



GALLEON THEATRE GROUP INC.

RULES

(Effective 16 February 2022)

1 NAME

The name of the incorporated Association is GALLEON THEATRE GROUP INC hereinafter referred to as “the Association”.

2 OBJECTS

The objects of the Association are:

- 2.1 To provide, within an environment of amateur theatre, a recreational outlet for persons to develop and exercise their theatrical talents and interests in a supportive and inclusive manner.
- 2.2 To stimulate an interest in live theatre within the community.
- 2.3 To present theatrical productions of the highest possible standard.

3 POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by Section 25 of the *Associations Incorporation Act 1985* (hereinafter referred to as “the Act”) to further the objects of the Association.

4 MEMBERSHIP

4.1 Divisions of membership

Membership of the Association shall comprise the following divisions:

4.1.1 Ordinary Membership

Application for Ordinary Membership shall be open to all persons who have agreed to the objects of the Association outlined in Rule 2 and upon payment of the membership fee determined by the Management Committee.

Ordinary Membership expires at the AGM following the date of payment.

The Management Committee shall have the right to refuse an application for membership if in the view of the Committee the applicant is not a fit and proper person to be a member.

4.1.2 Temporary Membership

Application for Temporary Membership shall be open to all persons who have agreed to the objects of the Association and who are members of the cast or crew for the current production and upon payment of a membership fee as determined by the Management Committee. Temporary Membership expires 2 weeks after the date of the final performance.

4.1.3 Honorary Life Membership

A person may be elected as an Honorary Life Member upon recommendation by the Management Committee and such recommendation being put to and agreed at an Annual General Meeting or a Special Meeting called for that purpose. Such membership shall be granted to long-standing members and for outstanding service to the Association.

4.2 Benefits of Membership

The benefits of membership will be determined from time to time by the Management Committee and recorded in the Minutes of the Association.

4.3 Membership Fee

The amount of the membership fee shall be fixed by the Management Committee and ratified by the Annual General Meeting or a Special General Meeting.

4.4 Resignations

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. Any resigning member shall be liable for any outstanding membership fees which may be recovered as a debt due to the Association.

4.5 Expulsion of a Member

4.5.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Management Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

- 4.5.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Management Committee at which the matter will be determined.
- 4.5.3 The determination of the Management Committee shall be communicated to the member, and in the event of any adverse determination the member shall, subject to Rule 4.5.4, cease to be a member 14 days after the Management Committee has communicated its determination to the member.
- 4.5.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Management Committee has been communicated to the member.
- 4.5.5 In the event of an appeal under Rule 4.5.4 the appellant's membership of the Association shall not be terminated unless the determination of the Management Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Management Committee is upheld.

5 MANAGEMENT COMMITTEE

- 5.1 The Management Committee will consist of not more than ten persons who will be elected at the Annual General Meeting. The Management Committee will comprise the positions of President, Vice-President, Secretary, Treasurer, and up to six general members. With the exception of the President, a Management Committee Member may hold more than one position.
- 5.2 The Management Committee will be responsible for administering the affairs of the Association and for ensuring the objects of the Association are adhered to. This will include, but is not limited to:
- 5.2.1 Appointing and directing such sub-committees as may be considered necessary by the Association with limited powers and no financial power unless especially granted.
- 5.2.2 Co-opting any suitable financial member to fill any Management Committee vacancy of the Association. Such co-option shall be effective for the un-expired portion of the term of office. Additionally, the Management Committee at its sole and absolute discretion may appoint in accordance with Rule 5.8.3 additional persons to the Management Committee as Strategic Appointments if it is considered that the expertise and/or experience of the appointee would be advantageous to the conduct of the affairs of the Association and to the achievement of its objects. A Strategic Appointee will be afforded the same status as a

general committee member and shall hold office until the next Annual General Meeting of the Association.

5.2.3 Deciding on the productions to be presented by the Association and the planning and control of the year's programme.

5.2.4 Making recommendations for Honorary Life Membership.

5.2.5 Recommending the level of membership fees to the Annual General Meeting or Special General Meeting.

5.2.6 Managing and controlling the funds and other property of the Association.

5.2.7 Interpreting the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

5.3 **The President**

The President shall chair all meetings of the Association and publicly represent the Association. If neither the President nor the Vice-President is present, members shall then elect a Chairperson from those committee members in attendance. The Chairperson shall have a casting vote as well as a deliberative vote.

5.4 **The Vice-President**

The Vice-President shall act as deputy for the President, when necessary.

5.5 **The Secretary**

5.5.1 The Secretary shall keep a true record of all minutes of all meetings, attend to correspondence, maintain membership details, issue notices for meetings, keep records and carry out such duties as the Management Committee may direct from time to time.

5.5.2 The Secretary shall keep a register of members which will contain:

- the name and address of each member
- the email address of each member
- the phone number of each member
- the date on which each member was admitted to, or resigned from, or otherwise ceased to be a member of the Association
- the date of and reason(s) for termination of membership (if applicable).

5.6 **The Treasurer**

The Treasurer shall receive and receipt all monies payable to the Association. All monies so received shall be paid into the banking account of the Association. The Treasurer shall present at each general meeting a balance of the finances of the Association and shall keep proper books of account of all monies received

and disbursed and generally perform all such duties as are directed by the Management Committee from time to time.

5.7 Election of Management Committee

5.7.1 An Annual General Meeting shall be held every year to review and conduct the business of the Association.

5.7.2 Members of the Management Committee shall be elected at the AGM for a period of one year until the following AGM.

5.8 Proceedings of Management Committee

5.8.1 The Management Committee shall meet together to conduct the business of the Association at times agreed by the Management Committee.

5.8.2 The Management Committee may not transact any business unless a quorum is present. A quorum shall be not less than one half of the members of the Management Committee who were elected pursuant to Rule 5.1 excluding Strategic Appointees. For the avoidance of doubt, the number of Strategic Appointees is ignored for purposes of determining the quorum.

5.8.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.

5.8.4 A member of the Management Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Management Committee as required by the Act, and shall not vote with respect to that contract.

5.8.5 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Management Committee, shall be entered within one month after the relevant meeting in minute books (or electronic register or similar) kept for the purpose. The minutes kept pursuant to this rule must be: confirmed by the members of the Association or the members of the Management Committee (as relevant) at a subsequent meeting; shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed. Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

5.9 Disqualification of Management Committee Members

The office of a Management Committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year.

6 MEMBERS LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association.

7 COMMON SEAL

The persons jointly authorised to use the Common Seal of the Association are the President or Vice-President, or any two of the members of the Management Committee appointed by resolution of the committee for that purpose and the Secretary, or any member of the committee appointed by resolution of the committee to act in his stead and the persons using the Seal shall in all cases counter-sign and deed, instrument, or document to which the Seal shall be affixed in order to give validity thereto.

8 GENERAL MEETINGS

8.1 Special General Meeting

8.1.1 A Special General Meeting may be convened by (a) the Management Committee when it considers such a meeting necessary or (b) if it is requested in writing by five Ordinary or Life Members of the Association.

8.1.2 The Secretary shall give at least seven days notice of such a meeting. Such notice shall clearly state the Agenda of that meeting and no other business than that stated in the Agenda shall be transacted at that meeting. In the event of the Special General Meeting being called in manner 8.1.1(b) such a meeting must take place within 21 days of the request being received by the Secretary.

8.2 Annual General Meeting

8.2.1 The Annual General Meeting shall be held in February or March. The Secretary shall give at least 14 days notice to all Ordinary and Life Members of such a meeting and no other business than that stated on the Agenda shall be transacted at the Annual General Meeting.

8.2.2 The business of the Annual General Meeting shall be:

- To confirm the minutes of the preceding Annual General Meeting
- To receive the President's Report for the previous financial year
- To receive the Treasurer's report, balance sheet and income and expenditure statement for the previous financial year and to adopt the fees applicable for the next financial year.

- d) To elect members and office bearers of the Management Committee in accordance with the rules.
- e) To appoint an Auditor.
- f) To conduct any other business of which notice was provided in the notice of meeting.

8.3 Resolutions and Voting

8.3.1 Every motion shall be proposed and seconded by financial or life members. Voting shall be by show of hands, unless a poll be demanded by a member, in which event a poll shall be taken forthwith in a manner prescribed by the Chairperson.

8.3.2 A special resolution is defined in the Act. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.3.3 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

8.4 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the association.

9 FINANCIAL REPORTING

9.1 The financial year of the Association shall be from 1st January to 31st December inclusive each year.

9.2 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

9.3 The Books and Accounts of the Association shall be audited annually by an auditor appointed at the Annual General Meeting.

10 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except those duly authorised by the Management Committee as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

11 INSURANCE

- 11.1 The Association shall effect and maintain insurance as is required under the Act, together with any other insurance which may be required by law or regarded as necessary by the Association.
- 11.2 All persons taking part in any activity of the Association do so at their own risk and the Association shall not be liable.

12 INDEMNIFICATION OF THE ASSOCIATION AND ITS MEMBERS

Other than liability that the Association is prohibited from indemnifying a person against under section 39B of the Act, the Association shall indemnify every officer, Management Committee, servant and agent of the Association from and against all claims, demands actions and proceedings and legal costs relating thereto, in respect of any act or thing done or omitted to be done in his or her said capacity, in the exercise or purported exercise in good faith of his or her powers or functions on behalf of the Association. To this end the Association shall purchase an appropriate public risk insurance policy.

13 DISPUTE RESOLUTION

- 13.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between a member and another member, or a member and the Association. In resolving a dispute the rules of natural justice must be observed.
- 13.2 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.
- 13.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

14 WINDING UP

The Association may be wound up in the manner provided for in the Act under the supervision of the Public Officer.

15 APPLICATION OF SURPLUS ASSETS

- 15.1 If after the winding up of the Association there remains surplus assets, as defined in the Act, such assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

15.2 Such an organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

16 RULES

16.1 These Rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitution.

16.2 The Alteration shall be registered with Consumer and Business Services as required by the Act.

16.3 The registered Rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

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