

RULES

NAME

1. The name of the incorporated association shall be 'KUCOM THEATRE INC.' (in these Rules called 'the Association')

OBJECTS

2. The objects for which the Association is established are:
 - (a) To promote the amateur production of plays, musical stage presentations, the exhibition of art forms, and all cultural activities associated with dramatic or artistic presentations, including training and drama and stage productions, in the Mackay District or elsewhere as the Management Committee may from time to time determine;
 - (b) To erect, lease, maintain, improve or alter any buildings for the purpose of the Association;
 - (c) From time to time to contribute or subscribe to any patriotic, public, charitable or benevolent object.

POWERS

3. The powers of the Association are:
 - (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as 'KUDOS COMMUNITY THEATRE';
 - (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 28 (10);
 - (3) The association has the powers of an individual.
 - (4) The association may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
 - (5) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

CLASSES OF MEMBERS

4. (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:
 - (a) Life members;
 - (b) Honorary members;
 - (c) Associate members.

- (2) The number of honorary members, life members, honorary member and associate members shall be unlimited.

ORDINARY MEMBERS

- (3) Membership of the Association shall be open to any person over the age of eighteen years of good character and repute who is interested in performing visual or creative arts and whose membership is likely to be compatible with the existing members of the Association. Any person who is eligible for membership of the Association under these Rules may be elected in accordance with the provisions herein contained as an ordinary member of the Association. As such he shall be entitled to vote and subject to the provisions of these Rules hold office or otherwise take part in the management of the Association and shall be entitled to all privileges connected therewith.

LIFE MEMBERS

- (4) Honorary life membership may be granted by resolution passed at an Annual General Meeting to a member or members for continuous outstanding service to the Association or for any special reason that the Annual General Meeting feels would warrant such an honour.

HONORARY MEMBERS

- (5) The Committee shall have power to grant honorary membership upon persons who are not members of the association for outstanding service or to a distinguished personage whom the Committee desires to honour by granting admission as an Honorary Member. Such honorary membership shall be reviewed at each Annual General Meeting.

ASSOCIATE MEMBERS

- (6) Associate membership of the Association shall be open to any person under the age of eighteen years of good character and repute who is interested in performing visual or creative arts and whose membership is likely to be compatible with the existing associate members and other members of the Association. Any person who is eligible for associate membership of the Association under these Rules may be elected in accordance with the provisions herein contained as an associate member of the Association. An associate member shall be entitled to all privileges connected with the Association but shall not be entitled to vote or hold office in the Association.

MEMBERSHIP

5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the date of incorporation, agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member had in the unincorporated association.
- (2) An application for membership shall be made in writing and signed by the applicant.

MEMBERSHIP FEES

6. (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (3) No member shall be eligible for election to the Management Committee or shall enjoy any other privilege of a member until he or she shall have paid his or her subscription for the current year.

ADMISSION AND REJECTION OF MEMBERS

7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) The Management Committee shall be entitled at its discretion to refuse to accept the subscription of any person seeking membership of the Society provided a reason is given for such refusal.
- (4) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (5) That within 7 days of a written request for same, the Secretary of the Association shall supply to any member, or any unsuccessful applicant for membership, a copy of these rules.

TERMINATION OF MEMBERSHIP

8. (1) A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member:
 - (i) is convicted of an indictable offence;
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) has membership fees in arrears for a period of two months or more; or

- (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association;

the Management Committee shall consider whether his membership shall be terminated.

- (3) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST TERMINATION OF MEMBERSHIP

- 9. (1) A person whose application for membership has been rejected or terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against termination of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The Appeal shall be determined by the vote of the members present at such meeting.

REGISTER OF MEMBERS

- 10. (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- (4) A member of the association must not:
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
 - (c) Subrule (a) does not apply if the use or disclosure of the information is approved by the Association.

MEMBERSHIP OF MANAGEMENT COMMITTEE

11. (1) The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer and three (3) Committee Members, all of whom shall be members of the Association, and such number of other members as the members of the Association at any Annual General Meeting may from time to time elect or appoint.
 - (2) At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election. The President, Vice-President, Secretary and Treasurer shall not be elected to the same position for more than five (5) consecutive years and no Committee Member shall be elected for more than five (5) consecutive years.
 - (3) Nominations for the Management Committee will be called and accepted on the night of the Annual General Meeting.
12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
13. (1) A management committee member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting, vote in favour of removing the member.
- (2) Before a vote of members is taken about removing the committee member from office, the committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (3) A committee member has no right of appeal against the member's removal from office under this rule.

VACANCIES ON MANAGEMENT COMMITTEE

14. (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next general meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

15. (1) Except as otherwise provided by these Rules subject to resolution of the members of Association carried at any general meeting the Management Committee:

- (a) shall have the general control and management of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities; whether outright or as security for any debt, liability or obligation of the Association, and to provide and payoff any such securities; and
 - (c) to invest in such manner as the Association may from time to time determine.

MEETINGS OF MANAGEMENT COMMITTEE

16. (1) The Management Committee shall convene a meeting at least once every two months to exercise its functions.
- (2) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.
- (3) The Management Committee may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairman shall have the casting vote.
- (4) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

- (5) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no president, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
 - (6) Any member of the Management Committee who shall absent himself or herself from two (2) consecutive meetings of the Committee without leave, shall thereupon cease to be a member of the Management Committee.
 - (7) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
17. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee. Members holding subsidiary office by appointment of the Management Committee shall attend such meetings when directed by the Management Committee. Such officers shall be entitled to take part in the Management Committee discussions as specialist advisers and to report on activities under their direct supervision, but shall not exercise any right to vote at a Management Committee meeting.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
18. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

19. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

ANNUAL GENERAL MEETINGS

20. (1) The Annual General Meeting of the Association shall be held between the First day of February and the Thirtieth day of March in each year on a date to be appointed by the Management Committee. Notice of the Annual General Meeting shall be given by the Secretary by advertisement in a local paper and by mail at least fourteen (14) days prior to the appointed date.
- (2) Fifteen members will constitute a quorum at the Annual General Meeting.
- (3) The business to be transacted at every Annual General Meeting shall be:
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Management Committee;
 - (d) the appointment of an auditor; and
 - (e) the appointment of the Patron.

GENERAL MEETINGS

21. (1) At least five (5) General Meetings must be held during the course of the financial year and such meetings shall decide and determine such business of the Association as the Meeting may decide and in particular ratify the borrowing or resolve the expenditure of any moneys required for any purpose.
- (2) At least seven (7) days' notice of any General Meeting of the Association shall be given by written advice to every member at his or her last known address or by advertisement in a registered newspaper circulating in the district. Such notice or advertisement shall stipulate the date, time and place of the meeting.
22. The Secretary shall convene a special general meeting:
- (a) when directed to do so by the Management Committee; or
 - (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition

shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

- (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 23.
- (1) At any general meeting the number of members required to constitute a quorum shall be two thirds of the number of sitting members on the management committee.
 - (2) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen, and that member shall be deemed to be present at the meeting.
 - (3) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (4) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
 - (5) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. Unless otherwise provided by these Rules, at every general meeting:
- (1) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
 - (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - (3) every question, matter or resolution shall be decided by a majority of votes of the members present;

- (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting as per Rule 8(2)(iii);
- (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

BY-LAWS

25. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with Rules, for the internal management of the Association any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

26. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Minister for Justice and Attorney General.

COMMON SEAL

27. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

FUNDS AND ACCOUNTS

28. (1) The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee may from time to time direct.

- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, 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 to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him 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 nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

30. The financial year of the Association shall close on (31st December) in each year.

PAYMENT OF FEES TO MEMBERS

31. (a) The Association shall not pay any fees to any member for appearing or assisting in any production or taking part in any group activity associated with the objects of the Association.
- (b) Nothing herein contained shall be deemed to prevent the Management Committee at its discretion from:
- (i) Offering a prize for drama competition;
 - (ii) Paying members for professional services rendered to the Association by virtue of the member's personal professional training;
 - (iii) Employing professional persons in circumstances which the Association deem warrant;
 - (iv) Paying the travelling expenses of members on tour; and
 - (v) Reimbursing members for out of pocket expenses incurred on behalf of the Association.

PRODUCTIONS

32. (i) Selection of a director or producer of a play shall be made at a General Meeting and shall be determined by a simple majority of the members present in secret ballot.
- (ii) Public castings shall be held for all plays presented to the public by the Association

INCOME OF THE ASSOCIATION

33. (a) The income of the Association shall be devoted to the promotion of the objects of the Association.
- (b) No portion of the income shall be paid or transferred directly or indirectly to any member except as hereinbefore provided in Clause 31(b).

DISTRIBUTION OF SURPLUS ASSETS

34. The organisation shall be dissolved:
- (a) if the membership is less than three persons; or
 - (b) if a resolution to that effect is carried by vote of a three-fourths majority of the financial members present at a general meeting convened to consider the question.

The property and other assets of the organisation remaining after the payment of all expenses and other liabilities shall be handed over to some other organisation or organisations (having similar objects or in part similar objects) gifts to which are allowable deductions under the provisions of Section 78(1)(a) of the Income Tax Assessment Act as the majority of members present at such general meeting, by resolution, may decide.

Certification

We certify that this is a true and correct copy of the Rules of 'KUCOM THEATRE INC.

President

Secretary