

CONSTITUTION

Adopted on 5 October 2017

- 1 The name of the organisation shall be The People's Theatre Company Nottingham hereinafter referred to as 'The Society'.

2 Objectives

- 2.1 To advance, improve, develop and maintain public education and appreciation of the art of theatre in all its aspects.
- 2.2 To provide means whereby members can participate in many aspects of live theatre, especially by the production of live works and to present, promote, organise, provide, manage and produce plays, dramas, comedies, musical productions, concerts and entertainments.
- 2.3 To stage theatrical productions and to further the following aims:
 - a. To promote excellence in the performing arts within the community.
 - b. To provide an environment of friendly co-operation in which all members, both those with amateur ambitions and those with professional aspirations, may develop their talents to the full.
- 2.4 To organise fund-raising events to make these productions possible.

3 Affiliation

- 3.1 The Society shall be affiliated to the Nottingham & Nottinghamshire Drama Association, the National Operatic and Drama Association and to any other organisation or body that members believe will assist in the objectives of the Society.

4 Administration

- 4.1 Subject to matters set out below, the Society and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee hereinafter referred to as 'The Committee'.

5 Powers

- 5.1 In furtherance of the objectives, but not otherwise, The Committee may exercise the following powers:
 - i. to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial trading activities and shall conform to any requirements of the law
 - ii. to buy, lease or hire any facility, goods or equipment necessary for the achievement of the objectives and to maintain such things in a fit and proper condition
 - iii. to remunerate individuals as are necessary for the proper pursuit of the objectives
 - iv. to do all such other lawful things as are necessary for the achievement of the objectives.
 - v. to determine membership matters

6 Membership

- 6.1 Membership of the Society shall be open to any person interested in furthering its objectives.
- 6.2 Any person performing on stage in a production must be a paid up member of the society and have paid the show tax.
- 6.3 New Applications for membership should be made in writing to the Membership Secretary.
- 6.4 Renewal of existing memberships will, on receipt of payment, be automatic unless determined otherwise by the Committee.
- 6.5 The Committee may, in extenuating circumstances, consider waiving an individual's membership fee.
- 6.6 The classes of membership shall be
 - 1 Adult Members
 - 2 Junior Members (aged 17 years and under, not eligible to vote at meetings)
 - 3 Life Members
 - 4 Patrons and supporters
 - 5 Staging Members
- 6.7 Adult and Junior Members are subject to a membership subscription fee, the amount of which is determined by the Committee. The annual fee is valid for one year either from the date of the first rehearsal if involved in a production, or on receipt of payment, whichever is the earliest.
- 6.8 Staging Membership is offered free of charge to adults (aged 18 and over) who are involved in a stage production but who do not perform on stage. Staging Members do not have a right to vote on matters relating to the Society.
- 6.9 On the nomination of The Committee only, Life members may be elected at an Annual General Meeting. Life members are not subject to a membership fee.
- 6.10 Every Member shall have one vote (except Staging members).
- 6.11 A new Member shall be provided with a copy of the Constitution and be entitled to all the benefits and privileges of the society. A copy of the Members Handbook shall be made available to all members. The Members Handbook shall include all policies adopted by The Society.
- 6.12 All members shall be subject to The Society's policies.

7 Equal Opportunities

- 7.1 The Society shall pursue its objectives regardless of gender, sexuality, race, colour, nationality, ethnic origin, marital status, disability, socio-economic background, age or religious belief.
- 7.2 The Society shall provide equal opportunities to every member to take part in its activities, to the best of its abilities.

8 Executive Committee

- 8.1 The Committee shall be elected annually at a General Meeting and shall hold office from the conclusion of that meeting.
- 8.2 The election is for Chairperson, Treasurer and 7 Committee members.
- 8.3 Nobody shall be appointed as a member of the Committee who is aged under 18.

- 8.4 A member of The Committee may not hold office for a consecutive period of greater than five consecutive years unless they are co-opted by the Committee as described below.
- 8.5 At the first meeting after the AGM the Committee shall elect from its members: Deputy Chairperson, Artistic Director, Secretary, Membership Secretary, Publicity Manager, Technical Officer and Social Secretary.
- 8.6 The Committee may, in addition, appoint not more than three co-opted members to fill any vacancies on The Committee but no-one may be appointed as a co-opted member if, as a result, more than one third (rounded up) of the members of the Committee would be co-opted members. All co-opted members will have full voting rights on The Committee.
- 8.7 Should a Committee post fall vacant during the year, The Committee may co-opt a member of the Society, unless the vacancy is the role of the Chairperson or Treasurer, which should be elected at a General Meeting
- 8.8 At all meetings of The Committee, a quorum of five members must be present.
- 8.9 The Committee shall appoint a Child Protection Officer (not necessarily a member of the Committee) to uphold the Child Protection Policy.
- 8.10 On election of a new Committee, the retiring chairperson may remain on the committee for three months, and the retiring Treasurer may undertake a three month handover period, to safeguard the intentions, integrity, and smooth running of the society.
- 8.11 The Committee shall provide representation at joint societies meeting and on any other committee as necessary.

9 Determination of Membership of The Committee:

- 9.1 The Committee may resolve that a Committee member ceases to hold office if any of the following apply:
 - i. serious financial or personal misconduct
 - ii. loss of capability, through illness or injury, of managing and/or understanding the business of administering the affairs of the Society
 - iii. absence from all Committee meetings held within a period of six months

10 Committee Members' conflict of interest

- 10.1 All income and property held on behalf of the Society shall be applied solely towards the promotion of the Society. No member of The Committee shall acquire any interest in property belonging to the Society or be interested (other than as a member of The Committee) in any contract entered into by The Committee.
- 10.2 Where a member of The Committee has a conflict of interest, they should declare it at the start of Committee meetings and not take part in related discussions or decision-making.

11 Meetings and Proceedings of The Committee:

- 11.1 The Committee shall hold at least 4 ordinary meetings each year. An urgent meeting may be called at any time by the chair or by any two members of the Committee upon not less than four days notice being given to the other members of the Committee of the matters to be discussed.
- 11.2 The Chairperson or Deputy Chairperson shall chair meetings of The Committee. If they

are absent, the members of the Committee present shall choose one of their number to be chair of the meeting prior to any other business being transacted.

- 11.3 All matters shall be determined by a majority of votes of the members of The Committee present. In the event of equality of votes, the Chair shall have the casting vote.
- 11.4 The Committee may appoint one or more sub-committees consisting of at least one member of the Committee and the Committee is of the opinion that the appointment of such a sub-committee is expedient. Meetings of sub-committees shall be fully recorded and reported to the next meeting of the Committee.
- 11.5 The Committee shall keep minutes of the proceedings at meetings of the committee and any subcommittee, and shall ensure that these are stored safely, and that they are available for inspection by members.
- 11.6 The 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.

12 Finance

- 12.1 The Committee shall be empowered to administer such monies as are held by the Society. The Treasurer shall keep proper records of the finances
- 12.2 The accounting period will run from the first of August to the thirty first of July in the next year.
- 12.3 A banking account shall be opened in the name of the Society.
- 12.4 The Authorised signatories will be three named Committee members to be decided by the Committee.
- 12.5 All financial transactions shall be authorised by two authorised signatories one of whom shall, if possible, be the Treasurer, unless already authorised by The Committee, for example, where a budget for a production or other specific expenses have been approved.
- 12.6 Tickets for all of its productions, concerts and other events shall be offered for sale to the public.
- 12.7 The income and property of the Society shall be applied solely towards promoting the objectives of the Society.
- 12.8 The Treasurer is responsible for producing:
 - i. At every Committee meeting a summary of the financial position;
 - ii. At the AGM, a profit and loss account for the preceding financial year, a summary account of any productions within the same period
 - iii. A budget for each theatrical production.

13 Accounts

- 13.1 The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the Committee and then submitted to the members at the Annual General Meeting.

14 Production costs

- 14.1 A budget for each production shall be drawn up by the Artistic Director and show producers, and approved by The Committee.

- 14.2 No production must proceed if the projected costs to the Society are greater than the funds held by the Society, without membership unanimous decision by The Committee. Should the decision not be unanimous an EGM shall be called to agree actions.
- 14.3 The cast shall consist of members of the Society and, exceptionally, such expertise from outside the Company as may be needed and approved by the Committee.
- 14.4 The financial circumstance of a particular production may require an additional contribution from participants to cover rehearsal room cost, or any other items at the discretion of the committee.

15 Annual General Meeting

- 15.1 There shall be an Annual General Meeting (AGM) of the Society which shall be held in the month of September or as soon as practicable thereafter.
- 15.2 Every AGM shall be called by the Committee. At least 21 days notice of the annual general meeting shall be given to each member entitled to vote. This will be sent by the secretary, by post or e-mail, to the home or e-mail address as shown in the company's records, together with any formal resolution(s) already submitted. Also, for the AGM, members will receive a list of committee posts to be filled, and any formal constitutional amendments.
- 15.3 The AGM shall be open to all voting members.
- 15.4 The Society's Chairperson shall chair the meeting, but if they are not present, before any other business is transacted, those Committee Members present shall appoint a chair from the meeting.
- 15.5 The business of the meeting shall be:
 - i. To approve minutes of the previous AGM
 - ii. To receive and endorse the Chairperson's report of events and activities since the previous AGM
 - iii. To approve the Treasurer's report and the accounts
 - iv. To appoint an independent examiner of PTC's accounts
 - v. To elect the Committee
 - vi. To consider and decide upon any amendments to The Constitution
 - vii. To consider and decide upon any formal resolutions submitted as provided for below
 - viii. To determine the membership fee and show tax for the next calendar year.
 - ix. To consider and decide upon proposals for Life Membership
- 15.6 Nominations for the election to the Committee shall be submitted by members in writing to the Secretary at least 14 days before the AGM.
- 15.7 Committee members shall take office at the end of the meeting at which they are elected.
- 15.8 Members may submit to the AGM an amendment to the Constitution or a resolution. To be considered these must be submitted to the Secretary, in writing, at least 14 days before the meeting, who shall ensure that the text is available to all attending the meeting. All amendments and resolutions must be discussed and formally voted on at that meeting.

16 Alteration to the Constitution

- 16.1 Any proposal to alter the Constitution will require the approval of two thirds of the

members voting at a General Meeting. The notice of the meeting containing the full wording of the alteration having been given in accordance with the above section.

17 Extraordinary General Meeting

17.1 An Extraordinary General Meeting (EGM) may be called for by the Committee or upon a written request to the Secretary signed by at least 10 members of the Society. At least 21 days notice in writing must be given to members for an EGM and the notice must state the business to be discussed.

18 Procedure at General Meetings

18.1 The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting. There shall be a quorum when at least 10% of the voting members of the society at the time or 5 voting members, whichever is the greater, are present at any general meeting.

18.2 Members that are entitled to vote and who are unable to attend the meeting may appoint a proxy to vote on their behalf at a General Meeting. A proxy vote may be requested by electronic means. All proxy votes must be recorded separately.

18.3 Voting at General Meetings shall be by show of hands (or otherwise as the chairperson shall direct), or in the case of contested elections for Committee Membership, which shall be by a secret ballot of those present.

19 Dissolution of the company

19.1 If the Committee decides by simple majority at any time that it is necessary or advisable to dissolve the Society, it shall call a General Meeting giving 21 days notice.

19.2 The Society can only be dissolved by resolution at a General Meeting. A simple majority of the votes cast at the meeting is required to proceed with dissolution.

19.3 Following dissolution, any assets remaining after satisfaction of all debts and liabilities, shall be distributed as the Committee, in their absolute discretion, may determine amongst organisations having similar objectives to the society. Should the liabilities outweigh the assets, the current Members will be jointly liable for the shortfall.

19.4 If at any time during the year the company is technically insolvent, or if the Committee feel that a planned course of action might risk the solvency of the Society, the Committee must call an EGM to highlight the situation and propose actions. A simple majority of the votes cast at the meeting is required to proceed with the proposed action.