

AMATEUR REPERTORY COMPANY INC. STATEMENT OF PURPOSE AND ASSOCIATION RULES

ARC Inc. (Formerly Preston ARC and Darebin ARC) is a community based youth theatre group which was founded in 1996 by Anthony Ventura, Amelia van Lint, Nigel Pernu and Phillip Finochiarro.

STATEMENT OF PURPOSE.

- 1. To perform amateur theatrical productions for local residents.**
- 2. To extend the range of cultural activities available in the area that people can become involved in, particularly young people (15-28).**
- 3. To involve people, particularly young people, in all aspects of theatre performance, production, and organisational activities.**
- 4. To provide a means for people to interact with others in the community through sharing the common goal of making the production possible. Involvement in such a group provides a sense of solidarity and significance in its members, promoting personal development.**

AMATEUR REPERTORY COMPANY INC RULES.

1. The incorporated association in these Rules is “Amateur Repertory Company Inc”. Registration number: A0032824K.

2. Definitions.

- (1) In these rules unless contrary intention appears: -
- “Act” means the Association Incorporations Act 1981;
 - “Committee” means the committee of management of the Association;
 - “Financial Year” means the year ending on 30 June;
 - “General Meeting” means a general meeting of members convened in accordance with rule 12.
 - “Member” means a member of the Association;
 - “Ordinary member of the committee” means a member of the committee who is not an officer of the Association under rule 21;
 - “Regulations” means the regulations under the Act. “Relevant Documents” has the same meaning as in the Act.
 - “ARC” means Amateur Repertory Company Incorporated.
- (2) In these rules, a reference to the Secretary of ARC is a reference -
- if a person holds office under these rules as Secretary of the Association - to that person; and
 - in any other case, to the public officer of ARC.

3. Alteration of the Rules.

- (1) These rules and the statement of purpose of ARC must not be altered except in accordance with the Act.

4. Membership, entry fees and subscription.

- (1) A person who applies and is approved for membership as provided in these rules is eligible to be a member of ARC on payment of the annual membership fee payable under these rules.
- (2) A person who is not a member of ARC at the time of incorporation of ARC (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless –
- he or she applies for membership in accordance with sub-rule (3) and
 - the admission as a member is approved by the committee.
- (3) An application of a person for membership of ARC must –
- be made in writing in the form set out in Appendix 1;

- be lodged with the Secretary of ARC.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
 - (5) The committee must determine whether to approve or reject the application.
 - (6) If the committee approves an application for membership, the Secretary must, as soon as practicable -
 - Notify the applicant of the approval for membership; and
 - request payment within 28 days after receipt of the notification of the sum payable under these Rules as the annual membership fee.
 - (7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
 - (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
 - (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
 - (10) A right, privilege, or obligation of a person by reason of membership of ARC, if the committee approves an application for membership -
 - is not capable of being transferred or transmitted to another person; and
 - terminates upon the cessation of membership whether by death or resignation or otherwise.
 - (11) The membership fee is the relevant amount set out in Appendix 4.
 - (12) Membership renewal is due on anniversary date of original membership payment with membership renewal form set out in Appendix 4.

5. Register of members.

- (1) The Secretary must keep and maintain a register of members containing -
 - The name and address of each member; and
 - The date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

6. Ceasing Membership

- (1) A member of ARC who has paid all moneys due and payable by a member to ARC may resign from the ARC by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub rule (1) -
 - the member ceases to be a member; and
 - the Secretary must record in the register of members the date on which the member ceases to be a member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these rules, if the committee is of the opinion that a member has refused or neglected to comply with these rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of ARC, the committee may:-
 - fine that member an amount not exceeding \$500; or
 - suspend that member from membership of ARC for a specified period; or
 - expel that member from ARC.
- (2) A resolution of the committee under sub rule (1) does not take effect unless -
 - at a meeting held in accordance with sub rule (3), the committee confirms the resolution; and
 - if the member exercises a right of appeal to ARC under this rule, ARC confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice -
 - setting out the resolution of the committee and the grounds on which is based: and
 - stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - stating the date, place and time of that meeting; and
 - informing the member that he or she may do one or both of the following -
 - attend that meeting;
 - give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - informing the member that, if at that meeting, the committee confirms the resolution, her or she may not later than 48 hours after that meeting, give

the Secretary a notice to the effect that he or she wishes to appeal to ARC in general meeting against the resolution.

- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must -
 - give the member, or his or her representative, an opportunity to be heard; and
 - give due consideration to any written statement submitted by the member; and
 - determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to ARC in general meeting against the resolution.
- (7) If the Secretary receives notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of ARC to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of ARC convened under sub rule (7) -
 - no business other than the question of the appeal may be conducted; and
 - the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - the member, or his or her representative, must be given the opportunity to be heard; and
 - the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed it, at the general meeting, not less than two thirds of the members vote in person , or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between -
 - a member and another member; or
 - a member and ARC.
- (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.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be -
 - a person chosen by agreement between the parties; or
 - in the absence of agreement -
 - in the case of a dispute between a member and another member, a person appointed by the committee of ARC; or
 - in the case of a dispute between a member and ARC, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Dept. of Justice).
- (5) A member of ARC can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - give the parties to the mediation process every opportunity to be heard; and
 - allow due consideration by all parties of any written statement submitted to any party; and
 - ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. Annual General Meetings

- (1) The committee may determine the date, time and place of the Annual General Meeting of ARC.
- (2) The notice convening the annual general meeting must specify the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be -
 - to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

- to receive from the committee reports upon the transactions of ARC during the preceding year.
- to elect officers of ARC and the ordinary members of the committee; and
- to receive and consider the statement submitted by ARC in accordance with section 30(3) of the Act.

10. Special General Meetings.

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of ARC.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of ARC.
- (6) The request for a special general meeting must -
 - state the objects of the meeting; and
 - be signed by the members requesting the meeting; and
 - be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by ARC to the persons incurring the expenses.

11. Special Business.

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of General Meetings.

- (1) The secretary of ARC, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of ARC, must cause to be sent to each member of ARC, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent -
 - by prepaid post to the address appearing in the register of members; or
 - if the member requests, by facsimile or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings.

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present -
 - in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than three) shall be a quorum.

14. Presiding at general meetings.

- (1) The President, or in the President's absence, the Vice - President, shall reside as Chairperson at each general meeting of ARC.
- (2) If the President and the Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of Meetings.

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (13) it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings.

- (1) Upon any question arising at a general meeting of ARC a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to ARC have been paid.

17. Poll at general meetings.

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried.

- (1) If a question arising at a general meeting of ARC is determined on a show or hands or by secret ballot.
 - a declaration by the Chairperson that a resolution has been -
 - carried; or
 - carried unanimously; or
 - carried by a particular majority; or
 - lost; and
 - an entry to that effect in the minute book of ARC -is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

19. Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be -
 - for a meeting of ARC convened under rule 7(7) in the form set out in Appendix 2; or
 - in any other case, in the form set out in Appendix 3.

20. Committee of Management.

- (1) The affairs of ARC shall be managed by the Committee of Management.
- (2) The committee -
 - Shall control and manage the business and affairs of ARC and
 - may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by ARC other than those powers and functions that are required by these Rules to be exercised by general meetings of members of ARC; and
 - subject to these Rules, the Act and Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of ARC.
- (3) Subject to section 23 of the Act, the committee shall consist of -
 - The officers of ARC; and
 - 4 ordinary members-each of whom shall be elected at the annual general meeting of ARC in each year.

21. Office Holders.

- (1) The officers of ARC shall be -
 - a President;
 - a Vice President;
 - a Treasurer; and
 - a Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub rule (1).
- (3) Each officer of ARC shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. Ordinary Members of the Committee.

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of ARC to fill the vacancy and the member shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of officers and ordinary committee members.

- (1) Nominations of candidates for election of officers of ARC or as ordinary members of the committee must be -
 - Made in writing, signed by two members of ARC and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - Delivered to the Secretary of ARC not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting by secret ballot.

24. Vacancies

- (1) The office of an officer of ARC, or of an ordinary member of the committee, becomes vacant if the officer or member -
 - ceases to be member of ARC; or
 - becomes an insolvent under administration within the meanings of the Corporations Law; or
 - resigns from office by notice in writing given to the Secretary.

25. Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee

26. Notice of committee meetings.

- (1) Written or verbal notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee any special meeting specifying the general nature of the business to be conducted and no other business at such a meeting.

27. Quorum for committee meetings.

- (1) Any 4 members of the committee (of which at least 2 will be officers of ARC) constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present -
 - in the case of a special meeting - the meeting lapses;
 - in any other cases - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

28. Presiding at Committee Meetings.

- (1) At meetings of the committee -
 - the President, or in the President's absence, the Vice President presides; or
 - if the President and the Vice President are absent or unable to preside, the members present must choose one of their number to preside.

29. Voting at Committee Meetings.

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (2) Each member present at a meeting of the committee or at a meeting of an sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. Removal of committee member.

- (1) ARC in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposal resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of ARC (not exceeding reasonable length) and may request that the representations be provided to the members of ARC.
- (3) The Secretary or the President may give a copy of the representations to each member of ARC if they are not so given, the member may require that they be read out at the meeting.

31. Minutes of Meetings.

- (1) The Secretary of ARC must keep minutes of the resolutions and proceedings of each general meeting and each committee meeting, together with a record of the names and persons present at committee meetings.

32. Funds.

- (1) The Treasurer of ARC must -
 - Collect and receive all money due to ARC and make all payments authorized by ARC; and
 - Keep correct accounts and books showing the financial affairs of ARC with full details of all receipts and expenditure connected with the activities of ARC.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of ARC shall be derived from membership fees, donations and such other sources as the committee determines.

33. Seal.

- (1) The common seal of ARC must be kept in the custody of the Secretary or other nominated officer of the ARC.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of ARC.

34. Notice to members.

- (1) Except for the requirement in rule 12, any notice that is required to be given to a member, on behalf of ARC, under these rules may be given by -
 - delivering the notice to member personally; or
 - sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - facsimile transmission, if the member has requested that the notice be given to her or him in this manner; or
 - electronic transmission, if the member has requested that the notice be given to him or her in this manner.

35. Winding Up.

- (1) In the event of the winding up or the cancellation of the incorporation of ARC, the assets of ARC must be disposed of in accordance with the provisions of the Act.

36. Custody and inspection of books and records.

- (1) Except as otherwise provided in these Rules, the Secretary or any other nominated officer of the ARC, must keep in his or her custody or under his or her control all books, documents, and securities of ARC.
- (2) All accounts, books, securities and any other relevant documents of ARC must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of ARC.