

BLOC MUSIC THEATRE INC.



BLOC

MUSIC THEATRE

CONSTITUTION

STATEMENTS OF PURPOSE

- 1) To foster, nurture and stimulate interest theatre in music and live theatre.

- 2) To provide entertainment by staging musical productions of a high standard.

- 3) To provide opportunities for people to participate in all aspects of theatrical production.

CONSTITUTION OF BLOC MUSIC THEATRE Inc.

1. NAME

The name of the incorporated association is BLOC Music Theatre Incorporated.
(in these rules called the Association”)

2. INTERPRETATION

(2.1) In these rules, unless the contrary intention appears:-

“Committee” means the Committee of Management of the Association.

“Financial year” means the year ending on 30 th September.

“General meeting” means a general meeting of members convened in accordance with Rule 11.

“Member” means a member of the Association.

“Committee Member” means a member of the Committee who is not an Officer of the Association under Rule 21.

“The Act” means the Associations Incorporation Act 1981.

“The Regulations” means regulations under the Act

(2.2) In these Rules, a reference to the Secretary of an Association is a reference:-

2.2 1. where a person holds office under these Rules as Secretary of the Association – to that person; and

(2.2.2) in any other case, to the public officer of the Association.

(2.3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. ALTERATION OF THE RULES

(3.1) These Rules and the Statement of Purposes of the Association shall only be altered in accordance with the Act.

4. MEMBERSHIP

(4.1) A natural person who applies for and is approved for membership as provided in these rules is eligible to be a Member of the Association on payment of the Entrance Fee and Annual Subscription payable under these rules.

(4.2) A person who is not a Member of the Association at the time of the incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to Membership:-

(4.2.1) Unless he is nominated as provided in sub-clause 4.3 and

(4.2.2) his admission as a Member is approved by the Committee.

(4.3) An application by a person for Membership of the Association:

(4.3.1) shall be made in writing (see Appendix 1)

(4.3.2) shall be lodged with the Secretary of the Association or his nominee.

(4.4) As soon as is practicable after receipt of an application, the Secretary shall refer the application to the Committee.

(4.5) Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application.

(4.6) The Secretary shall, upon payment of the entrance fee and annual subscription, enter the name in the Register of Members kept by him and, upon the name being so entered, the applicant becomes a Member of the Association.

(4.7) A right, privilege, or obligation of a person by reason of his Membership of the association:-

(4.7.1) is not capable of being transferred or transmitted to another person;

(4.7.2) terminates upon death or the cessation of his Membership whether by resignation or otherwise.

(4.8) The Committee may determine classes of Membership e.g. Patron, Ordinary, Junior, Life Member.

5. ANNUAL SUBSCRIPTION

(5.1) The annual subscription is as determined by the Committee of Management from time to time and is payable in advance on or before the Annual General Meeting.

6. REGISTER OF MEMBERS

(6.1) The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, postal address, Email address and date of entry of the name of each Member and the register shall be available for inspection by Members at the address of the Public Officer.

7. RESIGNATION OF MEMBERSHIP

(7.1) A Member of the Association who has paid all monies due and payable to the Association, may resign from the Association by first giving one months notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

(7.2) Upon the expiration of a notice given under sub clause (7.1), the Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given ceased to be a Member.

8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

(8.1) Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:-

(8.1.1) fine that Member an amount not exceeding \$500; or

(8.1.2) suspend that Member from Membership of the Association for a specified period; or

(8.1.3) expel that Member from the Association.

(8.2) A resolution of the Committee under sub-rule (8.1) does not take effect unless-

BLOC MUSIC THEATRE INC.

- (8.2.1) at a meeting held in accordance with sub-rule (8.3), the Committee confirms the resolution; and
- (8.2.2) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (8.3) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule 8.4.
- (8.4) For the purposes of giving notice in accordance with sub-rule 8.3, the Secretary must as soon as practicable, cause to be given to the Member a written notice:-
- (8.4.1) setting out the resolution of the Committee and the grounds on which it is based; and
 - (8.4.2) stating that the Member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - (8.4.3) stating the date, place and time of that meeting; and
 - (8.4.4) informing the Member that he or she may do one or both of the following-
 - (8.4.4.1) attend that meeting;
 - (8.4.4.2) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (8.4.5) informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- (8.5) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule 8.1, the Committee must-
- (8.5.1) give the Member, or his or her representative, an opportunity to be heard; and
 - 8.5.2) give due consideration to any written statement submitted by the Member; and
 - (8.5.3) determine by resolution whether to confirm or to revoke the resolution
- (8.6) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- (8.7) If the Secretary receives a notice under sub-rule (8.6), he or she must notify the Committee and the Committee must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice
- (8.8) At a General Meeting of the Association convened under sub-rule 8.6 -
- (8.8.1) no business other than the question of the appeal may be conducted; and

- (8.8.2) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (8.8.3) the Member, or his or her representative, must be given an opportunity to be heard; and
 - (8.8.4) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (8.9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

9. DISPUTES AND MEDIATION

- (9.1) The grievance procedure set out in this rule applies to disputes under these Rules between
- (9.1.1) a Member and another Member; or
 - (9.1.2) a Member and the Association.
- (9.2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties
- (9.3) 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, within 10 days, hold a meeting in the presence of a Mediator.
- (9.4) The Mediator must be-
- (9.4.1) a person chosen by agreement between the parties; or
 - (9.4.2) in the absence of agreement-
 - (9.4.2.1) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (9.4.2.2) in the case of a dispute between a Member and the Association, a person who is a Mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice.
- (9.5) A Member of the Association can be a Mediator.
- (9.6) The Mediator cannot be a Member who is a party to the dispute
- (9.7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9.8) The Mediator, in conducting the mediation, must-
- (9.8.1) give the parties to the mediation process every opportunity to be heard, and
 - (9.8.2) allow due consideration by all parties of any written statement submitted by any party; and
 - (9.8.3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9.9) The Mediator must not determine the dispute.
- (9.10) 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 or otherwise at law.

10. ANNUAL GENERAL MEETING

(10.1) The Association shall in each calendar year convene an Annual General Meeting of its Members.

(10.2) The Annual General Meeting shall be held on such day as the Committee determines.

(10.3) The Annual General Meeting shall be specified as such in the notice convening it.

(10.4) The ordinary business of the Annual General Meeting shall be:-

(10.4.1) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.

(10.4.2) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;

(10.4.3) to elect the members of the Committee of the Association; and

(10.4.4) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

(10.5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

(10.6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

11. SPECIAL GENERAL MEETINGS

(11.1) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

(11.2) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

(11.3) The Committee shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a Special General Meeting of the Association.

(11.4) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(11.5) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

(11.6) A Special General Meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee.

12. NOTICE OF MEETING

(12.1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member of the Association at his address appearing in the Register of Members, a notice by pre-paid post, or by Email, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(12.2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(12.3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

(12.4) A notice may be served by or on behalf of the Association upon a Member personally, or by Email, or, by sending it by post to the Member at his address shown in the Register of Members.

(12.5) Where a document is properly addressed pre-paid and posted to a person as a letter, or Emailed, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter, or Email, would have been delivered in the ordinary course of the delivery method.

13. PROCEEDINGS AT MEETINGS

(13.1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

(13.2) No item of business shall be transacted at a General Meeting unless a Quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

(13.3) 15 Members personally present (being Members entitled under these rules to vote at a General Meeting) constitute a Quorum for the transaction of the business of a General Meeting.

(13.4) If within half an hour after the appointed time for the commencement of a General Meeting, a Quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the Adjourned Meeting the Quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being no less than 3) shall be a Quorum.

(13.5) The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Association.

(13.6) If the President and the Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.

(13.7) The Chairman of a General Meeting at which a Quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place

to place, but no business shall be transacted at an Adjourned Meeting other than the business left unfinished at the meeting at which the adjournment took place.

(13.8) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

(13.9) Except as provided in sub-clause 13.4 and 13.8 it is not necessary to give notice of an adjournment or of the business to be transacted at an Adjourned Meeting.

(13.10) A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against, that resolution.

(13.11) Upon any question arising at a General Meeting of the Association, a Member has one vote only.

(13.12) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

(13.13) If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(13.14) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

(13.15) A Member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year.

14. COMMITTEE OF MANAGEMENT

(14.1) A Committee of Management constituted as provided in Rule 20 shall manage the affairs of the Association.

(14.2) The Committee:-

(14.2.1) shall control and manage the business and affairs of the Association;

(14.2.2) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of the Association; and

(14.2.3) subject to these rules, the regulations and the Act, 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.

(14.3) The Committee shall consist of 13 Members, each of whom shall be elected at Annual General Meetings of the association in accordance with rule 20.

(14.4) A Committee Member is elected for a term of three (3) years, commencing at the start of the Annual General Meeting at which his or her election is announced and ending at the start of the third Annual General Meeting happening after his or her election.

(14.5) The Officers of the Association shall be elected by the Members of the Committee from within its numbers and shall consist of:

- (14.5.1) a President
- (14.5.2) a Vice President
- (14.5.3) a Treasurer and
- (14.5.4) a Secretary

15. VACANCIES.

(15.1) For the purposes of these rules, the office of an Officer of the Association or Member of the Committee becomes vacant if the Officer or Member:-

- (15.1.1) dies,
- (15.1.2) ceases to be a Member of the Association;
- (15.1.3) resigns his office by notice in writing given to the Secretary.
- (15.1.4) is removed from the Committee in accordance with Rules 15.2 or 16.11
- (15.1.5) completes a term of office and is not re-elected

(15.2) A Committee member may be removed from office by ordinary resolution at a General Meeting of Members. The vacancy so created may be filled by ordinary resolution from nominations from the floor. A vacancy not filled by resolution is to be treated as a casual vacancy.

(15.3) If a casual vacancy happens in the office of Committee Member, the Committee may appoint a person who is qualified under rule 20.4.1 to fill the vacancy.

(15.3.1) The person so appointed retires at the start of the next Annual General Meeting after the appointment.

16. PROCEEDINGS OF COMMITTEE

(16.1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.

(16.2) Special meetings of the Committee may be convened by the President or by any 4 of the Members of the Committee.

(16.3) 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.

(16.4) Any 7 members of the Committee constitute a Quorum for the transaction of the business of a meeting of the Committee.

(16.5) No business shall be transacted unless a Quorum is present and if within half an hour of the time appointed for the meeting a Quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it lapses.

(16.6) At meetings of the Committee:-

(16.6.1) the President or in his absence the Vice-President shall preside; or
(16.6.2) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the Members present shall preside.

(16.7) The Committee shall have the power to appoint sub-committees to carry out duties as prescribed by the Committee.

(16.8) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.

(16.9) Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(16.10) Written notice of each Committee Meeting shall be served on each Member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.

(16.11) The Committee may remove any member of the Committee before the expiration of his term of office if he is absent from three consecutive meetings of the Committee without leave of absence.

17. SECRETARY

(17.1) The secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

18. TREASURER

(18.1) The Treasurer of the Association:-

(18.1.1) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and

(18.1.2) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(18.2) The accounts and books referred to in sub-clause 18.1.2 shall be available for inspection by Members.

19. CHEQUES

(19.1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Committee.

20. ELECTION OF COMMITTEE MEMBERS

(20.1) The election of Committee Members of the Association is to be held by ballot at the Annual General Meeting, except where nominations equal or are less

- than the number of positions to be filled. If a ballot is not held Committee Members shall be elected by a separate resolution for each candidate.
- (20.2) The Committee must call for nominations at least twenty-one (21) days prior to the Annual General Meeting.
- (20.3) Nominations:-
- (20.3.1) must be in writing (see Appendix 2)
 - (20.3.2) close seven (7) days before the Annual General Meeting.
- (20.4) In order to be nominated, a candidate must:
- (20.4.1) be a paid up Member of the Association
 - (20.4.2) be nominated by two (2) Members and
 - (20.4.3) consent to the nomination.
- (20.5) A retiring Committee Member may stand for re-election.
- (20.6) The Committee must appoint a Returning Officer who may appoint an Assistant Returning Officer, none of whom can be a Committee Member or a person who intends to accept a nomination for the office of Committee Member.
- (20.7) The Secretary must prepare and give the Returning Officer a list of Members eligible to vote on the election of Committee Members, made up to the day 7 days prior to the Annual General Meeting.
- (20.8) after nominations have closed under rule 20.3 the Returning Officer is to prepare Ballot Papers for the election.
- (20.8.1) The order in which the candidates appear on the Ballot Paper is to be determined by the Returning Officer by lot.
 - (20.8.2) The Returning Officer must cause some authenticating mark to appear on each Ballot Paper prior to their distribution to Members.
 - (20.8.3) On issue of each Ballot Paper, the Returning Officer must mark the Members name off the Roll of Members.
- (20.9) The ballot closes at a time specified by the Returning Officer during the Annual General Meeting
- (20.10) Immediately after the close of the ballot, the Returning Officer shall
- (20.10.1) count the votes in accordance with rules 20.11
 - (20.10.2) declare the names of those persons elected.
 - (20.10.3) destroy the Ballot Papers after the declaration of the ballot.
- (20.11) subject to rule 20.10 the persons receiving the highest number of votes in accordance with the number of vacancies to be filled are elected Committee Members.
- (20.11.1) in the case of an equality of votes, the person to be elected must be decided by lot.

21. SEAL

- (21.1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (21.2) 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 either of two Members of the Committee or of one Member of the Committee and of the Public Officer of the Association.

22. WINDING UP OR CANCELLATION

(22.1) In the event of the winding up or the cancellation of the Incorporation of the Association¹ the assets of the Association shall be disposed of in accordance with the provisions of the Act.

23. CUSTODY OF RECORDS

(23.1) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

24. FUNDS

(24.1) The funds of the Association shall be derived from Entrance Fees, Annual Subscriptions, donations and such other sources as the Committee determines.

25. BY-LAWS

(25.1) The Committee may make By-laws regulating the management of the Association's activities provided that such by-laws are not inconsistent with these Rules.

Appendix 1

Application for membership

I _____ (Full name of applicant)

of _____ (Address)

desire to become a member of the **BLOC MUSIC THEATRE INC**

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

Appendix 2

Nomination Form

Committee Member

I.....(full name of nominator)

Nominate.....(name of nominee)

for the position of Committee Member of the BLOC Music Theatre Inc.

..... (signature of nominator)

Secunder.....(signature of seconder)

Nominee.....(signature of nominee)