

SOUTH AUSTRALIA

**PUBLIC CORPORATIONS (STATE OPERATING CORPORATION)
REGULATIONS 1995**

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REGULATIONS UNDER THE PUBLIC CORPORATIONS ACT 1993

*Public Corporations (State Opera Ring Corporation)
Regulations 1995*

being

No. 154 of 1995: *Gaz.* 6 July 1995, p. 34¹

¹ Came into operation 6 July 1995: reg. 2.

Citation

1. These regulations may be cited as the *Public Corporations (State Opera Ring Corporation) Regulations 1995*.

Commencement

2. These regulations will come into operation on the day on which they are made.

Interpretation

3. In these regulations, unless the contrary intention appears—

"**Act**" means the *Public Corporations Act 1993*;

"**board**" means the board of directors established as the governing body of the Ring Corporation under these regulations;

"**director**" means a person holding office as a member of the board under these regulations;

"**Ring Corporation**" means the *State Opera Ring Corporation* established under these regulations;

"**State Opera**" means the State Opera of South Australia established under the *State Opera of South Australia Act 1976*.

Application of Act to State Opera

4. The following provisions of the Act apply to the State Opera:

- (a) Part 1 (*Preliminary*);
- (b) section 24 (*Formation of subsidiary by regulation*);
- (c) section 25 (*Dissolution of subsidiary established by regulation*);
- (d) the schedule (*Provisions applicable to subsidiaries*).

Establishment of State Opera Ring Corporation

5. (1) The *State Opera Ring Corporation* is established as a subsidiary of the State Opera.

(2) The Ring Corporation—

- (a) is a body corporate; and
- (b) has perpetual succession and a common seal; and
- (c) is capable of suing and being sued in its corporate name.

Establishment of board

6. (1) A board of directors is established as the governing body of the Ring Corporation.

(2) Anything done by the board in the administration of the Ring Corporation's affairs is binding on the Ring Corporation.

Composition of board

7. (1) The board consists of—

- (a) members of the Board of Management of the State Opera appointed by the State Opera with the approval of the Minister; and
- (b) not more than four other persons appointed by the State Opera with the approval of the Minister.

(2) The board's membership must include—

- (a) persons who together have, in the Minister's opinion, the abilities and experience required for the effective performance of the Ring Corporation's functions and the proper discharge of its business and management obligations;
- (b) at least one man and one woman.

(3) One director will be appointed by the State Opera with the approval of the Minister to chair meetings of the board.

(4) The State Opera may, with the approval of the Minister, appoint a director to be the deputy of the director appointed to chair meetings of the board and the deputy may perform or exercise the functions and powers of that director in his or her absence.

(5) On the office of a director becoming vacant, a person may be appointed in accordance with this regulation to the vacant office.

Conditions of membership

8. (1) The appointment of a director will be for a term, not exceeding three years, specified in the instrument of appointment and any such director will, at the expiration of a term of appointment, be eligible for reappointment.

(2) The office of a director becomes vacant if the director—

- (a) dies; or
- (b) completes a term of office and is not reappointed; or
- (c) resigns by written notice to the State Opera; or
- (d) becomes bankrupt or applies to take the benefit of a law for the relief of insolvent debtors; or
- (e) is convicted of an indictable offence; or
- (f) is, with the approval of the Minister, removed from office by the State Opera by written notice on any ground considered sufficient by the State Opera and the Minister.

Vacancies or defects in appointment of directors

9. An act of the board is not invalid by reason only of a vacancy in its membership or a defect in the appointment of a director.

Proceedings

10. (1) A quorum of the board consists of a number of members equal to one more than half (disregarding any fraction) of the number of members for the time being appointed to the board.

(2) The director appointed to chair meetings of the board will preside at meetings of the board at which he or she is present.

(3) If the director appointed to chair meetings of the board is absent from a meeting of the board, the meeting will be presided over—

(a) if another director has been appointed as that director's deputy and is present at the meeting—by the deputy; or

(b) in any other case—by a director chosen by the directors present at the meeting.

(4) A decision carried by a majority of the votes cast by directors at a meeting is a decision of the board.

(5) Each director present at a meeting of the board has one vote on a question arising for decision and, if the votes are equal, the director presiding at the meeting may exercise a casting vote.

(6) A telephone or video conference between directors will, for the purposes of this regulation, be taken to be a meeting of the board at which the participating directors are present if—

(a) notice of the conference is given to all directors in the manner determined by the board for that purpose; and

(b) each participating director is capable of communicating with every other participating director during the conference.

(7) A proposed resolution of the board becomes a valid decision of the board despite the fact that it is not voted on at a meeting of the board if—

(a) notice of the proposed resolution is given to all directors in accordance with procedures determined by the board; and

(b) a majority of the directors express their concurrence in the proposed resolution by letter, telex, facsimile transmission or other written communication setting out the terms of the resolution.

(8) The board must cause accurate minutes to be kept of its proceedings.

(9) Subject to these regulations, the board may determine its own procedures.

Chief executive officer

11. The chief executive officer of the State Opera will be the chief executive officer of the Ring Corporation.

Functions of Ring Corporation

12. (1) The Ring Corporation's functions are limited to the following:

- (a) to produce and stage the operas comprising *Der Ring des Nibelung* ("**the Ring**") in Adelaide;
- (b) to market and promote the Ring within and outside the State;
- (c) to do (whether within or outside the State) all things necessary for, or incidental or ancillary to, the production, staging, marketing and promotion of the Ring.

(2) In performing its functions, the Ring Corporation must, at least once in each quarter, report to the State Opera on the financial status of the Corporation.

(3) In this section—

"**quarter**" means a period of 3 months ending on 30 September, 31 December, 31 March or 30 June.

Common seal and execution of documents

13. (1) The common seal of the Ring Corporation must not be affixed to a document except in pursuance of a decision of the board, and the affixing of the seal must be attested by the signatures of two directors.

(2) The board may, by instrument under the common seal of the Ring Corporation, authorise a director, an employee of the Corporation (whether nominated by name or by office or title) or any other person to execute documents on behalf of the Corporation subject to conditions and limitations (if any) specified in the instrument of authority.

(3) Without limiting subregulation (2), an authority may be given so as to authorise two or more persons to execute documents jointly on behalf of the Ring Corporation.

(4) A document is duly executed by the Ring Corporation if—

- (a) the common seal of the Corporation is affixed to the document in accordance with this regulation; or
- (b) the document is signed on behalf of the Corporation by a person or persons in accordance with authority conferred under this regulation.