

# **WOODFORD COMMUNITY PLAYERS CONSTITUTION (GOVERNING DOCUMENT)**

**25 May 2005**

## **1. Name**

The Society shall be called Woodford Community Players.

**Definitions:** Woodford Community Players hereinafter referred to as The Players  
The Executive Committee hereinafter referred to as the EC

## **2. Objects**

The objects of The Players 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 Players through its EC may exercise the following powers:

- a. to promote plays, drama, comedies, operettas 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 or operatic works;
- c. to purchase or otherwise acquire plant, machinery, furniture, 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 Players 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 Players;
- f. subject to any consents required by law to borrow money and to charge all or any part of the property of The Players with repayment of the money so borrowed;
- g. 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;
- h. to establish or support any charitable trusts, association or institutions formed for all or any of the objects;
- i. to assist and further such charitable institutions and charitable purposes as the EC shall from time to time determine;
- j. to appoint and constitute such advisory sub-committees as the EC may think fit;
- k. to do all such other lawful things as are necessary for the achievement of the objects of The Players.

## **4. Membership**

The Players shall consist of Members and Junior Members and may also include honorary Life Members, Presidents and Vice Presidents and such other persons as shall have rendered special services to The Players.

## **5. Eligibility for Membership**

- a. Membership shall be open to all those over the age of 18 years having sympathy with the objects of The Players and desiring actively to further it and to pay an annual subscription laid down from time to time by the EC.
- b. Junior Membership shall be open to all those under the age of 18 years having sympathy with the objects of The Players and desiring actively to further it and to pay an annual Junior subscription laid down from time to time by the EC.
- c. Every member (EXCLUDING Junior Members) shall have one vote.

## **6. Application for Membership**

Applications for membership shall be made in writing, signed by the applicant. The EC reserves the right to refuse membership.

## **7. Expulsion of Members**

The EC 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 Players or whose conduct it considers likely to endanger the welfare of The Players. The individual shall have the right to be heard by the EC, accompanied by a friend, before a final decision is made.

## **8. Subscriptions and Fees**

The annual subscription to The Players shall be determined from year to year by the EC.

## **9. Payment of Subscriptions**

The first annual subscription shall become due and be paid to the Treasurer within one month of a new member joining. All subsequent annual subscriptions shall become due on the 1st August in each year and shall be paid to the Treasurer not later than 31st October.

## **10. Non-Payment of Subscriptions**

The EC shall have power by bare majority to suspend any Member whose subscription remains unpaid after 31st December in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

## **11. Adjustments and Waiving of Subscriptions**

a. EC shall have power to remit such portion of the subscription as they think right in the case of Members joining after the commencement of the year.

b. The EC shall have the right to waive payment completely of the subscription where deemed in the interest of the Players. Such Members shall nevertheless be entitled to the full privileges and benefits of membership including insurance cover but shall not have the right to vote at General Meetings.

## **12. Honorary Life Members, Presidents and Vice Presidents**

Honorary Life Members, Presidents and Vice Presidents may, subject to the nomination and recommendation of the EC only, be elected on such terms as the Members of The Players at an Annual General Meeting may from time to time decide. Honorary Life Members, Presidents and Vice Presidents may be invited to meetings of the EC but shall have no voting rights, nor shall their number be used in arriving at a quorum for the meeting, nor shall they be trustees.

## **13. Executive Committee**

a. The Players shall be managed by an Executive Committee (EC) elected at the Annual General Meeting consisting of the following Officers, namely Chairman, Vice-Chairman, Treasurer, Secretary and FIVE Members.

b. A member of the EC shall cease to hold office if he or she:

: is disqualified from acting as a member of the EC 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 EC from all their meetings held within a period of six months and the EC resolve that his or her office be vacated; or notifies to the EC a wish to resign (but only if at least three members

of the EC will remain in office when the resignation is to take effect).

c. The proceedings of the EC 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 EC whether on a first or subsequent entry into office until after signing in the minute book of the EC a declaration of acceptance and of willingness to act in the trusts of the Players.

#### **14. EC Members not to be personally interested**

a. No member of the EC shall acquire any interest in property belonging to The Players (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the EC) in any contract entered into by the EC.

#### **15. Meetings of EC**

a. The EC 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 EC upon not less than 4 days' notice being given to the other members of the EC of the matters to be discussed.

c. The Chairman shall act as chairman at meetings of the EC. If the Chairman is absent from any meeting, the Vice Chairman will officiate, in his or her absence the members of the EC shall choose one of their number to be chairman of the meeting before any business is transacted.

d. There shall be a quorum when at least a third of the number members of the EC for the time being or 5 of the EC 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 EC 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 EC shall keep minutes, in books kept for the purpose, of the proceedings of meetings of the EC and any sub-committee.

g. The EC 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 EC may appoint one or more sub-committees consisting of three 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 EC 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 EC.

i. The final decision on any recommendations made by any sub-committee shall rest with the EC.

#### **16. Executive Committee's Powers**

The EC shall have power to decide any questions arising out of these rules and all other matters connected with The Players (other than those which can be dealt with only by The Players in General Meeting) and make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

#### **17. Finance**

a. The funds of The Players shall be applied solely in furthering the objects of the Players.

b. The funds of The Players, including all members' fees, subscriptions, donations, box office income and bequests, shall be paid into an account operated by the EC in the name of The Players at such bank as the EC shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the EC.

c. No member of The Players shall receive payment directly or indirectly for services to the Players or for other than legitimate expenses incurred in its work.

d. No expenditure shall be incurred by any member of The Players without the authority

in writing of the Treasurer and or Secretary and all accounts shall be sanctioned by the EC. The EC may however fix budgets for expenditure on various aspects of each production enabling day to day expenses and disbursements to be made within the authorised budget limit for purposes authorised by the budget, without the need for further reference on each and every occasion to the Treasurer, Secretary or the EC.

### **18. Financial Year**

The financial year of The Players shall commence on 1st August and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 31st July in each year. (The EC 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).

### **19. Annual General Meeting**

- a. The Annual General Meeting of The Players shall be held in the month of September or as soon as practicable thereafter, when the Report of the EC and accounts for the past year, duly audited shall be presented, the Officers, other members of the EC and an Auditor, for the ensuing year, and the Honorary Life Members, Presidents and Vice Presidents, if any, elected and all general business transacted.
- b. Every Annual general Meeting shall be called by the EC. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of The Players. All the members of The Players shall be entitled to attend. Adult members (that is those aged 18 years or over) shall be entitled to vote at the meeting.
- c. The Chairman of The Players shall be the chairman at Annual General Meetings. In the absence of the Chairman the Vice Chairman will officiate.
- d. The EC shall present to each Annual General Meeting the report and accounts of The Players for the preceding year.
- e. Nominations for election to the EC must be made by members of The 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. If insufficient nominations are received nominations may also be accepted from the floor.

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

The EC (including the Officers) and the Auditor shall retire annually but shall be eligible for re-election. The names of the 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 EC although the EC shall have the power to -co-opt members of The Players to fill up to 2 vacant positions on the EC. Such co-opted EC members shall comply fully with the provisions of Rule 13 b and all such other duties and responsibilities as are laid to elected EC members.

### **21. Special General Meetings**

A Special General Meeting of The Players may be called at any time at the discretion of the EC 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 10 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.

### **22. Procedure at General Meetings**

The Secretary or other person specially appointed by the EC shall keep a full record of proceedings at every General Meeting of The Players.

### **23. 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 8 persons present and entitled to vote.

#### **24. 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 equality of votes the Chairman shall have a second or casting vote.

#### **25. 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, Minutes of the previous Annual General Meeting and particulars of nominations for the EC (including the Officers) and Auditor and of any proposal to elect an honorary Life Member, President or Vice President shall be sent to each member at least 14 days prior to the date fixed for such Meeting.

#### **26. Selection of Works**

The EC shall select the works to be produced by The Players taking account of the recommendations in this respect of any Selection Sub-Committee (see Rule 15h) The EC shall determine the dates of productions.

#### **27. Selection of Cast**

The cast for any production shall be selected by the EC or by a Selection Sub-Committee appointed by the EC and consisting of not less than 3 persons. (see Rule 15h)

#### **28. Revision of Cast**

The EC or its appointed Sub-Committee shall have power to revise the cast from time to time in consultation with the Director, 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 Director shall direct all stage rehearsals.

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

The EC 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 EC and in consultation with the Director, be deemed to have resigned their parts in the work then in rehearsal.

#### **32. 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.

#### **33. Production Account**

Within two calendar months after the final performance of any work produced by The Players, the EC 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 EC shall decide.

### **34. Recovery of Money due to The Players**

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

### **35. Dissolution of The Players**

If the EC decides it is necessary or advisable to dissolve The Players it shall call a meeting of all members of The 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 EC shall have power to realise any assets held by or on behalf of The 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 Players as the members of The Players may determine or failing that shall be applied for some other charitable purpose. (A copy of the statement of account, or account or statement, for the final accounting period of The Players must be sent to the Charity Commission.)

### **36. Alteration of 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 votes present and voting at a General Meeting.
- b. (No amendment may be made to clauses 1, 2 13, 34 or this clause without the prior consent of the Charity Commission).

This constitution was adopted on the date mentioned above at the Special General Meeting held on that date.

signed by the Chairman

Meg Bray  
25 05 05