



The Players Theatre Inc.

Constitution

Under the
Associations Incorporation Act 2009
Associations Incorporation Regulation 2016

Adopted at the Annual General Meeting, June 2026 at The Players Theatre, Port Macquarie, NSW

Contents

1. Objectives of the Association	3
2. Definitions	3
3. Membership	4
3.1. Eligibility	4
3.2. Membership Period	4
3.3. Application for Membership	4
3.4. Cessation Of Membership	5
3.5. Membership Entitlements Not Transferable	5
3.6. Resignation of Membership	5
3.7. Register of Members	5
3.8. Membership Fee	6
3.9. Members' Liabilities	6
3.10. Resolution of Disputes	6
3.11. Disciplining of Members	6
3.12. Right of Appeal of Disciplined Member	7
4. Committee	8
4.1. Powers of the Committee	8
4.2. Composition and Membership of Committee	8
4.3. Election of Committee Members	8
4.4. Secretary	9
4.5. Treasurer	9
4.6. Casual Vacancies	9
4.7. Removal of Committee Members	10
4.8. Committee Meetings and Quorum	10
4.9. Delegation by Committee to Sub-Committee	10
4.10. Voting and Decision	11
5. Meetings	11
5.1. Annual General Meetings	11
5.2. Special General Meetings	12
5.3. Special Resolutions	12
5.4. Notice	12
5.5. Quorum for General Meetings	12
5.6. Presiding Member	13
5.7. Adjournment	13
5.8. Making of Decisions	13
5.9. Voting	13
5.10. Proxy Votes not Permitted	14
5.11. Postal Or Electronic Ballots	14
5.12. Use of Technology at Meetings	14
6. Miscellaneous	14
6.1. Insurance	14
6.2. Funds Source	14
6.3. Funds Management	14
6.4. Not-for-Profit Nature	14
6.5. Dissolution and Distribution of Assets	14
6.6. Change of Name, Objects and Constitution	15
6.7. Custody of Books Etc	15
6.8. Inspection of Books Etc	15
6.7. Service of Notices	15
6.8. Financial Year	15

1. Objectives of the Association

- To foster and promote a thriving non-professional performing arts and cultural group which enhances community connection.
- To maintain and improve the licensed theatre and grounds at 33a Lord Street, Port Macquarie.
- To achieve the above objectives, whilst adhering to The Players Theatre Inc.'s Codes of Conduct.

2. Definitions

- "Players" means The Players Theatre Inc.
- "Association" means The Players Theatre Inc. as governed by this Constitution.
- "Constitution" the document setting the rules governing the Association.
- "Person" means an individual
- "Member" A person eligible pursuant to Membership / Eligibility. This is distinct from a Committee Member.
- "Patron" means a person attending the The Players Theatre for a show or activity
- "Executive Committee" means the people holding the positions of President, Secretary, Treasurer and 1st and 2nd Vice Presidents on the Committee.
- "Ordinary" Committee Member" means a person on the Committee who is not a Member of the Executive Committee.
- "Committee" means the full Committee of The Players Theatre Inc. including the Executive Committee Members as well as the Ordinary Committee Members
- "Committee Member" a Member appointed to the Committee.
- "Sub-Committee" means a selection of Members appointed as Committee Members to a Sub-Committee reporting to a Committee Member of the Committee.
- "Sub-Committee Member" a Member appointed to a Sub-Committee.
- "Secretary" means:
 - the person holding office under this Constitution as Secretary of the Association, or
 - if no such person holds that office - the public officer of the Association.
- "Public Officer" means a Committee Member who is the official point of contact for The Players Theatre and one of the authorised signatories.
- "Committee Meeting" means the regular meetings held by the Committee.
- "Quorum" the minimum number of Committee Members present at a Committee Meeting to make it official.
- "Special General Meeting" means a meeting of the Association attended by any Member of the Association other than an Annual General Meeting.
- "Annual General Meeting" means the meeting open to all Members of the Association held once a year and is where the Committee Members are elected among other agenda items.
- "General Meeting" is a collective name for Special General and Annual General meetings but excludes Committee Meetings.

- Provisional Members are those persons who have submitted a membership application but are waiting the decision of the Committee for admission as a Member.
- “Junior Members“ are those people who are under the age of 18 and have been approved as a Member. They may need the consent of a parent or guardian to apply for Membership and subject to Voting clause 4.9.4, are entitled to the full privileges of Membership.
- “Adult Members“ are those persons who are not Junior, Concession or Life Members and been approved as a Member and are entitled to the full privileges of Membership.
- “Concession Members“ are those persons who hold a valid State Government Seniors Card, or Government Concession Card and been approved as a Member and are entitled to the full privileges of Membership.
- “Life Members“ On the recommendation of the Committee a Member may be elected a Life Member at a General Meeting of the Association and shall be entitled to all the full privileges of Membership without paying the annual Membership fees.
- “Membership Fee” The amount payable under clause “Fees and Subscriptions”
- Member Services Coordinator shall mean the person appointed to this role. If no such appointment has been made, tasks usually assigned to Member Services Coordinator will fall to the Secretary or any other Committee Member as directed by the Committee
- the “Act” means the Associations Incorporation Act 2009.
- the “Regulation” means the Associations Incorporation Regulation 2010.
- A reference to a function includes a reference to a power, authority and duty, and
- A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 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.
- CPA Child Protection Act 2012 (Working With Children)

3. Membership

3.1. Eligibility

- 3.1.1. A person is eligible to be a Member of the Association if:
 - 3.1.1.1. the person is a natural person, and
 - 3.1.1.2. the person has applied and been approved for Membership of the Association.
 - 3.1.1.3. they support the purposes of the Association

3.2. Membership Period

- 3.2.1. The Membership period means a period from the date of application of Membership until December 31st of the application year.
- 3.2.2. This period may be modified by motion at a Committee Meeting.

3.3. Application for Membership

- 3.3.1. An application by a person for Membership of the Association, can be made in the form of purchasing a membership either online through the Players Theatre website or in person at the

Players Theatre box office. At the point of purchase the applicant must confirm they agree to abide by The Players Theatre Inc. Constitution and the conditions in the Members Code of Conduct.

- 3.3.2. As soon as practicable after receiving an application for Membership, the Member Services Coordinator must confirm the new member has sighted The Players Theatre Inc. Constitution and the Members Code of Conduct and agrees to the conditions therein.
- 3.3.3. At the next Committee Meeting the Member Services Coordinator will table a report of all new memberships purchased. The Committee will review the list and ratify the membership of the new members.
- 3.3.4. Applicants are considered Provisional Members until the Committee accepts their application. Members privileges are not available to Provisional Members.
- 3.3.5. If the committee revokes any application for Membership, the Secretary will notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee has rejected their application
- 3.3.6. The Member Services Coordinator must, on payment by the applicant of the Member Fee, 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.

3.4. Cessation Of Membership

- 3.4.1. A person ceases to be a Member of the Association if the person:
 - 3.4.1.1. has had their application rejected by the Committee or
 - 3.4.1.2. dies, or
 - 3.4.1.3. resigns Membership, or
 - 3.4.1.4. is expelled from the Association, or
 - 3.4.1.5. fails to pay the annual "Membership Fee" within 3 months after the fee is due.

3.5. Membership Entitlements Not Transferable

- 3.5.1. A right, privilege or obligation which a person has by reason of being a Member of the Association:
 - 3.5.1.1. is not capable of being transferred or transmitted to another person, and
 - 3.5.1.2. terminates on cessation of the person's Membership.

3.6. Resignation of Membership

- 3.6.1. A Member of the Association may resign from Membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- 3.6.2. If a Member of the Association ceases to be a Member under clause 2.6.1., and in every other case where a Member ceases to hold Membership, the Member Services Coordinator must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

3.7. Register of Members

- 3.7.1. The Member Services Coordinator of the Association must establish and maintain a register of Members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member.
- 3.7.2. The register of Members must be kept in New South Wales:

3.7.2.1. at the main premises of the Association, or

3.7.2.2. if the Association has no premises, at the Association's official address.

3.7.3. The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

3.7.4. A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

3.7.5. No personal information other than the Member's name will be shared unless required to do so by a law enforcement agency.

3.7.6. A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:

3.7.6.1. 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

3.7.6.2. any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.7.7. If the register of Members is kept in electronic form:

3.7.7.1. it must be convertible into hard copy, and

3.7.7.2. the requirements in previous subclauses apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

3.8. Membership Fee

3.8.1. A Member of the Association must, on application to Membership, pay to the Association an application fee of \$1 or, if some other amount is determined by the Committee, that other amount.

3.8.2. In addition to any amount payable by the Member under sub-clause 2.8.1, a Member of the Association (with the exception of Life Members) must pay to the Association an annual Membership fee of \$2 or, if some other amount is determined by the Committee, that other amount:

3.8.2.1. on application to become a Member

3.8.2.2. before their Membership period ceases.

3.9. 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 "Membership Fee".

3.10. Resolution of Disputes

3.10.1. In the first instance any dispute will be mediated by a delegation of the Committee.

3.10.2. 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, not resolved as per 2.10.1, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

3.10.3. 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.

3.10.4. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

3.11. Disciplining of Members

3.11.1. A complaint may be made to the Committee by any person that a Member of the Association:

- 3.11.1.1. has refused or neglected to comply with a provision or provisions of this Constitution, or
- 3.11.1.2. has wilfully acted in a manner prejudicial to the interests of the Association.
- 3.11.2. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature and the Secretary will notify the complainant of the decision within 14 days of the decision being made.
- 3.11.3. If the Committee decides to deal with the complaint, the Committee:
 - 3.11.3.1. must cause notice of the complaint to be served on the Member concerned, and
 - 3.11.3.2. 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
 - 3.11.3.3. must take into consideration any submissions made by the Member in connection with the complaint.
- 3.11.4. 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.
- 3.11.5. 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 section "Right Of Appeal Of Disciplined Member".
- 3.11.6. The expulsion or suspension does not take effect:
 - 3.11.6.1. until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - 3.11.6.2. if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under section "Right Of Appeal Of Disciplined Member", whichever is the later.

3.12. Right of Appeal of Disciplined Member

- 3.12.1. A Member may appeal to the Association in a General Meeting against a resolution of the Committee under clause "Disciplining Of Members", within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 3.12.2. 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.
- 3.12.3. On receipt of a notice from a Member, 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.
- 3.12.4. At a General Meeting of the Association convened under "Disciplining Of Members":
 - 3.12.4.1. no business other than the question of the appeal is to be transacted, and
 - 3.12.4.2. the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 3.12.4.3. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 3.12.5. The appeal is to be determined by a simple majority of votes cast by Members of the Association.

4. Committee

4.1. 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:

- 4.1.1. is to control and manage the affairs of the Association, and
- 4.1.2. 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
- 4.1.3. 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.

4.2. Composition and Membership of Committee

4.2.1. The Committee is to consist of:

- 4.2.1.1. the Executive-Committee Members of the Association, and
- 4.2.1.2. at least four ordinary Committee Members but no more than six, each of whom is to be elected at the Annual General Meeting of the Association under clause "Election Of Committee Members".
- 4.2.1.3. the total number of Committee Members is to be not less than nine or more than eleven.

4.2.2. The Executive-Committee Members of the Association are as follows

- 4.2.2.1. The President,
- 4.2.2.2. the First Vice-President,
- 4.2.2.3. the Second Vice-President,
- 4.2.2.4. the Treasurer,
- 4.2.2.5. the Secretary:

4.2.3. No Committee Member shall hold more than one position on the Committee.

4.2.4. Each Committee Member, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the Committee Member's election, but is eligible for re-election.

4.2.5. Each Executive Committee Member may nominate for re-election for their current position as long as they have held the position for less than 3 years consecutively. They may nominate for a different Committee position.

4.3. Election of Committee Members

4.3.1. Nominations of candidates for election as Committee Members of the Association:

4.3.1.1. must be made in writing (including by email or other electronic means, if the Committee so determines); including the details of 2 Members of the Association as "referees" for the applicant and

4.3.1.2. must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

4.3.2. 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.

4.3.3. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

- 4.3.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4.3.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 4.3.6. The ballot for the election of Committee Members of the Committee is to be conducted at the Annual General Meeting by a written ballot.
- 4.3.7. A person nominated as a candidate for election as an Executive Committee Member or as an Ordinary Committee Member of the Association must be a Member of the Association.

4.4. Secretary

- 4.4.1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 4.4.2. It is the duty of the Secretary to keep minutes of:
 - 4.4.2.1.1. all appointments of Executive and ordinary Committee Members of the Committee, and
 - 4.4.2.1.2. the names of Committee Members of the Committee present at a Committee meeting or a General Meeting, and
 - 4.4.2.1.3. all proceedings at Committee meetings and General Meetings.
- 4.4.3. Minutes of proceedings at a meeting must be approved by a majority at the next succeeding meeting.
- 4.4.4. The Secretary shall be the Public Officer of the Association.

4.5. Treasurer

- 4.5.1. It is the duty of the Treasurer of the Association to ensure:
 - 4.5.1.1. that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - 4.5.1.2. that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

4.6. Casual Vacancies

- 4.6.1. In the event of a casual vacancy occurring in the Committee Members 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 next Annual General Meeting following the date of the appointment.
- 4.6.2. A casual vacancy in the office of a Member of the Committee occurs if the Committee Member:
 - 4.6.2.1. dies, or
 - 4.6.2.2. ceases to be a Member of the Association, or
 - 4.6.2.3. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - 4.6.2.4. resigns office by notice in writing given to the Secretary, or
 - 4.6.2.5. is removed from office under clause "Removal of Committee Members", or
 - 4.6.2.6. becomes a mentally incapacitated person, or
 - 4.6.2.7. is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - 4.6.2.8. 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

4.6.2.9. 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.

4.7. Removal of Committee Members

- 4.7.1. The Association in General Meeting may by resolution remove any Committee Member of the Committee from the office of Committee Member before the expiration of the Committee Member's term of office and may by resolution appoint another Member to hold office until the expiration of the term of office of the Committee Member so removed.
- 4.7.2. If a Member of the Committee to whom a proposed resolution referred to in clause (3.7.1) 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 Committee Member of the Committee or, if the representations are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.8. Committee Meetings and Quorum

- 4.8.1. The Committee must meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.
- 4.8.2. Additional meetings of the Committee may be convened by the President or by any Committee Member of the Committee.
- 4.8.3. Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Committee Members of the Committee) before the time appointed for the holding of the meeting.
- 4.8.4. Notice of a meeting given under clause above, 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.
- 4.8.5. Any five (5) Committee Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 4.8.6. 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.
- 4.8.7. 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.
- 4.8.8. At a meeting of the Committee:
 - 4.8.8.1. the President or, in the President's absence, the First Vice-President is to preside, or
 - 4.8.8.2. In the absence of the President and the First Vice-President, the Second Vice-President is to preside, or
 - 4.8.8.3. if the President and the First and Second Vice-Presidents are absent or unwilling to act, one of the remaining Committee Members of the Committee as may be chosen by the Committee Members present at the meeting is to preside.

4.9. Delegation by Committee to Sub-Committee

- 4.9.1. 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:
 - 4.9.1.1. this power of delegation, and

4.9.1.2. a function which is a duty imposed on the Committee by the Act or by any other law.

- 4.9.2. A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains un-revoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 4.9.3. 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.
- 4.9.4. Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 4.9.5. 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.
- 4.9.6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 4.9.7. A Sub-Committee may meet and adjourn as it thinks proper.

4.10. Voting and Decision

- 4.10.1. 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 Committee Members of the Committee or Sub-Committee present at the meeting.
- 4.10.2. Each Committee Member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including 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 second or casting vote.
- 4.10.3. Subject to clause "Committee Meetings and Quorum", the Committee may act despite any vacancy on the Committee.
- 4.10.4. 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 Committee Member of the Committee or Sub-Committee.

5. Meetings

5.1. Annual General Meetings

- 5.1.1. The Association must hold its first Annual General Meeting within 18 months after it's registration under the Act.
- 5.1.2. The Association must hold its Annual General Meetings:
 - 5.1.2.1. within 6 months after the close of the Association's financial year, or
 - 5.1.2.2. within such later time as may be allowed by the Director- General or prescribed by the Regulation.
- 5.1.3. The Annual General Meeting of the Association is, subject to the Act, is to be convened on such date and at such place and time as the Committee thinks fit.
- 5.1.4. 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:
 - 5.1.4.1. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,

- 5.1.4.2. to receive from the Committee reports on the activities of the Association during the last preceding financial year,
- 5.1.4.3. to elect Members of the Association as Committee Members,
- 5.1.4.4. to receive and consider any financial statement or report required to be submitted to Members under the Act.

5.1.5. An Annual General Meeting must be specified as such in the notice convening it.

5.2. Special General Meetings

- 5.2.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 5.2.2. The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting of the Association.
- 5.2.3. A requisition of Members for a Special General Meeting:
 - 5.2.3.1. must state the purpose or purposes of the meeting, and
 - 5.2.3.2. must be signed by the Members making the requisition, and
 - 5.2.3.3. must be lodged with the Secretary, and
 - 5.2.3.4. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 5.2.4. 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.
- 5.2.5. A Special General Meeting convened by a Member or Members must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

5.3. Special Resolutions

- 5.3.1. A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.

5.4. Notice

- 5.4.1. 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.
- 5.4.2. 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 the intention to propose the resolution as a Special Resolution.
- 5.4.3. 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 "Annual General Meetings".
- 5.4.4. 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 Committee Member.

5.5. Quorum for General Meetings

- 5.5.1. No item of business is to be transacted at a General Meeting unless a quorum of Committee Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- 5.5.2. Five (5) 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.
- 5.5.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - 5.5.3.1. if convened on the requisition of Members, is to be dissolved, and
 - 5.5.3.2. 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.
 - 5.5.3.3. 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.

5.6. Presiding Member

- 5.6.1. The President or, in the President's absence, one of the Vice-Presidents, is to preside as chairperson at each General Meeting of the Association.
- 5.6.2. If the President and the Vice-Presidents are absent or unwilling to act, the Members present must elect one of their numbers to preside as chairperson at the meeting.

5.7. Adjournment

- 5.7.1. 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.
- 5.7.2. 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.
- 5.7.3. Except as provided in clauses (2.7.2), 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.

5.8. Making of Decisions

- 5.8.1. A question arising at a General Meeting of the Association is to be determined by either:
 - 5.8.1.1. a show of hands, or
 - 5.8.1.2. 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.
- 5.8.2. 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.
- 5.8.3. 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.

5.9. Voting

- 5.9.1. On any question arising at a General Meeting of the Association a Member has one vote only.
- 5.9.2. 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 second or casting vote.
- 5.9.3. 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.

- 5.9.4. A Member is not entitled to vote at any General Meeting of the Association if the Member is under 18 years of age.

5.10. Proxy Votes not Permitted

- 5.10.1. Proxy voting must not be undertaken at or in respect of an Annual General Meeting, Special General Meeting or General Committee meetings.

5.11. Postal Or Electronic Ballots

- 5.11.1. The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause "Right of appeal of disciplined Member").
- 5.11.2. A postal ballot is to be conducted in accordance with Schedule 3 (Conduct of postal or electronic ballots) of the Regulation.

5.12. Use of Technology at Meetings

- 5.12.1. A meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.
- 5.12.2. A Committee Member or Member of an Association who participates in a meeting using that technology is taken to be present at the meeting and, if the Committee Member or Member votes at the meeting, is taken to have voted in person.

6. Miscellaneous

6.1. Insurance

The Association shall effect and maintain sufficient and appropriate insurance.

6.2. Funds Source

- 6.2.1. The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations, theatre hires, cafe and bar proceeds and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.
- 6.2.2. 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 authorised deposit-taking institution account.
- 6.2.3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt if requested by the patron or purchaser.

6.3. Funds Management

- 6.3.1. 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.
- 6.3.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Members of the Committee or employees of the Association, being Members or employees authorised to do so by the Committee.

6.4. Not-for-Profit Nature

- 6.4.1. The assets and income of the Association shall be applied solely in furtherance of its objectives, and no portion shall be distributed directly or indirectly to the Members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

6.5. Dissolution and Distribution of Assets

- 6.5.1. Subject to the Act and any court order, if the Association is wound up and there remains any surplus property after satisfaction of all the Association's debts and liabilities, the surplus property must not be paid to or distributed among the Members of the Association.

- 6.5.2. The surplus property must instead be given or transferred to one or more organisations:
 - 6.5.2.1. with charitable purposes similar to those of the Association, and
 - 6.5.2.2. which prohibit the distribution of income and property among their members to an extent at least as great as imposed on the Association under this Constitution, and
 - 6.5.2.3. which are registered charities with the Australian Charities and Not-for-profits Commission.
- 6.5.3. The organisation or organisations to which the surplus property is to be transferred shall be determined by Special Resolution of the Members at or before the time of winding up and, if the Members do not make such a determination, by a court of competent jurisdiction.

6.6. Change of Name, Objects and Constitution

- 6.6.1. An application to the Director-General for registration of a change in the Association's name, objects or Constitution (following a successful Special Resolution to this affect) in accordance with section 10 of the Act is to be made by the public officer or a Committee Member.

6.7. 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.

6.8. Inspection of Books Etc

- 6.8.1. The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:
 - 6.8.1.1. records, books and other financial documents of the Association,
 - 6.8.1.2. this Constitution,
 - 6.8.1.3. minutes of all Committee meetings and General Meetings of the Association.
- 6.8.2. A Member of the Association may obtain a copy of any of the documents referred to in sub-clause (a) on payment of a fee of not more than \$1 for each page copied.

6.7. Service of Notices

- 6.7.1. For the purpose of this Constitution, a notice may be served on or given to a person:
 - 6.7.1.1. by delivering it to the person personally, or
 - 6.7.1.2. by sending it by pre-paid post to the address of the person, or
 - 6.7.1.3. by sending it by some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 6.7.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - 6.7.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - 6.7.2.2. 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
 - 6.7.2.3. 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.

6.8. Financial Year

The financial year of the Association is:

- 1.1. the period of time commencing on the date of incorporation of the Association and ending on the following 30 April, and
- 1.2. each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 May and ending on the following 30 April.