



# **The Armidale Drama & Musical Society**

## **Constitution**

**The Constitution was ratified by the members of the Society  
at the Annual General Meeting 15<sup>th</sup> September, 2010**

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# **The Armidale Drama and Musical Society**

## **1. NAME**

The name of the incorporated association will be The Armidale Drama and Musical Society referred to in these rules as “The Society”.

## **2. MISSION STATEMENT**

The “Armidale Drama and Musical Society” is a not for profit organisation dedicated to promoting and presenting the Performing Arts in the local region.

## **3. AIM**

To promote and cultivate the practice and presentation of the Performing Arts throughout the Region.

## **4. OBJECTIVES**

- a) To rehearse, produce and showcase chosen aspects of performance.
- b) To provide a training ground for any aspect of the Performing Arts.
- c) To involve as many members as is both practicable and possible in the Society’s various endeavours.
- d) To plan an annual programme sufficiently ahead of time to facilitate achievable outcomes.

## **5. MEMBERSHIP**

a) Membership of the Society is not restricted and will consist of:

- i) Ordinary members (regular/concession/family)
- ii) Life members

a) All members will comply with these rules.

- c) There is an annual subscription fee for membership (with the exception of Life Membership) which amount will be fixed by the Annual General Meeting of the Society. Subscriptions fall due at the end of the AGM but members are only required to pay one subscription within a calendar year (i.e New members joining at the beginning of a year are fully subscribed members up to and including the AGM of the following calendar year).

d) ‘Family’ membership will be considered as any combination of people of all

ages and either gender who constitute a family in everyday life. Family voting rights are restricted to those members of voting age.

- e) Nominations for Life Membership are to be directed to the Executive Committee for consideration and subsequent ratification by members at the next Annual General Meeting.
- f) All members of a production are expected to be financial members of the Society when participating in the Society's public performances.
- g) Financial membership of the (Amalgamated Group) will automatically grant a person membership of the Armidale Playhouse Inc, with full voting rights.
- h) Cessation of membership: A person ceases to be a member of the Association if the person:
  - i) dies; or
  - ii) resigns that membership; or
  - iii) is expelled from the Association; or
  - iv) fails to pay the annual membership fee within two months of its falling due.

- i) 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 clause (c) of this section.

## **6. MANAGEMENT**

- a) The affairs of the Society will be controlled and managed by the financial membership of the Society through regular meetings and through the guidance of the elected Executive Committee.
- b) The Executive Committee of the Society will consist of President, two Vice Presidents, Secretary and Public Officer/Treasurer, together with eight other elected members. The Executive Committee is responsible for the day to day and routine operation of the Society. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a financial member of the Society.
- c) Committee members and office bearers must disclose any potential conflict of interest; must not use their position or information for a dishonest purpose; and must hand over any documents of the association within 14 days after

ceasing to hold office. This makes it easier for new Committee members to carry out their duties.

- d) Australian residency: At least three Committee members must reside in Australia and the public officer must be a resident of New South Wales.
- e) Meeting. Any casual vacancy occurring in the Executive Committee may be filled by a member elected by the membership at the following General Meeting.
- f) The members at an Annual General Meeting may also appoint the following specific positions: Publicity Officer, Membership Secretary, Catering Officer and Newsletter Editor.
- g) Members of the Executive Committee will hold office from the date of their election until the closure of the next Annual General Meeting.
- h) Retiring Executive Committee members are eligible for re-election. Where the President has held office for the three preceding years, he/she is not eligible for re-election as President unless no other member of the Society accepts nomination. The retiring President may stand for any other position within the Executive Committee.
- i) The membership will meet in General Meeting a minimum of ten times during each year, generally on a monthly basis, unless the Membership by ordinary resolution determines otherwise. The Executive Committee may resolve to request the Secretary to convene a General Meeting within 14 days of such a resolution.
- j) The quorum for any meeting of membership will be three members of the Executive Committee and four ordinary members.
- k) Notice of the General Meeting will be given at the previous General Meeting or by such other means as the Executive Committee may decide.
- l) A member of the Executive Committee will cease to hold office:
  - i) Upon resignation in writing.
  - ii) Upon ceasing to be a member of the Society.
  - iii) Upon absence from three successive General Meetings without approval of the Executive Committee.
- m) All nominations at the AGM shall be given from the floor (there are to be no nominations by proxy) and acceptance of the nominated parties must be in person (or by written confirmation prior to the meeting if they cannot be in attendance) to the President. Proxy votes will be accepted at all meetings provided they have been tendered in writing to the President prior to the meeting at which the vote is to take place. Proxy voting will not give the holder of the proxy carte blanche but will be confined to issues that the proxy voter has been informed of in the pre issued agenda. There will be no postal voting.

- n) A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Society has been paid.
- o) Voting at General Meetings will be by a show of hands unless a secret ballot is requested by the membership. Decisions will be made by simple majority vote, except for those matters involving changes to this Constitution, which must be decided by Special Resolution, where a two thirds majority is required.
- p) Resolutions arising at any meeting of the Society will be decided by the majority of votes of those financial members present. Each member present at a meeting of the committee or of any sub- committee appointed by the committee is entitled to one vote. In case of votes being equal, the President, or in his/her absence, the person appointed to the Chair of the meeting, will have the casting vote. Otherwise, the President shall not vote.
- q) Delegation by committee to sub-committee:
  - (1) The committee may delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the setting up of the sub-committee.:
  - (2) A function, the exercise of which has been delegated to a sub- committee under this rule, may, while the terms of implementation remain unrevoked, be exercised from time to time by the sub-committee in accordance with those terms of implementation.
  - (3) The terms of implementation 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 setting up of the sub-committee.
  - (4) Any act or thing done or suffered by a sub-committee acting in the exercise of its terms of implementation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
  - (5) The committee may revoke wholly or in part any terms of implementation under this rule.
  - (6) A sub-committee may meet and adjourn, as it thinks proper unless specified by the terms of its implementation.

## **7. ANNUAL GENERAL MEETINGS**

- a) An Annual General Meeting of the Society will be held within 90 days of the end of the financial year.
- b) The Annual General Meeting and any Special General Meetings will be advertised twice in the local press, in the three weeks prior to the meeting.

- c) In the case of the Annual General Meeting, the following business will be transacted:
  - i) Confirmation of the minutes of the last Annual General Meeting and any Special Meetings held during the previous financial year.
  - ii) Receipt of the President's report, outlining the activities of the Society in the previous financial year.
  - iii) Receipt of the Treasurer's report on the financial activities of the Society in the last financial year and presenting the audited books of account.
  - iy) Election of Executive Committee members.
  - v) Election of Auditor and nominations for Patrons for the year.
  - vi) Presentation of the Annual Awards for special service to the Society.
- i) Ratification of proposed Life Members.
- i) Fixing of the membership fees for the next financial year.
  - ix) Consider any changes to these rules, which have had advanced notice, been viewed and discussed by a General or Special Meeting of the Society. Any changes to these rules must be accepted by a two thirds majority of the membership in attendance at the AGM (See: Clause 12 (g)).
  - x) Any further business as may be appropriate to the membership of the Society.

## **8. SPECIAL MEETINGS**

- a) The Executive Committee may, whenever it thinks fit, convene a Special Meeting of the Society. A Special Meeting can also be convened by written notice to the Society from at least twenty members. The written notice must include a statement of intent, which must state the purpose or purposes of the Meeting and must be signed by a minimum of 20 members who support the document. The document must be lodged with the Secretary and no other business will be transacted at that meeting other than that set out in the notice of meeting. The Committee must convene a Special Meeting within one month after that date on which the notification of the meeting is lodged with the Secretary.

## **9. EXECUTIVE COMMITTEE**

- a) The President or, in the President's absence, one of the Vice Presidents, will act as Chair at any General Meeting of the Society. In the event that both Vice

Presidents are absent from the meeting or are unwilling to act, another member of the Executive Committee (Secretary or Treasurer) may act in the position of Chair; or the membership may elect a member of the Committee to act as Chair for that particular meeting.

- b) The Secretary will keep records of the business of the Society including any Constitutional changes, minutes of all General, Special and Annual General Meetings of the Society and a file of correspondence.
- c) The Membership Secretary (or in their absence, the Secretary) will keep a register of members, noting the members' financial status in the Society, recording new members, life members, Patrons and the recipients of the Annual Award for special service to the Society.

This register shall also specify the name and address of each person who is a member of the association together with the date on which the person became a member.

The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

- d) The Treasurer will ensure that all money received by the Society is receipted into an approved account in the Society's name. Payment will be made through a suitably approved system, including by cheque signed by any two of the three Executive members nominated to record their signatures at the Bank. All major or capital expenditure will be authorized in advance by the membership at a general meeting.
- e) The Treasurer will ensure that correct books and accounts are kept, showing the financial status of the Society. Such records will be available for inspection by any member and will be held in the custody of the Treasurer and presented to the appointed Auditor promptly upon request.

## **10. PUBLIC OFFICER**

- a) The Public Officer is appointed annually at the Annual General Meeting of the Society.
- b) The Public Officer will also be the Treasurer of the Society.
- c) When a vacancy occurs in the position of Public Officer, the Executive Committee will, within 14 days, appoint a new Public Officer and notify the NSW Department of Fair Trading of the change, on the prescribed form.
- d) The Public Officer will notify the NSW Department of Fair Trading on the prescribed form in the following circumstances:
  - i) Appointment (within 14 days)
  - ii) Change of residential address (within 14 days)

- iii) Change in the Society's Rules (within one month)
  - iv) Change in the membership of the Executive (within 14 days)
  - v) Change in the Society's name (within one month)
  - vi) Society's financial status (within one month from AGM).
- e) Custody and inspection of books:
- (1) Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.
  - (2) The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

## 11. RESOLUTION OF INTERNAL DISPUTES

It is to be hoped that any form of conflict between members could be resolved on an informal level through the intervention of the President (or his delegate) or through a conciliatory meeting of both parties which would involve the disputees, a designated (by the Executive) chairperson as well as a supporting person for each of the disputees if they so require this support. If resolution cannot be achieved in either of these instances then the following is to be applied:.

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*
- (1) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.  
The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## 12. DISCIPLINING OF MEMBERS

- (1) A complaint may be made to the committee by any person that a member of the Society:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the 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 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 13.
- (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 Society confirms the resolution under clause 13, whichever is the later.

### **13. RIGHT OF APPEAL OF DISCIPLINED MEMBERS**

- (1) A member may appeal to the Society in general meeting against a resolution of the committee under clause 12, 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 Society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Society 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 Society.

## 14. MISCELLANEOUS

- a) The Society will effect and maintain adequate insurance cover as is required under the Associations Incorporation Act, together with any other insurance which may be required by law or regarded as necessary by the membership.
- b) The funds of the Society will be derived from the fees of members, donations, grants, admission fees and such other sources as may be approved by the membership.
- c) A current list of the Society's physical assets is to be maintained by the Secretary.
  - i) All loans of Society's property must be cleared with the Secretary so that a written record is kept of asset location.
  - ii) If the Society should wish to dispose of any of its assets, the membership will be given priority of purchase through a tender process.
  - iii) Should the society be dissolved, all remaining physical assets are to be liquidated and a Special Meeting of the membership will determine (by a two thirds majority) how the remaining financial assets will be used to best benefit the local community.
- d) Service of documents on the Society will be effected by serving them on the Public Officer or by serving them personally on any two members of the Executive Committee.
- e) The financial year of the Society will commence on July 1<sup>st</sup> and end on June 30<sup>th</sup>.
- f) The Society may, at an Annual General Meeting by Special Resolution, alter these Rules. Members must be notified in advance of the proposed changes. The latest date for advanced notice will be the June General Meeting. Such changes must be affirmed by a two thirds majority vote of members at the Annual General Meeting. The alteration to the rules takes effect when the notice is properly lodged with the NSW Commissioner for Fair Trading.
- g) The Society may, in conditions deemed urgent by the Executive, alter its Constitution by Special Resolution. For these conditions to have occurred, Constitutional ruling must clearly stand in the way of the Society's best interests.

In such circumstances the Executive may call a Special Meeting seeking resolution. Members must be notified at least one month in advance of the reasons for the proposed meeting.