



# **CASTLE HILLS PLAYERS Inc**

## **CONSTITUTION**

### **BY LAWS**

### **STANDING ORDERS**

**Adopted 11 December 2001  
Amended 9 September 2003  
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**CASTLE HILL PLAYERS INC  
CONSTITUTION**

**1. NAME**

The name of the Association shall be “Castle Hill Players Incorporated.”, hereinafter referred to as “The Players”.

**2. DEFINITIONS**

- 2.1. “The Area” shall mean the principal area of operation of The Players, which shall be the area known as The Hills area of metropolitan Sydney, encompassing, but not restricted to, the area included in the boundaries covered by the Baulkham Hills Shire Council.
- 2.2. “The Act” means the Associations Incorporation Act 2009.
- 2.3. “The Regulation” means the Associations Incorporation Regulation 2016.
- 2.4. “Member” means a person admitted as a member of The Players, and “the membership” shall refer to the collective members of the The Players.
- 2.5. In all cases where used, except where specifically excluded, the use of the male gender shall refer and allow also the female gender and vice versa, and the use of the singular shall allow and refer to the plural and vice versa.
- 2.6. “The Rules” means and includes collectively the Constitution of the Castle Hill Players Incorporated, any By-Laws enacted by authority of the Constitution and the Standing Orders in force from time-to-time and enacted under authority of this Constitution.
- 2.7. “The Authority” shall be that body delegated under the Act to be the authority responsible for administration of the Act.

**3. PRIMARY OBJECTS**

The objects of The Players shall be a not for profit community-based organization established and operating:

- 3.1. to produce a program of plays and other dramatic works in each year on an ongoing basis, for public, private or internal audiences;
- 3.2. to engage in and encourage the study and practice of drama and its associated arts, crafts and techniques;
- 3.3. to foster develop and nurture the development of the performance arts in The Area.

#### **4. SECONDARY OBJECTS**

In the furtherance of the Primary Objects of The Players, The Players may

- 4.1.** affiliate with or join other associations, companies, charities or societies having similar objects to The Players;
- 4.2.** assist local charities or other organizations as may be appropriate;
- 4.3.** borrow, hire, lend, sell, let purchase or acquire any property whatsoever, real or otherwise;
- 4.4.** build, construct and maintain any building for the use of The Players or otherwise; engage, hire, dismiss or otherwise any person, company, body corporate, agent or otherwise, to undertake any task or duty for The Players.

#### **5. MEMBERSHIP**

**5.1.** Membership of The Players shall be as follows:

- a) **Member**  
Any person over the age of sixteen years (16) interested in the objects of The Players.
- b) **Associate Member**
  1. Any person under the age of sixteen (16) years interested in the objects of The Players;
  2. Any person, living at the same residential address as a member (and recognized by the Management Committee as being related to the Member), interested in the objects of the Players but who is not wishing to participate directly in the artistic activities of the Players;
- c) **Life Member**  
Any person (over the age of sixteen (16) years), having been a Member or Associate Member of The Players and deemed by the Management Committee to have provided a high level of commitment and service to The Players over a significant period of time;
- d) **Honorary Member**  
Any person to whom the granting of any other level of membership is deemed by the Management Committee to be inappropriate.

Associate Members shall be entitled to receive all the rights of members generally, shall be entitled to attend and speak at any and all meetings of members generally, but shall not have the right to vote at any such meetings, nor stand for election to any position on the Management Committee.

Honorary Members may receive copies of the Newsletter and participate in the activities of the Players, but shall not have any other of the rights of Members.

5.2. Membership applications shall be determined by the Management Committee upon the receipt of a written application and the payment of the annual membership fee, which shall be as set out in the By-Laws of the Players.

The Membership Committee shall have the right to decline any application for membership and shall not be required to provide any reason for the refusal.

5.3. Upon acceptance as a Member or Associate Member, membership shall be continuous from year to year upon the payment of the Membership Fee for that year.

5.4. The annual membership fee will be payable within two months of the start of the subscription year, which shall commence on the first day of January each year.

5.5. A person will cease to be a member:

- a) when he fails to pay his Membership Fee within two (2) months of the start of the membership year;
- b) upon the receipt of a written resignation from the member;
- c) upon the death of the member;
- d) upon the resolution of the Management Committee, subject to processes and conditions set out in the By-Laws.

5.6. Honorary membership will cease on the date included in the resolution of the Management Committee admitting the person as an Honorary Member, or on the 31<sup>st</sup> December in the current year.

5.7. Any person whose membership has ceased, for whatever reason, shall have the right to apply for membership at any time in accordance with Section 5.2.

5.8. The Management Committee shall ensure that a register of members is maintained.

5.9. A decision of the Management Committee to admit a person as a Life Member will be based upon criteria established in the By-Laws.

## 6. **MEETINGS**

### 6.1. General Meetings

- a. Meetings of members will be held at least twice in each year, one of which will be the Annual General Meeting.
- b. The date, time and location of meetings will be determined by the Management Committee, either on its own initiative or in response to a requisition of members.
- c. A requisition for the holding of a meeting of members shall be signed by at least twenty (20) members requesting the meeting and be delivered to the Secretary. The requisition will include details of the matter to be discussed, including any resolution proposed to be put to the meeting.

- d. The Management Committee shall ensure that a meeting called upon the requisition of members is called for a date not more the four (4) weeks after the date the requisition is received by the Secretary
- e. There will be a notice placed in the newsletter, or else by notice to all members, of the date of all meetings of members, and inviting members to submit matters for consideration, including items of Special Business, and including a date by which such items are to be received by the Secretary.
- f. The Secretary will cause a notice to be forwarded to all members at least fourteen (14) days prior to the holding of a meeting of members, and including in that notice at least
  - i. All items for consideration, including matters of Special Business; and
  - ii. Details as to how members may exercise their rights of Proxy.

## 6.2. Annual General Meeting

- a) The Annual General Meeting will be held not more than thirteen and not less than eleven months after the previous Annual General Meeting.
- b) The Business of the Annual General Meeting will include the presentation of an Annual Report on the affairs of the Players, plus the presentation and consideration of the Annual Accounts and the Auditor's report, plus any matters of Special Business.

## 6.3. Special Business

- a) The Management Committee may determine items of Special Business to be considered at a meeting of members, or
- b) Any member of the Players may, by notification in writing to the Secretary, request a matter be considered as Special Business at a meeting of members, providing that such notification is received by the Secretary within the time period established in Section 6.1.c).
- c) Matters of Special Business shall be worded in the form of a proposed resolution.
- d) Notice of any matters of Special Business shall require at least twenty one (21) days notice given to members.
- e) Matters of Special Business (except where the matter of Special Business is also a Special Resolution) may be dealt with by a meeting of members including by way of amendment, providing that such amendment does not materially change the intent of the originally proposed resolution.

#### **6.4. Quorum**

- a) A quorum at meetings shall be twenty (20) financial members present in person and entitled to vote.
- b) If a quorum is not present within twenty (20) minutes of the time appointed for the meeting:
  - i. where the meeting was convened on the requisition of members, the meeting shall be dissolved; and
  - ii. in any other case:
    1. the meeting shall stand adjourned to a day and at a time and place as the President shall decide or, if no decision is made by the President, to the same day in the next week at the same time and place; and
    2. if at the adjourned meeting a quorum is not present within twenty (20) minutes after the time appointed for the meeting, the meeting shall be dissolved.

#### **7. PROXIES**

- 7.1. A member may appoint another member to exercise a proxy at meetings of the Players. Such a Proxy must be in writing under the hand of the appointer personally and in a form determined from time-to-time by the Management Committee.
- 7.2. The Proxy shall set out whether the holder of the Proxy is entitled to vote as they see fit on the matters before the meeting or, alternatively, will vote in accordance with the wishes indicated on the Proxy itself.
- 7.3. The instrument appointing a proxy must be received by the President or Chairperson by the time of the commencement of the meeting at which the proxy is valid; the chairperson of the meeting will declare all proxies received, and the names of the appointer and the proxy will be recorded in the minutes of the meeting.
- 7.4. A proxy may exercise the vote of the appointer only on matters before the meeting where notice has been given as an item of Special Business (Clause 6.3) and except where this Constitution or the By-Laws require that a vote be exercised in person.
- 7.5. No member may hold the Proxies for more than two (2) other members.

## **8. SPECIAL RESOLUTIONS**

- 8.1.** All Special Resolutions must be passed at a Meeting of Members at which the matter has been considered as a matter of Special Business.
- 8.2.** The following matters shall require a Special Resolution:
- a) a change in the Players' name;
  - b) a change in this Constitution;
  - c) an amalgamation with any other incorporated or unincorporated organization;
  - d) a decision to voluntarily wind-up the Players and distribute its property; or
  - e) a decision to change the method of incorporation to that provided by any other act of Parliament.
- 8.3.** Special Resolutions may be passed only with a majority of three-quarters of those present in person voting in favour of the resolution

## **9. NOTICES**

- 9.1.** Notices required to be given in relation to meetings of members and matters of Special Business shall be deemed to be given, to each member, by the following means:
- a) by posting the Notice to the address listed in the Register of Members, or
  - b) by e-mail or by other electronic means, whereby the electronic address has been maintained on the register of Members and providing that the Member has indicated that Notices should be forwarded to them in that way;
- except that no notice need be sent by mail to an Associate Member appointed in accordance with clause 5.1.b.2
- 9.2.** The non-receipt of a notice convening a meeting of members or by the accidental omission to give notice to any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at the meeting.

## **10. POSTAL OR ELECTRONIC BALLOTS**

- 10.1.** The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal.
- 10.2.** A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **11. MANAGEMENT COMMITTEE**

- 11.1.** There shall be a Management Committee, which is empowered to
- a) call any meeting of Members;
  - b) decide any matter consigned to it by this Constitution or the By-Laws;
  - c) make decisions in relation to the expenditure and investment of funds;



- d) appoint Committees or Sub-Committees, determine their Terms of Reference and regulate their affairs as it sees fit;
- e) manage, employ, regulate and terminate the employment of any staff as may be deemed necessary;
- f) determine and manage the artistic program of the Players; and
- g) make any decisions and do such things as are necessary for the management generally of the Players.

**11.2.** The Management Committee shall comprise

- a) The Presidential Officers, comprising
  - i. a President
  - ii. a Vice-President (Production)
  - iii. a Vice-President (Administration)
- b) other Officers, comprising
  - i. a Secretary
  - ii. a Treasurer
  - iii. a Program Director, and
- c) five (5) ordinary members.

**11.3.** Members of the Management Committee shall be elected (or, in the case of the Vice-President (Production), appointed) as follows:

- a) The Officers for a term of two years; with
  - i. the President and Secretary being elected together, and
  - ii. the Vice-President (Administration) and Treasurer being elected together in the alternate year to the President, and Secretary;

except that the Program Director and Vice-President (Production), if needed as per clause 10.4.b.ii, will be elected for one year only, and
- c) Other members, for a period of one year

**11.4.**

- a) The person acting as Program Director will be appointed the following year as Vice-President (Production) without election, unless the person indicates that they do not wish to take up the position.
  - i. This appointment takes effect from the 1<sup>st</sup> January.
  - ii. The outgoing Vice-President (Production) will become an ordinary member of the committee until the end of their term.

- b) Should the Program Director not wish to take up the position, then the Vice-President (Production) will remain in position until the next Annual General Meeting.
  - i. The Program Director will remain in position till the end of their term.
  - ii. The next meeting will elect a Vice-President (Production)
  
- 11.5.** There is no maximum number of consecutive terms for which a committee member may hold office.
  
- 11.6.** No person may hold two positions on the Management Committee, except that a person may hold the position of Program Director and Vice-President (Production) concurrently (except during the period when 10.4.b is activated)
  - a) In such cases, the person holding the positions concurrently will be entitled to exercise only one vote at meetings of the Management Committee and any Committee or Sub-Committee meetings whatsoever.
  - b) Nothing in this section will preclude any member of the Management Committee acting in another position during the short-term absence of any other member of the Management Committee and exercising the powers, duties, rights and responsibilities of that position whilst so acting.
  - c) A decision to appoint a person to so act will be made by the Management Committee and shall be for a fixed and finite period.
  
- 11.7.** The duties of the Presidential and other Officers shall be as determined from time-to-time and detailed in the By-Laws.
  
- 11.8.** All other members of the Management Committee shall accept a role allocated to them at a meeting of the Management Committee.
  
- 11.9.** The Management Committee shall meet at the call of the President, or in the absence of the President, one other of the Presidential Officers.
  
- 11.10.** a) The quorum at meetings of the Management Committee shall comprise:
  - i. a number equal to fifty percent of all current members of the Management Committee, or to the next whole number where fifty percent does not ensure a natural number; plus
  - ii. at least one of the Presidential Officers and one of the other Officers.
  - iii. not less than four (4) members;
  
- b) The Management Committee may act, notwithstanding its possible quorum being less than the minimum number set out in 10.10 c) above only to:
  - i. call a meeting of Members for the purpose, inter-alia, of electing members of the Management Committee; and

- ii. maintain a minimum level of activities necessary for the management of the Players until such time as a meeting of members is held.

**11.11.** Meetings of the Management Committee shall be held at least monthly, except that the Management Committee itself may decide to postpone or cancel any meeting.

**11.12.** Wherever possible, the Management Committee shall meet at a regular time and regular place in each month, and the times and places of such regular meeting shall be notified to members in the Newsletter from time-to-time.

**11.13.** A member of the Management Committee shall cease to be a member if and when:

- a) the person extends their resignation in writing to the President;
- b) the person ceases to be a member of the Players for any reason.

**11.14.** The Management Committee may fill any casual vacancy within the Management Committee and that person shall hold office until the next meeting of Members at which time an election will be held. Any person so elected will complete the term of original election.

## **12. THEATRE OFFICERS**

12.1 In addition to Officers and members of the Management Committee, a meeting of members, or of the Management Committee, may determine that Theatre Officers (who must be Members) be elected or be appointed;

12.2 Theatre Officers shall be responsible to the Management Committee, through one of the Presidential Officers.

12.3 Theatre Officers shall be notified of, and be entitled to attend, all meetings of the Management Committee, (except where the meeting, or part of meeting, is closed in accordance with the Standing Orders).

## **13. MEETINGS BY TECHNOLOGY**

13.1 A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

13.2 A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

13.3 Decisions made in accordance with these provisions will be recorded in the Minutes and be dealt with as if a normal meeting of the management Committee had been conducted.

## **14. FINANCE**

14.1 The Management Committee shall be responsible for ensuring that the financial affairs of the Players are managed prudentially and in the long-term benefit of the Players.

- 14.2 Without limiting the generality of 9.1, the Management Committee shall ensure that:
- a) proper books-of-accounts are maintained, showing the financial affairs of the Players, and are regularly presented to meetings of the Management Committee;
  - b) all monies received by the Players are paid into accounts in the Players' name;
  - c) all payments are authorised by the Management Committee
    - i. Either in advance, or
    - ii. in arrears, providing the payment has been made either
      1. under a delegation made by the Management Committee and recorded in the Minutes; or
      2. of regular bills of account which are part of the normal running expenses of the Players
- 14.3 All payments are to be made by an instrument bearing the signatures of two members of the Management Committee.
- 14.4 Purchases of a capital nature requiring an expenditure of over ten thousand dollars (\$10,000) shall be made only as a result of a resolution of members. Authorities given under this clause will be deemed to be vacated after a period of two (2) years unless a specific period is included in the authorizing resolution.
- 14.5 The Management Committee may authorise advances to members, employees or others to enable them to undertake their duties, and may impose such conditions on the use of the advances as it deems fit.
- 14.6 The financial and other records of the Players shall be available for inspection by any member of the Players.
- 14.7 An appropriate report shall be presented to the Annual General Meeting including (but not necessarily limited to) a Statement of Financial Position and Income and Expenditure Statement.
- 14.8 The Financial Year of the Players shall be the twelve month period concluding on 31<sup>st</sup> December of each year.
- 14.9 The Annual General Meeting shall elect such suitably qualified person (not being a member) as it deems fit to act as Auditor of the Players, and who shall have unrestricted access to any and all records. The Auditor shall present a report to the Annual General Meeting in such terms as is deemed appropriate.

**15. INSURANCE**

The Players shall effect and maintain insurances as is required under the Act, together with any other insurance which may be required by law, determined as part of the By-Laws or otherwise regarded as necessary by the Players or the Management Committee.

**16. BY-LAWS**

16.1 The Players may enact, adopt or amend (and delete) such By-Laws as it deems necessary to further regulate the conduct of the Players beyond that provided for in the Constitution

16.2 All resolutions to enact, adopt, amend or delete a By-Law shall be dealt with only as a matter of Special Business at a meeting of Members.

16.3 A simple majority is required to adopt any resolution enacting, deleting or amending any By-Law.

**17. STANDING ORDERS**

17.1 The Players shall enact such Standing Orders as is determined from time-to-time in order to properly and appropriately regulate the manner in which the business of the Players is transacted at meetings of Members, of the management Committee, of Committees and of Sub-Committees.

17.2 All resolutions to enact, adopt, amend or delete a Standing Order shall be dealt with only as a matter of Special Business at a meeting of Members;

17.3 A simple majority is required to adopt any resolution enacting, deleting or amending any Standing Order

**18. PRECEDENCE AND INTERPRETATION**

18.1 In all cases, where there is conflict between sections of the Constitution, By-Laws or Standing Orders, the provisions of the Constitution shall have precedence over all others, and By-Laws shall have precedence over any Standing Orders;

18.2 The President shall be the interpreter of the Rules where the Rules are not clear, where there is ambiguity in meaning or where provisions within any one level of the Rules are in conflict or apparent conflict.

**19. PUBLIC OFFICER**

19.1 The Management Committee shall appoint a person as Public Officer, in accordance with the Act.

19.2 The Management Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

19.3 The Public Officer shall be deemed to have vacated their position in the following circumstances:

- a) Death
- b) Resignation
- c) removal by the Management Committee or at a General Meeting
- d) bankruptcy or financial insolvency
- e) mental illness
- f) residency outside New South Wales

19.4 When a vacancy occurs in the position of Public Officer the Management Committee shall within 14 days notify the authority by the prescribed form and appoint a new Public Officer.

19.5 The Public Officer is required to notify the authority by the prescribed forms in the following circumstances:

- a) appointment within 14 days
- b) a change of residential address (within 14 days)
- c) a change in the Association's objects or rules (within one month)
- d) a change in the membership of the Committee (within 14 days)
- e) of the Association's financial affairs (within one month after the Annual General Meeting)
- f) a change in the Association's name (within one month).

19.6 The Public Officer may be a Presidential or other Officer, Management Committee member, or any other person regarded as suitable for the position by the Management Committee.

## **20. COMMON SEAL**

The Common Seal of the Players shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Management Committee. The use of the Common Seal shall be witnessed by two members of the Management Committee.

## **21. WINDING UP**

21.1 The Association may, by Special Resolution, determine that the Players be wound up, and, in so-doing, determine (by Special Resolution) how any surplus assets are to be distributed. The surplus assets may

- a) be given to another incorporated organisation active within the Area and whose aims and objectives are similar to those of the Primary and Secondary Objects of the Players;
- b) be given to Baulkham Hills Shire Council to be held in Trust by them for the establishment and development of an organisation whose aims and objectives are similar to the Primary and Secondary Objects of the Players.

21.2 The distribution of surplus assets shall be in accordance with the relevant sections of the Act.

## **22. SERVICE OF DOCUMENTS**

Service of documents on the Players is affected by serving them on the Public Officer or by serving them personally on two members of the Management Committee.

## **23. MEMBERS' LIABILITY**

The Members of the Players shall have no liability to contribute towards the payment of debts and liabilities of the Players except to the amount of any unpaid membership fees.

## **24. INDEMNITY**

24.1 To the extent permitted by law and without limiting the powers of the Players, the Players hereby indemnifies each person who is, or has been, a member of the Management Committee of the Players, against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Players:

- a) to any person, where the liability does not arise out of conduct involving a lack of good faith; or
- b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Law.

24.2 The Players need not indemnify a person as provided for in paragraph 24.1 (a) in respect of a liability to the extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.

24.3 The benefit of each indemnity given in paragraph 24.1 (a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

24.4 To the extent permitted by law, the Players may take out and maintain an insurance policy in favour of the members of the Management Committee excluding

- a) criminal liability or
- b) liability for civil penalties incurred by the members of the Management Committee and which arise out of conduct involving a wilful breach of duty

24.5 To the extent permitted by law and without limiting the powers of the Players, the Management Committee may enter into any:

- a) documentary indemnity in favour of; or
- b) insurance policy for the benefit of,

a person who is, or has been, a member of the Management Committee, employee or other person.

**25. CHANGES TO THE CONSTITUTION**

This Constitution can be amended by the carrying of a resolution to that effect, where such resolution has been put to a meeting of members as a Special Resolution.



## BY-LAWS

### 1. **Membership Fees**

The Membership fee shall be:

- a) Member - \$30.00 per annum  
\$15.00 per annum (concession)  
\$15.00 per annum (student)
- b) Associate Member - \$5.00 per annum
- c) Life Member – Nil
- d) Honorary Member – Nil

Except that, where a person applies for membership and gives as their residential or postal address one which is also the address of an existing member or of a person also applying for membership, and providing also that the new or additional member, together with the existing member (or other person applying for membership), is prepared to accept receiving only a single copy of all correspondence and notices to that residential or postal address, then the membership fee for the new or additional member shall be :

- a) Member - \$20.00 per annum  
\$10.00 per annum (concession)  
\$10.00 per annum (non-school student)  
\$10.00 per annum (school student)
- b) Associate Member - \$5.00 per annum
- c) Life Member—nil
- d) Honorary Member—nil

### 2. **Procedure for cessation of Membership**

- i. The Management Committee may terminate a member's membership, and, in determining to cease a person's membership of the Players, the Management Committee shall
  - a) notify the member, in writing, that their continuing membership is under review;
  - b) provide an opportunity to hear and subsequently consider any submission made by or on behalf of the member;
  - c) notify the member of the decision of the Management Committee.
  - d) Establish (and notify the member of) a date at which the membership shall have ceased, that date being not less than twenty one (21) days from the date of the meeting of the Management Committee at which the decision was made.
- ii. Should the decision of the Management Committee be to cease the membership of the member, the member may notify the Secretary of intention to appeal to the general membership of the Players. This notification is to be received within fourteen (14) days of the written notification by the Management Committee to the member. Upon receipt of the notification of the appeal to the membership, the process of cessation of membership shall be suspended.

Upon notification of an Appeal against the decision of the Management Committee, the President shall ensure that the matter is brought before the next meeting of the

Players, as a matter of Special Business, together with the recommendation of the Management Committee.

Neither the President nor the Management Committee shall be under any obligation to bring forward or expedite the meeting of the Players at which the appeal is to be heard, but may do so in accordance with the normal rules for the calling of meetings.

At such meeting, the member shall be given a right to be heard and to answer any accusations made against him. The discussion shall proceed in accordance with the Standing Orders of the Players.

- iii. Should the member not notify the Secretary of his intention to Appeal the decision of the Management Committee, the person shall cease to be a member on the date included in the resolution of the Management Committee.
- iv. Should the matter be referred to a meeting of the Players, and the meeting resolves that the recommendation of the Management Committee be adopted and membership cease, the person shall cease to be a member immediately upon the adoption of the resolution.

### **3. Life Membership**

In determining that a person is to be made a Life Member, the Management Committee shall ensure that the following criteria (as a minimum) have been reached:

- a) The person is to have made a significant contribution to the Players over a period of not less than ten (10) years, in holding a position on the Management Committee, or
- b) The person must have made a significant contribution to the artistic base of the Players for a period of not less than ten (10) years in having been involved significantly (either as Director, Designer or the like) in at least one production in each of the years under consideration; or
- c) A mixture of periods under section a) or b)
- d) There will be a weighting given to the periods of service given in more senior positions.
- e) The years of service need not be continuous, but the person must have been a member for the full period.

Should the Management Committee wish to elect a person as Life Member but that person does not fit the technical criteria of this By-Law, the Management Committee may recommend the matter to a meeting of Members, and the decision of the meeting of Members shall have the effect (implicitly but not explicitly) of amending this By-Law in as much as would be necessary to admit the person as a Life Member.

#### 4. **Duties of President**

The President is responsible generally for the efficient running of the Management Committee within general bounds and limitations established by the Management Committee, and in particular :

- a) determining the dates, times and places for the meetings of the Management Committee;
- b) determining the agendas for meetings of members and the Management Committee;
- c) the chairing of meetings of Members and of the Management Committee;
- d) generally co-ordinating the Officers and other members of the Management Committee, Theatre Officers and others associated with the management of the Players;
- e) representing the Players to the community, other community organizations and the public generally.

It will generally be necessary for the President to have been a Presidential Officer at the theatre prior to being considered for election as President.

#### 5. **Duties of Vice President (Production)**

The Vice-President (Production) is responsible generally for the implementation of the artistic program of the Players, and in particular:

- a) ensure that the artistic program is of a standard commensurate with that which is acceptable and in keeping with that which is appropriate to the Players;
- b) co-ordinating the activities of the various production Directors, and ensure that any rules and decisions of the Management Committee, or as laid out in the By-Laws in relation to Directors or to the running of productions, are carried out;
- c) managing and co-ordinating training activities for members and others;
- d) generally deputising for the President when the President is unable to carry out any internal or external representation of the Players;
- e) co-ordinating the activities of those Officers and Theatre Officers as is determined from time-to-time by the Management Committee or the President;
- f) such other duties as may be requested by the Management Committee from time-to-time.

It will generally be necessary for the Vice-President (Production) to have been a director at the theatre, or to be considered at least to have had significant artistic experience at the theatre prior to being considered for election as Program Director

#### 6. **Duties of Vice-President (Administration)**

The Vice-President (Administration) is responsible generally for the general administration of the Players, and in particular:

- a) ensuring that the general administration of the Players is undertaken in a smooth and efficient manner;
- b) co-ordinating and manage ticketing and box-office activities;
- c) co-ordinating and managing any administrative staff as may be appointed
- d) generally deputizing for the President when the President is unable to carry out any internal or external representation of the Players;
- e) co-ordinating the activities of those Officers and Theatre Officers as is determined from time-to-time by the Management Committee or the President;

- f) maintaining an appropriate register of members; and
- g) such other duties as may be requested by the Management Committee from time-to-time.

## **7. Duties of Secretary**

The Secretary is responsible for:

- a) ensuring that Minutes of meetings of Members and of the Management Committee are kept, and the business of the Players generally is recorded;
- b) receiving and responding to all official correspondence of the Players, under the direction of the President or a resolution of a meeting of members or of the Management Committee
- c) issuing notices of meetings and of Special Business and of Special Resolutions in accordance with the rules,
- d) maintaining any register of attendance at meetings, and
- e) such other duties as may be requested by the Management Committee from time-to-time.

## **8. Duties of Treasurer**

The Treasurer is responsible for:

- a) maintaining the books of account of the Players
- b) supervising any staff who may be appointed to physically maintain the accounts;
- c) ensuring that the requirements of the Rules, in relation to Finance, are maintained;
- d) ensuring that the Players' creditors are paid in a timely fashion;
- e) ensuring that Directors and others requiring funds to enable them to undertake their respective roles, are paid in a timely fashion (subject, of course, to appropriate authorities and approvals)
- f) preparing and submitting any returns required to be lodged by the authority;
- g) liaising with any banks and other financial institutions as may be necessary;
- h) recommending to the Management Committee on matters of financial prudence; and
- i) such other duties as may be requested by the Management Committee from time-to-time.

## **9. Duties of the Program Director**

The Program Director is responsible for:

- a) planning of activities relating to the artistic program of the Players in the following year;
- a) convening and chairing any meetings of a Play Recommendation Committee;
- b) co-ordinating any activities required of Directors and crew generally for the following year's program;
- c) developing publicity and promotion material for the following year's program;
- d) if intending to take up the role of Vice President Production in the following year, then to commence carrying out VPP duties in relation to that season's plays from the audition of Play 1.

It will generally be necessary for the Program Director to have been a director at the theatre, or to be considered at least to have had significant artistic experience at the theatre prior to being considered for election as Program Director.

## **10. Production Co-Ordinator**

The Management Committee may appoint one of their numbers to act as Production Coordinator for a particular production. The role of the Co-Ordinator shall be principally to act as liaison between the Director, cast and crew of the production and the Management Committee

## **11. Election of Directors**

11.1 Directors will be chosen by the Management Committee following a process whereby all members have been invited to submit themselves for election and given at least two weeks' notice to make their submission.

11.2 All members of the Management Committee shall have the opportunity to vote for Directors and, should members not be able to be present in person for the election (or subsequent ballot or decision), the election may include votes cast by technological methods as allowed by the Constitution. The President, in establishing the process for the election of Directors, will be mindful that the intention of this clause is that all members of the Management Committee should exercise a vote.

11.3 In choosing Directors, the Management Committee will take into consideration that Directors must satisfy one of the following requirements:

- a) be a member of the Players for at least two (2) years and during that time having acted and had experience in design, lighting, sound and stage management;
- b) be a member of the Players for at least two years and during that time shall having directed a workshop production which shows knowledge and planning for design, sound and lighting;
- c) be a member of the Players and having proven abilities in directing for a similar theatre group; or
- d) be a professional of proven ability.

11.4 Intending Directors shall be required to submit to the Management Committee a précis of their directing, design or acting history and capability. The Management Committee shall provide an opportunity for intending Directors to make presentations directly to the Management Committee.

11.5 Intending Directors are required to agree that, on election, they submit at least three plays for consideration, and such other conditions as the Management Committee may determine. The Management Committee shall be entitled to declare void the election of a particular Director if, after election, it becomes apparent that the person has not acted in good faith in relation to the conditions set out and agreed to.

11.6 Directors are not permitted to cast themselves in a play except with the express agreement of the Management Committee on the recommendation of the Vice-President (Production) or the Program Director.

## **12. President is ex-officio**

The President shall be ex-officio on all Committee and Sub-Committees of the Players or of the Management Committee.

## **13. Play Recommendation Committee**

13.1 The Management Committee shall elect members to participate in a Play Recommendation Committee;

13.2 The Committee shall comprise at least five members, plus the Program Director as chair, plus the President in an ex-officio capacity.

13.3 The Committee shall read the plays submitted by Directors and negotiate (in good faith) to prepare an appropriate and suitable program for the following year.

13.4 Shall make a program recommendation to the Management Committee, whose decision will be final and binding to all parties. In the selection of the plays, the Committee shall have due regard to the following:

- a) artistic quality
- b) likely acceptability to the audiences;
- c) a balance of play types in the calendar year;
- d) capacity of the Players to produce the play, and the anticipated cost of production; and
- e) the Director's preference.

## **14. Newsletter**

The Management Committee shall ensure that a Newsletter is published regularly as the main method of communication with members.

The price of the Newsletter shall be included in the annual membership fee.

## **15. Shelagh O'Hanlon Award**

The Shelagh O'Hanlon Award shall be awarded each year to the member who, in the opinion of the Management Committee, has made a significant contribution to the work of the Players in the previous year.

The Management Committee shall determine from time-to-time the nature of the Award and which will include a cash award of \$200.

The Management Committee will determine, from time-to-time, the method to be used to make the Award.

## **16. Pavilion Award**

The Pavilion Award shall be awarded each year to the member who, in the opinion of the Management Committee, has made a significant artistic contribution to the work of the Players in the previous year.

The Management Committee shall determine from time-to-time the nature of the Award and which will include a cash award of \$200.

The Management Committee will determine, from time-to-time, the method to be used to make the Award.

**17. Constitution**

The Rules of the Players will be made available to any member on request.

**18. Insurance**

The Management Committee shall ensure that the following insurances are maintained, as a minimum:

- a)Public Liability
- b)Building & Equipment, for fire, damage & burglary)
- c)Workers Compensation (for employees)
- d)Voluntary Workers, for accidental risk to members acting in a voluntary capacity on behalf of the Players;
- e)Property and equipment hired or on loan

## STANDING ORDERS

1. These Standing Orders are established in accordance with Section 16 of the Constitution of the Castle Hill Players Inc.
2. Except where stipulated directly in these Standing Orders, procedures at meetings shall be in accordance with the document "How to Chair a Meeting" by M.I.Puregger (ISBN 0 7016 0053 5) and published by Jacaranda Wiley Ltd.
3. The Constitution of the Castle Hill Players Inc allows that the Rules of the Players shall be interpreted by the President.
4. **Agenda at General Meetings**  
The Agenda at meetings of members shall include (but not be restricted to)  
Announcement of Proxies and of Apologies  
Consideration of Minutes of previous meetings  
Consideration of a Financial Report
5. At all meetings of members or of the Management Committee, the President shall act as Chairperson. In the absence of the President one of the Presidential Officers (by agreement) shall act as Chairperson. If no agreement can be reached, the Chair shall be determined by lot.
6. The Chairperson at any meeting shall have both a deliberate and a casting vote.  
  
However, in exercising a casting vote, a Chairperson will generally cast the vote so as to maintain the status quo although that shall not be a specific requirement.
7. **Time Limits**  
On all matters before the Chair, the following time limits shall apply
  - a) mover of a motion shall be allowed three (3) minutes
  - b) all subsequent speakers shall be allowed two (2) minutes
  - c) right of reply by mover shall be allowed two (2) minutes
8. **Method of Election**  
Without restricting the general right of the Chairperson at the time, or the meeting by resolution, determining the method of election of officers, members of the management committee, or other positions to be elected at meetings of members,  
  
The method used will generally be:
  - a) first-past-the-post system;
  - b) secret ballot; and
  - c) should there be only the same number of nominations for a position as there are positions to be filled, and consequently no ballot to be held, the chairperson of the meeting (or returning officer if one has been appointed) will call for a resolution of members to confirm (or otherwise) the specific election. The resolution will, if carried, replace the declaration of the poll. Should a resolution not be carried (by simple majority), the position will not be filled by the person, and a further nomination and ballot (or nomination and resolution) will be held.



9. **Suspension of Standing Orders**  
**Standing Orders, or such as them as may be necessary, may be suspended by resolution of the meeting for a particular period of time and particular purpose.**