

Constitution of The Ignatians Inc.

(Incorporating amendments to 25 November 2006)

- 1. Name of the Society.** The name of the Society shall be “The Ignatians”, from now on referred to as “the Society”.
- 2. Objects of the Society.** The objects of the Society shall be:
 - (a) to perform dramatic, musical and all other forms of theatre in south-east Queensland, and, in particular, the western suburbs of Brisbane;
 - (b) to stimulate public interest in, and to further the enjoyment of all forms of theatre in the same places;
 - (c) to provide actors and actresses with sound basic training in all aspects of stagecraft;
 - (d) to provide stage technicians and theatre assistants of all kinds with sound basic training in their respective arts and crafts;
 - (e) to do all things incidental to the attainment of the above objects or any of them.
- 3. Membership of the Society.**
 - (a) Any person may at any time apply for membership of the Society. The Executive shall be entitled, in its absolute discretion and without hearing or obligation to give reasons of any kind, to decline to accept or renew any membership as the case may be.
 - (b) Every member shall be entitled to speak and to exercise one deliberative vote on any issue before any general meeting of the Society and shall be entitled (subject to the direction of the Executive) to attend at all rehearsals and other activities of the Society, other than Executive meetings and performances of the Society for which a fee is charged to those attending. In order to attend the latter, members shall be liable to pay the normal fee, or such fee as the Executive shall fix in their case.
 - (c) In no case shall membership of itself confer upon any member the right to take part in any public performance of the Society. Such right shall depend upon the decision of the person or persons nominated by the Executive from time to time.
 - (d) In general, membership shall be for the period ending the last day of December immediately succeeding the grant or renewal of the membership concerned. In the case that a production of the Society requires cast members to join the Society towards the end of the membership year, the Executive shall be entitled in its absolute discretion, to extend the period of membership of those cast members to end the last day of the following membership year.
 - (e) A member whose subscription is in arrears for more than two calendar months shall thereupon and forthwith cease to be a member. The subscriptions of renewing members shall become due and payable on the first day of January in every year, and the acceptance of a renewal subscription by the Executive shall be a renewal of membership of the member concerned for the succeeding year.
- 3A. Honorary Life Membership.** The Society in Annual General Meeting and the recommendation of the Executive may confer life membership upon any person who has in its opinion rendered sustained and outstanding service to the Society in any capacity. Such a

member shall hold membership subject to subclauses (b) and (c) of Clause 3, provided however that such a member shall be entitled to attend without charge any performance of the Society and any Executive meeting of the Society. In addition, a Life Member attending a minimum of 50%, cumulatively, of the executive Meetings held in the term of office of an Executive Committee shall exercise the voting rights of an Ordinary Committee Member at those meetings.

- 4. Subscriptions.** The amount or amounts of subscriptions for membership shall be as fixed by the Executive from time to time, and shall be additional to any special levy imposed on members, provided that no Honorary Life Member shall be liable to pay any such subscription or levy. The Executive may for this purpose fix such subcategories of membership as it sees fit, but not so as to discriminate between members in the matter of voting powers.
- 5. Resignations.** Resignations from the Society or from its offices shall be effected only by notice to the Honorary Secretary, signed by the member concerned, and accepted by the Executive.
- 6. Management of the Society.**
 - (a) The management of the Society may be vested in the Executive Committee of the Society, subject to clause (b) hereof.
 - (b) The Executive Committee may meet at such times and at such places as the President or a simple majority thereof shall from time to time decide.
 - (c) Subject to the authority of the Executive Committee of the Society a Management Committee may meet at such times as the President shall determine, to consider the day-to-day running of the Society. The Management Committee shall report its activities to each meeting of the Executive Committee for ratification by that committee.
- 7. Composition of the Executive and Management Committees.**
 - (a) The Executive Committee shall be composed of the following officers of the Society:
 - (i) President
 - (ii) Two Vice Presidents
 - (iii) Honorary Secretary
 - (iv) Honorary Treasurer
 - (v) Committee Member – Music Services
 - (vi) Committee Member – Public Relations
 - (vii) Committee Member – Advertising and Marketing
 - (viii) Committee Member – Technical Services
 - (ix) Four Ordinary Committee Members
 - (b) The Management Committee shall be comprised of the following members of the Executive Committee:
 - (i) President
 - (ii) Two Vice Presidents
 - (iii) Honorary Secretary
 - (iv) Honorary Treasurer
 - (v) One other member of the Executive Committee, appointed by the Executive Committee by simple resolution.
- 8. Invitation to Executive Meetings.** The Executive in its discretion may at any time invite any member or other person to attend at any meetings or part of meeting of the Executive, and such invitee may be granted permission to speak thereat but shall in no circumstances be entitled to vote upon any proceedings of the Executive.

9. **Decisions of the Executive.** Subject to Clause 10 hereof, every member of the Executive shall be entitled to one vote only at any meeting of the Executive, and a simple majority of those present at any Executive meeting shall be a decision of the Executive. Any six members of the Executive shall be a quorum thereof. Any three members of the Management Committee shall be a quorum thereof.
10. **Officers, Their Duties, etc.** The Officers of the Society shall be the President, the Honorary Secretary, the Honorary Treasurer (and any other person acting in the stead of any of the said officers during their temporary absence or vacancy in any of their offices) and the Vice President and the respective duties of the officers shall be as follows:
- (a) The **President** shall ex officio be entitled to be chairman of all meetings of the Executive and of the Society and in his absence and in the absence of the Vice President the meeting shall appoint a chairman for the time being. When acting as such a chairman, the President (and no other person) shall have a casting as well as a deliberative vote. Without prejudice to any other power conferred by this constitution, the President shall have power to call a general meeting or a meeting of the Executive on reasonable notice at any time. The President shall be the person primarily responsible for the observance of this Constitution, and without derogating from any of the powers and duties conferred on him by this Constitution, shall have all the privileges, rights and duties normally held by Presidents of like societies.
 - (b) The two **Vice Presidents** shall (subject to this Constitution) assist the President as requested by him from time to time, and in the absence of the President one of the Vice Presidents shall be appointed by the Executive Committee by simple resolution to be Chairman of all meetings of the Executive and of the Society and shall exercise all the powers on the President contained in Clause 10(a) hereof, except that in the capacity of Chairman, the Vice President shall have a deliberative vote only.
 - (c) The **Honorary Secretary** shall in person or by delegate attend all meetings of the Executive and of the Society, and shall give due notice of all meetings, and shall keep sufficient minutes of the same. Subject to all proper directions, he shall conduct and keep the correspondence of the Society. Without derogating from the above, the Honorary Secretary shall have all the privileges, rights and duties normally held by Honorary Secretaries of like organisations.
 - (d) The **Honorary Treasurer** shall in person or by acting treasurer attend all meetings of the Executive and of the Society, and shall be responsible for making and keeping all proper and necessary financial records of the Society. He shall furnish a report on the financial affairs to every Annual General Meeting, and to other General and Executive meetings of the Society upon the direction of the Executive. Without derogating from the above, the Honorary Treasurers shall have all the privileges, rights and duties normally held by Honorary Treasurers of comparable societies.
 - (e) The **Committee Member – Music Services** shall, upon election by the Annual General Meeting, become a member of any Orchestra Subcommittee which may be in existence. He may act as chairperson of such Subcommittee. Whether or not he acts as chairperson, he shall report to each Executive Meeting on the activities of the Orchestra Subcommittee.
 - (f) The **Committee Member – Public Relations** shall, upon election by the Annual General Meeting, become a member of any Public Relations Subcommittee which may be in existence. He may act as chairperson of such Subcommittee. Whether or not he acts as Chairperson, he shall report to each Executive Meeting on the activities of the Public Relations Subcommittee.

- (g) The **Committee Member – Technical** shall, upon election by the Annual General Meeting, become a member of any Technical Subcommittee which may be in existence. He may act as chairperson of such Subcommittee. Whether or not he acts as Chairperson, he shall report to each Executive Meeting on the activities of the Technical Subcommittee.

11. Election of Officers

- (a) The Executive shall be elected annually at the Annual General Meeting by secret ballot. Nomination shall be in writing signed by the proposer and seconder (who shall be members of the Society) and endorsed with the consent of the nominee. All such nominations shall be completed and in the hands of the Honorary Secretary at least three clear days before the date of the Annual General Meeting, provided however that if there shall be insufficient written nominations for any office, any number of additional nominations for that office may be taken from the floor at the Annual General Meeting. No person may at any one time hold more than one of the positions mentioned in Clause 7 (a) thereof.
- (b) Notwithstanding the provisions of Clause 11 (a) hereof, the immediate past President shall be entitled to be Vice President of the Society for so long as he is the immediate Past President, and the formalities of nomination and acceptance contained in Clause 11 (a) shall not apply in his case. If the immediate past President declines or is incapable of accepting office as Vice President, a Vice President to hold office until the next Annual General Meeting shall be appointed by resolution of the Executive from amongst the Financial Membership of the Society within 14 days after the Annual General Meeting at which the Executive is elected.

- 12. **Vacation of Offices.** In case any officer shall be absent without leave from more than three meetings of the Executive in any one year of office, his office shall be deemed vacant, and the Executive shall proceed to fill that vacancy as a casual vacancy.
- 13. **Casual and Temporary Vacancies in Office.** If a casual vacancy shall occur in any office of the Society, that vacancy shall be filled within 21 days by the Executive; and if any officer shall be temporarily absent through any cause, the Executive may appoint an acting officer for any period not exceeding the period of such temporary absence.
- 14. **Status of Acting Officers.** Every acting officer shall, while in that capacity, be deemed a member of the Executive in lieu of the officer whom he represents, but not so as to give any member of the executive more than one deliberative vote at any time.
- 15. **Subcommittees.** The Executive or the General Meeting may at any time appoint a subcommittee of one or more members to perform any specified function subject to the direction of the executive, and may give such subcommittee such title as it sees fit. The Honorary Secretary shall keep current records of all such appointments. The Executive shall formulate and publish to the members such rules in respect of the Constitution and functions of each subcommittee as it may determine from time to time. No member of any such subcommittee shall thereby become a member of the Society's Executive. The power to appoint such subcommittee shall include the power to vary or terminate any such appointment.
- 16. **Patron or Patrons.** The Executive may from time to time appoint a patron or patrons of the Society provided that there shall not be at any time more than two such patrons.

17. General Meetings.

(a) **Annual General Meeting.** Annual General Meetings shall be held every year at such time and places in Brisbane as the Executive shall fix, but at intervals not more than fifteen (15) calendar months. At least twenty-one (21) days' notice of such meeting shall be given to all members in such manner as the Executive shall from time to time determine.

(b) **Business of the Annual General Meeting.** The business of the Annual General Meeting shall be to elect the officers for the ensuing year, to receive and if thought fit to pass the report of the Executive, the financial report and such other reports as the Executive may from time to time decide.

(c) **General Meetings.** General Meetings of the Society shall be held in Brisbane at such times and places as the Executive, or the president, shall determine, or as any ten (10) members shall by requisition in writing to the Honorary Secretary require. At least seven (7) days' notice of such meeting shall be given in such manner as the requisitioning members shall require, and in other cases, in such manner as the Executive shall direct. The agenda for such a meeting shall be such business as the person authorised to call same shall prescribe, and general business.

(d) **Quorum.** The quorum for every General Meeting shall be twenty (20) members.

18. Constitutional Changes. This Constitution shall not be altered, repealed or amended save in accordance with this Clause. A member proposing to amend the Constitution in any way shall deliver clear notice of the proposed change to the Honorary Secretary. Such notice shall be signed by the proposer, a seconder and by five other members of the Society. Thereafter, the procedure in relation to such a proposal shall be as follows: Within twenty-one (21) days of receipt of such notice the Honorary Secretary shall cause to be posted by either ordinary post or electronic post to every member a written notice setting out the change proposed, the names of all the persons proposing and supporting the same, and the time, date and place of a meeting in the greater Brisbane area to consider such proposed change. The date of such meeting shall not be less than fourteen (14) or more than twenty-eight (28) clear days from the date of posting of such notice. The motion shall require for its passage the votes of at least three-fourths of the members then present and entitled to vote. Without prejudice to the provisions of this clause, a proposal to amend the Constitution may be dealt with at any General Meeting of the Society.

19. Voting. Without prejudice to any other provision of this Constitution, voting shall be in person, and proxy voting shall not be allowed at any meeting of the Society or at any of the Executive. Voting shall be by show of hands, unless any one member at an Executive Meeting, or any five members at a General Meeting shall require a secret ballot, when a secret ballot shall be held.

20. Trustees. The trustees for the Society for the time being shall be the President, the Honorary Secretary and the Honorary Treasurer (which expression shall not for this purpose include any person acting in their stead). The trustees shall hold all the property of the Society upon trust for the purposes of the Society and subject to this Constitution, and the lawful direction of the Executive or of the Society. The trustees shall act by simple majority.

20A. Auditor, Financial Year. The Society Annual General Meeting shall elect an Auditor, who shall render an auditor's report as soon as possible after the conclusion of each financial year. The financial year of the Society shall be from the 1st July in any one year until the 30th June of the next succeeding year.

21. Indemnity for Officers and Certain Members. Every Officer and member of the Society duly acting for the Society and on its behalf shall be entitled to be indemnified against any personal expense or liability incurred while so acting, and no officer or member of the Society

shall be personally liable for the debts or liabilities of the society in any amount greater than that of his current subscription to the Society. For the purposes of this clause, the term “officer” shall include the trustees of the Society, and the ordinary members of the executive.

- 22. Posting.** Any notice or other material required by this Constitution to be posted to any member shall be duly given by posting the same by ordinary post to the address of the member last recorded in the records of the Society or by electronic post to the electronic address of the member last recorded in the records of the Society.
- 23. Visitors and Guest Artists.**
- (a) Any person may by leave of the Meeting attend at any General Meeting or other activity of the Society, but may not without special leave speak at any such meeting, and shall not in any circumstances vote thereat.
 - (b) The Executive may in its discretion invite any non-member to participate as guest artist in any production of the Society, but no such person shall (unless he becomes a member of the Society) be entitled to take part in any two successive productions of the Society.
- 24. Rules.** The Executive may from time to time make, repeal or amend any rules for the better fulfilment of the Society’s objects in addition to any rules formulated and published under Clause 15 hereof. Such rules shall be consistent with this Constitution and with any determination of the General Meeting.
- 25. Dissolution.** The Society shall only be dissolved with the special consent of three-fourths of the officers and members present and voting at a special meeting called for the purpose, notice of which must be posted to all members twenty-eight (28) days prior to the meeting, and advertised in the Brisbane newspapers at least once in the two (2) weeks immediately prior to the meeting. Upon dissolution, the available assets of the Society shall, after payment of all just liabilities, be vested in a Music or Drama Society of a like nature to that of the Ignatians.
- 26. Interpretation.**
- (a) In case any dispute arises as to the meaning or interpretation of this Constitution, the dispute shall be decided in the first instance by the simple majority of the meeting at which the dispute arises, and in the last resort by a General Meeting called and regulated in the same manner (as near as possible) to that prescribed for meetings called to consider amendments to this Constitution.
 - (b) In the interpretation of this Constitution, so far as the context admits, a reference to the masculine gender shall include the feminine, and the singular shall include the plural, and a reference to an officer shall include a person acting in the place of that officer.

Rules for Subcommittees

1. Rule 1 – Production Committee

- 1.1** A Production Committee shall be established for each major musical presentation by the Society. It shall be established by a resolution of the Executive and shall include the following personnel:

Stage Director
Musical Director
Choreographer
Production Manager
Stage Manager

and representatives from the areas pertaining to provision of Wardrobe, Set, Lighting and Orchestra. The Production Committee may, from time to time, enlist the services of any other person who can assist with the production.

- 1.2** A Production Committee may meet as and when required, and the Production Manager shall act as Chairman. He shall be required to report to and consult regularly with the Executive and Management Committees, as to the activities of the Production Committee.
- 1.3** In the event of disputation as to matters artistic, these shall be resolved in consultation between the Stage Director, Musical Director, Choreographer, Production Manager and Stage Manager.

2. Casting Committee Auditions

- 2.1** Prior to the advertising of auditions for each major musical production by the Society, the Executive shall by resolution appoint a Casting Committee to conduct such auditions. The Casting Committee shall comprise a minimum of three people and a maximum of four people. At least one member of the Casting Committee must be a member of the Executive Committee. The remaining members of the Casting Committee will be determined according to the requirements of the musical production.
- 2.2** Additional personnel shall be added to the Casting Committee only with the express approval of the Executive Committee.
- 2.3** Auditions should, as far as possible, be conducted in camera.

3. The Ignatians Theatre Orchestra Subcommittee

- 3.1** As previously prepared

4. Rule 4 – Subcommittee – Catering and Functions

- 4.1** The Subcommittee – Catering and Functions shall consist of the following personnel:
Executive Committee Member, Catering and Functions
Three Subcommittee Members

The Subcommittee shall be appointed by the Executive Committee on the recommendation of the Executive Committee Member – Catering and Functions within one month of the Society's Annual General Meeting.

- 4.2 The duties of the Subcommittee shall be as follows:
 - 4.2.1 Catering for cast and orchestra for each major production; including provision of supper for the cast during rehearsal periods
 - 4.2.2 Coordination of catering for Opening Night and Final Night functions in association with each major production
 - 4.2.3 Catering for the cast, orchestra and crew of major productions during any country tours
 - 4.2.4 Coordination of catering for the Ignatians Christmas Party and like functions
 - 4.2.5 Preparations for the Ignatians Annual Dinner
- 4.3 The Executive Committee Member may chair the meetings of the Subcommittee which may be held from time to time.
- 4.4 The Executive Committee Member shall report to the Executive at each of its meetings, and as required by the Management Committee.

5. Rule 5 – Subcommittee – Technical

- 5.1 The Subcommittee – Technical shall consist of the following personnel:

- Executive Committee Member – Technical
- Committee Member (Lighting)
- Committee Member (Wardrobe)
- Committee Member (Set)

- 5.2 The duties of the Subcommittee shall be as follows:
 - 5.2.1 Provision of wardrobe services for Production
 - 5.2.2 Supervision of wardrobe hire
 - 5.2.3 Maintenance and cataloguing of wardrobe
 - 5.2.4 Provision of lighting services for Production
 - 5.2.5 Supervision of lighting hire
 - 5.2.6 Maintenance of lighting
 - 5.2.7 Provision of set construction services for Production
 - 5.2.8 Supervision of set hire
 - 5.2.9 Supervision of storage maintenance of sets, set materials and tools.

- 5.3** The Executive Committee Member may chair the meetings of the Subcommittee, which may be held from time to time.
- 5.4** The Executive Committee Member shall report to the Executive at each of its meetings, and as required by the Management Committee.