



Registered Charity No. 701555

## **CONSTITUTION**

This Constitution takes the place of all preceding documents relating to Horncastle Theatre Company.

### **1. NAME**

The name of the Association shall be Horncastle Theatre Company.

### **2. AIMS**

The aims of Horncastle Theatre Company are to promote, maintain, improve and advance education, particularly by the production of educational plays and the encouragement of the Arts, including the arts of drama, mime, dance, singing and music.

### **3. MEMBERSHIP**

(a) Membership of Horncastle Theatre Company shall be open to anyone from the age of 16 years, who has an interest in drama and upon payment of a membership subscription. Only paid-up members shall have voting rights at meetings. The Company may also elect Honorary Members. This membership is for life and is in recognition of much valued services rendered to the Company. The Company may also elect Associate Members. These members are to be elected annually at the AGM in recognition of active support given to the Company. Non-members who are required to provide technical assistance for the duration of a production or other such short-term requirement may be made Associate Members by the Committee for a specified period or purpose only, without reference back to the Company. Associate membership in this instance will take effect by being noted in the Minute Book by 3 Officers, to include either the Chairman or the Vice-Chairman. Both Honorary and Associate members have no nominating or voting rights at any meetings but are very welcome at meetings and to join in any discussions.

(b) For the avoidance of doubt, the Young Stagers group will be referred to as Stagers throughout this document and this term will refer to all and any sub-groups of the junior membership of the Company. Membership of Stagers shall be open to anyone, at the discretion of the Chairman of Stagers, who is between the ages of 7 and 18 years and who has an interest in drama and upon payment of a membership subscription.

### **4. SUBSCRIPTIONS**

(a) The subscription to Horncastle Theatre Company is to be annual, the amount to be fixed at the Annual General Meeting. The subscription is to be paid to the Treasurer within one month of joining, if not at the A.G.M. Any member joining during the year shall pay an appropriate proportion of the annual subscription as deemed by the Treasurer.

(b) The subscription to Stagers is to be set and the method of payment to be administered by Stagers Management team.

## 5. MEETINGS

(a) (1) The Annual General Meeting shall be held during March and all members are eligible to attend. Members shall be given 14 days notice of the A.G.M. Notice shall also be given in at least two different types of media available to the general public during each week of the two weeks prior to the meeting. These could include but are not limited to, local press, the company website, a notice in the Company display case and open forum social media. The programme for the year ahead should be planned as far as is possible at each A.G.M. The date of the following year's A.G.M. shall also be arranged.

(a) (2) A quorum for the A.G.M. shall be in excess of 50% of the Membership.

(b) Business Meetings shall be held at intervals not exceeding four months and all Members are eligible to attend. Members shall be given fourteen days Notice of Business Meetings.

(b) (2) A quorum for a Business Meeting shall be 25% of the membership.

(c) Ordinary Meetings shall normally take place weekly on Tuesday evenings at the Lion Theatre Horncastle, unless other arrangements have been made and the members informed. Play rehearsal days and times shall be organised and notified to the members involved by the Director of the production being undertaken.

(d) Ordinary Meetings of Stagers will normally take place by arrangement with Stager Chairman and Leaders and will be in term time unless by arrangement of the Leaders.

## 6. THE MANAGEMENT COMMITTEE

(a) (1) The Management Committee of the Horncastle Theatre Company shall consist of Officers and three ordinary members.

The Officers shall be:-

President (Honorary)  
Chairman  
Vice-Chairman  
Secretary  
Treasurer  
Social Secretary  
Press and Publicity Officer  
Archivist  
Chairman of Stagers  
Theatre Manager  
Wardrobe Manager.

(a) (2) The Management Committee shall be elected at the A.G.M. and shall serve for that year. The members of this Committee may stand for re-election at subsequent A.G.M.s. The Management Committee is empowered to co-opt up to three additional members during any one year and to co-opt any members to fill a vacancy on the Committee, which may occur during the year.

(a) (3) The Management Committee shall be responsible for the day to day management of the Company. They shall be empowered to consider any matters relating to the Company and to take appropriate action on its behalf, unless they deem the matter of such importance as to necessitate the calling of a Special General Meeting.

(a) (4) A Special General Meeting shall be called at any time upon due notice and upon the requisition of five members.

(a) (5) The Management Committee shall meet at least six times each year.

(a) (6) A quorum of the Management Committee shall be six members to include either the Chairman or Vice-Chairman and at least 2 other Officers.

(a) (7) Officers of the Management Committee shall be expected to present a report on activities within their jurisdiction at the A.G.M. and at Business Meetings.

(a) (8) An audited Statement of Accounts shall be presented at the A.G.M. to accompany the Treasurer's report.

(a) (9) The Treasurer shall have powers from time to time to make small discretionary payments for any good reason which are of benefit to the Company to a maximum of £50 or other suitable limit as shall be decided at a meeting of the Management Committee. Any variation of the limit approved by Committee in this way will be brought to the next Business Meeting or AGM for approval and ratification.

(a) (10) Officers of the Management Committee are empowered to co-opt assistants and to set up sub-committees to help organise any event during the year PROVIDED THAT all acts and proceedings of any such sub-committee shall be reported back to the Management Committee fully and promptly.

(a) (11) Members elected to the Management Committee are expected to participate fully in Theatre Company activities and Committee meetings. The membership is empowered to vote off the Committee any member not fulfilling the obligations of the elected role PROVIDED THAT any member of the Management Committee shall be given due notice in writing of any resolution to vote him off the Committee and shall be given an opportunity of representation to the Committee before such resolution is passed.

(b) (1) The management of Stagers shall be in the direction of the Stagers Chairman who shall be elected from the membership of Horncastle Theatre Company at its AGM. The Chairman of Stagers may appoint a number of Leaders to assist in the running of Stagers. The Chairman and Leaders shall constitute the management of Stagers and shall be responsible to Horncastle Theatre Company for the organisation of activities within the youth group and may call upon the support of members of Horncastle Theatre Company or other interested persons at any time to help with workshops, visits, productions etc.

(b) (2) The Chairman of Stagers shall be a member of the Theatre Company Management Committee and shall be expected to present a report at each A.G.M. Business Meeting of Horncastle Theatre Company.

(b) (3) The Treasurer of Stagers shall be expected to present an audited statement of accounts at the A.G.M. of Horncastle Theatre Company to accompany a financial report such report to be signed by Chairman Treasurer and Secretary of Stagers.

(b) (4) The Chairman and Leaders of Stagers should contribute actively to the organisation and execution of the activities of Stagers.

## 7. PRODUCTIONS

(a) Horncastle Theatre Company shall aim to stage no less than three productions each year.

(b) The Company shall agree upon rules for the selection of productions and plays, to be codified in the document 'Rules for Play Selection'. The rules may be changed at the AGM.

(c) The Director shall have control of all aspects of the production and have full powers to invite other members to fulfil the positions of Producer, Stage Manager, Designer, Publicity Assistant, etc as required.

(d) Individuals selected for involvement in productions should be paid up members of the Theatre Company. However, the Director, with the approval of the Management Committee, may draw upon non-members to give technical assistance, should the need arise.

(e) The Director shall keep the Management Committee informed of the progress of the production.

(f) The Director shall be responsible for rehearsal schedules.

(g) Those involved in a production and who require a script, may purchase one if they so wish. The play script remains the purchaser's property after the production is over. Those members who do not wish to purchase a script should obtain a library or theatre copy, which it is then, their responsibility to return unmarked and in good condition otherwise a charge will be made.

(h) The Management Committee for Stagers, in consultation with the members, shall determine payment for scripts for their Production.

(i) All other expenses involved in staging a production shall be met from the respective funds. The cost of a company production shall not exceed the figure set by the Committee for each production. It is the Director's responsibility to ensure that this limit is not exceeded but may make reference back to the committee in the event of this figure being unsuitable or unworkable.

(j) The financial report on each production undertaken by either section of the Company shall be submitted by the respective Treasurer at the Business Meeting following the completion of the production.

(k) The Management Committee of Horncastle Theatre Company should try to ensure that whilst a production is in progress, a programme of meetings is maintained for members not involved in that production.

## 8. MEMBERSHIP OF OTHER ORGANISATIONS

Horncastle Theatre Company shall only take up or withdraw from Membership of other organisations with the approval of a majority of members at the A.G.M. or Business Meetings.

## 9. TRUSTEES

(a) The company may from time to time appoint Trustees for the purpose of holding property on behalf of Horncastle Theatre Company.

(b) There shall be not more than eight Trustees of the Horncastle Theatre Company. The property of the Company (other than cash, which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Management Committee shall, from time to time, direct by resolution, of which an entry in the Minute Book shall be conclusive evidence.

(c) The Trustees shall be indemnified against risk and expense out of the Club property.

(d) The Trustees shall hold office until death, or resignation or until removed from office by a resolution of the Management Committee who may, for any reason which may seem sufficient to a majority of them present and voting in a meeting, remove any Trustee or Trustees from the office of Trustee.

(e) Where, by reason of any such death, resignation or removal, it shall appear necessary to the Management Committee for a new Trustee or Trustees to be appointed, or if the Committee shall deem it expedient to appoint an additional Trustee or additional Trustees, the Management Committee shall, by resolution, nominate the person or persons to be appointed the new Trustee or Trustees.

(f) For the purpose of giving effect to such nomination, the Chairman, from time to time of the Company, is hereby nominated as the person to appoint new Trustees of the Company, within the meaning of Section 36 of the Trustee Act 1925 and he/she shall, by Deed, duly appoint the person or persons so nominated by the Management Committee, as the new Trustee or Trustees of the Company and the provisions of the Trustee Act 1925 shall apply to any such appointment.

(g) Any statement of fact in any such Deed of Appointment shall, in favour of a person dealing with bona fide and for value with the Company or the Management Committee, be conclusive evidence of the facts so stated.

## 10. THE CONSTITUTION

(a) The Constitution of Horncastle Theatre Company shall only be amended at an A.G.M. or Special General Meeting called specifically for that purpose. Proposed amendments to the Constitution must be submitted to the Secretary in writing not less than six weeks prior to the A.G.M. or Special General Meeting called for that purpose. Any amendments to the Constitution must have the assent of two thirds of such members present and entitled to vote. Provided that no amendment shall be made which may result in the Horncastle Theatre Company ceasing to be established for exclusively charitable purposes. Any amendments accepted will come into force as from the date of that Meeting.

(b) Current copies of the Constitution shall be made available to paid up members of the Horncastle Theatre Company.

11 The Horncastle Theatre Company may be dissolved by a resolution passed by at least two thirds of the members present at the A.G.M. or a Special General Meeting called specifically for that purpose. Notice must be given to all members at least twenty one days before the day of the Meeting stating the proposed dissolution. If upon the dissolution of the Horncastle Theatre Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Horncastle Theatre Company but shall be transferred to some other charitable organisation or organisations having the same or similar objects.

This Constitution was adopted at the Annual General Meeting of the Horncastle Theatre Company on 28 March 2018