

CONSTITUTION OF ALBATROSS MUSICAL THEATRE COMPANY INCORPORATED



Revised January 2022

Based on the Model Constitution provided by NSW Fair Trading
2016 and under the Associations Incorporation Act 2009

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Part 1 Preliminary

(1) Name:

The name of the Company shall be the Albatross Musical Theatre Company Incorporated (to be referred to as AMTC)

(2) Patrons:

The Commanding Officer, H.M.A.S. Albatross, Nowra, shall be invited to the Patron with other persons whom the Company may elect.

(3) Objectives:

The objectives of the Company shall be as follows:

- a) To produce Musicals and such other entertainment as decided by the Committee.
- b) To promote a love of Theatre and to develop dramatic art in the City of Shoalhaven and the wider community.
- c) To discuss and study all matters affecting stagecraft and theatre presentations.
- d) To assist local charitable groups by the way of donations

(4) Communication:

May include letters, emails, or other methods agreed upon by the committee.

(5) Rules and Policies:

- a) AMTC shall ensure that it is compliant with all state and federal legislation.
- b) AMTC shall ensure it has a current code of conduct.

1 Definitions

(1) In this constitution:

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

secretary means:

- (a) the person holding office under this constitution as secretary of the Company, or
- (b) if no person holds that office - the public officer of the Company.

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (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 Company if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the Company in accordance with clause 3.
- (2) A person is taken to be a member of the Company if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the Company if the person was one of the individuals on whose behalf an application for registration of the Company under section 6 (1) (a) of the Act was made.

3 Application for membership

- (1) An application by a person for membership of the Company:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and

- (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the Company.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary or nominated person must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary or treasurer must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Company.

4 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Company, or
- (d) fails to pay the annual membership fee under clause 8 (1) 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 Company:

- (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 Company may resign from membership of the Company by first giving to the secretary written notice of at least 1 month (or any other period that 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 Company 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 secretary or nominated person by the committee must establish and maintain a register of members of the Company (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Company 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 Company, or
 - (b) if the Company has no premises, at the Company's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Company at any reasonable hour
- (4) 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.
- (5) 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 an AMTC newsletter, a notice in respect of a meeting or other event relating to the Company or other material relating to the Company, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- (7) Membership shall be divided into:
 - (a) Members: They shall be current financial members who are eligible to accept office, vote at all General Meetings and other opportunities at the discretion of the Committee.
 - (b) Life Membership: This may be granted to persons who have given exceptional service to the Company. Such membership shall be nominated and approved by the Committee. These persons shall maintain the benefits of membership.
 - (c) Junior Members: People under the age of 18, may join at a minimal subscription fee with no voting rights and may not hold office. They may be offered other company opportunities at the discretion of the committee such as workshops and scholarships.

8 Fees and subscriptions

- (1) There shall be an annual membership subscription decided by the committee to be applied at the start of each calendar year. Members can renew their membership by paying the membership fee anytime from 1st

Jan or up until the end of March (preferably at or before the AGM). New members still must apply according to clause 3.

- (2) A member who remains unfinancial for a period exceeding twelve months will be required to reapply for membership.

9 Members' liabilities

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

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Company, or a dispute between a member or members and the Company, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to a 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 Company:
 - (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 Company, or
 - (c) acts in contradiction to the AMTC Code of Conduct
- (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 Company or suspend the member from membership of the Company 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 Company confirms the resolution under clause 12, whichever is the latter.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Company in a 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 Company to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Company 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 Company.

Part 3 The Committee

13 Powers of the committee

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

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

14 Composition and membership of the committee

- (1) The committee is to consist of:

- (a) the office-bearers of the Company, and
- (b) at least 5 ordinary committee members, each of whom is to be elected at the annual general meeting of the Company under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members should not exceed 11.
- (3) The office-bearers of the Company are as follows:
- (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Company or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the Company and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination). Nominations can be received prior to or at the AGM.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected. Further nominations may 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 of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (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 Company.

16 Secretary

- (1) The secretary of the Company must, as soon as practicable after being appointed as secretary, lodge notice with the Company of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

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

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

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 Company to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until 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 Company, or
 - (c) is or 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 3 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 Company 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 Company, the secretary or the president may send a copy of the representations to each member of the Company 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 must meet at least 3 times in each period of 12 months at the place and time that 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 any other period that 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 5 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 vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.
- (9) Some deliberations at committee meetings may be deemed privileged and are not to be divulged unless specifically authorised by resolution of the Committee. Minutes should reflect that such a deliberation occurred but without detail. It may be tagged as 'Business in Confidence' or 'Personal and Confidential' with details to be released at an appropriate time.

21 Appointment of company members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Company as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Company that the committee thinks fit) the exercise of any of the functions of the committee that 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 any conditions or limitations as to the exercise of any function, or as to time or circumstances, that 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.

24 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

25 Annual general meetings - holding of

- (1) The Company must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Company must hold its annual general meetings:
 - (a) within 6 months after the close of the Company's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Company is, subject to the Act and to clause 25, to be convened on the date and at the place and time that 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 Company during the last preceding financial year,
 - (c) to elect office-bearers of the Company and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.
- (4) The Annual General Meeting (AGM) shall be held in February of each year. Notice in writing shall be given to each financial member at least seven (7) days prior to the meeting via website and Facebook page or whatever media outlet is decided upon by the committee.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Company.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Company.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) 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 the 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.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Company, 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 Company, 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.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (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 26 (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.

29 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) Six members present (being members entitled under this constitution 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 3) are to constitute a quorum.

30 Presiding member

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

31 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 Company 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.

32 Making of decisions

- (1) A question arising at a general meeting of the Company is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, 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 Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

33 Special resolutions

A special resolution may only be passed by the Company in accordance with section 39 of the Act.

34 Voting

- (1) On any question arising at a general meeting of the Company 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 any general meeting of the Company unless all money due and payable by the member to the Company has been paid.
- (4) A member is not entitled to vote at any general meeting of the Company if the member is under 18 years of age.

35 Proxy votes permitted

Proxy voting can be undertaken at or in respect of a general meeting.

- (1) All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.
- (2) A member (or proxy) is not entitled to vote at any General Meeting of the Company unless all money due and payable by the member (or proxy) to the Company, has been paid, other than the amount of the Annual Subscription payable in respect of the then-current year.
- (3) Appointment of proxies:

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

36 Postal or electronic ballots

- (1) The Company may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Company's members a reasonable opportunity to participate.
- (2) A member of the Company who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Productions

38 Approval of

- (1) All productions are to be approved by the committee with a majority vote.

39 Production Team

- (1) The committee will oversee the organisation of the Production Team. The members of the team will be approved by the committee.

40 Reporting

- (1) A system of regular reporting to the committee of progress and issues will be put in place by the Production Team for the duration of each production.

41 Auditions and casting

- (1) As a rule, roles for productions will be auditioned but there may be special productions where the committee may cast without auditions.

(2) Where auditions are required:

- (a) At least two (2) audition sessions are to be held before casting a production.
- (b) Auditions are to be advertised to attract new performers.
- (c) Casting for each production should be made by collaboration of the senior members of the production team. The committee will be given the opportunity to review the cast list before finalising.
- (d) All those who auditioned are to be advised whether successful or unsuccessful as soon as practicable and before the formal announcement of the cast is made.
- (e) Cast announcement to be made via website and Facebook page or whatever media outlet is decided upon by the committee.

Part 6 Miscellaneous

42 Insurance

The Company shall effect and maintain insurance.

43 Funds - source

- (1) The funds of the Company are to be derived from ticket sales, annual subscriptions of members, donations and any other sources that the committee determines.
- (2) All money received by the Company must be deposited as soon as practicable and without deduction to the credit of the Company's bank or other authorised deposit-taking institution account.
- (3) The Company shall issue an appropriate receipt upon request.

44 Funds - management

- (1) Subject to any resolution passed by the Company in general meeting, the funds of the Company are to be used solely in pursuance of the objects of the Company in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

45 Company is non-profit

Subject to the Act and the Regulation, the Company must apply its funds and assets solely in pursuance of the objects of the Company and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

46 Distribution of property on winding up of Company

- (1) Subject to the Act and the Regulations, in a winding-up of the Company, any surplus property of the Company is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the Company is a reference to that property of the Company remaining after satisfaction of the debts and liabilities of the Company and the costs, charges and expenses of the winding-up of the Company.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

47 Change of name, objects and constitution

An application for registration of a change in the Company'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.

48 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Company must be kept in New South Wales:

- (a) at the main premises of the Company, in the custody of the public officer or a member of the Company (as the committee determines), or
- (b) if the Company has no premises, at the Company's official address, in the custody of the public officer.

49 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Company at any reasonable hour:
 - (a) records, books and other financial documents of the Company,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Company.
- (2) A member of the Company 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.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Company to inspect or obtain a copy of records of the Company that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Company.

50 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.

51 Financial year

The financial year of the Company is:

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

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

Part 7 - Constitution

52 Constitution

This Constitution from the date of its acceptance shall suspend all previous rules, regulations and constitutions. This constitution shall only be amended or altered in the following manner:

- (1) Notice of motion having for its object the amendment or replacement of this Constitution shall be given to the Secretary and be voted in the affirmative by six (6) committee members and recorded in the minutes.
- (2) Such a motion shall be received at the next ensuing Committee Meeting, which shall then appoint a day and time, not more than two (2) months after the date of such a notice of motion, for a Special General Meeting, of which all members shall have at least twenty-one (21) days notice in writing, setting out the full nature of the proposed amendments.
- (3) If appropriate, a motion to amend the Constitution, may also be considered at the Annual General Meeting, subject to the notice being given in the above manner.
- (4) The General Meeting so called shall decide whether to accept or reject or alter the proposed amendment and such amendment, if passed by 75% majority of the members present shall, upon being entered into the minute book, becomes part of this Constitution.
- (5) Constitution amendments:
 - (a) June 1990
 - (b) December 1994
 - (c) August 2000
 - (d) August 2019