

# Coffs Harbour Musical Comedy Company



Constitution 2023

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## **1 Date of commencement**

**1.0:** This constitution shall become effective from 15 October 2023 and replaces all previous Constitutions and amendments.

## **2 Name**

**2.0:** The name is **Coffs Harbour Musical Comedy Company**. The Company is incorporated and is registered under the “Associations and Incorporations” Act. The Company is a not for profit incorporation.

## **3 Address**

**3.0:** The address of the Company shall be c/- The Secretary, PO Box 1466, Coffs Harbour, NSW, 2450 or such other address as may be decided by the committee from time to time.

## **4 Aims**

**4.0:** The aim of the Company is:

**4.0.1:** To promote and encourage the development and presentation of various forms of amateur theatrical entertainment as well as a variety of other artistic and cultural pursuits. This may be by staging productions or by aiding, encouraging, and training other groups and individuals to do so.

**4.0.2:** To obtain authority from NSW Fair Trading to raise funds for such charitable, community and cultural activities, as are approved by the committee.

**4.0.3:** To promote, stimulate and encourage public interest and participation, either directly or indirectly, in the knowledge, understanding, appreciation and enjoyment of theatrical entertainment through a variety of forms and media.

**4.0.4:** To provide adult and youth members opportunities for training in various aspects of theatre.

**4.0.5:** To provide social entertainment for members and the community.

**4.0.6:** To purchase, take on lease, or any exchange, hire or otherwise acquire for the Company, any real or personal property, lighting and stage equipment, costumes or otherwise that would benefit or improve the Company in any way. Acquisitions may be used to erect, construct, remove, rebuild, alter, repair, improve and maintain any building for the purpose of The Company or otherwise and to let any part or parts of any land or building in such manner as may be deemed expedient.

**4.0.7:** To solicit and/or receive donations, legacies, grants or otherwise raise money (subject to any special trust or not) for the purpose of improving and developing the Company.

**4.0.8:** To encourage authorship, and to make donations, awards, or prizes for the same, as the Company may deem fit and to promote cultural and other festivals and eisteddfods.

**4.0.9:** To make donations to, or otherwise assist in charitable, benevolent, patriotic, or public purpose of funding that may seem in the interest of the theatre, to encourage and support.

**4.0.10:** To do all such lawful things as are incidental or conducive to the attainment of the above aims.

## **5 Membership**

**5.0:** Membership shall be in four classes:

**5.0.1:** Adult membership – open to all persons eighteen years and over.

**5.0.2:** Junior membership – open to all person under eighteen years of age.

**5.0.3:** Family membership – up to two adults and children under eighteen years of age.

**5.0.4:** Life Membership – The title of “Life Membership” may be awarded by the Company and its membership, at the Annual General Meeting, to any long-standing member who has continually rendered services to the Company and is in good reputation. Any financial member or current Life Member of the Company may submit candidates to the secretary for Life Membership up to four weeks prior to the Annual General Meeting. The Company committee will ensure that the nomination meets the criteria and will then submit the nomination/s to the membership to vote at the AGM.

**5.0.4.1:** When the requirements are satisfied and the nominee is happy to accept the nomination, the Committee shall put the nominated Life Member/s to a membership vote at the Annual General Meeting. The awarding of Life Membership is only accepted when 75% of the financial members present at the Annual General Meeting vote in the affirmative who will vote by way of secret ballot.

**5.0.4.2:** If a nomination is NOT accepted by the financial members, the nominated member will remain in high standing within the community and will be permitted to be re-nominated at the following Annual General Meeting, provided their nomination meets the requirements.

**5.0.4.3:** There is no minimum or maximum number of members that can be nominated and accepted for Life Membership at each Annual General Meeting.

**5.0.4.4:** Self-nomination is not permitted.

**5.0.4.5:** Life Members are given ongoing free membership to The Company; They are provided two (2) complimentary tickets to each Coffs Harbour Musical Comedy Company production.

**5.0.4.6:** The Life Member should act in accordance with The Company's constitution, rules, policies, and procedures. Life Membership can be revoked from a Life Member if The Company finds that they have not acted in accordance with The Company's policies and procedures.

**5.1:** Privileges of membership:

**5.1.1:** Adult membership shall be given full privileges of Membership, including the right to vote and to stand for an elected office.

**5.1.2:** Junior membership shall be entitled to the same privileges, except they are not entitled to vote or stand for an elected office.

**5.1.3:** All members shall pay the prescribed fees, except Life Members, who shall be exempt.

**5.2:** The Secretary shall maintain the register of all members for the Committee. The membership register should consist of the person's name, postal and/or email address, telephone number and the date on which they became a member, and should a person cease membership, the date that they ceased membership.

**5.3:** Membership cannot be transferred to another person and any membership entitlements are terminated once a person ceases to be a member.

**5.4:** All members start their financial year on 1 January and finish on 31 December of the same year. All membership fees shall be determined at a General Meeting and shall be due and payable in advance. The Committee, at its discretion, may waive membership fees in special circumstances.

**5.5:** Application for membership:

**5.5.1:** To become a member, a person must complete the prescribed membership form and lodge this with the Secretary.

**5.5.2:** The secretary must refer an application to the committee as soon as practicable to approve or reject.

**5.5.3:** After a decision has been made, the secretary must provide the applicant with written notice of the decision.

**5.5.4:** If the application is approved, the secretary must inform the applicant of the fee and information on how to pay. Payment must be made within 28 days of the applicant receiving notice.

**5.5.5:** Once payment has been received, the secretary will enter the applicant on the membership register and they will then be considered a member.

**5.6:** Any person who is unfinancial shall not be entitled to vote at meetings and shall not hold office. A person shall be deemed financial upon payment of the prescribed fee.

## **6 Cancellation of Membership**

**6.0:** Cancellation of membership:

**6.0.1:** If any member appears to have been guilty of refusing or neglecting to comply with the provisions of the Constitution or of any conduct, which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Company, the Committee may summon such a member before it to answer such allegations. At least one week before the meeting of the Committee, the member shall, with such summons, be given notice of what is alleged against them and they shall, at such meeting and before any decision is made by the Committee, have the opportunity (personally and not by legal representation) of giving orally or in writing any explanation or defence they may think fit.

**6.0.2:** At such hearing, the Committee may resolve to take no action or may cancel the membership. If the Committee is of the opinion that expulsion from The Company is the appropriate form of action, it shall issue notice, within fourteen (14) days, by calling a Special General Meeting of the Company for the purpose of considering the motion, that the member be expelled. At such meeting the member shall be given a reasonable opportunity (personally and not by legal representation) to present their case and the Committee theirs. Voting shall be by ballot.

**6.0.3:** The Committee may suspend any such member from the membership pending the Special General Meeting after first resolving unanimously that the allegations are too serious to allow the member to remain a member meanwhile.

## **7 Resignation**

**7.0:** A member may at any time, resign their membership of the Company but shall remain liable for any monies due or equipment borrowed at the date of their resignation.

## **8 The Committee**

**8.0:** Committee requirements:

**8.0.1:** The Company shall be administered by a Committee which shall be elected at the Annual General Meeting and comprise of a maximum of ten (10):

**8.0.1.1:** President, Vice President, Secretary, Treasurer and

**8.0.1.2:** Six general committee members

**8.0.2:** The Committee shall hold office for the period of twelve months, commencing on the date of the Annual General Meeting at which they were elected. All retiring members, including the President, Secretary, Treasurer and Vice President shall be eligible for the re-election.

## **9 Nominations**

**9.0:** The nomination must be:

**9.0.1:** made in writing or electronically signed.

**9.0.2:** signed by at least 2 members of the Company, not including the candidate.

**9.0.3:** given to the secretary at least seven (7) days before the date of the annual general meeting.

## **10 Elections**

**10.0:** At its last meeting prior to the Annual General Meeting the Committee shall appoint a Returning Officer. All nominations for office shall be in writing and in the hands of the Returning Officer at least twenty four hours (24 hours) prior to the time of the commencement of the meeting.

**10.1:** If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

**10.2:** If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

**10.3:** If there is a vacant position, nominations may be accepted at the meeting to fill this position, otherwise a casual vacancy is declared. The committee may appoint a member to fill a casual vacancy.

## **11 Functions**

**11.1:** The Committee shall meet no less than ten times per year. The quorum shall be five.

**11.2:** Any member of the company may attend a committee meeting, but should they wish to raise any business at the meeting, must provide written notice to the secretary to add the item to the agenda.

**11.3:** The Committee shall appoint such sub-committees as it thinks necessary. The sub-committees may make recommendations to the Committee but shall have no authority to act on behalf of either the Company or the Committee. At least one member of the sub-committee shall be a member from the Committee and the President shall be an ex-officio member.

**11.4:** Any member of the Committee who is absent without a sound reason from three consecutive meetings of the Committee, shall be deemed to have relinquished

their office. Casual vacancies shall be filled by appointment by the Committee of the Vice President to Acting President should the Presidency fall vacant and of any member of The Company to be Acting Secretary, Acting Treasurer or General Committee member, until the end of the Committee term of office.

**11.5:** A casual vacancy may also occur should:

**11.5.1:** the committee member pass away.

**11.5.2:** cease to be a member of the Company.

**11.5.3:** resign from office by giving written notice to the Secretary.

**11.5.4:** is removed from office.

**11.5.5:** is convicted of an offence involving fraud or dishonesty.

**11.5.6:** becomes a mentally incapacitated person.

**11.6:** The Company may remove a person from office at any time and appoint another member to hold office for the remainder of the term. Prior to this, a statement outlining the reasons must be provided to the secretary or president and sent to members at least twenty one (21) days before the special general meeting at which the proposed resolution will be considered.

## **12 President**

**12.1:** The President's duties are:

**12.1.1:** To administer the Company in accordance with the Constitution and act impartially in all matters of dispute;

**12.1.2:** To preside at all meetings of the Committee and the Company;

**12.1.3:** To act as CHMCC's first representative to all external bodies;

**12.1.4:** To be the spokesperson for the Company;

**12.1.5:** To be the signatory for the Company's bank account and all financial transactions;

**12.1.6:** To ensure elected members perform their duties;

**12.1.7:** To have a thorough knowledge of the Company's constitution, policies and procedures, code of conduct and other such matters;

**12.1.8:** To acquaint each executive member with their roles and responsibilities;

**12.1.9:** To assist, instruct and supervise the other members of the Committee in the performance of their duties and



**12.1.10:** To freely consult the other members of the Committee in all matters affecting the welfare of the Company and not to commit the Company in any way without prior authorisation from the Committee.

### **13 Vice President**

**13.1:** The Vice President's duties are:

**13.1.1:** To assist the President in the performance of their duties;

**13.1.2:** To perform the duties of the President in their absence

**13.1.3:** To be an alternative signatory for the Company for legal and financial purposes;

**13.1.4:** To represent the Company at meetings and forums as agreed with by the President;

**13.1.5:** To conduct other duties as nominated by the Committee; and

**13.1.6:** To assist in coordinating work placement students should the need arise.

### **14 Secretary**

**14.1:** The Secretary's duties are:

**14.1.1:** To monitor the email address and respond to the email and/or forward the email to the appropriate person;

**14.1.2:** To take minutes at meetings and provide those minutes within ten days of the meeting, thus ensuring everyone is aware of any actions that they are required to undertake;

**14.1.3:** To assist in the coordinating of events;

**14.1.4:** To ensure meetings and the Company is run according to its constitution and policies and procedures;

**14.1.5:** To prepare the annual report and other reports as required. Encourage sub-committees to present brief written reports and file these;

**14.1.6:** To keep a record of all members;

**14.1.7:** To maintain all legal documents such as constitutions, leases, and titles. This means recording changes and alerting the committee when renewals fall due or when a legal deadline must be met. Ensure all institutions that require notice of information regarding the Company such as but not limited to committee members, is provided with the required information in a timely manner;

**14.1.8:** To maintain an annual planner, notifying the committee of when events are occurring or are required to be planned such as the annual end of year celebration, AGM, and other events;

**14.1.9:** To provide at least forty eight (48) hours' notice for meetings for all those eligible or required to attend;

**14.1.10:** To send out a notice at a minimum via social media and email informing people when submissions to direct a musical is open;

**14.1.11:** To prepare the agenda for each meeting.

## **15 Treasurer**

**15.1:** The Treasurer's duties are:

**15.1.1:** Maintain up to date records of all income and expenditure;

**15.1.2:** Manage the Company's cash flow including the issuing of receipts, depositing all money into the Company's bank account and approving payments promptly;

**15.1.3:** Prepare and distribute invoices/accounts for services rendered;

**15.1.4:** Provide a financial report at each committee meeting.

**15.1.5:** Report financial activities to the membership at the AGM;

**15.1.6:** Act as one of the signatories on the Company bank accounts alongside the President and/or Secretary;

**15.1.7:** Acquit funds from any grants and submit the necessary financial statements as requested;

**15.1.8:** Prepare financial accounts for annual auditing;

**15.1.9:** Be fully informed about the financial position of the Company.

## **16 General Meetings**

**16.1:** The Annual General Meeting shall be held during August when the agenda shall be:

**16.1.1:** President's report

**16.1.2:** Treasurer's financial statement

**16.1.3:** Other reports

**16.1.4:** Election of President, Secretary, Treasurer, Vice President, General Committee Members

**16.1.5:** General business

**16.2:** Twenty one (21) days written notice of the Annual General Meeting shall be given and any information of special business requiring attention shall also be provided.

**16.3:** Special General Meetings may be called by the Committee or on the requisition of fifteen financial members at any time. Twenty-one (21) days written notice of all Special General Meetings shall be given including notice of the business to be discussed thereat.

**16.4:** The quorum at all general meetings of the Company shall be seventeen (17) financial and life members. A simple majority shall be required before any motion shall be declared carried. The President, subject to a motion of dissent, shall decide upon any dispute as to the interpretation of the Constitution and the President shall decide any dispute as to the standing orders. Otherwise, the rules of parliamentary debate shall apply.

## **17 Funds**

**17.1:** The Company's funds shall be banked in such bank or banks as decided by the Company and the signatories shall be any two of the President, Vice-President, Secretary and Treasurer. All accounts shall be presented to and approved by the Committee before payment is made.

**17.2:** The income of the Company shall be devoted exclusively to promoting the aims of the Company and no portion of the income shall be paid to or transferred directly or indirectly to members of the Company, but nothing shall prevent the Committee from:

**17.2.1:** Giving out of pocket expenses to any member for producing or assisting in the production of any show or performing other duties.

**17.2.2:** Employing at a rate of remuneration to be determined professional to produce or choreograph shows or to instruct members in voice production the art of acting, stage craft make-up and other things pertaining to the theatre, or

**17.2.3:** Paying a fee to any person or professional employed in their trade or profession, irrespective of the fact that they may be a member of the Company.

## **18 Distribution of property on winding up**

**18.1:** Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

**18.1.1:** with similar objects, and

**18.1.2:** which is not carried on for the profit or gain of the organisation's members.