

## **Constitution**

This is the Constitution that has been adopted by the Gorleston Theatre Company, based on the **NODA** model (National Operatic and Dramatic Association).

### **1. Name**

The Society shall be called the **Gorleston Theatre Company**.

### **2. Objects**

The objects of the Society are to promote and encourage the dramatic and operatic arts within the community, and to further the development of community appreciation and taste in the said arts.

### **3. Powers**

In furtherance of these objects but not otherwise the Society through its Executive Committee may exercise the following powers:

- a. to promote plays, drama, comedies, operas, operettas and other dramatic and operatic works;
- b. to purchase acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works;
- c. to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
- d. to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- e. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- f. subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- g. to employ (under the terms of an explicit contract) such staff as are necessary for the proper pursuit of the objects;
- h. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;
- i. to establish or support any charitable trusts, association or institutions formed for all or any of the objects;
- j. to appoint and constitute such advisory committees as the Executive Committee may think fit;
- k. to do all such other lawful things as are necessary for the achievement of the objects of the Society.

### **4. Membership**

The Society shall consist of Members, Temporary Members and may also include as honorary Life Members such other persons as shall have rendered special services to the Society.

### **5. Eligibility for Membership**

- a. Adult Membership shall be open to all those over the age of 16 years' having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee, where applicable, and annual subscription laid down from time to time by the Executive Committee. Every Adult Member shall have one vote.
- b. As certain productions demand, Junior Membership shall be open to all those under the age of 16 years' having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee, where applicable, and annual subscription laid down from time to time by the Executive Committee. No Junior Member shall be entitled to vote.

### **6. Applications for Membership**

- a. Applications for membership shall be made in writing, signed by the applicant. Pre-printed forms used at auditions shall be deemed to be membership applications for this purpose. The executive committee reserves the right to reject any membership application.
- b. All new Members shall receive a copy of the Members Rulebook to serve as receipt and proof of membership.

### **7. Capabilities of Candidates for Membership**

Prior to election all candidates for membership as performers (Acting Members) shall satisfy the Executive Committee as to their histrionic and/or musical ability.

### **8. Expulsion of Members**

The Executive Committee may by a majority vote remove from the list of Members the name of any

Member who has persistently neglected the work undertaken by the Society or whose conduct it considers likely to endanger the welfare of the Society. The individual shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

#### **9. Subscriptions and Fees**

The annual non-refundable subscription to the Society and entrance fees, if applicable, shall be determined from year to year by the Annual General Meeting.

#### **10. Payment of Entrance Fees and Subscriptions**

Entrance fees, if applicable, and first annual subscriptions shall become due and be paid to the Treasurer on receipt of notice of election from the Secretary, and all subsequent annual subscriptions shall become due on 1st August in each year.

#### **11. Non-Payment of subscriptions**

The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid at the date of the first rehearsal of any production in which they participate.

#### **12. Honorary Life Members**

Honorary Life Members may, on the nomination and recommendation of the Executive Committee only, be elected on such terms as the members of the Society at an Annual General Meeting may from time to time decide.

#### **13. Temporary Members**

The Executive Committee shall have power to appoint Temporary Members as certain productions demand.

#### **14. Executive Committee**

- a. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers namely: Chairman, Vice-Chairman, Treasurer, Secretary and no more than six Members.
- b. A member of the Executive Committee shall cease to hold office if he or she:
  - o becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - o is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive committee resolve that his or her office be vacated; or
  - o notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- c. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- d. No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
- e. The Executive Committee may from time to time co-opt Executive Committee members (without resort to a Members vote) if this is felt to further the pursuit of the objects. A person may be coopted into any position other than Chairman or Vice-Chairman.
- f. All Executive Committee members ceasing to hold office must make best efforts to promptly return all relevant paperwork to the Chairman for re-assignment.

#### **15. Executive Committee Members not to be personally interested**

- a. Subject to the provisions of sub-clause (b) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Society [otherwise than as a Trustee for the Charity] or receive remuneration or be interested (otherwise than as a Member of the Executive Committee) in any contract entered into by the Executive Committee.
- b. Any member of the Executive Committee for the time being who is a solicitor, accountant, musician, choreographer, technician or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his her firm, is under discussion.

#### **16. Meetings of Executive Committee**

- a. The Executive Committee shall hold at least two ordinary meetings a year.
- b. A special meeting may be called at any time by the Chairman or by any two members of the Executive committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- c. The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- d. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or four of the Executive Committee, whichever is greater, are present at a meeting .
- e. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- f. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meeting of the Executive Committee and any sub-committee.
- g. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- h. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

#### **17. Executive Committee's Powers**

The Executive Committee shall have power to decide any questions arising out of these Rules and all other matters connected with the Society (other than and except those which can be dealt with only by the Society in General Meeting) and make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

#### **18. Finance**

- a. The funds of the Society shall be applied solely in furthering the objects of the Society.
- b. The funds of the Society, including all members' fees, donations, box office income and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- c. No member of the Society shall receive payment directly or indirectly for services to the Society other than legitimate expenses incurred in its work.
- d. No unbudgeted expenditure shall be incurred by any member of the Society without the authority in writing (e.g. minuted at a meeting of the executive committee) of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.

For general production expenditure, a budget, covering all significant areas of expenditure, shall be agreed with the Executive Committee before expenses are incurred. Once agreed, spend up to the limits in each budget category will be taken as authorised.

Budgets may also be agreed with the Executive Committee to cover any expenditure outside of productions.

- e. The Executive Committee cannot authorise a general production budget where the budgeted production loss exceeds 75% of the total cash assets at the last year end, or at the time of setting the budget. Such productions will need to be authorised by the members at an AGM or EGM, before any expenses are incurred.

Free cash assets are defined as cash at bank less ring-fenced amount designed to cover ongoing expenses of the Theatre Company for at least two years (currently £3,000

- f. The production spending limits stated in 18(e) shall also apply to any project spend outside of productions. In assessing the total cost of any project, the committee should make every effort to assess and aggregate all foreseeable costs relating to that project.
- g. The Society shall give an annual subscription to the National Operatic and Dramatic Association in accordance with the subscription scales published by that Association, and shall abide by the Rules & Bye-Laws of that Association.

#### **19. Financial Year and Records**

- a. The financial year of the Society shall commence on 1st May and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 30th April in each year.
  - b. In the event of error/s being detected in the annual accounts subsequent to presentation to the members at the AGM, the permanent financial records may be adjusted accordingly. Due regard should be given to the nature and/or size\* of the error as to the need to promptly inform the members (eg. in the next newsletter).
- \* **Nature** – ie. does it affect profit/loss for year? **Size** – use 10% profit or 1% net assets as a guide.
- c. Relevant financial records (cash book, invoices/receipts, bank statements) shall be retained for 6 years after the end of the financial year.

## **20. Annual General Meeting**

- a. The Annual General Meeting of the Society shall be held in the month of August or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year, duly audited, shall be presented, the Officers, other members of Executive Committee and an Auditor, for the ensuing year, and the honorary Life Members, if any, elected, and all general business transacted.
- b. Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Society. All the Adult Members of the Society shall be entitled to attend and vote at the meeting
- c. The Chairman shall chair the Annual General Meeting, but if he or she is not present the persons present shall appoint a chairman of the meeting
- d. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- e. Nominations for election to the Executive Committee should be made by members of the Society in writing and should be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

## **21. Retirement of Officers and Executive Committee**

Members of the Executive Committee (including the Officers) normally serve for three years but shall be eligible for re-election at the end of this term. The names of candidates for these positions shall be sent to the Secretary in writing at least 21 days before the Annual General Meeting and if more names are proposed than the number required to fill the vacancies and sufficient are not withdrawn at or before such Meeting, the election shall be by ballot. If all the before-mentioned positions shall not be filled at such Meeting or any casual vacancy shall thereafter occur the same shall be filled by the remaining members of the Executive Committee.

## **22. Special General Meetings**

A Special General Meeting of the Society may be called at any time at the discretion of the Executive Committee and shall be called within 21 days after the receipt by the Secretary of a requisition in writing to that effect signed by at least ten Members. Every such requisition shall specify the business for which the Meeting is to be convened and no other business shall be transacted at such Meeting.

## **23. Procedure at General Meetings**

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Society.

## **24. Quorum at General Meetings**

No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum be present and such quorum shall consist of not less than fifteen persons present and entitled to vote.

## **25. Resolution at General Meeting**

Unless otherwise provided by these Rules all resolutions brought forward at a General Meeting shall be decided by a bare majority of the votes properly recorded at such Meeting and in the case of an equality of votes the Chairman shall have a second or casting vote.

## **26. Notice of General Meeting**

- a. A printed notice of every General Meeting shall be sent to each member at least 14 days prior to the day fixed for such Meeting.
- b. For the Annual General Meeting, the Statement of Accounts for the past year and particulars of nominations for the Executive Committee (including the Officers) and Auditor and of any proposal to elect an honorary Life Member shall be available to any Member in advance on request, or at the meeting.

### **27. Selection of Works**

The Executive Committee shall select the works to be produced by the Society, the production team for those works, and shall determine the dates of productions.

### **28. Selection of Cast**

- a. The cast for any production shall be selected by the Executive Committee and/or by the production team. The casting is at the discretion of the Executive Committee. This will usually be by means of audition, open to all members and non-members, and shall be attended by at least one non-auditioning Executive Committee member. The Executive Committee shall approve the proposed cast list before it is communicated to the cast members.
- b. Should any member be unable to attend audition, separate arrangements may be made with the production team prior to the scheduled auditions.

### **29. Revision of Cast**

The Executive Committee (in consultation with the production team) or its appointed production team shall have power to revise the cast from time to time, if any Acting Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

### **30. Obligations of Acting Members**

Acting Members shall to the best of their ability play the parts assigned to them and obey the directions given at all rehearsals and performances.

### **31. Control of Rehearsals**

The Musical Director shall conduct all music rehearsals and the Director shall direct all stage rehearsals, unless agreed otherwise by the Executive Committee.

### **32. Attendance at Rehearsals and Performances**

A record of the attendance of Acting Members at rehearsals and performances shall be kept by a member of the production team. The Executive Committee shall have power to prohibit any Member whose attendance at rehearsals shall have been irregular from taking part in the performance of the work in preparation. Acting Members absenting themselves from three consecutive rehearsals may, at the discretion of the Executive Committee and in consultation with the show director, be deemed to have resigned their parts in the work then in rehearsal.

### **33. Acting Members in excess of Requirements**

If at any time the number of Members rehearsing a production exceed the number of persons required for the representation of the same, preference shall be given to the Members who, by the regularity of their attendance, shall, in the opinion of the Executive Committee, have rendered themselves most efficient.

### **34. Production Money**

All monies due from Members in connection with the production and performance of any work shall be accounted for, and paid to the Treasurer, before the first performance.

### **35. Production Account**

Within two calendar months after the final performance of any work produced by the Society, the Executive Committee shall prepare or cause to be prepared a full statement of the receipts and expenses of each production and the same shall be open for the inspection of Members at the Annual General Meeting.

### **36. Recovery of Money due to Society**

All monies due and owing to the Society, including the Entrance Fees and Subscriptions of Members, shall be recoverable at law in the name of the Secretary.

### **37. Dissolution of Society**

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose.

### **38. Alteration to Rules**

- a. No alteration of these Rules shall be made except at a General Meeting nor unless 21 days prior to such a meeting a written notice of the proposed alteration or of one substantially to the like effect shall have been given to the Secretary, who shall give 14 days notice thereof to the members and

the resolution embodying such proposed alteration shall be carried by a majority of at least two thirds of the votes present and voting at a General Meeting.

**39. Arrangements until next Annual General Meeting**

Until ratified at a General Meeting this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

Amended October 2017