

All & Sundry Productions Ltd

An educational charity

CONSTITUTION

Adopted on the 6th day of **September 2005 and amended September 2009 and 15th February 2016**

1. Name

The Society shall be called "All & Sundry Productions Ltd" (All & Sundry) with the strapline "an educational charity."

2. Objects

The objectives of All & Sundry are:

- To perform to the general public, primarily in the Bromsgrove, Redditch and surrounding areas, a wide range of theatrical works on a regular basis
- To involve as many people as possible (of all ages and backgrounds and predominantly from the Bromsgrove, Redditch and surrounding areas) in the productions and activities of the Group
- All productions to be to the highest possible standards of quality and artistic ability
- To ensure that all members have fun and enjoy and benefit from the experience of being part of All & Sundry and that high levels of enthusiasm, commitment and ownership are generated.
- To develop a wide reputation for varied and high quality theatrical productions and activities and gain as much publicity as possible for the group as a whole and for all those involved
- To continually look to the future and through training, practice, and involvement of all, ensure that All & Sundry is a dynamic, exciting, challenging and innovative group
- Financially, as a minimum, to cover costs, but also, if possible, to raise funds to invest in new equipment, facilities and services that will further the overall aims of the group

3. Powers

In furtherance of these objectives, and consistent with its Constitution and stated objectives, the Society, through its Executive Committee, may do all such lawful things as are necessary.

4. Membership

The Society shall consist of Members (18 years and over), Junior Members (under 18), and may also include as honorary Life Members such other persons as shall have rendered special services to the Society. Associate status shall be conferred, at the discretion of the Committee, on those invited by the Committee to fulfil a particular role or function on a one-off or intermittent basis.

5. Eligibility for Membership

Membership shall be open to all those having empathy 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. Every member shall have one vote.

6. 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, accompanied by a friend, shall have the right of appeal to be heard by the Executive Committee, before a final decision is made.

7. Subscriptions and Fees

The annual subscription to the Society and entrance fees, if applicable, shall be determined from year to year by the Annual General Meeting. Life members and Associates shall not be required to pay subscriptions.

8. Non-Payment of subscriptions

The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after (*insert date*) in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

9. Adjustment of Subscriptions

The Executive Committee shall have power to remit such portion of the subscription as they think right in the case of members joining or resigning from the Society at a time such that their membership in any one year is less than six months.

10. Honorary Life Members

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

11. Executive Committee

Final Version 04 Feb 2016

a. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chairman, Treasurer, Committee Secretary, Full Committee Members (voting), Associate Committee Members (non-voting) and Youth Group Leaders. The Executive Committee shall consist of not more than 12 people. The minimum age of any Committee Member shall be 18 years. The appointed Chairman shall choose a Deputy Chairman from the other appointed members of the committee, such choice being subject to the approval of the committee.

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)], or the Trustee Act 2000
- 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 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 (but only if at least three 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 of the Executive Committee a declaration of acceptance and of willingness to act in the trust of the Society.

12. Executive Committee Members not to be personally interested

a. Subject to the provisions of sub-clause (b) of this clause 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 have had interest (otherwise than as a Member of the Executive Committee) in any contract entered into by the Executive Committee.

b. *Optional* – Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

13. Meetings of 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 Deputy Chairman shall act and if also absent, 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 fifty percent (50%) of the number of voting members of the Executive Committee for the time being, but not less than three, 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 an equal division of votes the chairman of the meeting shall have a casting vote.

f. The Executive Committee shall keep minutes, in books kept for that purpose, of the proceedings of meeting 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 for the purpose of making any inquiry 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 subcommittee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to 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 by the Society in General Meeting) and make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

15. 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 the work of the Society.
- 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 finally approved by the Executive Committee.

16. 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 after *1st July* in each year.

17. Annual General Meeting

- a. The Annual General Meeting of the Society shall be held in the month of *September* or as soon as practicable thereafter, 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 ensuing year, and the honorary Life Members, if any, elected, and all general business transacted.
- b. Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 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 vote at the meeting.
- c. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.

18. 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 made known at or 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 via a request to the full membership, asking for volunteers to take on the vacant post(s). All Members and Junior Members shall be entitled to nominate and vote for candidates for election to the Executive Committee, except that only Junior Members shall be entitled to nominate and vote for Junior Member Representatives.

19. 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 21 days after the receipt by the Secretary of a requisition in writing to that effect signed by at least 15 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.

20. Procedure at General Meetings

The Secretary or other person specially appointed by the Executive Committee shall keep a full record in writing of proceedings at every General Meeting of the Society.

21. 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 11 persons present and entitled to vote. Voting by proxy, in writing prior to the meeting, shall be allowed when members are not able to be present.

22. 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 equal division of votes the Chairman shall have a casting vote.

23. 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 and particulars of nominations for the Executive Committee (including the Officers) and Auditor and of any proposal to elect an honorary Life Member shall be sent to each member at least 14 days prior to the day fixed for such Meeting.

24. Selection of Works

The Executive Committee shall select the works to be produced by the Society and shall determine the dates of Productions, but shall take into account the ideas and views presented by all members and shall welcome and encourage such views.

25. 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 the Director, Associate Director & Musical Director (if appropriate). The Selection Sub-Committee shall be empowered to enlist the assistance of others in the selection process, subject to the agreement of the Executive Committee. Cast selection shall be through a process of auditioning.

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

27. Obligations of Members

Members shall to the best of their ability fulfil all roles and responsibilities assigned to them and obey the directions given at all rehearsals and performances.

28. Attendance at Rehearsals and Performances

A record of the attendance of Acting Members at rehearsals and performances shall be kept by the Assistant Director. The Executive Committee 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, without informing the show director, may, at the discretion of the Executive Committee and in consultation with the show director, be deemed to have resigned their parts in the production currently in rehearsal.

29. 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.

30. 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.

31. Recovery of Money due to Society

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

32. 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 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 Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose.

33. Alteration to Rules

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.