

# EASTWOOD UNITING CHURCH MUSICAL SOCIETY INCORPORATED CONSTITUTION

## PART 1 - PRELIMINARY

### Definitions

1. (1) In this Constitution:
  - "*floor member*" means a member of the executive committee who is not an office-bearer of the Society, as referred to in paragraph 16(2);
  - "*general secretary*" means:
    - (a) the person holding office under this Constitution as general secretary of the Society; or
    - (b) if no such person holds that office - the public officer of the Society;
  - "*public officer*" means a member appointed by the executive committee at any time to fulfil the duties of that office as required under the Act.
  - "*special general meeting*" means a general meeting of the Society other than an annual general meeting;
  - "*the Act*" means the Associations Incorporation Act 1984;
  - "*the Regulation*" means the Associations Incorporation Regulation 1994.
  - "*Society*" means the Eastwood Uniting Church Musical Society Incorporated.
- (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 - OBJECTIVES

2. The following are the objectives of the Society:
  - (A) To promote produce and perform in the district of Eastwood and elsewhere musical and theatrical works.
  - (B) To raise money for charitable causes by means of performances of musical or other theatrical works.
  - (C) To provide a means of introduction of members of the Society and others into the Uniting Church in Australia.
  - (D) To observe and promote within the limitations of (A) above, the aims and objectives of the Uniting Church in Australia.

## PART 3 - MEMBERSHIP

### Membership qualifications

3. (1) A person is qualified to be a member of the Society if, but only if:
  - (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
  - (b) the person is a natural person:
    - (i) who has been nominated for membership of the Society as provided by paragraph 5; and
    - (ii) who has been approved for membership of the Society by the executive committee of the Society;
  - and
  - (c) the person is not a Prohibited Person as defined in the NSW Child Protection legislation.<sup>1</sup>
- (2) The executive committee shall not approve the application of any person unless it is satisfied that such person supports the objectives of the Society and is a fit and proper person to be a member.

### Classes of Membership

4. (1) There are four classes of members:
  - (A) Foundation Members;
  - (B) Ordinary Members;
  - (C) Honorary Members; and
  - (D) Life Members.
- (2) The following are recorded as Foundation Members of the Society:
 

Gwen Adcock	Lindsay Adcock	Warren Bartholomew	Graham Berry
Leila Boyle	Philip Boyle	Richard Brown	Graham Carroll
Joan Chamberlain	Barbara Clucas	Toni Cowlshaw	Jennifer Dibley
Joan Dibley	Keith Dibley	Margaret Dibley	Nancy Douglas
Lea Farr,	Meredith Farr	Arnold Foulcher	Douglas Foulcher
Sylvia Foulcher,	Betty Francis	Don Glover,	Lucille Glover
Elaine Gow	David Granger	Ralph Harris	Bob Hetherington
Marie Holden	Stan Holden	Carol Kefford	Roslyn Kefford

<sup>1</sup> Inserted AGM 2006

Anne Lewis	Colin Lewis	Thelma Lewis	John Lyle
Ron Lyle	Keith McCoy	Barrie Martin	Kevin Maunder
Beryce Moore	Peter Moore	Alan Murray	Narelle Murray
Merrill Penman	Gail Perryman	Judith Rowling	Robyn Slater
David Stanton	Wes Taylor	Nerida Tonge	Bruce Tregenza
Megan Wade	Maurice Wheeler	Carol Wilson	Lynette Wilson.

- (3) All other persons who are admitted to membership of the Society shall be ordinary members subject to the provisions of sub-paragraph (4).
- (4) At any annual general meeting a resolution, of which due notice has been given to members, may be passed admitting any person to honorary or life membership by a two-thirds majority of members then present in person or voting by proxy, provided that no person shall be admitted to life membership unless he or she shall at the time of such admission be a foundation member or ordinary member of the Society.
- (5) Guest artists or invited artists may be permitted to perform with the Society, without membership formality, subject to the executive committee's prior approval.

#### **Nomination for membership**

5. (1) A nomination of a person for membership of the Society must be:
  - (a) made on the form approved by the executive committee from time to time; and
  - (b) lodged with the general secretary of the Society.
- (2) As soon as practicable after receiving a nomination for membership, the general secretary must refer the nomination to the executive committee which is to determine whether to approve or to reject the nomination.
- (3) If the executive committee determines to approve a nomination for membership, the general secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 21 days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as annual subscription.
- (4) The general secretary must, on payment by the nominee of the amounts referred to in sub-paragraph (3) within the period referred to in that clause, enter the nominee's name in the register of member and, on the name being so entered, the nominee becomes a member of the Society.

#### **Cessation of membership**

6. A person ceases to be a member of the Society if the person:
  - (a) dies;
  - (b) resigns membership;
  - (c) is expelled from the Society; or
  - (d) becomes a Prohibited Person as defined in the NSW Child Protection legislation.<sup>2</sup>

#### **Membership entitlements not transferable**

7. A right, privilege or obligation which a person has by reason of being a member of the Society:
  - (a) is not capable of being transferred or transmitted to another person and
  - (b) terminates on cessation of the person's membership.

#### **Resignation or termination of membership**

8. (1) A member of the Society is not entitled to resign that membership except in accordance with this paragraph.
- (2) A member of the Society may resign by:
  - (a) communicating to the executive committee, either in writing or verbally, that member's intention to resign from the Society; or
  - (b) by failing to pay his or her first year's membership fees within three (3) weeks of being accepted as a member of the Society; or
  - (c) by becoming in arrears for six (6) months in subscriptions or fees or other charges payable in accordance with this constitution and any paragraphs for the time being in force thereunder.
- (3) A member may be expelled from the Society by resolution of the executive committee declaring that for any good or sufficient reason his or her membership is terminated, provided always that any member whose membership is terminated by resolution in accordance with any of sub-paragraphs (2a), (b) or (c) may appeal to a general or annual general meeting and may be re-admitted to membership by resolution at that meeting. The executive committee, upon receipt of notice of appeal under this clause, shall make the necessary and appropriate arrangements for the appeal to be heard by the next general or annual general meeting which may conveniently be held, provided always that such meeting be held within two months of the appeal.
- (4) In every other case where a member ceases to hold membership, the general secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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<sup>2</sup> Inserted AGM 2006

- (4A) A member must be expelled if that member becomes a Prohibited Person as defined in the NSW Child Protection legislation.<sup>3</sup>
- (5) By resolution of the executive committee a former member who applies for re-admission and who in the opinion of the executive committee satisfies the requirements for membership may be re-admitted to membership.

#### **Register of members**

- 9. (1) The public officer of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any reasonable hour (see also paragraph 44).

#### **Fees and subscriptions**

- 10. A member of the Society must pay to the Society an annual membership fee to be determined by the executive committee from time to time:
  - (a) except as provided by sub-paragraph (b), before 1 July in each calendar year; or
  - (b) if the member becomes a member on or after 1 October in any calendar year on becoming a member, in which event no annual membership fee is payable by the member in respect of the next financial year of the Society.

#### **Members' liabilities**

- 11. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by paragraph 10.

#### **Resolution of internal disputes**

- 12. Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

#### **Disciplining of members**

- 13. (1) A complaint may be made to the executive committee by any member of the Society that some other member of the Society:
  - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- (2) On receiving such a complaint, the executive 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 executive committee in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The executive committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society 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.
- (4) If the executive committee expels or suspends a member, the general secretary must, within seven (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 executive committee for having taken that action and of the member's right of appeal under paragraph 14.
- (5) 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 Society confirms the resolution under paragraph 14(5), whichever is the later.

#### **Right of appeal of disciplined member**

- 14. (1) A member may appeal to the Society in general meeting against a resolution of the executive committee under paragraph 13, within seven (7) days after notice of the resolution is served on the member, by lodging with the general 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 sub-paragraph (1), the general secretary must notify the executive committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the general secretary received the notice.
- (4) At a general meeting of the Society convened under sub-paragraph (3):

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<sup>3</sup> Inserted AGM 2006

- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the executive 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) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

#### **PART 4 - THE EXECUTIVE COMMITTEE**

##### **Powers of the executive committee**

15. The committee of management of the Society is to be called the executive committee and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Society in general meeting:
- (a) is to control and manage the affairs of the Society; and
  - (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Society; and
  - (c) has power to perform all such acts and do all such things as appear to the executive committee to be necessary or desirable for the proper management of the affairs of the Society.

##### **Constitution and membership**

16. (1) Subject in the case of the first members of the executive committee to section 21 of the Act, the executive committee is to consist of:
- (a) the office-bearers of the Society; (b) four floor members, each of whom is to be elected at the annual general meeting of the Society under paragraph 17; and (c) the director of any current production.
- (2) The office-bearers of the Society are to be:
- (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
  - (d) the general secretary;
  - (e) the business secretary; and
  - (f) the property officer.
- (3) Each member of the executive committee, with the exception of the director of any current production, 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.
- (4) In the event of a casual vacancy occurring in the membership of the executive committee, the executive committee may appoint a member of the Society 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
- (5) (a) The director of any current production, either showing or in the course of preparation, is a member of the executive committee but is not elected at the annual general meeting.
- (b) Any director who becomes a member of the executive committee, ceases to be a member of that committee after submitting a final report to the executive committee.
- (6) (a) The annual general meeting may at its discretion appoint a social committee consisting of four members of the Society being whenever possible two ladies and two gentlemen. The social committee, whilst being a committee of the annual general meeting, shall in its day to day operations be subject to the direction and control of the executive committee.
- (b) The annual general meeting may at its discretion appoint a Patron to the Society, such person being one who subscribes to the aims and ideals and interests of the Society.

##### **Election of members**

17. (1) Nominations of candidates for election as office-bearers of the Society or as floor members of the executive committee:
- (a) must be made in writing, signed two (2) members of the Society 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 general secretary of the Society at least 48 hours 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 executive 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 executive 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 floor members of the executive committee is to be conducted at the annual general meeting in such usual and proper manner as the executive committee may direct.

### **General Secretary**

18. (1) The general secretary of the Society must, as soon as practicable after being appointed as such, lodge notice with the Society of his or her address.
- (2) It is the duty of the general secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the executive committee;
  - (b) the names of members of the executive committee present at committee meetings or general meetings; 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.

### **Treasurer**

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

### **Casual vacancies**

20. For the purposes of this Constitution, a casual vacancy in the office of a member of the executive committee occurs:
- (1) if the member
    - (a) dies; or
    - (b) ceases to be a member of the Society; or
    - (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
    - (d) resigns office by notice in writing given to the general secretary; or
    - (e) is removed from office under paragraph 21; or
    - (f) becomes a mentally incapacitated person; or
    - (g) is absent without the consent of the executive committee from all meetings of the executive committee held during a period of six (6) months.
  - (2) in the events set out in paragraph 17(3).

### **Removal of member**

21. (1) The Society in general meeting may by resolution remove any member of the executive committee from office 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 executive committee to whom a proposed resolution referred to in sub-paragraph (1) relates makes representations in writing to the general secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the general secretary or the president may send a copy of the representations to each member of the Society 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.

### **Meetings and quorum**

22. (1) the executive committee must meet at least every six (6) weeks at such place and time as the executive committee may determine.
- (2) Additional meetings of the executive committee may be convened by the president or by any member of the executive committee.
- (3) Oral or written notice of a meeting of the executive committee must be given by the general secretary to each member of the executive committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the executive committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-paragraph (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 executive committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any six (6) members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (6) No business is to be transacted by the executive 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 or to such other time and place agreed on by the executive committee.

- (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 executive 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, such one of the remaining members of the executive committee as may be chosen by the members present at the meeting is to preside.
23. A general meeting of the Society may for reasonable cause be convened by the executive committee at any reasonable time. Within one month after receipt by the president or general secretary of a request signed by at least twenty (20) members of the Society setting out the purpose for which a general meeting is required, the executive shall convene a general meeting by duly notifying all Society members.

#### **Delegation by committee to sub-committee**

24. (1) the executive committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the executive committee thinks fit) the exercise of such of the functions of the executive 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 executive 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 paragraph 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 section 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 paragraph, the executive 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 paragraph has the same force and effect as it would have if it had been done or suffered by the executive committee.
- (6) the executive committee may, by instrument in writing, revoke wholly or in part any delegation under this paragraph.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **Voting and decisions**

25. (1) Questions arising at a meeting of the executive committee or of any sub-committee appointed by the executive committee are to be determined by a majority of the votes of members of the executive committee or sub-committee present at the meeting.
- (2) Each member of the executive committee present at a meeting of the executive committee or each member of any sub-committee appointed by the executive committee (including the person presiding at the meeting) is entitled to one vote at their respective meetings, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to the quorum provisions of paragraph 22(5), the executive committee may act despite any vacancy on the executive committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub-committee.
26. The executive committee may, subject to this Constitution and any resolution of the Society in general meeting, make paragraphs and regulations from time to time governing all matters and may adopt all such measures and make and give effect to decisions affecting the Society and its members as it shall think fit including the method and procedure for all elections and meetings and for convening such meetings.

### **PART 5 - GENERAL MEETINGS**

#### **Annual general meetings - holding of**

27. (1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of (six) 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society must hold its first annual general meeting:
- (a) within the period of eighteen (18) months after its incorporation under the Act; and
  - (b) within the period of six (6) months after the expiration of the first financial year of the Society.
- (3) Sub-paragraphs (1) and (2) have effect subject to any extension or permission granted by the Director-General of the Department of Fair Trading under section 26(3) of the Act.

**Annual general meetings - calling of and business at**

28. (1) The annual general meeting of the Society is, subject to the Act and to paragraph 27, to be convened on such date and at such place and time as the executive 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 executive committee reports on the activities of the Society during the last preceding financial year;
  - (c) to elect office-bearers of the Society and floor members of the executive committee;
  - (d) to receive and consider the statement of financial and like affairs which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

**Special general meetings - calling of**

29. (1) The executive committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The executive committee must, on the requisition in writing of at least twenty (20) members of the Society, convene a special general meeting of the Society.
- (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 general 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 executive committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the general secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-paragraph (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the executive committee and any member who consequently incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

**Notice**

30. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the general secretary must, at least seven (7) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the members address appearing in the register of members, a notice 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 Society, the general secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-paragraph (1) specifying, in addition to the matter required under sub-paragraph (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 paragraph 28(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the general secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**Procedure**

31. (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) At any duly convened general meeting or annual general meeting of the Society, a quorum will be ten percent (10%) of the membership of the Society at the time of the meeting present in person and by proxy.
- (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.

### **Presiding member**

32. (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.
- (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.

### **Adjournment**

33. (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 general secretary must give written or oral notice of the adjourned meeting to each member of the Society 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 sub-paragraphs (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.

### **Making of decisions**

34. (1) A question arising at a general meeting of the Society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded by the chairperson or by at least three (3) members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **Special resolution**

35. A resolution of the Society is a special resolution:
- (a) if it is passed by a majority which comprises at least two-thirds of such members of the Society as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
  - (b) where it is made to appear to the Director-General of the Department of Fair Trading that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General of the Department of Fair Trading.

### **Voting**

36. (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five (5) proxies.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the Society unless all moneys due and payable by the member or proxy to the Society have been paid.

### **Appointment of proxies**

37. (1) Each member is to be entitled to appoint another member as proxy by notice given to the general secretary no later than forty eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in such form as the executive committee ay determine.

## **PART 6 - MISCELLANEOUS**

### **Insurance**

38. (1) The Society must effect and maintain insurance under section 44 of the Act.

- (2) In addition to the insurance required under sub-paragraph (1), the Society may effect and maintain other insurance.

#### **Funds - source**

39. (1) The funds of the Society are to be derived from the sale of tickets for performances by the Society and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the executive committee determines.
- (2) All money received by the Society must be banked or deposited as soon as practicable and without deduction to the credit of the Society's bank account or other like authorised account
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **Funds - management**

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

#### **Alteration of objects and paragraphs**

41. (1) The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Society.
- (2) Any portion of this Constitution shall be alterable by a resolution passed at a meeting of members, whether an annual or general meeting, duly convened by a notice stating, inter alia, the terms of the resolution and passed by a two-thirds majority of members voting in person and by proxy.

#### **Common seal**

42. (1) The common seal of the Society must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the executive committee and the affixing of the common seal must be attested by the signatures either of two (2) members of that committee or of one (1) member of that committee and of the public officer or general secretary.

#### **Custody of books**

43. Except as otherwise provided 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 Society.

#### **Inspection of books**

44. The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any reasonable hour.

#### **Service of notices**

45. (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Society on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **Finances**

46. (1) The Society's financial year shall close on 31 December each year.
- (2) All moneys belonging to the Society shall be banked or deposited by the treasurer in such account or accounts as may be approved by the executive. All such accounts shall be in the name of the Society.
- (3) Proper audits of all funds and assets of the Society shall be made by an auditor appointed at the annual general meeting and such audits shall be made at least annually.
- (4) The executive shall have full control of all moneys and assets of the Society subject to this constitution.
- (5) In addition to such other accounts as the executive may direct to be kept by the treasurer pursuant to this clause the treasurer shall keep a separate record of receipts and payments in respect of each production of the Society showing a complete and true account of all receipts and expenditure in respect of such production.
- (6) At all annual general meetings the treasurer shall present full audited accounts in respect of the funds and assets of the Society for the foregoing financial year and at all times when so required by the president the treasurer shall submit current financial statements in respect of all such accounts.
47. All moneys, property and assets of the Society shall be used and applied for the furtherance and promotion of the objectives of the Society, provided always that the executive committee may approve the payment of a donation of any part of the profits, income or property of the Society to any charitable organisation or worthy cause.

**Other Bodies**

48. The Society may co-operate with and assist other bodies and movements for the furtherance of each of the objectives of the Society.

**Non-profit nature**

49. The assets and income of the Society shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.<sup>4</sup>

**Dissolution**

50. Subject to the provisions of the Act, the Society is to be dissolved by a resolution passed at an annual general meeting or general meeting of members duly convened stating, inter alia, the terms of the resolution. On dissolution the meeting is to determine the action to be taken in respect of the assets and funds of the Society, subject always to the provisions of the Act and the Regulation and provided that upon dissolution the assets and funds of the Society are not to be distributed for the benefit or gain of any member of the Society.<sup>5</sup>

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<sup>4</sup> Amended AGM 2008

<sup>5</sup> Amended AGM 2008