

Kings Cliffe Players Constitution



In this document the following abbreviations have been used:

- EC – Executive Committee
- AGM – Annual General Meeting
- EGM – Extraordinary General Meeting
- KCP – Kings Cliffe Players

1. Name:

The Group shall be called The Kings Cliffe Players (KCP).

2. Objects:

- 2.1 To perform, promote and encourage the enjoyment of performing arts for the benefit of Kings Cliffe and surrounding area.

3. Powers:

In furtherance of these objects, but not otherwise, the Group may exercise the following powers:

- 3.1 To organise, encourage and support the performance of plays, pantomimes and other theatrical productions.
- 3.2 To encourage the skills required to create public performances.
- 3.3 To hire or purchase suitable premises for meetings, rehearsals, performances, work, study and experiment.
- 3.4 To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects.
- 3.5 To raise funds and invite and receive contributions from any persons by way of subscription, donation or otherwise.
- 3.6 To sell, lease or dispose of all or any of the property of the group (The Players).
- 3.7 To borrow money and to charge all or any part of the property of the Group with repayment of the money so borrowed. Any decision to borrow money must be agreed at an AGM or EGM, subject to prior investigation of the objective.
- 3.8 To employ such appropriately qualified staff as necessary to meet the objects and to make all necessary provisions for the pensions and other benefits. Any decision must be ratified at an AGM or EGM.
- 3.9 To hire such people and companies as necessary to further the objects.
- 3.10 To appoint such advisory committees or groups as the Executive Committee sees fit.
- 3.11 To do all other lawful things as are necessary for the achievement of the objects of the Group. This Constitution is subservient to British Law and must be adjusted to comply with British Law. Any such changes will be communicated to the voting members.

4. Restraints:

- 4.1 The Group is a not for profit making organisation. All monies that accrue will be used in the furtherance of its objects, subject to clause 6.6 and 8.5 (donations).

5. Management:

- 5.1 The Group shall be managed by an Executive Committee elected at the Annual General Meeting. The committee shall consist of four Officers; Chairman, Treasurer, Secretary and Membership Secretary, plus up to 5 other Executive members.

The Officers shall serve for three years; will retire in rotation and may not be re-elected in consecutive years.

The Committee will vote for a Vice-Chairman from within their number.

The AGM will appoint the Vice-Chairman, to be taken from within the Group, for a one year period.

- 5.2 Executive committee meetings shall be chaired by the Chairman or in absentia by the Vice-Chairman.
- 5.3 Each Executive committee member shall have one vote.
- 5.4 In the event of a tied vote, the Chairman shall have a second deciding vote.
- 5.5 The quorum for an Executive meeting shall comprise the Chairman or the Vice-Chair plus 4 other Officers or Committee members.
- 5.6 One week's notice shall be given for Executive committee meetings unless at least 50% of the EC agree another period.
- 5.7 All EC meetings, and all other decision making meetings, shall keep Minutes and these shall be published for the benefit of voting members in a suitable format.
- 5.8 Members of the EC shall cease to hold office if they are absent, without permission, for three consecutive meetings without apology when the other members of the EC can decide a vote of 'no confidence'. Members of the EC shall cease to hold office if they become incapable of managing or administering their affairs, and they may not stand for office in the following period. The decision that a member is not capable of managing or administering their affairs is to be decided by an independent and suitably qualified person. They shall also cease to hold office if they inform the EC of a wish to resign.
- 5.9 The EC shall consider, and possibly act, on matters raised by voting members of the Group; shall provide, as required, support to the Group; can act for the Group in external matters.
- 5.10 The Web Site – the EC has responsibility and control of the Group's website.
- 5.11 Expulsion of members. The EC can propose to an AGM or EGM that a member shall be expelled from KCP. The decision to expel is the prerogative of the AGM or EGM, but in exceptional circumstances a member can be suspended by the unanimous vote (excluding the person in question if he/she is a member of the EC) of the EC pending an AGM or EGM.

6. Restraints on Executive Committee:

- 6.1 No EC member shall receive remuneration nor acquire any interest in property belonging to the Group, nor be interested in any contract entered into by the Group (save as a member of the EC). This rule can be overcome in exceptional circumstances by the unanimous vote of all EC members.
- 6.2 No rules or actions can be undertaken which are not compliant with the Constitution or are not legal.
- 6.3 The EC shall not interfere in any production (save as a member of that production) unless the finances of the Group are jeopardised, or the reputation of the Group is severely jeopardised. The director/producer of each production will present draft budgets to the EC/AGM for approval before authority is given to proceed with a production. Any variance, upwards, greater than 20% from the draft budget must be agreed with the EC.
- 6.4 The EC shall not agree total expenditure (outside of performances) during one financial year, of the sums to be decided on an annual basis at AGM.
- 6.5 The Officers and Committee must be taken from the list of voting members.
- 6.6 The EC cannot authorise expenditure, in any financial year, on itself or voting members in excess of a sum equal to the annual subscriptions for that year plus 15% of the funds available at the end of the previous financial year. This rule can be over-ruled by an AGM or EGM. The EC shall decide on the sums to be spent and how spent.

7. Members:

There will be the following classes of members; voting members, social members, junior members and honorary life members.

- 7.1 Voting Members: Any person will be eligible to become a voting member who has contributed to any production in the 5 years prior to the date of the last AGM (including one in progress). They will be confirmed as voting members on the payment of an annual subscription, the value of which will be agreed at the AGM. Subscriptions must be paid within two months of joining. A Register of voting members will be kept by the Membership Secretary and this list will constitute proof of membership. A voting member must be over the age of 13 years at the time of voting.
- 7.2 Social Members shall consist of persons attending performances where alcohol is for sale and consumption, together with active members who do not wish to have or have forfeited their voting rights. Social members can attend general meetings but may not take part in the proceedings, unless invited to do so by the majority vote of the voting members at that meeting.
- 7.3 Junior members are active members who are under the age of 13 years. They have no voting rights at general meetings, but may attend such meetings, and take part (other than voting) if invited to do so by a majority vote of the voting members at that meeting.
- 7.4 Honorary Life Members are such people as the Group considers have rendered extraordinary service to the Group. They must be voted in at a general meeting, do not have to pay annual fees, and have full voting rights during their lifetime. Nominations for honorary members must in the first instance be submitted to the EC who may decide if they go forward to the AGM for consideration.
- 7.5 Voting rights will be ceded if a voting member does not pay their subscription within the required time or by the unanimous vote of the EC committee in the case of behaviour or actions endangering the reputation of the Group.

8. Annual General Meeting:

The AGM shall be called by the EC in the month of May or as soon thereafter as is practical.

- 8.1 Voting Members shall be advised of the meeting and provided with an Agenda, 28 days in advance of the meeting.
- 8.2 Voting Members will be invited to propose candidates as Officers or members of the EC, having ascertained the willingness of the candidate to stand. Each proposal shall have at least one proposer and one seconder, neither or which can be the candidate. Such nomination shall be sent to the Secretary no later than 14 days before the date of the AGM. Should nominations exceed positions then an election shall take place. This shall be by secret vote of those voting members attending the meeting.
- 8.3 Accounts will be available to voting members at least 5 days before an AGM.
- 8.4 A call for potential productions/directors/producers will be sent to all voting members 28 days before an AGM.
- 8.5 The AGM shall include:
 - Report by the Chairman covering the previous years activity and other matters.
 - Independently Examined accounts for the previous year.
 - Election of Officers and Committee members.
 - Agree future productions in principle with proposed dates.
 - Agree any large sums of future expenditure.
 - Agree any donations, subscription values, etc.
- 8.6 On election, the newly elected Officers will conduct the remainder of the meeting, with the exception of the outgoing Secretary, who shall retire at the end of the meeting and having produced agreed Minutes of the meeting.

- 8.7 A quorum for an AGM shall be not less than 15% of the voting members. No business shall be transacted if a quorum does not exist.
- 8.8 Unless otherwise provided in these rules all resolutions at an AGM shall be decided by a bare majority vote of those voting members present. In the event of a tied vote the Chairman shall have a second casting vote.

9. Extraordinary General Meeting:

- 9.1 An extraordinary general meeting can be called at any time by the EC. An EGM shall be called within 21 days after receipt by the Secretary of a request signed by at least 10 voting members. Every such declaration shall specify the business of the meeting and only that business can be transacted at that meeting. A quorum for an EGM shall be not less than 15% of the voting members.

10. Finance:

- 10.1 All monies received shall be passed to the Treasurer to keep account and will be banked, as appropriate, in a bank account in the name of Kings Cliffe Players.
- 10.2 Cheques or other means of drawing on the bank account must be signed or sanctioned by two from four nominated on the bank mandate. The nominees will normally comprise the Chairman, Treasurer and two Committee members.
- 10.3 The Treasurer must give access to the books and records of the Group having been given reasonable notice to do so by a voting member of the Group.
- 10.4 All monies due and owing to the Group shall be recoverable at law in the name of the Secretary.

11. Audience Control and Consumption of Alcohol:

- 11.1 When sold, alcohol will be supplied at performances or other events, solely for the consumption of Members and their guests.
- 11.2 No personal alcohol may be brought into performances or other events where a paid bar is provided.
- 11.3 The nominated Front of House Manager is responsible for the behaviour and safety of the audience and people backstage and has the right to refuse alcohol at his/her discretion.

12. Dissolution of the Group:

- 12.1 If the EC decides it is necessary or advisable to dissolve the Group, it shall call an EGM. If the proposal is passed by a 75% majority of those voting members present, the EC will have the authority to release any assets held by or on behalf of the Group and after settling all debts and liabilities shall transfer any remaining assets to charities, groups or individuals as designated at the EGM.

13. Interpretation of Rules:

- 13.1 In any dispute on the interpretation of the rules the Chairman's decision is final, but this decision can be over-riden by a vote at a general meeting.

14. Changes to the Constitution:

- 14.1 Change or amendments to the Constitution can be made at an AGM or EGM. In the first three years from the date of this Constitution changes will be subject to the defined voting rules of those meetings. From the fourth year (2015) onwards, a 75% majority of all voting members will be required to change the Constitution.

14.2 Any voting member can request a change to the Constitution by giving 14 days notice to the Secretary, prior to the AGM. This requested change will be notified to the voting members 7 days prior to the AGM. A voting member can request a change by following the rules for an AGM.

Membership of The Kings Cliffe Players is open to anyone, regardless of sex, age, disability, ethnicity, sexual orientation, religion or other beliefs.

THIS CONSTITUTION WAS ADOPTED ON

SIGNED CHAIRMAN

SIGNED SECRETARY