

Maitland Repertory Theatre Incorporated

Constitution

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Document Control

1. 22 March 2011: This Constitution was adopted members of Maitland Repertory Theatre Inc by Special Resolution at the Annual General Meeting held 22 March 2011, being a modified version of the 2010 Department of Fair Trading NSW model constitution.
2. 30 March 2016: Amendments to allow for the election of Alternative Committee Members at each annual general meeting:
 - the addition of clauses 14 (6), 14 (7) and 14 (8)
 - the replacement of the first 2 lines of clause 15 (1) with:
 - “ (1) Nominations of candidates for election as office-bearers of the association, as ordinary committee members or as alternative committee members: ”
 - the addition of the words “and Alternative Committee Members” after the words “ordinary committee members” in clause 15 (6)

Objects

The objects for which the Association is established are:-

- a) To provide a friendly supportive environment in which theatrical performances such as plays, revues, dance, poetry and other drama items can be staged for the public and/or for the membership itself.
- b) To provide conditions where the matters noted in (a) can be prepared and performed to the highest standard possible for public and association performance.
- c) To provide, where possible, training facilities for actors and others associated with stage productions to improve their skills.
- d) To provide for public and the membership itself a variety of dramatic entertainments as thought fit by the committee of management.
- e) As far as possible to organise the association so that all members are given opportunities to perform as actors or engage in the associated activities involved in performances while still adhering to the aim of reaching the highest standard possible.
- f) To respect the work done by all members of the association.
- g) To encourage all members to work as members of a team.
- h) To use a variety of ways to promote the Association's performances so that as many people as possible know about the performances.
- i) To seek, obtain, assume or accept registered proprietorship of the premises now known as Maitland Repertory Playhouse.
- j) To operate, manage and control the premises now known as Maitland Repertory Playhouse.
- k) To seek and accept registered proprietorship of such other real estate as may become necessary from time to time.
- l) To operate, manage and control such other real estate of which the Association is registered proprietor.
- m) To engage persons of sufficient and adequate training to carry out the objects of the Association.
- n) To co-operate with similar institutions for the purposes of promoting the objects of the Association.
- o) To promote such activities as may be permitted by law for the purposes of raising finance to support the Association.
- p) To apply such real estate and such other chattels as are held by the association to the use of the Maitland Repertory Theatre Incorporated or as it may from time to time direct.
- q) To print and publish any newspaper, periodical, book, leaflet, programme, brochures, journal, newsletter or other promotional material of any kind and by any method that the Association may consider desirable for the promotion of the objects of the Association.
- r) To initiate, promote and organise deputations or petitions on matters relating to the advancement of the objects of the Association.

- s) To apply for any subsidies or funding for the purposes of advancing the objects of the Association.
- t) To ensure that the resources of the association are usefully applied for the education and entertainment of all members of the community.
- u) To apply for and obtain any order, Act of Parliament or Royal Charter, provisional or otherwise to enable the Association to carry any of its objects into effect or for effecting any modification of the objects and rules of the Association or for any other purpose which may seem expedient to or enable the Association to oppose any proceedings or applications.
- v) To absorb or affiliate, amalgamate, communicate with or enter into other relationships, whether formal or informal, with any companies, institutes or societies or associations having objects and purposes similar to the objects and purposes of the Association. To subscribe to, or become a member of, or co-operate with any such bodies and to procure from and communicate with any such bodies such information as may be conducive to forwarding the objects of the association provided that the association shall not amalgamate with any company, institute or society or other association unless the same shall prohibit the distribution of its income and property among its members either while extant or upon dissolution.
- w) To co-operate with State and Federal Government agencies in activities which are within the objects of the Association.
- x) To purchase, take on lease, exchange, hire or otherwise acquire any property real or personal or any rights or privileges.
- y) To sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- z) To invest or otherwise deal with any moneys and to vary, transfer, sell, or otherwise dispose of any investment.
- aa) To borrow money or obtain the payment of money whether as an unsecured loan or by way of mortgage, by the issue of debentures or otherwise and to repay any such loan or to purchase back or obtain the release of any such security.
- bb) To invite and receive donations and grants.
- cc) To subscribe to any charity, or to make a donation for any public purpose where the objects of the donee are similar to those of the Association.
- dd) To purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the companies, institutes, societies or associations which the association is authorised to absorb or with which it is authorised to amalgamate.
- ee) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutes, societies or associations which the association is authorised to absorb or with which it is authorised to amalgamate.
- ff) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- gg) To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and extension of the Association.

- hh) To construct, improve, maintain, develop, work, manage, carry out, alter, repair or control any houses, buildings, grounds, works or conveniences for the purposes of the Association or which may seem calculated directly or indirectly to advance the Association's interest and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration, repair or control thereof.
- ii) To obtain and hold any licence or licences or commissions necessary to enable the Association to advance its objects.
- jj) To indemnify any person or persons whether members of the Association or not who may incur and have incurred any personal liability for the benefit of the Association and for that purpose to give any such person or persons mortgage, charges or other security over the whole or any of the real or personal property present or future of the Association.
- kk) To appoint, employ, hire, remove or suspend such managers, clerks, secretaries, servants, workman or other persons as may be necessary or convenient for the purposes of the Association or the furtherance of its objects.
- ll) To carry on all such activities and do all such other things as may be necessary or desirable for the purposes of the Association or any of them or are incidental or conducive to the above objects or any of them
- mm) To conduct the Association in such a manner as shall be beneficial to all members of the public and specifically all children and their parents, guardian, relatives and custodians.
- nn) To conduct the Association in such a manner as to give particular consideration to those in poverty and need.
- oo) **Interpretation of Objects.** In the interpretation hereof the meaning of any of the objects as herein set forth shall not be restricted in any way by the juxtaposition of any two or more meaning of any of the objects and each of such objects shall in all ways and for all purposes be construed and interpreted as if it were a separate and severable and distinct object of an independent body and that in the event of any ambiguity the words shall be construed so as to widen and be an enlargement of and not restrict in any way the powers of the Association.

Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Membership

2. Membership Generally

(1) A person is eligible to be a member of the association if:

(a) the person is a natural person, and

(b) the person has been nominated and approved for membership of the association in accordance with clause 3.

Honorary Members, Life Members and Patrons

(2) Honorary membership may be granted by the Committee without payment of any subscription to any person over the age of 21 years at the discretion of the Committee provided such person subscribes to the Constitution of the Association.

(3) The Committee shall have the power to cancel the honorary membership of any person at any time and without assigning any reason.

(4) The Association may in general meeting by a simple majority of those present and voting confer on any person the title of Patron.

(5) Any person may be admitted as a Life Member of the Association by a special resolution of the Association passed at any general meeting of the Association pursuant to a resolution of the Committee recommending to the general meeting that such person be so admitted. The Committee shall not recommend for Life Membership any person unless the Committee is satisfied that that person has given outstanding and meritorious service to the Association for a period exceeding ten years.

- (6) Any Patron or Life Member shall be permitted to attend any general meeting of the Committee and address such meeting and join in discussion but shall not be entitled to vote unless duly elected to the Committee at an Annual General Meeting in accordance with clause 15. Life members shall be entitled to vote at Annual and Special General Meetings of members, and Patrons and Life Members shall receive a badge or other significant form of acknowledgement of their position as Patron or Life Member.

3. Nomination for Membership

- (1) A nomination of a person for membership of the association:
- (a) must be made by a member of the association in writing in a form to be determined from time to time by the Committee, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

4. Cessation of Membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership Entitlements Not Transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of Membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of Members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and Subscriptions

- (1) A member of the Association shall upon admission to membership pay the Association an annual subscription of \$1.00 or such other amount as may from time to time be determined by the Committee.
- (2) Nothing herein shall restrain the Committee from determining a pro rata subscription rate payable by a new member joining any time after 28 days after the Annual General Meeting.

9. Members' Liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. Resolution of Disputes

- (1) The Management Committee will attempt to resolve any dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association by direct communication and mediation with the parties involved.
- (2) If a dispute is not resolved by direct communication and mediation with the parties involved within two months then the dispute may be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of Members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to

make submissions to the committee in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Right of Appeal of Disciplined Member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 – The committee

13. Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Composition and Membership of Committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) seven ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be twelve.

- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the senior vice-president,
 - (c) the junior vice-president,
 - (d) the treasurer,
 - (e) the secretary.
- (4) A committee member may hold up to two offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

Alternative Committee Members

- (6) Occasionally, at the committee's monthly meetings, a quorum is not present; this means that the meeting cannot proceed, thus slowing decision making processes and negatively impacting theatre administration. To prevent this happening, at every annual general meeting three Alternative Committee Members are to be elected.
- (7) If a committee member(s) indicates that they are unable to attend a particular meeting, and provided this apology is received within 48 hours of the meeting (or at the Secretary's discretion), the Secretary will contact Alternative Committee Member(s) in accord with clause 14 (8) and ask them to attend in the place of the absent member. The Alternative Committee Member(s) is empowered with full voting rights for the duration of this attended meeting and is considered as an ordinary committee member for the purposes of a quorum.
- (8) Upon receiving an apology from a committee member, the Secretary will list the Alternative Committee Members elected at the previous Annual General Meeting in alphabetical order and request the first person on this list to attend the meeting. If this person is unavailable, or if more than one apology is received, the Secretary will contact the second person on the list. Depending on the outcome of this invitation(s), the Secretary may also need to contact the third person. To ensure equity of representation amongst Alternative Committee Members, if an apology is received for the following month, the Secretary will begin by contacting the second person on the list, then the third, and finally the first. This pattern will continue for subsequent meetings.

15. Election of Committee Members

- (1) Nominations of candidates for election as office-bearers of the association, as ordinary committee members or as alternative committee members:
 - (a) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 28 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers, and ordinary committee members and Alternative

Committee Members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
- (8) Nominations for election to the Committee shall be published in a newsletter prior to the Annual General Meeting.

16. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from three consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19. Removal of Committee Members

- (1) The association in general meeting may by resolution remove any member of the committee from

the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee Meetings and Quorum

- (1) The Committee of Management shall meet at least once every three (3) months in each Calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any seven members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:-
 - (a) the president or, in the president's absence, the senior vice-president shall preside; if the Senior Vice-President is absent, the Junior Vice President shall preside; or
 - (b) if the president and the vice-presidents are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.
- (9) For the purposes only of urgent business the president may authorise the secretary to conduct a poll of Committee members without convening a meeting provided such poll relates to a specific issue and provided greater than seven (7) members of the Committee are in favour of the proposal. The issue so resolved shall be deemed to be a valid resolution of the Committee not requiring any further ratification but which shall be appropriately recorded in the minute book by the secretary.

21. Delegation by Committee to Sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) Unless otherwise determined by the Committee the president shall be an ex officio member of all sub-committees.

22. Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General meetings

23. Annual General Meetings - Holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual General Meetings - Calling of and Business

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to

- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special General Meetings - Calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Committee shall, on the requisition in writing of not less three (3) members or five (5) percent of the total number of members, whichever is the greater, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) Nothing herein shall prevent the secretary from effecting service of any notice upon a member personally or by the Association's newsletter.
- (6) Providing notice has been given as in these rules defined the non-receipt of a notice of a meeting by a member entitled to receive notices shall not invalidate the proceedings of any meeting.

27. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Fifteen (15) members or 20 percent of the membership (whichever is the greater) present in

person and being members entitled under these rules to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

28. Presiding Member

- (1) The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of Decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot -a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special Resolutions

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.
- (2) A resolution is passed by the association as a special resolution:
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in such other manner as the Director-General may direct,
 - (c) if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

- (3) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (4) A direction under subsection (1) (b) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a).

32. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at a meeting of the Association unless all money due and payable by the member to the Association has been paid other than the amount of the annual subscription payable in respect of the then current year.
- (4) Notwithstanding anything elsewhere herein contained a person shall not be entitled to vote at an annual general meeting unless that person has been a financial member for a period exceeding 90 days.
- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Part 5 – Miscellaneous

34. Insurance

The association may effect and maintain insurance.

35. Funds - Source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds - Management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

37. Change of Name, Objects and Constitution

- (1) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.
- (2) The association may apply to the Director-General for registration of a change in the association's

name, objects or constitution.

- (3) An application may only be made pursuant to a special resolution passed by the association.
- (4) An application:
 - (a) must be in the approved form, and
 - (b) must include details of the proposed change, and
 - (c) must include a copy of the special resolution by which the association has approved the change, and
 - (d) must be accompanied by the fee prescribed by the regulations.
- (5) The association's constitution, as proposed to be changed, must address each of the matters referred to in Schedule 1 of the Act.

38. Custody of Books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

39. Inspection of Books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

40. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

41. Financial Year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

42. Service of Documents on the Association

- (1) Unless otherwise determined by the Committee a document shall be deemed to have been served upon the Association:-

- (a) if it is served personally upon the secretary;
- (b) if it is left at the usual abode of the secretary or postal address of the Association as notified to the Association in accordance with these rules;
- (c) if its receipt is acknowledged by the secretary notwithstanding any manner of delivery.

43. Payment of Office-Bearers and Members

- (1) A member of the Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except:-
 - (a) as repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association;
 - (c) reasonable and proper rent for premises let to the Association; and
 - (d) honorarium payments.

44. Vacation of Office

- (1) Without limiting the operation of any abovementioned rule the office of a member of the Committee shall become vacant if:-
 - (a) the member holds an office of profit in the Association; or
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company or corporation of which a member of the Committee may be a member or to any other company in which a member shall not hold more than a one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment. Clause (b) shall not apply if the Committee member declares a conflict of interest, refrains from voting on the matter/s under discussion and follows any directions given by the Committee of Management on the matter.

45. Surplus Property

- (1) If upon the winding up or the dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be handed over to an organisation with objects of a similar nature to this Association and any organisation to whom the property is given shall have a similar rule preventing distribution of its assets amongst its members within its own constitution.

46. Records

- (1) Upon the termination of the period of three (3) months after the confirmation of any minutes of any meeting of the Committee or its sub-committees such minutes shall be deemed to be a true and accurate record of the events noted therein.

47. Public Officer

- (1) The Committee shall appoint a Public Officer annually.
- (2) The Committee shall be at liberty to withdraw such an appointment at will and without giving reasons.
- (3) Nothing herein shall prevent a member of the Committee being the Public Officer.

48. Real Estate

- (1) Notwithstanding any other rule herein the Association shall not divest itself of any real estate otherwise than by a special resolution at a general meeting called in accordance with these rules.

49. Standing Orders

- (1) Nothing in these rules shall restrain the Committee from determining standing orders for the

50. Rescission of Resolutions

- (1) No resolution of the Association may be rescinded at the same meeting at which it was passed - or a subsequent adjournment of that meeting - but may be rescinded at a subsequent meeting. A rescission motion shall require seven (7) votes or more at a Committee meeting before it is at liberty to be declared as successful.

51. Interpretation

- (1) The Committee of management shall be the sole authority for the interpretation of the rules, standing orders and by laws for the internal management of the Association and the decision of the Committee of management upon any question of interpretation or upon any matter affecting the Association and not provided for by these rules or by the by-laws or any regulation or rule of law shall be final and binding on the members.

52. Audit

- (1) The auditor or auditors shall be elected at the annual general meeting. They shall examine all accounts, vouchers, receipt books etc and furnish a report thereon to the members of the annual general meeting. Audits shall be conducted at regular intervals of not more than twelve months;
- (2) An auditor shall not be a member of the Committee of management, or closely related to a member of the Committee of management;
- (3) Subject to paragraph (4) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least 21 days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least 7 days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if he so wishes be heard at such annual general meeting;
- (4) Where the current auditor submits his resignation or notifies the secretary of his intention not to seek re-election as auditor paragraph (iii) hereof shall not apply.

53. Indemnification

- (1) All office bearers of the Association, who may, by authority of the Committee, accept or incur any pecuniary or other liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability but shall not be so indemnified if acting outside scope of their authority.

54. Mortgages

- (1) The Association shall be at liberty to mortgage any Real Estate of which it is the registered proprietor.

Public Fund

55. The Establishment and Maintenance of a Public Fund

- (1) Clauses relating to a public fund
 - (a) The Association will establish and maintain a public fund.
 - (b) Donations will be deposited into the public fund listed on the Register of Cultural Organisations.
 - (c) These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
 - (d) The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct

Constitution of Maitland Repertory Theatre Inc. adopted 22 Mar 2011 with amendments 30 Mar 2016
from obligations solely in regard to the cultural objectives of Maitland Repertory Theatre Incorporated.

- (e) No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
 - (f) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
 - (g) Receipts for gifts to the public fund must state:
 - the name of the public fund and that the receipt is for a gift made to the public fund;
 - the Australian Business Number of the company;
 - the fact that the receipt is for a gift; and
 - any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- (2) Winding up clause
- (a) If upon the winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

~~ Constitution Ends~~