
RULES

For



altona city theatre

INCORPORATED

effective as of 17th May 2005

Statement of Purpose:

To encourage, promote, present and cultivate the Arts of Music, Dance and Drama in the City of Hobsons Bay and to the broader community.

1. *Name*

The incorporated association is Altona City Theatre Incorporated (in *these Rules* called "*the Association*").

2. *Definitions*

(1) In these Rules, unless the contrary intention appears -

"Act" means the Associations Incorporation Act 1981;

"committee" means the committee of management of the Association;

"financial year" means the year beginning on January 1st and ending on 31st December;

"general meeting" means a general meeting of members convened in accordance with rule 12.

"member" means a member of the Association;

"ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 21;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

"Membership Secretary" means person appointed by the committee to act as membership secretary;

"State" means the State of Victoria

- (2) In these Rules, a reference to the Secretary of an Association is a reference-
 - a) if a person holds office under these Rules as Secretary of the Association - to that person; and
 - b) in any other case, to the public officer of the Association.


- (3) The Secretary or any other person nominated by the Committee shall be the public officer of the Association

3. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Membership, entry fees and subscription

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual fee payable under these Rules.
- (2) An application of a person for membership of the Association must-
 - (a) be made in writing in the form determined by the committee
 - (b) be lodged with the Membership Secretary of the Association.
- (3) As soon as practicable after the receipt of an application, the Membership Secretary must refer the application to the committee.
- (4) The committee may determine whether to reject the application.
- (5) The Secretary or Membership Secretary must, within 28 days after receipt of any relevant annual fee payable enter the applicant's name in the register of members.
- (6) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (7) All memberships end on 31st December of the year. However, anyone who pays membership after 1st November is considered a current member until 31st December of the following year.

- (8) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (9) A right, privilege, or obligation of a person by reason of membership of the Association-
 -  (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (10) The membership fee is the relevant amount set under Rule 9 (3) (d)
- (11) Any person who is or has been a member of the Association and who has rendered service to the Association as to entitle them to distinction may be admitted as a Life Member on the recommendation of the committee by resolution at an Annual General Meeting by a two-thirds majority. Life Members have full voting rights at General Meetings.
- (12) Any person who has rendered service to the Association as to entitle them to distinction may be admitted as an Honorary Member on the recommendation of the committee by resolution at an Annual General Meeting by a two-thirds majority. Honorary Members shall not be entitled to vote at General Meetings but may be heard on any subject under discussion.
- (13) Any person who has been chosen by the committee for the production team of a production who is not already a member shall be admitted as a Production Member of the Association for the duration of the production. Production Members shall not be entitled to vote at General Meetings

5. *Register of members*

- (1) The Secretary or Membership Secretary must keep and maintain a register of members containing-
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.

6. *Ceasing membership*

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving notice in writing to the Secretary or Membership Secretary of his or her intention to resign.
 - (2) When the Secretary or Membership Secretary has received the notice in writing
 - (a) the member ceases to be a member; and
- (b) the Secretary or Membership Secretary must record in the register of members the date on which the member ceased to be a member.

7. *Discipline, suspension and expulsion of members*

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution -
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless-
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
 - (a) setting out the resolution of the committee and the grounds on which it is based: and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

- (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attending that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. *Disputes and mediation*

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. *Annual general meetings*

- (1) The committee may determine the date, time and place of the annual general meeting of the Association (Generally held in the second week in February)
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to review and set the membership fees for the ensuing year
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee or the President may, whenever each thinks fit, convene a special general meeting of the Association.

- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. *Notice of general meetings*

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent-
 - (a) by prepaid post to the address appearing in the register of members; or

- (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- (5) All members including Life and Honorary Members of the Association shall be entitled to attend all general meetings and to be heard in discussions on the business conducted.

13. *Quorum at general meetings*

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- (2) Fifteen members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
 - (i) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
 - (ii) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, 10 members personally present (being members entitled under these Rules to vote at a General Meeting) shall be a quorum. At the meeting, the date must be set for a special general meeting to vote on the motion that the Association should be dissolved.

14. *Presiding at general meetings*

- (1) The President, or in the President's absence, the Senior Vice-President, shall reside as Chairperson at each general meeting of the Association.
- (2) If the President and the Senior Vice-President are absent from a general meeting, or are unable to preside, the Junior Vice President shall reside as Chairperson at each general meeting of the Association.
- (3) If the President, Senior Vice-President and Junior Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. *Adjournment of meetings*

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to given notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member, including a Life Member but excluding an Honorary Member or Production Member, has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless they are at least 16 years of age.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, including but not limited to the amount of the annual fee payable in respect of the previous and current financial years.

17. *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. *Manner of determining whether resolution carried*

If a question arising at a general meeting of the Association is determined on a show of hands –

(a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute records 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.

19. *Proxies*

- (1) Each member is entitled to appoint another member as a proxy by notice in writing given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

20. *Committee of Management*

- (1) The affairs of the Association shall be managed by the committee of management.



- (2) The committee-
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the committee shall consist of-
 - (a) the officers of the Association; and
 - (b) a minimum of five and a maximum of ten ordinary members-
each of whom shall be elected at the annual general meeting of the Association in each year.
 - (c) no person serving on the committee of management of any other non-professional theatrical company shall be eligible for election to the committee.

21. *Office holders*

- (1) The officers of the Association shall be-
 - (a) a President;
 - (b) a Senior Vice-President;
 - (c) a Junior Vice-President
 - (d) a Treasurer; and
 - (e) a Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the

member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of officers and ordinary committee members

- (1) Nominations of candidates for election of officers of the Association or as ordinary members of the committee must be-
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 24 hours before the date fixed for the holding of the annual general meeting.
- (2) A candidate for the position of officer or ordinary committee member must be at least 17 years of age.
- (3) A candidate for the position of officer or ordinary member of the committee deemed to have a conflict of interest is ineligible for nomination. Any such determination will be made by resolution of members at the general meeting.
- (4) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be held.
- (7) A person may only be elected to one officer position per term.



- (8) Each officer and ordinary member of the committee shall take office immediately upon their election.

24. *Vacancies*

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member-

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) resigns from office by notice in writing given to the Secretary;
- (d) dies or becomes mentally incapacitated;
- (e) is absent from three meetings without submitting an apology;
- (f) is convicted of an indictable offence while in office;
- (g) is removed by ordinary resolution at a General Meeting.

25. *Meetings of the committee*



- (1) The committee must meet at least 4 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or Secretary or by any 4 members of the committee.

26. *Notice of committee meetings*

- (1) Written notice of each committee meeting must be given to each member of the committee at least 5 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for committee meetings

- (1) 50% plus one of the members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half of hour of the time appointed for the meeting a quorum is not present-
 - (i) in the case of a special meeting- the meeting lapses;
 - (ii) in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

28. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Senior Vice-President presides; or
- (b) if the President and the Senior Vice-President are absent, or are unable to preside, the Junior Vice President presides. If the President, Senior Vice President or the Junior Vice President are absent or are unable to preside, the members present must choose one of their number to preside.

29. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) A written resolution signed or accepted by email by all the members of the committee shall be as valid and effectual as if it had been passed at a duly convened meeting of the committee.

30. *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

31. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

32. *Executive Committee*

- (1) The officers of the Association shall form the Executive Committee.
- (2) The committee may delegate any of its powers and functions to the Executive Committee.
- (3) The Executive Committee has the same power as the committee but must have its decisions ratified at the next committee meeting.
- (4) The President or Secretary may at any time convene a meeting of the Executive Committee.
- (5) Any 3 members of the Executive Committee constitute a quorum for the conduct of the business of a meeting of the Executive Committee.
- (6) The President shall be entitled to occupy the chair at a meeting of the Executive Committee On the equality of a vote he/she shall be entitled to a casting vote.
- (7) A written resolution signed by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a duly convened meeting of the Executive Committee.

33. *Sub-Committees*

- (1) The committee may appoint Sub-committees consisting of one or more members of the Association or committee to perform particular tasks under the direction of the committee.
- (2) The committee may delegate any of its powers to an appointed Sub-committee. The Sub-committee must exercise any power delegated to it within the limits set by the committee.
- (3) With the approval of the committee, any Sub-committee may co-opt the services of any other person to assist in the performance of its functions.

34. *Funds*

- (1) The Treasurer of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from, annual fees, donations and such other sources as the committee determines.
- (4) No member of the committee shall receive payment directly or indirectly for services to the Association.
- (5) Despite sub-rule 4, a member of the committee shall be entitled to receive reimbursement for legitimate expenses incurred in connection to their position and duties as a member of the committee.

35. *Seal*

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

36. *Notice to members*

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

37. *Winding up*

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

38. *Custody and inspection of books and records*

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

39. *Insurance*

The committee must ensure appropriate insurance is maintained for the Association.