (2) for a modification having resource implications for the theatre company that are likely to require additional funding by the State only if the Minister has consulted with the Treasurer about the modification.

## **49 State's agreed triennial funding**

The theatre company's strategic plan must include the State's agreed funding proposals for the company for the period covered by the plan or, if the period is more than 3 years, the first 3 years.

## **50 Elements of operational plans**

The theatre company's operational plan must include the following—

- (a) targets for, and ways of measuring, outputs the company intends to supply;
- (b) identification of the outputs that are not in the company's commercial interests to supply;
- (c) identification of the outputs intended to be funded by amounts appropriated by Parliament for the department, or by other grants to the company;
- (d) identification of any outputs intended to be funded from the company's commercial and fundraising activities;
- (e) an outline of the nature and scope of activities, including commercial and fundraising activities, the company proposes to undertake;

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- (f) an outline of the major investments and borrowings the company intends to make;
- (g) an outline of the company's risk management policies and procedures;
- (h) an outline of the main undertakings proposed by the company.

## **51 Information systems and physical assets strategic plans**

The theatre company's information systems and physical assets strategic plans under the standard must be included in the company's strategic plan.

# **Part 5 Accountability matters**

## **52 Theatre company to keep Minister informed**

- (1) The theatre company must—
  - (a) keep the Minister reasonably informed of the company's operations including its financial and operational performance and the achievement of its goals; and
  - (b) give to the Minister reports and information that the Minister requires to enable the Minister to make informed assessments of matters mentioned in paragraph (a); and
  - (c) if matters arise that in the company's opinion may prevent, or significantly affect, achievement of its goals under its strategic plan or significantly affect its performance in delivering the outputs under its operational plan—immediately inform the Minister of the matters and its opinion about them.
- (2) Subsection (1) does not limit the matters of which the company is required to keep the Minister informed, or limit the reports or information that the company is required, or may be required, to give to the Minister, by another Act.

## **53 Monitoring and assessment of theatre company**

- (1) The Minister may ask an appropriately qualified officer of the department or another appropriately qualified person to investigate, and report to the Minister on, any matter relating to the theatre company.
- (2) The person may give written directions to the theatre company for the investigation.
- (3) Without limiting subsection (2), the person may direct the theatre company—
  - (a) to give to the person any information about the company that the person considers necessary or desirable in connection with the investigation; and
  - (b) to permit other persons authorised by the person to have access to specified records and other documents about the company that the person considers necessary or desirable in connection with the investigation; and
  - (c) to take steps the person considers necessary or desirable for the investigation.
- (4) The theatre company must ensure that any direction given to it under this section is complied with.
- (5) Before reporting on the investigation to the Minister, the person must consult with the theatre company about the report.

## **Part 6 Reporting**

### **54 Annual report**

The theatre company's annual report under the *Financial Accountability Act 2009* must include—

- (a) a summary of the operational plan for the relevant financial year; and
- (b) a summary of any modifications of the operational plan during the relevant financial year; and

- (c) particulars of any directions given to the company by the Minister that relate to the relevant financial year; and
- (d) particulars of the impact on the financial position of the company of any modifications of the operational plan, and any directions given to the company by the Minister, that relate to the relevant financial year.

## **Part 7                      Miscellaneous provisions**

### **55            Delegation by Minister**

- (1) The Minister may delegate the Minister's powers under this Act to an appropriately qualified officer of the department.
- (2) However, the Minister may not delegate any of the following powers—
  - (a) the power to give the theatre company a function for section 12(1)(j);
  - (b) the power to direct the theatre company under sections 15, 45(3) and 48(2);
  - (c) the power to agree in writing to, and agree in writing to modifications of, the theatre company's strategic and operational plans;
  - (d) the power to ask a person to investigate and report under section 53(1).

### **56            Protection from liability of members**

- (1) A member is not civilly liable for an act done, or omission made, honestly and without negligence under this Act.
- (2) If subsection (1) prevents a civil liability attaching to a member, the liability attaches instead to the theatre company.
- (3) This section is subject to section 57.
- (4) In this section—



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*member* includes a person appointed to a committee of the theatre company.

## **57      Illegal borrowing**

- (1) Subsection (2) applies if the theatre company borrows an amount that it is not authorised to borrow under an Act.
- (2) The members who consented to the borrowing are jointly and severally liable to repay the amount, and any interest on it, to the person from whom it was borrowed and the person may recover the amount and interest by action as for a debt in a court of competent jurisdiction.
- (3) Subsection (4) applies if an amount is appropriated from the theatre company's moneys to repay an amount mentioned in subsection (1) or interest on the amount.
- (4) The members who consented to the appropriation are jointly and severally liable to refund the amount, together with interest on the amount at a rate decided by the Treasurer, and the Treasurer may recover the amount and interest by action as for a debt in a court of competent jurisdiction.
- (5) If the Treasurer brings an action under subsection (4)—
  - (a) the Treasurer is entitled to costs as between solicitor and client; and
  - (b) any amount recovered must be paid to the theatre company.
- (6) Subsection (2) does not apply to a member if, at the time the member consented to the borrowing, the member believed on grounds that were reasonable in all the circumstances that the theatre company was authorised under an Act to borrow the amount.
- (7) Subsection (4) does not apply to a member if—
  - (a) subsection (2) does not apply to the member because of subsection (6); or
  - (b) the member did not consent to the borrowing.

**58 Application of rule against perpetuities**

For the application of the rule against perpetuities to gifts to the theatre company, the company's purposes are taken to be charitable.

**60 Building etc. occupied by theatre company taken to be public place**

- (1) This section applies for any Act conferring or imposing on a police officer powers or functions in respect of a public place or providing for offences committed in a public place.
- (2) A building or another place occupied by the theatre company is taken to be a public place.
- (3) Subsection (2) must not be construed to prevent or limit the imposition by the theatre company of conditions of entry for the building or other place.

**61 Theatre company's seal**

- (1) The theatre company's seal is to be kept in the custody directed by the theatre company and may be used only as authorised by the company.
- (2) The attaching of the seal to a document must be witnessed by—
  - (a) 2 or more members; or
  - (b) at least 1 member and the director; or
  - (c) a member or the director, and 1 or more other persons authorised by the theatre company.

**62 Authentication of documents**

A document made by the theatre company (other than a document required by law to be sealed) is sufficiently authenticated if it is signed by—

- (a) the chairperson; or

- (b) the director; or
- (c) a person authorised to sign the document by—
  - (i) resolution of the company; or
  - (ii) direction of the director.

### **63 Reward for information**

- (1) The theatre company may offer and pay a reward to a person who gives the company information about an offence it believes or suspects is committed in relation to its property or property in its possession.
- (2) If a court finds a person guilty of the offence and the theatre company has paid, or agreed to pay, the reward for information about the offence, the court may order the person to pay to the company the amount of the reward.
- (3) The amount is a debt owing by the person to the theatre company.
- (4) Subsection (2)—
  - (a) applies whether or not a conviction is recorded; and
  - (b) does not limit the court's jurisdiction to impose a penalty or make another order for the offence.

### **64 Proceedings for offences**

A proceeding for an offence under this Act may be instituted summarily under the *Justices Act 1886*.

### **65 Description of property in proceeding**

In any proceeding taken for an offence committed in relation to property, or property in the possession, of the theatre company and in which it is material to prove ownership of the property, it is enough to allege the theatre company owns the property.

**66 Regulation-making power**

The Governor in Council may make regulations under this Act.

**67 Queensland Theatre Company Act 1970 references**

In an Act or document, a reference to the *Queensland Theatre Company Act 1970* is a reference to this Act.

## **Part 8 Transitional provisions**

### **Division 1 Transitional provisions for Arts Legislation Amendment Act 2003**

**68 Definitions for div 1**

In this division—

*commencement* means commencement of this section.

*former name* means the Royal Queensland Theatre Company.

**69 Duration of certain appointments**

- (1) This section applies to a person who was a member of the theatre company immediately before the commencement.
- (2) Despite section 10(1), the person's appointment as a member continues until the day the appointment would have ended under this Act as in force immediately before the commencement, unless earlier ended under section 10(3).

**70 References to theatre company by former name**

In an Act or document, if the context permits, a reference to the theatre company by its former name is taken to be a reference to the theatre company.

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## Division 2                      Transitional provisions for Vocational Education, Training and Employment and Other Legislation Amendment Act 2007

### 71            Definitions for div 2

In this division—

***commencement*** means the commencement of the provision in which the term is used.

***current appointment***, of the present director, means the director's appointment by the Governor in Council under the pre-amended Act, section 31(1), on 13 May 1999.

***current conditions*** see section 72(1).

***pre-amended Act*** means this Act as in force before the commencement.

***present director*** means the person holding office as the director at the commencement.

### 72            Conditions on which present director holds office

- (1) Subject to this division, the present director continues to hold the office on the conditions (the ***current conditions***) applying under the pre-amended Act, section 31(2), immediately before the commencement.
- (2) The present director's current appointment ends and the director ceases holding the office at the end of 2 August 2010.
- (3) Subsection (2) does not prevent the present director ceasing to hold the office at an earlier time under the current conditions or those conditions as amended.
- (4) If the present director ceases to hold the office under subsection (3), the director's current appointment also ends.

**73 Current conditions may be amended**

- (1) The theatre company may, with the Governor in Council's approval, amend the current conditions.
- (2) However, subject to section 72(3), the conditions can not be amended in a way that would interfere with the operation of section 72(2).

**74 No compensation payable**

Compensation may not be claimed by, and is not payable to, the present director, whether under the current conditions, those conditions as amended or otherwise, because of the operation of section 72(2).