

# Gilbert & Sullivan Org Chart

Version	Date	Revised by	Amendments/Comments
1	28 April 2009	<i>Provided by Paul Talbot/Megan Doherty</i>	Version 1 located by Megan Doherty and sent to Manik Meah by email dated 17 May 2014. This version is assumed to be current.
2	19 May 2014	Manik Meah	Amended clause 9(c) following a member's resolution at AGM dated 25 March 2014. President Brian McLauchlan to lodge forms 6&7 with Consumer and Business Affairs in the Business and Occupational Services section.



## ASSOCIATIONS INCORPORATION ACT 1985

### THE GILBERT & SULLIVAN SOCIETY OF SOUTH AUSTRALIA INC.

#### RULES OF ASSOCIATION

#### 1. NAME

The name of the incorporated association is “The Gilbert and Sullivan Society of South Australia Incorporated”.

#### 2. DEFINITIONS

In these Rules, unless the contrary intention appears:

“**Board**” or “**Board of Management**” means the Board of Management for the time being of the Society.

“**Financial year**” means the period commencing 1 January and concluding on 31 December (both dates inclusive) in each year.

“**General meeting**” means a general meeting of members of the Society convened in accordance with these Rules.

“**Member**” means a person who is a member of the Society in any of the categories set out in clause 5(a) hereof.

“**Society**” means The Gilbert and Sullivan Society of South Australia Incorporated.

“**Special resolution**” means a resolution carried by a majority of two-thirds of the members present and entitled to vote at any general meeting.

“**The Act**” means the Associations Incorporation Act 1985 as amended.

Words importing the singular only include the plural and vice versa.

#### 3. OBJECTS

The objects of the Society shall be:

- (a) to perpetuate and honour the memory of Sir Arthur Sullivan and Sir William Schwenk Gilbert;
- (b) to foster, preserve and promote the Gilbert & Sullivan repertoire as a vital part of contemporary and popular theatre;
- (c) to foster, cultivate and stimulate the acquisition of knowledge of the musical works of Sir Arthur Sullivan and the poetical, dramatic and operatic works of Sir William Schwenk Gilbert and, in particular, the comic operas jointly composed and written by Sir Arthur Sullivan and Sir William Schwenk Gilbert;
- (d) to study in detail, learn, read, publicly perform and in any other suitable manner acquire knowledge of the said works, their history and origin;
- (e) to assist the musical education of the members of the Society by providing such instructors as shall be deemed necessary;
- (f) to raise funds for such charitable or patriotic purposes as may be determined by the Board of Management;
- (g) to do such things as may be incidental or conducive to the attainment of the above objects and without in any way restricting the generality of this clause:
  - (i) to produce, stage and perform theatrical performances of all kinds, including workshops, concerts, musicals, operettas;

- (ii) to raise funds by such theatrical performances and through sales of merchandise incidental thereto;
- (iii) to provide for the entertainment of the members and their guests;
- (iv) to hire, rent or lease to members of the public and other theatrical groups such of the assets of the Society as may be deemed desirable;
- (v) to join with other theatrical and community groups in the co-production and staging of theatrical performances of all kinds.

4. **POWERS**

The Society shall have all the powers conferred by s.25 of the Act.

5. **MEMBERSHIP**

- (a) The Society shall have the following categories of membership:

- (i) ordinary membership;
- (ii) junior membership;
- (iii) life membership;
- (iv) honorary membership;
- (v) honorary life membership;
- (vi) patron membership

(b) **Ordinary Membership**

Any person of or above the age of 18 years shall be eligible for membership of the Society and shall be or become an ordinary member of the Society provided that:

1. that person:

- (i) completes and signs a form of application for membership approved by the Board of Management,
- (ii) submits with the application the amount of the annual membership fee from time to time fixed by the Society, and
- (iii) that application is accepted by (two or more members of) the Board;

or

2. that person being a current member of the Society duly pays the membership renewal fee fixed by the Society for the succeeding financial year.

The subscription fee for ordinary membership shall be such sum (if any) as the Board shall determine from time to time and shall be payable upon joining or otherwise annually on or before 1 January in each year or at such other time as the Board shall determine.

An ordinary member whose subscription is outstanding for more than three months after the due date for payment shall thereupon cease to be a member of the Society, provided always that the Board may later reinstate that person's membership on such terms as it thinks fit.

(c) **Junior Membership**

Any person below the age of 18 years shall be eligible for junior membership of the Society but such person shall not be entitled to vote at any general meeting of the Society nor be entitled to become a member of the Board.

Any such person shall be deemed to become a junior member of the Society provided that:

1. that person:

- (i) completes and signs a form of application for membership approved by the Board of Management,
- (ii) submits with the application the amount of the annual junior membership fee from time to time fixed by the Society, and
- (iii) that application is accepted by the Board;

or

2. that person being a current member of the Society duly pays the membership renewal fee fixed by the Society from time to time.

The subscription fee for junior membership shall be such sum (if any) as the Board shall determine from time to time and shall be payable upon joining or otherwise annually on or before 1 January in each year or at such other time as the Board shall determine.

Any junior member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Society, provided always that the Board may reinstate such person's membership on such terms as it thinks fit.

(d) **Life Membership**

Any member of the Society shall be eligible to become a life member:

- (i) upon application to the Board for such membership;
- (ii) upon that application being accepted by a resolution of the Board; and
- (iii) upon payment of such sum as the Board may determine to be appropriate, having regard to the then current subscription fee and the member's age.

A life member shall have all the rights and privileges of an ordinary member.

(e) **Honorary Membership**

The Board may at its absolute discretion elect any person who in the opinion of the Board has rendered outstanding service to the Society over a particular period, to the status of honorary membership of the Society for a particular financial year or part of it. Such honorary member shall not be obliged to pay any membership fee for that year but shall have all the rights and privileges of an ordinary member for that year.

(f) **Honorary Life Members**

The Board may elect any member of the Society who has, in its opinion, rendered outstanding service to the Society and its members, as an honorary life member of the Society but upon the condition that such appointment will not be made if two or more members of the Board present and voting oppose such an appointment.

Following such appointment, the honorary life member shall not be obliged to pay any annual subscription and shall otherwise enjoy the same rights and privileges as an ordinary member.

The Board may further and at its discretion upon the death of any honorary life member confer that same status upon the surviving partner of that deceased person.

(g) **Patron Membership**

The Board may at its absolute discretion invite any person or persons to become a patron of the Society for a specified period or periods of time and the person or persons so appointed shall be known as "Patrons" and shall enjoy all the privileges and benefits of ordinary membership without the need to pay any subscription.

(h) **Resignation**

A member may resign from membership of the Society by giving written notice of such to the Secretary or Public Officer of the Society. Any member so resigning shall not be entitled to any refund of membership fees paid and shall be liable for any subscriptions outstanding at the time of resignation, which subscriptions may be recoverable as a debt due to the Society.

(i) **Expulsion of a Member**

- (1) Subject to its compliance with the rules of natural justice, the Board may at any time resolve to expel a member found by it to be guilty of misconduct detrimental to the interests of the Society.
- (2) Without limiting the effect of the clause immediately above, particulars of any charge of misconduct against a member shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined and the member shall be entitled to be heard or to make written submissions on the matter or matters charged.
- (3) The determination of the Board on such a charge shall be communicated to the member and in the event of an adverse determination the member shall, subject to

sub-rule (4), cease to be a member fourteen (14) days after the Board has made such a communication.

- (4) It shall be open to a member to appeal any such determination and that appeal will be determined at a general meeting of the Society.
- (5) In the event of an appeal under sub-rule (4) the appellant's membership of the Society shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Society in general meeting after the appellant has had an opportunity to be heard by members of the Society and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

(j) **Register of Members**

The Secretary shall keep a register of all members of the Society and that register shall contain the name and address of each member and such other particulars as the Board may from time to time require.

(k) **Notification of Change of Address or Particulars**

Every member shall forthwith notify the Secretary of any change in that member's registered address or particulars.

6. **PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The assets and income of the Society shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members except as bona fides remuneration for services rendered or expenses incurred on behalf of the Society.

7. **THE BOARD OF MANAGEMENT**

- (a) The affairs of the Society shall be managed and controlled by a Board of Management which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Society and are not by the Act or these Rules required to be done by the Society in general meeting.
- (b) The Board shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Society on which these Rules are silent.
- (c) The Board shall appoint a Public Officer as required by the Act.
- (d) The Board shall comprise the following office holders; namely, President, Vice-President, Secretary and Treasurer (each of whom shall hold office for the period between successive Annual General Meetings and shall be eligible to stand for that office again), six other members, who shall each hold office for a term of two years, and any ex officio members appointed hereunder.
- (e) At each Annual General Meeting the President, Vice-President, Secretary, Treasurer and three ordinary Board members shall retire but each shall be eligible for re-election.
- (f) A retiring member of the Board shall remain in office until the dissolution of the meeting at which he retires.
- (g) The Board may appoint a natural person to fill a casual vacancy and such a Board member shall hold office until the next Annual General Meeting of the Society and shall be eligible for re-election.
- (h) A retiring Board member including an office holder shall be eligible to stand for re-election without nomination but no other person shall be eligible to stand for election to the Board or as an office holder unless another member of the Society has nominated that person for such a position at least twenty-one (21) days before the Annual General Meeting by delivering the nomination of that person to the Secretary of the Society. The nomination shall be signed by the proposer and by the nominee, who will express a willingness to stand for election.

If at the time of the Annual General Meeting there is no candidate standing for re-election or otherwise nominated for election as an office holder on the Board or as a Board member, then the Chair of the meeting may then call for nominations to such positions from the floor of the meeting and may thereupon conduct an election.

- (i) Notice of all persons seeking election to the Board shall be given to all members of the Society along with the notice calling the meeting at which the election is proposed to take place.

- (j) The Board shall not continue to act in the management of the Society if the total number of Board members falls below six, save and except that it may in those circumstances take such steps as it may deem appropriate to fill the existing vacancies so that it is properly reconstituted.
- (k) All elections for office holders and Board members shall be by secret ballot.
- (l) The office of a Board member shall become vacant if that member:
  - (i) is disqualified by the Act;
  - (ii) is expelled under these Rules;
  - (iii) is permanently incapacitated by ill-health;
  - (iv) is absent without apology from more than three consecutive meetings of which proper notice has been given;
  - (v) has resigned from that position by notice in writing;
  - (vi) has ceased to be a financial member of the Society;
  - (vii) has died.
- (m) The Board may at its absolute discretion appoint as ex officio members of the Board during any financial year or part of it, the following persons:
  - (i) the production manager or managers for those productions which are scheduled to take place within a year of the date of appointment;
  - (ii) up to three other persons who over the period of the appointment will be holding a Board-appointed office in the Society.
- (n) Persons appointed to the Board ex officio or otherwise to fill a casual vacancy shall be entitled to vote at meetings of the Board.

## 8. PROCEEDINGS OF THE BOARD OF MANAGEMENT

- (a) The Board shall meet at least six times per year at such time and such places as it may from time to time determine provided that the Secretary shall give each member of the Board no less than five (5) days' notice of any such meeting. The President will preside at each meeting of the Board. If the President is not present or is otherwise unable to preside then the members of the Board at that meeting will decide which of them is to preside.
- (b) Questions arising at any meeting of the Board shall be decided by a majority of votes and in the event of equality the Chair of the meeting shall have a casting vote but no deliberative vote.
- (c) A quorum for a meeting of the Board shall be one half of its current number of members plus one.
- (d) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Society must disclose the nature and extent of that interest to the Society as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Society.
- (e) The Board may appoint sub-committees of their number, either with or without the addition of Society members who are not members of the Board, to act with regard to any matter or thing which in the opinion of the Board it is necessary or desirable to delegate to a sub-committee.
- (f) The Board may appoint such directors, musical directors, accompanists, choreographers and set designers as it thinks fit and determine the terms and conditions of each such appointment.
- (g) Subject to these Rules the Board may in its absolute discretion pay expenses or honoraria to any member or officer of the Society or to any person assisting with its conduct of its affairs as it may in its absolute discretion determine.

## 9. FINANCIAL

- (a) The Board shall cause proper books and records to be kept of the moneys received and expended by the Society and accounts showing details of such receipts and expenditure and of the Society's assets and liabilities.

- (b) The Board shall prepare and submit to each Annual General Meeting of the Society an audited Statement of Assets and Liabilities for the financial year just past and an audited Statement of Income and Expenditure for that same year.
- (c) All moneys received by the Board on behalf of the Society shall as soon as practicable be paid into a bank or building society account approved by the Board to the credit of an account in the Society's name and cheques or withdrawals from that account may be effected by any one of the President, Vice-President, Secretary or Treasurer, or by any person appointed to a casual vacancy in their stead, or by any other person approved by the Board.

10. **AUDIT**

- (a) At each Annual General Meeting the members present are to appoint a person as auditor of the Society. The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- (b) If the auditor duly appointed ceases to hold office during the financial year then the Board may in its discretion appoint an auditor for the balance of that year.

11. **ANNUAL GENERAL MEETING**

- (a) The Board shall call an Annual General Meeting in accordance with the Act and these Rules.
- (b) The Annual General Meeting will be held within five (5) calendar months after the end of each financial year.
- (c) The order of business of the meeting shall be the confirmation of the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting, the consideration of the accounts and reports of the Board and the report of any auditor, the appointment of Board members, the appointment of an auditor and any other business requiring consideration by the Society in general meeting.

12. **SPECIAL GENERAL MEETING**

- (a) The Board may call a special general meeting of the Society at any time.
- (b) Upon a requisition in writing of not less than twenty (20) members of the Society, the Board shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month as required by sub-rule (c), the requisitionists or at least ten (10) of their number may convene a special general meeting. Such a meeting shall be convened in the same manner or as nearly as practicable as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Society.

13. **NOTICE OF GENERAL MEETINGS**

- (a) Subject to sub-rule (b), at least fourteen (14) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- (c) A notice may be given by the Society to any member by serving the notice personally or by sending it by post to the address appearing in the register of members.
- (d) Where a notice is sent by post, service of notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail.

14. **PROCEEDINGS AT GENERAL MEETINGS**

Twenty (20) members present personally shall constitute a quorum for the transaction of business at any general meeting and otherwise six (6) members shall constitute a quorum for the purposes of adjourning any general meeting.

- (a) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall form a quorum.
- (b) The President shall preside as Chair at a general meeting of the Society.
- (c) If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or he or she is present but declines to take or retires from the Chair, the members may choose a Board of Management member or one of their own number to be the Chair of that meeting.

15. **MINUTES**

- (a) Proper minutes of all proceedings of general meetings of the Society and of meetings of the Board of Management shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this Rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.
- (c) 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 in the meeting shall be deemed to be valid.

16. **VOTING**

- (a) At any general meeting a motion put to a vote shall be decided on a show of hands and a declaration by the Chair of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (b) Subject to these Rules each member present in person shall be entitled to one vote save and except for junior members.
- (c) If a poll is demanded by the Chair of the meeting or by three or more members present personally, it shall be taken in such manner as the Chair directs.
- (d) The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three-quarters of the members who, being entitled to do so, vote personally at the meeting is required.
- (e) A poll demanded on the election of a Chair of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

17. **RULES**

- (a) Subject to approval by a special resolution of the members of the Society, these Rules may be altered, including an alteration to the Society's name, or be rescinded and replaced by substituted Rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- (b) The registered Rules shall bind the Society and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

18. **THE SEAL**

- (a) The Society shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without express authorisation of the Board of Management and every use of the seal shall be recorded in the minute book of the Society. The affixing of the seal shall be witnessed by the President or Vice-President and any other member of the Board.