

**CONSTITUTION  
RULES  
NAME**

1. The name of the incorporated association shall be the  
**"MOUSETRAP THEATRE COMPANY INC."**  
(in these rules called the "Association")

**OBJECTS**

2. The objects for which the Association is established are:—  
(1) To foster the love, appreciation and development of the Performing Arts;  
(2) To engage in activities associated and/or incidental to the objects set forth in Clause 2(1) herein.

**POWERS**

3. The powers of the Association are:—  
(1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Redcliffe Music and Arts Society";  
(2) To subscribe to, become a member of and co—operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent of at least as great as that imposed on the Association under or by virtue of Rule 27(10);  
(3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;  
(4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts; are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions; (5) To enter into any arrangements with any Government or Authority that  
(6) To appoint, to employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;  
(7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured noted, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;  
(8) To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance or contracts or obligations be any person or body corporate, and otherwise to assist any person ccr body corporate;
- (12) To borrow or raise money alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or over-draft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) Po draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, bills of exchange and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed to be expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets as the Association may from time to time think desirable for the furtherance of its objects;
- 19) To make donations for patriotic, charitable or community purposes;
- (20) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (21) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **CLASSES OF THE MEMBERS**

##### **4.**

- (1) The membership of the Association shall consist of Active members and any of the following classes of membership:-
- (a) Subscribing Members (without voting rights);
- (b) Honorary Life Members;
- (c) Life Members (Membership of this class is closed);
- (d) Junior Members (without voting rights);
- (2) The number of Active, Subscribing, Honorary life and junior members shall be unlimited.

(3)

- (a) A subscribing Member is a non-active member of the Association who is not entitled to vote;
- (b) An Honorary Life Member is a person to whom the Association has, for what the Association, at its sole discretion, determines exceptional services to the Association, granted an honorary life Membership, which membership shall entitle that person to exercise full voting rights.
- (c) A Junior Member is an active member of the Association who is under the age of sixteen (16) years and is not entitled to exercise any voting rights

## **MEMBERSHIP**

5. Every Person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the 1st July, 1988 agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated Association. Every Member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the First day of January 1988, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the First day of January 1989. (01/01/1969)

6.

- (1) The joining fees and membership fees for each class of membership shall be such sum as the members shall from time to time determine at an Annual General Meeting or failing this within a two month period following that Annual General Meeting.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **ADMISSION OF MEMBERS**

7. Any applicant for membership of the Association having paid to the Secretary the Joining Fee plus the relevant membership fee shall be accepted as a member to the class of membership applied for.

## **TERMINATION OF MEMBERSHIP**

8;

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice it shall take effect on that later date.
- (2) If a member conducts himself in a manner considered to be injurious or prejudicial to the character or interest of the Association, the Management Committee shall determine whether that member's membership should be considered for termination
- (3) If the Management Committee resolves that a member's membership should be considered for termination the Management Committee shall, pursuant to Rule 20 hereof, direct or requisition the convening of a Special General Meeting whereat the members of the Association shall determine whether that members membership should be terminated.

## **MEMBERSHIP OF MANAGEMENT COMMITTEE**

10.

- (1) The Management Committee of the Association shall consist of a President, Senior Vice-President, Junior Vice-President, Secretary, Treasurer and the holder of such other office or offices as the Association may from time to time think fit to establish, and such number of other

members as the members of the Association at any general meeting may from time to time elect or appoint.

(2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(3) The election of officers and other members of the Management Committee shall take place in the following manner:-

(a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

(b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;

(c) A list of the candidates' names in alphabetical order, with the proposers' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting;

(d) Balloting lists shall be prepared (if necessary) containing the names of candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

11. Any member of the Management Committee may resign from Membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time 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.

#### **VACANCIES ON MANAGEMENT COMMITTEE**

##### **12.**

(1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual meeting.

(2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

##### **13.**

(1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting of the Management Committee

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

(b) Shall have authority to interpret the meaning of these Rules and determine or resolve any matter relating to the Association on which these Rules are silent.

(2) The Management Committee may exercise all the powers of the Association:—

(a) to borrow or raise or secure the payment of money in such manner as the members of the Association may from time to time resolve at a Special General Meeting convened specifically for the purposes of the aforesaid resolution.

- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the-time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long;
- (c) To invest in such manner as the members of the Association may from time to time determine.

#### **MEETINGS OF MANAGEMENT COMMITTEE**

##### **14.**

- (1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fits: 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, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (6) Not less than seven days' notice shall be given by the secretary to members of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Senior Vice President shall be Chairman or if the Senior Vice President is not present at the meeting then the Junior Vice President shall be Chairman, or if the Junior Vice President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and of at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

##### **15.**

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is not elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

(3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the question shall be deemed to be decided in the negative.

**16.** All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

**17.** A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### **ANNUAL GENERAL OR GENERAL MEETINGS**

#### **18.**

(1) The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Associations, and at such place as the Management Committee may determine;

(2) A general meeting of the Association shall be held on the first Monday of each calendar month.

#### **19.**

(1) The annual general meeting shall be held within three months of the close of the financial year.

(2) The business to be transacted at every annual general meeting will be: -

(a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

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

(c) The election of members of the Management Committee; and

(d) The appointment of an auditor.

**20.** The secretary shall convene a special general meeting: -

(a) when directed to do so by the Management Committee: or

(b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

#### **21.**

(1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

(2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management

Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**22.**

- (1) No notice shall be required to be given to the members of the Association in respect of any General Meeting held pursuant to Rule 18(2) hereof;
- (2) The secretary shall convene all General Meetings of the Association other than those referred to in Rule 18(2) hereof by giving not less than seven days' notice of any such meeting to the members of the Association;
- (3) The manner by which such notice shall be given shall be determined by the Management Committee. Provided that notice, where it is given, of any general meeting shall clearly state the nature of the business to be transacted thereat.

**23.** Unless otherwise provided by these Rules, at every general meeting

- (1) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Senior Vice President shall be the Chairman or if the Senior Vice President is not present or is unwilling to act then the Junior Vice President shall be the Chairman, or if the Junior Vice President is not present or is unwilling to act the members present shall elect one of their number to be Chairman of the meeting;
- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) Every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every 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: Provided that no member shall be entitled to vote at any general meeting unless his or her annual subscription is paid;
- (5) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he 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;
- (6) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

## BY-LAWS

24. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with their Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of the members.

## ALTERATION OF RULES

25. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

## COMMON SEAL

26. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose

## FUNDS AND ACCOUNTS

27.

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

(2) Proper books and accounts shall be kept and maintained either  
 • in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

(3) All moneys shall be banked as soon as practicable after receipt -thereof.

(4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.

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

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

(7) All expenditure shall be approved or ratified at a Management Committee meeting.

(8) As soon as practicable after the end of each financial year  
 The treasurer shall cause to be prepared a statement containing particulars of:—

(a) The income and expenditure for the financial year just ended; and  
 (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

(9) • All such statements shall be examined by the auditor who shall present his 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.

(10) The income and property of the Association whencesoever derived Shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for the premises demised or let to the Association.

## **DOCUMENTS**

28. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **FINANCIAL YEAR**

29. The financial year of the Association shall close on the 31st day of August in each year.

## **DISTRIBUTION OF SURPLUS ASSETS**

30. If the Association shall be wound up in accordance with the provisions of the Association Incorporation Act 1981, and there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution, or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 27(10), such institution or institutions to be determined by the members of the Association.

## **PORTRAIT OF SIR DOUGLAS FRASER**

31. The portrait of Sir Douglas Fraser, patron of the Association, which portrait is presently on loan to the Association by Sir Douglas Fraser shall, in no way, be regarded and/or utilised as property of the Association and shall, in all respects, remain the property of Sir Douglas Fraser and his heirs, successors and assigns AND upon the Association ceasing to exist for any reason whatsoever the portrait shall be returned to Sir Douglas Fraser or his heirs, successors or assigns.

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