

Constitution
of the
Harbour Theatre Inc.



1. NAME

The name of the Club is "Harbour Theatre Inc" hereinafter referred to as the "Club"

2. OBJECTS

The objects of the Club are:

- 2.1 To promote and encourage the development of amateur theatre.
- 2.2 To present plays and other forms of entertainment by Members of the Club and guest artists invited by the committee.
- 2.3 To teach members the arts of theatre – acting, production, backstage mechanics.
- 2.4 To help foster and develop local artists and authors.
- 2.5 To engage in such other activities as may be desirable to carry out the above mentioned objects.

3. ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

4. PROPERTY OF THE CLUB

The Club must apply all property and income of the Club towards the promotion of the objects or purposes of the Club. No part of that property or income to be paid or otherwise distributed, directly or indirectly, to Members of the Club, except in good faith in the promotion of those objects or purposes.

5. POWERS OF THE CLUB

- 5.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 5.2 To open and operate bank accounts;
- 5.3 To invest its money –
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorized by the rules of the Club;
- 5.4 To borrow money upon such terms and conditions as the Club thinks fit;
- 5.5 To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- 5.6 To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;

- 5.7 To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish, equip and improve the same for use by the Club;
- 5.8 Accept donations and gifts in accordance with the objects of the Club;
- 5.9 Print and publish any information by any media including newsletters, newspapers, articles, posters or leaflets for the promotion of the Club;
- 5.10 Provide gifts and prizes in accordance with the objects of the Club;
- 5.11 Organise social events for Members and the promotion of the Club; and
- 5.12 To enter into any other contract the Club considers necessary or desirable.

6 MEMBERSHIP

- 6.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 6.2 Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not.

- 6.3 Each person admitted to membership shall be;

- 6.3.1 Bound by the Constitution and By-laws of the Club.
- 6.3.2 Come liable for such fees and subscriptions as may be fixed by the Club.
- 6.3.3 Entitled to all advantages and privileges of membership.

- 6.4 Membership categories:

- 6.4.1 Active Member:

Persons other than Production or Associate Members who are interested in promoting the Club may become an Active Member.

Any person who is a financial Active Member of the Club is entitled to hold any office and enjoy the privileges of the Club.

- 6.4.1.1 Junior Active Member

Any person under the age of 18 years may become a Junior Active Member.

Any person who is a financial Junior Active Member is entitled to enjoy the privileges of the Club but shall have no voting rights nor be entitled to hold any office.

6.4.2 Production Member:

Persons other than Active or Associate Members who are interested in promoting the Club for one production only, may become a Production Member.

Any person who is a financial Production Member of the Club is entitled to enjoy the privileges of the Club except: they shall not be entitled:

- (i) to attend meetings, vote or hold any office.
- (ii) to take part in any Club activity, other than the production they are associated with, unless invited to do so by the Management Committee.

6.4.2.1 Junior Production Member

Any person under the age of 18 years may become a Junior Production Member.

Junior Production Members shall be entitled to enjoy the privileges of the Club except they shall not be entitled:

- (i) to attend meetings, vote or hold any office.
- (ii) to take part in any Club activity, other than the production they are associated with, unless invited to do so by the Management Committee.

Production Membership shall be short term and valid for the duration of one production only.

Production Membership shall terminate at midnight on the day following the last performance of the related production.

6.4.3 Associate Member:

Persons other than Active or Production Members who are interested in promoting the Club, but who wish to participate as an audience Member only, may become an Associate Member.

Any person who is a financial Associate Member of the Club shall be entitled to :

- (i) One admission ticket to each and every production.
- (ii) Preferential seating where possible.
- (iii) All other privileges of the club except that they shall not be entitled to:
 - (a) attend meetings, vote or hold any office.

- (b) take part in any Club activity unless invited to do so by the Management Committee.

6.4.3.1 Junior Associate Member

Any person under the age of 18 years may become a Junior Associate Member.

Any person who is a financial Junior Associate Member of the Club shall be entitled to :

- (i) One admission ticket to each and every production.
- (ii) Preferential seating where possible.
- (iii) All other privileges of the club except that they shall not be entitled to:
 - (a) attend meetings, vote or hold any office.
 - (b) take part in any Club activity unless invited to do so by the Management Committee.

6.4.4 Life Member:

- (i) The Management Committee may elect any Member who has given outstanding service to the Club as a Life Member.
- (ii) Any Member may nominate a person to the Management Committee for consideration for Life Membership. Nominations shall be in writing.
- (iii) The conferring of Life Membership will take place on an occasion, decided upon by the Management Committee, as soon as possible after the approval by the Management Committee of the nomination.
- (iv) A Life Member is entitled to hold any office and enjoy the privileges of the Club.

6.4.5 Patron:

The Club may, at its discretion, elect a Patron/s or Vice Patron/s of the Club for such period as may be deemed necessary.

Such Patron/s or Vice Patron/s shall be afforded all the rights and privileges of an Associate Member, and may upon application to the Management Committee, seek Active Membership subject to sub-rule 6.3.

- 6.5 The Management Committee shall appoint a Member of the Management Committee to maintain an up to date register of Members in the Club.

- 6.6 Any Member, other than a Junior Member, may at any reasonable time inspect the records and documents of the Club.

7 SUBSCRIPTIONS

- 7.1 The annual subscription fee for Active Membership (including Junior) shall become due and payable by the first day of January each year.
 - 7.1.1 The Management Committee shall have the power to waive any annual subscription fee for Active Membership where payment of the subscription fee would cause undue hardship.
- 7.2 The subscription fee for Production Membership (including Junior) shall become due and payable prior to commencement of the first rehearsal of the related production.
 - 7.2.1 The Management Committee shall have the power to waive any subscription fee for Production Membership where payment of the subscription fee would cause undue hardship
- 7.3 The subscription fee for annual Associate Membership (including Junior) shall become due and payable by the first day of January each year.
 - 7.3.1 A subscription fee for Associate Membership (including Junior), for a period of less than twelve months, shall be available and shall be calculated, upon application, by the Management Committee on a prorata basis.
- 7.4 Life Members shall not be required to pay annual subscription fees.

8 TERMINATION OF MEMBERSHIP

- 8.1 Any person's Membership may be terminated by the following events:
 - 8.1.1 Receipt by the Secretary or another Committee Member of a notice in writing from a Member of his/her resignation from the Club.
 - 8.1.2 Expulsion of a Member in accordance with sub-rule 8.2.
 - 8.1.3 The subscription fee of an Active Member (including Junior) remaining unpaid after ninety (90) days from the latest date fixed for payment of the said fee.
 - 8.1.4 The subscription fee of an Associate Member (including Junior) remaining unpaid after ninety (90) days from the latest date fixed for payment of the said fee.
- 8.2 After having undertaken due inquiry the Management Committee shall have the power to suspend or expel any Member of the Club for:
 - 8.2.1 any of the events in item 8.1
 - 8.2.2 false or inaccurate statement/s made in the Member's application of Membership of the Club.

8.2.3 breach of any rule, regulation or by-law of the Club and

8.2.4 by any act detrimental to the Club.

8.3 Any Member who is expelled, suspended or has their Membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

9 MANAGEMENT COMMITTEE

9.1 Management of the Club shall be vested in the Management Committee elected by the Members at the Annual General Meeting and consisting of:

9.1.1 President

9.1.2 Vice President

9.1.3 Secretary

9.1.4 Treasurer

The above four main Office Bearers shall be referred to as the Executive

9.1.5 In addition a minimum of two to a maximum of six Management Committee Members

9.2 Nominations for Management Committee:

9.2.1 Nominations for Executive and Committee Members shall be called for at the same time as notification of the Annual General Meeting.

9.2.2 Nominations for the Executive and Committee Members shall be lodged in writing with the Secretary at least 12 hours prior to the commencement of the Annual General Meeting.

9.2.3 Where no nomination is received for any of the Executive or Committee Member positions then the Chair of the Annual General Meeting shall call for nominations from eligible members at the meeting.

9.2.4 All elections shall be held by secret ballot.

9.2.5 A Returning Officer shall take the chair during the election of the Management Committee.

9.2.6 The members of the Club may appoint up to two scrutineers to assist the Returning Officer during the election of the Management Committee.

9.3 No person shall hold more than one Executive position on the Management Committee at any one time.

- 9.4 A person shall cease to be a Member of the Management Committee at the conclusion of the Annual General meeting which follows his/her election and he/she will be eligible for re-election.
- 9.5 A quorum of the Management Committee shall be half of its Members plus one.
- 9.6 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.7 A Member of the Management Committee may lose his or her seat on the Committee for either of the following:
 - 9.7.1 Absence from three or more consecutive meetings without leave of absence
 - 9.7.2 Found not to be a financial Member
- 9.8 Terms of Office:
 - 9.8.1 The Term of Office for any Executive office bearer shall be a maximum of three consecutive years; however this may be extended for one year where the application of this rule would result in:
 - (i) A simultaneous change of all four Executive officer bearers or;
 - (ii) no nominations are received for an Executive office bearer however;
 - (iii) no Executive office bearer shall remain in that position for longer than five consecutive years.
 - 9.8.2 The Term of Office for any Management Committee Member shall be unlimited.
- 9.9 The Management Committee shall meet at such times as it determines and not less frequently than once every second calendar month.

10 POWERS OF THE MANAGEMENT COMMITTEE

- 10.1 The Management Committee shall carry out the day-to-day running of the Club and shall have the power to:
 - 10.1.1 Administer the finances, appoint bankers, and direct the opening of bank accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - 10.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
 - 10.1.3 Fix fees and subscriptions payable by Members and decide such levies and charges as is deemed necessary and advisable, and to enforce payment thereof;

- 10.1.4 Fix prices payable by Members and the general public for admission tickets and all other saleable goods and services;
- 10.1.5 Allocate funds for the staging of and publicizing of stage and associated productions;
- 10.1.6 Purchase capital equipment as needs arise and funds allow;
- 10.1.7 Adjudicate on all matters brought before it which in any way affect the Club;
- 10.1.8 Cause minutes to be made of all proceedings at meetings of the Management Committee and General Meetings of Members;
- 10.1.9 Make, amend and rescind rulings and By-laws;
- 10.1.10 Have the power to form and appoint any sub committee/s as required for specific purposes;
- 10.1.11 May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary;
- 10.1.12 May at their discretion co-opt a person or persons for a specific purpose.
- 10.1.13 Should a vacancy occur on the Management Committee, the Management Committee shall appoint a successor until the next Annual General Meeting;
- 10.1.14 Appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.

11 AUDITOR:

- 11.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 11.2 The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the Annual General Meeting.

12 GENERAL MEETINGS

12.1 Annual General Meeting

- 12.1.1 The Annual General Meeting of the Club must be held within six weeks of the end of the Club's financial year.
- 12.1.2 The Secretary shall give at least fourteen (14) days notice, in writing, or by electronic means, of the date of the Annual General Meeting, to Active and Life Members.
- 12.1.3 All financial Active and Life Members may attend the Annual General Meeting.

12.1.4 The quorum at the Annual General Meeting shall be a minimum of thirty percent (30%) of eligible members. If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

12.1.5 The agenda for an Annual General meeting shall be :

- (i) Chairperson's opening
- (ii) Apologies
- (iii) Minutes of previous Annual General Meeting
- (iv) Business arising from the minutes
- (v) Presentation of Chairperson's report
- (vi) Presentation of Treasurer's report.
- (vii) Election of Management Committee Executive
- (viii) Election of Management Committee Members
- (ix) Appointment of Auditor
- (x) Vote of thanks to outgoing Management Committee Executive
- (xi) Notice/s of Motion
- (xii) Urgent general business
- (xiii) Closure

12.2 General Meetings

12.2.1 A General Meeting may be called by the Management Committee or at the request of the President and Secretary or on the written request of five (5) members of the Club.

12.2.2 The Secretary shall give at least seven (7) days notice, in writing, or by electronic means, of the date of the General Meeting, to Active and Life Members. Notice of General Meetings shall set out clearly the business for which the Meeting has been called. No other business shall be dealt with at that General Meeting.

12.2.3 The quorum at the General Meeting shall be a minimum of thirty percent (30%) of eligible members.

13 VOTING

13.1 Voting powers at the Annual General Meeting and General Meetings :

13.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

13.1.2 Each individual financial Active or Life Member present shall have one (1) vote.

13.2 Voting powers at Management Committee Meetings :

13.2.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

13.2.2 Each individual Management Committee Member present shall have one (1) vote.

13.3 An Active or Life Member (in this rule called "the appointing Member") may appoint in writing another Active or Life Member, who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at any Annual General Meeting or General Meeting.

14 FINANCE

14.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognized financial institution as the Management Committee may determine.

14.2 All accounts due by the Club shall be paid by cheque or Electronic Funds Transfer after having being passed for payment at the Management Committee meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee meeting.

14.3 The Secretary shall not spend more than a set amount of Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.

14.4 A statement showing the financial position of the Club shall be tabled at each Management Committee by the Treasurer.

14.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.

14.6 The financial year of the Club shall commence on January 1st each year. The accounts, books and all financial records of the Club shall be audited each year.

14.7 The signatories to the Club's account/s will be the Treasurer and any one (1) from the following :

President

Vice President

Secretary

14.8 All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to Members, except in good faith in the promotion of these objects.

15 COMMON SEAL

The common seal of the Club shall be kept in the care of the Secretary.

The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two Members of the Committee, both of whom shall subscribe their names as witnesses.

16 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

16.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.

16.2 The Secretary shall forward such notices of motion to each Management Committee Member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.

16.3 Alterations to the By-laws can be made only at Management Committee meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.

16.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.

16.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer and Employment Protection, and the Department of Racing, Gaming and Liquor of the amendment.

17 DISSOLUTION

If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed:

- (i) to another incorporated Club or Association having objects similar to those of the Club; or
- (ii) for charitable purposes, which incorporated Club or Association or purposes, as the case requires, shall be determined by resolution of the Members.