

ASSOCIATIONS INCORPORATION ACT 1984

**OBJECTS OF ASSOCIATION OF
MAITLAND REPERTORY SOCIETY INCORPORATED**

1. The name of the incorporated association is Maitland Repertory Society Incorporated (hereinafter known as “the Association”).
2. The objects for which the Association is established are:-
 - a) To provide a friendly supportive environment in which theatrical performances such as plays, revues, dance, poetry and other drama items can be staged for the public and/or for the membership itself.
 - b) To provide conditions where the matters noted in (a) can be prepared and performed to the highest standard possible for public and society performance.
 - c) To provide, where possible, training facilities for actors and others associated with stage productions to improve their skills.
 - d) To provide for public and the membership itself a variety of dramatic entertainments as thought fit by the committee of management.
 - e) As far as possible to organise the society so that all members are given opportunities to perform as actors or engage in the associated activities involved in performances while still adhering to the aim of reaching the highest standard possible.
 - f) To respect the work done by all members of the association.
 - g) To encourage all members to work as members of a team.
 - h) To use a variety of ways to promote the Association’s performances so that as many people as possible know about the performances.
 - i) To seek, obtain, assume or accept registered proprietorship of the premises now known as Maitland Repertory Playhouse.
 - j) To operate, manage and control the premises now known as Maitland Repertory Playhouse.
 - k) To seek and accept registered proprietorship of such other real estate as may become necessary from time to time.
 - l) To operate, manage and control such other real estate of which the Association is registered proprietor.
 - m) To engage persons of sufficient and adequate training to carry out the objects of the Association.
 - n) To co-operate with similar institutions for the purposes of promoting the objects of the Association.
 - o) To promote such activities as may be permitted by law for the purposes of raising finance to support the Association.
 - p) To apply such real estate and such other chattels as are held by the association to the use of the Maitland Repertory Society Incorporated or as it may from time to time direct.
 - q) To print and publish any newspaper, periodical, book, leaflet, programme, brochures, journal, newsletter or other promotional material of any kind and by any method that the Association may consider desirable for the promotion of the objects of the Association.
 - r) To initiate, promote and organise deputations or petitions on matters relating to the advancement of the objects of the Association.
 - s) To apply for any subsidies or funding for the purposes of advancing the objects of the Association.
 - t) To ensure that the resources of the association are usefully applied for the education and entertainment of all members of the community.

- u) To apply for and obtain any order, Act of Parliament or Royal Charter, provisional or otherwise to enable the Association to carry any of its objects into effect or for effecting any modification of the objects and rules of the Association or for any other purpose which may seem expedient to or enable the Association to oppose any proceedings or applications.
- v) To absorb or affiliate, amalgamate, communicate with or enter into other relationships, whether formal or informal, with any companies, institutes or societies or associations having objects and purposes similar to the objects and purposes of the Association. To subscribe to, or become a member of, or co-operate with any such bodies and to procure from and communicate with any such bodies such information as may be conducive to forwarding the objects of the association provided that the association shall not amalgamate with any company, institute or society or other association unless the same shall prohibit the distribution of its income and property among its members either while extant or upon dissolution.
- w) To co-operate with State and Federal Government agencies in activities which are within the objects of the Association.
- x) To purchase, take on lease, exchange, hire or otherwise acquire any property real or personal or any rights or privileges.
- y) To sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- z) To invest or otherwise deal with any moneys and to vary, transfer, sell, or otherwise dispose of any investment.
- aa) To borrow money or obtain the payment of money whether as an unsecured loan or by way of mortgage, by the issue of debentures or otherwise and to repay any such loan or to purchase back or obtain the release of any such security.
- bb) To invite and receive donations and grants.
- cc) To subscribe to any charity, or to make a donation for any public purpose where the objects of the donee are similar to those of the Association.
- dd) To purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the companies, institutes, societies or associations which the association is authorised to absorb or with which it is authorised to amalgamate.
- ee) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutes, societies or associations which the association is authorised to absorb or with which it is authorised to amalgamate.
- ff) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- gg) To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and extension of the Association.
- hh) To construct, improve, maintain, develop, work, manage, carry out, alter, repair or control any houses, buildings, grounds, works or conveniences for the purposes of the Association or which may seem calculated directly or indirectly to advance the Association's interest and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration, repair or control thereof.
- ii) To obtain and hold any licence or licences or commissions necessary to enable the Association to advance its objects.
- jj) To indemnify any person or persons whether members of the Association or not who may incur and have incurred any personal liability for the benefit of the Association and for that purpose to give any such person or persons mortgage, charges or other security over the whole or any of the real or personal property present or future of the Association.
- kk) To appoint, employ, hire, remove or suspend such managers, clerks, secretaries, servants, workman or other persons as may be necessary or convenient for the purposes of the Association or the furtherance of its objects.

- ll) To carry on all such activities and do all such other things as may be necessary or desirable for the purposes of the Association or any of them or are incidental or conducive to the above objects or any of them
- mm) To conduct the Association in such a manner as shall be beneficial to all members of the public and specifically all children and their parents, guardian, relatives and custodians.
- nn) To conduct the Association in such a manner as to give particular consideration to those in poverty and need.

And it is hereby declared that in the interpretation hereof the meaning of any of the objects as herein set forth shall not be restricted in any way by the juxtaposition of any two or more meaning of any of the objects as herein set forth shall not be restricted in any way by the juxtaposition of any two or more objects and each of such objects shall in all ways and for all purposes be construed and interpreted as if it were a separate and severable and distinct object of an independent body and that in the event of any ambiguity the words shall be construed so as to widen and be an enlargement of and not restrict in any way the powers of the Association.

- oo) All income and property of the Association shall be applied towards the promotion of its objects and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest, at a rate not exceeding interest at the rate for the time being which is or would be charged by the Associations' bankers for money lent to the Association, to any such member in respect of moneys advanced by that member to the Association or otherwise owing by the Association to that member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association. Provided further that no member of the Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration shall be given by the Association to any member of the Committee provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the payment to any such member of out-of-pocket expenses any interest on money lent on hire of goods or rent of premises demised to the Association or the payment of any professional fees and out-of-pocket expenses to any such member of the Committee of the Association acting or on behalf of the Association in any professional capacity but this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company or corporation of which a member of the Committee of the Association may be a member or to any company in which such member shall not hold more than 100th part of the capital and such member shall not be bound to account for any share of profits that may be received in respect of such payment.
- pp) The objects and rules of the Association may be added to or amended by a special resolution as defined in Section 5 (1) of the Associations Incorporation Act.
- qq) The liability of members is limited.
- rr) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required in its rules.
- ss) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities and costs, charges and expenses involved in the winding up of the Association a surplus, then that surplus shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to the trustees of the Maitland Repertory Society Incorporated or otherwise in accordance with Section 53 of the Associations Incorporation Act, 1984.
- tt) True accounts shall be kept of the sums of money received and expended by the Association and once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
- uu) The Association shall be controlled by its members in general meeting and by a Committee as provided in the rules.

ASSOCIATIONS INCORPORATION ACT 1984

**RULES OF
Maitland Repertory Society Incorporated**

DEFINITIONS

1. (i) In these rules except insofar as the context or subject matter otherwise indicates or requires:-

"ordinary member" means a financial member of the society who is not a member of the committee;

"committee member" means a member of the Committee of Management who is not an office bearer referred to in rule 19(ii)

"secretary" means,

- a) the person holding office under these rules as secretary of the Association; or
- b) where no such person holds that office - the public officer of the Association.

"special general meeting" means a general meeting of the Association other than an annual general meeting.

"The Act" means the Associations Incorporation Act. 1984

"Director-General" means the Director-General of the Department of Fair Trading.

"the regulation" means the Associations Incorporation Regulation 1999.

"committee" means the committee of Management of the Association.

"writing" means any means of representing or of reproducing words in a visible form.

"financial year" means a calendar year.

- (ii) The provisions of the Interpretation Act, 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

MEMBERSHIP QUALIFICATIONS

2. A person is qualified to be a member of the Association if they:-

- i. Subscribe to the objects of the Association.
- ii. Shall have made application for membership of the Association in the manner hereinafter subscribed.
- iii. Are willing to undertake to pay all necessary membership fees as determined by the Association from time to time.

3. Only members aged 18 years and over are entitled to vote at a committee or general meeting

NOMINATION FOR MEMBERSHIP

4. A nomination of a person for membership of the Association:-

- a) Shall be made by a member of the Association in writing in a form to be determined from time to time by the Committee which shall be lodged with the secretary of the Association.
- b) As soon as practicable after receiving a nomination for membership the secretary shall refer the nomination to the Committee which shall determine whether to approve or reject the nomination. In the event of the Committee rejecting a nomination the committee shall not be obliged to provide reasons. In the event that the nomination receives 25 percent or more negative votes then the nomination shall be rejected. Nothing in this clause shall prevent the Committee from determining the date upon which an applicant's membership will commence provided such commencement is within a reasonable time.
- c) Where the Committee determines to approve a nomination for membership the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and or annual subscription.

- d) The secretary shall on payment by the nominee of the amounts referred to above within the stipulated period enter the nominee's name in the Register of Members and upon the name being so entered the nominee becomes a member of the Association.

CATEGORIES OF MEMBERSHIP

5. The Committee may from time to time create and dissolve categories of membership and vary any subscription accordingly and may waive dues, fees and subscriptions should it deem such a privilege appropriate.

CESSATION OF MEMBERSHIP

6. A person ceases to be a member of the Association if the person:
 - a) Dies.
 - b) Resigns that membership.
 - c) Is expelled from the Association.
 - d) Becomes an insane or incapable person within the meaning of any State or Federal legislation or is convicted of any felony or misdemeanor which in the opinion of the Committee sufficiently compromises the members integrity so as to cause a majority of its members to reasonably doubt that continued membership is in the best interests of the Association.
 - e) Fails to pay the annual subscription fee as determined within the time specified in Rule 10 or at the discretion of the Committee.

MEMBERSHIP ENTITLEMENT NOT TRANSFERRABLE

7. Any right, privilege or obligation which a person has by reason of being a member of the Association:
 - a) Is not capable of being transferred or transmitted to another person; and
 - b) Terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

8. (i) A member of the Association is not entitled to resign that membership except in accordance with this rule.
 - (ii) A member of the Association who has paid all amounts payable by the member to the Association in respect of the members membership may resign from membership of the Association by first giving notice in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice a member ceases to be a member. For the purposes of this clause notice shall be one month unless otherwise determined by the Committee.
 - (iii) Where a member of the Association ceases to be a member the secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

9. (i) The public officer of the Association 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. Each member is obliged to inform the secretary of any change of address and the address of such member on the Register shall be deemed to be that person's address for the purpose of the service of any notices required by these rules.
 - (ii) 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.

FEES, SUBSCRIPTIONS, ETC.

10. (i) A member of the Association shall upon admission to membership pay the Association an annual subscription of \$1.00 or such other amount is may from time to time be determined by the Committee.
 - (ii) Nothing herein shall restrain the Committee from determining a pro rata subscription rate payable by a new member joining any time after 28 days after the Annual General Meeting.

MEMBERS LIABILITY

11. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by these rules.

HONORARY MEMBERS, LIFE MEMBERS AND PATRONS

12. Honorary membership may be granted by the Committee without payment of any subscription to any person over the age of 21 years at the discretion of the Committee provided such person subscribes to the objects and rules of the Association.
13. The Committee shall have the power to cancel the honorary membership of any person at any time and without assigning any reason.
14. The Association may in general meeting by a simple majority of those present and voting confer on any person the title of Patron.
15. Any person may be admitted as a Life Member of the Association by a special resolution of the Association passed at any general meeting of the Association pursuant to a resolution of the Committee recommending to the general meeting that such person be so admitted. The Committee shall not recommend for Life Membership any person unless the Committee is satisfied that that person has given outstanding and meritorious service to the Association for a period exceeding ten years.
16. Any Patron or Life Member shall be permitted to attend any general meeting of the Committee and address such meeting and join in discussion but shall not be entitled to vote unless duly elected to the Committee at an Annual General Meeting in accordance with clause 21. Life members shall be entitled to vote at Annual and Special General Meetings of members. Patrons and Life Members shall receive a badge or other significant form of acknowledgement of their position as Patron or Life Member.

DISCIPLINING OF MEMBERS

17. (i) Where the Committee is of the opinion that a member of the Association:-
 - a) has persistently refused or neglected to comply with a provision or provisions of these rules;
and
 - b) has persistently and willfully acted in a manner prejudicial to the best interests of the Association, the Committee may, by resolution.
 - c) expel the member from the Association; or
 - d) suspend the member from membership of the Association for a specified period.
- (ii) A resolution of the Committee under Clause (i) is of no effect unless the Committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause (iii) confirms the resolution in accordance with this rule.
- (iii) When the Committee passes a resolution under Clause (i) 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 14 days and not later than 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 that meeting written representations relating to the resolution.
- (iv) At a meeting of the Committee held as referred to in Clause (iii) the Committee shall:-
 - a) give to the member an opportunity to make oral representations;
 - 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.
- (v) Where the Committee confirms a resolution under Clause (iv) the Secretary shall within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Rule 17
- (vi) A resolution confirmed by the Committee under Clause (iv) 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 Committee confirms the resolution pursuant to Rule 17 (iv).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 18. (i) A member may appeal to the Association in general meeting against the resolution of the Committee which is confirmed under Rule 17 (iv) within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (ii) Upon receipt of a notice from a member under Clause (i) the secretary shall notify the Committee which shall convene a general meeting: of the Association to be held within 21 days after the date on which the secretary received the notice.
- (iii) At a general meeting of the Association convened under Clause (ii)
 - a) no business other than the question of the appeal shall be transacted;
 - 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.
- (iv) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

THE COMMITTEE

POWERS, ETC., OF THE COMMITTEE

- 19. The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulations and these rules 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 these rules to be exercised by a general meeting of members of the association; and
 - c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association including but not limited to meetings in camera.

CONSTITUTION AND MEMBERSHIP

- 20. (i) Subject in the case of the first members of the Committee to section 1 of the Act, the Committee shall consist of:-
 - a) the office-bearers of the Association; and
 - b) 7 ordinary members,each of whom shall be elected at the annual general meeting of the Association pursuant to rule 20.
- (ii) The office-bearers of the Association shall be:
 - a) the president;
 - b) the senior vice-president;
 - c) the junior vice-president;
 - d) the treasurer; and
 - e) the secretary.
- (iii) Each member of the Committee shall subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (iv) 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF MEMBERS OF THE COMMITTEE

- 21. (i) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee shall be submitted in writing to the Secretary not less than 28 days prior to the meeting and must have the written consent of the nominee.

(ii) If there are insufficient nominations in writing to fill the vacancies on the Committee then the President may accept oral nominations from the floor of the meeting the candidates nominated shall be deemed to be elected and any remaining vacancies shall be deemed to be casual vacancies.

(iii) Nothing in this clause shall prevent a secret ballot in the event of excess of nominations in which case each voting member shall vote for the number of nominees required to fill the vacant positions and the nominees shall be declared elected sufficient to fill the vacancies pursuant to the priority determined by the vote.

(iv) Nominations for election to the Committee shall be published in a newsletter prior to the Annual General Meeting.

SECRETARY

22. (i) The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (ii) It is the duty of the Secretary to keep minutes of
- a) all appointments of office-bearers and members of the Committee;
 - b) the names of the members of the Committee present at a Committee meeting or a general meeting; and
 - c) all proceedings at Committee meetings and general meetings.
- (iii) Minutes of proceedings at a meeting shall be signed by the occupant of the chair of the meeting or by such person at the next succeeding meeting.

TREASURER

23. 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;
 - 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.

CASUAL VACANCIES

24. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:-
- a) dies;
 - b) ceases to be a member of the Association;
 - c) resigns office by notice in writing given to the secretary;
 - d) is removed from Office pursuant to the following;
 - e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - f) is absent without the consent of the Committee from all meetings of the Committee held during a period of four (4) months;
 - g) becomes a bankrupt or an insolvent under administration within the meaning of the Companies (New South Wales) Code or substitute legislation.

REMOVAL OF A MEMBER

25. (i) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (ii) Where a member of the Committee to whom a proposed resolution referred to in clause (i) 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. Nothing herein shall restrain the Committee member from speaking or voting against the resolution.

MEETINGS AND QUORUM

26. (i) The Committee of Management shall meet at least once every three (3) months in each Calendar year. A meeting may at any appropriate time be called by the President and shall be called by the Secretary upon receipt by him of a written request from any two members of the Committee of Management.
- a) Every notice convening any meeting of the Committee of Management shall specify the place, day and hour of the meeting and furnish such other further information as will indicate the business to be transacted;
 - b) Such notice shall be given to each member of the Committee of Management by telephone, in person or by ordinary post at his registered or last known address, provided only that notice to remove from office any member of the Committee of Management shall be communicated to that member by ordinary post at his registered or last known address. Notices shall be given so as to give the recipient not less than (7) clear days notice in the case of an ordinary meeting and not less than forty eight (48) hours notice in the case of a meeting deemed by the President to be a meeting of urgent necessity. Nothing herein shall prevent the Committee of Management from establishing a regular meeting to be held at the same time and place on a monthly or similar basis and in the event that such an arrangement is approved by a duly convened Committee of Management meeting, no further notice shall be necessary for such meetings only.
- (ii) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- (iii) Notice of a meeting of the Committee shall be given by the secretary to each member of the Committee at least 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.
- (iv) Notice of a meeting given under clause (iii) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting by a simple majority agree to treat as urgent business.
- (v) Any seven (7) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (vi) 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 to the same place and at the same hour of a day within the following week.
- (vii) 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.
- (viii) At a meeting of the Committee:-
- a) the president or, in the president's absence, the senior vice-president shall preside; if the Senior Vice-President is absent, the Junior Vice President shall preside; or
 - b) if the president and the vice-presidents are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.
- (ix) For the purposes only of urgent business the president may authorise the secretary to conduct a poll of Committee members without convening a meeting provided such poll relates to a specific issue and provided greater than seven (7) members of the Committee are in favour of the proposal. The issue so resolved shall be deemed to be a valid resolution of the Committee not requiring any further ratification but which shall be appropriately recorded in the minute book by the secretary.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

27. (i) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:-
- a) this power of delegation; and
 - b) a function which is a duty imposed on the Committee by the Act or by any other law or by these rules.
- (ii) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (iii) 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 of delegation.
- (iv) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (v) Any act or thing done or suffered by the sub-committee acting in the exercise of a delegation under this rule shall be ratified by the Committee.
- (vi) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (vii) A sub-committee may meet and adjourn as it thinks proper.
- (viii) Nothing herein shall restrain the Committee from overruling a resolution of the sub-committee.
- (ix) Unless otherwise determined by the Committee the president shall be an ex officio member of all sub-committees.

VOTING AND DECISIONS

28. (i) 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 present at the meeting notwithstanding any abstentions.
- (ii) Each committee member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (iii) Subject to there being a quorum as defined herein the Committee may act notwithstanding any vacancy on the Committee.
- (iv) 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

ANNUAL GENERAL MEETINGS

29. (i) With the exception of the first annual general meeting of the Association, the Association shall, at least once in every calendar year and within the period of three (3) months after the expiration of each financial year of the Association convene an annual general meeting of its members.
- (ii) The Association shall hold its first annual general meeting:-
- a) within the period of 18 months after its incorporation under the Act; and
 - b) within the period of two (2) months after the expiration of the first financial year of the Association.
- (iii) Clauses (i) and (ii) have effect subject to any extension or permission granted by the Director General under section 26 (3) of the Act.
30. (i) The annual general meeting of the Association shall, subject to the Act and to the immediately abovementioned rule, be convened on such date and at such place and time as the Committee thinks fit.
- (ii) In addition to any other business which may be transacted at an annual general meeting, business of an annual general meeting shall be:-
- a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
 - c) to elect office-bearers of the Association and ordinary members of the Committee; and
 - d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act as to income and expenditure, assets and liabilities, mortgages, charges and other securities and trusts.

(iii) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETING

31. (i) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (ii) The Committee shall, on the requisition in writing of not less three (3) members or five (5) percent of the total number of members, whichever is the greater, convene a special general meeting of the Association.
- (iii) A requisition of members for a special general meeting:-
- a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by the members making the requisition;
 - 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.
- (iv) If the Committee fails to convene a special general meeting to be held within one 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.
- (v) A special general meeting convened by a member or members as referred to in clause (iv) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

NOTICE

32. (i) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (ii) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-clause (i) hereof specifying, in addition to the manner required under sub-clause (i) the intention to propose the resolution as a special resolution.
- (iii) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, as required by these rules and the Act.
- (iv) 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.
- (v) Nothing herein shall prevent the secretary from effecting service of any notice upon a member personally or by the Association's newsletter.
- (vi) Providing notice has been given as in these rules defined the non-receipt of a notice of a meeting by a member entitled to receive notices shall not invalidate the proceedings of any meeting.

PROCEDURE

33. (i) 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 the meeting is considering that item.
- (ii) Fifteen (15) members or 20 percent of the membership (whichever is the greater) present in person and 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.
- (iii) 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 the same day in the following week at the same time and, (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(iv) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

PRESIDING MEMBER

34. (i) The president, or, in the president's absence, a vice-president, shall preside in the chair at each general meeting of the Association.

(ii) If the president and vice-presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside in the chair at the meeting.

ADJOURNMENT

35. (i) The presiding member 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 adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(ii) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourn 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.

(iii) Except as provided in sub-clauses (i) and (ii) hereof, 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.

VOTING PROCEDURE

36. (i) 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 person presiding in the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; 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.

(ii) At a general meeting of the Association, a poll may be demanded by the presiding member or by not less than three (3) members present at the meeting.

(iii) 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 person in the chair 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 person in the chair direct;

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

37. A resolution of the Association is a special resolution if:-

- a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b) where it is made to appear to the Director General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) above - the resolution is passed in a manner specified by the Director General.

VOTING

38. (i) Upon any question arising at a general meeting of the Association a member has one vote only.

(ii) All votes shall be given personally.

(iii) In the case of an equality of votes on a question at a general meeting, the presiding member of the meeting is entitled to exercise a second or casting vote.

(iv) A member is not entitled to vote at meeting of the Association unless all money due and payable by the member to the Association has been paid other than the amount of the annual subscription payable in respect of the then current year.

(v) Notwithstanding anything elsewhere herein contained a person shall not be entitled to vote at an annual general meeting unless that person has been a financial member for a period exceeding 90 days.

PROXIES

39. There shall be no proxy voting.

MISCELLANEOUS

INSURANCE

40. (i) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.

(ii) In addition to the insurance required under clause (i) the Association may effect and maintain other insurance.

FUNDS

41. (i) The funds of the Association shall 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.

(ii) 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.

(iii) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

(iv) Nothing herein shall prevent the Committee of the Association from investing its funds as the Committee shall from time to time determine.

(v) Nothing in these rules shall restrain the Association from issuing debentures.

(vi) 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.

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

ALTERATION OF OBJECTS AND RULES

42. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

43. (i) The common seal of the Association shall be kept in the custody of the public officer.

(ii) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of a common seal shall be attested by the signatures of either of two members of the Committee or of one member of the Committee and of the public officer or secretary and this power shall not be delegated to any sub-committee.

CUSTODY OF RECORDS

44. Except as otherwise defined by these rules the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF DOCUMENTS

45. 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. A member shall be at liberty to copy books and other documents but shall not be at liberty to remove such records and documents from the premises.

SERVICE OF NOTICES

46. (i) For the purpose of these rules, a notice may be served on or given to a person:
- a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (ii) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date..

SERVICE OF DOCUMENTS ON THE ASSOCIATION

47. Unless otherwise determined by the Committee a document shall be deemed to have been served upon the Association:-
- a) if it is served personally upon the secretary;
 - b) if it is left at the usual abode of the secretary or postal address of the Association as notified to the Association in accordance with these rules;
 - c) if its receipt is acknowledged by the secretary notwithstanding any manner of delivery.

PAYMENT OF OFFICE-BEARERS AND MEMBERS

48. A member of the Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except:-
- a) as repayment of out-of-pocket expenses;
 - b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association;
 - c) reasonable and proper rent for premises let to the Association; and
 - d) honorarium payments.

VACATION OF OFFICE

49. Without limiting the operation of any abovementioned rule the office of a member of the Committee shall become vacant if-
- a) the member holds an office of profit in the Association; or
 - b) the member is directly or indirectly interested in any contract or proposed contract with the Association provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company or corporation of which a member of the Committee may be a member or to any other company in which a member shall not hold more than a one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment. Clause (b) shall not apply if the Committee member declares a conflict of interest, refrains from voting on the matter/s under discussion and follows any directions given by the Committee of Management on the matter.

SURPLUS PROPERTY

50. If upon the winding up or the dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be handed over to an organisation with objects of a similar nature to this Association and any organisation to whom the

property is given shall have a similar rule preventing distribution of its assets amongst its members within its own constitution..

RECORDS

51. Upon the termination of the period of three (3) months after the confirmation of any minutes of any meeting of the Committee or its sub-committees such minutes shall be deemed to be a true and accurate record of the events noted therein.

PUBLIC OFFICER

52. (i) The Committee shall appoint a Public Officer annually.
(ii) The Committee shall be at liberty to withdraw such an appointment at will and without giving reasons.
(iii) Nothing herein shall prevent a member of the Committee being the Public Officer.

REAL ESTATE

53. Notwithstanding any other rule herein the Association shall not divest itself of any real estate otherwise than by a special resolution at a general meeting called in accordance with these rules.

STANDING ORDERS

54. Nothing in these rules shall restrain the Committee from determining standing orders for the conduct of proceedings of the Association.

RESCISSION OF RESOLUTIONS

55. No resolution of the Association may be rescinded at the same meeting at which it was passed - or a subsequent adjournment of that meeting - but may be rescinded at a subsequent meeting. A rescission motion shall require seven (7) votes or more at a Committee meeting before it is at liberty to be declared as successful.

INTERPRETATION

56. The Committee of management shall be the sole authority for the interpretation of the rules, standing orders and by laws for the internal management of the Association and the decision of the Committee of management upon any question of interpretation or upon any matter effecting the Association and not provided for by these rules or by the by-laws or any regulation or rule of law shall be final and binding on the members.

AUDIT

57. (i) The auditor or auditors shall be elected at the annual general meeting. They shall examine all accounts, vouchers, receipt books etc and furnish a report thereon to the members of the annual general meeting. Audits shall be conducted at regular intervals of not more than twelve months;
- (ii) An auditor shall not be a member of the Committee of management, or closely related to a member of the Committee of management;
- (iii) Subject to paragraph (iv) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least 21 days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least 7 days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if he so wishes be heard at such annual general meeting;
- (iv) Where the current auditor submits his resignation or notifies the secretary of his intention not to seek re-election as auditor paragraph (iii) hereof shall not apply.

INDEMNIFICATION

58. All office bearers of the Association, who may, by authority of the Committee, accept or incur any pecuniary or other liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability but shall not be so indemnified if acting outside scope of their authority.

MORTGAGES

59. The Association shall be at liberty to mortgage any Real Estate of which it is the registered proprietor.

PUBLIC FUND

60. The Establishment and Maintenance of a Public Fund

a) Clauses relating to a public fund

- (i) The Association will establish and maintain a public fund.
- (ii) Donations will be deposited into the public fund listed on the Register of Cultural Organisations.
- (iii) These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (iv) The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Maitland Repertory Society Incorporated.
- (v) No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (vi) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (vii) Receipts for gifts to the public fund must state:
 - the name of the public fund and that the receipt is for a gift made to the public fund;
 - the Australian Business Number of the company;
 - the fact that the receipt is for a gift; and
 - any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

b) Winding up clause

If upon the winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

- Constitution Ends -