

Armidale Playhouse Incorporated

Rules of Association

Under the *Associations Incorporation Act 2009*

Amended and Adopted 30th September 2020

Incorporation Number: Y0119648: 2nd October 1986

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Preamble

Memorandum of Understanding

Armidale Drama and Musical Society: of **ARMIDALE NSW** (referred to in this document as 'ADMS') and

The Armidale Playhouse: of **309-313 Beardy Street, ARMIDALE NSW** (referred to in this document as 'APH')

ADMS, incorporating **APH**, is a society comprising two entities with each entity having separate functions but sharing aims, objectives and membership.

As the Trust Holder, the **APH** represents the physical building and land ("bricks and mortar") whilst the **ADMS** is the administrative and creative entity of the Society whose chief function is production and public performance.

It is necessary to maintain the two distinct business entities within the society to comply with Crown Lands requirements.

APH compliance is achieved by brief quarterly meetings where the accounts are tabled, minuted, and endorsed by the committee.

The administration of both the "**ADMS**" and "**APH**" components of the society is by one overarching committee comprising Presidents and Vice Presidents of both and a common executive.

The single administrative body elected democratically and annually, will enable simplicity of administration, avoidance of any potential dispute and the day to day management of the Playhouse.

Part 1 – Preliminary

Definitions

(1) In this constitution:

Secretary means Secretary in the Act and is defined as the Commissioner for Fair Trading, Department Of Finance, Services and Innovation, or if no such position in the Department, the Secretary of the Department. This is not to be confused with a committee member who bears the title 'Secretary'.

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

secretary means:

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

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

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

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act. 4

(4) **Name**

The name of the incorporated association will be Armidale Playhouse Incorporated referred to in these rules as "the association".

(5) **Aims**

Armidale Playhouse Incorporated is a not for profit organisation formed to promote the practice and presentation of community performing arts, in regional NSW.

(6) **Objectives**

- a) To develop and maintain a community theatre for the performance of performing arts,
- b) Provide opportunities for theatre and performance rehearsal, with also production training to include areas such as lighting, sound, and costuming.

Part 2 – Membership

1. **Membership generally**

Is conducted in conjunction with the ADMS under the MOU.

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

- (a) the person has been nominated and approved for membership of the association in accordance with clause 3.
- (b) The person accepts the guidelines of the association's Code of Conduct.

It is expected all participants of productions and performances will be financial members of the Society

2. **Application for membership**

(1) An application of a person for membership of the association:

- (a) must be made-in writing using the membership form available online or for download at <https://www.adms.org.au/membership-form>, and
- (b) must be lodged with the membership secretary of the association.

(2) As soon as practicable after receiving an application for membership, the membership secretary must refer the application to the committee which is to determine whether to reject the application.

(3) As soon as practicable after the committee makes that determination, the secretary must:

- (a) notify the applicant if the committee rejected the application (no reason is required) and
- (b) if the committee approved the application, request the applicant to pay (within the period of 14 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 membership secretary 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 association.

(5) Financial membership of the Armidale Drama & Musical Society will automatically grant a person full membership of the Armidale Playhouse.

3. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 2 months after the fee is due.
- (d) fails to remain a member of the Armidale Drama & Musical Society as per its Rules of Association.

4. Membership entitlements not transferable

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

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

5. Resignation of membership

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

6. Register of members

- (1) The Membership Secretary maintains a register of members of the association specifying the name and postal or residential address and email address of each person who is a member of the association together with the date on which the person became a member.
- (2) It is the member's responsibility to notify the membership secretary of any change of details
- (3) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) at another place approved by the committee.
- (4) The register of members names must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (5) A member of the association may request an electronic copy of the names on the membership list.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7. Fees and subscriptions

- (1) A member of the association must pay to the association an annual membership fee of \$1 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b) prior to the commencement of the AGM each year.

- (b) 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 ADMS. Subscriptions fall due at the beginning 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).

8. Members' liabilities

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

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, 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 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members:

Members are required to act in accordance with the association's Code of Conduct.

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

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting of the association convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The committee

13. Powers of the committee

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

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

14. Composition and membership of committee

The Executive and Ordinary Committee (referred to as Executive Committee) is responsible for the day to day and routine operation of the Armidale Playhouse Inc. A person nominated as a candidate for election as an office-bearer (Executive) or as an ordinary committee member of the association must be a financial member of the Society.

- (1) The Executive committee is to consist of:
the office-bearers of the association as follows:

Executive:

- (a) President,
- (b) Vice-President,
- (c) Gift Fund Officer

Shared with Armidale Drama and Musical Society

- (d) Treasurer/ Public Officer,
- (e) Secretary

And

Committee members.

ADMS President, Two ADMS Vice-Presidents, Membership Secretary, Publicity Officer, Assets Officer and up to Three Ordinary Members.

- (2) The members at an ADMS Annual General Meeting may appoint the following specific positions as Committee members: Publicity Officer, Membership Secretary and Assets Officer
- (3) These specific positions may also be held by a member of the Executive, usually, but not limited to, one of the ADMS Vice-Presidents. if that is the case, another committee position would be available.

4) MANAGEMENT

1. The Executive Committee 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.
2. Australian residency: At least three Executive Committee members must reside in Australia and the public officer must be a resident of New South Wales.

3. Meeting. Any casual vacancy occurring in the Executive Committee may be filled by a member elected by the membership at the following General Meeting.
4. Members of the Executive Committee will hold office from the date of their election until the closure of the next Annual General Meeting.
5. All spilled Executive Committee members are eligible for re-election.
6. The membership will meet in General Meeting a minimum of four times during each year, generally on a quarterly 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.
7. The quorum for any meeting of membership will be at least two members of the Executive and five committee and /or ordinary members.
8. Notice of the General Meeting will be given at the previous General Meeting or by such other means as the Executive Committee may decide.
9. Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re- election.

15. Election of Executive committee members.

Limitation of Nomination at AGM:

The nominations from the floor at AGM's will only be taken from members who have had their name minuted, as being in attendance at, at least two (2) monthly meetings during the previous 12 months. This does not affect a member's right to vote on the candidates nominated.

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (2) 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, Should that absentee person be nominated from the floor, The Returning Officer will then confirm that person's acceptance of the nomination.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) 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 such usual and proper manner as the committee may direct. In the event of a surplus of nominees, a written/secret ballot will be conducted.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. Executive Positions

- a) **The President** or, in the President's absence, the Vice Presidents will act as Chair at any General Meeting of the APH. In the event that the Vice President is absent from the meeting or is unwilling to act, another member of the Executive (Secretary or Treasurer) may act in the position of Chair.
- 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. The secretary must have the Agenda issued one week before a meeting and the minutes issued within two weeks of the meeting being held. All records must be permanently stored electronically and must be convertible to hard copy and made available in a reasonable time to the person who is entitled to inspect the records.
- 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 email 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. 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.

17. Public Officer

- a. The Public Officer is appointed annually at the Annual General Meeting of the ADMS.
- 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:
 - (1) Appointment (within 14 days)
 - (2) Change of residential address (within 14 days)
 - (3) Change in the Society's Rules (within one month)
 - (4) Change in the membership of the Executive (within 14 days)
 - (5) Change in the Society's name (within one month)
 - (6) Society's financial status (within one month from AGM).
 - (7) Incorporations Fees to be paid within one month of the 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.

If a member of the Executive Committee ceases to hold office: see as below:

18. Casual vacancies

Vacation of Office:

Without limiting the operation of rule 18, the office of a member of the committee shall become vacant if -

- a) the member holds an office of profit in the association; or the member is directly or indirectly interested in any contract or proposed contract with the
 - (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
 - (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 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 association in general meeting may by resolution remove any member of the committee, in breach, from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The committee must meet at least four times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) The quorum for any meeting of membership will be a minimum two members of the Executive and five committee and/or ordinary members.
- (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, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (9) 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.
- (10) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (11) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (12) 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.
- (13) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (14) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

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

Part 4 - General meetings

23. Annual general meetings - holding of

- (1) The association must hold its annual general meetings:
 - (a) within 90 days after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (3) An annual general meeting must be specified as such in the notice convening it.

The Annual General Meeting and any Special General Meetings will be advertised twice in the local press or other appropriate public medium, in the three weeks prior to the meeting.

In the case of the Annual General Meeting, the following business will be transacted:

1. Confirmation of the minutes of the last Annual General Meeting and any Special Meetings held during the previous financial year.
2. Receipt of the President's report, outlining the activities of the Armidale Playhouse Inc. in the previous financial year
3. Receipt of the Treasurer's report on the financial activities of the Armidale Playhouse Inc. in the last financial year and presenting the audited books of account.
4. 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)).
5. Election of Executive. (President, Vice- President and Gift Fund Officer)
6. Any further business as may be appropriate to the membership of the Armidale Playhouse Inc.

25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing from at least 20 members who support the document, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) 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.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Two executive and five committee/ordinary 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.

28. Presiding member

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

29. Adjournment

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

30. Making of decisions

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

31. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act. By 2/3 majority of the votes reserved for financial members and members of voting age.

32. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33. Appointment of Proxies

- (1) Each Member shall be entitled to appoint another member as a proxy.
- (2) The notice appointing the proxy shall be submitted in writing using the form available at [URL](#) committee prior to the meeting and sent to the President prior to the meeting.

34. Postal ballots are not conducted

35. Use of Technology at General meeting and Committee meetings

- 1) A general or committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each member a reasonable opportunity to participate.
- 2) A member who participates in a general or 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.

Part 5 – Miscellaneous

36. Insurance

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. Insurance must be adequate in the type, amount covered, the spectrum of the cover and with a reputable insurer. Review of the insurance cover is to be done annually

37. Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received from the ADMS will be in the form of a donation.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorized deposit-taking institution account.
- (3) The Association will establish and maintain a public fund - to be called the Armidale Playhouse Gift Fund.
- (4) Donations will be deposited into the public fund on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (5) The public will be invited to contribute to the fund.
- (6) The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Armidale Playhouse Incorporated.
- (7) No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or propose remuneration for administrative services.
- (8) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (9) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (10) Receipts for gifts to the public fund must state:
 - the name of the public fund and that the receipt is for a gift made to the public fund
 - the Australian Business Number of the company
 - the fact that the receipt is for a gift, and
 - any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- (11) The association must not pay any of its profits or financial surplus, or give any of its property, to its members, beneficiaries, controllers or owners (as appropriate).
- (12) The company must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the company's

principal purpose.

(13) The company must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months.

Winding-up Clause

If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997, and listed on the Register of Cultural Organisations maintained under the Act.

38.Funds - management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee, being members authorised to do so by the committee.

(3) Funds received as a result of donations through the deductible gift recipient scheme and interest accruing thereon, must be held in a separate account named as a 'public fund' account.

39.Association is non-profit. Payment, etc., of office bearers and members.

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.

A member of the committee shall not be appointed to any salaried office in the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except-

- a) repayment of out-of-pocket expenses
- b) interest at a rate not to exceed interest at the rate for the time being which is or would be charged by the associations bankers for money lent to the association; and
- c) reasonable and proper rent for premises let to the association

40.Distribution of property on winding up of Association

A current list of the Society's physical assets is to be maintained by the **Assets Officer**.

- a) All loans of Society's property must be cleared with the Assets Officer so that a written record is kept of asset location.

Winding-up Clause

If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997, and listed on the Register of Cultural

Organisations maintained under the Act.

41. Change of name, objects and constitution

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

42. Custody of books etc.

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

43. Inspection of books etc.

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain an electronic copy of any of the documents referred to in subclause (1)

44. 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.

45. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

46. Public Funds

(1) A Public Fund will be maintained

- (a) to which gifts of money or property for the association principle purpose are to be made
- (b) to which any money received because of such gifts (including interest accrued thereon) is to be credited
- (c) that does not receive any other money or property
- (d) that prohibits the distribution of profits to its members shareholders, controllers of the organisation or the trustees of the trust.

(2) Gifts made to the fund, and any money received because of such gifts, will be used only for the

organisation's principle purpose.

(3) The association must advise the Department responsible for the administration of the Register of Cultural Organisations in writing as soon as possible in the event of the winding up, or being in the process of winding up, of the association and / or the public fund.

47. Working with Children Check

That ADMS and APH has a Working with Children policy based on the requirements of the NSW Children's Guardian. Held on our website: www.adms.org.au/aboutus.php

Members and non-members deemed to be working with children under the Office of the Children's Guardian in NSW guidelines are required to provide a Working With Children Check (WWCC) number to the designated ADMS representative.

48. Theatre Manager:

A Theatre Manager is to be appointed by the ADMS to administer the Playhouse Building use and bookings with all organisations deemed suitable to be given access.

49. Legal Rider

Any omissions in this constitution are covered by the following wording from Not For Profit Law:

"If an Associations constitution fails to address a matter outlined in Schedule 1 to the Associations Incorporations Act, the corresponding provision in the Model Constitution applies for that matter and will form part of the association's constitution."

50. APPENDICES

Membership Form <https://www.adms.org.au/membership-form>

Voting by Proxy Form: Next Page

Appointment of Proxy

(Rule 33 (2))

FORM OF APPOINTMENT OF PROXY

I,.....of (full name) (address)
being a member of Armidale Playhouse Incorporated (name of incorporated association)
hereby appoint of (full name of proxy) (address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on theday of..... (month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

..... Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association