

Sunnybank Theatre Group Inc.

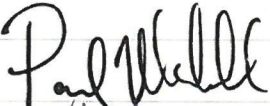



By-laws

Version 2.1, December 2019

Version control

V 0.1	28 September 2010	By-laws developed	By-laws working party
V 0.2	11 November 2010	Feedback sought	By-laws working party
V 1.0	22 November 2010	Document finalised and feedback incorporated – v1.0 Revised document circulated to all members of STG Management Committee, following discussion at MC meetings held in 2012.	Annual General meeting
V2.0	10 January 2013	Final document put to Annual General Meeting held 5 February 2013	Annual General meeting
V2.1	December 2019	Inclusion of s2.7 Suspension of Membership, circulation to all members of STG Management Committee, following discussion at Management Committee meetings held in 2019.	By-laws working party
V3.0	February 2020	Final document put to Annual General Meeting held in February 2020	Annual General meeting

Document approval

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Ratified by: General Membership	Annual General Meeting	08/03/2020

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1 Introduction

These by-laws were originally approved at the management committee meeting of the Sunnybank Theatre Group Inc (No 8196, incorporated on 4 December 1990), dated 2 August 1994, and form an addendum to the Rules of Association.

1.1 The by-laws

The by-laws are divided into the following parts:

1. Membership
2. Committee of management
3. Annual general or general meetings
4. General

All subsequent amendments to these by-laws will indicate the date on which the most recent amendment was made and approved by the management committee.

2 Membership

2.1 Classes

The following categories of membership are available:

1. **Ordinary** member – full, adult member aged **18 years** and over
2. **Associate** member – as described by the management committee and for a fee to be determined by the management committee. Associate members have no voting rights and are not eligible for election to the management committee
3. **Junior** member – aged between five (5) and seventeen (17) years
4. **Life** member – life membership may be conferred upon a member who has rendered outstanding service to the Association. Nominations shall be submitted in writing to the management committee, for consideration, and if approved, referred to the next general meeting of the Association for confirmation. As per the Rules of Association, the effective vote requires 3/4 majority of the members present to be in favour of the recommendation. This right is not transferable.

In addition to the description within the Rules of Association, in recognition of their contribution to the Association the management committee may issue an ordinary member a **gold card** entitling them to one admission per production for the financial year.

2.2 Application

Every applicant for any class of membership of the Association shall be proposed and seconded by financial members of the Association. The application must be in writing on the prescribed form (as approved by the management committee), and must be accompanied with the relevant fee.

Any member who is more than two years in arrears or is deemed un-financial must reapply for membership and, if approved by the management committee, will be allocated a new membership number in the register.

2.3 Fees

All persons working in, or on a production, including front of house, back stage, sound, lighting and musicians must become members of the Association.

Membership fees for new actors and musicians must be paid within two weeks of commencing rehearsals.

Membership fees are as follows:

1. Ordinary member – \$25.00 per annum, or \$65 for 3 years
2. Associate member – to be determined by the management committee
3. Junior member – \$5.00 per annum
4. Life member – free

A Director's written request for reimbursement of membership fees must be approved by the management committee and if approved, will be recorded as a specific show expense.

2.4 Membership financial year

The membership financial year is 1st January – 31st December.

Renewal of membership must be paid by 31 March each year otherwise membership may be determined un-financial.

2.5 Register of membership

A detailed register of membership must be compiled. Membership lists should only be accessed by members authorised by the Executive and that the use of such lists are to be restricted to defined STG core business activities.

Any other uses outside these defined activities must have the acceptance of 3/4 of the Executive.

The register of membership should include the following:

1. names and residential addresses;
2. email address (if applicable);
3. type of membership;
4. date of membership acceptance;
5. date fees paid; and
6. any additional information required by the management committee.

2.6 Rights and privileges of membership

The management committee may alter the privileges of membership from time to time provided:

1. any intended alteration is advised by way of a motion to the committee to be voted on at the next meeting; and
2. a 3/4 majority of committee members vote in favour.

Current privileges include:

Ordinary member - able to work in and on any STG production

- attendance at free workshops
- free copy of the STG newsletter
- invitation to all social events, eg. BBQs, functions and working bees
- full voting rights at annual and general meetings
- opportunity to stand for committee
- 2/3 discount off ticket prices, rounded to nearest dollar

Associate member - to be determined by the management committee

Junior member

- able to work in and on any STG production
- attendance at workshops
- free copy of the STG newsletter
- invitation to all social events, eg. BBQs, functions and working bees
- 2/3 discount off ticket prices, rounded to nearest dollar
- junior members are unable to stand for committee and have no voting rights

Life member

- as per ordinary member
- plus free admission to all productions
- non transferable

Gold card member

- as per ordinary member
- plus one free admission per production for the duration of the membership, which is normally for twelve (12) months' duration and is advised in writing by the secretary
- non transferable

2.7 Suspension of Membership

If a determination is made under the *STG Complaint Handling and Investigation Procedure – Workplace Discrimination, Harassment, Sexual Harassment and Bullying* that a member's behaviour warrants it, the management committee may suspend the privileges of membership for that person for a period of time not greater than 6 months from the date of the determination provided:

1. any intended suspension is advised by way of a motion to the management committee to be voted on at the next meeting; and
2. a 3/4 majority of committee members vote in favour.

3 Committee of management

3.1 Office bearers (the Executive)

The Executive will consist of:

1. President
2. Vice President
3. Secretary
4. Treasurer

3.2 Committee members (officers)

The number of general committee members for each year will be determined by a motion read aloud by the President at the annual general meeting. The motion will be resolved before the election of the executive office bearers and will apply to the number of general committee member positions eligible to be voted on.

The number of general committee members will not exceed six (6) or less than four (4).

3.3 Period of election

All executive positions are for a two (2) year period or until the next election takes place.

To ensure continuity, stability and long term commitment within the management committee, two members of the Executive will remain in office for the following year.

3.3.1 Continuity

On the resolution of rule 17(3) the position of president and secretary will be for a period of two (2) years. The position of vice-president and treasurer will be for a period of one (1) year.

The following year, the vice-president and treasurer will resign but will be eligible, on nomination, for re-election. In that year, the position of vice-president and treasurer will be for a period of two (2) years.

Also in that year, the president and the secretary are not required to retire from office. However, on completion of their two year term both president and secretary must resign but will be eligible, on nomination for re-election for a further two year period.

3.4 Election of management committee

All members will be advised of the calling of an election for the management committee at the same time as the notices of the annual general meeting are distributed. Nomination forms will be included.

3.4.1 Lodging of nominations

Written nominations duly signed by the member, proposer and seconder shall be lodged with the Secretary at least fourteen (14) days prior to the annual general meeting.

3.4.2 Publication of nominations

The Secretary shall produce a list of candidates in alphabetical order, with the name of the member who nominated each candidate, published on the notice board at least seven (7) days prior to the annual general meeting.

3.4.3 Insufficient Nominations

Should there be insufficient nominations to fill all positions; further nominations shall be called from the floor at the time of election.

3.5 Method of election of management committee

3.5.1 Ballot lists

Ballot lists will be prepared by the Secretary (if necessary) and distributed to all financial members present.

3.5.2 Proxy votes

Proxy votes submitted in the prescribed manner must be handed to the Secretary for verification prior to the start of the meeting.

Only those members who were financial at 31 December the previous year are eligible to vote.

3.5.3 Scrutineers

At least two (2) scrutineers must be appointed to complete the vote count. Where possible the role of scrutineer should be independent of the proceedings and therefore should be life members or non-involved attendees.

3.5.4 Executive committee nominations

Nominations received for each executive office bearer will be read and voted on separately. If ballots have been distributed, eligible voters will tick only the nominee for whom they wish to vote.

Only those members who were financial at 31 December the previous year are eligible to vote.

3.5.5 General committee nominations

General committee member nominations will be read and ballots distributed with eligible voters ticking only the nominees for whom they wish to vote. The total number ticked should not exceed that which has been advised at the time of calling for nominations.

Only those members who were financial at 31 December the previous year are eligible to vote.

3.6 Meetings of the management committee

The management committee may meet and conduct its proceedings as it considers appropriate.

However, as a maximum, the management committee should meet monthly at a time and date determined and agreed to by the elected management committee members.

Committee members may take part in meetings using any technology that reasonably allows members to hear and take part in discussions, for example, teleconferencing.

3.6.1 Quorum for management committee

A quorum will comprise greater than 50% of the total number of the committee members elected and/or appointed at the last annual general meeting.

3.6.2 Attendance at management committee meetings

Management committee meetings are the forums in which the Association members elected representatives make decisions on their behalf.

To encourage members' interest in the management of the Association, the management committee extends an invitation to interested parties (guests) to attend management committee meetings, provided they adhere to the following:

1. where the guest wishes to address the management committee
 - a. the guest(s) should provide agenda item(s) to the Secretary by 5.00pm the Sunday prior to the management meeting;
 - b. the guest should provide, where necessary, detailed information regarding their topic so discussion can remain focussed;
 - c. discussion should be succinct and will be limited;
 - d. the first agenda item in general business will be item(s) submitted by the guest(s);
 - e. discussion is limited to the guest's agenda item only. However the chair may invite comment(s) from the guest(s) on other agenda items if the chair deems appropriate;
 - f. the meeting table is for members of the management committee only – in special circumstances the chair may invite the guest(s) to join the table; this is at the discretion of the chair;
 - g. the chair has the right to ask the guest(s) to leave the room at anytime; provided the guest is given reasonable cause.

2. If the guest(s) wishes only to observe the proceedings:
 - a. in special circumstances the chair may invite the guest(s) to join the table; this is at the discretion of the chair;
 - b. the chair may invite comment(s) from the guest(s) on agenda items; this is at the discretion of the chair.

3.6.3 Casting votes

At management committee meetings motions will be decided by a simple majority. In the case of equality, the motion will be deemed to be decided in the negative.

3.7 Forfeiture of election to management committee

Committee members who fail to attend three (3) consecutive management committee meetings, without a satisfactory excuse, will be deemed by the committee to have relinquished their position as a committee member. The committee may appoint another financial member to fill this vacancy.

3.8 Appointment of sub-committees

In accordance with rule 26 (1), the management committee can appoint a sub-committee for any purpose - it can be on-going or project related.

3.8.1 The artistic sub-committee

Each year the management committee appoints an artistic sub-committee. Members of the artistic sub-committee must be members of the Association and have a comprehensive working knowledge of theatre. Their role is highly visionary and creative, and should consider the long-term financial viability of the theatre. The

number of members on this committee will be determined by the management committee.

The artistic sub-committee will meet on a monthly basis, the purpose of which is to research, read and discuss a variety of plays and musicals in order to propose a cultural program for the coming year. This recommendation is presented to the management committee for ratification at the August/September meeting.

The chairperson will ensure full and accurate minutes are recorded, and submit these minutes to the management committee Secretary by 5.00pm the Sunday prior to the next management committee meeting.

4 Annual general or general meetings

The annual general meeting is held on the first Tuesday in February each year.

4.1 Quorum

A quorum for an (annual) general meeting is the number of members equal to double the number of management committee members plus one.

4.2 Voting and Casting Votes

Each financial member present shall be entitled to one vote. In the case of equality of votes the Chairman shall have a second or casting vote.

Any member whose membership payment is in arrears is not entitled to vote.

4.3 Notice of a general meeting

General meetings should occur not less than bi-annually nor greater than quarterly. The Secretary will give notice of a general meeting no more than 28 days and no less than 14 day prior to the date of the meeting.

A general meeting is required for:

1. ratifying or setting aside by-laws
2. providing a platform for members to address the management committee and submit proposals for consideration by the management committee and/or other committees in place at the time

5 General

5.1 Reportage of meetings

The Secretary shall record full and accurate minutes of the proceedings, including action items, responsible officers and resolutions.

These minutes should be distributed to all attendees for verification and signed by the Chairman and Secretary at the next management committee meeting.

5.2 By-Laws

The management committee may, from time to time, make, amend or repeal by-laws not inconsistent with the Rules of Association for the internal management of the Association, provided the following procedure is followed:

1. any addition, amendment or repeal is given in the form of a notice of motion to be voted upon at the next meeting where a 3/4 majority vote of management committee members present is necessary.
2. by-laws may also be set aside by a general meeting of the Association on a 3/4 majority vote of financial members present provided prior notice of the intended rescission is advised to all members at the time of calling of the general meeting.

5.3 Financial

5.3.1 Approval of Expenditure

Out-of-session' is a standard meeting term. It means the members of the committee can make a decision, as long as the appropriate number agree, outside a meeting time, e.g. you may send emails around to committee members asking their view on something, and all the responses can be deemed the decision. As per section 29 of the 'model rules' – 'Resolutions of management committee without meeting

5.3.2 Financial Year

The financial year of the Association will be 01 January – 31 December.

5.4 Documents

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.