



## Constitution

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## 1 Preliminary

### 1.1 Name of Association

1. The Association shall be called Noteable Theatre Company Inc (hereinafter referred to as the Association), also referred to as NTC.

### 1.2 Object of the Association

1. The purpose of the Association is to positively impact and shape people's lives through the production and presentation of musical, theatrical and other artistic productions and related programs.

The Association aims to deepen community participation and facilitate personal and professional development through theatre, increase youth participation, engagement and learning, and facilitate and contribute to community engagement, spirit and wellbeing.

The Association is not for the personal gain of any member or members.

Any profits generated by the Association will be retained in its reserve funds for furtherance of the aims outlined above or for donation to any charity.

2. The Association will deliver its mission in line with the following values:
  - a. Act with integrity and be open, honest and transparent.
  - b. Strive for the highest quality and continually improve.
  - c. Create opportunity through collaboration.
  - d. Seek diverse background, experience and thought.
  - e. Lead by example.

### 1.3 Registered Address

1. The registered address of the Association is GPO Box 2097, SYDNEY NSW 2001.

### 1.4 Definitions and Interpretation

1. In this constitution:

**Annual General Meeting** means the general meeting that must occur at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association or within any later time that may be allowed or prescribed under section 37(2)(b) of the Act, to be conducted in accordance with clause 4.

**Committee** means a minimum of seven (7) members as outlined in clauses 3.2(1) and 3.2(2).

**Ordinary member** means a member of the Committee who is not an office-bearer of the Association, as referred to in clause 3.2(2).

**Production Team** has the meaning outlined in clause 3.2(4).

**President, Vice President, Secretary and Treasurer** mean:

- A. the people holding office under this constitution as president, vice president, secretary and treasurer of the Association; or
- B. if no such people hold that office—the public officer of the Association.

**Special General Meeting** means a general meeting of the Association other than the Annual General Meeting to be conducted in accordance with clause 4.

**The Act** means the *Associations Incorporation Act 2009 (NSW)*.

**The Regulation** means the *Associations Incorporation Regulation 2016 (NSW)*.

2. In these rules:
  - a. A reference to a function includes a reference to a power, authority and duty.
  - b. A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
  - c. The provisions of the *Interpretation Act 1987 (NSW)* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## 2 Membership

### 2.1 Membership qualifications

1. A person is eligible to be a member of the Association if:
  - a. The person is a natural person;
  - b. The person has completed and signed an application for membership form (as amended from time to time) agreeing to the rules and requirements of the Association;
  - c. The person has a valid and complete Working with Children Check;
  - d. The person has been approved for membership of the Association by the Committee of the Association in accordance with clause 2.2 below; and
  - e. The person has paid the membership joining fee and annual membership fee to the Association.
2. A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.
3. Subject to the having satisfactorily completed the conditions outlined in clause 2.1.1(a), (b), (d) and (e), a person's membership will be approved in-principle following the provision of a valid Working with Children Check application number to the Secretary. Full approval will only be provided once a valid and complete Working with Children Check has been provided to the Secretary. Until fully approved, prospective members will not be permitted to participate in any of the Association's events where there are children in attendance.

### 2.2 Application of membership

1. Application of a person for membership of the Association must be:
  - a. made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee (which may be amended from time to time); and

- b. lodged (including by electronic means, if the Committee so determines) with the Secretary of the Association.
2. As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee which is to determine whether to approve or to reject the application.
3. As soon as practicable after the Committee makes that determination, the Secretary must:
  - a. notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable); and
  - b. if the Committee approved the application, request the applicant to pay the sum payable under this constitution by a member as joining fee and annual subscription.
4. The Secretary must, on payment by the applicant of the amounts referred to in clause 2.2(3)(b), enter 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. A Life Member of the Association:
  - a. who has rendered exceptional service to the Association for no less than a period of 10 years may be submitted by a member for election at an Annual General Meeting; and
  - b. shall not have to pay any membership or annual fee, and may have any extra provision allotted to them by the Committee as it sees fit.

### 2.3 Cessation of membership

1. 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 by the due date unless a waiver for fees due to financial hardship has not been sought from and granted by the Committee.

### 2.4 Membership entitlements not transferable

1. 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.

### 2.5 Resignation of membership

1. A member of the Association is not entitled to resign that membership except in accordance with this clause 2.5.
2. A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership 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. If a member of the Association ceases to be a member under clause 2.5, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 2.6 Register of members

1. The Secretary of the Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name, postal 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. The register of members must be kept in New South Wales at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour. The Committee will use reasonable endeavor to ensure that the privacy of members is balanced with the requirements outlined in this subclause.
3. 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.
4. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
5. 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.
6. If the register of members is kept in electronic form:
  - a. it must be convertible into hard copy; and
  - b. the requirements in clause 2.6(1) and 2.6(2) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## 2.7 Fees and subscriptions

1. A member of the Association must, on admission to membership, pay to the Association a joining fee to be reasonably determined by the Committee which will be deemed to be part of the first year's membership fee.
2. A member must pay to the Association an annual membership fee to be reasonably determined by the Committee.
3. The Association's full financial year is 1 January to 31 December.
4. Performing members must pay, in addition to amounts payable in clauses 2.7(1) and 2.7(2), a fee for each show in which they participate, as reasonably determined by the Committee.
5. At the discretion of the Committee, the fees of an individual may be waived or reduced. A person whose fees have been waived or reduced by the Committee has no voting rights.

## 2.8 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 2.7.

## 2.9 Resolution of internal disputes

1. Legal disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, may be referred to a community justice centre for mediation in accordance with the [Community Justice Centres Act 1983](#).
2. At least 14 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
3. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
4. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.
5. Personal disputes between members (disputes not related to their capacity as members) will be kept separate from the Association and will be resolved as those individuals determine to be appropriate.

## 2.10 Disciplining of members

1. A complaint may be made to the Committee by any person that is a member of the Association by following the steps to address a complaint or grievance outlined in the Association's complaint's policy that another member:
  - a. has refused or neglected to comply with a provision or provisions of this constitution or any policies approved by the Committee; or
  - b. 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, on the balance of probabilities, that the complaint is trivial or vexatious in nature.
3. If the Committee decides to deal with the complaint, the Committee:
  - a. must cause notice of the complaint to be served on the member concerned;
  - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
4. The Committee may, by resolution, expel the member from the 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. The Committee may, by resolution, exclude a performing member from participating in a production if:
  - a. that member fails to attend three consecutive rehearsals without the approval of the production team;
  - b. that member breaches the NTC Code of Conduct; or
  - c. that members consistently does not act in accordance with community standards.
6. 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 2.10.
7. The expulsion or suspension of any member does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

- b. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 2.10,  
  
whichever is the later.

#### 2.11 Right of appeal of disciplined member

1. A member may appeal to the Association in a general meeting against a resolution of the Committee under clause 2.9, 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 clause 2.10(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 clause 2.10(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.
6. If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### 3 The Committee

#### 3.1 Powers of the committee

1. Subject to the Act, the Regulation and this constitution and 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.
2. The Committee shall not delegate all its powers to one role, person, or sub-committee, for example Artistic Director or Production Manager.
3. The Committee will appoint individuals known as Residents to provide leadership and guidance to enable production teams and developmental program teams to deliver, maintain and improve quality and production standards for the Association. The Committee will not delegate any of its powers to the Residents. The Residents will act as a conduit between the Committee and the Production Team for each of the Association's productions. The roles and responsibilities of Residents will be determined and updated as appropriate over time by the Committee, in line with the purpose and values of the Association as outlined in clause 1.2.
4. The Committee will appoint a Director, Musical Director, Choreographer and Production Manager for each production. The Committee will not delegate any of its powers to the Production Team. The Production Team will be responsible for staging a specific production



as determined by the Committee. The Production Team will report to the Residents unless they are the Resident themselves, in which case they will report directly to the Committee.

5. A Production Team will be formed by the Director, Musical Director, Choreographer and Production Manager. The Committee must approve all appointments to Production Team roles, including those outside of the core Production Team.
6. Once the Production Team has been formed, the Committee shall not interfere with the direction of the production unless, as passed by a unanimous vote at a meeting of the Committee reaching quorum, the Committee believes the integrity of the production and/or the reputation of the Association is being jeopardised and, if the Committee reaches this decision, it shall also have the power to remove, replace and/or add Production Team members as it determines to be appropriate.

### 3.2 Constitution and membership

1. The Committee is to consist of a minimum of:
  - a. the office-bearers of the Association who are:
    - i. President;
    - ii. Vice President;
    - iii. Treasurer; and
    - iv. Secretary;
  - b. and 3 ordinary members,

each of whom is to be elected at the Annual General Meeting of the Association under clause 3.3 and must comply with the further requirements outlined in section 28 of the Act.

2. The total number of Committee members is a minimum of seven (7) members.
3. Additional Committee members may be elected at the Annual General Meeting to fulfil specific functions that may be required.
4. A Committee member may hold up to 2 offices (other than both the offices of President and Vice President).
5. 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 and is eligible for re-election.

### 3.3 Election of members

1. Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee:
  - a. must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - b. must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place; or
  - c. may be made by two members of the Association at the Annual General Meeting with the verbal consent of the candidate.
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.
3. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

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.
5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
6. The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
7. 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.

### 3.4 Office Bearers

1. **President.** The President of the Association:
  - a. must preside over all Committee meetings ensuring that the proceedings are in accordance with this constitution; and
  - b. must preside over all General Meetings of the Association; and
  - c. must be familiar with the functions of all office bearers to ensure that the functions are carried out effectively and in accordance with this constitution; and
  - d. must prepare and deliver the annual President's Report to the Annual General Meeting.
2. **Vice President.** The Vice-President of the Association:
  - a. must assist the President in carrying out his/her functions; and
  - b. must be familiar with all ongoing activities so as to be able to deputise for the President.
3. **Secretary.** The Secretary of the Association:
  - a. must as soon as practicable after being appointed as Secretary lodge notice with the Association of his or her address.
  - b. It is the duty of the Secretary to keep minutes and records (whether in written or electronic form) of:
    - i. all appointments of office-bearers and members of the Committee;
    - ii. the names of members of the Committee present at a Committee meeting or a general meeting;
    - iii. all proceedings at Committee meetings and general meetings; and
    - iv. all official correspondence.
  - c. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
4. **Treasurer.** It is the duty of the Treasurer of the Association to ensure:
  - a. that all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - b. 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;
  - c. at the Annual General Meeting, must present a financial report showing the profit/loss account for each production and a profit/loss account for the Association's full financial year; and
  - d. within six weeks of the conclusion of a production, must present a detailed financial report to the Committee, particularly as compared with budget.

### 3.5 Account Signatories

1. Signatories to the Association's bank accounts and other financial arrangements may be any two of the following:
  - a. President;
  - b. Vice-President;
  - c. Secretary;
  - d. Treasurer.

### 3.6 Casual vacancies

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. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:
  - a. dies;
  - b. ceases to be a member of the Association;
  - c. is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
  - d. resigns office by notice in writing given to the Secretary;
  - e. is removed from office under clause 3.7;
  - f. becomes a mentally incapacitated person;
  - g. is absent without the consent of the Committee from three consecutive meetings;
  - 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;
  - 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; or
  - j. cannot provide the Committee with a Working with Children Check.

### 3.7. Removal of member

1. The Association in general meeting may by resolution remove any member of the Committee 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 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 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.
3. The right to remove a member under this clause 3.7 are in addition to and separate to the rights contained in clause 2.10 and do not in any way limit the rights contained in clause 2.10.

### 3.8 Meetings and quorum

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, taking into account the rehearsals of the Association, thus ensuring that Committee members are able to participate in productions.
2. Committee members not performing in the current production must make themselves reasonably available for committee duties at rehearsals, as required.
3. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
4. 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.
5. Notice of a meeting given under clause 3.8(4) 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 agree by majority to treat as urgent business.
6. Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
7. 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 a place and time in the following week as determined by the President.
8. 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.
9. 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 to preside.
10. Unless otherwise determined by the Committee, the following will be the minimum order of business at each meeting of the Committee:
  - a. Apologies
  - b. Minutes of the last meeting and business arising from those minutes
  - c. Correspondence and business arising thereupon
  - d. Treasurer's report and accounts for payment
  - e. New business.

### 3.9 Use of technology at committee meetings

1. A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
2. A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 3.10 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 section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the 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. At least one member of the Committee must be a member of any sub-committee.
9. To be eligible for appointment to a sub-committee, individuals must:
  - a. not have been convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; and
  - b. not be prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth; and
  - c. be able to provide the Committee with a Working with Children Check.

### 3.11 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 (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.
3. Subject to clause 3.8(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.
5. Should there be a conflict of interest between a subject under discussion and a member/members of the Committee (for example the appointment of a Committee member or a relative of a Committee member/members to the Production Team), that member/those members must leave the meeting until the discussion is concluded.

## 4 General Meetings

### 4.1 Annual General Meetings—holding of

1. With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association or within any later time that may be

allowed or prescribed under section 37(2)(b) of the Act, convene an Annual General Meeting of its members.

2. The Association must hold its first Annual General Meeting within the period of 18 months after its incorporation under the Act.

#### 4.2 Annual General Meetings—calling of and business at

1. The Annual General Meeting of the Association is, subject to the Act and to clause 4.1, 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:
  - a. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b. to receive from the Committee reports on the activities of the Association during the last preceding financial year;
  - c. to elect office-bearers of the Association and ordinary members of the Committee; and
  - d. to receive and consider the statement which is required to be submitted to members under the Act.
3. An Annual General Meeting must be specified as such in the notice convening it.

#### 4.3 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 of not less than 12 financial members, convene a Special General Meeting of the Association.
3. A requisition of members for a Special General Meeting:
  - a. must be in writing;
  - b. must state the purpose or purposes of the meeting;
  - c. must be signed by all of the members making the requisition;
  - d. must be lodged with the Secretary; and
  - e. 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 clause 4.3(4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the committee.
6. For the purposes of subclause (3):
  - a. a requisition may be in electronic form, and
  - b. a signature may be transmitted, and a requisition may be lodged, by electronic means.

#### 4.4 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 matters required under sub-clause (1), the intention to propose the resolution as a special resolution. A special resolution must be passed in accordance with section 39 of the Act.
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 4.2(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.

#### 4.5 Procedure

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. 20 members present in person (being members entitled under these rules 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 a day, time and place in the following week 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.
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 not less than 11) is to constitute a quorum.

#### 4.6 Presiding member

1. The President or, in the President's absence, the Vice President, is to preside as chairperson at each General Meeting of the Association.
2. If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

#### 4.7 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 clauses 4.7(1) and 4.7(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.

#### 4.8 Making of decisions

1. A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll/written ballot is demanded, 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.
2. At a general meeting of the Association, a poll/written ballot may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
3. If a poll/written ballot is demanded at a General Meeting, the poll must be taken:
  - a. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - b. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll/written ballot on the matter is taken to be the resolution of the meeting on that matter.

#### 4.9 Special resolution

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

#### 4.10 Voting

1. On any question arising at a general meeting of the Association a member has one vote only.
2. All votes must be given personally or by proxy but no member may hold more than three proxies.
3. 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.
4. A member or proxy is entitled to vote at the Annual General Meeting or any other general meeting provided all fees due and payable have been paid for the financial year to which the financial reports refer.
5. A member is not entitled to vote at a general meeting of the Association if the member is under 18 years of age.

#### 4.11 Appointment of proxies

1. Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy is to be in the form reasonably determined by the Committee.

#### 4.12 Postal or Electronic ballots

1. The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 2.10).



2. An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### 4.13 Use of technology at General Meetings

1. A general meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
2. A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 5 Miscellaneous

### 5.1 Insurance

The Association must effect and maintain reasonable insurance including but not limited to Public Liability insurance and Voluntary Workers Personal Accident Cover.

### 5.2 Funds - source

1. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations, sponsorships, and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines to be appropriate and in line with the values and purpose of the Association.
2. All money received by the Association must be deposited within 14 days from receipt, and without deduction, to the credit of the Association's bank or other authorised deposit-taking institution account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 5.3 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 object of the Association in such manner as the Committee determines to be appropriate.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed in accordance with clause 3.5 of this constitution.

### 5.4 Alteration of object and rules

The statement of object and this constitution may be altered, rescinded or added to only by a special resolution of the Association.

### 5.5 Not-for-profit

1. In furtherance to clause 1.2, the funds of the Association must not be distributed directly or indirectly to its members.

2. Clause 5.5(1) does not stop the Association from paying a member as follows, provided it is done in good faith and the payment is at fair and reasonable rates or rates more favourable to the Association:
  - a. for goods or services (including performance services) he or she has provided to the Association; or
  - b. for expenses that he or she has properly incurred for the benefit of the Association.

#### 5.6 Dissolution

1. Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
2. In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association. Section 65 of the Act provides for distribution of surplus property in the winding up of the Association.

#### 5.7 Change of name, objects and constitution

An application 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 a Committee member.

#### 5.8 Custody of books etc.

1. Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
  - a. at the main premises of the Association, in the custody of the Secretary or a member of the Association (as the Committee determines); or
  - b. if the Association has no premises, at the Association's official address, in the custody of the Secretary; and
  - c. may be kept in electronic form so long as the records are capable of being printed and produced in a hard copy form.

#### 5.9 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; and
  - c. minutes of all committee meetings and general meetings of the Association.
2. A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
3. Despite subclauses (1) and (2), the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

#### 5.10 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;
  - 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.