

## **THE RULES OF THE NUMURKAH SINGERS THEATRE INCORPORATED**

1. The name of the incorporated association is **THE NUMURKAH SINGERS THEATRE INCORPORATED** (in these rules called "the Association").
2. (1) In these rules, unless the contrary intention appears:-
  - "Committee" means the Committee of Management of the Association.
  - "Financial year" means the year ending 31st July.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 11.
  - "Member" means a member of the Association.
  - "Ordinary Member" of the Association is not an Officer of the Association as per Rule 21 (1) nor an Executive Officer of the Association as per Rule 21 (5).
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of an Association is a reference -
  - (a) where a person holds office under the Rules as secretary of the Association - to that person;
  - (b) and in any other case, to the public officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

### **Qualifications of Membership**

3. (1) (i) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription payable under these rules.
- (ii) There are the following types of members:-
  - (a) Ordinary Member
  - (b) Family Member
  - (c) Casual Member
  - (d) Life Member
- (iii) Family Members are those who are recorded in the register as members of a family group consisting of parents and their children.
- (iv) Casual Members are those who are approved for membership for a period of not more than six (6) weeks. Casual members shall not be entitled to vote at any meeting but shall otherwise hold all the privileges of an ordinary member.
- (v) Life Members are those on whom the Association shall confer Life Membership by reasons of the rendering of exceptional service to the Association and noteworthy contribution to the success of live theatre and/or the Association.

- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at the time but has ceased to be a member) shall not be admitted to membership -
  - (a) unless he is nominated as provided in sub-clause (3); and
  - (b) his admission as a member is approved by the Committee.
- (3) A nomination of a person for membership of the Association -
  - (a) shall be made in writing in the form set out in Appendix 1; and
  - (b) shall be lodged with the secretary of the Association.
- (4) As soon as practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- (7) The secretary shall, upon payment of the amount referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being entered, the nominee becomes a member of the Association.
- (8) A right, privilege or obligation of a person by reason of his membership of the Association-
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

### **Subscription**

- 4. The annual subscription is to be determined at each annual general meeting and is payable in advance on or before the 1st day of October in each year.

### **Register of Members**

- 5. The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary or the Public Officer.

### **Resignation of a member**

- 6. A member of the Association may resign at any time and shall give written notice of his resignation to the Secretary. The Secretary shall record the date of resignation of any member by entry in the Register of Members.

### **Expulsion, suspension or fining of members**

7. (1) Subject to these rules, the Committee may by resolution
- (a) expel a member from the Association;
  - (b) suspend a member from membership of the Association for a specified period; or
  - (c) fine a member in accordance with the regulations - if the Committee is of the opinion that the member -
  - (d) has refused or neglected to comply with these rules; or
  - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1) -
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
- (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 14 and not later than 28 days after the service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he may do one or more of the following:
    - i. Attend that meeting;
    - ii. Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - iii. Not later than 24 hours before the date of the meeting lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee -
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- (5) Where the secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5)-
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution shall be confirmed or revoked.
- (7) If at the general meeting -
  - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

### **Annual General Meetings**

- 8. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on a day prior to 30th September in any one calendar year.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee;
  - (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act; and
  - (e) to fix membership fees for the ensuring year.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be an addition to any other general meetings that may be held in the same year.

### **Special General Meetings**

- 9. All general meetings other than the annual general meeting shall be called special general meetings.

10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.

#### **General meetings notice**

11. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association, at his address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at that meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

#### **Procedure**

12. (1) All business that is transacted at a special meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

- (3) 5 members personally present (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.
- (4) If at 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 the same date in the next week at the same time and (unless another place is specified by the Chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the 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 3) shall be a quorum.

### **Chairman**

- 13. (1) The President, or in his absence, the Senior Vice-President, shall preside as Chairman at each general meeting of the Association.
- (2) If the President and Senior Vice-President are absent from a general meeting, the Junior Vice-President shall preside as Chairman at such meeting of the Association.
- (3) If the President, the Senior Vice-President and the Junior Vice-President are absent from a general meeting the members present shall elect one of their number to preside as Chairman at the meeting.

### **Adjournment**

- 14. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting**

- 15. 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.

16. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.  
(2) All votes shall be given personally or by proxy.  
(3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at the meeting in such manner as the Chairman 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 Chairman or on a question of an adjournment shall be taken forth-with and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **Proxies**

19. Each member shall be entitled to appoint another member as his 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.

### **Committee - Powers**

20. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.  
(2) The Committee -
  - (a) shall control and manage the business and affairs of the Association.
  - (b) may, subject to these rules, the regulations and the Act, 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 regulations and the Act, 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.
  - (d) may co-opt not more than two (2) members of the Association to the Committee for any specific purpose. Such a member shall have no voting right at a meeting of the Committee but shall have the privilege to speak.

## **Constitution**

21. (1) The officers of the Association shall be -
- (a) a President
  - (b) a Senior Vice-President
  - (c) a Junior Vice-President
  - (d) an honorary Treasurer
  - (e) an honorary Secretary
  - (f) an Assistant Secretary
  - (g) a Social Secretary and
  - (h) a Public Relations Officer.
- (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 of the offices mentioned in sub-clause (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
- (5) The officers of the Association shall appoint the following executive officers:
- (a) a Producer
  - (b) a Musical Director
  - (c) such other executive officers as are required for the production.
22. (1) Subject to Section 23 of the Act, the Committee shall consist of -
- (a) the officers of the Association -  
each of whom shall be elected at the annual general meeting of the Association in each year.
  - (b) the executive officers -  
each of whom shall be appointed by the Officers of the Association.
  - (c) the immediate Past President ( if applicable)
  - (e) not more than 2 ordinary members, each of whom shall be elected at the annual general meeting.
- (2) Each executive member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of their appointment.
- (3) In the event of a casual vacancy occurring in the office of a member 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 these rules, until the conclusion of the annual general meeting next following the date of his appointment.



### **Election of Committee members**

23. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee -
- (a) shall be 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) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (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 at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

### **Grounds for Termination of office**

24. For the purposes of these rules, 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 Companies (Victoria) Code; or
  - (c) resigns his office by writing given to the Secretary.

### **Quorum and procedure at meetings**

25. (1) The Committee shall meet at least 3 times in each year at such place and such time as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee -
  - (a) the President or in his absence the Senior Vice-President shall preside, or
  - (b) if the President and Senior Vice-President are absent the Junior Vice-President shall preside, or
  - (c) if the President, the Senior Vice-President and the Junior Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) 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 and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Each Committee member shall be advised of the date and time of the next Committee meeting by;
  - (a) verbal notice at the prior Committee meeting, or
  - (b) telephone notice by the Secretary of the Association, or by
  - (c) written notice.
- (10) If written notice regarding the date and time of any Committee meeting is required to be served on any member of the Committee as per (9) above, then such notice shall be served by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (11) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

### **Minutes**

- 26. The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names and persons present at committee meetings.

### **Treasurer**

27. (1) The Treasurer of the Association -
- (a) shall collect and receive all monies due to the Association and make all payments authorized by the Association; and
  - (b) shall 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) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

### **Removal of Committee members**

28. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they 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 sent, the member may require that they be read out at the meeting.

### **Signing of negotiable instruments**

29. All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any two of the President, Secretary and Treasurer.

### **Common Seal**

30. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature wither of any two of the President, Secretary and Treasurer or one of the President, Secretary and Treasurer and of the Public Officer of the Association.

### **Alterations of Statements of Purpose and Rules**

31. These rules and the statement of purpose of the Association shall not be altered except in accordance with the Act.

### **Service of Notices**

32. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **Winding up**

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

### **Custody of books and other documents**

34. Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.

### **Sources of Funds**

35. The funds of the Association shall be derived from annual subscriptions, donations, proceeds from performances of the Association and such other sources as the Committee determines.

## APPENDIX 1

Application for membership of The Numurkah Singers Theatre Incorporated,  
I, ..... of .....  
..... desire to become a member of  
.....

In the event of my admission as a member, I agree to be bound by the rules of the  
Association for the time being in force.

.....  
*Signature of Applicant*  
*Date* .....

I, ..... , a member of the Association, nominate the  
applicant, who is personally known to me, for membership of this Association.

.....  
*Signature of Proposer*  
*Date* .....

I, ..... , a member of the Association, second the  
nomination of the applicant, who is personally known to me, for membership of the  
Association.

.....  
*Signature of Secunder*  
*Date* .....

## **THE NUMURKAH SINGERS THEATRE INCORPORATED**

### **STATEMENT OF PURPOSE**

1. To stage an annual theatrical production of light opera, comic opera or other musical production in the district of Numurkah.
2. To provide musical recreation and entertainment for the district of Numurkah.
3. To promote musical culture in the district of Numurkah.
4. To strive to improve on the standard of musical production from year to year.
5. To maintain the high standard of production in accordance with the Associations past record.

**THE NUMURKAH SINGERS THEATRE INCORPORATED**

**RULES  
AND STATEMENT OF PURPOSE**

Adopted on Incorporation: 20th August 1986

Amended: 22nd December 1988