



**Constitution** Adopted on the.....24th of July 2015

**1. Name\***

The Company shall be called Worthing Musical Theatre Company (formerly Worthing Light Opera Company 1972 – 2012).

**2. Objects\***

The objects of the Society are to educate the public in the dramatic and operatic arts, and to further the development of public appreciation and taste in the said arts.

**3. Powers**

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

- a. to promote plays, drama, comedies, musicals, 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 Company 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 Company;
- f. subject to any consents required by law to borrow money and to charge all or any part of the property of the Company 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;
- 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 Company.

#### **4. Membership**

The Company shall consist of Members, and may also include as honorary Life Members such other persons as shall have rendered special services to the Society. Life members will be elected at a General Meeting.

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

a. Membership shall be open to all those over the age of 14 years having sympathy with the objects of the Company 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 shall have one vote.

b. Junior members, 14 – 17 years cannot be appointed to trustee positions or have voting rights.

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

Applications for membership shall be made in writing, signed by the applicant, to the Members Representative, who shall submit the same to the Executive Committee for its decision.

#### **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 unanimous vote remove from the list of Members the name of any Member who has persistently neglected the work undertaken by the Company or whose conduct it considers likely to endanger the welfare of the Company. 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 subscription to the Company and show fees, shall be determined from time to time by the Executive Committee.

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

- a. 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 1 October in each year and shall be paid to the Treasurer not later than 31 October.
- b. Show fees shall become due at time of registration of interest in participating in the show and paid to the Treasurer.

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

The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after 30 November in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

#### **12. Honorary Posts**

Additional honorary posts of President, Vice President & 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. Patron/Friend**

Any person wishing to become a Patron/Friend of the Company and subscribing the agreed fee annually shall be entitled to such privileges as the Executive Committee shall from time to time decide.

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

a. The Company shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chairman, Vice-Chairman, General Secretary, Treasurer, Business Manager, Membership Secretary, Production Manager, Marketing & Media Manager, Ticket and Patron Secretary and Social & Welfare Officer

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. 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 Company.

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

No member of the Executive Committee shall acquire any interest in property belonging to the Company [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.

**16. Meetings of Executive Committee**

- a. The Executive Committee shall hold at least eight 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 Vice Chairman will chair the 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 should both be absent.
- d. There shall be a quorum when at least one third of the number of members of the Executive Committee or 4 members 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 of the proceedings of all meetings of the Executive Committee and any sub-committees.
- 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.

**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 Company (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 Company shall be applied solely in furthering the objects of the Company.
- b.** The funds of the Company, 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 Company 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 Company shall receive payment directly or indirectly for services to the Company or for other than legitimate expenses incurred in its work.
- d.** No expenditure shall be incurred by any member of the Company without the authority in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.
- e.** The Company 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\***

The financial year of the Company shall commence on 1 June 2012 and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 1 June 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.]

## **20. Annual General Meeting\***

- a.** The Annual General Meeting of the Company shall be held in the month of July 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 members of the Company shall be entitled to attend and vote at the meeting.
- c.** Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent Annual General Meetings, 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 must be made by members of the Society in writing and must be in the hands of the Secretary at least 7 days

before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

**21. 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 7 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 Company 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 20 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 Company.

**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 20 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. Selection of Works**

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

**27. 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 3 persons.

**28. 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 Directors, if any Acting Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

**29. 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.

### **30. Control of Rehearsals**

The Musical Director shall conduct all music rehearsals and the Director shall direct all stage rehearsals.

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

A record of the attendance of Acting Members at rehearsals and performances shall be kept by the Members representative. 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.

### **32. 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.

### **33. 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.

### **34. Recovery of Money due to Company**

All monies due and owing to the Company, including the Show Fees and Subscriptions of Members, shall be recoverable at law in the name of the Treasurer.

### **35. Dissolution of Company\***

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 Company, 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 Company.

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 Company as the members of the Company may determine or failing that shall be applied for some other charitable purpose. [A copy of the statement of accounts, or account or statement, for the final accounting period of the Company must be sent to the Charity Commission.]

### **36. 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, 14, 35 or this clause without the prior consent of the Charity Commission.

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

Signed Chairman \_\_\_\_\_ Lorraine Palmer \_\_\_\_\_

Secretary \_\_\_\_\_ Joan Kemish \_\_\_\_\_

Treasurer \_\_\_\_\_ Bob Palmer \_\_\_\_\_

This constitution was revised and adopted by the membership at Annual General meeting held on 23 July 2015