

# **CONSTITUTION OF MIRANDA MUSICAL SOCIETY INCORPORATED**

This Constitution was adopted at an Extra-Ordinary General Meeting of Miranda Musical Society Incorporated held on 20 December 1994.

The date of application was set as 1 February 1995.

This Constitution replaces the previous Constitution adopted in 1975 and subsequent amendments to that document.

Miranda Musical Society Incorporated

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# CONTENTS

Statement of Objects.....	4
<b>Rules of the Society .....</b>	<b>7</b>
<b>Part 1 – Membership .....</b>	<b>7</b>
Classification of Membership .....	7
Life Membership .....	8
Subscriptions in Arrears .....	8
Resignation By Member.....	9
Expelling Members.....	9
Membership Entitlements Not Transferable.....	9
Register of Members.....	10
Member’s Liabilities .....	10
<b>Part 2 – General Meetings .....</b>	<b>10</b>
Business To Be Conducted At General Meetings .....	10
Notice of Meeting .....	11
Extra-Ordinary General Meetings .....	11
Proceedings At General Meetings.....	11
Voting.....	12
Special Resolutions .....	12
Voting Powers .....	13
<b>PART 3 - COMMITTEE AND COMMITTEE MEMBERS .....</b>	<b>13</b>
Committee Election .....	13
Tenure Of Office.....	14
Vacancy In Committee.....	14
Removal Of A Member.....	14
Casual Vacancies On Committee .....	14
Powers And Duties Of The Committee.....	15
Secretary .....	15
Treasurer.....	15
Committee Meetings .....	16
Committee Quorum.....	16
President To Preside .....	16
Acts Of Committees .....	16
Sub-Committees .....	16
<b>PART 4 – PRODUCTIONS.....</b>	<b>17</b>
Production Team .....	17
Honorariums .....	18
Auditions.....	18
Casting .....	18
Rehearsal.....	19
<b>PART 5 – MISCELLANEOUS .....</b>	<b>19</b>
Accounts.....	19
Indemnity .....	19
Insurance.....	19
Source Of Funds.....	20
Management Of Funds.....	20
Common Seal.....	20
Custody Of Records .....	20
Inspection Of Books .....	20

<b>Service Of Notices .....</b>	<b>20</b>
<b>Awards And Community Recognition .....</b>	<b>21</b>
<b>Patronage .....</b>	<b>21</b>
<b>Public Officer .....</b>	<b>21</b>
<b>Non-Discrimination.....</b>	<b>21</b>
<b>Compliance.....</b>	<b>21</b>
<b>Financial Year .....</b>	<b>21</b>
<b>By-Laws .....</b>	<b>21</b>
<b>Variations To Rules .....</b>	<b>21</b>
<b>Interpretation .....</b>	<b>22</b>
<b>INDEX.....</b>	<b>Error! Bookmark not defined.</b>
<b>AMENDMENTS.....</b>	<b>22</b>

# **STATEMENT OF OBJECTS AND RULES OF THE MIRANDA MUSICAL SOCIETY INCORPORATED.**

## **STATEMENT OF OBJECTS**

1. The name of the society is the Miranda Musical Society Incorporated.
2. The objects of the society are:-
  - a. To stage musical and other entertainments.
  - b. To promote interest and knowledge in acting, singing, stagecraft and similar arts.
  - c. To provide opportunities for members to participate in stage or other entertainments.
  - d. To subscribe to, become a member of, co-operate with or amalgamate with any other society or organisation, the objects of which are similar to those of the society.
  - e. In furtherance of the objects of the society to buy, sell and deal in all kinds of provisions, liquid and solid, required by the members of the society.
  - f. To purchase, take on lease or in exchange, hire, accept as gift, and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the society. Provided that where the club takes or holds any property which may be subject to any trusts, the society shall only deal with the same in such a manner as is allowed by law in relation to such trusts.
  - g.
    - (i) To enter into any arrangements with any Government or authority that are conducive to the aims of the society.
    - (ii) To obtain from any such Government or authority any rights, privileges and concessions which the society may think it desirable to obtain.
    - (iii) To carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - h. To appoint, employ, remove or suspend such persons as may be necessary or convenient for the purposes of the society.
  - i. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit members of the society and to grant pensions and allowances.
  - j. To subscribe or guarantee money for charitable or benevolent objects, or for any public general or useful object.
  - k.

- (i) To construct, improve, maintain, develop, work, manage or control any property or buildings to advance the society's interests, and
  - (ii) To contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working or control thereof.
- l. To invest and deal with the money of the society not immediately required in such a manner as may be permitted by law regarding trust funds.
- m.
- (i) To borrow or raise or secure the payment of money in such manner as the society may think fit, and
  - (ii) To secure the borrowing or raising or paying of same, and
  - (iii) To secure the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred against the society, especially by the issue of debentures charged upon any or all of the society's property both present and future, and
  - (iv) To purchase, redeem or pay off any such securities.
- n. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the society, in the shape of, donations, annual subscriptions or otherwise.
- o. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- p. In furtherance of the objects of the society, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the society.
- q. To take or hold mortgages, liens and charges to take and secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the society's property sold by the society, or any money due to the society from purchasers and others.
- r. In furtherance of the objects of the society to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagement of any one or more of the societies or associations with which the society is authorised to amalgamate.
- s. In furtherance of the objects of the society to transfer all or any part of the property, assets, liabilities and engagements of the society to any one or more the societies or associations with which the society is authorised to amalgamate.
- t. To print and publish such periodicals, books, or leaflets that the society may think desirable for the promotion of its objects.
- u. To advertise in the media in such a manner as the society may think desirable for the promotion of its objects.
- v. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the society.

3. The income and property of the society, from wherever derived, shall be applied solely towards the promotion of the objects of the society as set forth in the rules.
4. No part of the income and property of the society shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit to a member of the society, except as specified by Minute at the Annual General Meeting for members of the Production Unit and Orchestra.
5. Nothing in Clauses 3 and 4 above shall prevent the following:
  - a. Payment in good faith, of reasonable and proper remuneration to any member of the society, in return for any service actually rendered to the society.
  - b. The payment of interest on money lent by a member of the society at a rate not exceeding the rate for the time being, charged by bankers in Sydney on overdrawn accounts.
  - c. The payment of reasonable and proper rent for the premises demised or let by a member of the society.
  - d. The payment of any authorised out of pocket expenses incurred by members of the committee of the society.
6. All members of the committee or sub-committees of the society shall act in honorary capacities.
7. If upon the winding up or dissolution of the society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall be given or transferred to an institution or institutions having similar objects to those of the society or to some charitable institution or institutions.
8. Such institution or institutions referred to in Clause 7 above shall be determined by the members of the society at a general meeting held at or before the time of dissolution.
9. True accounts shall be kept of:
  - a. The sums of money received and expended,
  - b. The matters in respect of which such receipts or expenditure takes place
  - c. The assets, and
  - d. The liabilities,  
of the society.
10.
  - a. Such accounts shall be open to inspection of the members subject to any reasonable restrictions as to time and manner as may be imposed by the committee.
  - b. Such accounts shall be examined once at least in every year by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Associations Incorporations Act of 1984.

# **RULES OF THE SOCIETY**

## **PART 1 – MEMBERSHIP**

11. Persons intending to become members of the society shall submit a signed application in writing to the society. Such application shall contain such information as may be required by the society.
12. At the next meeting of the committee after the receipt of any application for membership, such application shall be considered by the committee which shall thereupon determine upon the admission or rejection of the application and such decision shall be conveyed to the applicant in writing. The committee shall not be required to explain its decision.
13. When an application has been accepted the secretary shall, within seven days, give to the applicant written notice of his or her acceptance together with a request for payment of the joining fee and subscriptions due within one calendar month from the date of the notice. When payment is received the secretary shall enter the name of the new member into the registry of members. Upon the name being so entered the person becomes a member of the society.
14. Joining fees and subscriptions shall be such as the society in general meeting shall from time to time prescribe.
15. All annual subscriptions shall become due and payable in advance on the first day of July each year. However, where a person is admitted to membership between the first day of April and the thirtieth day of June in any year, his or her subscription will be twenty five per cent of the prescribed joining fee.

### **Classification of Membership**

16. There shall be the following classifications of membership in the society:
  - a. ASSOCIATE MEMBER  
Being a person who is a financial member and who has been so for a period of less than 12 months.
  - b. FULL MEMBER  
Being a person who is a financial member and who has been so for a period exceeding 12 months.
  - c. GUEST MEMBER  
Being a person invited by the society to become a member of the cast of a particular production.
  - d. LIFE MEMBER  
Being a financial member elected by the society to that position in accordance with Clause 17 of these rules.
  - e. HONORARY LIFE MEMBER  
Being a person who is not a financial member but who has been elected to that position in accordance with Clause 17 of these rules.

## **Life Membership**

17.

- a. Any member of the society may be elected to the position of life member and any person may be elected to the position of honorary life member, providing such a person has given outstanding service to the society for a period of at least ten years.
- b. Nominations for life membership will be made in writing and signed by a proposer, seconder and two other members, all of whom must be full members.
- c. Such nominations shall be delivered to the secretary at least three calendar months before the annual general meeting at which the nomination is to be put to the members.
- d. Upon receipt of a nomination for life membership the secretary shall convene a meeting of the committee for the purpose of discussing the nomination. The proposer and supporters may be called upon to discuss the nomination.
- e. Prior to an annual general meeting at which a nomination for life membership or honorary life membership is to be put to the vote, the President shall inquire of the nominee if he or she has any objection to the nomination and the nominee's wishes shall be adhered to.
- f. Nominations in the affirmative shall be notified on the Notice of Meeting/Agenda for the next annual general meeting as a formal motion and be listed as the first item of business. The name of the proposer and the names of the supporters shall be included as part of the formal motion.
- g. The vote on a nomination for life membership or honorary life membership shall only be taken at the annual general meeting next after the nomination is made. The voting shall be by way of a secret ballot. The nomination shall be carried upon 60% of the members present voting in the affirmative.

## **Subscriptions in Arrears**

18.

- a. If the subscription of a member is not paid within two calendar months of it becoming due, then he or she shall be informed of such arrears by notice in writing.
- b. If the subscription of a member is not paid within two calendar months of the date the written notice was posted then the member shall be debarred from all privileges of membership.
- c. If the subscription of a member remains unpaid for 12 calendar months after it becomes due, then he or she shall cease to be a member.
- d. If a member pays their subscription after two calendar months from the date written notice was posted, but before 12 calendar months from the date the subscription becomes due, then the committee may reinstate the member's privileges.
- e. If a person who has ceased being a member wishes to rejoin then his or her application will be received as if he or she was a person who has not been a

member previously, and the 12 months period of Associate Membership shall apply.

### **Resignation by Member**

19.

- a. A member of the society is not entitled to resign that membership except in accordance with this rule.
- b. A member of the society who has paid all amounts payable by the member to the society in respect of the member's membership may resign by first giving notice in writing to the secretary of the member's intention to resign and, upon expiration of the period of notice, the member ceases to be a member.
- c. Where a member of the society ceases to be a member the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Expelling Members**

20. If any member wilfully refuses or neglects to comply with the provisions of the rules of the society, or be guilty of any conduct, which in the opinion of the committee is unbecoming of a member or prejudicial to the interests of the society, the committee may expel the member from the society.

### **Notice in Writing**

21. Provided that at least one week before the meeting of the committee at which a resolution for his or her expulsion is to be discussed, the member shall be given notice in writing setting out
- a. what is alleged,
  - b. the intention of holding such a meeting
  - c. the time and place the meeting is to be held.
  - d. The fact that he or she shall be given an opportunity of making representations, orally or in writing, before the issue is given due consideration.

### **Right of Appeal**

22. However, if he or she delivers a notice in writing to the secretary at least 24 hours before such a meeting, in which he or she elects to have the question decided upon by the members of the society in general meeting, then the secretary shall notify the committee which shall convene a general meeting of the society within 21 days after the date on which the secretary received the notice. At such an extraordinary general meeting the member may make representations either orally or in writing. After due discussion and consideration the matter shall be put to a vote by secret ballot and the member shall be expelled if the resolution for his or her expulsion is supported by a majority of two thirds of those members present.

### **Membership Entitlements Not Transferable**

23. A right, privilege or obligation which a person has by reason of being a member of the society

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon cessation of the person's membership.

### **Register of Members**

24.

- a. The secretary shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the society together with the date on which the person became and, if applicable, ceased to be a member.
- b. The register of members shall be kept at the principle place of administration of the society and shall be open for inspection, free of charge, by any member of the society at a reasonable hour.

### **Member's Liabilities**

25. The liability of members of the society to contribute towards the payment of debts and liabilities of the society or the cost, charges and expenses of the winding up of the society is limited to the amount, if any, unpaid by the member in respect of membership of the society.

## **PART 2 – GENERAL MEETINGS**

26.

- a. Annual general meetings of the society shall be held within three calendar months of the end of the financial year of the Society.
- b. Biannual general meetings of the society shall be held within 60 days of the last performance of the spring production.
- c. All other meetings of the society shall be called extra-ordinary general meetings. The only matters to be discussed at these meetings shall be those for which the meeting was called.

### **Business To Be Conducted At General Meetings**

27. All business to be transacted at an annual or bi-annual general meeting, with the exception of:

- a. the confirming of the minutes of the last preceding annual or bi-annual general meeting.
- b. the consideration of accounts and balance sheets,
- c. the receiving of report of committee members,
- d. the reports of auditor/s,
- e. the election of members of the committee,
- f. the appointing and fixing of the auditor/s remuneration, and
- g. business arising out the previous show,
- h. the receiving and considering of the Section 26(6) statement by the members,

- i. the setting of the upper limit of total production team and orchestra honorarium.

shall be delivered to the secretary prior to the commencement of the meeting.

## **Notice of Meeting**

28.

- a. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary shall, at least fourteen days prior to the date of the meeting, cause to be sent by pre-paid post to each member at the member's address a notice specifying the place, date and time of the agenda of the business proposed.
- b. Where the nature of the business of a general meeting requires a special resolution, the secretary shall, at least 21 days before the date fixed for the meeting, cause notice to be sent to each member at the member's address. Such notice to include, in addition to those items mentioned in the clause above, the intention to propose the resolution as a special resolution.

## **Extra-Ordinary General Meetings**

29. An extra-ordinary general meeting may be called by:-

- a. The committee, or
- b. by any two members of the committee by their serving upon the secretary a written demand signed by both of them and in which is stated the reason for demanding the meeting, or
- c. by seven full members, by their spokesperson serving upon the secretary a written demand signed by the seven members. Such demand may consist of several documents in similar form each signed by one or more members and shall contain the reason for calling the meeting.

30. If the committee does not convene an extra-ordinary general meeting within one month after receiving the requisition, any one or more of the members who made the requisition may convene an extra-ordinary general meeting to be held not later than three months after that date.

31. An extra-ordinary general meeting as referred to in the above clause shall be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expenses is entitled to be reimbursed by the society for any expense so incurred.

## **Proceedings At General Meetings**

32. No business shall be transacted at any general meeting unless a quorum of at least twenty full members, not counting committee members is present at the time the meeting proceeds to business.

33. If within half an hour of the time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other time and place as the committee may determine, and if at the adjourned

meeting a quorum is not present within half an hour of the appointed time, the members present (not being less than ten) shall be a quorum.

34. The president shall preside as chairperson at every general meeting of the society, except during the election of members of the committee at an annual general meeting when a temporary chairperson shall preside.
35. If at a general meeting the president is absent or not present within 15 minutes of the appointed time for holding the meeting, or is unwilling to act, the vice-president shall act as chairperson. If the vice-president is not present or unwilling to act then the members present shall elect one of their members to be the chairperson of the meeting.
36. The chairperson 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 from which the adjournment took place.
37. Where a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given, either orally or in writing, by the secretary as in the case of the original meeting. However, the secretary for the sake of efficiency may give such notice orally. Further, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

## **Voting**

38. At any general meeting a resolution put to the vote shall, except where otherwise provided for in these rules, be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded:-
  - a. By the chairperson; or
  - b. By at least three members present.
39. At any general meeting:-
  - a. Unless a poll is demanded, a declaration by the chairperson on the result of a vote taken by a show of hands will be recorded by the secretary in the minute book and will be conclusive evidence of the proceedings of the meeting.
  - b. The demand for a poll may be withdrawn by the mover at any time.
  - c. When a poll is demanded it shall be taken either at once or on the adjournment of debate. The result of the poll shall be the resolution of the meeting.
  - d. When a poll is demanded for the election of a chairperson or the adjournment of debate it will be taken at once.
40. In the case of an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

## **Special Resolutions**

41. A resolution of the society is a special resolution if-
  - a. It is passed by a majority of not less than 60% of the members of the society entitled to do so under these rules.



## **Tenure Of Office**

48.

- a. Members of the committee shall be limited to serving a maximum of five consecutive years in any one particular office.
- b. If a particular position is still vacant one calendar month after original date of calling for nominations the previous incumbent may only be re-appointed to the position until the conclusion of the next annual general meeting next following the date of appointment.

## **Vacancy In Committee**

49. Where a vacancy occurs in the committee then the committee may call a meeting of members present at a rehearsal or other gathering of the general membership (except an extraordinary general meeting) for the purpose of filling the vacancy by election. The intention to hold such an election shall be broadcast to members either orally or in writing at least seven days prior to the rehearsal or gathering. A person so elected shall hold office until the conclusion of the next annual general meeting next following the date of appointment.

## **Removal Of A Member**

50. The society may at a general meeting by a resolution, which shall only be carried by a majority vote of at least 60%, remove any member of the committee before the expiration of his or her period of office, providing that the member is given the opportunity of making reasonable representations, either orally or in writing, to the society in general meeting.
51. The society may at general meeting by an ordinary resolution appoint another person in his or her stead. The person so appointed shall hold office only until the next following annual general meeting.

## **Casual Vacancies On Committee**

52. The office of a member of the committee shall become vacant if the member:-
- a. dies,
  - b. resigns office by notice in writing to the society,
  - c. for more than three months is absent without consent of the committee from meetings of the committee during that period,
  - d. ceases to become a member of the society,
  - e. the member holds an office of profit in the society,
  - f. the member is directly or indirectly interested in any contract or proposed contract with the society, or
  - g. becomes an insolvent under administration within the meaning of the Corporations Law.

## **Powers And Duties Of The Committee**

53. The business of the society shall be managed by the committee which may, subject to the act, the regulations and these rules and to any resolution passed by the society in general meeting-
- a. control and manage the affairs of the society,
  - b. exercise all such functions as may be exercised by the society other than those functions that are required by these rules to be exercised by a general meeting of members of the society, and
  - c. perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the society.
54. No resolution or regulation made by the society in general meeting shall invalidate any prior act of the committee which would have been valid if that resolution or regulation had not been passed or made.
55. The committee may with the consent of the society exercise all the powers of the society to borrow money 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 society.
56. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by any two of the president, vice-president, secretary and treasurer.
57. The secretary shall cause minutes to be made:-
- a. of all appointments of committee members and servants;
  - b. of names of members of the committee present at all meetings of the society and of the committee; and
  - c. of all proceedings at all meetings of the society and of the committee.
58. Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding general meeting.
59. Copies of the draft minutes of a general meeting will be displayed to the membership at the place commonly used for rehearsals within one calendar month of the holding of the meeting.

## **Secretary**

60. The secretary shall, as soon as practicable after being appointed, lodge notice with the society of his or her address.

## **Treasurer**

61. It is the duty of the treasurer of the society to ensure that-
- a. All money due to the society is collected and received and that all payments authorised by the society are made; and

- b. Correct books and accounts are kept showing the financial affairs of the society including full details of all receipts and expenditure connected with the activities of the society.

### **Committee Meetings**

62. The committee shall meet at least once each month for the dispatch of business but may also adjourn and otherwise regulate its meeting as it thinks fit.
63. A member of the committee may at any time, and the secretary shall, on the requisition of a member of the committee, summon a meeting of the committee. The members of the committee shall be given at least seven days notice of such a meeting.
64. Subject to these rules, questions arising at any meeting of the committee shall be decided by a majority of votes and a determination by a majority of the members of the committee shall for all purposes be deemed a determination of the committee. In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

### **Committee Quorum**

65. The quorum necessary for the transaction of the business of the committee shall be five or such greater number as may be fixed by the committee.
66. The continuing members of the committee may act notwithstanding any vacancy in the committee, but if and so long as their number is reduced below the number fixed by these rules as the necessary quorum of the committee, the continuing member or members shall summon a general meeting of the society.

### **President To Preside**

67. The president shall preside as chairperson at every meeting of the committee, or if there is no president, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the vice-president may be chairperson or if the vice-president is not present then the members may choose one of their number to be the chairperson of the meeting.

### **Acts Of Committees**

68. All acts done by the committee or a sub-committee shall be valid, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the committee or sub-committee or that the members of the committee or sub-committee or any of them were disqualified.
69. A resolution in writing signed by all members of the committee for the time being entitled to receive notice of a meeting of the committee, shall be as valid and effectual as if it had been passed at a meeting of the 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 committee.

### **Sub-Committees**

70. The committee may, in writing, delegate any of its powers (other than the power of delegation and a function which is a duty imposed on the committee by the act or any other law) to sub-committees consisting of such member or members of the

society as it considers fit. Any sub-committee so formed shall in the exercise of power is so delegated conform to any regulations that may be imposed on it by the committee. No sub-committee shall be larger in number than the Committee.

71. In delegating powers to a sub-committee, the committee shall give due regard to the setting of:
  - a. Timeframes for objectives,
  - b. A budget,
  - c. The duration of the sub-committee,
  - d. The chairperson of the sub-committee shall be a member of the committee and will be responsible for providing monthly progress reports to the committee.
72. Where two or more of a sub-committee members are members of the committee, one of such committee members shall be elect as chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of the number to be chairperson of the meeting.
73. The President is an ex officio member of all sub-committees but need only attend as appropriate. The President will not be counted for the purposes of sub-committee numbers in accordance with clause 70.
74. 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 chairperson shall have a second or casting vote.
75. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under these rules has the same force and effect as it would have had it been done or suffered by the committee.
76. The committee may, in writing, revoke wholly or in part any delegation.

## **PART 4 – PRODUCTIONS**

### **Production Team**

77. The committee shall be responsible for appointing a production team regarding each of the society's productions.
78. A production team shall comprise but not be limited to:
  - Director
  - Musical director
  - Choreographer
  - Pianist
  - Stage manager
  - Property manager
  - Wardrobe manager

## **Honorariums**

79. The committee may for each major production set individual honorariums for the purpose of defraying expenses incurred by members of the production team in the execution of their responsibilities. The funds for such honorariums to be drawn from those voted by the membership at an annual general meeting.

## **Auditions**

80. The secretary will advise members of the society in writing of the date, time and venue of auditions and commencement of rehearsals.
81. Any member intending to participate in a production should notify the secretary prior to the auditions for the production.
82. The committee shall determine the number of chorus members according to the requirements of the particular production.
83. New members wishing to perform as a member of chorus shall be required to participate in and audition for the relevant production.

## **Casting**

84. The casting of a production shall be performed by casting committee and such casting committee shall consist of the following persons appointed by the committee:-
- a. The director,  
the musical director,  
two full members or one member of production team and one for member,  
and one other person, not being a member of the society, but who is  
experienced in theatrical entertainments.
  - b. Where the director and/or musical director is not available a suitable qualified  
person or persons may be appointed in place.
85. The conduct of casting committee shall be the duty of a chairperson, elected from within the casting committee for that purpose.
86. The cast of any entertainment undertaken by the society shall be chosen by audition and as far as possible from within the society. Consideration shall be given to the objects of the society and the apparent potential abilities of members.
87. If in the casting of a production, the casting committee is unable to cast a role from within the society, the committee shall be notified and may elect to:-
- a. Instruct the casting committee to cast the role from within the society,  
notwithstanding casting committee's decision; or
  - b. Instruct the casting committee to cast outside the Society; or
  - c. Reconsider the proposed production.
88. In the event of the casting committee being instructed to cast outside the society, experienced theatrical performers may be invited to join the cast. Such persons may also be required to audition.
89. The committee has the power to suspend a decision of the casting committee. However, in such an event the committee and the casting committee shall meet together to consider the suspension and a combined vote shall determine whether

the suspension stands or is defeated. A further audition for the questioned role may be conducted.

### **Rehearsal**

90. All cast and chorus members shall attend all rehearsals relevant to their participation in a production. If a member fails to attend the total of four rehearsals during a particular production without:-

- a. Notifying a member of the committee in advance of intended absence, or
- b. Fails to offer an acceptable explanation

the committee will assume non-participation in the relevant production and may, in conjunction with the director and musical director, recast the role.

91. Cast and chorus members shall, if unable to attend a rehearsal, inform a member of the committee or production team.

92. Where two children share a role in a production then the toss of a coin in the presence of at least one parent of each child or a person nominated by the parent, shall decide which one has the choice of performing on the last night or performing an extra night where there is an uneven number of performances.

## **PART 5 – MISCELLANEOUS**

### **Accounts**

93. The committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet accompanied by a copy of the auditor's report thereon to all members. Provided, however, that the committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account.

94. A properly qualified auditor or auditors shall be appointed and remuneration fixed by Minute at the annual general meeting on recommendation by the outgoing committee.

### **Indemnity**

95. Every member of the committee shall be indemnified out of the assets of the society against any liability arising out of the execution of the duties of office incurred in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Companies Act in which relief is granted to him or her by the Court in respect any negligence default breach of duty or breach of trust.

96. Disputes between members (in their capacity as members) of the society, and disputes between members and the society, if unable to be resolved within the society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

### **Insurance**

97. The society shall effect and maintain insurance pursuant to Section 44 of the Act.

## **Source Of Funds**

98. The funds of the society shall be derived from entrance fees, annual subscriptions of members, donations, tickets sales and sale of advertising in relation to society entertainments and, subject to any resolution passed by the society in general meeting, such other sources as the committee determines.
99. All monies received by the society shall be deposited soon as practicable and without deduction to the credit of the society's bank account.
100. The society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

## **Management Of Funds**

101. Subject to any resolution passed by the society in general meeting, the funds of the society shall be used in pursuance of the objects of the society in such manner as the committee determines.
102. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the society so authorised under these rules.

## **Common Seal**

103.
  - a. The common seal of the society shall be kept in the custody of public officer.
  - b. The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of either of two members of the committee or of one members of the committee and the public officer or secretary.

## **Custody Of Records**

104. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the society.

## **Inspection Of Books**

105. The records, books and other documents of the society shall be open to inspection, free of charge, by a member of the society at any reasonable hour.

## **Service Of Notices**

106.
  - a. For the purposes of these rules, a notice may be served by or on behalf of the society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
  - b. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **Awards And Community Recognition**

107. Meritorious and/or highly valued long standing service performed by members or supporters of the society should be publicly acknowledged by the Committee by way of nomination of the individual for consideration by National, State, and Community Organisations responsible for the granting of such Awards applying at that time.

## **Patronage**

108. The society as appropriate may appoint one or more notable personages to be a Patron of the society by Minute of an annual general meeting. The duration and need of such appointments will be determined by the Committee.

## **Public Officer**

109.

- a. In compliance with the provisions of the Associations Incorporation Act of NSW (1984) a Public Officer will be appointed by Minute of a general meeting.
- b. The Public Officer need not be a member of the society.
- c. The duration of such appointment will be determined by the Committee.
- d. The Public Officer will act in an honorary capacity. However, out of pocket expenses incurred in the lodgement of the society's annual return will be reimbursed by the society.

## **Non-Discrimination**

110. The Society in conducting its affairs will not discriminate on grounds of sex, race or religion.

## **Compliance**

111. The Society will comply with the laws of the Commonwealth of Australia, the State of New South Wales and ordinances of the Council of the Sutherland Shire.

## **Financial Year**

112. The financial year for all accounting purposes will be from 1 May to 30 April inclusive excepting that for Membership Year set out in Clause 15.

## **By-Laws**

113. A set of by-laws may accompany these rules.

114. The by-laws of the society may be added to or varied by the committee but such action shall stand only until the next general meeting of the society when a vote of ratification will be taken.

## **Variations To Rules**

115. No variation shall be made to these rules except at a general meeting of the society where a resolution of variance is passed by a majority of at least 60% of full members present.

## Interpretation

116. In these regulations:-

“autumn production” is the first major production in each year.

“spring production” is the second major production in each year.

“by-Law” means a set of standing orders for the conduct of society’s day to day affairs.

“committee” means the group of people as defined in clause 45 of the rules elected to manage the society’s day to day affairs.

“financial year” for the Society commences on the first day of may in each year and ends on thirtieth day of April in the next succeeding year.

“society” means the Miranda Musical Society Incorporated.

“the act” means the Incorporation of Associations Act, (NSW) 1984.

## INDEX

Accounts, 6, 7, 12, 18

Adjournments, 14, 18, 20

Agenda, 12

Annual General Meetings, 9, 14, 15, 16, 21, 22, 24

Annual Subscriptions, 5, 8, 10, 15, 23

Application for Membership, 8

Assets, 5, 6, 23

Auditions, 21, 22

Auditor, 7, 12, 22

Balance Sheets, 12, 22

Ballot Papers, 16

Cast, 8, 16, 21, 22

Casting Committee, 21, 22

Chairperson, 13, 14, 18, 19, 20, 21

Children, 22

Chorus Members, 21, 22

Committee and Committee Members, 6, 8, 9, 10, 11, 12, 13, 15, 16, 17, 18, 19, 20, 21, 22, 23, 25

Common Seal, 23

Compliance, 24

Director, 20, 21, 22

Election, 12, 13, 14, 15, 16

Equality of Votes, 14, 18, 20

Expelling Members, 10

Extra-Ordinary General Meetings, 12, 13

Financial Year, 12, 25

Full Member, 9, 13, 15, 16, 21, 25

General Meetings, 6, 8, 11, 12, 13, 14, 15, 16, 17, 18, 19, 23, 24, 25

Honorariums, 12

Honorary Capacity, 25

Honorary Life Member, 9

Income, 6  
Insurance, 23

Liabilities, 5, 6, 11  
Life Member, 9, 15, 16  
Life Membership, 9

Member, 4, 6, 8, 9, 10, 11, 12, 13, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24  
Membership, 8, 10, 11, 12, 16, 18, 21  
Minutes, 12, 14, 17, 18, 19, 20  
Musical Director, 21, 22

Nomination, 9, 24  
Notice, 8, 10, 11, 12, 13, 14, 17, 18, 19, 24  
Notice in Writing, 10, 11, 17

Objects, 4, 5, 6, 21, 23  
Ordinances, Council of the Shire of Sutherland, 25  
Out of Pocket Expenses, 6, 25

Poll, 14  
President, 13, 14, 17, 19  
Production Team, 12, 20, 21, 22  
Productions, 20  
Profit and Loss Account, 22  
Public Officer, 23, 24

Quorum, 13, 14, 18, 19

Register of Members, 10, 11, 24  
Rehearsals, 18, 21, 22

Secret Ballot, 9, 11, 16  
Secretary, 8, 9, 10, 11, 12, 13, 14, 17, 18, 21, 24  
Sub-Committees, 6, 19, 20  
Subscriptions, 8

Treasurer, 17, 18

Vacancy, 16, 19  
Vice-President, 14, 17, 19  
Voting, 9, 16

## AMENDMENTS

Clause No. Amended	Subject	Date Amended