

Constitution of the *Shipham Players*

Adopted on the ninth day of January 2006

1. Name The Society shall be called the *Shipham Players*.

2. Objects

The objects of the *Shipham Players* are:

1. To educate the public of Shipham and the surrounding communities in the performing arts, and to further the development of public appreciation and taste in the said arts,
2. To provide and promote or assist in the provision and promotion of opportunities and facilities for residents of Shipham and the surrounding communities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the objective of improving their conditions of life.

3. Powers

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

- a. to promote plays, drama, comedies, operas, operettas, ballet and other performing arts works of educative value;
- b. to provide or assist in the provision of opportunities for the development of skills and experience in any or all aspects in any or all of the performing arts;
- c. to purchase acquire and obtain interests in the copyright of or the right to perform or show any such works;
- d. to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
- e. 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;
- f. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- g. 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;
- h. 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;
- i. 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;
- j. to establish or support any charitable trusts, association or institutions formed for all or any of the objects;
- k. To establish an agreement with the *Shipham Village Hall Trust* which shall be in furtherance of the charitable objectives of both the *Shipham Village Hall Trust* (Registered Charity 270556) and the *Shipham Players*. Such agreement shall encompass use of and rental of premises, access, storage, use of and maintenance of *Shipham Village Hall* equipment, use and maintenance of equipment belonging to the *Shipham Players* by other users of *Shipham Village Hall*, invoicing, payments, representation on the *Shipham Village Hall Council* and such other matters as the *Executive Committee* and the *Shipham Village Hall Trust* shall determine from time to time;
- l. to assist and further such charitable institutions and charitable purposes as the *Executive Committee* shall from time to time determine;
- m. to do all such other lawful things as are necessary for the achievement of the objects of the Society

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4. Membership

The *Shipham Players* shall consist of *Members* who must be aged 18 or over, *Junior Members* who must be under the age of 18 and may also include as *Honorary Life Members* nominated and elected as in Section 15 such other persons as shall have rendered special services to the *Shipham Players*.

5. Eligibility for Membership

Membership shall be open to all those having sympathy with the objects of the *Shipham Players* 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 Member over 18 shall have one vote at General Meetings convened under clauses 23, 25 or 38.

6. Applications for Membership

- a. Applications for membership shall be made in writing, signed by the applicant, to the Secretary, who shall submit the same to the *Executive Committee* or such other committee that may be established under Clause 19 for the purpose and has delegated powers from the Executive Committee.
- b. Applications from persons under 18 shall also be approved by and signed by a parent or guardian.

7. Capabilities of Candidates for Membership

- a. Prior to election all candidates for membership shall satisfy the *Executive Committee* or such other committee that has delegated authority under Clause 6 as to that candidate's abilities and the said candidate's determination to meet the conditions of Clause 5.
- b. Any interview with a candidate under 18 shall be conducted in the presence of the candidate's parent or guardian who may contribute information on behalf of the said candidate.

8. Names of Candidates to be sent to *Executive Committee*

The names and addresses of candidates for election as members shall be sent by the Secretary to each member of the *Executive Committee* or such other committee that has been established for the purpose under Clause 6 at least two clear days prior to the day of the meeting at which such applications for membership are to be considered by that committee.

9. 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 *Shipham Players* or whose conduct it considers likely to endanger the welfare of the *Shipham players*. The individual shall have the right to be heard by the *Executive Committee*, accompanied by a friend or if under 18 a parent or guardian, before a final decision is made.. Subscriptions and fees paid under Clause 10 will not be refunded to any expelled Member.

10. Subscriptions and Fees

The annual subscription to the *Shipham players* and entrance fees, if applicable, for Members and for *Junior Members* shall be determined from time to time by the Executive Committee.

11. 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 the first of January in each year and shall be paid to the Treasurer not later than the thirty first of January.

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12. Non-payment of subscriptions

The *Executive Committee* shall have power by bare majority to suspend any member whose subscription remains unpaid after the thirty first of January in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

13. Adjustment of Subscriptions

The Executive Committee shall have power to remit such portion of the subscription as they think right in the case of Members elected after the first of July or Members leaving the neighbourhood and resigning their membership before the end of any season and to readmit to the Society without entrance fee any persons who have previously been Members when such persons have resigned owing to leaving the neighbourhood or for other good cause.

14. Resignations

Members wishing to resign must give written notice to the Secretary before the first of January and in default of so doing will be liable for the subscription for the current year commencing on that date.

15. 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 *Shipham Players* at an Annual or Special General Meeting may from time to time decide.

16. Executive Committee

- a. *Shipham Players* 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 two 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 or lacks mental capacity (as defined in the Mental Capacity Act 2005), 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. In the event of a vacancy arising from sub-clause b of this clause, the *Executive Committee* may at its discretion appoint a replacement member of the *Executive Committee* whose appointment shall last until the next Annual General Meeting or and earlier date if the *Executive Committee* so decides. No person appointed under this sub-clause shall be considered for re-election under clause 24.
- e. No person shall be entitled to act as a member of the *Executive Committee* whether on a first or subsequent entry into office or by appointment under sub-clause d of the clause 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 *Shipham Players*,

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17. Executive Committee Members not to be personally interested

No member of the *Executive Committee* shall acquire any interest in property belonging to the *Shipham Players* 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*.

18. Meetings of the 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 four 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 three members 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, in books kept for the purpose, of the proceedings of meetings of the *Executive Committee* and any other committee established under Clause 19.
- g. The *Executive Committee* may from time to time make and alter rules for the conduct of their meetings and other business or that of any other committee established under Clause 19, the summoning and conduct of such meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

19. Additional Committees

- a. The *Executive Committee* may appoint and constitute or disband such other committees as the *Executive Committee* may think fit 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 such other committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the *Executive Committee*.
- b. Any committee appointed under this clause shall be chaired by a member of the *Executive Committee* but at the discretion of the *Executive Committee* may co-opt additional members, each such co-opted member shall be approved by the *Executive Committee*.
- c. No person shall be entitled to act as a member of any committee appointed under this clause whether on a first or subsequent entry into office until after signing in the minute book of the said committee a declaration of acceptance and of willingness to act in the trusts of the *Shipham Players*.
- d. Decisions of the *Executive Committee* shall take precedence over decisions by any committee established under this clause.

20. 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 *Shipham Players* (other than and except those which can be dealt with only by the *Shipham Players* in General Meeting) and make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

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21. Finance

- a. The funds of the *Shipham Players* shall be applied solely in furthering the objects of the *Shipham Players*.
- b. The funds of the *Shipham Players*, 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 *Shipham Players* 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*. The *Executive Committee* may, at its discretion, operate more than one bank account.
- c. No member of the *Shipham Players* shall receive payment directly or indirectly for services to the *Shipham Players* or for other than legitimate expenses incurred in its work.
- d. No expenditure shall be incurred by any member of the *Shipham players* without the authority in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the *Executive Committee* except that at the discretion of the *Executive Committee* control of a specified expenditure budget may be delegated to a producer for the purposes of a specified production or to a committee established under Clause 19. That Committee or producer may authorise expenditure within the limit of their budget and must keep detailed receipts and records which shall be presented to and as required by the *Executive Committee*.
- e. At the discretion of the *Executive Committee* the *Shipham players* may join or affiliate to such other organisations and pay the appropriate subscription as the *Executive Committee* shall decide in the interests of the *Shipham Players* in the furtherance of its objectives defined in Clause 2 of this Constitution.
- f. The *Executive Committee* shall apply for and pay for such licences as are necessary to enable the *Shipham Players* to fulfil its objectives in Clause 2.
- g. The *Executive Committee* at its discretion may purchase such insurance policies as in their opinion are necessary for the proper safeguard of the *Group's* members, properties, effects and third party liabilities.

22. Financial Year

The financial year of the *Shipham Players* shall commence on the first of January and an annual profit and loss account and balance sheet shall be prepared and either audited or independently examined, as determined by the Charity Commission, within four calendar months after the thirty-first of December 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 *Charity Commission*.

23. Annual General Meeting

- a. The Annual General Meeting of the *Shipham Players* shall be held within six months of the end of the financial year, as defined in Clause 22. The Officers, other members of *Executive Committee* and an Auditor or Independent Examiner, 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 28 days' notice of the Annual General Meeting to all members of the *Shipham Players*. With the notification of the Annual General Meeting, the Secretary shall invite nominations for the *Executive Committee*. All the members of the *Shipham Players* aged 18 years or older at the date of the Annual General Meeting shall be entitled to attend and vote at that meeting.
- c. The chairman of the *Executive Committee* shall be the chairman of the Annual General Meetings, but if he or she is not present, the persons present shall appoint a chairman of the meeting.

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23. Annual General Meeting – Cont.

- d. The *Executive Committee* shall present to each Annual General Meeting the report and audited or examined accounts of the *Shipham Players* for the preceding year.
- e. Nominations for election to the *Executive Committee* must be made by members of the *Shipham Players* in writing and must 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 at the Annual General Meeting. Each nomination whether for new election or for re-election shall, at the Annual General Meeting, be proposed by a member and seconded by another. Both Proposer and Seconder shall be 18 years or older on the day of the Annual General Meeting.

24. Retirement of Officers and other *Executive Committee* members

The *Executive Committee* (including the Officers) and the Auditor shall retire annually but shall be eligible for re-election. The names of candidates for re-election shall be sent to the Secretary in writing at least 14 days before the Annual General Meeting and included with the nominations received under clause 23 sub-clause e.

25. Special General Meetings

A Special General Meeting of the *Shipham Players* 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.

26. 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 *Shipham Players*.

27. 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 one quarter of all Members aged 18 or over on the date of the General Meeting.

28. 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.

29. Notice of General Meeting

A printed notice of every General Meeting accompanied in the case of the Annual General Meeting by the Statement of Accounts for the past year and particulars of nominations for the *Executive Committee* (including the Officers) and Auditor or Independent Examiner and of any proposal to elect an Honorary Life Member shall be sent to each member at least 14 days prior to the day fixed for such Meeting.

30. Selection of Works

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

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31. Selection of Producer, Director and Cast etc.

- a. The Producer or Director and where appropriate, the Musical Director of each production shall be appointed by the *Executive Committee* and such appointment(s) shall not preclude the appointment of a non-member.
- b. At the discretion of the *Executive Committee* the cast for any production shall be selected from the membership of the *Shipham Players* following audition jointly where appropriate, by the Director and Musical Director or a *Selection Committee* appointed by the *Executive Committee* and consisting of not less than four persons which shall include the Director and Musical Director.
- c. Any *Selection Committee* shall be formed in accordance with Clause 19 save that a Producer or Director or Musical Director appointed from outside of the membership of the *Shipham Players* shall be regarded as a member for the execution of the function of that committee and shall sign the Minute Book, in accordance with Clause 19 sub-clause c.
- d. Selection of musicians shall be by the Musical Director.
- e. To meet the objectives of the *Shipham Players*, the *Executive Committee* or the *Selection Committee* appointed under this Clause may, after consultation with the Producer, Director or Musical Director, select acts, cast members or musicians from outside of the membership.
- f. No producer, director, musical director, performer or musician or other person involved in any production shall be offered or paid remuneration nor any production expenses incurred except by the prior authority of the *Executive Committee*.

32. Revision of Cast

The *Executive Committee* or its appointed *Selection Committee* shall have power to revise the cast from time to time in consultation with the Show Director and when one is appointed, the Musical Director, if any cast member to whom a rôle has been assigned shall, in its opinion, prove unsuitable for the part.

33. Obligations of Acting Members

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

34. Control of Rehearsals

The Musical Director shall conduct all music rehearsals and the Director shall direct all stage rehearsals and either shall have the power to exclude from a rehearsal any person whose conduct is considered detrimental to the production, such exclusion to be reported to the Chairman or in his/her absence other officer or member of the *Executive Committee*.

35. Attendance at Rehearsals and Performances

The *Executive Committee* shall have power to prohibit any cast member whose attendance at rehearsals shall have been irregular from taking part in the performance of the work in preparation. Cast members absenting themselves from three consecutive rehearsals may, at the discretion of the *Executive Committee* and in consultation with the show Director or Musical Director, be deemed to have resigned their parts in the work then in rehearsal.

36. Production Account

Within two calendar months after the final performance of any work produced by the *Shipham Players*, 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 appended to the annual accounts presented to Members or made open for the inspection of Members at such time and place as the *Executive Committee* shall decide.

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37. Recovery of Money due to the *Shipham Players*

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

38. Dissolution of the *Shipham Players*

If the *Executive Committee* decides that it is necessary or advisable to dissolve the *Shipham Players* it shall call a meeting of all members of the *Shipham Players*, 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 *Shipham Players*. 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 *Shipham Players* as the members of the *Shipham Players* may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or an account or statement for the final accounting period of the *Shipham Players* must be sent to the Charity Commission.

39. Alteration to Rules

- a.. No alteration of these Rules shall be made except at a General Meeting nor unless twenty one days prior to such a meeting 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, 37 or this clause without the prior consent of the *Charity Commission*.
- c. All amendments or changes to this Constitution shall be notified to the *Charity Commission*.

40. The first Annual General Meeting

- a. The first Annual General Meeting shall be held in 2007 within six months of the end of the first financial year, as defined in Clause 22.
- b. The Officers and Committee members elected at the meeting whereat this Constitution was adopted, shall be known as and exercise the powers, authority and responsibilities of the *Executive Committee*, until the first Annual General Meeting.