

Constitution

Adopted on the eleventh day of June 2007

1. **Name**

The Society shall be called The Etcetera Theatre Company.

2. **Objects**

The objects of the Society are to educate the public in the dramatic 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 society through its Executive Committee may exercise the following powers:

- a) to promote plays, drama, comedies and other dramatic 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 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 or otherwise 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 consent 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 appoint and constitute such advisory committees as the executive committee may think fit;
- h) to do all such other lawful other things as are necessary for the achievement of the objects of the society.

4. **Membership**

The society shall consist of ordinary Members:

- a) 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;
- b) every member shall have one vote;
- c) applications for membership shall be made in writing and submitted to the secretary who shall submit the same to the Executive Committee for its decision.

5. **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.

6. **Subscriptions and Fees**

The annual subscription to the society and entrance fees, if applicable, shall be determined from time to time by the Executive Committee.

- a) 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 July in each year and shall be paid to the treasurer not later than 15th July.
- b) The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after 30th July in any year from exercising all or any of the privileges of membership until his or her subscription is paid.
- c) The Executive Committee shall have power to remit such portion of the subscription as they think right in the case of members elected after 31 December or members leaving the neighbourhood and resigning their membership before the end of any season and to re-admit 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.

7. Resignations

Members wishing to resign must give written notice to the secretary.

8. 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, Treasurer, Secretary, Publicity Manager, Site Manager, Resource Manager and other such Co-optees as may be considered relevant to the circumstances of the society.
- b) A member of the Executive Committee shall cease to hold office if he or she 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.
- 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.

9. 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 one third of the number of members of the Executive Committee or four of the Executive Committee whichever is the 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 the meetings 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.

10. **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.

11. **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, loans 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 of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.
- e) Where members of the society make interest free loans to the society for the purposes of financing its activities such loans are to be repaid in full at the earliest opportunity.

12. **Financial Year**

The financial year of the society shall commence on 1st July and an annual profit and loss account and balance sheet shall be prepared within two calendar months of that date in each year.

13. **Annual General Meeting**

- a) The Annual General Meeting of the society shall be held in the month of October or as soon as practicable thereafter when the report of the Executive Committee and accounts for the past year, duly audited, shall be presented, members of the Executive Committee and an auditor elected and all general business transacted.
- b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least twenty one days notice of the Annual General Meeting to all members of the society. All members of the society shall be entitled to attend and vote at the meeting.
- c) The chairman of the Annual General Meeting shall be the Chairman of the Executive Committee and in the absence of the Chairman of the Executive Committee another member of the Executive Committee shall be appointed by the Executive Committee to be Chairman of the Annual General 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 twenty one days before the Annual General Meeting. Should nominations exceed vacancies elections shall be by ballot.

14. **Retirement of members of the Executive Committee**

Two members of the Executive Committee shall retire each year over a three year rotational cycle. Each retiring member may be eligible for re-election. The rotational cycle shall be decided by the Executive Committee every three years preceding the commencement of the cycle. Re-election shall take place according to clause 13. e) above.

15. **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 twenty one days after the receipt by the secretary of a requisition in writing to that effect signed by at least six 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.

16. **General Meetings**

- a) The Secretary shall keep a full record of proceedings at every General Meeting of the Society.
- b) 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 ten persons present and entitled to vote.
- c) 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.
- d) A printed notice of every General Meeting shall be sent to each member at least fourteen days prior to the day fixed for such meeting.

17. **Selection of Works**

The Executive Committee shall select the works to be produced by the society and shall determine the dates of productions. There will be at least two plays per year. Submissions of ideas and potential directors shall be welcomed by the Executive Committee. The Executive Committee shall select plays from a short list of ideas presented by members of the society. The proposer would normally be expected to nominate the director of the play at the time of submission.

18. **Selection of Cast**

The cast for any production shall be selected by the director except under circumstances where bias may occur when the selection shall be made by the Executive Committee or somebody appointed by them. The Executive Committee may from time to time allow auditions that are open to non-members. Should this occur any non-members who are selected for the cast must become fully paid up members prior to the first rehearsal.

19. **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. Acting Members absenting themselves from three consecutive rehearsals without the prior agreement of the director may at the discretion of the Executive Committee be deemed to have resigned their parts in the work then in rehearsal.

20. **Control of Rehearsals**

The director shall direct all stage rehearsals.

21. **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.

22. **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 twenty one 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 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 charitable purpose.

23. **Alteration of Rules**

No alteration of these rules shall be made except at a General Meeting nor unless twenty one 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 fourteen days notice thereof to the members and the resolution embodying such alteration shall be carried by majority of at least two thirds of the members present and voting at a General Meeting.

24. **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

.....

.....

.....

.....

.....