CONSTITUTION

1. **NAME:** The name of the organisation shall be "Gold Coast Little Theatre" hereinafter called GCLT.

2. **OBJECTS OF GCLT:** The objects of GCLT shall be:-

   (a) To promote the development and appreciation of the cultural arts. and particularly to promote the amateur production of plays in the City of the Gold Coast.

   (b) If advisable, to affiliate and work in cooperation with other organisations with similar objects in whole or in part.

   (c) To do all things incidental to the proper carrying out of the above objects including the:-

      (i) raising of money;

      (ii) employing professionals, if considered necessary, to instruct the members in play production, the art of acting, stagecraft, makeup, voice control, and other things appertaining to the theatre; and

      (iii) paying the usual fees to any person or professional man or woman employed in his or her trade or profession by GCLT.

   (d) To construct, renovate, acquire premises and facilities to enable GCLT to carry out its objects.

   (e) To promote the amateur production of plays in the building that GCLT owns or in any other building GCLT may own in the future.

   (f) To build, maintain, renovate and refurbish any building owned by GCLT now or in the future to enhance the productions of theatrical and cultural performances in the City of the Gold Coast.

3. **CLASSES OF MEMBERS:** The members of GCLT shall consist of Ordinary Members, Youth Members, Life Members and Honorary Members.

4. **MEMBERSHIP:**

   (a) Membership shall be open and the number of Members, Life Members, Youth Members and Honorary Members shall be unlimited.

   (b) Subject to this constitution Youth Members are defined as any person under eighteen years upon payment of his or her annual subscription for the current financial year. The Management Committee shall determine the membership rights of Youth Members.

5. **LIFE MEMBERS:**

   (a) Any Ordinary Member upon a decision at an annual general meeting, or general meeting may be awarded Life Membership of GCLT for outstanding service to the theatre, having all the privileges appertaining to an Ordinary Member of GCLT without payment of the annual subscription.

(b) Nomination for Life Membership must be presented to the Management Committee prior to a general or annual general meeting. The nomination should be seconded by a member and the reasons for the nomination given. Such nomination then becomes a notice of motion at the next general or annual general meeting.

(c) For the purposes of this Clause 5, the Management Committee shall publish from time to time the criteria and guidelines to be used when determining "outstanding service".

6 **HONORARY MEMBERS:** The admission and rejection of Honorary Members shall be by election by the Management Committee under conditions prescribed by the Management Committee.

7. **ANNUAL SUBSCRIPTIONS:**

(a) The membership fee shall be as determined by the members at a general meeting of GCLT.

(b) The full membership shall be for twelve months.

(c) A Financial Member at any material time is a member who is not then indebted to the organisation in respect of any annual subscription or levy or other payment whatsoever.

(d) A member who is in arrears with his or her annual subscription for thirty days shall be deemed to have forfeited his or her membership and be removed from the register of members. The Management Committee, or on appeal from an adverse decision from the Management Committee the members, may reinstate him or her on payment of the amount due.

8. **ADMISSION AND REJECTION OF MEMBERS:**

(a) The application for membership shall be in such form and shall contain such particulars as the Management Committee may from time to time reasonably prescribe. All application forms shall be deposited with the Secretary with the applicant's annual subscription for the current financial year.

(b) Admission to Membership shall be by election of the Management Committee or, upon appeal, by the members in general meeting. At the Management Committee meeting next following the payment to the Secretary of the annual subscription the Management Committee shall consider the application of each applicant and shall elect or reject him or her as a member.

9. **APPEAL AGAINST REJECTION OF MEMBERSHIP:**

(a) A person whose application for membership has been rejected may, within one month after receiving notification of such rejection, appeal against the decision of the Management Committee to a general meeting of the members of the organisation held for the purpose of determining that appeal.

(b) Notice in writing of his or her intention to appeal shall be given to the Secretary.

(c) The Secretary shall, at the request of the appellant, give more than fourteen (14) days' notice of a general meeting to hear the appeal, provided always that the meeting is held within three (3) months of receipt of the approval.

(d) At such meeting the appellant shall be given the opportunity to fully present his or her case orally or in writing or partly by one of these means and partly by the other and the Management Committee or those members thereof who rejected the application shall subsequently likewise have the opportunity of presenting its or their case.

10. **TERMINATION OF MEMBERSHIP:**

(a) A member may resign from the organisation at any time by giving notice in writing to the Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(b) (i) If a member conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of GCLT, the Management Committee shall consider whether his or her membership shall be terminated.

(ii) If membership is terminated, the member concerned may appeal against the decision of the Management Committee.

(iii) Notice in writing of his or her intention to appeal shall be given to the Secretary.

(iv) The Secretary shall, at the request of the appellant, give more than fourteen (14) days' notice of a general meeting to hear the appeal, provided always that the meeting is held within three (3) months of receipt of the appeal.

(v) At such meeting the appellant shall be given the opportunity of fully presenting his or her case either orally or in writing or partly by either of these means and the Management Committee or those members thereof who intend to terminate his or her membership shall subsequently likewise have the opportunity of presenting its or their case.

11 **REGISTER OF MEMBERS:**

(a) The Management committee shall cause a register to be kept in which shall be entered the names and postal or residential addresses of all persons submitted to membership of GCLT and any other information the Management Committee shall from time to time reasonably require be included. The register of members may be maintained in an electronic format or as prescribed by the Management Committee from time to time.

(b) The Register of Members shall be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for such inspection.

12. **MANAGEMENT AND CONTROL:**

(a) The management and control of GCLT shall be vested in the Management Committee consisting of the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Building Director, Technical Director, Social Convenor, Artistic Director, Publicity Officer, Box Office Manager, Front of House Manager, Wardrobe Manager, Rights Acquisition Officer and Immediate Past President.

(b) The production committee is to consist of Seven members made up of the Artistic Director and six committee members elected at the annual general meeting.

13. (a) Any member of the Management committee may resign at any time from membership of the Management Committee by notice in writing delivered to the President or the Secretary but such resignation shall only take effect at the time when such notice is received by the President or the Secretary unless some later date is specified in the notice or he or she may be removed from office at a general meeting convened for that purpose.

(b) At any such general meeting the member shall be given the opportunity to fully present his or her case either orally and/or in writing. The question of removal

shall be determined by the vote of the majority of the Financial Members present at such general meeting.

14. **VACANCIES ON THE MANAGEMENT COMMITTEE:** The Management Committee shall have the power to appoint a Financial Member who may or may not then be a member of the Management Committee to fill any casual vacancy on the Management Committee until the next annual general meeting.

15. **FUNCTIONS OF THE MANAGEMENT COMMITTEE:** Except as otherwise provided by this constitution and subject to resolutions of the members of GCLT carried at any annual or general meeting, the Management Committee:-

    (a) Shall have the general control and management of the administration of the affairs, property and funds of GCLT; and

    (b) Shall have authority to interpret the meaning of this constitution and any matter relating to GCLT on which this constitution is silent;

    (c) May appoint persons, to be salaried officers, clerks or servants for carrying out the necessary concerns of GCLT, and may define the duties to be performed by them respectively, and may allow them respectively such salaries, gratuities and privileges as to it, the Management Committee may seem proper, and may suspend or discharge any officer, clerk or servant whenever there shall seem to it occasion for doing so. Any complaint against a servant or employee of GCLT shall be made through the Management Committee.

16. **MEETINGS OF THE MANAGEMENT COMMITTEE:**

    (a) The Management Committee shall meet once in every calendar month to exercise its functions.

    (b) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing of not less than three members of the Management Committee, which requisitions shall clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted thereat.

    (c) At every meeting of the Management Committee six members of the Management Committee shall constitute a quorum.

    (d) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of equality of votes on any question or at any meeting of the Management Committee the question shall be deemed to be decided in the negative.

    (e) Not less than two days' notice shall be given to members of the Management Committee of any special meeting of the Management Committee.

    (f) The Management Committee may delegate any of its powers and functions to sub-committees as it shall think fit. Any sub-committee so formed shall in the exercise of its powers and functions so delegated conform to any directions that may be imposed on it by the Management Committee. The proceedings of all sub-committees so appointed shall be regulated by the constitution relating to the proceedings of the Management Committee.

17. **ANNUAL GENERAL MEETINGS OR GENERAL MEETINGS:**

    (a) Subject to this constitution, the annual general meeting shall be held within three calendar months of the end of the financial year.

(b) At the annual general meeting of GCLT, all members of the Management Committee for the time being shall retire from office, but shall be eligible for re-election. The retirement of any member of the Management Committee shall take effect at the conclusion of the meeting of which his or her replacement is appointed or as otherwise determined by the Management Committee.

(c) The business to be transacted at every annual general meeting must include:-

(i) the receiving of the Management Committee's reports and balance sheet and statements of account for the preceding financial year;

(ii) the receiving of the auditor's report upon the books and accounts for the preceding financial year;

(iii) the election of members of the Management Committee and the Production Committee;

(iv) the appointment of an auditor;

(v) general business on notice of motion.

(d) The Secretary shall convene all annual and general meetings by giving not less than fourteen (14) days' notice of such meeting.

18. (a) At every general and annual general meeting twenty two members shall constitute a quorum.

(b) At any general meeting at which there shall not be a quorum within 30 minutes of the appointed time for opening the meeting, the President shall formally open the meeting and immediately adjourn it to such date as shall be determined by a majority of the members present.

19. The Secretary shall:-

(a) When directed to do so by the Management Committee; or

(b) Upon being given a requisition in writing signed by three members of the Management Committee or six Members and clearly stating the purpose which the general meeting is desired; or

(c) Upon being given notice in writing of appeal against the decision of the Management Committee to reject an application for membership or of intention to terminate the membership of any person;

Convene a general meeting of members.

20. Unless otherwise provided by this constitution, at every annual and general meeting:

(a) The President shall be Chairman and in his or her absence a Chairman shall be elected by resolution of a majority of the Financial Members present at the meeting.

(b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.

(c) Every question, matter or resolution shall be decided by a majority of votes of the Financial Members present.

(d) Every financial member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.

(e) Nominations for members of the Management Committee and Production Committee should be in writing and should be signed by a proposer and a seconder who are both financial members and accepted by the nominee who shall

also be a financial member and should be in the hands of the Secretary forty eight hours before the annual general meeting.

(f) In the event of insufficient nominations for the positions of members of the Management Committee and Production Committee, nominations may be received from the floor.

21. No member of the Management Committee or Production Committee shall be elected at any meeting in his or her absence unless the Secretary holds his or her written consent to stand for election

22. Voting shall be by a show of hands or a division of members, unless not less than six Financial Members present demand a ballot in which event there shall be a secret ballot.

(a) The chairman shall appoint two members to conduct the secret ballot in such a manner as he or she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

(b) Ballot papers to be destroyed after each election.

23. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting, annual general meeting and general meeting which may take the form of a record comprised of electronic documents, such record to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. Any electronic recording of minutes shall be in a format prescribed by the Management Committee from time to time.

24. **BY-LAWS**: The Management Committee may from time to time make, amend or repeal by-laws not inconsistent with this constitution, for the internal management of GCLT and any by-laws may be set aside by an annual general meeting or a general meeting of the members.

25. **ALTERATION OF CONSTITUTION**: This constitution may be amended from time to time by a resolution carried at any annual or special general meeting provided that the provisions of Section 29(2) of the Collections Act 1966 as amended have been complied with.

26. **FUNDS:**

(a) The income and property of GCLT shall be applied in promotion of its objects.

(b) The funds of GCLT shall be banked in the name of GCLT in such bank as the Management Committee may from time to time direct.

(c) Proper books and accounts shall be kept and maintained showing correctly the financial affairs of GCLT.

(d) All moneys shall be banked as soon as practicable after receipt of same.

(e) All accounts shall be paid by such methods as are determined by the Management Committee from time to time (including electronic payments, direct debits, BPay, or by cheque) provided that all such payments are authorised and/or signed by two members of the Management Committee so designated by the Management Committee. However, one of the signatories must be the President, the Secretary or the Treasurer and that such payments have been approved or ratified by the Management Committee.

(f) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

(g) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

(h) Accounts for payment shall be presented and passed at a Management Committee meeting.

(i) As soon as practicable after the end of the financial year the Treasurer shall cause to be prepared a statement of receipts and payments and income and expenditure and a balance sheet for the financial year just ended. All such statements shall be examined by the auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

(j) (i) The income and the property whensoever and howsoever derived shall be applied solely towards the promotion of the objects of GCLT as detailed in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of GCLT.

(ii) Nothing provided in paragraph 27(j)(i) shall prevent the payment in good faith of remuneration to any officers, servants or members of GCLT in return for any services actually rendered to GCLT or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at the usual commercial rate on money borrowed from any members of Management Committee or reasonable and proper rent for premises demised or let by any member of GCLT or repayment of out-of-pocket expenses and interest at the rate aforesaid for the preceding purposes.

(iii) Notwithstanding the provisions of paragraph 27(j)(i) and (ii) the Management Committee may determine from time to time that moneys raised for any particular charity or charities by an additional performance of any play production which performance is stated to be expressly for the purpose of raising moneys for such charity or charities be paid to that charity.

27. **FINANCIAL YEAR:** The financial year of GCLT shall begin on the 1st January in each year and end on the 31st December in each year.

28. **PUBLIC FUND:** In the event that GCLT is eligible to set up a Public Fund then:

(a) Donations to the public Fund will be deposited into the Public Fund listed on the Register of Cultural Organisations (as defined in the Income Tax Assessment Act 1997). These moneys will be kept separate from other funds of GCLT and will only be used to further the objects of GCLT. Investments of moneys in this Public Fund must be made in accordance with the guidelines for public funds as specified by the Australian Taxation Office from time to time.

(b) The Public Fund will be administered by the Management Committee of GCLT or (where required) by a sub-committee of the Management Committee, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of GCLT.

(c) No moneys/assets in the Public Fund will be distributed to GCLT members or members of the Management Committee of GCLT, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.

(d) Receipts for gifts to the Public Fund must state:

(i) the name of the public Fund and that the receipt is for a gift made to the Public Fund;

(ii) the Australian Business Number of GCLT

(iii) the fact that the receipt is for a gift; and

(iv) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

(e) Any proposed amendments or alterations to these provisions relating to the Public Fund must be notified to the Department responsible from time to time for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status.

29. **WINDING UP:** The organisation shall be dissolved:

(a) If the membership is less than three persons; or

(b) If a resolution to that effect is carried by a vote of three fourths majority of the Financial Members present at a general meeting convened to consider the question.

(c) If upon the winding up or dissolution of the Public Fund and the winding up or dissolution of the property and other assets of GCLT, after satisfaction of all GCLT's debts and liabilities there remains any property or funds, the property and/or funds shall not be paid to or distributed among GCLT members but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of GCLT and the GCLT Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Income Tax Assessment Act 1997.

We certify that this is a true and correct copy of the Constitution passed by a general meeting of members of **GOLD COAST LITTLE THEATRE** held on the 30th day of March 2025.

Dated this 2nd day of May 2025

GIVEN under the Common Seal of **GOLD COAST LITTLE THEATRE** by authority of a resolution of a general meeting of the members of Gold Coast Little Theatre under the hands of the President and Secretary who certify that they are the proper officers to affix this seal and in the presence of:

GOLD COAST LITTLE THEATRE THE COMMON SEAL OF 4703

President

Secretary

Commissioner of Declarations

COMMISSIONER FOR DECLARATIONS QUEENSLAND GOVERNMENT 100620 Reg.No. DEPARTMENT OF JUSTICE QUEENSLAND