**The Woodhouse Players - Constitution**

*D**efined Terms*

* Member

A person who has paid, or is treated as having paid the membership fee set out in Annex 2 (the Fees Annex).

- Committee:

The Members of the Group who have been elected to the Committee under the Rules set out in Annex 6 (Nominations, Elections and Voting Procedures).

* General Meeting

The Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM)

- Group:

Collectively, all of the Members

- Main provisions

Clauses 1-17 below. These can only be amended by a two-thirds majority of those voting at a quorate General Meeting.

* Rules

The rules set out in Annexes 1 to 7. These can only be amended by a majority decision at a General Meeting attended by at least 15 members.

*Main Provisions*

1) The Group shall be called The Woodhouse Players.

2) The objectives of the Group shall be to promote the dramatic arts and to interest the local community in the appreciation of and participation in the dramatic arts by the performance of plays, and other ancillary activities that further these objectives.

3) The funds of the Group shall be devoted entirely to the stated objectives.

4) No payments shall be made by the Group to any Member either directly or indirectly, other than reimbursement of legitimate expenses incurred in carrying out the Group’s activities, or for the provision of goods or services to the group, for which the group would normally pay, in the normal course of their business.

5) The balance of funds in the Groups’ main bank account may not fall below £3,000 without Majority Decision of a General Meeting, except in the case of dissolution of the Group.

1. Membership of the Group shall be dependent on payment of a subscription. Annual membership subscription rates are as set out in the Fees Annex.
2. The membership year shall commence on the day after the Annual General Meeting.

8) The quorum for a General Meeting shall be ten, or one third of the membership, whichever is greater. Proxy votes made in the format set out in the Rules shall count for the purposes of this quorum.

9) Only members of the Group may vote at a General Meeting. For these purposes a person shall be considered a member of the group if they have paid their subscription for the membership year that covers the date of the meeting.

10) The Committee may revoke the membership of a Member if they contravene the statement in paragraph 1 of Annex 4, subject to Appeal at a General Meeting as set out in the Appeal Rules in Annex 4.

11) The general business of the Group will be conducted by the Committee or by other members appointed by the Group.

12) The Committee will be composed of between four and ten Members of the Group and will include certain officers as defined in the Committee Rules.

13) The Committee will act in accordance with the Committee Rules.

14) In the event of a vote of no-confidence against the Committee as a whole, or against an individual member or members of the Committee, being passed by a two-thirds majority at a quorate General Meeting, then the Committee or Committee member(s) will resign from that position.

15). The group shall not be dissolved except by resolution of any General Meeting passed by at least two thirds of the members present at such a meeting. The minimum quorum of 10 will not apply if membership falls below 12 for over six months.

16) In the event of the dissolution of the group, the balance of the funds of the group shall be used for:

* payment of all debts;
* return of membership subscriptions for the year in question;
* devoted to charitable purposes approved by the charity Commissioners or their equivalent at the time of dissolution.

17) In the event of dissolution the physical assets of the group (props, lighting equipment, etc.) will first be:

* sold as necessary to pay debts;
* offered to other comparable amateur drama groups in the area, on the understanding that they are used for purposes consistent with the aims of the Woodhouse Players.

Rules Annexes

# Annex 1 - General

1) The purpose of all of the activities performed by, or promoted by the Group will be to serve the needs and aspirations of the Members within the objectives set out in the constitution.

1. A member of the Group will only be reimbursed for expenditure incurred in connection with the Group’s activities if that expenditure has been authorised by the Committee, or is within the agreed budget for a production and agreed by the director or producer.

3) These rules should be read in conjunction with other Guidance that may be produced by the Committee from time to time, but which does not form part of the Constitution, in particular the Directors’ Handbook and the Child Protection Policy.

*Annex 2 - Fees*

1. Annual membership fees (subscriptions) are as follows:
* Full £25
* Concessionary £15 (12 -up to 17 year-olds, unwaged, full-time students, over-60's)

Under-12s who take part in productions are considered members; however, they do not have to pay a membership fee, and do not have any voting rights.

1. Everyone who directs, acts in a play or has a backstage role that requires their presence throughout production week must become a member.
2. Subject to paragraph 4) below, annual subscriptions fall due for existing members on the day after the Group’s AGM; and for new members immediately on accepting their first role in a production.
3. Where an individual joins the group in order to be involved in a production that is cast before one AGM but takes place after that AGM, the annual subscription shall cover the whole of the period ending with the AGM after the production in question. (This is to ensure that no-one shall be required to pay two annual subscriptions in order to be involved in a single production). The individual will have voting rights at all meetings from the date the subscription is paid up to and including the second AGM.
4. The Committee may on a discretionary basis waive the fee, in whole or in part, for any individual or Member.

*Patrons*

1. Any person may, on payment of £70 a year, become a Patron of the Group. Patrons shall be entitled to receive two free tickets to each production in that year, and their names will be included in each programme. Patrons are not Members of the Group and are not entitled to vote at General Meetings. (However a person may be both a Patron and a Member on payment of the normal membership fee in addition to the Patron’s fee.)

*Friends*

1. Any person who makes a donation to the Group of at least £20 a year may become a Friend of the Group. Friends shall be entitled to receive a free programme, tea/coffee and cake at each performance they attend. Friends are not Members of the Group and are not entitled to vote at General Meetings. (However a person may be both a Friend and a Member on payment of the normal membership fee in addition to the Friends’ donation.)

8) The Group shall organise at least one event a year for Patrons and Friends, e.g. a meet and greet session with cast and crew.

*Annex 3 - Committee Rules*

1. The Committee shall as a minimum include the following officers:

- Chair

- Secretary

- Treasurer

* Membership Secretary

2) In the event of a vacancy on the Committee, the existing Committee may co-opt another member of the Group to the Committee until the next AGM.

3) At the first meeting of the Committee after the AGM, the Committee will appoint one of its members to be Deputy Chair.

5) If the Chair is unable to perform their duties then the Deputy Chair will assume the responsibility and rights of the Chair until such a time the Chair is able to return.

6) If the Chair becomes permanently unable to carry out their duties then the Deputy-Chair will assume the role of Chair until the next General Meeting. The Committee will then appoint another of its members as the Deputy Chair.

1. Committee meetings will be held at least 6 times a year and at least seven days notice of meetings will be given to all members of the Group. This requirement may be satisfied by publicising the date on the Group’s website.

8) The quorum for Committee meetings will be as follows and must include at least the Chair or Deputy-Chair:

* Where the total number of Committee members is four or five: Three
* Where the total number of Committee members is six or seven: Four
* Where the total number of Committee members is eight or nine: Five
* Where the total number of Committee members is ten: Six

Where the Committee is equally split on a decision, the Chair will have the deciding vote

9) All Members are entitled to attend and speak at Committee meetings, although they are not entitled to vote. If any Member wishes to attend a Committee meeting they must inform the Secretary in advance. If a sensitive issue is to be discussed, the committee may meet in closed session for part of the meeting.

10) Members are not entitled to attend a Committee meeting, or any part of a Committee meeting, convened to discuss a formal complaint made under the Appeals rules.

11) The Group may elect a person who is not a Member, but who supports the objectives and activities of the Group, to be Honorary President of the Group. Candidates for Honorary President may be put forward by the Committee at a General Meeting. The appointment shall initially be for a period of five years. The President does not have voting rights.

12) Duties of the officers of the Committee shall include (but not necessarily be confined to):

*Chair:*

* Effectively chairing meetings of the Committee to ensure fair and collective decision – making.
* Deputising for any other Committee member if they are unable to carry out their duties, or performing any function for which the Committee is responsible in the event of a resignation of a member of the Committee.
* Providing leadership and ensuring that the Group operates in accordance with the Constitution
* Representing the group at public events
* Being one of the signatories to the Group’s bank account

*Secretary*

* Taking minutes at Committee meetings and ensuring that discussions are recorded and communicated to Committee, and that the Minutes are placed on the website after approval.
* Sending out notices for Committee meetings and General Meetings
* Being one of the signatories to the Group’s bank account.

*Treasurer*

* Maintaining the Group’s accounts and being the main point of contact with the Group’s bank account
* Agreeing budgets for plays with Directors and setting ad-hoc budgets as necessary within any limits agreed by the Committee
* Ensuring that invoices are paid in a timely fashion
* Being one of the signatories to the Group’s bank account

*Membership Secretary*

- Collecting subscriptions

- Maintaining an up-to-date membership list

- Responding to enquiries from potential members

13) The remaining Committee members may have specific responsibilities as circumstances demand. Specific areas of responsibility may be allocated with the agreement of the Committee at a meeting of the Committee.

14) The Committee shall collectively be responsible for ensuring the following functions are fulfilled:

* Ensuring that the Group’s public liability insurance and PPL license are kept up to date
* Ensuring that performance licenses are obtained where needed for the Group’s productions
* Efficient, timely and appropriate communication with Members regarding the business of the Group.
* Ensuring the provision of effective publicity to promote the Group’s plays and activities in particular by maintaining a website, audience mailing list and appropriate presence on social media; and by ensuring that promotional material (posters, flyers, front of house photos etc) is arranged and available.
* The provision of appropriate box office facilities
* Providing appropriate guidance and support to Directors and their production teams on the practical aspects of putting on a production.
* Liaising on a day-to-day basis with the Group's venue and its other users
* Making arrangements for the proper care and handling of the Group's assets.

*Annex 4 – Equal Treatment and Appeals*

1) The group is committed to equality of opportunity, and opposes all forms of discrimination against people because of their age, race, religion, culture, disability, ethnic/national origin, gender, sexual orientation, and marital status. Instances of bullying, harassment, victimization, criminal behaviour or any other persistent inappropriate behaviour will not be tolerated.

2) The Chair will ultimately be responsible for ensuring that group functions (including rehearsals, Committee meetings, and social events) conform to this statement. Directors should conduct rehearsals in accordance with this statement and ensure that their behaviour, and that of all cast and crew, complies with it at all times. The advice of the Committee should be sought if issues arise that cannot be resolved by the Director.

3) Anyone wishing to make a complaint (related to equal opportunities or any other issue) should bring the complaint to the Chair, or any other member of the Committee. The Chair is responsible for making sure any complaint is investigated, except if he or she is implicated in which case the applicant may nominate a member of the group to investigate.

4) Adjudication of complaints shall be by the Committee at large (excluding any members of the Committee directly implicated in the complaint). Before taking any action on a complaint the Committee shall inform the person who is the subject of the complaint about the complaint, and give him or her an opportunity to make representations.

5) If, after the Committee has revoked a member's membership - which they are entitled to do - the person affected wishes to appeal against that decision, they should notify the Committee (either the Chair or the Secretary), in writing, within 14 days of being informed of the decision.

6) If such a notification is received, the matter should initially be discussed at a closed session of the Committee, attended also by the person whose membership has been revoked, and if desired, one other member of the Group chosen by them. Where membership has been revoked as the result of a formal complaint against the affected member, the complainant(s) should also be given the opportunity to attend or make representations.

7) At the meeting, the Committee should explain their decision, and take account of any additional information presented. The Committee may request a period of private discussion before delivering their verdict to the person affected. If the Committee stands by the revocation of membership, the final option available to the person affected is to have the matter discussed, and voted on, at a General Meeting of the group (AGM or EGM). The rules for triggering an EGM will be as outlined elsewhere. For any vote on restoring/renewing membership to be valid, the General Meeting must be quorate. At such a meeting, the person affected is, at this point, not a member and will not be entitled to vote.

8) Throughout the appeals process, the privacy of any individuals members affected by the circumstances giving rise to the appeal must be respected.

*Annex 5 - General Meetings*

1) The Annual General Meeting shall be held in the second quarter of each year. It shall be called by the Secretary in writing or by email at least 21 days before the appointed date. Every member shall be sent a copy of the notice of the meeting.

2) The Annual General Meeting will:

* receive the reports of the Chair, Secretary, Membership Secretary and the member responsible for publicity
* Receive and approve the Treasurer's report and statement of accounts

3) The Annual General Meeting will also request nominations for, and elect a Committee. If any post is contested a secret ballot shall be held according to the procedures set out in Annex 6. Notwithstanding paragraph 1 of this Annex, the quorum at an AGM for the purposes of electing a Committee shall be five (in order to ensure that the group is not left without a Committee).

4) An extraordinary General Meeting may be called by the Committee, or on receipt by the Secretary of a written (including e-mail) request supported by not less than one third of the Group’s total membership. The Secretary shall give all members at least 14 days’ notice, in writing or by email, of such a meeting.

*Annex 6 - Nominations, Elections and Voting Procedures*

1. Any Member may stand for election to the Committee. Members standing for election must be proposed by another member of the group.

2 Nominations, including the name of the member standing and the member proposing, must be received by the Secretary at least 48 hours prior to the commencement of any General Meeting in which an election is to be held or in which a no confidence motion may give rise to an election.

3. Where a post is contested, elections shall be carried out in the following manner:

Elections for Chair, Treasurer, and Secretary

1. Each member may cast one vote. Members who cannot attend in person may appoint another member to act as a proxy voter who will vote at the meeting on their behalf. In such cases the proxy voter shall bring to the meeting written verification of the request to act as a proxy.
2. The winner shall be the candidate with the greatest number of votes, as verified by at least two members of the incumbent Committee.
3. In the case of an equality of votes between the topmost candidates, all other candidates shall drop out and a second election shall take place. If a second election produces an equality of votes between the top placed candidates, a method of chance (e.g. a coin toss or series of coin tosses) shall be used to determine the outcome.

Election for ordinary members (including Membership Secretary)

1. Each member may cast as many votes as there are vacancies (but is not obliged to use all their votes). Members who cannot attend in person may appoint another member to act as a proxy voter who will vote at the meeting on their behalf. In such cases the proxy voter shall bring to the meeting written verification of the request to act as a proxy.
2. Voters should state the order of preference for the candidates for whom they are voting. This preference order will only be considered in the event of an equality of votes (see (e), below.)
3. Votes shall be counted and verified by at least two members of the incumbent Committee.
4. The candidates with the highest number of votes (regardless of preference order) shall be elected.
5. In the event of an equality of votes between candidates, such that vacancies cannot be filled because candidates for the remaining vacancies have a tied number of votes, the preference votes for the candidates with an equal number of votes shall be taken into account. The candidate with the most "1" votes shall be elected. If the election cannot be decided on "1" votes, then the next numbers, in order, shall be used to decide.
6. If the above methods are unable to produce a result, then a method of chance (e.g. a coin toss or series of coin tosses) shall be used to determine the outcome.

*Annex 7 - Selecting and casting plays*

1. The Committee shall organise, at suitable intervals, meetings to select the plays performed by the Group. All Members must be informed of, and are entitled to attend and vote at, these meetings.
2. Any Member may propose a play for performance by the Group.
3. Meetings to chose plays are not General Meetings and proxy votes are not permitted at these meetings. The meeting will be chaired by a member of the Committee who will decide the procedure and voting arrangements for that meeting. The meeting may not be chaired by a person who is also proposing a play.
4. The Committee reserves the right to vary the plays selected by vote at play-choosing meetings if necessary; for example to ensure a balanced programme or because a play becomes unavailable for performance after selection.

5 Plays should normally be cast following open auditions to which all members should be invited, and which should be advertised to non-members (unless time constraints make this impractical)*.*

1. Where open auditions are held, non-members and members should be considered equally for parts. If non-members are cast, they will then need to become members.
2. A member of the Committee (who is not auditioning or part of the production team) should be part of the panel at all auditions, to represent the Group and act as a sounding-board. However, Directors have sole artistic responsibility for casting and crewing a production.