

# **Staines Musical Theatre Group Constitution**

Constitution adopted on the 23<sup>rd</sup> day of September 2013

## **1. Name**

The Society shall be called Staines Musical Theatre Group

## **2. Objects**

The objects of the Society are the education and enjoyment among its members, and further development of public appreciation and education of cultural arts in Staines and its locality, through the performance of musical and dramatic works.

## **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 of educative value;
- 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 such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 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 assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine;
- k. to appoint and constitute such advisory committees as the Executive Committee may think fit;
- l. 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, and may also include as Honorary Life Members such other persons as shall have rendered special services to the Society.

## **5. Eligibility for Membership**

Membership shall be open to all those over the age of 18 years having sympathy with the objects of the Society and desiring actively to further it and to pay annual subscription and show fees laid

down by the Executive Committee. Every paying Member shall have one vote. Directly invited cast members will only pay a show fee. As temporary members they will not be eligible to vote.

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

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

#### **7. Expulsion of Members**

The Executive Committee may by a unanimous 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.

#### **8. Subscriptions and Fees**

The annual subscription to the Society and show fees shall be determined from time to time by the Executive Committee.

#### **9. Payment of Show Fees and Subscriptions**

Initial membership subscriptions shall become due and be paid to the Society within 21 days of acceptance into the Society. All subsequent subscriptions and show fees shall become due on 1 August in each year and shall be paid in full no later than the end of the current financial year (31 July).

#### **10. Adjustment of Subscriptions**

Membership of the Society assumes participation in all Society activities through the financial year. In the event of non-participation in a production (ie Summer Show, Main Show, Christmas Concert) members can claim a rebate to the Treasurer before the end of the financial year. If no rebate is requested, the amount will be treated as a non-refundable donation.

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

The Executive Committee shall have power by bare majority to suspend any member, who fails to meet their agreed payment schedule within 60 days of the due date, from exercising all or any of the privileges of membership until his or her subscription is paid.

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

Honorary 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. Presidents and vice presidents**

The Executive Committee shall invite any persons to become President and may invite any persons, not exceeding four in number, to become Vice-Presidents of the Society. Presidents and Vice-Presidents shall receive notification of the Society's General Meetings and Social functions.

#### **14. Patrons**

The Executive Committee may invite any persons or organisations to become Patrons of the Society, on payment of a fee the amount of which shall be determined by the Executive Committee. Patrons shall receive notification of the Society's General Meetings and social functions, but shall not be entitled to vote. Such persons or organisations shall receive from the Society one complimentary ticket for each main production.

### **15. 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 five other Members.
- b. A member of the Executive Committee shall cease to hold office if he or she:
- [is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)];
  - becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 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
  - 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. Upon election and before assuming office, all Executive Committee members must sign a declaration of acceptance and willingness to act in the trusts of the Society. This will be held by the Secretary together with the minutes.

### **16. 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 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.

### **17. 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 and Vice Chairman are 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 five of the Executive Committee 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 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 sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

### **18. 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.

### **19. 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 or for other than legitimate expenses incurred in its work.
- d. No expenditure shall be incurred by any member of the Society without the authority in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.
- e. 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.

### **20. Financial Year**

The financial year of the Society shall commence on 1 August and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 31 July in each year. [The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.]

### **21. Annual General Meeting**

- a. The Annual General Meeting of the Society shall be held 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 fee-paying members of the Society shall be entitled to attend and vote at the meeting.
- c. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- d. Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary at least 21 days before the Annual General

Meeting. Should nominations exceed vacancies, election shall be by ballot.

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

The Executive Committee (including the Officers) and the Auditor shall retire annually but shall be eligible for re-election. 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.

## **23. 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 five 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.

## **24. 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.

## **25. 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 51% of members present and entitled to vote.

## **26. 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.

## **27. Selection of Works**

The Executive Committee shall select the works to be produced by the Society and shall determine the dates of productions.

## **28. Selection of Cast**

The cast for any production shall be selected by the Executive Committee or by a Selection Sub-Committee appointed by the Executive Committee and consisting of not less than three persons, ideally Producer, Choreographer and Musical Director. In the absence of one member the committee shall agree an appropriate substitute. Auditions for a main production will initially be closed auditions and only members of the society or those who have been members of the society at some point in the previous three membership years will be eligible to take part.

## **29. Revision of Cast**

The Executive Committee or its appointed Sub-Committee shall have power to revise the cast from time to time in consultation with the Show Director, 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.

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

A record of the attendance of Acting Members at rehearsals and performances shall be kept by a nominated member of the Executive Committee. 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, within 21 days after the conclusion of the final 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 such time and place as the Executive Committee shall decide.

### **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 members present and voting at a General Meeting.

b. No amendment may be made to clauses 1, 2, 16, 39 or this clause without the prior consent of the Charity Commission.

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

Until the first Annual General Meeting takes place 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.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed