



CONSTITUTION

First adopted on 20th February 2003
Amended by resolution at an AGM on 23rd January 2020

1. **Name**
The Society shall be called 'Oxted Musical Theatre Company'.
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 Society, through its Executive Committee, may exercise the following powers:
 - a. to promote plays, drama, comedies, operas, operettas and other 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 dramas 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 or 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,
 - e. subject to any consents required by law to sell, lease or dispose of all or 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. to employ such staff (who shall not be Executive Officers, i.e. Chairman, Hon Treasurer, Hon Secretary) 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,
 - 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 appoint and constitute such advisory committees as the Executive Committee may think fit
 - k. to do all such other lawful things as are necessary for the achievement of the objects of the Society.

4. Membership

The Society shall consist of Members (Full and Student). Vice Presidents, Patrons, a President (as deemed appropriate), and include as honorary Life Members such other persons as shall have rendered special services to the Society.

a. Full Members

Individuals may become Full Members upon payment of a subscription as determined by the Annual General Meeting. They will receive a Newsletter, may vote at meetings and may perform in productions. Full members do not have priority booking rights for tickets, even if performing in or assisting with a production.

b. Student Members

Individuals in full time education at the beginning of the Society's financial year (1st January) may become Student Members upon payment of a subscription as determined by the Annual General Meeting. Student Members have the same rights as Full Members except Student Members under the age of 16, who are not entitled to vote.

c. Vice Presidents

Individuals may become Vice Presidents upon donation of a sum not less than that determined by the Annual General Meeting. Vice Presidents will receive a Newsletter, are entitled to vote at meetings and perform in productions. They are also entitled to priority booking rights for tickets (with a restriction of 6 tickets per Vice President for the Saturday evening performance).

d. Patrons

Patrons are those who wish to be kept informed about the Society through its Newsletter but take no other part in its activities. Individuals may become Patrons upon annual donation of a sum not less than that determined by the Annual General Meeting. Patrons will receive a Newsletter and may vote at meetings, but are not entitled to perform in productions. Should they wish to do so, their membership must be upgraded either to that of a Full Member or Vice President as they wish, by payment of the difference in subscription /donation. They have priority booking rights for tickets (restricted to 4 tickets per Patron for the Saturday evening performance).

e. President

The office of President is purely honorary and is bestowed by the Executive Committee as it deems necessary. It carries no rights or privileges.

f. Honorary Life Members

The status of Honorary Life Member is given by the Executive Committee and awarded at an Annual General Meeting. Honorary Life Members are individuals who have rendered special services to the Society. They have the same rights as Vice Presidents but do not have to pay a membership fee.

5. Eligibility for Membership

Membership shall be open to all those over the age of 18 years and individuals in full time education having sympathy with the objects of the Society and desiring actively to further it and to pay the annual subscription laid down from time to time by the Executive Committee at the Annual General Meeting. Every member shall have one vote.

6. Applications for Membership

Application for membership shall be made in writing, signed by the applicant, to the Membership Secretary 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 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.

9. Subscriptions and Fees

All new Members must pay the annual subscription or donation at the current rate. From time to time the subscriptions and donations will be reviewed by the Executive Committee, any changes must be ratified by the Annual General Meeting to take effect from 1st January next.

All subscriptions and donations become payable on 1st January each year, and must be paid to the Membership Secretary no later than the last day of February of the same year. Individuals who join the Society after 1st July shall pay 50% of the relevant annual fee for the remainder of that financial year.

To audition for any production either a joining fee of £10 must be paid (£5 for junior members) or membership renewal must have been paid within the prescribed timeframe. The joining fee does not give the individual the right to perform, membership at the appropriate level must be paid to be able to perform in any production. The joining fee does not apply to Patrons or Life Members. The joining fee is only payable once if membership of the society is maintained.

10. Non Payment of Subscriptions or Donations

Should membership fees or donations not be paid by the last day of February membership will be deemed to have lapsed.

11. Resignations

Members wishing to resign must give written notice to the Membership Secretary before 31st December, and in default will be liable for the subscription for the current year commencing on that date.

12. Executive Committee

a. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers:-

- Chairman,
- Treasurer,
- Secretary
- Between three and six 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, illness or injury of managing 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 resolves that his or her office

be vacated or

- notifies to the Executive Committee a wish to resign (but only if at least four 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 a declaration of acceptance and a willingness to act in the trusts of the Society.

13. Executive Committee Members not to be personally interested

No member of the Executive Committee shall acquire any property belonging to the Society (otherwise than as a Trustee for the Charity) or be interested (otherwise than as a Member of the Executive Committee) in any contract entered into by the Executive Committee. Furthermore, no Executive Officer (i.e. Chairman, Hon Treasurer, Hon Secretary) shall receive remuneration in any contract entered into by the Executive Committee.

14. 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 at an Annual General Meeting or Extraordinary General Meeting) and may maintain and publish all necessary orders regulations and bye-laws in connection therewith.

15. 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 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 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 for the time being or four of the committee whichever is the greater are present at a meeting.
- e. Every matter shall be determined by a majority of votes 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 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.
- 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 enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken 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.

16. Other Secretaries & Assistants

At their discretion, the Executive Committee may appoint the following additional secretaries and assistants;

- Membership Secretary
- Ticket Secretary
- Publicity Manager
- Production Secretary
- Programme Co-ordinator
- Welfare Secretary
- Social Committee

Other secretaries and assistants may also be appointed by the Executive Committee as deemed necessary. The above roles may be combined if it is in the interests of the Society to do so.

17. 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 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 in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.
- e. The Society 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 and Bye-Laws of that Association

18. Financial Year

The financial year of the Society shall commence on the 1st January and an annual profit and loss account, analysed by productions, and balance sheet shall be prepared for scrutiny at an Annual General Meeting by the last day of February in each year. (The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment of 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 Society shall be held within two calendar months of the Society's financial year end, 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 coming year, and the honorary Life Members, if any, shall be 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 Society. All the members of the Society shall be entitled to attend and provided their membership category permits them to do so, to vote at that meeting.
- c. The current Chairman shall Chair the Annual General Meeting, 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 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 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

20. 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 14 days before the Annual General Meeting and if more names are proposed than the number required to fill the vacancies the election shall be by ballot. If all the before-mentioned positions shall not be filled at such meeting, or any casual vacancy shall hereafter occur, the same shall be filled by the remaining members of the Executive Committee.

21. Special / Extraordinary General Meetings

A Special or Extraordinary General Meeting of the Society may be called at any time at the discretion of the Executive Committee or may be called within 28 days after the receipt by the Secretary of a request in writing to that effect signed by at least 9 Members. Every such request shall specify the business for which the Meeting is to be convened and no other business shall be transacted at the meeting.

At least 14 days notice of an EGM must be given to all members of the Society.

22. 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.

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. Such quorum shall consist of not less than 20 persons present and entitled to vote for an Annual General Meeting.

A quorum for an Extraordinary General Meeting shall be set in accordance with the Society's rules and may be varied by the Executive Committee. Such variations must be agreed at an AGM by the majority of those present and entitled to vote, including any proxy votes received within the prescribed time frame in that majority.

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 an equality of votes the Chairman shall have a second or casting vote.

25. Selection of Works

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

26. 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 four persons.

27. Revision of Cast

The Executive Committee or its appointed Production Sub-Committee shall have the power to revise the cast from time to time in consultation with the Show Director, if any acting member to whom a character has been assigned shall, in its opinion prove unsuitable for the part.

28. Difficulties with Casting

Every attempt should be made to cast productions from within the current paid membership of the Society. As on occasion this may not be possible due to the nature of the role or individual required, in these circumstances the Executive Committee shall have discretion to authorise the Selection Sub Committee to approach individuals outside the regular membership to take these roles. Individuals approached in this way will not be required to pay a Membership Fee but must pay an Acting Fee.

29. Acting Fees

Acting Fees are due from all Members or Vice Presidents appearing in productions in addition to their annual subscription/donation, prior to opening night. A separate Acting Fee will be due for each production an individual appears in. The level of Acting Fee is determined by the Executive Committee on a show by show basis.

30. 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.

31. Control of Rehearsals

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

32. Attendance at Rehearsals and Performances

A record of attendance of Acting Members at rehearsals and performances shall be kept by the Secretary. The Executive Committee shall have power to prohibit any member whose attendance at rehearsals has 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 of the work then in rehearsal.

33. Expulsion of Cast Members

A member of cast thought to be acting in a way detrimental to the production either through their attendance record, behaviour at or outside rehearsals or for any other reason, may be asked to leave the production by the Production Sub-Committee, with the approval of the Executive Committee.

34. Recovery of Money due to the Society

All monies due and owing to the Society, including the subscriptions of Members and Acting Fees, shall be recoverable at law in the name of the Secretary.

35. 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 members of the Society, of which not less than 28 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 the 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 Society as the members 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 Society must be sent to the Charity Commission.

36. Alteration to the Constitution

- a. No alteration to this Constitution shall be made except at an Annual General Meeting or at an Extraordinary General Meeting.
- b. No amendment may be made to clauses 1, 2, 15, 34 or this clause without the prior consent of the Charity Commission

37. Responsibility for implementing this Constitution.

Responsibility for implementing this Constitution rests with the Executive Committee of the Society as elected at the Annual General Meeting.

After such a meeting the Executive Committee shall all indicate by signing in the formal Minute Book that they understand their role and responsibilities and will carry it out to the best of their abilities.