

The Spotlight Theatrical Company

CONSTITUTION

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The Spotlight Theatrical Company

CONSTITUTION

Date of commencement

1. This Constitution shall become effective from the 25 October 2000 and replaces all previous Constitutions and amendments.

Name

2. The name is **The Spotlight Theatrical Company**. The Company is incorporated and is registered under the "Religious, Educational and Charitable Institutions" Act.

Address

3. The address of the Company shall be c/- The Secretary, P.O. Box 8074, Gold Coast Mail Centre 9726 or such other address as may be decided, by the Council from time to time.

Aims

4. (a) To promote and encourage the development and presentation of various forms of amateur theatrical entertainment as well as a variety of other artistic and cultural pursuits. This may be by staging it's own productions or by aiding, encouraging and training other groups and individuals to do so.
- (b) To register under the Collections Act and other appropriate acts and raise funds for such charitable, community and cultural activities, as are approved by the Council.
- (c) To promote, stimulate and encourage public interest and participation, either directly or indirectly, in the knowledge, understanding, appreciation and enjoyment of theatrical entertainment through a variety of forms and media.
- (d) To provide adult and youth members opportunities for training in various aspects of theatre.
- (e) To provide social entertainment for members and the community.
- (f) To purchase, take on lease, or any exchange, hire or otherwise acquire for the purpose of The Company, any real or personal property, lighting and stage equipment, costumes or otherwise that would benefit or improve The Company in any way. Acquisitions may be used to erect, construct, remove, rebuild, alter, repair, improve and maintain any building for the purpose of The Company or otherwise and to let any part or parts of any land or building in such manner as may deemed expedient.
- (g) To solicit and/or receive donations, legacies, grants or otherwise raise money (whether subject to any special trust or not) for the purpose of improving and developing The Company.
- (h) To encourage authorship, and to make donations, awards or prizes for the same, as The Company may deem fit and to promote cultural and other festivals and eisteddfods.

- (i) To make donations to, or otherwise assist in charitable, benevolent, patriotic or public purpose of funding that may seem in the interest of the theatre, to encourage and support.
- (j) To do all such lawful things as are incidental or conducive to the attainment of the above aims.

Membership

5. Membership shall be in three classes:

- (a) *Adult Membership* – open to all persons eighteen years and over.
 - (b) *Junior Membership* – open to all persons under eighteen years of age.
 - (c) *Life Membership* – The title of 'Life Membership' may be awarded by The Company, at the Annual General Meeting, to a person who has rendered services to The Company for not less than ten years. Any Member of The Company may submit candidates for Life Membership up to one month prior to the Annual General Meeting. A Committee of three (3) Life Members and four (4) Councillors must vet such nominations. When the Committee is satisfied that all requirements are met, the Council shall award Life Membership to the selected Member who will be notified at the Annual General Meeting. To preserve the dignity of Life Membership, no more than two persons shall be admitted as such, during one financial year.
6. (a) *Adult Membership* shall be given full privileges of Membership, including the right to vote and to stand for an elected office.
- (b) *Junior Membership* shall be entitled to the same privileges, except they are not entitled to vote or stand for an elected office.
- (c) All Members shall pay the prescribed fees, except Life Members, who shall be exempt.
7. The Theatre Administration/Box Office shall maintain the register of all Members, for the Council.
8. All Members start their financial year on the 1st January and finish on the 31st December of the same year. All Membership fees shall be determined at a General Meeting and shall be due and payable in advance. The Council, at its discretion, may waive Membership fees in special circumstances.
9. Any person who is un-financial shall not be entitled to vote at meetings and shall not hold office. A person shall be deemed financial upon payment of the prescribed fee.

Cancellation of Membership

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

- (b) At such hearing, Council may resolve to take no action or may cancel the Membership. If Council is of the opinion that expulsion from the Company is the appropriate action, it shall issue notice, within fourteen (14) days, by calling a Special General Meeting of the Company for the purpose of considering the motion, that the member be expelled. At such meeting the member shall be given a reasonable opportunity (personally and not by legal representation) to present his case and the Council theirs. Voting shall be by ballot.
- (c) The Council may suspend any such Member from membership pending the Special General Meeting after first resolving unanimously that the allegations are too serious to allow the Member to remain a Member meanwhile.

Resignation

- 11. A Member may, at any time, resign his membership of the Company but shall remain liable, for any monies due or equipment borrowed at the date of his/her resignation.

The Council

- 12. (a) The Company shall be administered by a Council which shall be elected at the Annual General Meeting and comprise:
 - (i) The President, a Secretary, a Treasurer and a Vice President; and
 - (ii) Four Councillors.
- (b) The Council shall hold office for the period of twelve months commencing on the 1 September following the Annual General Meeting at which they are elected. All retiring Members including the President, Secretary, Treasurer and Vice President shall be eligible for the re-election.

Elections

- 13. (a) At its last meeting prior to the Annual General Meeting the Council shall appoint a Returning Officer. All nominations for office shall be in writing and in the hands of the Returning Officer at least twenty four hours prior to the time for the commencement of the meeting, provided that when insufficient nominations have been so received, the chairperson may accept sufficient and further verbal nominations during the course of the meeting.
- (b) In addition to the qualification that all members shall have paid their subscription for the year in which the Annual General Meeting is held, only those financial members who were also financial members in the preceding year ending 30th June immediately preceding the Annual General Meeting shall be eligible to vote. A simple majority of those present and voting at the meeting shall be declared elected to office.

Functions

- 14. Forthwith upon its election the Council shall meet and appoint from themselves and/or the general membership a Membership Secretary, Librarian, Production Coordinator, Workshop Coordinator, Technical Consultant, Set Consultant, Art Consultant, Bar Manager, Front of House Coordinator, Publicity Officer, Small Props Coordinator,

Royalties Officer, Insurance/Security Coordinator, Theatre Alliance Representatives, Social Convenor, Housekeeper and such other officers as it may think needed.

The Council may at its discretion and at any time rearrange such positions and/or terminate the appointment of any such appointee.

15. The Council shall meet not less frequently than once a month. The quorum shall be five.
16. The Council shall appoint such Sub-Committees as it thinks necessary. The Sub-Committees may make recommendations to the Council but shall have no authority to act on behalf of either the Company or the Council. At least one member of all Sub-Committees shall be a Councillor and the President shall be an ex-officio member of all Committees.
17. Any member of the Council who is absent without sound reason from three consecutive meetings of the Council shall be deemed to have relinquished his office. Casual vacancies shall be filled by appointment by the Council of the Vice President to Acting President should the Presidency fall vacant and of any member of the Company to be Acting Secretary, Acting Treasurer or Councillor as the case may be until the end of the Council term of office

President

18. The President's duties, are:

- (a) To administer the Company in accordance with the Constitution and act impartially in all matters of dispute.
- (b) To preside at all meetings of the Council and the Company.
- (c) To assist, instruct and supervise the other members of the Council in the performance of their duties; and
- (d) To freely consult the other members of the Council in all matters affecting the welfare of the Company and not to commit the Company in any way without prior authorisation from the Council.

Vice President

19. The Vice President's duties are:

- (a) To assist the President in the performance of his duties; and
- (b) To preside at Meetings of the Council and Special General Meetings of the Company in the absence of the President.

Patron

20. The Company may have a Patron or Patrons who shall be elected at the Annual General Meeting and hold office for one year.

General Meetings

21. (a) The ANNUAL GENERAL MEETING shall be held during August when the agenda

shall be:

- (i) President's report
 - (ii) Treasurer's financial statement
 - (iii) Other Reports
 - (iv) Election of President, Secretary, Treasurer, Vice President, Councillors and Patron (if any).
 - (v) General Business.
- (b) SPECIAL GENERAL MEETING may be called by the Council or on the requisition of fifteen financial Members at any time. Seven days written notice of all Special General Meetings shall be given including notice of the business to be discussed thereat.
22. Fourteen days written notice of the Annual General Meeting shall be given and seven days written notice of the special business requiring attention shall be given of Special General Meetings.
23. The quorum at all general meetings of the Company shall be seventeen (17) Financial and Life Members. A simple majority shall be required before any motion shall be declared carried. The President, subject to a motion of dissent, shall decide upon any dispute as to the interpretation of the Constitution and the President shall decide any dispute as to the standing orders. Otherwise the rules of parliamentary debate shall apply.

Funds

24. The Company's funds shall be banked in such bank or banks as decided by the Council and the signatories shall be any two of the President, Secretary and Treasurer. All accounts shall be presented to and approved by the Council before payment is made.
25. The income of The Company shall be devoted exclusively to promoting the aims of the Company and no portion of the income shall be paid to or transferred directly or indirectly to members of the Company but nothing herein shall prevent the Council from:
- (a) Giving out of pocket expenses to any member for producing or assisting in the production of any show or performing other duties.
 - (b) Employing at a rate of remuneration to be determined professionals to produce or choreograph shows or to instruct members in voice production, the art of acting, stage craft make-up and other things pertaining to the theatre, or
 - (c) Paying a fee to any person or professional man or woman employed in his or her trade or profession, irrespective of the fact that he nor she may be a member of The Company.
 - (d) No member or employee of The Company may be paid any amount by way of commission or allowance, calculated by reference to the quantity of liquor sold or supplied by The Company or the receipts of The Company for such liquor.

Public Fund

25a

- (a) Tax deductible donations will be deposited into the public fund listed on the register of Cultural Organisations. These monies will be kept separate from other funds of The Company and will only be used to further The Company's objects with the exception of Aim 4(b). Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (b) The fund will be administered by a management committee or a subcommittee of the management committee, a majority of whom, because of their tenures of some public office or their professional standing, have an underlying, community responsibility, as distinct from obligations, solely in regard to the cultural objectives of The Company.
- (c) No monies/assets in this fund will be distributed to members or office bearers of The Company, except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (d) If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.
- (e) Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient.

Audit

- 26. There shall be an Auditor who shall be appointed by the Council. An Auditor shall carry out an audit and report to the Annual General Meeting. The Council and any member elected to the office of Treasurer during the year have the right to ask for a special audit.

Property

- 27. The Council shall be in charge of all Company assets, its land and properties and equipment and shall be responsible for the maintenance of same, the provision of suitable and adequate storage where necessary, adequate insurance and the safe keeping of deeds and documents.
- 28. The Council may hire or lend Company property at such charges as shall be determined by the Council. Irrespective of hiring charges a deposit determined by the Council shall be lodged, which deposit shall be refunded upon return of the goods in good order and condition and with all loss or damage made good by the hirer, to the satisfaction of the Council.

Charitable Organisations

- 29. The Council may grant, on such terms as it thinks fit, requests for assistance from

charitable organisations and as a general rule benefiting organisations should only be those whose activities contribute to the public good in South East Queensland. In considering such requests the Council shall give considerations to the intention, or otherwise, of the organisations concerned to assist in any production from which the proceeds of such benefit may be derived.

By-Laws

30. The Council may, from time to time, make, amend or repeal by-laws consistent with this Constitution for the internal management of the organisation. A General Meeting may consider any by-law for alteration to the Constitution.

Alteration of the Constitution

31. This Constitution shall not be altered except by resolution proposed at an Annual General Meeting or at a Special General Meeting convened for that purpose and carried by a two-thirds majority of the Adult Financial and Life Members present and voting. Written notice of such alterations to the Constitution shall be given to the members of The Company at least fourteen days before the General Meeting at which the same is to be presented. A copy of the Constitution and all amendments shall be made available to all financial Members of The Company upon payment of such sum as the Council fixes.

Common Seal

32. The Council shall provide a Common Seal for the Company and for its safe custody. The authority of the Council shall only use the Common Seal and every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by the Secretary or other member of the Council.

Winding Up

33. In the event of membership falling below 15 (fifteen) financial members, the Council recommending that The Company be dissolved, or no major productions have been staged during a continuous period of 18 (eighteen) months, the Council shall call a Special General Meeting of The Company to determine whether or not The Company shall be wound up. Any motion to wind up The Company shall be carried on a vote of $\frac{3}{4}$ (three-quarters) of those Active and Life Members present at they General Meeting convened to consider the question.
34. If upon, the winding-up or dissolution of The Company, there remains after satisfaction of all debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other organisation or organisations having objects similar to the objects of The Company, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisation or organisations to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

We certify that this is a true and correct copy of the Constitution passed by a special general meeting of members of The Spotlight Theatrical Company held on 28 March 2017

DATED the *twenty eighth* day of *March* 2017

GIVEN under the Common Seal of The
Spotlight Theatrical Company by authority
of a general meeting of the members of The
Spotlight Theatrical Company under the
hands of the President and the Secretary
who certify that they are the proper officers
to affix this seal and in the presence of:

D. S. Sims

President

S. Hing

Secretary

Paul Besh C. No. 15385

Justice of the Peace/Solicitor

