

**radlett
theatre
company**

(formerly Radlett Players)

CONSTITUTION

As adopted at an Extraordinary General Meeting of the Company on 29th November 2017

GENERAL NOTES

In this Constitution,

- “written notice” is deemed to include notice by email, WhatsApp or other electronic means;
- all gender references are deemed to be inclusive of all genders and none; and
- all votes (unless otherwise indicated) shall be decided by a simple majority. In the event of a tie, the Chairman shall have an additional casting vote.

TITLE

1. The name of the Company is the Radlett Theatre Company (“the Company”).

OBJECTS

2. The objects for which the Company is established is to promote the advancement and improvement of general education in relation to all aspects of the art of drama and the development of public appreciation of the art (“the Company’s Objects”).
3. The income and property of the Company however derived shall be applied solely towards the promotion of the Company’s Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company, save as indicated in Clause 4.
4. Clause 3 shall not prevent:
 - a. the repayment to Members of legitimate expenses incurred in the furtherance of the work of the Company; or
 - b. the payment in good faith of reasonable and proper remuneration to any Member of the Company in return for any services actually rendered to the Company.
5. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other charitable institution or institutions having objects similar to the Company’s Objects and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution.

MEMBERSHIP

6. Anyone who wants to further the Objects of the Company shall be eligible for membership. The Members shall be divided into:
 - a) Ordinary members;
 - b) Family members – consisting of at least one parent/guardian and at least one child who is under the age of 18 at the date of joining;

- c) Junior members – who are under the age of 18 at the date of joining;
- d) Honorary Life members – anyone who the Committee decides has made such a substantial or long-lasting contribution to the Company as is worthy of such recognition, and who shall not be required to pay any subscription;
- e) Associate members – people who wish to assist the Company from time to time in a non-acting role; and
- f) Patrons.

Patrons and Associate members shall be entitled to such rights and privileges of the Company for the period for which they are elected as the Committee may from time to time determine, but they shall not be entitled to vote at meetings.

SUBSCRIPTIONS

7. The rates of subscription for each class of Member for the ensuing year shall be determined by the Committee and approved at the Annual General Meeting or at an Extraordinary General Meeting.
8. The Committee may forgo the whole or part of the membership fee of any members if they think fit.
9. The subscription must be paid to the Treasurer within 2 calendar months of the date of the General Meeting at which they were determined, after which anyone who has not paid will cease to be a Member and lose all associated rights and privileges.
10. The membership of anyone who joins the Company outside this period will commence on the date of receipt of the subscription by the Treasurer.

COMMITTEE

11. The Company shall be managed by a Committee which shall consist of:
 - a. The Chairman;
 - b. The Secretary;
 - c. The Treasurer;
 - d. The Membership Secretary; and
 - e. A number of other Members, such number considered by the Chairman sufficient to manage the Company's activities.
12. The Committee shall be elected at the Annual General Meeting and will hold office until the following Annual General Meeting, save that the existing members of the Committee shall be permitted to co-opt another Member at any time should they see fit.
13. The Committee shall meet whenever necessary (and with at least 7 days' written notice from the Chairman or Secretary) to conduct the business of the Society. At least 4 Committee members are required for a quorum.
14. All members of the Committee present at a Committee meeting shall have one vote on any given issue.

15. Issues may be decided without a formal Committee meeting by means of electronic voting, should the Chairman consider it appropriate, but in such circumstances a majority of ALL Committee members is required.

16. The Committee shall have the power:

- a. To do all such things as may be calculated directly or indirectly to further the Objects of the Company.
- b. To appoint from their own number sub-committees for special purposes and to delegate to them any of the powers of the Committee (except those of revoking membership and making or revoking bye-laws) and may if they think fit give to each sub-committee power to co-opt people who are not Members.
- c. From time to time to make, alter and revoke bye-laws for the internal management of the Company. All such bye-laws, until revoked, shall be binding on all Members of the Company as if they were contained in this Constitution.
- d. From time to time to recommend to any Annual General Meeting the appointment of a President of the Company and such Vice-Presidents as the Committee may consider desirable.

In the event that the Auditor appointed at the Annual General Meeting is unable to carry out, or is precluded from carrying out, his audit of the Company's books, the Committee shall have the power to appoint an alternative provided such intention is notified in writing to the Members.

17. The maximum consecutive term for serving on the Committee shall be three years.

GENERAL MEETINGS

18. An Annual General Meeting ("AGM") of the Members of the Company shall be held once in every year not later than 31st July when the following business shall be conducted:

- a) Apologies for absence;
- b) Presentation of the minutes of the previous AGM and any EGMs held since that date;
- c) Presentation and, if accepted, the passing of the accounts for the previous year, which shall run from 1st June to 31st May, which accounts shall first have been audited by the Company's Auditor;
- d) Presentation of the Chairman's Report;
- e) Presentation of the Membership Secretary's Report;
- f) Election of the Committee for the ensuing year;
- g) Election of Auditor;
- h) Setting the subscription rates for the next year;
- i) Such matters as the Committee or any Member may wish to bring before the Members; and
- j) Any other business arising.

19. No less than 10 days' written notice convening the AGM shall be sent to all Members, specifying the date, time and place where it will be held and the business to be conducted.

20. Any Member or Members who wish an issue to be discussed at an AGM shall give written notice of it to the Secretary no less than 3 weeks before the date of the meeting.

21. The quorum at an AGM shall be one quarter of the Membership. Every Member shall be entitled to be present and (apart from Associate and Junior Members) to give one vote on any question.

22. An Extraordinary General Meeting (“EGM”) may be convened

- a) At any time by the Committee, which will give no less than 7 days’ written notice convening the EGM shall be sent to all Members and shall specify the date, time and place where it will be held and the business to be conducted; or
- b) By not less than one third of the Members of the Company who shall give the Secretary no less than 21 days’ written notice stating the date, time and place where it will be held and the purpose for which such a meeting is required.

23. In all other respects, Extraordinary General Meetings shall be conducted similarly to AGMs.

REVOCATION OF MEMBERSHIP

The Radlett Theatre Company and its members shall respect people regardless of individual characteristics and circumstances, such as age; disability; caring or dependency responsibilities; gender or gender identity; marriage and civil partnership status; political opinion; pregnancy and maternity; race, colour, caste, nationality, ethnic or national origin; religion or belief; sexual orientation; socio-economic background or other distinctions.

24. The Committee shall have the power to revoke the membership of any Member who offends against the rules or bye-laws of the Company or whose conduct shall in the opinion of the Committee render him/her unfit for Membership of the Company.

25. The Secretary shall write to any such Member to inform them:

- a. Of the Committee’s intention to revoke membership;
- b. The particulars of the complaint or complaints made against them;
- c. The place, date and time of a Committee meeting, to be held at least 7 days after the date of notice, at which the matter will be discussed; and
- d. An invitation to attend that meeting to answer to the complaint(s).

26. The Member concerned shall be entitled to attend the Committee meeting convened as in Clause 24 and given all reasonable opportunity to defend their conduct.

27. At least two thirds of the Committee must attend a meeting at which the revocation of membership is considered for the meeting to be considered quorate.

28. Upon determination of membership under this rule the subscription paid for the year may be returned to the Member wholly or in part at the discretion of the Committee.

ALTERATION OF THE CONSTITUTION

29. Other than as set out in Clause 30, this Constitution may from time to time be repealed, amended or added to by a majority of not less than two-thirds of the Members present and voting at any AGM or EGM provided that notice of such proposed repeal, amendment or addition has been duly given in advance in accordance with the relevant provisions in the existing Constitution.

30. No alterations of the Objects of the Company or to Clauses 2 to 5 shall be made so as to permit any object other than a charitable object or to allow the application of funds to any purpose which may not be charitable.