



The Southern Peninsula Players Theatre Group Inc.

Constitution and Rules

(as amended on May 22 2008)

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| 1. | <p>Name and Title The Group formed under these rules shall be known as The Southern Peninsula Players Theatre Group Inc., hereinafter referred to as “the Group”.</p> |
| 2. | <p>Aims and Objectives The objectives of the Group shall be: <i>“To promote and develop the standard of and appreciation for dramatic art in Rosebud and the southern peninsula.”</i></p> |
| 3. | <p>Membership</p> |
| 3.1 | <p>The Group is open to any member of the public, with membership falling into the following categories:</p> <ul style="list-style-type: none"> a) Members b) Student or Pensioner Members (i.e. any person not earning a living) c) Family Membership (i.e. parents and students) d) Honorary Life Members |
| 3.2 | <p>The Executive Committee (“Committee”) reserve the right to control membership.</p> |
| 3.3 | <p>Honorary Life Members shall have the full rights of membership without payment of any fee.</p> |
| 3.4 | <p>Annual Subscriptions</p> <ul style="list-style-type: none"> a) Annual subscription for all members shall be payable in advance. b) Subscriptions shall be determined by the Committee from time to time at a normal Committee Meeting. |
| 3.5 | <p>There shall be an official receipt issued by the Secretary or Treasurer in respect of membership subscriptions.</p> |
| 3.6 | <p>Annual membership shall be due and payable at each Annual General Meeting and shall be for the full period between Annual General Meetings. Any member not renewing his or her membership, on or before the date of the Annual General Meeting, shall not be entitled to vote at any duly constituted meeting of the Group until such subscription is paid in full.</p> |
| 4. | <p>Register of Members The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and telephone number (if any) and date of entry of the name of each member and the register shall be available for inspection by members at any time.</p> |
| 5. | <p>Management of the Group</p> |
| 5.1 | <p>Management of the Group shall be in the hands of an Executive Committee (“Committee”) as elected by the members and the Committee is responsible to the Group for such equipment as may be under their control.</p> |
| 5.2 | <p>All monies received by or on behalf of the Group shall be paid into the Group’s account at the Bank of Melbourne, or such other bank as determined by the Group.</p> |
| 5.3 | <p>All payments shall require authorisation of two of either the President, Vice President, Treasurer or Secretary.</p> |

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| 5.4 | All cheques upon the account of the Group shall be signed by any two of the following: President, Secretary or Treasurer. |
| 5.5 | The sources from which the funds of the Group are to be or may be derived are: a) Membership fees b) Donations c) Profit (if any) from productions |
| 5.6 | No person shall use any equipment belonging to the Group without permission of the Committee and subject to prior payment of charges as set from time to time by the Committee. |
| 5.7 | The Group will establish and maintain a public fund. a) Donations will be deposited into the public fund listed on the Register of Cultural Organizations. 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. b) The fund will be administered by a management committee or a subcommittee of the management committee, the majority of who, 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 Southern Peninsula Players Inc. c) No monies/assets in this fund will be distributed to members or office bearers of the Group, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services. d) The Department responsible for the administration of the Register of Cultural Organizations 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. e) Receipts for gifts to the public fund must state: i- the name of the public fund and that the receipt is for a gift made to the public fund; ii- the Australian Business Number of the company; iii- the fact that the receipt is for a gift; and iv- any other matter required to be included on the receipt pursuant to the requirements of the <i>Income Tax Assessment Act 1997</i> . |
| 6. | Discipline, suspension and expulsion of members All members shall be provided with the "Code of Conduct" adopted by the Group. |
| 6.1 | (1) Subject to these rules, If the Committee is of the opinion that a member has refused or neglected to comply with these rules, has been guilty of conduct unbecoming a member or prejudicial to the interest of the Group, the Committee may by resolution – a) warn a member in writing no more than three times within a twelve month period and after the third warning, if the member's delinquent behaviour has not significantly improved, by resolution do either (b) or (c): b) suspend that member from membership of the Association for a specified period or c) expel that member from the Association. (2) A resolution of the committee under sub-rule (1) does not take effect unless – (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and |

- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)--
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

6.2 **Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Association.
- (2) The Committee must ensure that the parties to the dispute meet and discuss the matter in dispute, as soon as is practicable after the dispute comes to the attention of the committee, and, if possible, the parties must resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend

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| | <p>that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.</p> <p>(4) The mediator must be-</p> <p>(a) a person chosen by agreement between the parties; or</p> <p>(b) in the absence of agreement-</p> <p>(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or</p> <p>(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).</p> <p>(5) A member of the Association can be a mediator.</p> <p>(6) The mediator cannot be a member who is a party to the dispute.</p> <p>(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.</p> <p>(8) The mediator, in conducting the mediation, must--</p> <p>(a) give the parties to the mediation process every opportunity to be heard; and</p> <p>(b) allow due consideration by all parties of any written statement submitted by any party; and</p> <p>(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.</p> <p>(9) The mediator must not determine the dispute.</p> <p>(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act 1981 (as amended) or otherwise at law.</p> |
| <p>7.</p> <p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p> <p>7.5</p> | <p>Office Bearers</p> <p>Office Bearers of the Group shall consist of: President, Vice President, Secretary, Treasurer and three other Members whose position shall be honorary. These office bearers shall be known as the Executive Committee (“Committee”) who shall be elected or appointed in the manner hereinafter laid down, together with such office bearers as the Group may from time to time determine.</p> <p>Meetings of the Committee shall be called by the President or by two or more Committee members with four forming a quorum.</p> <p>Election of Office Bearers shall be by exhaustive secret ballot by those members attending the annual meeting of the Group. Nomination for office bearers shall be accepted either in writing with endorsement of the nominee or from the floor of the Annual Meeting if the nominee is present. Those elected shall hold such office for no more than three consecutive years.</p> <p>Should any Office Bearer absent himself or herself from two consecutive meetings of the Committee without leave of absence, his or her seat of office shall be declared vacant. In case of a vacancy, the Committee shall appoint a successor for the balance of the term.</p> <p>No Member of the Committee shall be removed from office except by a majority of members present at a General Meeting specifically called to consider such a matter. Such a meeting may be called by the President or at the request of any seven members of the Group, giving 21 days notice in writing to the Secretary.</p> |
| <p>8.</p> <p>8.1</p> | <p>General and Annual Meetings</p> <p>The Annual Meeting of the Group shall be held In May of each year on a date to be fixed by the Committee. The President shall present thereat his or her report concerning the work of the Group during the preceding year. A financial statement ending 31 March, of all receipts and expenditure shall be given to each member. This financial statement shall be duly</p> |

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| | certified by the Auditor. The Auditor shall be appointed at the Annual Meeting. |
| 8.2 | The first General Meeting of the year shall be called on the same night and immediately following the Annual General Meeting and further General Meetings shall be held as and when called by the Committee, with a minimum of three further General Meetings each year. |
| 8.3 | All votes shall be given personally. |
| 8.4 | There shall be no votes by proxy at any General Meeting of the Group. |
| 8.5 | Extraordinary General Meetings may be called: <ul style="list-style-type: none"> a) by direction of the Committee b) by direction of the President, upon request of any seven members of the Group. Ten members including at least two members of the Committee will form a quorum. |
| 8.6 | Notification of all such meetings must reach members at least seven clear days prior to the date of the meeting. Non receipt of notification will not invalidate the meeting. |
| 8.7 | At all meetings all questions and discussion shall be addressed to the meeting through the Chairman. |
| 8.8 | No discussion on matters pertaining to politics or religion shall be allowed at any meeting, rehearsal or function of the Group. |
| 9. | Productions of the Group |
| 9.1 | Productions of the Group shall be in the charge of a director appointed for that purpose by the Committee. |
| 9.2 | The Committee may invite persons from outside the Group to direct a play or plays. |
| 9.3 | Such Director or member desirous of directing shall submit his or her choice to the Committee, which shall have the right to accept such a play for rehearsal and performance or reject such a play if it considers it unsuitable. |
| 9.4 | A Director shall have the sole right to cast all productions and his or her word concerning rehearsals and performances is final except as qualified by Clause 5. |
| 9.5 | The Director may at his or her discretion, <u>with the approval of the Committee</u> , invite guest players to participate in the production. |
| 9.6 | A Director shall have the right to select his or her own Stage Manager and House Manager. |
| 9.7 | All production expenses shall be under the control of the Committee. |
| 9.8 | The overall management of each production shall be the responsibility of the Director and the Production Committee. |
| 9.9 | Upon completion of selection of cast, a coordinating meeting of the Production Committee shall be held at which all members included in the cast are eligible and requested to attend. |
| 9.10 | Directors, Stage Managers and Chairman of Production Committee of current productions may, by invitation, attend those Committee meetings at which matters pertaining to current |

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| | productions are to be discussed. |
| 10. | Sub Committees The Committee shall have the power to appoint Sub Committees to control functions etc. Such sub committees to be responsible to the Committee. All Officers of the Committee shall be ex-officio members of all Sub Committees. |
| 11. | Changes to the Constitution and Statement of Purposes No change may be made to the Constitution unless: a) Notice of motion is given to the Secretary at least 30 days beforehand. b) Members are notified by the Secretary at least 21 days prior to the meeting. c) Passed by three fourths majority of members present at an Annual Meeting or an Extraordinary General Meeting called for that purpose. |
| 12. | Dissolution of the Group |
| 12.1 | In the event of the dissolution of the Group or the failure of the Group to operate as the Southern Peninsula Players Inc., all monies, equipment or property belonging to the Group shall be handed over to an organisation or body decided upon by a majority of remaining members present at a meeting called for such a purpose. |
| 12.2 | If, upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organizations, 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 <i>Income Tax Assessment Act 1997</i> and listed on the Register of Cultural Organizations maintained under the Act. |
| 13. | Annual Returns Within one month following the Annual General Meeting each year, the Group shall give two copies of the Annual Report and audited statement of the financial affairs received under Rule 8.1 hereof to the Registrar of Incorporated Associations in accordance with the Act. |
| 14. | Custody of Records Except as otherwise provided in these rules, the Secretary shall keep in his/her custody, or under his/her control, all books, documents and securities of the Group. |
| 15. | Common Seal |
| 15.1 | The Common Seal of the Association shall be kept in the custody of the Secretary. |
| 15.2 | 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 signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association. |

It is hereby certified that the Statement of Purposes and Rules has been approved by a majority of the Group's members.

..... (President)

..... (Secretary)

..... (Date)