

CONSTITUTION

This constitution was adopted on the 29th August 2014

1 NAME

The Society shall be called The Quay Players.

2 OBJECTS

The objects of the Society are to educate the public in the dramatic and operatic arts, and to further the development of public appreciation and taste in the said arts.

3 POWERS

In furtherance of these objects but not otherwise the Society through its Executive Committee and General Committee may exercise the following powers: a. to promote plays, drama, comedies, operas, operettas and other dramatic and operatic works of educative value; b. to purchase acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works; c. to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects; d. to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law; e. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society; f. subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed; g. to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation

for staff and their dependants; h. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them; i. to establish or support any charitable trusts, association or institutions formed for all or any of the objects; j. to assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine; k. to appoint and constitute advisory committees as the Executive Committee may think fit; l. to do all such other lawful things as are necessary for the achievement of the objects of the Society.

4 MEMBERSHIP

The Society shall consist of Members, and may also include as honorary Life Members such other persons as shall have rendered special services to the Society.

5 ELIGIBILITY FOR MEMBERSHIP

Membership shall be open to all those over the age of 18 years having sympathy 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 APPLICATIONS FOR MEMBERSHIP

Applications for membership shall be made in writing, signed by the applicant, to the Secretary, who shall submit the same to the Executive Committee for its decision.

7 CAPABILITIES OF CANDIDATES FOR MEMBERSHIP

Prior to election all candidates for membership as performers (Acting Members) shall satisfy the Executive Committee and/or General Committee as to their histrionic and/or musical ability.

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

9 SUBSCRIPTIONS AND FEES

The annual subscription to the Society and entrance fees, if applicable, shall be determined from time to time by the Executive Committee. by the Annual General Meeting.

10 PAYMENT OF ENTRANCE FEES AND SUBSCRIPTIONS

Entrance fees, if applicable, and first annual subscriptions shall become due and be paid to the Treasurer on receipt of notice of election from the Secretary, and all subsequent annual subscriptions shall become due on 1st August in each year and shall be paid to the Treasurer not later than 1st February.

11 NON-PAYMENT OF SUBSCRIPTIONS

The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid 30 days after joining the Society, in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

12 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 elected after 1st June or Members leaving the neighbourhood and resigning their membership before the end of any season and to re- admit to the Society without entrance fee any persons who have previously been Members when such persons have resigned owing to leaving the neighbourhood or for other good cause.

13 RESIGNATIONS

Members wishing to resign must give written notice to the Secretary before 1st June, and in default of so doing will be liable for the subscription for the current year commencing on that date.

14 HONORARY LIFE MEMBERS

a) 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. b) Honorary Vice Presidents, are accepted by virtue of services rendered to the Society 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.

15 EXECUTIVE COMMITTEE

a. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chair, Vice-Chair, Treasurer, Secretary and PR & Marketing Officer. 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);
 - 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 trusts of the Society.

16 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 be interested (otherwise than as a Member of the Executive Committee) in any contract entered into by the Executive Committee. b. Optional – see footnote². 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 her firm, is under discussion.

17 GENERAL COMMITTEE

a. The Society's Executive Committee shall be assisted in the well running and governing of the Society by General Committee members, who are elected at the Annual General Meeting consisting of the following Officers, namely: Assistant to the Secretary, Fundraising & Social Coordinator, Safeguarding Officer (Youth & Vulnerable Adults) and the Health & Safety

Advisor (though this role could be fulfilled by another Committee Member or a Co-Opted Member of the Society, when their advice is required).

- b. The role of Health & Safety Advisor has the powers as a 'Designate Person' with completely unhindered access to the Executive Committee to advise them on Health & Safety issues.

18 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 Chair 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 Chair shall act as Chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee shall choose one of their number to be Chair of the meeting before any other business is transacted.

- d. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three of the Executive Committee, whichever is greater, 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 equality of votes the Chair of the meeting shall have a second or casting vote. f. The Executive Committee shall keep minutes, in books kept for the 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

consisting of three or more members of the Executive Committee 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 sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

19 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.

20 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 its work. d. No expenditure shall be incurred by any member of the Society without the authority in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee. e. The Society shall give an annual subscription to the National Operatic and Dramatic Association in accordance with the subscription scales published by that Association, and shall abide by the Rules & Bye-Laws of that Association.

21 FINANCIAL YEAR

The financial year of the Society shall commence on 1st August and

an annual profit and loss account and balance sheet shall be prepared within two calendar months after 1st August in each year. [The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.]

22 ANNUAL GENERAL MEETING

a. The Annual General Meeting of the Society shall be held in the month of July 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.⁴

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. Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a Chair of the meeting. The Chair shall be the Chair of subsequent Annual General Meetings, but if he or she is not present, the persons present shall appoint a Chair of the meeting

d. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year. e. Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

23 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 sent to the Secretary in writing at least 21 days 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 by the remaining members of the Executive Committee.

24 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 five 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.

25 PROCEDURE AT GENERAL MEETINGS

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

26 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 10 persons present and entitled to vote.

27 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 equality of votes the Chair shall have a second or casting vote.

28 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.

29 SELECTION OF WORKS

The Executive Committee shall select the works to be produced by the Society and shall determine the dates of productions.

30. 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 not less than three persons.

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

32 OBLIGATIONS OF ACTING MEMBERS

Acting Members shall to the best of their ability play the parts assigned to them and obey the directions given at all rehearsals and performances.

33 CONTROL OF REHEARSALS

The Musical Director shall conduct all music rehearsals and the Artistic Director shall direct all stage rehearsals.

34 ATTENDANCE AT REHEARSALS AND PERFORMANCES

A record of the attendance of Acting Members at rehearsals and performances shall be kept by the Secretary. 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 may, at the discretion of the Executive Committee and in consultation with the Artistic Director, be deemed to have resigned their parts in the work then in rehearsal.

35 ACTING MEMBERS IN EXCESS OF REQUIREMENTS

If at any time the number of Members rehearsing a production exceed the number of persons required for the representation of the same, preference shall be given to the Members who, by the regularity of their attendance, shall, in the opinion of the Executive Committee, have rendered themselves most efficient.

36 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 6 weeks after the cast being announced. However depending on personal financial circumstances, which are discuss in private with the Treasurer then a reduced fee or payment by monthly installments will be levied

37 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.

38 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.

39 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. [A copy of the statement of accounts, or account or statement, for the final accounting period of the Society must be sent to the Charity Commission.]

40 ALTERATION TO RULES

a. 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 members present and voting at a General Meeting.

b. [No amendment may be made to clauses 1, 2, 16, 39 or this clause without the prior consent of the Charity Commission].

Signed by: The Quay Players Chair

Date: 30th July 2013

Byelaws (Working Rules)

The byelaws or working rules were adopted on the 30th day of July 2013.

1. Members must adhere the Constitution of the Society and these Byelaws (working rules).
2. A membership fee of £10 is payable for every member of the Society. This must be paid before you are allowed to audition for either of the two productions per year and paid within 30 days of joining the Society.
3. The Executive Committee will calculate the Show Fee depending on the Acting Membership numbers, the amount of rehearsals required and the estimated costs that the Society will incur during a productions rehearsal period. This is to cover the hire of the hall and the Musical Directors fees, therefore they are payable whether you attend a rehearsal or not.
4. Depending on personal financial circumstances please discuss in private with the Treasurer and a reduced Show Fee will be levied.
5. Subscriptions are payable on either a weekly, monthly or lump sub basis. Acting Members must pay their subs at least 1 month prior to the show week or they will not be allowed to take part in the show.
6. All members are expected to come to as many rehearsals as possible. If you cannot make a rehearsal, please contact the Artistic Director or the rehearsal leader, to let them know you are not coming. This is particularly important if you have a speaking/singing part in the show.
7. At the start of each production auditions shall take place in under the following rules; a) Auditions are to be held in private wherever possible. b) Only the Artistic Director and Musical Director and such other persons the Company deems suitable shall be present during auditions. c) Auditions are to be held on a regular meeting day of the society. d) Eligibility to audition for a production will be at the discretion of the Committee. e) One months notice of the audition date will be given. f) Persons unable to attend on the date of the auditions should consult with the Artistic Director and the Musical Director and arrange another agreeable date. g) If not auditioning for a specific part, prospective members may be asked to audition before the Chair to become an active member of the Society. h) A full member of the Society may at the discretion of the audition committee be asked to fulfill any role not specifically auditioned for.
8. Post the audition, if you have any concerns regarding the part you have

been offered, please speak to the Artistic Director and Chair of the Society immediately, in private, to air those concerns.

9. Mobile phones must be kept switched off during rehearsals. If you need to keep your phone on for any particular reason, please speak to the Artistic Director or the rehearsal leader at the beginning of the rehearsal.

10. Noise must be kept to a minimum during rehearsals so that the Musical Director and Artistic Director can work as efficiently as possible. The Musical Director and Artistic Director will ask individual members to leave the rehearsal if warnings are not taken onboard.

11. Members of the Society are expected to help keep the Society going. This includes selling as many tickets for the shows as possible and taking their turn with activities such as leaflet drops and fund raising activities. Each Acting Member must sell five tickets per show or they will be charged for the equivalent sum.

12. The age limit for joining the Quay Players is 18 years old. Members below the age of 18 must be under the guardianship of an adult family member or guardian during rehearsals and performances as the Quay Players Executive Committee cannot be responsible for under age members.

13. Persistent failure to adhere to the rules can result in members being asked to leave the Society.