

Constitution of the

**DARLINGTON THEATRE PLAYERS
INCORPORATED**

15 March 2018

DARLINGTON THEATRE PLAYERS INCORPORATED

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1 THE NAME OF THE ASSOCIATION

‘DARLINGTON THEATRE PLAYERS INCORPORATED’

2 OBJECTS OF THE ASSOCIATION

The objects for which the Association is established are as follows:

- 2.1 To foster and encourage interest in all aspects of the Theatre and Theatrical Arts.
- 2.2 To encourage and provide the means for active participation by members of the Association in the various arts of the Theatre, including production, acting, stage management, costume, design, decor design and construction.
- 2.3 To present or arrange for public entertainment, various stage presentations of all kinds.
- 2.4 The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.
- 2.5 For the purpose aforesaid to take on lease, purchase, otherwise acquire lands and buildings or to erect, equip or maintain out of the general funds of the Association suitable buildings and to purchase or otherwise acquire furniture, fixtures, fittings, costumes, chattels and effects for the purpose of the Association.
- 2.6 To provide a safe and supportive environment to members and patrons attending the facility and events.

3 MEMBERSHIP

3.1 Membership Eligibility

- 3.1.1 Membership of the Association is open to any person who has an interest in theatrical arts and supports the objectives of Darlington Theatre Players Inc
- 3.1.2 An application for Membership, using the current Association documentation, must be signed and submitted to the Executive Committee for consideration.
- 3.1.3 The applicant must specify the class of membership to which the application relates.

3.2 Dealing with membership applications

- 3.2.1 The Executive Committee must consider each application for membership of the Association and decide whether to accept or reject the application.

3.2.2 The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

3.2.3 Applicants will only become members when accepted by the Executive Committee and all fees are paid.

3.2.4 All members will be given a copy of the constitution by way of an email or directed to the website where the constitution will be available to view or download.

3.3 Membership Fees

Membership fees and subscriptions shall be determined each year at the Annual General Meeting upon the recommendation of the Executive Committee. Any additional fees and subscriptions may be collected with such moieties, levies, waivers and concessions as are passed by a simple majority at a General Meeting. Any member may resign at any time by notice in writing to the Honorary Secretary. Any membership fees paid but not due are forfeited.

3.3.1 All memberships expire on the 1st March. Membership shall be deemed effective from the date of receipt but not valid until ratified by the Executive Committee.

3.3.2 Any member whose membership subscription is not renewed prior to 1st March, shall be considered unfinancial. If a membership is not renewed by the 1st June, then that membership lapses.

3.3.3 From time to time the Secretary or Membership Officer shall submit to the Executive Committee the names of members whose subscriptions are in arrears.

3.3.4 The Executive Committee may, by unanimous vote, extend the period of grace in respect of a particular member for a period not exceeding one year.

3.3.5 The Executive Committee may apportion membership fees to reflect the time of year when applications are made.

3.4 Register of Members

3.4.1 A register shall be kept of all members by the Secretary or another person authorised by the Executive Committee.

3.4.2 The register must include information on members as deemed by the Executive Committee including the class of membership to which each member belongs and the date on which each person becomes a member.

3.5. Membership Shall Consist of:

- 3.5.1. **Honorary Life Members** who shall have membership conferred by recommendations of the Executive Committee to a General Meeting of members voting by simple majority. Honorary Life Members shall be accorded all the rights and privileges of a Full Member, including full voting rights.
- 3.5.2 **Full Members** are those who have been nominated for Membership and accepted by the Executive Committee and have paid such fees as are deemed by the current Executive Committee to be appropriate. Eighteen years shall be the minimum voting age. Fully paid-up members shall have full voting rights.
- 3.5.3 **Associate Members** are those who have been nominated for membership and accepted by the Executive Committee and have paid such fees as deemed by the current Executive Committee to be appropriate. An Associate Member may not serve on the Executive Committee nor the Production Committee. Associate Members do not have the right to vote, but in all other respects are deemed to be members. All corporate sponsors shall be deemed to be Associate Members.
- 3.5.4 The Executive Committee may categorise types of Associate Memberships and affix adjusted membership fees accordingly.

3.6. End of Membership

A person will cease to be a member if:

- a) they resign – in writing
- b) they are expelled
- c) they are non financial for more than 3 months
- d) the member dies.

3.7 Suspension and cancellation of membership.

- 3.7.1 A majority of Executive Officers in consultation with the Trustees of the Association may suspend a member with immediate effect if:
- (a) The member contravenes the rules of the Association or,
 - (b) The member acts detrimentally to the interests of the Association.
- 3.7.2 The decision must be ratified within 28 days by a specially convened meeting of 70% of all members of the Executive Committee. The Executive Committee must give the suspended member at least 7 days written and verbal notice of this meeting where the member will be invited to attend and address the meeting. This meeting will:
- (a) lift the suspension
 - (b) continue the suspension for a set length of time or,
 - (c) expel the member.
- 3.7.3 The Executive Committee must, within 7 days of the specially convened meeting, give the member written notice along with reasons for the decision.

4 RESOLVING DISPUTES

4.1 Should a dispute arise,

- (a) between members or
- (b) between one or more members and the Association

The parties must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

4.1.1 If the dispute is unable to be resolved after this period, either party may start the grievance procedure by giving written notice to the Executive Committee nominating the parties and the nature of the dispute. Within 28 days after the Executive Committee is given the notice, an Executive Committee meeting must be convened where the dispute will be considered. All parties will be given at least 7 days notice of the time and date of this meeting.

4.1.2 At the Executive Committee meeting convened for this purpose, the committee must-

- (a) give each party to the dispute a reasonable opportunity to make oral and/or written submissions about the dispute.
- (b) give due consideration to any submissions made and determine a resolution.

4.1.3 The committee must within 7 days give written notice of the determination and the reasons for that determination.

4.2 Mediation

4.2.1 Any member suspended or expelled, or any party to a dispute, may within 14 days from receipt of the committee's determination may request the appointment of a mediator. The mediator will be,

- (a) A person agreed to by the committee and the suspended or expelled member.
- (b) A person agreed to by the parties in the dispute.

4.2.2 Where possible at least two trustees should act as the mediators,

4.2.3 If there is no agreement, then the Committee will appoint a mediator.

4.3 Mediation Process

4.3.1 The parties to the mediation must attempt in good faith to settle the matter that is subject to mediation. The parties must give the mediator(s) a written statement of the issues that need to be considered in mediation at least 7 days prior to the mediation taking place.

- 4.3.2 In conducting the mediation, the mediator(s) must –
- a) give each party to the mediation every opportunity to be heard; and
 - b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

4.3.3 The mediator cannot determine the matter that is the subject of the mediation, but must report back to the Executive Committee any outcome or recommendations arising from mediation.

4.3.4 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

4.3.5 Any costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

5 OFFICE BEARERS

5.1 Officers Of The Association

Officers of the Association shall be full or honorary financial members of the Association and shall consist of:

HONORARY PRESIDENT
HON VICE PRESIDENT
HON SECRETARY
HON TREASURER
PRODUCTION MANAGER

5.2 Eligibility for Election to the Executive Committee

Any person may not be a member of the Executive Committee if they are:

- a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
- b) a person who has been convicted, within or outside the State of WA of:
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - an offence under Part 4 Division 3 (the duties of officers provisions) or section 127 (the duty with respect of incurring of debt) of the Act.

This rule applies to a person who has been convicted of the above offences only for a period of **5 years** from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

5.3 All positions of the Executive Committee Office Bearers, Ordinary Committee Members and the Production Committee shall be declared vacant at each Annual General Meeting.

If an office be declared vacant through resignation or otherwise, a General Meeting of members shall be called for the purpose of filling such a vacancy until the Annual General Meeting next ensuing. If the position of Production Manager be declared vacant the Executive Committee shall appoint a full member to the office until it is filled in due course.

6 COMMITTEES

6.1. Executive Committee

6.1.1 The Executive Committee shall comprise the Office Bearers, Building Manager, Front of House Manager, Public Relations Manager, Wardrobe Manager, Immediate Past President, for a period of twelve months, and Ordinary Committee members not exceeding three in number. The Executive Committee may co-opt, on a unanimous vote of all members of the Committee, additional members, not exceeding two in number. Co-opted members do not have a vote.

6.1.2 Only committee members elected at an AGM or General meeting can vote on Executive Committee or sub committee matters.

6.1.3 Nominees for the position of President shall have served at least one year at some time on the Executive committee.

6.1.4 All nominees for Office Bearers and Ordinary Committee members shall have been financial members of the DTP Inc., for at least one year in the past three years.

6.1.5 In the event of a nominee for Office Bearer or Ordinary Committee Member not being able to satisfy the provisions of clauses 6.1.3 and 6.1.4, then by majority vote of members present at an Annual General Meeting or General Meeting of members, that person may be considered as a candidate for the vacant position.

6.1.6 Any person so elected under clause 6.1.5 shall be considered the temporary holder of that position until the next Annual General Meeting.

6.1.7 Any temporary Office Bearer or temporary Ordinary Committee Member may be dismissed from that position by majority vote of the Executive Committee.

6.1.8 Any appeal against such dismissal shall follow the dispute process.

6.1.9 Full members and Life members may attend Executive Committee meetings and may speak on the invitation of the Chair person but not vote.

6.2 Production Sub-Committee

- 6.2.1 The Production Sub-Committee shall consist of the Production Manager and four others to be elected at the Annual General Meeting. In the event of a vacancy on the Production Committee, the Production Manager shall present nominees to the Executive Committee for approval.
- 6.2.2 The Production Committee, through the Production Manager, shall be responsible to the Executive Committee for the selection and recommendation of a programme of public performances for approval in line with the objectives of the Association and its members.
- 6.2.3 The Production Committee, through the Production Manager shall report to the Executive Committee on the implementation and progress of productions.

6.3 Building and Equipment Management Standing Committee (BEMSC)

- 6.3.1 A Standing Committee shall be set up for the purpose of supervising and managing all property owned, leased or rented by the Association. The BEMSC shall include in its responsibilities the following:
- a) Responsibility for policing the Association's activities in respect of codes applicable to safety and statutory regulations and drawing the attention of the Executive Committee to any matter requiring attention in this regard.
 - b) To take charge of all building work authorised by the Executive Committee including the drawing up of plans and specifications and the calling of any tenders or quotes necessary.
 - c) To ensure that buildings and equipment are able to be kept secure and are maintained in a serviceable condition.
 - d) To act as an advisory body to the Executive Committee in respect of all matters within the terms of reference set forth herein.
 - e) Is empowered to co-opt or engage specialist persons and services as required and seek funding from the Executive Committee as needed.
 - f) To arrange the purchase of all needed supplies except those that come under the prerogative of the Front of House Manager or the person in charge of materials procurement for stage productions.
- 6.3.2 The Executive Committee may from time to time, approve a budget to which the BEMSC shall conform. The BEMSC is not empowered to incur financial liabilities or expend the Associations funds unless so authorised by the Executive Committee. If seen fit however, the Executive Committee may, from time to time, provide contingency funds to be used at the discretion of the BEMSC.

6.3.3 Since one of the functions of the BEMSC is to provide continuity of property management, the constituent members of it shall not be subject to election at meetings of members but shall be appointed by the Executive Committee. The Executive Committee shall have the power to call for the resignation of or summarily dismiss from office any member of the BEMSC.

6.3.4 The initial composition of the BEMSC shall be decided upon by the Executive Committee and the President shall be an ex-officio member if he or she so wishes.

6.3.5 The Building Manager shall be the chair of the BEMSC. It shall meet not less than two times each calendar year and the Building Manager shall report directly to the Executive Committee at each meeting.

7. THEATRE REGULATIONS:

7.1. The Executive Committee may from time to time make decisions or policy procedures, safety and similar matters in regard to the proper running and management of the Association and its assets and these decisions may be listed as "Theatre Regulations" and published in the newsletter.

7.2 "Theatre Regulations" may be withdrawn, amended or modified by the Executive Committee by simple majority vote, or at an Annual General Meeting or General Meeting of members where the withdrawal, amendment or modification shall be placed on the Agenda and passed by a simple majority of voting members.

7.3 All members of the Association shall be bound to comply with the "Theatre Regulations" at all times. An appeal against unfair application of "Theatre Regulations" shall be made in writing.

8 MEETINGS

8.1. Conflict of Interest

8.1.1 At all General, Annual General, Executive Committee and Sub-Committee meetings, members attending shall disclose a potential conflict of interest in any matter being discussed as soon as they become aware of the interest.

8.1.2 The Secretary or convenor of the meeting shall record this disclosure in the minutes or report of the meeting.

8.1.3 The member(s) with the conflict of interest shall leave the meeting whilst the matter is discussed and voted on.

8.2 Annual General Meetings:

- 8.2.1. The Annual General Meeting shall be held in the first six months of every calendar year.
- 8.2.2. The Executive Committee shall provide to all full voting members, by written or electronic means to their recorded address or email address, a notice of the date, time and place of the Annual General Meeting at least two (2) weeks before the date of the meeting. Agenda items shall include the election of Officers of the Association, the minutes of the previous Annual General Meeting or General Meeting, Treasurers and other reports and the passing of Annual subscriptions of the next financial year. Other items for discussion may be listed by the Secretary.
- 8.2.3 It shall also include an item for the furnishing of a report on the financial transactions of the Association for the preceding year. The overview of the financial situation by an auditor or auditors duly appointed for the purpose will be included as required by the previous AGM.
- 8.2.4. Matters of policy may be moved and discussed without notice but may only be carried by a majority vote of no less than two thirds of Full Members present in person or by appointed proxy. Items on the notice paper may be passed by a simple majority of voting members except in the event of a motion to wind up the Association.
- 8.2.5 All persons present shall sign an attendance form at the commencement of the meeting and shall indicate the type of membership held. Proxies must be Full Members and must indicate the appointer on the register. No member shall hold more than one (1) proxy.
- 8.2.6 A QUORUM shall consist of one fourth of all registered Full Voting Members. If a Quorum is not present, the meeting shall be re-convened at a time and date no later than fourteen (14) days following. A notice of motion shall be published to this effect at least seven (7) days prior.
- 8.2.7. The time, date and place of the Annual General Meeting shall be determined by vote of the Executive Committee.
- 8.2.8 No new member shall be eligible to vote at Annual General Meetings or Meetings of Members unless he or she has been a financial member for at least six (6) months prior to the meeting at which they are voting.
- 8.2.9 If a membership lapses ie unfinancial for 3 months, when the former member re-applies for membership, they shall be considered a new member when voting at Annual General Meetings or Meetings of Members.

- 8.2.10 For each Annual General Meeting and Meeting of Members the Treasurer or authorised membership officer shall provide the Secretary with an up to date list of financial members and also a supplementary list of members who have joined during the period six months prior to the date of the meeting. At each such meeting, the Secretary shall advise any members present, who have joined during the previous six months, of their ineligibility to vote.
- 8.2.11 At Annual General Meetings, the members shall appoint a Returning Officer who shall chair the meeting during the election of Officers. A nominee to act as Returning Officer shall not have accepted, at the time of the meeting, nomination for any elected position in the club. The Returning Officer shall not have a casting vote.
- 8.2.12 The Voting at Annual General Meetings and Meetings of Members shall be as follows:
- a) For the appointment of Officers and Ordinary Members of the Executive Committee, voting shall be by secret ballot. In the case of two or more candidates nominated for office, the modified preferential system of voting shall be used. In the event of equality of votes, the election shall be decided by the toss of a coin by the Returning Officer.
 - b) Any member nominated for the position of President shall, in the event of he or she failing to be elected, be considered nominated for the position of Vice President. Nominees for any position of Office Bearers who fail to be elected shall be eligible for nomination as an Ordinary Committee Member.
 - c) In the interests of continuity of management of the theatre, the positions of Public Relations Manager, Front of House Manager, Wardrobe Manager, Building Manager; hereinafter called Departmental Managers, shall be nominated by the Officers of the Association and Ordinary Committee members and be subject to approval by Full Members at a General Meeting of Members.
 - d) All Departmental Managers so appointed shall hold office for one year following the General Meeting which elected them. All retiring Departmental Managers may be considered for re-appointment to the same or any other position.
 - e) Persons so appointed shall submit to the Office Bearers and Committee, for their consideration, a list of proposed members of their Standing or Sub-Committees. This shall be done as soon as possible after their appointment. In the event of a difficulty in filling a particular position, a request may be made to that retiring Departmental Manager to remain in office pro-tem, until a suitable candidate is found.

- f) All outgoing Officers and Managers must hand over to the incoming incumbent all material held by them relative to that position as soon as practicable.

8.3 Meetings of Members:

- 8.3.1 Meetings of Members shall be held at least once every year in addition to the Annual General Meeting.
- 8.3.2. Two (2) weeks clear notice of agenda shall be given and elections shall be held for declared vacancies for Departmental Managers. Agenda items shall include the minutes of the previous Annual General Meeting or General Meeting, Treasurers and other reports. Other items for discussion may be listed by the Secretary.
- 8.3.3. Voting shall be as for the Annual General Meeting.
- 8.3.4. A Quorum shall be as the Annual General Meeting.
- 8.3.5. A meeting of members may be requested when 20% of the Full Voting Membership sign a written request which is formally received by the Executive Committee. A meeting must be held within two (2) weeks after the receipt of such a request by the Executive Committee.
- 8.3.6. Meetings of Members shall receive financial and policy reports from the Executive committee.

8.4 Executive Committee Meetings:

- 8.4.1. An Executive Committee Meeting shall be held at least six (6) times each year and shall have authority to execute all decisions made at the Annual General Meeting or at a Meeting of Members. In addition it shall have authority to make any decision on day to day matters affecting the Association.
- 8.4.2 Further, the Executive Committee may order the affixation of the Common Seal of the Association to any sub-lease relating to the use of part or all of the premises for artistic productions or meetings within the objectives of the Association subject to legal advice. Such sub-leases shall be listed in the President's report to the Annual General Meeting.
- 8.4.3. The Executive Committee shall report to every Meeting of Members and Annual General Meeting.
- 8.4.4 The President, or in the event of his or her unavailability the Vice President, or in the event of both being unavailable the Secretary, shall convene the meetings of the Executive Committee.

8.4.5 A Quorum of the Executive Committee, and Standing Committee and any Sub-Committee shall be fifty per cent plus one.

8.4.6 Motions shall be passed by simple majority vote. In the event of tied voting at any meeting of the Executive Committee or of the members, the Chairperson shall have a casting vote in addition to his or her ordinary vote.

9 FINANCIAL MATTERS

9.1 Subject to any restrictions imposed at a general meeting the Executive Committee may approve expenditure on behalf of the Association.

9.2 The Treasurer shall receive all monies collected and shall give a receipt for each sum collected. The Treasurer shall ensure that within seven days of receipt, all monies received be paid into a bank account appointed by the Executive Committee. The Treasurer shall furnish to each meeting of the Executive Committee a statement of receipts and disbursements for the preceding period together with a list of outstanding creditors accounts due for payment and a statement of the Association's net financial position.

9.3 The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended or receipted expenses re-embursed to members.

9.3.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 of the 3 Office Bearers, authorised by the Executive Committee.

9.4 The Annual General Meeting may appoint for the ensuing twelve months an auditor or auditors. Audit of the Associations books of account may be carried out by a single professional accountant or by any two members who are not members of the Executive Committee. The auditors report shall be submitted to the Executive Committee within six months following the end of the financial year-

9.5 The association financial year shall run from 1st January to the 31st December

10 RECORDS

10.1 The Secretary shall keep custody of current books, securities, correspondence and minutes until archived.

10.2 A member who wishes to inspect, copy or take an extract of the register of members or any other document must contact the Secretary or other authorised person in writing, to make the necessary arrangements.

- 10.3 The committee may require the member to provide a valid reason setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association

11. TRUSTEES AND THE COMMON SEAL OF THE ASSOCIATION

- 11.1 There shall be three (3) Trustees of the Association, who shall be appointed by a General Meeting of Members. Any vacancy in the office of Trustee shall in like manner, be filled at any general meeting.
- 11.2 Every Trustee shall hold office during his or her life, or until he or she resigns, ceases to be a member of the Association, remains out of Western Australia for a period of twelve months or is removed from office by a resolution of a General Meeting.
- 11.3. The Trustees shall not have any personal control over the property of the Association but shall give effect to the directions lawfully given by the Executive Committee.
- 11.4 The Trustees, or any two of the Trustees, are hereby authorised to use the Common Seal of the Association and to countersign any deed, instrument or document to which such a Seal may be required to be affixed in order to give validity thereto.
- 11.5 The common seal will be held by the Secretary or any person appointed by the Executive Committee.

12. INDEMNITY

- 12.1 EACH and EVERY member of the Committee, Auditor and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of negligence, default, breach of duty or trust.

13. ALTERATION OF CONSTITUTION

- 13.1 Any alteration to this Constitution shall be the subject of a motion at an Annual General Meeting or Extraordinary Meeting of members. A complete text of such motion or motions shall be furnished in the Association's newsletter and in writing by post or email or by hand delivery at the discretion of the Executive Committee at least 28 days prior to the meeting of members. An alteration to the constitution must be passed by a majority of 75% of voting members and proxies present at the meeting.

14. WINDING UP

14.1. This Association may be wound up upon the consent of 75% of the voting members at any Annual General Meeting or meeting of members duly convened to dissolve the Association.

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

a) To another Incorporated Association having objects similar to those of the Association; or

b) For charitable purposes

14.2.1 The distribution shall be determined by resolution of the members authorising and directing the Committee under Section 24 (1) of the Act to prepare a distribution plan.

14.3 Members of the Association shall not be jointly or severally liable for any debts incurred by the Association nor shall they receive any monetary gain whatsoever by virtue of their membership.

15. ARCHIVES

15.1 The Executive Committee shall appoint and maintain an ARCHIVES OFFICER who will be responsible for ensuring any items of historical significance concerning the Darlington Theatre Players (Inc.) be gathered, listed and safely stored.

16. CERTIFICATE

We, the undersigned, being the person(s) authorised to apply for incorporation of the Darlington Theatre Players Incorporated, hereby certify that the rules set out in this and the foregoing pages were adopted as the rules of the said association at a duly constituted General Meeting, held on the day of of at which meeting we were present

Signed:
(Trustee)

Date:

(Stamp with common seal)

Signed:
(Trustee)

Date:

