



CONSTITUTION and BY-LAWS

OF

**SPECTRUM THEATRE INCORPORATED
(Associations Incorporation Act 2015)**

Amended January 2022



TABLE OF CONTENTS

1. NAME.....	3
2. DEFINITIONS.....	3
3. OBJECTS	3
4. POWERS.....	4
5. MEMBERSHIP	4
6. REGISTER OF MEMBERS	6
7. SUBSCRIPTIONS.....	6
8. COMMITTEE	7
9. GENERAL MEETINGS.....	9
10. ANNUAL GENERAL MEETING.....	10
11. VOTING RIGHTS.....	11
12. MINUTES.....	11
13. CONSTITUTION.....	12
14. COMMON SEAL	13
15. AUDITOR	13
16. WINDING UP	13
17. DISPUTES AND MEDIATION.....	14
ATTACHMENT A - DUTIES OF THE SECRETARY.....	15
ATTACHMENT B – DUTIES OF THE TREASURER	16



1. NAME

The name of this association is Spectrum Theatre, hereinafter referred to as “The Club”.

2. DEFINITIONS

In this document, unless indicated to the contrary, the following definitions shall apply.

Annual General Meeting (AGM)	is defined in Rule 9.
Committee Meeting	is defined in Rule 8.
Special General Meeting	is a meeting to which all members are invited, other than the AGM.
Financial Year	means the 12 month period beginning September 1 st each year.
Member	means a member of Spectrum Theatre.
Ordinary Resolution	means a resolution of the members other than a special resolution.
Special Resolution	is a resolution passed by a majority of not less than three fourths of the members of the Club who are entitled to vote at a general meeting for which at least 21 days notice has been given.
The Act	means the Associations Incorporation Act 2015.
The Club	means the Spectrum Theatre Inc.
The Committee	means the members elected or co-opted each year to form the committee of management including the executive members.
The Executive	means those four members elected as President, Vice President, Secretary and Treasurer for their term.
The Chairperson	means that member of the Executive who presides over the Committee Meeting or General Meeting (i.e. the President or, if that person is unable to do so, the Vice President).
Rules	means rules laid down within this Constitution.

3. OBJECTS

3.1. The objects of the Club are:

- (a) To provide a social club for persons interested in the study of dramatic art and to provide and maintain a club room, library and other accommodation and conveniences for the use of the members of the Club.
- (b) To promote, extend, develop, cultivate and foster the art and science of drama and histrionic production in all its branches.



- (c) To promote, produce and hold, or join in promoting, producing and holding representations of dramatic work or histrionic productions or performances, entertainments or exhibitions.

3.2. Income and Property:

The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in this Constitution and no member shall be permitted either directly or indirectly to secure any pecuniary profit by way of bonus, dividend or otherwise. Provided that nothing shall prevent the payment, in good faith, of reasonable remuneration to any person, servant or member of the Association in return for services actually rendered to the Club, or for repayment of out-of-pocket expenses incurred whilst engaged in activities for and on behalf of the Club and as approved by the Committee.

4. POWERS

- (a) To acquire by purchase, lease, exchange, hire or otherwise any real or personal property.
- (b) To invest monies of the Club in such manner as may be determined by the Club or its Committee.
- (c) To sell, manage, lease, hire, mortgage, charge, dispose of or otherwise deal with all or any part of the assets or property, real or personal of the Club.
- (d) To borrow or raise money by overdraft or by the issue of debentures or in such other manner as the Committee may think fit.
- (e) To print, publish and produce or join in printing, publishing and producing any newspaper, periodical, books, journals, social media, podcasts or recordings and other documents that the Club or its Committee may think desirable,
- (f) To acquire all or any copyrights in any literary, musical, dramatic book or work or the performing right of any dramatic book or work, either by assignment or license.
- (g) To do all such other acts and things as are conducive or incidental to the above-mentioned objectives.
- (h) To have and to exercise all powers conferred upon an Association incorporated under the Associations Incorporation Act 2015 and any amendments and re-enactments in force for the time being in Western Australia.

5. MEMBERSHIP

5.1. The Club shall consist of members who shall be divided into the following classes:

- (a) Life Members

Life Membership may be conferred on any Ordinary Member who shall thereafter not be required to pay any further subscriptions, but shall continue to enjoy all the privileges of an Ordinary Member.

Any Ordinary Member of the Club may nominate to the Committee, or the Committee itself may consider the name of any member deemed worthy of Life Membership.



(b) Ordinary Members

Shall be persons who apply to the Committee on the form so designated by the Committee for that purpose, signed by the person and accompanied by the subscription as laid down from time to time.

(c) Junior Members

Junior Members must be under the age of 18 years at the time of nomination and shall complete the designated membership form as stated in Rule 5.1 (b), accompanied by the appropriate subscription. Once an age of 18 years is reached, a Junior Member automatically becomes an Ordinary member with the applicable rights.

(d) Honorary Members

At the discretion of the Committee, Honorary Membership may be conferred, without payment of any subscription, on: -

i. Any resident person who may be able to further the cause and aims of the Club

Or

ii. Any visitor to the Albany area for the period of their visit.

(e) Family Membership

Family membership includes all family members residing at the same residential address. All family members under 18 are classified as Junior members as per 5.1.c above, all persons over 18 years old are classified as Ordinary Members as per 5.1.b above.

5.2. The expression "Member" hereinafter used in the rules shall, unless otherwise provided, include Life Members and Ordinary Members but not Junior Members or Honorary Members who shall not have any right to hold office or to vote at any meeting of the members of the Club, but shall otherwise be entitled to all the privileges possessed by or accorded to Members of the Club.

5.3. A member:

(a) may be expelled by a majority vote at a General Meeting on the recommendation of the Committee. However, the member so expelled shall have a right of appeal to the General Meeting before the vote is taken.

(b) who has been expelled may reapply for membership at a later date at the discretion of the Committee.

5.4. No member shall be eligible to vote at an Annual or Special General Meeting unless that member has been a financial member of the Club for three (3) months immediately prior to the meeting and holds a current membership.

5.5 – At discretion by the committee, the committee may offer any new member or renewing member full financial membership for \$1 for any member or oncoming member who is going through genuine financial hardship. This is to be reviewed annually. Members or oncoming



members can approach any member of the executive committee via email or in person to initiate discussions on reduced financial membership.

6. REGISTER OF MEMBERS

- 6.1. In accordance with the Act, the Secretary or the Membership Officer shall maintain an up-to-date register of members of the Club with postal, residential and email addresses. This register must be available for inspection by any member who may copy data therefrom, but who may not remove the Register from either the Secretary's or Membership Officer's protection.
- 6.2. The Register must be so kept and maintained electronically at either the Secretary's or Membership Officer's place of residence, or at such other place as the Members at a General Meeting decide.
- 6.3. The Secretary or Membership Officer must cause the name of a person who dies or who ceases to be a member under Rule 5.3 or 7.4 to be deleted from the Register of Members referred to in Rule 6.1.

7. SUBSCRIPTIONS

- 7.1. The annual subscription for Ordinary Members and Junior Members shall be fixed for renewal on the 1st September each year.
- 7.2. Any new member having paid the full annual subscription after 1st July (financial year) will be deemed a financial member for the new financial year commencing September 1st
- 7.3. Subscriptions shall be payable at such times and in such a manner as the Committee may from time to time decide. The subscription year shall run from 1st September to 31st August.
- 7.4. A member who fails to renew a subscription the by 30th November shall be deemed to have allowed their membership to lapse and are not eligible to vote or to be nominated for office.
- 7.5. Lapsed memberships may be reinstated upon payment of the applicable subscription.



8. COMMITTEE

- 8.1. The affairs of the Club shall be managed by a Committee consisting of the Executive (viz. President, Vice President, Secretary and Treasurer) who shall have been members of the Club for not less than three (3) months plus a minimum of four (4) and no more than six (6) other members.
- 8.2. The Management of the club shall be vested in the Committee who shall decide on all matters and conduct all business. Their decision on all matters including the interpretation of these Rules shall be final.
- 8.3. All Committee members must be elected or re-elected at an Annual General Meeting or co-opted under Rule 8.5
- 8.4. Nominations of persons for election to the Committee shall be in writing or electronic mail to the returning Officer seven (7) days before the date set for the Annual General Meeting. In the absence of written nominations for any position, the Chairperson is empowered to accept verbal nominations at the Annual General Meeting.
- 8.5. The Executive can elect in or co-opt any member of the Club until the next Annual General Meeting. Such appointment will remain until the next Annual General Meeting.
- 8.6. The Committee shall meet at such times and places as it determines; these meetings to be at least eleven (11) times per year.
- 8.7. A quorum of the committee shall consist of 50 % of the Committee, plus one (1) member. Of this at least two (2) persons must be members of the Executive as per 8.1.
- 8.8. The Committee may appoint such sub-committees as it thinks fit and may delegate any of its duties and powers to such sub-committees.
- 8.9. The Committee may appoint members other than those of the Committee to assist the Committee or act on any such sub-committee, should it be deemed advisable by the Committee.
- 8.10. The Committee shall first obtain the consent of a General Meeting convened for that purpose before commencing, embarking or undertaking any of the objects contained in paragraphs d or e in Rule 4
- 8.11. Without prejudice to the general powers conferred by the foregoing portion of this Rule or otherwise, the Committee shall have the power:
 - (a) To improve or alter any building for the purpose of the Club with the permission of the City of Albany.
 - (b) To impose and charge a fee or fees to any club now or hereafter to become affiliated with the Club and to reduce or increase such a fee or fees from time to time.



- (c) To enter into any contract or contract for any service to the Club or its members and the same to relinquish, vary or discharge from time to time.
 - (d) To appoint, employ, remove or suspend the services of clerks, agents and servants for permanent, temporary or special services as they may think fit; to determine their duties, fix salaries or emoluments and to pay same out of the funds of the Club.
 - (e) To pay and discharge all just debts and liabilities, charges, assessments and outgoings of the Club in such a manner as they may from time to time determine; and at their discretion to defend any action or threatened action and to appeal against any charge or assessment.
 - (f) To do all such other acts or things as they may think proper or expedient for the purposes of the Club.
- 8.12. The Statutory duties of the Secretary and Treasurer are as defined within the Act and further detailed in Duty statements prepared by the Committee such Duty statements being subject to amendment from time to time by the Committee and form Attachments A and B to these rules.
- 8.13. A vacancy of the Committee arises if a Committee member:
- (a) dies or otherwise ceases to be a member of the Club;
 - (b) resigns the office by notice in writing given to the Secretary
 - (c) The 2-year term of office expires (may be re-elected);
 - (d) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
 - (e) is an undischarged bankrupt;
 - (f) fails to renew their membership with the Club prior to the Annual General Meeting;
 - (g) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
 - (h) fails to attend three (3) consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- 8.14. A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair. The resignation takes effect —
- i. when the notice is received by the Secretary or Chair; or
 - ii. if a later time is stated in the notice, at the later time.
- 8.15. At a general meeting, the Club may by resolution —
- i. remove a Committee member from office; and



9. elect a member to fill the vacant position. GENERAL MEETINGS

- 9.1. An Annual General Meeting of members shall be held in September or October of each year.
- 9.2. Extraordinary or Special General Meetings shall be called at other times either:
 - (a) By the Committee to transact special business.
 - (b) By written notice of no less than six financial members (10%), such notice shall state the reason for calling the meeting.
- 9.3. Not less than 21 days notice in writing shall be given to all members in respect of any General Meeting. Such notice may be by means of a special communication to each member or through the Club's newsletter.
- 9.4. A quorum for any General Meeting shall consist of 10 financial members or one fifth of the current membership, whichever is the lesser number.
- 9.5. If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 9:
 - (a) as a result of a request or a notice referred to in rule 9.2 (a) or as a result of action taken under Rule 9.2 (b) a quorum is not present, the General Meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to be held within a month at the same venue.
- 9.6. If within 30 minutes of the time appointed by sub-rule 9.5 (b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 9.7. The Chairperson may, with the consent of a General Meeting at which a quorum is present and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 9.8. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 9.9. When a General Meeting is adjourned for a period of 30 days or more, Secretary must give notice under Rule 9.3 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 9.10. At a General Meeting:
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rule 9.12; and



- (b) a special resolution put to the vote will be decided in accordance with the Act as defined in Rule 2 and, if a poll is demanded, in accordance with Rules 9.12 and 9.14.
- 9.11. A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of fact unless, during the General meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 9.12.
- 9.12. At a General Meeting a poll may be demanded by the Chairperson or by three or more members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.
- 9.13. If a poll is demanded and taken under Rule 9.12 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 9.14. A poll demanded under Rule 9.12 must be taken immediately on that demand being made.

10. ANNUAL GENERAL MEETING

- 10.1. The Annual General Meeting shall be convened in accordance with Rule 9 above and shall include business as follows:
- (a) Approval of Minutes of previous Annual General Meeting.
 - (b) A report by the President of the Club's activities for the previous year.
 - (c) Duly audited accounts and Auditor's Report covering the year from 1st September to 31st August.
 - (d) Election of Committee of Management consisting of President, Vice President, Honorary Secretary, Honorary Treasurer, to be known as the Executive Committee, in which will be elected for a two (2) year term and a minimum of four (4) but no more than six (6) other Committee Members – in which will be elected for a one (1) year term.
 - (e) The appointment of:
 - i. An Auditor
 - ii. A Returning Officer.who shall not be Officers or Committee Members, but who may or may not be a Club Member.
 - (f) The tabling of all leases and agreements held by the Club.
 - (g) Put any Special Resolutions to the vote
 - (h) Any other business as the Members or Committee think fit.



- 10.2. All retiring Committee Members, including the President, are eligible for re-election.
- 10.3. At the election of Officers held at the Annual General Meeting, the Returning Officer shall read nominations. If the nominations of office do not exceed the offices to be filled, the persons nominated shall be certified by the Returning officer to be duly elected.
- 10.4. If the persons nominated exceed in number the offices to be filled, the election shall be conducted by secret ballot held immediately with those in attendance at the Annual General Meeting.
- 10.5. The method of voting shall be weighted preferential (i.e. first past the post).

11. VOTING RIGHTS

- 11.1. Each financial Member present in person at a General Meeting is entitled to a deliberative vote.
- 11.2. In the event of a tied result, the duly appointed Chairperson of the meeting will also have a casting vote.

12. MINUTES

- 12.1. The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting as the case requires, a stored electronically for that purpose.
- 12.2. The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under Rule 10.7 (a) are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee Meeting, as the case requires.
- 12.3. When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - (a) the General Meeting or Committee Meeting to which they relate (in this Rule called “the meeting”) was duly convened and held,
 - (b) all proceedings recorded as having taken place at the meeting did, in fact, take place at the meeting, and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.



13. CONSTITUTION

- 13.1. This Constitution and the Rules therein shall be binding on all Officers and Members of the Club.
- 13.2. The Executive and Committee shall be responsible for the interpretation of these Rules.
- 13.3. Members may challenge such interpretation by calling a Special General Meeting in accordance with Rule 9.2 (b).
- 13.4. This Constitution may be altered, amended, enlarged or repealed by a Special Resolution passed by a seventy-five percent (75%) majority of Members present at an Annual General or Special General Meeting at which there is a quorum present, and of which due notice has been given and the amendments specified in writing
- 13.5. All members shall be supplied with a copy of the original and the amended Constitution on request of such a member.
- 13.6. The Club may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in the Act, which is as follows:
 - (a) Subject to sub-rules (d) and (e), the Club may alter its Rules by Special Resolution, but not otherwise;
 - (b) Within one month of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Association as so altered conform to the requirements of the Act.
 - (c) An alteration of the Rules of the Club does not take effect until sub-rule (b) is complied with.
 - (d) An alteration of the Rules of the Club having effect to change the name of the Club does not take effect until sub-rules (a) to (b) are complied with and the approval of the Commissioner is given to the change of name.
 - (e) An alteration of the Rules of the Club having effect to alter the objects or purposes of the Club does not take effect until sub-rules (a) to (b) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.



14. COMMON SEAL

- 14.1. The Common Seal of the Club shall be in the custody of the Secretary of the Club for the time being, or of such other person as the Committee from time to time decides.
- 14.2. The President and Vice President or Honorary Treasurer shall seal and sign such deeds or other documents as are authorized by a resolution of the Committee to that effect and noted in the minute book.

15. AUDITOR

- 15.1. An Auditor shall be appointed or re-appointed each year in accordance with Rule 10.1 (e).
- 15.2. The accounts of the Club shall be audited each year, from 1st September to 31st August. The Auditor shall furnish written reports when requested by the members at a Special General Meeting of the Club.
- 15.3. If any casual vacancy occur in the office of Auditor, the Committee shall appoint an Auditor to act during the remainder of the year.

16. WINDING UP

- 16.1. The Club may be wound-up by a resolution passed by a seventy-five percent (75%) majority of members present at the Special General Meeting called for such purpose. At least thirty (30) days notice in writing shall have been given of such meeting.
- 16.2. If upon the winding up of the association there remains after satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid or distributed amongst the members or former members, but shall be transferred
 - 1) to another association incorporated under the Act which has similar objects
or
 - 2) for charitable purposes which association or purposes, as the case requires, shall be determined by resolution of the members.



17. DISPUTES AND MEDIATION

- 17.1. All members involved in a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each member.
- 17.2. If all members of a dispute are unable to resolve the dispute between themselves within the time frame required by Rule 17.1, any member of the dispute may start the grievance procedure by giving written notice to any member of the Executive;
- 17.3. The Director and Stage Manager both have the support of the Committee to mediate all disputes between members during ordinary rehearsals and performance days. If the Director or Stage Manager are unable to mediate the dispute due to conflict of interest or unwillingness from the members, then the matter must be addressed to the Executive.
- 17.4. A committee meeting must be convened within 28 days after the Executive has been made aware of the dispute, giving at least 7 days of notice to all parties involved.
- 17.5. The notice given to each member of the dispute must state
 - (a) when and where the committee meeting is to be held; and
 - (b) that the parties may attend the meeting and they will be given a reasonable opportunity to make a written or oral (or both written and oral) submissions to the committee about the dispute.
- 17.6. Once the Committee has been informed of a dispute, they have the right to fairly mediate the dispute at the Committee Meeting called for its purpose (unless already mediated by Rule 17.3). This can include the termination of membership (as per 5.3), or other penalties which are considered to be fair.
- 17.7. All mediation must be confidential, and any information discovered through mediation cannot be used in any other proceedings in relation to the matter that is the subject of the mediation.



ATTACHMENT A - DUTIES OF THE SECRETARY

The Secretary must:

1. Co-ordinate the correspondence of the Club.
2. Keep full and correct minutes of the proceedings of the Committee and General Meetings of the Club.
3. Comply on behalf of the Club with:
 - a. Section 53 of the Act with respect to the register of members of the Club, as referred to in rule 6 or delegate this responsibility to a Membership Officer
 - b. Section 53 of the Act by keeping and maintaining in an up-to-date condition the rules of the Club and, upon request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose.
 - c. Section 53 of the Act by maintaining a record of:
 - i. The names and residential postal or email addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorized to use the common seal of the Club under Rule 14.
 - ii. The names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Club:
 - iii. and the Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy or take an extract from the record but will have no right to remove the record for that purpose.
4. Unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (3) but other than those required by Rule 8.12 to be kept and maintained by, or in custody of the Treasurer.
5. Prepare in advance for all Committee and General Meetings agenda, list apologies etc.
6. Maintain attendance register for all meetings.
7. Attend to all correspondence of the Club.
8. Perform such other duties as are imposed by these rules on the Secretary.



ATTACHMENT B – DUTIES OF THE TREASURER

The Treasurer must:

1. Be responsible for the receipt of all moneys paid to or received by them on behalf of the Club and must issue receipts for those moneys in the name of the Club.
2. Pay all moneys referred to in paragraph (1) into such account or accounts of the Club as the Committee may from time to time direct.
3. Make payments from the funds of the Club with the authority of a General Meeting or of the Committee and, in so doing, ensure that all cheques are signed by themselves and at least one other authorized Committee member, or by any two others as are authorized by the Committee.
4. Comply on behalf of the club with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
 - a. keeping such accounting records that correctly record and explain the financial transactions and financial position of the Association.
 - b. keeping its accounting records in such a manner as will enable true and fair accounts of the Club to be prepared from time to time.
 - c. iii. keeping its accounting records in such a manner as will enable true and fair accounts of the Club to be conveniently and properly audited: and
 - d. iv. submitting to members at each Annual General Meeting of the Club annual accounts showing the financial position of the Club at the end of the immediately preceding financial year.

The annual accounts should show a statement of Receipts and Payments of the Club, recording its total receipts and payments based on the cash method of accounting, as well as a statement of the Assets and Liabilities of the Club.
5. Whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
6. Unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs 4 and 5.
7. Present accounts for payment to each Committee Meeting for approval.
8. Present a financial report to each Committee Meeting showing receipts and payments, year-to-date, and balance in hand.
9. Maintain a record of the members' dues and pursue arrears.
10. Perform such other duties as are imposed by these rules on the Treasurer.



Date	Page no.	Paragraph	Clauses	Signature