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WESTERN AUSTRALIA ASSOCIATIONS INCORPORATIONS ACT 1987 AND AMENDMENTS

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Constitution of the

**DARLINGTON THEATRE PLAYERS  
INCORPORATED**

Including amendments up to and from  
21 February 2007

(Supercedes the Constitution dated from  
24 February 1997)

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# DARLINGTON THEATRE PLAYERS INCORPORATED

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## 1. **The Name of the Association**

The name of the Association is "THE DARLINGTON THEATRE PLAYERS INCORPORATED".

## 2. **Objects of the Association**

The objects for which the Association is established are as follows:

a) To foster and encourage interest in all aspects of the Theatre and Theatrical Arts.

b) To encourage and provide the means of active participation by members of the Association in the various arts of the Theatre, including production, acting, stage management, costume, design, decor design and construction.

c) To present or arrange for public entertainment various stage presentations of all kinds.

d) To utilise the proceeds of such public performances in support of the objects of the Association and not for the purpose of making profit divisible among the members or any of them.

e) For the purpose aforesaid to take on lease, purchase, otherwise acquire lands and buildings or to erect, equip or maintain out of the general funds of the Association suitable buildings and to purchase or otherwise acquire furniture, fixtures, fittings, costumes, chattels and effects for the purpose of the Association.

## 3. **Membership**

Membership of the Association is open to any person who has an interest in theatrical arts.

## 4. **Membership Shall Consist of:**

4.1. **Honorary Life Members** who shall have membership conferred by recommendations of the Executive Committee to a General Meeting of members voting by simple majority. Honorary Life Members shall be accorded all the rights and privileges of a full member, including full voting rights.

4.2. **Full Members** who have been nominated for Membership and accepted by the Executive Committee and who have paid such fees and subscriptions as are deemed by the current Executive Committee to be appropriate. Eighteen years shall be the minimal voting age. Fully paid-up members shall have full voting rights.

4.3. **Associate Members** who have paid such fees as are deemed by the Executive

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Committee to be appropriate for the current calendar year. An associate member may not serve on the Executive Committee nor be the recipient of any financial concessions afforded Full members but in all other respects is deemed to be a member. All corporate sponsors shall be deemed to be associate members.

- 4.4. **Social Members** who have been nominated for membership and accepted by the Executive Committee and who have paid such fees and subscriptions as are deemed by the current Executive Committee to be appropriate. Social Members do not have the right to vote or sit on committees (hold office).
- 4.5. A register shall be kept of all members.
- 4.6. **Cancellation of membership** - if any member is accused of misconduct prejudicial to the Association, he or she may be liable to expulsion. The Executive Committee shall cause to be sent by registered post to his or her last known address a written statement specifying the accusation or charge and if, upon investigation, the Executive Committee is of the opinion that the member has been guilty of conduct prejudicial to the interests of the Association, the Executive Committee shall suspend such member from all the privileges of membership and his or her name shall be removed from the list of members.

Any member so suspended shall have the right of appeal to a Special General Meeting of the Association which shall be called by the Executive Committee within fourteen days of receipt, in writing, by the Honorary Secretary of such a request by the suspended member. The decision of such a Special General Meeting shall be final.

The opinion of the meeting shall be obtained by secret ballot, when, if two thirds of those voting uphold the decision of the Executive Committee the result shall be communicated to the accused member and if he or she is not present at the meeting then the result shall be communicated in writing forthwith to the person.

### 5. **Membership Fees**

Membership fees and subscriptions shall be set for each calendar year and shall be determined by the Annual General Meeting upon the recommendation of the Executive Committee. Fees and subscriptions may be collected with such moieties, levies, waivers and concessions as are passed by a simple majority at a General Meeting. Any member may resign at any time by notice in writing to the Honorary Secretary. Any membership fees paid but not due are forfeited.

- 5.1. All memberships expire on the 1st March. Membership shall be deemed effective from the date of receipt but not valid until ratified by the Executive Committee.

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Any member whose membership subscription is not renewed prior to 1st March, shall be considered unfinancial. If a membership is not renewed by the 1st June, then that membership lapses.

The Executive Committee may, by unanimous vote, extend the period of grace in respect of a particular member for a period not exceeding one year.

### **6. Officers of the Association**

Officers of the Association shall be financial members of the Association and shall consist of:

HONORARY PRESIDENT, HON VICE PRESIDENT, HON SECRETARY, HON TREASURER and PRODUCTION MANAGER

All positions shall be declared vacant at each Annual General Meeting. If an office be declared vacant through resignation or otherwise, a General Meeting of members shall be called for the purpose of filling such a vacancy until the Annual General Meeting next ensuing. If the position of Production Manager be declared vacant the Executive Committee shall appoint a full member to the office until it is filled in due course.

### **7. The Executive Committee**

7.1. The EXECUTIVE COMMITTEE shall comprise the Office Bearers, Building Manager, Front of House Manager, Public Relations Manager, Wardrobe Manager, Immediate Past President, for a period of twelve months, and Ordinary Committee members not exceeding three in number. The Executive Committee may co-opt, on a unanimous vote of all members of the Committee, additional members, not exceeding two in number.

7.1.1. Nominees for the position of President shall have served at least one year at some time on the Executive committee.

7.1.2. All nominees for Office Bearers and Ordinary Committee members shall have been financial members of the DTP Inc., for at least one year in the past three.

7.1.3. In the event of a nominee for Office Bearer or Ordinary Committee member not being able to satisfy the provisions of clause 7.1.2, then by majority vote of members present at an Annual General Meeting or General Meeting of members, that person may be considered as a candidate for the vacant position.

7.1.4. Any person so elected under clause 7.1.3 shall be considered the temporary holder of that position until the next Annual General Meeting.

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- 7.1.5. Any temporary Office Bearer or temporary Ordinary Committee member may be dismissed from that position by majority vote of the Executive.
- 7.1.6. Any appeal against such dismissal shall be decided by the Hon President and any two Trustees.
- 7.2. Full members and Life members may attend Executive Committee meetings and may speak on the invitation of the Chair person but not vote.
- 7.3. The signatures of two of the Trustees shall be affixed to any document requiring the impression of the Seal of the Association.
- 7.4. The Treasurer shall receive all monies collected and shall give a receipt for each sum collected. The Treasurer shall, within seven days of receipt, pay all monies received into a bank appointed by the Executive Committee. The Treasurer shall furnish to each meeting of the Executive Committee a statement of receipts and disbursements for the preceding period together with a list of outstanding creditors accounts due for payment and a statement of the Association's net financial position.

From time to time the Treasurer shall submit to the Executive Committee the names of members whose subscriptions are in arrears.

Payments of the accounts of the Association exceeding the sum of twenty dollars shall be made by cheque unless otherwise authorised by the Executive Committee. All cheques shall be signed by at least two members authorised to do so by the Executive Committee.

- 7.4.1. The Annual General Meeting shall appoint for the ensuing twelve months an auditor or auditors. Audit of the Associations books of account may be carried out by a single professional accountant or by any two members who are not members of the Executive Committee. The auditors report shall be submitted to the Executive Committee ONE MONTH before the Annual General Meeting.
- 7.5. VACANT
- 7.6. Theatre Regulations:
  - 7.6.1. The Executive Committee may from time to time make decisions or policy procedures, safety and similar matters in regard to the proper running and management of the Association and it's assets and these decisions may be listed as "Theatre Regulations" and published in the newsletter.

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- 7.6.2. "Theatre Regulations" may be withdrawn, amended or modified by the Executive Committee by simple majority vote, or at an Annual General Meeting or General Meeting of members where the withdrawal, amendment or modification shall be placed on the Agenda and passed by a simple majority of voting members.
- 7.6.3. All members of the Association shall be bound to comply with the "Theatre Regulations" at all times. An appeal against unfair application of "Theatre Regulations" shall be made in writing.

### **8. Production Sub-Committee**

- 8.1. The Production Sub-Committee shall consist of the Production Manager and four others to be elected at the Annual General Meeting. In the event of a vacancy on the Production Committee, the Production Manager shall present nominees to the Executive Committee for approval.
- 8.2. The Production Committee, through the Production Manager, shall be responsible to the Executive Committee for the selection and recommendation of a programme of public performances such as will achieve the objectives of the Association and its members from time to time; for the implementation of that programme and for reporting on that programme as the Executive Committee sees fit.

### **9. Meetings**

- 9.1. Annual General Meetings:
- 9.1.1. The Annual General Meeting shall be held once in every calendar year.
- 9.1.2. The Executive Committee shall cause to be published in a newspaper circulated throughout the Shire, a notice of the date, time and place of the Annual General Meeting at least two (2) weeks before the date of the meeting. Agenda items shall include the election of Officers of the Association, the minutes of the previous Annual General Meeting, Treasurers and other reports and the passing of Annual subscriptions of the next financial year.
- It shall also include an item for the furnishing of a report on the financial transactions of the Association for the preceding year, by an auditor or auditors duly appointed for the purpose.
- 9.1.3. Matters of policy may be discussed without notice but may only be carried by a majority vote of no less than two thirds of Full Members present in person or by appointed proxy. Items on the notice paper may be passed by a simple majority of voting members except in the event

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of a motion to wind up the Association.

- 9.1.4. All persons present shall sign a list at the commencement of the meeting and shall indicate the type of membership held. Proxies must be Full Members and must indicate the appointer on the register. No member shall hold more than one (1) proxy.
- 9.1.5. A QUORUM shall consist of one fourth of all registered Full Voting Members. If a Quorum is not present, the meeting shall be re-convened at a time and date no later than fourteen (14) days following. A notice of motion shall be published to this effect at least seven (7) days prior.
- 9.1.6. The time, date and place of the Annual General Meeting shall be determined by vote of the Executive Committee.
- 9.1.7. No new member shall be eligible to vote at Annual General Meetings or Meetings of Members unless he or she has been a financial member for at least six (6) months prior to the meeting at which they are voting.

If a membership lapses, when the former member re-applies for membership, they shall be considered a new member when voting at Annual General Meetings or Meetings of Members.

For each Annual General Meeting and Meeting of Members the Treasurer shall provide the Secretary with an up to date list of financial members and also a supplementary list of members who have joined during the period six months prior to the date of the meeting. At each such meeting, the Secretary shall advise any members present, who have joined during the previous six months, of their ineligibility to vote.

- 9.1.8. At Annual General Meetings, the members shall appoint a Returning Officer who shall chair the meeting during the election of Officers. A nominee to act as Returning Officer shall not have accepted, at the time of the meeting, nomination for any elected position in the club. The Returning Officer shall not have a casting vote.
- 9.1.9. **The Voting at Annual General Meetings and Meetings of Members** shall be as follows:

For the appointment of Officers and Ordinary Members of the Executive Committee, voting shall be by secret ballot. In the case of two or more candidates nominated for office, the modified preferential system of voting shall be used. In the event of equality of votes, the election shall be decided by the toss of a coin by the Returning Officer.



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- 9.1.10. Any member nominated for the position of President shall, in the event of he or she failing to be elected, be considered nominated for the position of Vice President. Nominees for any position of Officer who fail to be elected shall be eligible for nomination as an Ordinary Committee Member.
- 9.1.11. In the interests of continuity of management of the theatre, the positions of Public Relations Manager, Front of House Manager, Wardrobe Manager, Building Manager; hereinafter called Departmental Managers, shall be nominated by the Officers of the Association and Ordinary Committee members and be subject to approval by Full Members at a General Meeting of Members.
- 9.1.12. All Departmental Managers so appointed shall hold office for one year commencing 1st July and terminating 30th June following and will then cease to be members of the Executive Committee. Immediately following the Office Bearers and Committee must meet to appoint new Departmental Managers. All retiring Departmental Managers may be considered for re-appointment to the same or any other position.

Persons so appointed shall submit to the Office Bearers and Committee, for their consideration, a list of proposed members of their Standing or Sub-Committees. This shall be done as soon as possible after their appointment. In the event of a difficulty in filling a particular position, a request may be made to that retiring Departmental Manager to remain in office pro-tem, until a suitable candidate is found but such a pro-tem Departmental Manager would not be deemed to be a member of the executive Committee.

### 9.2. **Meetings of Members:**

- 9.2.1. Meetings of Members shall be held at least once every year in addition to the Annual General Meeting.
- 9.2.2. Two (2) weeks clear notice of agenda shall be given and elections shall be held for declared vacancies for Office Bearers.
- 9.2.3. Voting shall be as for the Annual General Meeting.
- 9.2.4. A Quorum shall be as the Annual General Meeting.
- 9.2.5. A meeting may be convened by the Executive Committee on its own account or at that of an individual voting member requesting a meeting and being seconded by a voting member in writing. A meeting must be held within two (2) weeks after the receipt of such a request by the Executive Committee.

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9.2.6. Meetings of Members shall receive financial and policy reports from the Executive committee.

### 9.3. **Executive Committee Meetings:**

9.3.1. An Executive Committee Meeting shall be held at least four (4) times each year and shall have authority to execute all decisions made at the Annual General Meeting or at a Meeting of Members. In addition it shall have authority to make any decision on day to day matters affecting the Association.

Further, the Executive Committee may order the affixation of the Common Seal of the Association to any sub-lease relating to the use of part or all of the premises for artistic productions or meetings within the objectives of the Association subject to legal advice. Such sub-leases shall be listed in the President's report to the Annual General Meeting.

9.3.2. The Executive Committee shall report to every Meeting of Members and Annual General Meeting.

9.3.3. The President, or in the event of his or her unavailability the Vice President, or in the event of both being unavailable the Secretary, shall convene the meetings of the Executive Committee.

9.3.4. A Quorum of the Executive Committee, and Standing Committee and any Sub-Committee shall be fifty per cent plus one.

9.3.5. Motions shall be passed by simple majority vote. In the event of tied voting at any meeting of the Executive Committee or of the members, the Chairperson shall have a casting vote in addition to his or her ordinary vote.

## 10. **Activities**

10.1. Public performances by members of the Association shall be the responsibility of the Production Manager in council with the Executive Committee.

The Production Manager shall recommend for the approval of the Executive Committee, plays for production, directors, estimates of income and expenditure, venues and any other associated production matters. All matters relating to the execution of public performances by members of this Association shall be the responsibility of the Production Manager, alone, save that the Executive committee, in consultation with the Production Manager, may require any individual production to cease whereupon that production may not be performed within one year of cessation.

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- 10.2. Club Nights which shall include play readings, musical evenings and any social event for Club members may be arranged by any member or group of members in consultation with the Executive Committee.

### **11. Trustees and the Common Seal of the Association**

- 11.1. There shall be three (3) Trustees of the Association, who shall be appointed by a General Meeting of Members. Any vacancy in the office of Trustee shall in like manner, be filled at any general meeting.

Every Trustee shall hold office during his or her life, or until he or she resigns, ceases to be a member of the Association, remains out of Western Australia for a period of twelve months or is removed from office by a resolution of a General Meeting.

- 11.2. The Trustees shall not have any personal control over the property of the Association but shall give effect to the directions lawfully given by the Executive Committee.
- 11.3. The Trustees, or any two of the Trustees, are hereby authorised to use the Common Seal of the Association and to countersign any deed, instrument or document to which such a Seal may be required to be affixed in order to give validity thereto.

### **12. Indemnity**

EACH and EVERY member of the Committee, Auditor and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of negligence, default, breach of duty or trust.

### **13. Alteration of Constitution**

Any alteration to this Constitution shall be the subject of a motion at an Annual General Meeting or Extraordinary Meeting of members. A complete text of such motion or motions shall be furnished in the Associations newsletter or in writing by post or by hand delivery at the discretion of the executive Committee.

### **14. Winding Up**

- 14.1. This Association may be wound up upon the consent of 75% of the voting members at any Annual General Meeting or meeting of members duly convened to dissolve the Association.

If on the winding up of the Association, any property of Association remains

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after satisfaction of the debts and liabilities of the Association, and the costs, charges and expenses winding up, that property shall be distributed:

- a) To another Incorporated Association having objects similar to those of the Association; or
- b) For charitable purposes,

which Incorporated Association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under Section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

- 14.2. Members of the Association shall not be jointly or severally liable for any debts incurred by the Association nor shall they receive any monetary gain whatsoever by virtue of their membership.

### **15. Building and Equipment Management Standing Committee**

- 15.1. A Standing Committee shall be set up for the purpose of supervising and managing all property owned, leased or rented by the Association. The BEMSC shall include in its responsibilities the following:

- a) Be responsible for policing the Association's activities in respect of codes applicable to safety and statutory regulations and drawing the attention of the Executive Committee to any matter requiring attention in this regard.
- b) To take charge of all building work authorised by the Executive Committee including the drawing up of plans and specifications and the calling of any tenders or quotes necessary.
- c) To ensure that buildings and equipment are able to be kept secure and are maintained in a serviceable condition.
- d) To act as an advisory body to the Executive Committee in respect of all matters within the terms of reference set forth herein.
- e) Is empowered to co-opt or engage specialist persons and services as required and seek funding from the Executive Committee as needed.
- f) To arrange the purchase of all needed supplies except those that come under the prerogative of the Technical Manager or the Front of House Manager or the person in charge of materials procurement for stage productions.

- 15.2. The Executive Committee may from time to time, approve a budget to which the BEMSC shall conform. The BEMSC is not empowered to incur financial liabilities or expend the Associations funds unless so authorised by the Executive Committee. If seen fit however, the Executive Committee may,

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from time to time, provide contingency funds to be used at the discretion of the BEMSC.

- 15.3. Since one of the functions of the BEMSC is to provide continuity of property management, the constituent members of it shall not be subject to election at meetings of members but shall be appointed by the Executive Committee. The Executive Committee shall have the power to call for the resignation of or summarily dismiss from office any member of the BEMSC.
- 15.4. The initial composition of the BEMSC shall be decided upon by the Executive Committee and the President shall be an ex-officio member if he or she so wishes.
- 15.5. The BEMSC shall elect it's own Chair Person and Hon Secretary. It shall meet not less than six times each calendar year, shall keep minutes of such meetings, and shall report to each meeting of the Executive Committee.

Decisions shall be by simple majority of voting. In the event of a tied vote, the Chair Person shall not have the casting vote, and shall place the matter of the tied vote in front of the next meeting of the Executive Committee for resolution

### 16. Archives

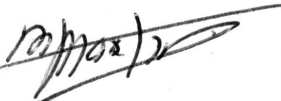
The Executive Committee shall appoint and maintain an ARCHIVES OFFICER who will be responsible for ensuring any items of historical significance concerning the Darlington Theatre Player (Inc.) be gathered, listed and safely stored.

- 16.1. The Archives Officer shall report to the members at each General Meeting on the state of the Archives.

### 17. Certificate

We, the undersigned, being the person(s) authorised to apply for incorporation of the Darlington Theatre Players (Inc.), hereby certify that the rules set out in this and the foregoing pages were adopted as the rules of the said Club at a duly constituted Annual General Meeting, held on the 21 day of Feb of 2007 at which meeting we were present.

Signed:  
(Trustee)



Signed:  
(Trustee)



Date:

23 April 2007.

Date:

23 April 2007

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## APPENDIX

### **MODIFIED PROPORTIONAL VOTING PROCEDURE**

To be used when there are more than two candidates for office.

All voters are to be provided with a slip of paper on which the names of the candidates are to be written one under the other in random or alphabetical order. Voters write a number against each in order of preference. Thus the first preference is numbered 1, the second 2 etc. The scrutineers add the numbers against each name. The candidate with the lowest number wins the poll.

The following an example of a correctly completed voting paper:

Brown 4  
Green 1  
White 3  
Black 2      This voter prefers Green first, Black second etc.

If there are 30 voters present the final count may be shown as:

Brown 101  
Green 59  
White 78  
Black 62

Green wins.

The total number count must in this case add up to 300 as each paper will have a total of 10 i.e.  $1+2+3+4=10$  and 30 voters gives us 300. This count is a useful check on the correctness of the tally.

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