



CONSTITUTION OF THE JAMES THEATRE MANAGEMENT COMMITTEE **SEC 355 MANAGENT COMMITTEE**

Under Section 355 of the Local Government (NSW) Act 1993 a council may establish a committee to which the council delegates a specific function. Such Committees are considered agents of the council and are required to perform their delegated roles in accordance with the council's charter. This Constitution sets out the duties of the Committee to which is delegated the responsibility for the care, control and management of the James Theatre Community Centre.

1. NAME

- 1.1 The name of the Committee shall be the James Theatre Management Committee

2. ROLE

- 2.1 The role delegated to the Committee is the care, control and management of the James Theatre in accordance with this Constitution and the Charter of Dungog Shire Council as described in Section 8 of the Local Government Act (NSW) 1993. The Charter of Dungog Shire Council is provided at Annexure "A" to this Constitution.

3. POWERS AND AUTHORITIES

- 3.1 The Committee shall have, by delegation from the Council under Section 355 of the Local Government Act (1993), the powers and authorities necessary for the proper pursuit of its objects, subject to the limitations imposed by the said Section 355, and to such limitations as the Council may by resolution from time to time impose. The Committee is responsible in particular for the following: -

3.1.1 Determine and allocate the use of the Community Facility by community groups and services.

3.1.2 Collect fees, inclusive of GST, from all licensees / user groups for the use of the Theatre. The Committee shall base such fees on amounts fixed by Council following a recommendation of the Committee. The fees are required to be reviewed annually and submitted to the General Manager not later than the 30th April in each year, being the date prior to the financial year in which the charges will apply.

The fees levied by the Committee shall be the income of the Committee. The Committee is responsible to maintain and repair

the Theatre to the best of its ability and out of its own funds, incurring no liability which exceeds funds available to the Committee to meet those commitments.

- 3.1.3 Paying of accounts for all electricity consumed.
- 3.1.4 Ensuring the Community Facility is maintained in a presentable standard (subject to the provisions concerning Council's responsibilities referred to hereafter).
- 3.1.5 Repairs and maintenance to the community assets of the facility to the value of \$5,000, may be carried out by the Committee from its own funds.
- 3.1.6 For major repairs or renovations to the Community Facility are identified (expenditure exceeding \$5,000) the Committee is to liaise with Council as regards the obtaining of quotes and seeking the necessary approvals to undertake the work.

3.2 The Committee shall determine the use of the Community Facility in accordance with the following procedure:

- 3.2.1 All applications for usage of the Community Facility shall be made by completing a user licence application form and submitting such to the Secretary.
- 3.2.2 Applications for usage are to be considered by the Executive or at a meeting of the Committee, to be convened as soon as is practicable after the application is received.
- 3.2.3 The Committee is to ensure that permanent licensees who are likely to be affected by the application are consulted about the application.
- 3.2.4 The Secretary shall forward to the applicant a written response to the application, setting out the Committee's determination and the fees and conditions, which are applicable to the usage.
- 3.2.5 In cases where the applicant wishes to appeal against a decision of the Committee, he or she should do so in writing to the General Manager of the Council.
- 3.2.6 The Committee shall obtain evidence of public liability insurance from all organisations using the Theatre on a regular basis.
- 3.2.7 Where the Committee receives a request for the regular use (12 occurrences p.a) of the facility, upon consideration of the request should it be approved the Committee will have to refer the matter to Council for the execution of a license agreement

4. POWERS WHICH MAY NOT BE EXERCISED BY THE COMMITTEE

- 4.1 The fixing of any charges or fees, or the borrowing of any money.
- 4.2 The purchase, sale, exchange, leasing or surrender of any land or other property or the granting of any lease of land.
- 4.3 The acceptance of tenders.
- 4.4 Any application or notice to the Governor or the Minister.
- 4.5 The payment of travelling expenses.
- 4.6 Carrying out any major structural works in excess of \$1,000 to the Community Theatre without the permission of Council.
- 4.7 The employment of staff.
- 4.8 The waiving of user fees or the granting of user fees less than the published user fee.
- 4.9 The execution of any agreement/ deed that commits the Committee or Council to any expense, warranty, disclaimer, assignment or liability for a third party.
- 4.10 The admission of liability in relation to any incident that arises at the facility.

5. RESPONSIBILITIES OF COUNCIL

- 5.1 Payment of water & sewerage charges applicable to the Community Facility.
- 5.2 Insuring the Community facility against loss or damage, public liability for members of Committees whilst acting within the scope of their duties for Council, personal accident insurance for registered volunteer workers and public liability insurance for casual users of the Theatre (casual users are defined as users who do not use the Theatre on a regular basis at a particular time or on a particular day. Council is not responsible for public liability for any activities organised or equipment used by regular users of the Theatre or organisations that are a registered business, company or association).
- 5.3 Provision of financial assistance to the Committee where possible and within the sums voted from Council's budget.
- 5.4 Pest control and fire equipment inspections
- 5.5 Timely response and support to issues raised by the Committee in the carrying out of its duties under this Constitution.
- 5.6 To set the license fees for all regular users
- 5.7 To execute and review license agreements in consultation with the Management Committee for all regular users.

- 5.8 Advertising and calling of any tenders or quotations associated with any works that may be required at the facility. Preparation of associated documentation is to be undertaken conjointly between Council and the Committee in conformance with Councils purchasing policy or Local Government Tendering Regulations.

6. MEMBERSHIP

The Committee shall be appointed by Council and shall comprise one (1) Ward Councillor and six (6) community members that reside within Dungog Shire.

- 6.1 Each member of the Committee exercises that capacity, and provides any labour, on an honorary and voluntary basis. No member of the Committee shall be entitled to any remuneration or wage from Council as a result of that person's membership of the Committee, and there is no employer – employee relationship between Council and any member as a result of that membership.
- 6.2 Council shall publicly advertise and call for nominations from the community for positions on the management committee.
- 6.3 The committee selection panel shall comprise, the General Manager, Mayor and one Councillor.
- 6.4 The names and addresses of any nominees are to be forwarded to Council for consideration of appointment in accordance with Section 355 of the Local Government Act 1993.
- 6.5 The General Manager may, by notice in writing, terminate any person's membership of the Committee. Such written notice must be provided to each member of the Committee and to the person whose membership has been terminated pursuant to this sub-clause. Such termination takes effect on the date specified in the notice regardless of any request under this sub-clause for a review. The General Manager may, at his or her absolute discretion, withdraw any notice issued pursuant to this sub-clause without prejudice to the General Manager's ability to issue further notices under this sub-clause. Any member of the Committee may seek a review of the General Manager's termination of any membership pursuant to this sub-clause by submitting notice in writing to the General Manager, who will then refer the matter to the next available meeting of Council for determination of that review by Council.

7. TERM OF OFFICE OF MEMBERS

- 7.1 Only members of the Committee may be members of the Executive.
- 7.2 The Executive of the Committee will comprise a Chairperson, Deputy Chair, Secretary, Treasurer and Booking Officer (if applicable).

- 7.3 The Committee must, at its first meeting, elect an Executive having not less than three members.
- a) The Committee, at a minimum, must appoint a Deputy Chair, Secretary and a Treasurer.
 - b) The Committee, may appoint members to other positions, such as, Bookings Officer, Work Co-ordinator as determined by the membership.
 - c) The Committee, may appoint a combined Secretary/Treasurer position if the minimum requirement of three Executive positions is met.
- 7.4 Where a Councillor is a member of the Committee and that Councillor indicates that he or she wishes to be Chair of the Committee, that Councillor shall be the Chair of the Committee. Where no Councillor expresses a desire to be Chair of the Committee any other member of the Committee willing to accept appointment as Chair of the Committee, any such person may, by a vote of the majority of the members of the Committee, be appointed Chair of the Committee.
- 7.5 Notwithstanding the provisions of sub-clauses 7.1, 7.3, or 7.4 Council may, either by resolution of Council or by written notice signed by the General Manager, terminate the appointment of any member of the Executive.
- 7.6 Subject to sub-clause 7.5, each member of the Executive shall hold the position on the Executive for a period of twelve (12) months from the date of such appointment or on the expiration of the Constitution, whichever occurs first.
- 7.7 A maximum of two (2) relatives of any one family can be office bearers on the same Committee at the same time.
- a) Only one (1) of those bearers mentioned above in 7.7 is to sign cheques on behalf of the same Committee at the same time.
 - b) This means that relatives of the same family can be appointed to the same Committee simultaneously but only two can be office bearers and only one can sign cheques during the time that they are members.
- 7.8 The duties of the Executive shall be:
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| Chairperson | a) To call and preside at meetings and to act as spokesperson for the Committee; |
| Deputy Chairperson | b) To assist the Chairperson and, during her/his absence, assume the role of Chairperson |
| Secretary | c) To deal with all incoming and outgoing correspondence and table all correspondence at Committee Meetings for appropriate action |

- d) To provide notice and agenda of meetings to Committee Members
- e) To accurately record minutes of each meeting and to promptly forward all minutes to the General Manager (Dungog Shire Council) and to all members of the Committee.

Treasurer

In accordance with any council document developed to assist the committee is responsible for the following:

- f) receipt of all moneys payable to the Committee and issuing receipts for the same;
- g) keep correct accounts and books showing the financial affairs of the Committee;
- h) bank to the credit of the Committee all moneys received;
- i) submit financial statements at each Committee meeting;
- j) prepare and have audited, a Balance Sheet and Profit & Loss Statement of the Committee for presentation to the Annual General Meeting to Council;
- k) submit accounts for approval of payment by the Committee at each meeting;
- l) To prepare and submit quarterly GST returns to Council;

Booking Officer

- m) To take enquiries, enter bookings into the bookings diary, to send out application forms and conditions of use, to issue receipts for hiring fees and insurance cover, to issue keys, to inspect the facility after use for cleaning and/or damage and informing the Treasurer before reimbursement.

Council would prefer that the booking officer and the treasurer not be the same person.

7.9 Any member of the Committee shall cease to hold office:

- a) if the Committee is dissolved by Council;
- b) by resignation in writing lodged with the Secretary and forwarded to Council;

- c) if absent without leave for three (3) consecutive meetings;
- d) if the member holds any office of profit under or in the gift of the Committee;
- e) twelve months after the General Election of Council, if so determined in accordance with Council's review of organisation structure pursuant to Section 333 of the Local Government Act 1993.

8. EXTRA-ORDINARY VACANCIES ON THE COMMITTEE

- 8.1 Any Committee member who wishes to resign shall do so by giving notice in writing to the Secretary of the Committee who shall in turn advise the General Manager of the Council.
- 8.2 In the event of an extra-ordinary vacancy on the Committee occurring as the result of the resignation Council will advertise within the local newspaper calling for nominations to fill the vacant position.
- 8.3 Upon closing of nominations the General Manager, Mayor and Chairperson of the Committee will review the nominations and recommend to the Council the appointment of a person to the committee.
- 8.4 Where the vacant position is that of the Councillor, the Council shall appoint a Councillor to fill the vacant position.

9. DISQUALIFICATION AND REMOVAL OF MEMBERS

- 9.1 Any member absent without leave from three consecutive Ordinary Meetings shall be subject to disqualification from membership.
- 9.2 The Committee may by resolution for what it considers to be sufficient reason, declare a member to be subject to special disqualification.
- 9.3 The Secretary shall report to the Council the facts of any ordinary or special disqualification, together with the recommendation, if any, of the Committee. The Council may remove any member of the Committee who is subject to ordinary or special disqualification. Members so removed shall not be eligible for re-appointment.

10. MEETINGS

- 10.1 The Committee shall conduct its meetings in accordance with the Code of Meeting Practice as prescribed by the Council, the main elements of which are described at Annexure "B" to this Constitution.
- 10.2 The Chairperson shall preside at all meetings of the Committee at which he or she is present and in his or her absence the Deputy Chairperson shall preside and if he or she also be absent the first business of every such meeting shall be to elect a Chairperson to

preside over such meeting and for the purpose of so presiding shall have the powers of the Chairperson appointed by the Council.

- 10.3 In addition to his or her original vote the Chairperson shall in the case of equality of voting at any meeting of the Committee have second or casting vote.
- 10.4 Any four members of the Committee shall constitute a quorum.
- 10.5 The Committee shall decide on the day and time of its meetings, but shall meet at least once in each quarter.
- 10.6 Members of the Committee shall be given at least one weeks notice of an ordinary meeting.
- 10.7 Special meetings shall be called by the Secretary on the authority of the Chairperson or on a written requisition signed by not less than four members.
- 10.8 At special meetings business other than that for which the meeting was called shall not be transferred unless not less than two-thirds of the members are present, and those present unanimously consent to such other business being dealt with.
- 10.9 At least forty-eight hours notice of special meetings shall be given to all members of the Committee, but failure to receive a notice on the part of any member shall not affect the validity of any special meeting.
- 10.10 The Committee shall hold an Annual General Meeting in the first quarter of the new financial year, with business to include adoption of the minutes of the previous Annual Meeting, presentation of audited financial statements, election of the Committee for the coming year, presentation of an Annual Report of the Committee's activities for the year and any other item of business which has been advertised as being part of the meeting. A copy of the Minutes of the Annual Meeting is to be forwarded to the Council by 30th September.

11. FINANCIAL MANAGEMENT

- 11.1 The Treasurer shall keep proper account of the income and expenditure of the Committee and shall comply with any directions of the General Manager regarding the form and manner in which the books of account shall be kept.
- 11.2 All moneys received by the Committee shall be lodged within seven days in a bank account in the name of the Committee.
- 11.3 The Committee shall pay to the Council the amount of GST collected in each quarter, according to the procedures prescribed by the council.
- 11.4 Cheques drawn on the Committee's account shall be signed by two Executive Officers of the Committee.

- 11.5 The Committee must not incur liability for expenditure in excess of the amount to its credit at the Bank.
- 11.6 Expenditure may only be incurred in connection with the objects of the Committee.
- 11.7 Accounts for expenses of members shall not be paid until authorised by the Committee and all other expenditure of the Committee funds must be authorised or confirmed by the Committee.
- 11.8 The financial year shall be the period the 1st July to the 30th June, after which time the Treasurer shall arrange for the Committee's books to be audited prior to the Annual Meeting being held.

12. ANNUAL REPORTS, FINANCIAL STATEMENTS AND AUDIT

- 12.1 The Chairperson shall submit an Annual Report on the activities of the Committee to the Annual Meeting and shall send a copy to the Council by 30th September.
- 12.2 The Treasurer shall submit an audited Financial Statement to the Annual Meeting showing financial transactions that occurred during the financial period and statement of financial position as at the period end.
- 12.3 The Treasurer shall ensure that a copy of the audited Financial Statement is submitted to the Council by 30th September.

13. AUDITOR

- 13.1 The Committee shall appoint an appropriately qualified person to act as Auditor.
- 13.2 If in the event that the Committee cannot secure the services of an auditor Councils responsible accounting officer shall assume the role.

14. RECORDS

- 14.1 The Secretary shall be responsible for the correct recording of all proceedings of the Committee and for the safe keeping of the Committee's books and papers, other than books and records of account, and shall also be responsible for the conduct of correspondence on the Committee's behalf.
- 14.2 The records of the Committee are the records of Council and shall be provided to the Council upon request by the General Manager

15. RULES OF CONSTITUTION

- 15.1 The Committee shall not have power to alter its rules of constitution.

15.2 The Committee may recommend to Council at any time alterations to this constitution, and the Council may by resolution alter, amend or rescind the whole or any part of the constitution.

16. DISSOLUTION

16.1 Council may dissolve a committee at any time.

Council may wish to dissolve a committee to carry out the control of the facility itself.

16.2 Council may also dissolve a committee if that Committee is not complying with the roles and responsibilities of the Committee.

16.3 The committee shall be dissolved in the event of membership dropping to less than four (4) persons. However, if a committee chooses to remain active with less than four members, it is given six months to re-establish a viable membership (i.e. minimum of four members).

16.4 If a committee or facility becomes inactive or inoperable, the Committee will be dissolved and all responsibilities will be taken over by the designated Council department (in this instance, consideration will need to be given to the long term viability of the facility or function).

16.5 On dissolution of the committee, the Secretary/Treasurer or the responsible member must forward immediately all records (minutes, correspondence, financial records) to Council.

16.6 The committee can also be dissolved by a vote of 75% of members entitled to vote present at an Extraordinary Meeting convened to consider this option.

16.7 Upon a resolution being passed by Council for the dissolution of the Committee, all assets and funds of the Committee shall, after payment of all expenses and liabilities, be handed over to Council for the future management of the facility or to be held in trust by Council until a Committee is re-established.

Date Adopted	Minute No	Authority
16 March 2010	34873	Council Resolution
15 June 2010	34975	Council Resolution

ANNEXURE “A”

CHARTER OF COUNCIL

The Local Government Act (1993) has determined that the Charter of a local Council shall be:

1. To provide directly or on behalf of other levels of government, after due consultation, adequate, equitable and appropriate services and facilities for the community and to ensure that those facilities are managed efficiently and effectively
2. To exercise community leadership
3. To exercise its functions with due regard for the cultural and linguistic needs of its community
4. To promote and to provide and plan for the needs of the target groups as identified in Council's Community Plan- children, youth, aged, people with disabilities, people from different ethnic backgrounds, people with Aboriginal/Torres Strait Islander background, women and men.
5. To properly manage, develop, protect, restore, enhance and conserve the environment of the area for which it is responsible
6. To have regard for the long term and cumulative effects of its decisions
7. To bear in mind that it is the custodian and trustee of public assets and to effectively account for and manage the assets for which it is responsible
8. To facilitate the involvement of Councillors, members of the public, users of facilities and services and council staff in the development, improvement and coordination of Local Government
9. To raise funds for local purposes by the fair imposition of rates, charges and fees, by income earned from investments and, when appropriate, by borrowings and grants
10. To keep the local community and the State government (and through it, the wider community) informed about its activities
11. To ensure that, in the exercise of its regulatory functions, it acts consistently and without bias, particularly where an activity of the council is affected
12. To be a responsible employer

ANNEXURE “B”

CODE OF MEETING PRACTICE

The Chairperson shall preside over meetings of the Committee.

Recommendations shall be moved, seconded and voted on by members of the Committee.

The Secretary shall maintain accurate minutes of the proceedings of meetings (including the recording of names of the mover and seconder of each motion), which shall include the following:

- Date, time and venue of the meeting
- Members present
- Apologies
- Adoption of minutes of previous meeting
- Business Arising
- Correspondence received
- Financial Report
- Other Business discussed by the Committee

The Treasurer shall provide a financial report to each meeting of the Committee, including expenditure, bank reconciliation, accounts to be paid and balance of account.

A recommendation of the Committee is required for:

- All items of expenditure
- Setting of fees
- Decisions regarding usage of the facility
- Improvements to the building
- Disciplining or expulsion of members
- Adoption of minutes and reports

At the completion of each meeting a copy of the minutes shall be sent to Council.

Code of Conduct:

The Dungog Shire Council Code of Conduct applies to members of this committee and members need to be aware of their obligations particularly in relation to Conflicts of Interest and the need to declare such at the commencement of the meeting proceedings when notice of the Agenda items has been given otherwise during the conduct of the meeting where a conflict of interest may arise or may be perceived to exist by a third party.