



# THE COMPANY OF PLAYERS CONSTITUTION

## AMENDED:

**13<sup>rd</sup> October 2016**

**23<sup>rd</sup> October 2014**

**22<sup>nd</sup> October 2009**

**1<sup>st</sup> October 2004**

**17<sup>th</sup> May 2002**

**25<sup>th</sup> September 1999**

## 1 TITLE

The name of the Club is the "Company of Players (Hertford)" but the Club may also use the style "The Company of Players" or the acronym "COPS".

## 2 OBJECTS

- 2.1 To foster a lively and original interest in all branches of theatrical activity.
- 2.2 To read study, produce and present published and unpublished theatrical works.
- 2.3 To provide and maintain a theatre being either
  - (a) The Theatre presently known as "The Little Theatre, Balfour Street" at Bengoe, Hertfordshire or
  - (b) At such other place or places as the Club may from time to time decide.
- 2.4 The Club shall have all powers necessary for the achievement of its objects and in particular (without prejudice to the generality of this sub-rule) shall have power:
  - (a) To hold fund raising events
  - (b) To allow (at the discretion of the Management Committee and upon such Terms as the Management Committee may impose) the use of any theatre, owned or occupied by the Club, for non-theatrical social or fund-raising uses.

## 3 MEMBERSHIP

- 3.1 Membership shall consist of the following categories

3.1.2 Voting members who shall be

- (a) Full Members
- (b) Life Members
- (c) Honorary Life Members

3.1.3 Friends of COPS

3.1.4 Junior Members.

3.2 Only Voting Members may hold office or be members of the Management Committee or vote at any General meeting.

3.3 Friends of COPS can assist in Front of House duties as directed by the Management Committee but otherwise are not able to take part in productions in any capacity.

3.4 Junior Members qualify for Membership until 1<sup>st</sup> April next after they attain the age of 18 years. A junior Member who attains the age of 18 years shall be treated as a Full member unless he signifies to the contrary.

3.5 Honorary Life Members shall be proposed by the Management Committee and elected by Annual General Meeting. They shall not be liable to pay any subscription. In electing a person to be an Honorary Life Member regard shall be had to his or her past and/or expected future services to the Club.

3.6 Life Members shall be admitted by the Management Committee on tendering the appropriate lump sum payment.

3.7 Every applicant for membership shall complete an application form.

3.8 Every applicant for membership requires acceptance by the Management Committee before acceptance as a member. The Management Committee may adopt such procedures for admittance of members (including delegation of any functions) as they decide.

3.9 The name and address of every member and the date of his admission shall be entered in the register of members. The register shall be kept by a person or persons appointed by the Management Committee to do so (who shall be known as "The Hon. Membership Secretary").

3.10 Any Member may resign at any time upon giving notice to the Hon. Membership Secretary or if there be no such person the Secretary. Any member whose subscription remains unpaid by 1<sup>st</sup> July following the date when it is due shall be deemed to have resigned.

## **4 SUBSCRIPTIONS**

- 4.1 All categories of Member except Life and Honorary Life Members shall be liable to pay an Annual Subscription.
- 4.2 The Annual Subscription rates and any rejoining fee shall be fixed at an Annual General Meeting and apply from year to year until altered by a subsequent Annual General Meeting.
- 4.3 Life Members shall pay a lump sum payment. The amount of such payment is to be fixed by an AGM and shall apply for subsequent years in the same way as an Annual subscription. The amount of the payment shall be at least ten times the amount fixed for the current annual subscription for a Full Member.
- 4.4 Annual Subscriptions shall be due on 1st April in each year. If a full member joins other than on 1st April the Membership Secretary shall have the discretion to demand from such Member as his subscription for the period up to the following 1st April such sum as he shall consider to be a fair proportion of a year's subscription having regard to such Member's date of joining.
- 4.5 No initial joining fee should be charged on top of the Annual Subscriptions, but the Management Committee may charge a rejoining fee to former members (of any category) at the Management Committee's discretion.

## **5 FINANCIAL YEAR**

The financial year shall end on 31<sup>st</sup> July in each year.

## **6 OFFICERS**

- 6.1 The Officers shall consist of a Chairman, an Honorary Treasurer and an Honorary Secretary.
- 6.2 Each officer when elected to office shall hold office for a period of two years.
- 6.3 The Chairman and the Honorary Secretary shall be eligible for election once after having held any office for two years but shall after that not be eligible for election to any office until two years have elapsed from when he last held any office.
- 6.4 If a casual vacancy occurs in any of the Officers the Management

Committee may elect one of its members to hold the vacant office until the next Annual General Meeting.

## **7 MANAGEMENT COMMITTEE.**

- 7.1 A Committee, known as the Management Committee, shall manage all the business of the Club.
- 7.2 The Management Committee shall have power to delegate any of its functions to a sub-committee. The Officers shall be ex officio members of all sub-Committees and in addition any such sub-committee must contain at least one other member of the Management Committee. The authority of a sub-committee may be revoked by the Management Committee at any time. Any sub-committee shall have power to elect its chairman from its officers and members.
- 7.3 The Officers shall automatically be members of the Management Committee.
- 7.4 The remainder of the Management Committee shall consist of seven elected members (who shall hold office for one year) and, in addition to the elected members, up to two co-opted members.
- 7.5 Co-opted members shall hold office until the next Annual General Meeting (or for such shorter period as the Management Committee shall resolve) and shall have no vote.
- 7.6 The Committee may fill a casual vacancy in its membership who shall hold office until the next Annual General Meeting.
- 7.7 A quorum for the transaction of business shall be four members (of any category) but there shall be no quorum unless one Officer is present.
- 7.8 The Management Committee will meet a minimum of ten times between Annual General Meetings.

## **8 ANNUAL GENERAL MEETING**

- 8.1 The Annual General Meeting ("AGM") shall be held as soon as is practicable after the end of the financial year.
- 8.2 There shall be given to each member 21 days prior notice of the meeting and such notice shall include or be accompanied by an agenda of the business intended to be transacted at the meeting.
- 8.3 At an AGM the following business shall be transacted:

- (a) To receive the Chairman's report
- (b) To receive and approve the independently examined accounts for the Club for the past year.
- (c) To elect the Officers and Management Committee for the ensuing year.
- (d) To elect Honorary Life Members as proposed by the Management Committee.
- (e) To appoint an Honorary Independent Examiner.
- (f) To fix or revise the Annual Subscription and the sum to be paid by Life Members
- (g) Any other business of which at least seven days notice in writing has been given to the Secretary.
- (h) Any business other than those categories specified above that can be transacted at an Annual General Meeting.

8.4.1 Proposed additions to the agenda shall be dealt with as follows:

- (a) Each additional item must be advised in writing to the Secretary at least seven days before the meeting.
- (b) Any Member may request a copy of such additional item in writing from the Secretary prior to the meeting
- (c) Copies of all additional items shall be made available at the meeting
- (d) Late additions may be accepted at the meeting at the discretion of the Chairman subject to any contrary vote by the members present

8.4.2 Proposed amendments to any resolution on the agenda shall be dealt with in accordance with Rule 8.4.1 (a) to (d) inclusive as if there had appeared instead of the words "additional items" the word "amendment". Any such amendment shall be voted on before the resolution to which it relates.

8.5 The quorum for the transaction of business shall be twenty Voting Members.

8.6 Not more than fifteen months shall elapse between successive Annual General Meetings.

8.7 For the purpose of computing time under these rules (including for the purpose of Rule 6) the period from the AGM for 2003/4 to the AGM for 2004/5 shall be deemed to be one year.

## **9 EXTRAORDINARY GENERAL MEETINGS**

9.1 An Extraordinary General Meeting of the Club may be convened either by the Committee or on requisition following a written request to the Secretary by at least 20 Voting Members.

- 9.2 Within 14 days of receiving instruction from the Committee or requisition (as the case may be) it shall be the duty of the Secretary to give to each member of the Club at least 14 days' but not more than 28 days' notice of the Extraordinary General Meeting and an agenda of the business intended to be transacted.
- 9.3 Every instruction or requisition shall state the nature of the business intended to be transacted.
- 9.4 A quorum for business shall be 20 voting members.
- 9.5 Rule 8.4.2 (but not rule 8.4.1) shall apply to an Extraordinary General Meeting

## **10 PROCEDURE AT MEETINGS**

- 10.1 Every voting member shall have one vote only.
- 10.2 All voting shall be by shows of hands or by ballot.
- 10.3 No member may vote unless he has paid his current subscription and any other money which he owes to the Club.
- 10.4 Unless these rules provide otherwise all business may be transacted on a simple majority of Voting Members present and voting.
- 10.5 On an equality of votes the Chairman shall have no casting vote and a resolution shall be deemed to be lost.
- 10.6 Elections shall be carried out in accordance with rule 11.
- 10.7 At all meetings to which this rule applies the Chairman shall take the chair. In the absence of the Chairman the meeting shall (at its discretion) invite the Treasurer or the Secretary to take the Chair. The record referred to in Rule 10.8 shall be signed by the person taking the Chair at the meeting at which the record is approved.
- 10.8 There shall be a signed permanent record of all proceedings in the form of a Minute Book or Minute Books.
- 10.9 Where the context so admits this rule shall apply both to General meetings and to meetings of the Management Committee.

## **11 ELECTIONS**

- 11.1 Nominations for elections shall be in writing, proposed and seconded and sent to the Secretary so as to arrive at least seven days prior to the meeting.
- 11.2 The Secretary shall prepare a list of all candidates who have been proposed and seconded and shall (i) post a copy of the list on the door of the Little Theatre (or any other theatre operated by the Club) at least five days prior to the meeting (ii) supply a copy of the list to any Voting Member who asks for one.
- 11.3 In the event of there being insufficient nominations for the number of vacancies on the Management Committee the Management Committee shall meet prior to the meeting and nominate sufficient candidates to fill the vacancy or vacancies. The Chairman shall announce to the meeting which candidates were proposed and seconded and which were nominated by the Committee and all shall be deemed to have been elected.
- 11.4 In the event of there being an equality of votes for the election of an officer the result of the election shall be determined immediately after the counting of votes by drawing lots in a manner to be determined by the chairman of the meeting (or if he shall himself be one of the candidates concerned) by the Treasurer, whom failing by the Secretary.
- 11.5 In the event of an equality of votes for the last place in elections for the Management Committee the Chairman shall declare both candidates elected and the number of elected members of the Management Committee for the following year shall be deemed to be increased to eight.
- 11.6 In conducting the elections the Chairman shall be assisted by two tellers.

## **12 SLIP RULE**

- 12.1 Any inadvertent error in procedure or in giving any notice shall not of itself invalidate a resolution once that resolution has been passed or invalidate any election once made.
- 12.2 Any such inadvertent error may be waived by a simply majority of the Voting Members present and voting at the meeting affected by the error.
- 12.3 This rule shall not apply to proceedings under rule 23 (winding up).

### **13 FINANCE**

- 13.1 All moneys received by any member for the Club must be the subject of an official receipt from a person authorised by the Management Committee, notified to the Hon Treasurer and banked in the Club's Bank account.
- 13.2 Cheques and any other instruments of a financial nature shall be executed only in accordance with either special instructions or standing mandates resolved by the Management Committee. The Management Committee may vary any such instructions or mandates at any time as they think fit. All such instructions or mandates shall be entered in the Management Committee's minute book.
- 13.3 The Club shall have power to borrow money either from Members or other persons upon such terms and up to such a sum and for such purposes as shall be authorised by a General Meeting.
- 13.4 If the financial liabilities of the Club exceed for a period of 8 consecutive weeks the total borrowings which the members have authorised the Honorary Treasurer shall inform the Management Committee who shall convene an Extraordinary General Meeting.

### **14 ACCOUNTS**

- 14.1 The accounts for the Club shall be audited annually by its Honorary Independent Examiner who shall be a person appointed for the purpose by the AGM in accordance with the following provisions:
- (i) The person appointed shall not be a Trustee or a Member of the Management Committee
  - (ii) Such person shall hold office for the ensuing year
  - (iii) A casual vacancy in the office of Honorary Examiner shall be filled by the Management Committee to hold office until the next AGM.
- 14.2 The independently examined accounts and balance sheet shall be available to members seven days before the AGM.

### **15 EXPULSION AND SUSPENSION**

- 15.1 The Management Committee shall have power to expel any member or suspend any member for such period as it shall think fit because of:
- (i) Failure to comply with the rules or bye laws
  - (ii) Offence against normal good behaviour.
- 15.2 In ordering or considering such expulsion or suspension the Management Committee shall act in accordance with the principles of

natural justice and in particular shall afford the member the opportunity of being heard.

- 15.3 No member who has been expelled or is suspended may (if suspended for the period of suspension) visit the Club premises or take part in any of its activities.

## **16 GUESTS**

- 16.1 Members may have the privilege of introducing guests to the Club under such conditions as shall from time to time be determined by the Management Committee.

## **17 ADMISSION**

- 17.1 The Management Committee shall have power, in addition to the subscription, to charge members and others for entrance to and use of any of the Club premises, as it shall in its discretion and in the interests of the Club, think fit.

## **18 OPENING OF THE THEATRE**

- 18.1 The theatre will be open for the convenience of members in accordance with byelaws made by the Management Committee.

## **19 BYE LAWS**

- 19.1 The Management Committee may from time to time make alter or rescind byelaws for the conduct of the Club's Theatre or any other of the Club's premises.
- 19.2 Such byelaws shall be exhibited in the Theatre and all members shall be deemed to know them and comply with them.

## **20 TRUSTEES**

- 20.1 All cash shall be under the control of the Honorary Treasurer.
- 20.2 All other assets of the Club shall be vested in Trustees to be dealt with by them as the Committee shall from time to time direct by resolution (of which an entry in the Minute Book shall be conclusive evidence).
- 20.3 There shall be four Trustees. The first Trustees being those persons appointed by the Management Committee as the first Trustees prior to

1997.

- 20.4 A Trustee shall hold office until death, resignation or removal from Office.
- 20.5 The Management Committee may for any reason seeming sufficient to a majority of those present and voting at any meeting remove any Trustee from office.
- 20.6 Any vacancy in the office of Trustee, however arising shall be filled by the Management Committee by resolution nominating a person to be a new Trustee.
- 20.7 Notwithstanding rule 20.3 the Management Committee may from time to time appoint additional trustees by the same procedure as provided for the appointment of new Trustees.
- 20.8 For the purposes of giving effect to such nomination or to any resolution for the removal of a Trustee the Chairman is by these rules nominated as the person to appoint new Trustees of the Club within the meaning of s 36 of the Trustee Act 1925 and the Trusts of Land and Appointment of Trustees Act 1996 and he shall following such nomination duly and by deed appoint the person nominated by the Management Committee to be a Trustee of the Club and the provisions of the Trustee Act 1925 shall apply to any such appointment.
- 20.9 Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide and for value with the Club or the Management Committee or the Trustees be conclusive evidence of the fact so stated.

## **21 EFFECT OF THE RULES**

- 21.1 Every member shall be entitled to receive a copy of these Rules. Notice of any alterations to these Rules shall be given to all members as soon as possible after they are made and such notice may be given in the Club's newsletter.
- 21.2 Every Member on becoming a member of the Club shall be deemed to know the provisions of these Rules and shall comply with them.

## **22 ALTERATION OF RULES**

- 22.1 These rules may only be altered or varied at an Extraordinary General Meeting.
- 22.2 No alteration shall be made except by a two-thirds majority of the

Voting Members present and voting.

## **23 WINDING UP**

23.1 The Club shall be wound up only upon a postal ballot of all Voting Members.

23.2 A resolution to wind up the Club or to distribute its property shall be passed only by a majority of three quarters of those voting.

23.3 On a proposal to wind up the Club there shall be put before the Voting Members two resolutions:

- (a) A resolution to wind up
- (b) A resolution providing for the mode of distribution of the property of the Club. The Club shall not be wound up or its property distributed unless both resolutions are carried

23.4 Such postal ballot shall be conducted in accordance with the following procedures:

(i) Notice of the resolution and a ballot paper shall be sent by the Secretary by post to all Voting Members at the addresses which are given for them in the Register of Members.

(ii) The notice shall set a date (" the return date") by which ballot papers are to be returned to the Secretary. Such date shall not be less than 14 days from the day when the Secretary posts the notices and ballot papers.

(iii) The return date shall not be a date in the month of August.

(iv) No ballot paper received by the Secretary after the return date may be counted.

(v) Two scrutineers who shall for preference be Friends shall be appointed by the Chairman and shall count the votes and certify the result.

(vi) As soon as possible after the result is declared the Secretary shall notify all members in writing of the result.

(vii) The Ballot papers shall be preserved for at least 21 days following certification of the result.

23.5 Upon the winding up of the Club its property shall be distributed in accordance with the resolutions passed.

## **24 INTERPRETATION**

24.1 In these Rules

(i) The Headings to each rule shall be for the purpose of identification only and are not to affect the construction of the Rules.

(ii) Where the context so admits:

- (a)References to the male gender shall mean and include reference to the female gender and vice versa.
- (b)References to the singular shall include references to the plural and vice versa.
- (iii) References to any statute or statutory provision shall mean and include references to any statute or statutory provision at any time amending or replacing the statute or statutory provision referred to.