

CONSTITUTION OF GLENBROOK PLAYERS INCORPORATED

Version v04– Accepted AGM 24 February 2025



NAME:

The name of the organisation shall be:

GLENBROOK PLAYERS INC.

PURPOSES AND OBJECTIVE:

To promote all forms of theatrical entertainment. To provide mutual assistance to members to further their theatrical abilities.

INTERPRETATION:

This Constitution shall at all times be subservient to: -

- a) The Act (as defined below)
- b) The Regulations (as defined below)
- c) all other Acts and legislation of NSW and Australia.

1. DEFINITIONS

1) In this Constitution: -

“the Act” shall mean the Association Incorporation Act, 1984 or such Act or legislation amending / succeeding / replacing / repealing this Act

“the Regulations” shall mean the Associations Incorporation Regulation, 1999 or such Regulations or legislation amending / succeeding / replacing / repealing these Regulations.

2) In this Constitution, except as far as the context or subject matter otherwise indicates or requires: - the masculine shall imply the feminine and vice versa

the singular shall imply the plural and vice-versa

“ordinary member” shall mean a member of the association who is not a Committee member

“Committee” shall mean that group of persons comprising the association’s President, Vice-President, Secretary, Treasurer, and the elected general members

“Committee member” shall mean an office bearer or a general Committee member as per Section 14 (1)

“President” shall mean that elected officer who shall preside over all meetings of the association and who shall exercise all rights and authorities normally associated with this position.



“Vice-President” shall mean that elected officer who shall deputise for the President in the event that the President:-

- a) is not present at any meeting of the Committee for any reason, or
- b) wishes not to preside over any meeting of the Committee at which the President is present for any reason, or
- c) cannot for any reason preside over a meeting of the Committee at which the President is present.

“Secretary” shall mean that elected officer who shall, among other duties,

- a) record minutes at all meetings; and
- b) be responsible for receipt and despatch of all mail of the association; and
- c) keep control of all records of the association except those pertaining to the association’s finances.

“Treasurer” shall mean that elected officer who handles all financial aspects, and maintains and keeps control of all financial records, of the association.

“General Committee members” shall mean those elected members on the association’s Committee who do not hold specific office.

“Special General Meeting” shall mean a meeting of the association, other than Annual General Meeting, which has been called according to this Constitution to deal with specific agenda items

“Ordinary General Meeting” shall mean any meeting of the association other than a Special General Meeting or Annual General Meeting.

“General Meeting” shall mean, according to context, either a Special General Meeting, an Annual General Meeting or an Ordinary General Meeting, OR, all of these meetings

“written notice” shall mean notice to members sent

- a) by pre-paid post to the postal address held on the membership list

OR

- b) by electronic mail to their last advised email address

OR

- c) by “In Clear” text message by SMS to the member’s last advised mobile telephone number.

“In clear” text shall mean text which uses fully realised spelling and grammar without abbreviation or corruption.

MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS:

A person is qualified to be a member of the association if, but only if,



- a) the person was a member of the association prior to its Incorporation and has not ceased to be a member since that time; or
- b) the person is a natural person who -
 - i) has been nominated for membership of the association as provided by Section 3; and
 - ii) has been approved for membership of the association by the Committee of the association.

3. NOMINATION FOR MEMBERSHIP:

- 1) An application of a person for membership of the association -
 - a) shall be made by the applicant in writing in the form set out in Appendix 1 to this Constitution; and
 - b) shall carry the signatures of two members of the association as proposer and seconder; and
 - c) shall be lodged with the Secretary of the association.
- 2) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application.
- 3) Where the Committee determines to approve an application for membership, the Secretary shall, as soon as practicable after the determination, notify the applicant of that approval and request that the applicant pay within the period of twenty-eight (28) days after receipt by the applicant of the notification, the sum payable under this Constitution by a member as entrance fee and annual subscription.
- 4) The Secretary shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.
- 5) The Committee have the right to accept or reject any application for membership without giving any reason for their action.

4. CESSATION OF MEMBERSHIP:

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

- a) dies; or
- b) resigns that membership; or
- c) is expelled from the association; or
- d) has not paid membership dues by the required date.



5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE:

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

- a) is not capable of being transferred or transmitted to another person; and
- b) is terminated upon cessation of the person's membership.

6. RESIGNATION OF MEMBERSHIP:

- 1) a member of the association may resign at any time by informing the Committee of their wish to do so, in a written notice.
- 2) where a member of the association ceases to be a member the Secretary shall make the appropriate entry into the register of members recording the date upon which the member ceased to be a member.

7. LIFE MEMBERSHIP:

Life membership is an honour bestowed on individual club members whose exceptional, loyal, and outstanding service and contribution has provided a measurable benefit to the club over an extended period of time.

- 1) Any full or retired member can be nominated by any current full member with the nomination seconded by at least one other full member.
- 2) Nominations should include the nominator's reasons for putting forward the candidate
- 3) This should be a written document and signed by the nominating members and passed to the Secretary to be tabled at the next meeting.
- 4) Life Membership cannot be nominated by or supported by an immediate family member.
- 5) In the event that the nominee is serving on the general Committee at the time of nomination, that person must be disqualified from any deliberation on the nomination.
- 6) A simple majority of a quorum of the general Committee is sufficient for the nomination to be pursued.
- 7) The general Committee will present the nomination to the annual general meeting or special general meeting for the final ratification of the nomination and awarding of life membership.

8. REGISTER OF MEMBERS:

- 1) The Secretary shall establish and maintain a register of members of the association specifying the name and 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 shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.



9. FEES, SUBSCRIPTIONS, ETC;

- 1) A member of the association shall, upon admission to membership, pay to the association a joining fee as determined by the Committee from time to time.
- 2) In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee as determined by the Committee from time to time;-
 - a) before 1st April in each calendar year; or
 - b) where the member becomes a member on or after 1st April in any calendar year - upon becoming a member and before 1st April in each succeeding calendar year.

10. MEMBERS' LIABILITIES:

The liability of a member of the association to contribute towards the payments 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 Section 8.

11. DISCIPLINING OF MEMBERS:

- 1) Where the Committee is of the opinion that member of the association -
 - a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the association, the Committee may, by resolution -
 - a) expel the member from the association; or
 - b) suspend the member from membership of the association for a specified period.
- 2) A resolution of the Committee under clause (1) is of no effect unless the Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under clause (3), confirms the resolution in accordance with this Section.
- 3) Where the Committee passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
 - a) setting out the resolution of the Committee and the grounds on which it is based;
 - b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;



- c) stating the date, place, and time of the meeting; and
- d) informing the member that the member may do either or both of the following: -
 - i) attend and speak at the meeting;
 - ii) submit to the Committee at, or prior to, the date of the meeting written representations relating to the resolution.
- 4) At a meeting of the Committee held as referred to in clause (3), the Committee shall - a) give to the member an opportunity to make oral representations; and
 - b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
 - c) by resolution determine whether to confirm or revoke the resolution.
- 5) Where the Committee confirms a resolution under clause (4), the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact and of the members' right of appeal under Section 12
- 6) A resolution confirmed by the Committee under clause (4) does not take effect -
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - b) where, within that period, the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to Section 12 (4).

12. RESOLUTION OF INTERNAL DISPUTES:

- 1) In the event of dispute between members (in their capacity as members of the association) or between members and the association such dispute will in the first instance be referred to the Committee for resolution
- 2) The Committee will meet within 14 days of receiving notice of such dispute and will use all means at its disposal to resolve the dispute to the satisfaction of all parties.
- 3) If the Committee is unable to resolve the dispute, then the dispute will be referred to a Community Justice Centre for mediation in accordance with the current Community Justice Centre Act or such Act or legislation that amends / supersedes / replaces / repeals this Act

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER:

- 1) A member may appeal to the association in a Special General Meeting called for that purpose against a resolution of the Committee which is confirmed under Section 10 (4), within seven (7) days after notice of the resolution being served on the member, by lodging with the Secretary a notice to that effect.



- 2) Upon receipt of a notice from a member under clause (1), the Secretary shall notify the Committee which shall convene a Special General Meeting of the association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- 3) At a Special General Meeting of the association convened under clause (2) –
 - a) no business other than the question of the appeal shall be transacted; and
 - b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 4) If at the Special General Meeting the association passes a special resolution, in favour of the confirmation of the resolution, the resolution is confirmed.

THE COMMITTEE

14. POWERS, ETC., OF THE COMMITTEE

The Committee, subject to this Constitution and to any resolution passed by the association in General Meeting –

- a) shall control and manage the affairs of the association;
- 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;
- 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.
- d) shall select any play or other theatrical work for future productions as it deems fit.
- e) shall appoint a director for each production and delegate to that director complete freedom of choice as to selection of players and back stage personnel, plus any sets, settings, costumes, and props as they shall deem necessary within the budget set by the Committee for that production.
- f) shall receive from the director a four (4) weekly progress report.
- g) may at any time during rehearsals for a production overrule or replace the director.

15. CONSTITUTION AND MEMBERSHIP:

- 1) The Committee shall consist of –
 - a) the office-bearers of the association; and



b) 3 or 4 general members, the number to be at the discretion of the Committee.

2) The office-bearers of the association shall be -

- a) the President;
- b) the Vice-President;
- c) the Treasurer; and
- d) the Secretary.

3) Each member of the Committee shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but shall be eligible for re-election at that Annual General Meeting.

4) 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 shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

5) Should more than one position on the Committee fall vacant at any time, or should the Committee be unable to select a replacement for one vacant position then a Special General Meeting of the association shall be called to elect such replacement Committee members as are necessary, and such elected Committee members will then serve for the remainder of the term of the original Committee.

16. ELECTION OF MEMBERS:

1) Nominations of candidates for election as office bearers of the association or as general members of the Committee shall –

a) 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 nomination, Appendix 3); and

b) be delivered to the Secretary of the association not less than seven (7) days before the date fixed for the holding of the General Meeting at which the election is to take place.

2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received from the floor at the General Meeting at which the election is to take place.

3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

4) 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.

5) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.



- 6) A ballot for the election of office bearers and general members of the Committee shall be conducted at the General Meeting at which the election is to take place in such usual and proper manner as the Committee may direct.
- 7) All financial members shall be eligible for office provided that -
 - a) they have been financial members of the association for the preceding 12 months.
 - b) they have taken part in or, in the opinion of the Committee, have effectively assisted in some way with at least one production in the preceding 12 months.
- 8) To be eligible to vote a member must be financial and have taken part in, or in the opinion of the Committee, have effectively assisted in some way with at least one production during the preceding twelve (12) months.
- 9) The outgoing Committee shall submit to the Annual General Meeting in writing a list of names of members it considers eligible to vote at that meeting, and a list of the members it considers eligible to hold office for the next twelve (12) months.
- 10) Only members physically present at a General Meeting at which an election is to be held shall be eligible for election to the Committee, with the exception of absence through work or illness or other explainable absence, in which case such absence will be explained to the meeting. A decision on the eligibility of such absence will be taken by the retiring Committee.

17. SECRETARY

- 1) Paragraph deleted.
- 2) It is the duty of the Secretary to keep minutes of -
 - a) all appointments of office bearers and members of the Committee; and
 - b) the names of members of the Committee present at a Committee meeting or General Meeting; and
 - c) all proceedings at Committee meetings and General Meetings.
- 3) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting.

18. TREASURER

- 1) It is the duty of the Treasurer of the association to ensure that: -
 - a) all money due to the association is collected and received and that all payments authorised by the association are made; and
 - b) 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. Such books and other documents pertaining to financial matters of the association shall be kept by the Treasurer.

c) the books and records of account be audited annually prior to the Annual General Meeting, and be presented to that meeting.



19. CASUAL VACANCIES:

For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee occurs if:-

- 1) the member –
 - a) dies; or
 - b) ceases to be a member of the association; or
 - c) resigns office by notice in writing given to the Secretary; or d) is removed from office under Section 19; or
 - d) is absent without the consent of the Committee from three consecutive Committee meetings.

OR

- 1) a position fails to be filled at an appropriate election at a properly constituted General Meeting.

20. REMOVAL OF MEMBER:

1) The association in Special 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) Where a member of the Committee to whom a proposed resolution referred to in clause (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 they 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.

21. MEETINGS AND QUORUM:

- 1) The Committee shall meet a least six (6) times in each period of twelve (12) months at such place and time as the Committee may determine.
- 2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.



- 3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 4) Four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee provided that at least one (1) of these members is an office holder.
- 5) No business shall 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 stands adjourned until a time and place to be determined by the members of the Committee
- 6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 7) At a meeting of the Committee -
 - a) the President or, in the President's absence, the Vice-President, or in the absence of President and Vice-President either the Secretary or Treasurer will preside; or
 - b) if in the absence of the President and Vice-President the other office bearers are unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

22. 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) any function which is a duty imposed on the Committee or a specific member of 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 Section, while the delegation remains unrevoked, may 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 the subject thereof, or as to time or circumstances, as may be specified in the instrument or delegation.
- 4) Notwithstanding any delegation under this Section, 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 Section 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 Section.



7) A sub-Committee may meet and adjourn as it thinks proper.

23. VOTING AND DECISIONS:

- 1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-Committee.
- 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 any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) **Subject to Section 21. clause (5), the Committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

GENERAL MEETINGS

24. ANNUAL GENERAL MEETING - HOLDING OF

The Annual General Meeting of the association will be held within three calendar months of 1 January each year.

25. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT:

- 1) The Annual General Meeting of the association shall, subject to Section 23, 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 any Annual General Meeting, the business of an Annual General Meeting shall be -
 - a) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;
 - b) to receive and consider the Treasurer's Financial Report for the year together with the Auditor's comments on such report; and
 - c) to receive from the Committee reports upon the activities of the association during the last preceding financial year
 - d) to elect office bearers of the association and ordinary members of the Committee.
- 3) An Annual General Meeting shall be specified as such in the notice convening it.



26. SPECIAL GENERAL MEETINGS - CALLING OF:

- 1) The Committee shall, whenever necessary, convene a Special General Meeting of the association. See also Section 14
- 2) The Committee shall, on the requisition in writing of not less than 20% of the total number of members, convene a Special General Meeting of the association.
- 3) A requisition of members for a Special General Meeting -
 - a) shall state the purpose or purposes of the meeting; and
 - b) shall be signed by the members making the requisitions; and
 - c) shall be lodged with the Secretary; and
 - d) may consist of several documents in a similar form each signed by one or more of the members making the requisition.
- 4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after the 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 three (3) months after that date.
- 5) A Special General Meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Committee.

Expenses incurred by members in calling such a meeting (but not in attending such) shall be reimbursed from Association funds.

- 6) A Special General Meeting shall only deal with such matters of agenda as are advised in the notice of the meeting.

27. ORDINARY GENERAL MEETINGS - CALLING OF:

- 1) The Committee may call Ordinary General Meetings of the association as it thinks fit.
- 2) Ordinary General Meetings are called whenever the Committee considers there is business which it is appropriate that the ordinary membership consider or when it is considered that there is information that should be promulgated for the benefit of the members.
- 3) Agenda for an Ordinary General Meeting shall be included with the notification of the meeting, but this shall not preclude anyone from bringing up un-announced items of general business at such a meeting.

The presiding officer of the meeting shall decide if such items are appropriate to be discussed at such a meeting

28. NOTICE:



- 1) The Secretary shall, at least twenty-one (21) days before the date fixed for the holding of a General Meeting cause to be sent to each member, by written notice, notification specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

29. PROCEDURE:

- 1) No item of business shall 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) Ten members or 30% (which ever number is the greater) of total financial membership, present in person (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to a time and place to be determined by the Committee

30. PRESIDING MEMBER:

- 1) The President or, in the President's absence, the Vice-President, the Secretary or Treasurer, shall preside as Chairperson at each General Meeting of the association.
- 2) **The President or any other officer may decline to chair a meeting at which he is present.**
- 3) Should the President, Vice-President, Secretary and Treasurer all decline to preside, or should they not be present then the meeting shall appoint an ordinary or general member to preside over the meeting.

31. 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 shall be transacted at an adjourning meeting other than that which could have been transacted at the original meeting.
- 3) Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall 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.
- 4) Except as provided in clauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.



32. MAKING DECISIONS:

- 1) A question arising at a General Meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll 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, shall have an entry to that effect in the minute book of the association, and such entry shall be 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 may be demanded by the Chairperson or by not less than three (3) members present in person.
- 3) Where a poll is demanded at a General Meeting, the poll shall 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 on the matter shall be deemed to be the resolution of the meeting on that matter.
- 4) For any General Meeting at which elections are to take place the Committee shall appoint a person of good standing and repute who is not a member of the association to act as returning officer and to preside over the election of officers.
- 5) For the purpose of electing members to serve on the Committee, a secret ballot will be held at which the declaration of the returning officer shall lead to the appointment of each individual officer. Should a poll be demanded by not less than three (3) members present at the meeting, the returning officer will announce the number of votes for each candidate.

33. SPECIAL RESOLUTION:

A resolution of the association is a special resolution if -

- a) in the appropriate notice of meeting the resolution is described as a Special Resolution, and
- b) it is passed by a majority which comprises not less than 75% of such members of the association as, being entitled under this Constitution so to do, vote in person or by proxy at a Special General Meeting

34. VOTING:

- 1) Upon any question arising at a General Meeting of the association a member has one vote only, except as set out below.
- 2) All votes shall be given personally, or by proxy, but no member may hold more than three (3) proxies except in the case of proxies given to the Chairperson of the meeting.



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.

This casting vote is not available in any election.

- 4) A member of proxy is not entitled to vote at any General Meeting of the association unless all money due and payable by the member of proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then ensuing year.
- 5) The Chairperson of the meeting may exercise as many proxies as are held by him.
- 6) Postal ballots are not acceptable.

35. APPOINTMENT OF PROXIES:

- 1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 2) Where the vote is concerning a resolution, the notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution.
- 3) Where the vote is for an election, the notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution, and the member appointing the proxy may
 - a) specify that the proxy is to be exercised at the discretion of the person to whom the proxy is directed; or
 - b) specify part of the direction of the proxy, leaving the unspecified part to the proxy holder; or
 - c) fully direct the proxy as to intent.
- 4) If the member appoints the Chairperson of the meeting as his proxy, then the proxy must be fully directed as to intent.

36. INSURANCE:

In addition to any insurance required by Act or Law to be taken out by the Association, the association may effect and maintain other insurance.

37. FUNDS - SOURCE:

- 1) The funds of the association will be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in General Meeting, such other sources as the Committee determines.
- 2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.



38. FUNDS - MANAGEMENT:

1) Subject to any resolution passed by the association in General Meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Committee determines.

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

3) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation

39. ALTERATION OF THIS CONSTITUTION:

This Constitution may be amended only by motion at an Annual General Meeting, or Special General Meeting called for this purpose.

At such meeting, the motion to change this Constitution must be advised and voted as a Special Resolution.



40. CUSTODY OF BOOKS, ETC:

The Secretary shall keep under his control all records, books, and other documents relating to the association with the exception of financial records, which records shall be kept under the control of the Treasurer.

41. INSPECTION OF BOOKS, ETC:

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

42. FINANCIAL YEAR

The financial year of the association shall be 1st January to 31st December.

43. SERVICE OF NOTICES:

- 1) For the purpose of this Constitution, a notice may be served by or on behalf of the association upon any member either personally or by written notice.
- 2) Where a document is sent to a person by written notice, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, or the email would have arrived in the ordinary timeframe of internet mail delivery, or the message would have been received within a reasonable time for telephone messages when sent by SMS.

44. SURPLUS PROPERTY:

- 1) In the event of the winding up or the cancellation of the incorporation of the association, the association shall pass a special resolution nominating a similar body to this association in which to vest its remaining assets.
- 2) **In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.**

45. BY-LAWS:

- 1) This association at no time shall endorse or recommend any candidate for political office.
- 2) A levy may be payable by members selected for an acting role in any production. Such levy would consist of a sum to be set by the Committee as an acting levy plus the cost of the script. The acting levy will not exceed the cost of the script.
- 3) A script charge may also be made upon any member taking an active part in a production and needing a script, but who does not have stage role.

Such charge will be determined by the Committee but will not exceed the actual cost of the script or its production.

4) The Committee may waive any or all levies in respect of members who can demonstrate hardship; e.g. unemployment, still at school; or any other circumstances which shall be accepted by the Committee as causing financial hardship.



END OF CONSTITUTION OF GLENBROOK PLAYERS INCORPORATED

CONSTITUTION OF GLENBROOK PLAYERS INCORPORATED.

Amendment record

Constitution implemented		28/07/1999
Amended	V01	24/02/2011
Amended	V02	25/02/2019
Amended	V03	25/03/2024
Amended	V04	24/02/2025