

CONSTITUTION

1. NAME OF ASSOCIATION

The name of the Association is " BUNBURY REPERTORY CLUB INC." known as "The Little Theatre."

2. OBJECTS OF ASSOCIATION

(1) The objects of the Association are -

- (a) To provide a social club for persons interested in the study of dramatic art, pictorial art, literature and music and to provide and maintain a club room, library and other accommodation and conveniences for the use of the Members of the Association in connection with its objects.
- (b) To promote, extend, develop, cultivate and foster the art and science of drama and histrionic production, pictorial art, literature and music in all its branches.
- (c) To promote, produce and hold, or join in promoting, producing and holding, representations of dramatic works or histrionic productions or performances, entertainments or exhibitions.
- (d) To found, subsidise or contribute to any institution or institutions, scholarships or prizes for the purpose of carrying out the objects herein.
- (e) To assist in or subscribe to any charitable, patriotic, educational or public purpose or fund which may be raised for the benefit or assistance of any person, society or Association.
- (f) To amalgamate, co-operate or affiliate with any other club, Association, body or Society having objects wholly or in part similar to those of this Association, and to provide for the affiliation of the Association with clubs outside Bunbury which have objects wholly or in part similar to the Association.
- (g) To print and publish or join in printing and publishing any newspaper, periodical, books, journals and other documents in connection with and for the purpose of carrying out the objects of the Association.
- (h) To acquire all or any copyrights in any literary, musical and dramatic book, or work, or the performing right of any dramatic or musical work or any limited copyright in any literary, musical and dramatic book or work either by assignment or licence.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects.

3. POWERS OF ASSOCIATION

The powers of the Association are -

- (a) To acquire by purchase, lease, exchange, hire or otherwise any real or personal property.
- (b) To invest any money of the Association in such manner as may from time to time be determined by the Association or its Committee.
- (c) To sell, manage, lease, hire, mortgage, charge, dispose of or otherwise deal with all or any part of the real or personal property of the Association.
- (d) To borrow money upon such terms and conditions as the Committee may think fit.
- (e) To open and operate bank accounts.
- (f) To appoint agents to transact any business of the Association on its behalf.
- (g) To enter into any other contract it considers necessary or desirable.
- (h) To do all such acts and things necessary or convenient for carrying out the objects and purposes of the Association.
- (i) To act as Trustee and accept and hold real and personal property upon trust.

4. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- (1) Membership of the Association shall comprise of-
 - (a) All persons who were Members of the Association on the date of passing of this constitution by the General Meeting and who shall be deemed to be Members as hereinafter defined and enjoy and exercise the rights of Membership without formal election.
 - (b) Persons who shall hereinafter be elected by the Management Committee.
- (2) Membership shall be divided into the following classes:
 - Life Members
 - Ordinary Members
 - Junior Members
 - Temporary Members

(a) Life Members

- (i) any Member of the Association may be elected as a Life Member of the Association by the Committee, and if elected shall thereafter not be required to pay any subscription or levy;
- (ii) any Member of the Association may nominate to the Committee the name of any other Member of the Association for election as a Life Member; and
- (iii) Any Member so elected as a Life Member shall enjoy all privileges of an Ordinary Member.

(b) Ordinary Members

Ordinary Members shall be such persons who shall be elected as such as hereinafter provided.

(c) Junior Members

Junior Members shall be such persons as the Committee shall elect as Junior Members who shall be over the age of FIFTEEN (15) years and under the age of EIGHTEEN (18) years at the date of such election. The term of Membership as a Junior Member shall cease at the end of the year such Junior Member attains the age of EIGHTEEN (18) years and who thereafter without further election shall become an Ordinary Member.

(d) Temporary Members

- (i) Temporary Members shall be such persons as the Committee shall elect as Temporary Members. Temporary Members may be elected on such terms as the Committee may from time to time determine for any period not exceeding SIX (6) months.
- (ii) A Temporary Member shall not have any right to hold office nor to vote at any Meeting of the Members of the Association, nor have any right, title or interest in or to any property of the Association, but shall otherwise during that person's term of Temporary Membership be entitled to all the privileges possessed by or accorded to Ordinary Members of the Association.

(3) A person who wishes to become a Member, whether Ordinary, Temporary or Junior, shall:

- (a) apply for Membership to the Committee in writing,
 - (i) signed by that person.

- (ii) be in such form as the Committee from time to time directs; and
 - (iii) be accompanied by such nomination fee and subscription fee as may from time to time be required by the Committee.
- (4) The Committee shall consider each application made under subparagraph (3) at a Committee Meeting and shall at the Committee Meeting or a subsequent Committee Meeting accept or reject that application.
 - (5) A two third majority of Committee Members present and voting shall be necessary for acceptance of an application for membership.
 - (6) A person applying for Membership shall be notified within SEVEN (7) days of the Committee Meeting as to the outcome of that person's application for Membership.
 - (7) In the event of an unsuccessful application for Membership, the proposed Member will be entitled to receive a refund of the subscription fee accompanying the application, but not the nomination fee.
 - (8) In the event of a successful application for Membership, the successful applicant shall be admitted to the privileges of the Association that accord to the particular class of Membership.

5. REGISTER OF MEMBERS OF ASSOCIATION

- (1) The Secretary shall on behalf of the Association keep and maintain in an up to date condition a Register of Members of the Association and their postal or residential addresses.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a Member to be deleted from the Register of Members and where appropriate, notify that person accordingly.
- (3) The Secretary shall upon the request of a Member of the Association, make the Register available for the inspection of the Member and the Member may make a copy of or take an extract from the 'Register, but shall have no right to remove the Register for that purpose.

6. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- (1) The Association shall from time to time at a General Meeting determine the amount of the subscription to be paid by each Member including the nomination fee for nomination of new Members.
- (2) Each Member shall pay to the Treasurer, annually on or before 1 January or such other date as the Committee from time to time determines, the amount of the subscription determined under Subrule (1).

- (3) Subject to Subrule (4), a Member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
- (4) A Member is a Financial Member for the purposes of these Rules if that Member's subscription is paid in full.
- (5) A Junior Member paying a subscription less than that of an Ordinary Member shall not be entitled to hold any office or to vote at any Meeting of the Association. But any person elected as a Junior Member may elect to pay the full subscription of an Ordinary Member and if he or she elects to do so he or she shall enjoy the powers and privileges of an Ordinary Member.
- (6) Temporary Members shall not be called upon to pay any nomination fee, but shall pay such subscription, being not less than a proportion of the amount of the subscription payable by Ordinary Members, as the Committee may determine.
- (7) Any person becoming a Member of the club after SIX (6) months following the Annual General Meeting in any year shall be allowed a rebate of subscription in respect of that year only, of an amount equal to one half of the full annual subscription which would otherwise be payable by that person.
- (8) The Membership year of the Association shall commence from 1 January.

7. RESIGNATION OF MEMBERS OF THE ASSOCIATION

- (1) A Member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee Member ceases on that delivery to be a Member.
- (2) A person who ceases to be a Member under Subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

8. CANCELLATION OF MEMBERSHIP

If the Committee shall consider that it is undesirable in the interests of the Association that any Member should continue as a Member thereof, then such Member shall be called upon by the Committee through the Secretary to show cause why he or she should not resign his or her Membership. If any Member fails to show cause why he or she should not resign within ONE (1) week after being called upon to do so, the Committee may consider the case of any such Member and it shall be competent for the Committee to pass a resolution expelling or suspending such Member or otherwise determining or suspending his or her Membership and he or she shall be informed thereof in writing as soon as practical thereafter.

9. COMMITTEE OF MANAGEMENT

(1) The affairs of the Association shall be managed exclusively by a Committee of Management the ("Committee") consisting of -

- (a) a President;
- (b) a Vice President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) six other Members - called Ordinary Committee Members;

All of whom must be financial Members of the Association elected to Membership of that Committee at an Annual General Meeting or appointed under Subrule (7).

(f) To be elected to the positions of President or Vice President the nominee must have served on the Committee the previous year. This subrule shall not apply if there is no nominee for the position of President or Vice President who meets this requirement

(1A) The term of office of the Members on the Committee shall be as follows:

- (a) the President, the Vice President, Secretary and Treasurer shall each hold office for one year until the following Annual General Meeting at which time those committee positions become vacant and those positions on the Committee are up for election;
- (b) The six Ordinary Committee Members shall hold office for two years as follows:
 - (i) Three of them for 2 years until the second Annual General Meeting after their election when those three positions become vacant and are up for election for a term of 2 years; and
 - (ii) The other three of them to be elected at, and their term commencing as from, the intervening Annual General Meetings to (i) above, for a term of 2 years;

such that at in any year, of the six Ordinary Committee Members elected on to the Committee, three are on Committee in their last year of their two year term, and three are on Committee in the first year of their two year term.

(2) Subject to Subrule (7), a Member is not eligible for election to Membership of the Committee unless a Member has nominated that person for election by delivering notice in writing of that nomination specifying the position nominated for and signed by:

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election;

to the Secretary by 7.00 pm the day on which the Annual General Meeting concerned is to be held.

- (3) A member who is eligible for election or re-election on the Committee may
 - (a) Propose or second himself or herself for election or re-election;
 - (b) Vote for himself or herself.
- (4) The Secretary shall ensure that notice of all known nominations to Membership of the Committee is given to all Members when notice is given to those Members of the calling of the Annual General Meeting at which the election is to be held.
- (5) Where there is only ONE (1) nomination for any particular office bearer on the Committee or if nominations of Ordinary Committee Members do not exceed the number of such positions available, then the Secretary shall report accordingly to and the Chairperson of the Annual General Meeting shall declare those persons to be duly elected to that office or as an Ordinary Committee Member as applicable of the Committee at the Annual General Meeting concerned.
- (6) In the event that there are no nominations or insufficient nominations in respect to Membership of the Committee, either in respect to a particular office bearer or as an Ordinary Committee Member, nominations shall then be called for by the Secretary from the floor at the Annual General Meeting concerned.
- (7) When a casual vacancy **within the meaning of Rule 13** occurs in the Membership of the Committee:
 - (a) The Committee may appoint a Member to fill that vacancy.; and:
 - (b) The Member so appointed shall, **subject to subrule (c)**:
 - (i) Hold office until the commencement of: and
 - (i) Be eligible for election to membership of the Committee at the next following Annual General Meeting.
 - (c) In the event of a vacancy of a position on the Committee relating to an Ordinary Committee Member, that vacancy shall be filled for the remainder of that vacant Ordinary Committee Member's term.

10. CHAIRPERSON

- (1) Subject to this Rule, the President and in the absence of the President, the Vice President, shall preside at all Special, Annual General Meetings and Committee Meetings.
- (2) In the event of the absence from -
 - (a) a general meeting of -
 - (i) both the President and the Vice President, a Member elected by the other Members present at the General Meeting;

or
 - (b) a Committee Meeting of -
 - (i) both the President and the Vice President, a Committee Member elected by the Committee Members present;

shall preside at the General Meeting or Committee Meeting, as the case requires. In any event the omission to choose a Chairperson shall not invalidate any act done by the Committee.

11. SECRETARY

The Secretary shall -

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association in a Minute Book;
- (c) comply on behalf of the Association with -
 - (i) Section 53 of the Act in respect of the Register of Members of the Association;
 - (ii) Section 35 of the Act in respect of the Rules of the Association; and
 - (iii) subsection 58 of the Act in respect of the record of the office holders and any trustees, of the Association;
- (3) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by Rule 12 to be kept and maintained by, or in the custody of the Treasurer; and
- (4) perform such other duties as are imposed by these Rules on the Secretary.

12. TREASURER

The Treasurer shall -

- (a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of Committee of Management a General Meeting or of the Committee and in so doing ensure that all cheques are signed by any 2 Committee Members being President, Treasurer, Secretary or Vice President;
- (d) comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these Rules on the Treasurer.

13. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member -

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental ill-health;
- (e) is absent from more than -
 - (i) 3 consecutive Committee Meetings; or
 - (i) 3 Committee Meetings in the same financial year; of which he or she has received notice without tendering an apology to the person presiding at each of those 3 Committee Meetings; or
- (f) ceases to be a Member of the Association.

14. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a Meeting of the Committee.
- (2) Each Committee Member has a deliberative vote.
- (3) A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have the casting vote.
- (4) At a Committee Meeting 6 Committee Members constitute a quorum.
- (5) Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Committee Members present at the Committee Meeting
- (6) A Committee Member having any direct or indirect pecuniary interest referred to in Sections 42 or 43 of the Act shall comply with that Section.

15. GENERAL MEETINGS

- (1) The Committee -
 - (a) may at any time convene a Special General Meeting:
 - (b) shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by Section 50 or the Act; and
 - (c) shall, within 30 days of-
 - (i) receiving a request in writing to do so from not less than twenty percent (20%) of the Members, convene a Special General Meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under Rule 9 (4), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The Members making a request referred to in Subrule (1) (c) (i) shall:
 - (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.

- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to -
 - (a) in Subrule (1) (c) (i) the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
 - (b) in Subrule (1) (c) (ii), the Member who gave the notice concerned may himself convene a Special General Meeting as if he or she were the Committee.
- (4) When a Special General Meeting is convened under Subrule (3)(a) or (b)
 - (a) the Committee shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to Subrule (8), the Secretary shall give to all Members not less than 21 days notice of a Special or Annual General Meeting and of any motions to be moved at that Meeting.
- (6) A notice given under Subrule (5) shall specify -
 - (a) when and where the Special or Annual General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at that Meeting and of the order in which that business is to be transacted.
- (7) In the case of an Annual General Meeting, the order in which business is to be transacted is -
 - (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee Members to replace outgoing Committee Members; and
 - (c) third, any other business requiring consideration by the Association in a General Meeting.
- (8) The Secretary may give a notice under Subrule (5) by -
 - (a) serving it on a Member personally; or
 - (b) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained under Section 53 of the Act.

- (9) When a notice is sent by post under Subrule (8)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

16. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- (1) At all Special or Annual General Meetings of the Association, TWENTY (20) financial Members for the time being of the Association personally present shall form a quorum.
- (2) If a quorum shall not be present within half an hour after the time for which such Meeting shall have been called, then the Meeting shall stand adjourned until the Members then present shall by a majority decide.
- (3) If at such adjourned Meeting a quorum of TWENTY (20) Members for the time being shall not be present at the time fixed for such adjourned Meeting then such Meeting shall lapse.
- (4) All questions at a general meeting shall be decided as follows:
 - (a) In the case of a Special General Meeting, by three fourths of those present and entitled to vote;
 - (b) In the case of any General Meeting other than a Special General Meeting, by a simple majority of those present and entitled to vote. In the case of an equality of votes, the President or other person presiding shall have the casting vote.
- (5) No Member who is not a financial Member shall be entitled to vote or take part in such Meeting, but otherwise every Life Member and Ordinary Member shall have one vote at every General Meeting.

17. RULES OF ASSOCIATION

- (1) The Association may alter or rescind these Rules, or make rules additional to these Rules in accordance with the procedure set out in Sections 30, 31 and 33 of the Act and by a resolution at a Special General Meeting.
- (2) These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provision.

18. COMMON SEAL

- (1) The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- (2) The Common Seal of the Association shall not be used without the express authority of the Committee and every use of that Common Seal shall be recorded in the Minute book referred to in Rule 11.

- (3) The affixing of the Common Seal of the Association shall be witnessed by any 2 of the President, the Secretary and the Treasurer.
- (4) The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

19. INSPECTION OF RECORDS, ETC OF ASSOCIATION

A Member may at any reasonable time inspect without charge the books, documents records and securities of the Association.

20. CANCELLATION OF INCORPORATION OR WINDING UP

- (1) In this rule:

“surplus property”, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the association,

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in 24(1) of the Act.

21. INTERPRETATION OF RULES

If any question should arise as to the construction of any of these Rules the same shall be determined by the Committee and the decision of the Committee shall be final.

22. FINANCIAL YEAR

The financial year of the Association will be the period of 12 months commencing 1 July and ending 30 June of each year.

23. RESOLVING DISPUTES

- (1) **Terms used**

In this Rule:

“**grievance procedure**” means the procedures set out in this rule.

“party to a dispute” includes a person:

- (a) Who is a party to the dispute; and
- (b) Who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

(2) Application of Rule

The procedure set out in this Rule (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association.

(3) Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

(4) How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (3), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute
- (b) within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (i) When and where the Committee meeting is to be held; and
 - (ii) That the party, or the party's representative, may attend the meeting and will given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

(5) Determination of dispute by the Committee

- (a) At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
 - (i) give each party to the dispute, or the party's representative,

a reasonable opportunity to the written or oral (or both written and oral) submissions to the Committee about the dispute: and

- (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.

24. NOT-FOR-PROFIT-BODY

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purpose of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) The payment in good faith to the member as reasonable remuneration for any serviced provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; or
 - (c) The payment for a reasonable allowance ("Director's/Presenter's Allowance") to compensate the member for that member's out-of-pocket expenses, including but not limited to fuel and personal telephone use and for their time associated with that member undertaking the role as Director of a production or presenter of an activity/event on behalf of the Association, and as approved by the Committee.
- (4) In addition to subrule (3), and payment from the Association's funds to a Member who is a Committee Member, must be authorised by a resolution of the Association.

25. TERMS USED

In these Rules, unless the contrary intention appears:-

"**Act**" means the *Associations Incorporation Act 2015*;

"**Association**" means the incorporated association to which these rules apply;

"**Committee**" means the management committee of the Association.

