

THE LONGUEVILLE LITTLE THEATRE COMPANY

CONSTITUTION

Revised October 1992 and Amended as per AGM's in 1984, 1986, 1987, 1991, 1993, 2003, 2004, 2006, 2008, 2010, 2011 & 2012

1. TITLE

The Name of the Company will be *Longueville Little Theatre Company*.

2. OBJECT

The object of the Company is to educate the public in the dramatic art, to further the development of public appreciation and taste in that art (to assist and further such institutions and charitable purposes as the Committee shall from time to time determine), and in furtherance of this object, but not otherwise, the Company, through its Management Committee, shall have the following powers:

- a) To promote plays.
- b) To acquire and obtain interests in the copyright of or the right to perform or show any such dramatic 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 subscriptions, donations and otherwise, provided the Company shall not undertake any permanent trading activities in raising funds.
- e) To do all such other things as shall further the objects of the Company.

3. SUBSCRIPTION

- a) The annual subscription to the Company shall be as decided from time to time by the Committee and ratified by the members at a General Meeting.
- b) The Committee shall have the power by ordinary resolution to suspend any member whose subscription remains unpaid after 30th August in any year from exercising all or any of the privileges of membership until his/her subscription is paid.
- c) Anyone in a production that is **not** involved in a recognised organisational role in the group (e.g. Any Executive Committee, Production Committee, or Functional Officer role as described in section 12) will be liable to a performance fee for each and every production that they take part in. These fees will be decided by the committee at the same time as the annual subscription, and ratified at a General Meeting.

4. MEMBERSHIP

- a) Membership shall be open to all those having sympathy with the objects of the Company and desiring actively to further it and to pay the annual subscription prescribed by the Constitution. Normal voting rights apply.
- b) The Company shall consist of members and associate members and may also include as life members such other persons as shall have rendered special services to the Company.
- c) Associate members shall be persons nominated by the Committee for services rendered to the Company. No voting rights shall apply.
- d) Life members may, on the nomination and recommendation of the Committee only, be elected on such terms as the members of the Company at an Annual General Meeting may decide. Normal voting rights apply.
- e) The Committee may, by a unanimous vote, remove from the list of members the name of any member whose conduct they consider likely to endanger the welfare of the Company.
- f) Membership shall run from 1st August to 31st July irrespective of when members pay their annual subscriptions.

5. PRESIDENT

A person nominated by the Committee and accepted by members at an Annual General Meeting. No voting rights apply.

6. PATRONS

- a) Patrons are those individuals, couples and organisations who, while not necessarily being members of the Company, support it financially or through substantial services in kind. There shall be two categories of patrons: personal patrons and corporate patrons. Members of the Company who also become patrons shall be recognised as personal patrons.
- b) The minimum donation required for each category of patron shall be determined at the Annual General Meeting on recommendation of the Committee. For personal patrons there will be separate rates for individuals and couples. It is in the committee's authority to confer corporate patronage on those organisations that have provided substantial assistance over a considerable length of time.
- d) It is the duty of all members of the Company to give appropriate recognition to patrons for the support that they offer to the Company.
- e) Patronage will last for twelve months to coincide with the Company financial year. Patronage commencing during the financial year will be paid pro-rata.
- f) Personal patrons will be entitled to the following benefits:

- all newsletters
 - attendance at club nights and other social functions
 - acknowledgement in all programmes
 - invitation to all post production parties
 - annual Chairman's report and financial accounts
 - attendance at Annual General Meetings (but no voting rights unless also a member).
- g) Corporate patrons will be entitled to all the benefits listed for personal patrons (plus two free tickets per production) plus free half page advertisement in each of the programmes.

7. FINANCE

- a) The financial year of the Company shall commence on 1st July.
- b) Funds of the Company shall be applied solely to the stated objects of the Company.
- c) No member of the Company shall receive payment directly or indirectly for services to the Company or for other than legitimate expenses incurred in its work.
- d) At no time shall surplus funds be invested on behalf of the Company in such a manner as to render those funds unavailable for use for any period exceeding 45 days.
- e) Banking accounts shall be kept by the Company (including deposit or other investment accounts) to contain all the funds of the Company. All cheques drawn on behalf of the Company and any withdrawals from deposit/investment accounts shall be signed by any two of the following: Treasurer, Chairman, Secretary.
- f) An auditor shall be appointed by the management committee.

8. GENERAL MEETINGS

- a) The **ANNUAL GENERAL MEETING** of the Company shall be held in July, when the report of the Committee and the accounts for the past year, duly audited, shall be presented, the Officers, other members of the Committee and Life Members (if any), elected for the ensuing year, and all general business transacted.
- b) An **EXTRAORDINARY GENERAL MEETING** of the Company may be called at any time and shall be called within twenty-one days after the receipt of a requisition in writing to that effect signed by at least ten 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 a meeting.
- c) Notice shall be given in the public domain as to the holding of an Annual General Meeting or Special General Meeting at least fourteen days before the date for which it is called.

- d) No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless the Committee decide that enough persons entitled to vote are present.
- e) Unless otherwise provided by this Constitution 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 Chairman shall have a casting vote.
- f) Nominations shall be sought for each individual position on the Executive Committee. In the event that only one nomination is received for a particular post, that may be put to the Annual General Meeting and a show of hands will be sufficient to secure election. In the event that more than one nomination is received for a particular post then a secret ballot must be held to determine the member to be elected. (This is essential, as there are many friendships within the Company and each member must be free to vote for whoever he/she feels will do the best job, regardless of personal feelings for the individual concerned.) Any member who is unsuccessful in a ballot may, at his/her request, be nominated for an alternative position on the Executive Committee.
- g) If there are insufficient volunteers to form the three person Executive Committee, the Annual General Meeting shall be terminated forthwith. It shall immediately become a Special Meeting to dissolve the company under the direction of the outgoing committee.

9. ALTERATION TO CONSTITUTION

No alteration to this Constitution shall be made except at a General Meeting nor unless twenty-one day 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 fourteen 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 recorded thereon at the Meeting.

10. COMMITTEE

- a) The affairs of the Company shall be controlled and directed by a Committee consisting of Chairman, Secretary and Treasurer. The position of Vice Chairman will be elected by the management committee at the first committee meeting of the financial year, and will be a secondary post for one of the above committee members.
- b) The Officers shall retire annually but shall be eligible for re-election, nominations for the posts to be made at the Annual General Meeting.
- c) The first meeting of the Committee shall be called by the Secretary and shall be held within twenty-eight days after the Annual General Meeting. All subsequent meetings of the Committee shall be called by the Secretary in accordance with any resolution to that effect

passed by the Committee, and failing such resolution, at the discretion of the Chairman and Secretary. Two (including the Chairman [or, in his absence, the Vice Chairman]) shall form a quorum.

- d) The Committee shall have power to decide any questions arising out of this Constitution and all other matters connected with the Company (other than and except those which can only be dealt with by the Company in General Meeting) and make, maintain and publish all necessary orders, regulations and bye-laws in connection therewith.
- e) It is to be hoped that, as at present, the majority of Committee decisions will be arrived at as a result of a constructive discussion, resulting in a general agreement by all. Should it be necessary to take a vote, then any proposal presented in advance to all Committee members be passed on a majority decision. In the event of a voting deadlock, the Chairman may decide either to use a casting vote or to defer a decision to a subsequent Committee to allow time for further thought on the matter.
- f) In the event that an elected Committee member resigns from that position, the Committee shall be empowered to second a member of the Company to the Committee and make whatever changes in job description of the remaining members as are considered necessary (and are acceptable to the job holder) to ensure that a member of the Committee is at all times responsible for constitutionally defined responsibilities, including those of the resigned member. Changes made under this provision shall be notified to the members of the Company at the discretion of the Chairman.
- g) All actions of the Committee shall be considered ratified by the Annual General Meeting by formal acceptance of the Committee's Report.

11. DEFINITION OF EXECUTIVE RESPONSIBILITIES

- a) **Chairman:** To be Chairman of the Company (not just the Committee) with responsibility to chair all administrative and decision-taking meetings. The Chairman may not vote on any proposal unless the meeting is deadlocked, in which case the Chairman may use a casting vote or delay the decision to allow for further thought. The Chairman will have the authority to suspend discussion on any item in the event that he/she feels that the best interests of the Company will not be served by further consideration at that time. The Chairman will act as sole impartial mediator in the event of a conflict between Company members.
- b) **Secretary:** To take minutes of all meetings and to carry out the total clerical administration of the Company and to circulate administrative records. This to include keeping records of the members and patrons, and circulating information on social events to the same.
- c) **Treasurer:** To be responsible for all monies, income and expenditure, connected with the Company, from all functions and performances, to keep records of all monies to be announced at the Annual General Meeting, and also accounts functions. To be

responsible for the arrangement of Box Office and Staff for each performance.

12. PRODUCTION COMMITTEE & FUNCTIONAL OFFICERS

When it is decided that a production shall go ahead, the Committee will appoint the following additional Officers to form a Production Committee, This committee will also include the Chairman, Secretary and Treasurer.

a) **Director of current production:**

The Director of the current production will sit on the committee for the term of their production only with full voting rights on all matters.

b) **Public Relations Officer:**

To be responsible for all information and editorial substance provided to the press, presenting the Company image to the public by alternative media, for all advertising in connection with productions and functions, and for the production of programmes.

c) **Membership, Patrons & Social Secretary:**

To take over the membership role from the secretary for the duration of the production. i.e. To be responsible for production of regular newsletters, production and distribution of Supporters letters, liaison and communication with members and patrons. To keep an up to date list of names and addresses of members and patrons and advise them when fees are due and to monitor the receipt of such fees. To make vigorous efforts to recruit new patrons. Also to organise all social functions within the Company, arranging catering and venues for such functions, and for circulating social news and information letters detailing such events.

d) **Production Co-ordinator:**

To be responsible for liaison with all members of the production and business teams (Directors, Stage Managers, Technicians and Front of House) to ensure that all deadlines are met and functions are carried out. The emphasis on the post is to be co-ordination.

e) **FUNCTIONAL OFFICERS:**

The Chairman will seek guidance from the Committee on the selection of all Functional Officers of the Company. This will be done at the first Committee meeting after the Annual General Meeting. The Chairman will then approach the selected members and request them to take up or to continue with the responsibility until the next Annual General Meeting. The functional responsibilities to be allocated are as follows:

Managers of: Front of house, Publicity, Set Construction, Set Design, Stage, Wardrobe. Also Directors of the shows.

f) Additional functional responsibilities may be allocated as appropriate by the Chairman after obtaining the support of the Committee.

- g) Functional Officers are responsible for executing the allocated function until the next Annual General Meeting; to request the Committee, through the Production Co-ordinator, to provide assistance as and when this is essential to the efficient execution of their functions.

13. TENURE OF OFFICE

It is to be hoped that any member who accepts an executive committee responsibility or a functional office will carry out that duty until the next Annual General Meeting. However, circumstances may arise which prevent this, in which case the member may resign his/her responsibility but must not accept any other post for at least twelve months from that date.

14. SELECTION OF WORKS

- a) The Committee shall select the works to be, from time to time, produced by the Company.
- b) The Chairman, with the approval of the Committee, will appoint Directors. The Committee will decide on the types of plays to be produced over the twelve-month period up to the next Annual General Meeting, after due consideration of the recommendations of the outgoing Committee. The Committee is responsible for recommending plays and Directors for the incoming Committee at the end of its term of office.

15. DISSOLUTION OF THE COMPANY

The Company shall only be dissolved by resolution passed by a majority of at least five-sixths of the members present and voting at a Special General Meeting called for the purpose of considering such dissolution, unless at an AGM there are insufficient volunteers to form the Executive Committee, in which case the AGM immediately becomes a Special General Meeting as mentioned above.

In the event of dissolution, any balance of cash remaining in hand after the realisation of assets and payments of debts shall not be distributed among the members of the Company, but shall be applied for such charitable purposes similar to those of the Company, or be paid, distributed or transferred to such charitable institutions, or institution having objects similar to the objects of the Company, as the Committee, with the consent of the meeting, shall determine. These decisions shall be made and carried out at the meeting.