



Torquay Theatre Troupe Inc.

# CONSTITUTION

ASSOCIATIONS INCORPORATION REFORM ACT 2012  
Reg: A0049798B

## CONTENTS

RULE	Page Number
1. NAME.....	3
2. PURPOSE.....	3
3. DEFINITIONS.....	3
4. POWERS OF THE ASSOCIATION .....	4
5. FUNDS .....	4
6. MEMBERSHIP.....	4
7. SUBSCRIPTIONS .....	5
8. RESIGNATION OF MEMBERS.....	6
9. DISPUTES AND MEDIATION.....	6
10. EXPULSION OF MEMBER .....	6
11. ANNUAL GENERAL MEETING.....	7
12. SPECIAL GENERAL MEETING .....	7
13. NOTICE OF MEETING .....	8
14. PROCEEDINGS AT MEETINGS .....	8
15. VOTING AT GENERAL MEETINGS.....	9
16. COMMITTEE OF MANAGEMENT .....	9
17. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE ASSOCIATION .....	11
18. VACANCY ON COMMITTEE.....	11
19. PROCEEDINGS OF COMMITTEE.....	11
20. GENERAL DUTIES .....	12
21. SENT NOTICES.....	13
22. CUSTODY OF RECORDS.....	14
23. WINDING UP OR CANCELLATION.....	14
24. OPERATING RULES .....	14
25. ALTERATION OF RULES AND STATEMENT OF PURPOSES.....	15

## 1. NAME

The name of the association is Torquay Theatre Troupe Incorporated (in these rules called "the Association").

## 2. PURPOSE

1. Torquay Theatre Troupe provides for an expanding future of quality, affordable community-based theatre. This incorporates performance, training, support for creative and emerging talent and the opportunity for dedicated voluntary involvement in local theatrical activity.
2. To be part of the arts life of the community by working cooperatively with other groups and contributing to events and celebrations.

## 3. DEFINITIONS

1. In this Constitution, unless specified to the contrary:

*Code of Conduct* refer Appendix B

*Committee* means the Committee of Management of the Association

*Constitution* - the roadmap by which the organisation runs and consists of rules and appendices as approved by the Consumer Affairs Victoria

*Financial Year* - means the year ending on 31<sup>st</sup> December

*General Meeting* - means general meeting of members convened in accordance with Rule 12

*Member* - means a member of the Association

*Ordinary Member of the Committee* - means a member of the Committee who is not an officer

*Regulations* - means the regulations under the Act.

*Rules* – the rules of this organisation are based on The Model Rules of Consumer Affairs Victoria

*Standing Resolutions* - refer Appendix A

*The Act* - means the Associations Incorporation Reform Act 2012 (as amended 2016)

2. The Association is a not-for profit organisation as per the regulations
3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 2012 (as amended 2016)

#### 4. POWERS OF THE ASSOCIATION

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purpose
2. Without limiting sub rule (1), the Association may –
  - a) Acquire, hold, and dispose of real or personal property
  - b) Open and operate accounts with financial institutions
  - c) Invest its money in any way in which trust monies may be lawfully invested
  - d) Raise and borrow money on any terms and in any manner as it thinks fit
  - e) Secure the repayment of money raised or borrowed, or payment of debt or liability
  - f) Appoint agents to transact business on its behalf
  - g) Enter any other contract it considers necessary or desirable
  - h) The Association may only exercise its powers and use income and assets for the stated purposes

#### 5. FUNDS

The funds of the Association shall be derived from joining fees, annual subscriptions, donations, fund raising activities, grants, interest, and any other sources approved by the Committee

#### 6. MEMBERSHIP

- Is open to all persons who support the purpose of the Association.
- The Association must have at least 5 full membership members
- *Full membership* carries voting power and eligibility to the Committee.
- *Associate membership* has all rights except for voting power and eligibility to the Committee
- *Honorary membership* as decided by the whole Committee

##### 1. Application for Membership:

- a) must be made in writing on the approved Membership Form (Appendix A)
- b) must be lodged with the Secretary of the Association or a committee member
- c) as soon as is practicable after the receipt of an application, the Secretary shall refer the application to the Committee who, by resolution, shall accept or reject the application

- d) the applicant must be notified of the decision as soon as practicable after the decision is made
- e) the resolution to accept the membership must be recorded in the minutes of the next Committee meeting
- f) a person becomes a member of the Association entitled to exercise all member rights from the date of approval by the Committee and upon receipt of the designated subscription fee

## **2. Registration of Members**

- a) The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, email and date of entry and type of membership and for the register to show when that membership ceases
- b) The register shall be made available for inspection by members at the registered address

## **3. General Rights of Members:**

- a) A member of the Association who is entitled to vote has the right to-
  - receive notice of general meetings and proposed special resolutions
  - submit items of business for consideration at a general meeting
  - attend and be heard at general meeting
  - inspect the minutes of general meetings and other documents pertaining to the Association
  - use the facilities of the Association upon application to the Committee
  - all members over the age of 18 have a right to nominate for Committee
- b) Rights, privileges, or obligations of a person by reason of membership in the Association:
  - Are not transferrable and end when membership ceases
  - Membership ceases on resignation, or on becoming unfinancial
- c) Associate Members have the same rights with the exception of voting or being eligible for the Committee

## **7. SUBSCRIPTIONS**

1. Annual subscriptions are determined by the Committee (see Standing Resolutions Appendix A)
2. The annual subscription shall be payable by 31st January or at the Annual General Meeting
3. Subscriptions after 30th June will be charged at a 50% pro rata rate

4. A member renewing membership at the AGM is entitled to vote at that AGM
5. A person applying for membership at an AGM cannot vote at that AGM

## 8. RESIGNATION OF MEMBERS

1. A member of the Association may resign by giving notice in writing to the Secretary of intention to resign
2. The Secretary shall record in the register of members an entry of the date on which the member ceased to be a member

## 9. DISPUTES AND MEDIATION

1. The grievance procedure set out in the Code of Conduct (Appendix B) applies to disputes between:
  - a) a member and another member,
  - b) a member and a Committee member
  - c) a member and the Association
2. The parties to the dispute must attempt to resolve the dispute in accordance with the Code of Conduct (Appendix B)
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must hold a meeting in the presence of a mediator
4. The mediator must be a person chosen by agreement between the parties
5. A mediator can be a member of the Association, who is not a party to the dispute
6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
7. The mediator,
  - a) must give the parties to the mediation process every opportunity to be heard
  - b) allow due consideration of any written statement submitted
  - c) ensure that natural justice is accorded to all parties throughout the mediation process
8. The mediator cannot determine the outcome. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act

## 10. EXPULSION OF MEMBER

1. The Committee may by resolution expel a member from the Association if the Committee has been advised by the mediator (Rule 9) and is of the opinion that the member:
  - a) has refused or neglected to comply with these rules and the Code of

Conduct (Appendix B)

- b) has been guilty of conduct unbecoming or prejudicial to the interest of the Association
  - c) The Committee decision is final.
2. Where the Committee passes such a resolution the Secretary shall, as soon as possible, serve on the member, a notice in writing setting out the resolution and the grounds for expulsion

## 11. ANNUAL GENERAL MEETING

1. The association shall in each calendar year convene an annual general meeting (AGM) of its members
2. The Committee determines the date, time, and place of the annual general meeting within 3 months of the end of the financial year.
3. The AGM shall be specified as such in the notice convening it
4. The ordinary business of the AGM shall be:
  - a) to confirm the minutes of the preceding AGM and of any special general meeting held since that meeting
  - b) to receive from the Treasurer the annual financial statements of the Association for all transactions during the preceding financial year
  - c) receive the Presidents annual report on the activities of the Association
  - d) to elect members to the vacated positions on the Committee
  - e) to appoint an auditor
  - f) to confirm or vary the amounts of the annual subscriptions
5. The AGM may transact special business of which notice is given in accordance with these rules
6. The AGM shall be in addition to any other general meetings that may be held in the same year

## 12. SPECIAL GENERAL MEETING

1. All general meetings other than the annual general meeting or a disciplinary meeting shall be called special general meetings
2. The Committee may convene a special general meeting when and where it thinks fit
3. On the requisition of a special general meeting in writing and signed by one third of the full members, the Committee shall convene such a meeting
4. If the Committee does not hold a special general meeting within one month of receipt of such request by the Secretary, then the members may convene a special general meeting to be held not later than three months after that date

5. No business other than that set out in the notice may be conducted at the meeting

### 13. NOTICE OF MEETING

1. The Secretary (or in the case of a full member calling a special general meeting), must send to each member, by post or email, a notice stating:
  - the date, place and time of the special general meeting and general business to be covered
  - 21-day notice prior to the meeting if a special resolution presented in full is to be proposed
  - 14-day notice of a general meeting in any other case
2. The Full Members desiring a special general meeting shall give notice of the business in writing to the Secretary not less than 1 month prior to the date of such meeting
3. Only business set out in this notice may be discussed at the meeting.
4. The Secretary shall include said business in the notice calling the special general meeting

### 14. PROCEEDINGS AT MEETINGS

#### 1. Use of Technology

The Committee may decide whether members can participate in a general meeting by use of technology.

#### 2. Business & Quorum

- a) No item of business shall be transacted at a general meeting unless a quorum of 5 members entitled to vote are physically present during the time the meeting is considering that item
- b) If a quorum is not present within 30 minutes after the appointed time the meeting will be rescheduled unless the meeting was called for by the members in which case it shall be dissolved
- c) if at the adjourned meeting a quorum is not present within half an hour after the time appointed, the members present (being not less than three) shall be a quorum
- d) The President, or in his absence, the Vice President shall preside as Chairperson at each general meeting of the Association
- e) If both the President and the Vice President are absent from a general meeting the members present shall elect one of the



members of Committee to preside as Chairperson at the meeting

### **3. Adjourned Meetings**

If there is insufficient time to deal with all the business at hand or if members need more time to consider an item of business: -

- a) The chairperson may, if a quorum is present and with the consent of the meeting, adjourn the meeting for another time and place
- b) no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place
- c) No notice of this adjournment is necessary

## **15.VOTING AT GENERAL MEETINGS**

1. The Association does not accept voting by proxy
2. A question arising at a general meeting of the Association shall be determined on a show of hands by a majority, to have been carried or lost, and an entry to that effect in the minutes to show for or against the resolution
3. A special resolution is passed if not less than three quarters of the members present vote in favour
4. Members Votes
  - a) upon any question arising at a general meeting of the Association, a full member has one vote only
  - b) all votes shall be given personally
  - c) in the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a second or casting vote
  - d) to confirm minutes of previous meeting only those present at the meeting may vote

## **16.COMMITTEE OF MANAGEMENT**

### **1. Role and Powers of the Committee**

- a) Persons eligible to be a committee member must be 18 years or older and a full member of the Association
- b) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 20

### **2. The Committee:**

- a) shall control and manage the business and affairs of the

Association.

- b) may exercise all such powers and functions as exercised by the Association other than those that are required by these rules to be exercised by general meetings of the members
- c) subject to these rules, and the Act, the Committee has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

### 3. **Officers**

The officers (Executive) of the Association shall be:

- President.
  - Vice-President
  - Secretary; and
  - Treasurer.
- a) the provisions of Rule 17 apply to the election of persons to any of the offices mentioned
  - b) in the event of a casual vacancy in any office of the Committee, the Committee may appoint one of its members to the vacant office until the following AGM
  - c) in case of resignation or termination of membership by an officer of the Association, the period of appointment for the succeeding officer shall be until the predecessor was due to retire

### 4. **Members of the Committee**

1. The Committee shall, unless otherwise determined by the Committee, consist of:
  - a) the officers of the Association; and
  - b) 5 ordinary members of the Committee
2. Except by resignation or termination of membership, 3 specified positions of the Committee become vacant each year at the AGM
3. In the event of a casual vacancy or resignation occurring of an ordinary member the Committee may appoint a member to fill the vacancy and that person shall hold office, subject to these rules, until the following AGM
4. The Committee may appoint a sub-committee and delegate any of its powers of functions or duties imposed by the Committee

except the power of delegation

## 17. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE ASSOCIATION

1. Officers of the Association will be determined at the first Committee Meeting after the Annual General Meeting
2. Nomination of candidates for election as ordinary members of the Committee shall be made in writing on the Nomination Form (see Appendix A) signed by a proposer and seconder of the Association and signed by the candidate and delivered to the Secretary of the Association 7 days prior to the Annual General Meeting
3. If insufficient nominations are received to fill the vacancies on the Committee, the candidates nominated shall be deemed to be elected
4. If there are insufficient nominations prior to the AGM, nominations can be taken from the floor
5. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held
6. The ballot for ordinary members of the Committee shall be conducted at the AGM in such usual and proper manner as the Committee may direct

## 18. VACANCY ON COMMITTEE

1. For the purposes of these rules, positions of an officer of the Association or an ordinary member of the Committee becomes vacant if the officer or member ceases to be a member of the Association:
  - a) resigns office by notice in writing to the Secretary
  - b) is not a financial member of the Association
2. Any member of the Committee being absent from three consecutive committee meetings (unless the absence be due to sickness or unavoidable business and notice thereof is received) shall be liable to be replaced

## 19. PROCEEDINGS OF COMMITTEE

1. The Committee shall meet a minimum of 6 times in each year at such place and time as the Committee determines
2. Special meetings of the Committee may be convened by the President or by any 4 members of the Committee
3. Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
4. Five members of the Committee constitute a quorum for the transaction of the

business

5. No business shall be transacted unless a quorum is present, if no quorum is present the meeting shall be adjourned
6. At meetings of the Committee the President shall preside; or if the President is absent, the Vice President will preside
7. If both the President and Vice President are absent the meeting can decide on one of the remaining members to preside
8. Questions arising at a meeting of the Committee or of any sub-committee shall be determined on a show of hand/s
9. Each member present at a meeting of the Committee or of any sub-committee (including the person presiding at the meeting) is entitled to one vote and the person presiding may exercise a casting vote if necessary
10. Notice of Committee meeting shall be given at least two business days prior
11. Members can attend a Committee meeting using technology if unable to be physically present

## 20. GENERAL DUTIES

1. As soon as practicable after being elected each committee member is required to become familiar with the Constitution, Code of Conduct and Operating Rules
2. The Committee is collectively responsible for ensuring that the Association complies with the Act and individual members of the Committee comply with the Constitution, Code of Conduct and Operating Rules
3. Committee members must exercise their powers and duties with due care and diligence and for a proper purpose

### **PRESIDENT**

- The President represents the Association and is an ambassador in the community.
- Chairs all meetings and makes sure the Committee members perform their tasks as decided upon and written up in the minutes
- Prepares and presents the Presidents report at the AGM

### **VICE-PRESIDENT**

- Stands in for the President whenever necessary

### **SECRETARY**

*The Secretary shall:*

- prepare an Agenda for all meetings in conjunction with the President
- record all resolutions and proceedings of each general meeting and each committee meeting

- keep the minutes of the meeting
- keep a record of attendance
- record all correspondence both incoming and outgoing
- maintain the register of members
- subject to the Act, provide members with access to a list of members, minutes of meetings and other documents pertaining to the running of the Association
- issue notices for all meetings of the Association and the Committee
- prepare the annual report for presentation to the AGM
- an assistant to the Secretary may be appointed by the Committee from time to time as may become necessary
- the Secretary must notify Consumer Affairs of appointment within 14 days after election

### **TREASURER**

*The Treasurer shall:*

- receive all moneys paid to or received by the Association and issue receipts if required
- ensure that all monies received are paid into the account of the Association within 5 business days or as soon as practicable after receipt of such moneys
- ensure cheques are signed by two committee members and on-line transactions are authorised by two committee members
- present to each committee meeting a statement of current funds
- keep correct accounts and books showing the financial affairs of the Association in accordance with the Act
- ensure that at least one other member of the Committee has access to the accounts and financial records of the Association

For presentation at the annual general meeting the treasurer shall:

- coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the AGM
- as soon as practicable after the end of the financial year records shall be audited

### **21.SENT NOTICES**

1. Any notices to be given to a member may be given either personally or by mail or by electronic transmission
2. Any notice required to be given to the Association or the Committee can be given: -

- By handing the notice to a member of the Committee
  - Mailing to the Association postal address
  - Or by email to the Secretary or a member of the Committee
3. Members of the Association shall notify the Secretary in writing of any change of address for the service of notices
  4. Where a document is properly addressed prepaid and posted, the document is deemed to have been given to the person unless proven otherwise

## 22. CUSTODY OF RECORDS

1. Except as otherwise provided in these Rules, the Secretary shall keep custody of all books, documents and securities of the Association
2. Members may, on request, inspect relevant documents to the running of the Association
3. The Committee may refuse access to any documents that relate to confidential, personal or any matters which may be prejudicial to the interests of the Association

## 23. WINDING UP OR CANCELLATION

1. The Association may be wound up voluntarily by special resolution
2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets must not be distributed to any members or former members of the Association
3. The assets of the Association shall be disposed of in accordance with the provisions of the Act
4. the surplus assets should be given to a body that has similar purposes to the Association is not carried over for profit or individual gain
5. The body to which the assets are to be given must be decided by special resolution

## 24. OPERATING RULES

The Committee, by a majority decision of its members, may amend Operating Rules (Appendix A and Appendix B) not inconsistent with this Constitution, embodying additional provisions for the management of the Association. Such Operating Rules may be amended from time to time therein

## 25.ALTERATION OF RULES AND STATEMENT OF PURPOSES

These rules and the statement of purposes of the Association shall not be altered except in accordance with Rule 24 in line with The Associations Incorporation Reform Act 2012 (as amended 2016).

### DOCUMENT HISTORY:

Constitution amended: October 2020

Accepted: \_\_\_\_\_

CODE OF CONDUCT (amended 10th June 2020)

Appendix A – under construction

Appendix C – To be added

## CODE OF CONDUCT OVERVIEW

The Code of Conduct aims to assist Torquay Theatre Troupe to uphold its core values and create a safe, fair, and inclusive environment for those participating in all theatre activities.

TTT seeks to ensure that everyone involved in TTT is aware of their legal and ethical rights and responsibilities, as well as the standards of behaviour expected of them.

All persons involved in TTT are nurtured in an inclusive non-discriminating environment that values safety, trust, respect, caring and responsibility. The motivation for TTT volunteers to give freely of their time is to be found in: -

- Caring and Camaraderie
- Trust and Teamwork
- Respect and Responsibility
- Safety and Support

As part of the TTT community, each person makes a commitment to actively encourage behaviours that promote a supportive and nurturing environment.

## MEMBER CONDUCT AND BEHAVIOUR

TTT expects from all members the highest standards of conduct and behaviour, these expectations and requirements are reflected under the TTT Constitution.

As a condition of membership members agree to observing TTT values and this code of conduct which guide and govern the behaviours of all members.

## VALUES

- Integrity and Respect
- Recognising the contribution that people make to TTT
- Treating others with dignity and consideration,
- Care for the property and equipment they use.
- Fairness in decision-making out of respect to all.

### 1. Teamwork

Collaboration and working together to achieve outcomes and resolve issues.  
Supporting one another.

### 2. Fun and Enjoyment

TTT should be enjoyable for all those participating in it. Efforts should be recognised and rewarded to fuel the passion and have fun along the way.

### 3. Excellence

TTT strive for best practice in everything they do—seeking the highest of standards to achieve the best possible outcomes for TTT, members and audience



## Appendix B

### CODE OF CONDUCT:

Members and supporters involved in any way with TTT will:

- respect the rights, dignity and worth of others—treat others as you would like to be treated yourself
- be ethical, considerate, fair, courteous, and honest in all dealings with other people and organisations
- be professional in, and accept responsibility for your actions
- be aware of and always follow TTT standards, rules, policies and procedures and promote those standards, rules, policies and procedures to others
- understand the possible consequences of breaching the Codes and/or this Policy
- report any breaches of the Codes or this Policy to the appropriate Committee person
- provide a safe environment for the conduct of activities
- refrain from any form of Abuse, Harassment, Discrimination and Victimisation towards others
- raise concerns regarding decisions of TTT through the appropriate channels and in a timely manner
- be a positive role model to others
- respect and protect confidential information obtained through TTT activities or services.
- ensure that any physical contact with others is appropriate to the situation and necessary for the play/person skill development
- maintain a duty of care towards others

### MEMBER PROTECTION PERSON

All productions are required to appoint a Member Protection Person (MPP).

The MPP is a volunteer responsible for supporting member protection and wellbeing.

MPPs can investigate and manage member complaints and report to the committee.

Any TTT committee member has a responsibility to respond to inappropriate behaviour if it is witnessed or brought to their attention. Depending on the circumstance, they can counsel a member directly and informally or refer to the MPP to initiate a systematic process.

### ANTI-BULLYING

Victoria's Anti-Bullying law applies to all forms of serious bullying, including physical, psychological, verbal, and cyber bullying.

Bullying is often characterised by threats, abusive and offensive words, or conduct. Serious bullying may also include conduct or behaviour that could reasonably be expected to cause the victim to engage in thoughts or actions that involve self-harm.

### ANTI-DISCRIMINATION POLICY:

The Equal Opportunity Act 2010 provides protections from discrimination and sexual harassment in public life in Victoria. Under the act, it is against the law to discriminate against a person based on:

- age
- breastfeeding
- carer status
- disability
- employment activity
- gender identity
- lawful sexual activity
- marital status
- parental status
- physical features
- political belief or activity
- pregnancy
- race (including colour, nationality, ethnicity, and ethnic origin)
- religious belief or activity
- sexual orientation

It is also against the law to discriminate against those who have a personal association with someone who has, or is assumed to have, any of these personal characteristics.

## COMPLAINT PROCEDURE

Inform the other person, either in person or in writing, that their behaviour is unacceptable and causing you anxiety. This may be enough to stop the unwelcome behaviour. Keep a diary of all incidents, discussions, and responses.

If the behaviour continues discuss your concerns with the Producer or Stage Manager.

If no solution is found, contact our Member Protection Person (MPP) who will discuss the problem in strict confidence. The MPP can explain the Complaints Procedure, discuss options and assist you to make the next step, which will involve an approach to a mediator.

The mediator will clarify the problem and bring both parties together, with witnesses if appropriate, in an attempt to find a resolution acceptable to both parties.

If mediation is unsuccessful the matter will be referred to TTT Officers of the Committee for appropriate action.

This document is not designed to be exhaustive, but all involved in Torquay Theatre Troupe activities will be expected to uphold both the letter and the spirit of the Code.