

THEATRE ASSOCIATION OF SOUTH AUSTRALIA INC.

(Formerly The Amateur Theatre Society Inc.)

RULES AND CONSTITUTION

1. NAME

The name of the association is "The Theatre Association of South Australia Inc." (Hereinafter called "the Association" or "Society").

2. OBJECTS

The objects of the Association are to foster, stimulate and help provide facilities for the development of interest in Community and Amateur Theatre and to encourage and assist with all incidental activities.

3. POWERS AND DUTIES OF THE COMMITTEE

- (a) To receive and accept donations, endowments and gifts of money, land, stocks, funds, shares, securities and any other asset whatsoever and to borrow or raise money, with or without security, for any purpose consistent with the objects of the association.
- (b) To affiliate with any body whether incorporated or not having the same or any one or more similar objects and to appoint representatives to any such body.
- (c) To assist in or concur in the establishment of any other association having one or more similar objects.
- (d) To purchase, acquire, hold, maintain, lease (including the power to take or grant leases) and dispose of any real or personal property including shares in any company and to erect purchase hire maintain or furnish any buildings or appliances consistent with the objects of the association and to mortgage or pledge the same as security for a loan at interest or otherwise as may be considered expedient and to make advances to any company in which the association has shares on such security or otherwise as the association may deem fit.
- (e) To give donations subsidies or contributions to charitable artistic organisations.
- (f) To do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the above objects as the association may in its absolute discretion decide.
- (g) The income and property of the association, whensoever derived, shall be applied solely towards the promotion of the objects of the association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the association or relatives of such members provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, servant or member of the association in return for any services actually rendered to the association or reasonable or proper rental for premises let to the association by any member thereof.
- (h) To appoint a Public Officer of the Association.

4. MEMBERSHIP

- (a) The committee may remit a portion of the annual subscription of any new applicant for membership if such application is received more than midway through the current financial year of the association.
- (b) Any member failing to pay the annual subscription within two months of the commencement of the society's committee, shall be removed from membership of the association without written notice.
- (c) The secretary of the association shall keep or cause to be kept a register of members.
- (d) Each member shall at all times be bound by this constitution and such regulations and by-laws as may from time to time be enacted by the committee in accordance herewith.

2.

- (e) A member may be expelled or suspended from membership of the association at a general meeting. The notice for that meeting must specify the intention to move for the passing of such motion.
- (f) The termination of a membership shall not affect the right of the association to recover from that member any subscription, debt or other monies or property due from that member. Such right of the association shall exist notwithstanding that the member's failure to pay or deliver may be the subject matter of any complaint against the member.
- (g) Any financial member of the association may,
 - (i) attend any general meeting of the association.
 - (ii) vote at any general meeting of the association, pursuant to (vii), (viii) and (ix) below.
 - (iii) propose any alteration to the constitution (without limiting the effect thereof).
 - (iv) take part in any activity sponsored by the association, upon payment of any additional fee.
 - (v) expect to receive adequate notice of all forthcoming activities.
 - (vi) attend any management or sub-committee meetings as an observer at the discretion of the sitting committee, who has the power to allow that member to participate in the meeting with the exclusion of voting rights.
 - (vii) in the case of a financial member group, delegate, in writing, two of their members to attend and vote on their behalf at all general meetings, provided that such delegate/s is/are not also acting as a delegate for another member group, as delegates may only represent one member group and, in the case of financial subscription or honorary life members, vote at all general meetings.
 - (viii) in the case of a subscription member who is also a group delegate, vote in both capacities.
- (h) There will be four categories of membership: -
 - (i) Category 1. Group membership. For groups or organisations, carrying an appropriate subscription.
 - (ii) Category 2. Subscription membership. For individuals, also carrying an appropriate subscription.
 - (iii) Category 3. Honorary membership, for up to six months, conferrable by the committee.
 - (iv) Category 4. Honorary Life membership, conferrable at a general meeting of the association for individuals who have given 10 or more years exemplary service to the association or, have performed such other services as to be considered eligible to have such an honour conferred upon them.

5. MANAGEMENT

- (a) The association will be managed by a management committee which shall have full powers to negotiate on behalf of and execute any project for the society within the boundaries of these rules.
- (b) The management committee shall consist of the President, Vice-President, Secretary, Treasurer, a minimum of two general committee members plus any ex officio member as provided for in these rules. No one person may hold more than one position at the same time on the management committee. Members of the management committee shall be elected biennially at its Annual General Meeting.
- (c) Members of the management committee shall remain in their positions until the end of the Annual General Meeting next after their appointment or until successors are appointed in accordance with this constitution.

3.

- (d) At the Annual General Meeting of the association half of the elected officers shall retire and the other half shall continue until the next annual general meeting. The offices of President, Secretary and one general committee member will fall in the alternate year to the offices of Vice President, Treasurer and one general committee member. A retiring President, declining re-nomination, must be invited to remain on an incoming committee in an ex officio capacity with full voting rights for the period of the new committee for the purposes of maintaining a degree of committee continuity.
- (e) Where a casual vacancy shall occur in the committee between two Annual General Meetings the committee shall have the power to appoint any eligible person to fill such vacancy until the next Annual General Meeting.
- (f) Any member of the management committee who fails to attend three consecutive meetings of the committee without cause considered reasonable by the committee may be declared at the subsequent meeting of the committee to have resigned from that position and in such cases shall be informed to this effect in writing by the Secretary and that position on the committee shall be the subject of a casual vacancy,
- (g) The committee shall have the power to create by-laws or standing orders consistent with this constitution for the efficient conduct of business on behalf of the association.
- (h) The Editor of the association's monthly publication shall if not an elected member of the management committee, act as such in an ex officio capacity.

6. **SUB-COMMITTEES**

- (a) The management committee may appoint sub-committees as it deems desirable and may depute to them such powers and duties of the management committee as it may determine and may define the powers of such subcommittee who shall not exceed such powers.
- (b) Any sub-committee shall if required by the management committee keep full and correct minutes of its meetings.
- (c) The Convenor of any sub-committee shall be responsible for reporting in writing the activities of that sub-committee to the management committee.

7. **GENERAL MEETINGS**

- (a) Any General Meeting of the association shall be chaired by the President or, in the absence thereof, the Vice President. If both be absent the members present shall appoint one of their number who shall act as Chairperson at that meeting. The Chairperson shall have a deliberate as well as a casting vote at any meeting.
- (b) Written notice of Annual or Special General Meetings shall be given by the Secretary to all financial members at least fourteen days prior to the time fixed for such meeting. Notice of any meeting will be deemed to be given if posted to a member at that members address as disclosed by the records of the association by pre-paid post at least fifteen days prior to the time fixed for such meeting or, if published prominently in the monthly magazine or newsletter of the association within the above time specification. Such notice shall specify the matters to be discussed at special meetings.

8. **ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting of the association shall be held in February or March each year at a time and place to be determined by the management committee.

4.

- (b) The President and Treasurer for the previous year shall present reports and the Treasurer shall present an audited balance sheet.
- (c) The officers and members of the management committee for the following year shall be elected in a manner determined by the chairperson. In the event there is more than one person nominated for a position, the chair shall appoint two scrutineers and conduct a secret ballot.
- (d) Any members desirous of having any business raised at the Annual General Meeting shall give notice in writing thereof to the Secretary not less than seven days prior to the date of the meeting.

9. **SPECIAL GENERAL MEETING**

- (a) A Special General Meeting of members may be called at any time by the management committee or by the Secretary on receiving a written request specifying the matter to be discussed and the motion or motions to be submitted, and signed by at least five financial members of the association.
- (b) At least seven days notice of such meeting and of the business to be brought before it, shall be given by the Secretary. Discussion at such meeting will be confined to those matters for which the meeting was called.

10. **QUORUMS**

- (a) At all management committee meetings, three members shall constitute a quorum.
- b (b) At all general meetings ten members shall constitute a quorum.
- c (c) If within thirty minutes of the time appointed for a meeting a quorum is not present, at the discretion of the chairperson such meeting shall stand adjourned for a period not exceeding fourteen days and not less than two days and those present at any adjournment shall determine the place, time and date for the adjourned meeting at their sole discretion.
- (d) If a quorum be not present at the adjourned meeting, the chairperson will have the discretion to proceed with the meeting or to declare it abandoned.

11. **DUTIES OF OFFICERS**

(a) President

The President shall have the right to attend any meeting called under this constitution in an ex officio capacity. Pursuant to 8 (a) the President shall chair all meetings of the association and its committees and shall present a report of the activities of the association at each Annual General Meeting.

(b) Vice President

The Vice President shall also have the right to attend any meeting called under this constitution in an ex officio capacity and, in the absence of the President, shall assume the role of that office wherever and whenever the President should assume a role.

(c) Secretary

The Secretary shall be responsible for:-

- (i) correspondence on behalf of the management committee (and shall keep files of all such correspondence for at least two years).

5.

- (ii) keeping or causing to have kept minutes of general meetings and of management committee meetings
- (iii) preparation of agendas and notices of general meetings and of management committee meetings.
- (iv) keeping or causing to be kept a register of members containing their current addresses as far as is known to the management committee.

(d) Treasurer

The Treasurer shall keep correct accounts or records showing the financial affairs of the association and the particulars usually shown in books of accounts of a like nature and shall submit a statement of the financial affairs of the association at the Annual General Meeting, such statement having been examined and certified correct by the auditor of the association.

The Treasurer shall prepare, cause to have prepared and submit for approval by the management committee in advance where possible, a budget for each undertaking of the association.

12. FINANCE

- (a) The amount of membership subscriptions shall be determined by the management committee.
- (b) Any donation made to the association as distinct from a subscription shall carry neither benefit nor obligation.
- (d) The signature of any two of the President or the Treasurer or the Secretary, shall be required on cheques or other negotiable instruments signed on behalf of the association.
- (e) Audit arrangements shall be determined by the management committee at least four weeks prior to the end of the associations year.
- (f) If requested to by the management in a general meeting, the Treasurer shall present a balance sheet or such other information in the possession thereof to the committee or to the meeting as the case may be.
- (g) The financial year of the association shall end on the last day of January in each year, to which day the accounts of the association shall be balanced.

13. CRITICISM

Any member of the association who has a criticism to make of the policy or management of the society shall put such criticism in writing and shall bring it to the notice of the committee and such member shall receive a reply in writing from the committee. If such member then feel that this criticism has not been clearly dealt with that member may, by following the procedure outlined in Rule 9 of this constitution, have the Secretary convene a Special General Meeting to discuss the matter.

14. ALTERATIONS TO CONSTITUTION

- (a) This constitution shall not be added to, altered, repealed or rescinded except at an annual or special general meeting.
- (b) No motion for an alteration or addition to this constitution shall be submitted to a vote of the association unless notice in writing thereof, signed by the proposer or seconder, shall have been handed to the Secretary at least seven days before the date of the meeting at which the alteration or addition is proposed to be made.

- (c) Any proposed alteration or addition must be supported by at least two thirds majority of those present at the meeting, and entitled to vote, before being deemed to be passed.

6.

15. DISSOLUTION

The association may be dissolved at any time upon resolution being carried in a general meeting of the association in the same manner as a resolution to amend this constitution and subject to the formalities required for amendment of this constitution.

Upon such resolution being carried, any property of the association, whether real or personal remaining after payment of all debts and legal liabilities, shall be transferred to such other body whether corporate or non-corporate formed for promoting objects similar to the objects of the association or charitable objects at the general meeting at which the motion of dissolution was carried. If the general meeting shall fail to appoint any body or bodies to receive the assets of the association the management committee existing prior to such general meeting shall determine the recipients of the property of the association in accordance with this clause.

16. EXECUTIVE POWERS

Notwithstanding anything hereinbefore, the committee shall be empowered to act in the best interests of the association on any matter not specifically covered by these rules or of so urgent a nature as to require immediate action outside these rules without retributive action by the association members. Such powers will not be exercised without establishment of a reasonable consensus of opinion of members prior to the meeting at which such action is taken and a full report will be provided to members at earliest opportunity and by best available means.

This new constitution was accepted and invoked at a special general meeting of the association held on/...../2005 and ratified for implementation by the Public Officer at the meeting of the management committee meeting on/...../2005.

.....Chairman

.....Secretary