

**CONSTITUTION OF
QUARRY BANK MUSICAL THEATRE SOCIETY**

[Registered Charity Number 702734]

1. NAME

The SOCIETY shall be called “QUARRY BANK MUSICAL THEATRE SOCIETY” (QBMTS).

2. ADMINISTRATION

The Society is a registered Charity and subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the Members of the Executive Committee, constituted by clause 9 of this constitution (“the Executive Committee”). The Members of the Executive Committee shall also be Trustees of the Charity.

3. OBJECTS

The object of the Society is to educate the public in the dramatic and operatic arts to further the development of public appreciation and taste in the said arts.

4. POWERS

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

- a) Promote the staging of plays, drama, comedies, pantomime, and other dramatic and musical works of educative value;
- b) Purchase, acquire and obtain interests in the copyright of, or the right to perform or show, any such dramatic or musical works;
- c) Purchase, take on lease or in exchange any property including plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects for the achievement of the objects and to maintain and equip it for use;
- d) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, providing that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relative 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) 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;
- h) Establish or support any charitable trusts, associations or institutions formed for all or any of the objects and in addition, to support such other charitable institutions and local good causes as shall from time to time be determined;
- i) Appoint and constitute such advisory committees as shall be considered appropriate;

j) Do all such other lawful things as are necessary for the achievement of the objects of the Society.

5. MEMBERSHIP

a) The election and expulsion of members (other than Life Members) shall rest solely with the Executive Committee. Membership to the society is by application and submission of the relevant fee, the amount of which shall be determined by the Executive Committee. All fees are payable in accordance with the guidelines laid out in clause 6.

b) The Producer and Musical Director, with the aid of the Choreographer, shall recommend to the Executive Committee, in detail, the number of people required for each production.

c) Members who have paid their subscription obtain Auditioned status by completing a company audition. This status can be maintained for up to three consecutive seasons by remaining a paid-up member of the society, as any of Junior, Acting Member, Non-Acting Member, Student or Life Member. After three seasons, members must re-audition to retain Auditioned status.

Non-members wishing to join the society as Acting Members will be invited to a company audition. Successful auditionees will then be required to pay the relevant membership fee, and on receipt of this fee will obtain Auditioned status.

Only members with Auditioned status, or people who have been invited by the Executive Committee, may appear in the selected production.

Named parts in the selected production will be determined by a separate cast audition. These will be open auditions and will be advertised in appropriate forums such as newspapers, magazines and websites for no less than 6 weeks prior to the audition date. All auditionees for named parts must pay the relevant flat rate membership fee before auditioning.

d) There shall be five levels of membership, defined as:

1. Junior Member (under 16)
2. Student (someone who is over 16 and in full time education)
3. Acting Member
4. Non-Acting Member
5. Life Member

There will further be two statuses of membership:

- A. Auditioned
- B. Non-Auditioned

The season is defined as being from the 1st rehearsal of a production to the closing night of that same production. The Executive Committee will determine whether a 2nd Season will be included in the same financial year. They will be known as a “Summer Season” (for the

main production) and a “Winter Season” for some other production as the Executive Committee deems fit.

e) All members will be automatically deemed to have given permission for the Society to use their image while undertaking Society activities for marketing and PR purposes. The Executive Committee should be notified in writing of any specific objection.

6. SUBSCRIPTION AND FEES

a) A flat rate subscription fee will be payable within 28 days of the start of the season.

b) Concessions amounting to a 50% reduction will be made for OAP's, juniors and Students for the flat rate subscription only. Life members are exempt from the flat rate fee.

c) Subscription fees are set by the Executive Committee and agreed at the AGM by a simple vote by members.

d) All members attending rehearsals (with the exception of non-acting members) will be required to pay the rehearsal fee as detailed in the fee structure agreed by the members at a General Meeting. (This will include Acting members who are also Life members)

e) In all circumstances Membership fees are non-refundable.

7. NON-PAYMENT OF SHOW FEES

The Executive Committee shall have power by bare majority to suspend any Member whose flat rate subscription remains unpaid after the 28 day deadline.

8. HONORARY LIFE MEMBERS

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

9. EXECUTIVE COMMITTEE

a) The Society shall be managed by an Executive Committee elected at an Annual General Meeting consisting of the following Officers, namely: Chairman, Treasurer, Secretary and Development Manager.

b) In accordance with the Society's charitable status, the Members of the Executive Committee as Trustees, shall be aware of the legal responsibilities so involved, prior to taking office.

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 on any 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) Nobody shall be appointed as a Member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of clauses 9 a)b)c) or d).

f) 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 co-opted into any position other than Chairman.

g) Where multiple relatives and partners are members of the Society, only 1 member from each familial group will be entitled to be appointed to the Executive Committee. This does not apply to non-voting sub-committee positions.

10. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A Member of the Executive Committee shall cease to hold office if he or she:

a) 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);

b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

c) is absent without the permission of the Executive Committee from all their Meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated;

or

d) notifies to the Executive Committee a wish to resign (but only if at least Two Members of the Executive Committee will remain in office when the notice of resignation is to take effect).

11. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

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.

12. MEETINGS AND PROCEEDING OF THE EXECUTIVE COMMITTEE

a) The Executive Committee shall hold at least six Ordinary Meetings each year. 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.

b) 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 present shall choose one of their number to be Chairman of the Meeting before any other business is transacted.

c) There shall be a quorum when three Members of the Executive Committee are present at a Meeting.

d) 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.

e) The Executive Committee shall keep minutes of the proceedings at Meetings of the Executive Committee and any Sub-Committee.

f) 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.

g) The Executive Committee may appoint one or more Sub-Committees consisting of one or more Members of the Executive Committee for the purpose of making any enquiry 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.

h) The Executive Committee may appoint a Director, Musical Director and Choreographer for a period of one season to work with the Society on the current production. The positions will be advertised in local newspapers and relevant circulars inviting applications for the roles. This process will be performed annually. Interviews for the positions will be held no later than 3 calendar months before the 1st rehearsal of the season with successful candidates notified within 7 days.

13. EXECUTIVE COMMITTEE'S POWERS

The Executive Committee Shall have power to decide any questions arising out of these Rules and any other matters connected with the Society and make, maintain and publish all necessary orders, regulations and bye-laws in connection herewith.

14. PROPERTY

The Executive Committee shall cause the title to:

a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and

b) all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its Members except where a holding trustee is also a Member of the Executive Committee.

15. FINANCE

a) The funds of the Society shall be applied solely in furthering the objectives and implementing the powers of the Society.

b) The funds of the Society, including all Members' fees, donations, box office income, Social event profits 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 Chairman, and all accounts shall be sanctioned by the Executive Committee.

16. FINANCIAL YEAR

a) The financial year of the Society shall commence on 1st July and annual profit and loss accounts, balance sheet and updated fixed asset register for all productions and social events shall be prepared within three calendar months after 31st July in each year.

b) 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.

17. 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 Reports of the Executive Committee and accounts for the past year shall be presented. The President, other Members of the Executive Committee and new Honorary Life members if any, shall be elected, and all general business transacted.

b) Nominations for election to the Executive Committee must be made in writing, and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. All nominees will be considered by the Executive Committee and then proposed at the AGM if a suitable vacancy or position is available.

c) Every Annual General Meeting shall be called by the Executive Committee and an Agenda, accompanied by the Statement of Accounts for the past year, nominations for the Executive Committee and of any proposal to elect new Honorary Life members, shall be made available prior to the meeting upon request.

d) All current Members of the Society shall be entitled to attend and all, except those under the age of 16 shall be entitled to vote at the Meeting.

e) The Chairman of the Executive Committee shall be the Chairman of the Meeting, but if he or she is not present, then the Executive Committee shall appoint a Chairman of the Meeting before any business is transacted.

18. RETIREMENT OF THE EXECUTIVE COMMITTEE

The Executive Committee shall retire annually and members shall be eligible for re-election to the same office for a maximum of 3 consecutive years, after which time they must step down for a period of 1 year before being eligible for re-election to the same position. Any vacant positions within the Executive Committee following a General Meeting shall be filled by election/cooption at a meeting of the members or by the Executive Committee. This shall be at the discretion of the Chairman.

19. SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting of the Society at any time. If at least ten current or former Members request such a Meeting in writing stating the business to be considered, the Secretary shall call such a Meeting. At least 21 days' notice must be given. The printed notice must state the business to be discussed and no other business shall be transacted at such Meeting.

20. 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.

21. 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.

22. OTHER NOTICES

Apart from notices of General Meetings (which are dealt with under clauses 17 and 19), all other notices required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on any Member either personally or by sending it through the post in a prepaid letter addressed to such member or at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

23. SELECTION OF WORKS

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

24. SELECTION OF CAST

a) Open auditions will be held for principle roles. Advertisements must be placed in local publications no later than 6 weeks prior to the audition date giving the relevant information to the general public.

b) The cast for any production shall be authorised by the Executive Committee via a Selection Sub-Committee appointed by the Executive Committee and consisting of not less than five persons to include the Director, Musical Director, Choreographer, Chairman and an external independent expert.

25. 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 Production Team if any Acting Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

26. OBLIGATIONS OF ACTING MEMBERS

Acting Members shall, to the best of their ability, play the parts assigned to them and obey, without question, the directions given at all rehearsals and performances.

27. CONTROL OF REHEARSALS

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

28. ATTENDANCES AT REHEARSALS AND PERFORMANCES

A record of attendance of Acting Members at rehearsals and performances shall be kept and the Executive Committee shall have the power to prohibit any Member whose attendance at rehearsals shall have been less than 85% of total rehearsal time, 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.

29. TICKET LEVY

a) All members (but not including Life Members), by virtue of their commitment to the society objectives, will be subject to an agreed minimum ticket sales levy. The levy will be decided at the annual AGM and voted in through a simple majority vote by the members.

b) Members who fail to sell the agreed amount of tickets will be required to pay the society the difference between tickets sold and the agreed levy amount.

c) Non-acting members will be allowed a 50% concession on the agreed ticket levy.

d) Members failing to sell less than 50% of the agreed ticket levy and/or refusal to pay the agreed amount for a production will result in further action being taken at the discretion of the Executive Committee up to and including expulsion from the society and court action for recovery of funds if necessary.

30. 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 14 days from the final performance of the production.

31. PRODUCTION ACCOUNT

Within 2 calendar months after the final performance of a production, or as soon as practicable thereafter, the Head of Finance shall prepare a full statement of the receipts and expenses of each production. (These will form part of the complete account noted in clause 16a)

32. RECOVERY OF MONEY DUE TO THE SOCIETY

All monies due and owing to the Society shall be recoverable at law in the name of the Treasurer.

33. ALTERATION TO THE CONSTITUTION

a) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by a majority vote of the Executive Committee. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

b) No amendment may be made to clauses 1, 3, 11, 34, or this clause, without prior consent in writing to the Charity Commission.

c) No amendment may be made which would have the effect of making the Society cease to be a charity at law.

d) The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

34. DISSOLUTION OF THE SOCIETY

If the Executive Committee decides that it is necessary or advisable to dissolve the Society, it shall call a Meeting of all current and former 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 objects of the Society, as the Members of the Society may determine, or failing that, shall be applied for some other charitable purpose. A copy of the Statement of Accounts, or Account and Statement, for the final accounting period of the Society must be sent to the Charity Commission.