

BAY THEATRE PLAYERS INC CONSTITUTION ADOPTED AUGUST 2019

1. NAME

The name of the organisation shall be BAY THEATRE PLAYERS INC hereinafter referred to as "the organisation".

2. OBJECTS

The objects of the organisation shall be

- (A) Amateur theatre productions of all varieties
- (B) Training and workshops for interested members
- (C) Promotion of theatre on the South Coast

3. MEMBERSHIP

Application for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the Management Committee from time to time prescribes.

Applicants will be admitted to membership on payment of the annual subscription, as provided in Clause 6 of this Constitution.

4. DISCIPLINING OF MEMBERS

It is not the policy of the organisation to have a provision for the disciplining of members.

5. LIABILITIES OF MEMBERS

The liability of a member of the organisation to contribute towards payment of the debts and liabilities of the organisation or the costs, charges and expenses of winding up the organisation is limited to the amount, if any, unpaid by the member in respect of membership of the organisation as required by Clause 6 of this Constitution.

6. ANNUAL SUBSCRIPTION

An annual subscription, as determined or amended at any annual general meeting of the organisation shall be due at the commencement of each calendar year.

Any member whose subscription shall remain unpaid by the 31st March of any year may be removed at the direction of the Management Committee from the register of members.

7. ANNUAL GENERAL MEETING

The Annual General Meeting of the organisation shall be held in the month of July or as otherwise decided by the Management Committee provided that at least 14 days notice of the meeting shall be given to all members.

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8. EXTRAORDINARY MEETING

An extraordinary meeting of the organisation may be called by the Management Committee provided that at least seven (7) days notice of the meeting shall be given to all members.

9. NOTICE OF MEETINGS

(A) The Secretary shall give at least seven (7) days' notice in writing of all Extraordinary Meetings to the members of the organisation, specifying the place the day and the hour of meeting and the general nature of the business to be dealt with at the meeting

(B) The President may at any time, and the Secretary on the requisition of any five members of the organisation, summon a general meeting of the organisation.

10. QUORUM

At any meeting of the organisation thirteen (13) financial members shall form a quorum. For any Management Committee meeting a quorum shall consist of at least six (6) members of the Management Committee, including two (2) Executive Officers.

11. FINANCIAL YEAR

The financial year shall conclude on 30th June.

12. EXECUTIVE OFFICERS

Executive Officers of the organisation shall be:

- President
- Vice President
- Secretary
- Treasurer

13. MANAGEMENT COMMITTEE

The business management of the organisation shall be vested in a management committee, which shall consist of the four (4) executive officers of the organisation plus a minimum of eight (8) and a maximum of thirteen (13) other members of the organisation, all of whom shall be elected at the AGM. The committee may fill any casual vacancy occurring on the committee, and the person so appointed shall hold office until the next AGM. The President shall not hold office for more than three (3) consecutive years.

14. CONDUCT OF ELECTIONS

(A) All members of the committee shall retire at the Annual General Meeting, but shall be eligible for re-election, except as stipulated in Clause 13 of this Constitution.

(B) A RETURNING OFFICER, who will not be a candidate for office, shall be appointed each year at a General Meeting no later than May, and this member will be responsible for the conduct of the election of the officers, as provided in this Constitution.

(C) NOMINATIONS shall be submitted to the Returning Officer at least twenty-one (21) days before the Annual General Meeting. Nominations shall be in writing and signed by the proposer, seconder and nominee. An election for all positions shall be held at the Annual

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General Meeting. In the event that the number of written nominations equals or exceeds the number of positions to be filled, no further nominations will be accepted, and where the number of nominations exceeds the available positions, a secret ballot will be held at the Annual General Meeting. In the event that the number of written nominations is less than the number required, those nominated will be declared elected and further nominations will be accepted at the Annual General Meeting, provided the nominee signifies acceptance of the nomination. If the total number of further nominations exceeds the number still required, an election will be held at the Annual General Meeting.

- (D) VOTING – Elections shall be conducted by secret ballot of members present at the Annual General Meeting. The Returning Officer will appoint tellers as appropriate. In the event of a tie, the Returning Officer shall exercise a casting vote.

15. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

(A) The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint its meetings as it thinks fit. The President may at any time and the Secretary on the requisition of any two members of the committee summon a meeting of the committee.

(B) Questions arising at any meeting of the committee shall be decided by a majority of votes of those present and a determination by a majority of members present shall for all purposes be a determination of the committee. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

(C) 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.

(D) Electronic ballots

- (1) The association may hold an electronic ballot (as the committee determines) to determine any issue or proposal
- (2) An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

16. VACATION OF OFFICE

The office of a member of the Management Committee shall become vacant if a member

- (A) dies
- (B) becomes bankrupt or makes any arrangement or composition with creditors generally
- (C) becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- (D) resigns office by notice in writing to the organisation
- (E) is absent for more than three months without leave of the committee from meetings of the committee held during that period
- (F) ceases to be a member of the organisation

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(G) is removed from office by a resolution being passed by a two-thirds majority of members present at a properly constituted extraordinary meeting

(H) holds any office of profit under the organization

17. PROCEEDINGS AT GENERAL MEETINGS

(A) At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands, unless a poll is demanded by the chairman or at least three members present. Each member present and voting shall have one vote. Members are not entitled to vote by proxy at meetings of the organisation. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

(B) 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 organisation's members a reasonable opportunity to participate.
- (2) A member 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.

(C) Electronic ballots

- (1) The association may hold an electronic ballot (as the committee determines) to determine any issue or proposal
- (2) An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

18. DUTIES OF SECRETARY

The Secretary shall record the proceedings of all meetings of the organisation in a minute book provided for that purpose. The Secretary shall give notice of all meetings, keep a record of correspondence, maintain such statistical information as may be deemed necessary by the committee, and shall be responsible for the safe custody of the above records.

19. DUTIES OF THE TREASURER

The Treasurer shall keep a record of the names and addresses of all financial members and be responsible for the collection of all subscriptions and other monies payable to the organisation, for the issue of receipts thereof, for the paying of such monies into the organisation's bank account and paying out such monies as the committee may direct, and shall be responsible for the keeping of correct account books and shall submit a financial statement at each monthly meeting, or at such times as the committee may direct. The Treasurer shall present an audited balance sheet and annual financial statement to the Annual General Meeting. The Treasurer shall be responsible for the safe custody of all documents relating to the organisation's finances.

20. FUNDS

(A) All monies received by the organisation shall be deposited intact at the earliest possible date to the credit of the organisation's bank account. Receipts for monies received shall also be issued promptly.

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(B) All payments in excess of \$10 made by the organization shall be paid either by cheque signed by any two of the authorised signatories or by electronic funds transfer approved by any two of the authorized signatories.

21. ASSOCIATION IS NON-PROFIT

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association 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.

22. AUDIT

(A) The auditor or auditors, who shall be elected at the Annual General Meeting, shall examine all accounts, vouchers, receipts, books, etc. and furnish a report thereto to the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.

(B) An auditor shall not be a member of the Management Committee.

23. PUBLIC OFFICER

The committee shall appoint a person who is a resident of New South Wales and is at least eighteen (18) years of age as the organisation's Public Officer as is required by the New South Wales Corporate Affairs Commission. The Public Officer shall have at all times access to all records, books and other documents relating to the organisation. The Public Officer shall be responsible for notifying the Corporate Affairs Commission of any changes in the organisation and its financial position.

24. INSPECTION OF DOCUMENTS

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

25. AMENDMENT OF CONSTITUTION

The constitution may be amended by a resolution passed by a two-thirds majority of financial members present at any AGM, or at any extraordinary general meeting convened for such purpose. Notice of Motion to amend the constitution must be provided, in writing, to all members, a minimum of seven (7) days in advance of the meeting at which it will be put.

26. WINDING UP

If upon the winding-up or dissolution of this organisation, there remains after satisfaction of all debts and liabilities, any property, then property shall not be paid to or distributed among its members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the organisation, and whose rules shall prohibit the distribution of its or their income among its or their members, such institution or institutions to be eligible for tax deductibility of donations under Section 78 (1)(a) of the Income Tax Assessment Act 1936 and listed on the Register of Cultural Organisations maintained under the Act.