



**ROYAL
MANOR
THEATRE**

**ROYAL MANOR THEATRE COMPANY
(Registered Charity no. 284623)**

CONSTITUTION & RULES

CONSTITUTION

1. The organisation hereinafter referred to as "The Company" shall be named "The Royal Manor Theatre Company".
2. The object for which the Company is established is to promote the advancement and improvement of general education in relation to all aspects of the art of drama and the development of public appreciation of such art.
3. Membership of the Company shall be in one of the following categories:
 - (a) Senior Member, being a full and active member of the Company with the exception of those described in (b).
 - (b) Junior Member, being an active member of the Company who is under 18 years of age.
 - (c) Honorary Member, being a person nominated by the Committee to this position who shall have made an outstanding contribution to the objects of the Company and who shall be exempt from any further subscription from the time of election at the following Annual General Meeting.

The interests of these groups shall be served by a Committee elected at an Annual General Meeting when each Member shall have full voting rights.
4. Candidates for Membership shall be admitted on completion of a form of application and shall be given a copy of the Constitution and Rules.
5. The Title to all Real or Leasehold property which may be acquired by, or for the purposes of, the Company shall be vested in not less than 3 or more than 4 trustees who shall be appointed by and shall act by the direction of the Committee and who shall upon the acquisition of any such property execute a Deed of Trust in a form to be approved by the Committee declaring that such property is held by the Trustees on trust to permit the Company under the direction of the Committee to use the said property for all purposes consistent with the objects of the Company as defined in Clause 2. The power of nomination of new Trustees to fill vacancies shall be vested in the Committee. The Trustees shall be entitled to be indemnified from the funds of the Company against all liability arising out of the proper exercise of the said Trust so long as they shall have sought professional advice. For the duration of their Trusteeship, the Trustees shall be entitled to attend, but not to vote at, meetings of the Committee.

6. The composition, organisation and work of the Committee shall be regulated by the Rules of the Company which shall be read as part of this Constitution. Interpretation of the Rules shall be at the sole discretion of the Committee subject to the over-riding proviso of Rule 18c.
7. A Junior Group shall also be organised under the auspices of the parent Company. This group will be for children between the ages of 8 and 18 years. Members of this Junior Group shall not have voting rights within the parent Company.
8. Those wishing to support the Company without taking an active part may become Patrons.
9. The Constitution and Rules other than this Clause and Rule 2 may be varied, deleted or added to by a resolution passed by a three-fourths majority of the Members of the Company present in person or by proxy at a special general meeting of the Company convened for that purpose and of which 14 days notice has been served upon every then member of the Company at his or her last known address in the United Kingdom; provided that no variations or additions shall be made at any time to this Constitution so as to cause the Company to cease to be a charity in law.
10. The dissolution of the Company may be effected only by the resolution passed by a three-fourths majority of the Members of the Company present in person or by proxy, at a special general meeting convened for that purpose and of which notice has been served on every member of the Company at his or her last known address in the United Kingdom. If a motion to dissolve the Company is carried by the said majority the Company's surplus funds property and assets (if any) shall not be distributable among the membership but shall be given or transferred to such other charitable institution or institutions having similar to, some or all of the objects of the Company and if and insofar as effect cannot be given to provision then to some other charitable purpose.

RULES

The Committee

1. The Committee shall consist of the following:
 - (a) The President and a maximum of three Vice Presidents (who shall be an ex-officio members of the Committee without voting rights) and shall be invited by the Committee to serve for a maximum period of five years and shall be eligible to serve for a further period by invitation.
 - (b) The Chairman. (c) The secretary. (d) The Treasurer. (e) Publicity Officer (f) Five other Members (g) The Director(s) who shall during the period of his/her production become an ex-officio member of the Committee without voting rights, unless he/she is already an elected member.
2. The Committee shall attend to and regulate all matters relating to the Company.
3. If any Committee member, other than the President, be absent for three consecutive committee meetings without a satisfactory explanation, then the Committee will, after consulting with the Committee member in question and giving him or her notice of declaration, declare his or her position vacant and can co-opt another Member to that position.

4. The Committee shall have power to request the resignation of a Member, after consultation with that Member, should they think it in the best interests of the Company. In default of such resignation, the Committee shall be empowered to strike the name of the Member from the membership list, with forfeit of any subscription. This rule is subject to the overriding proviso of Rule 18c.
5. The Committee shall be empowered to form reporting subcommittees for specific tasks as necessary. The acts and proceedings of these sub-committees shall be reported fully and promptly back to the Committee.
6. Members shall be co-opted to the Committee for additional functions as required. Those members shall not have voting rights unless already elected to the Committee.

Election of Officers and Committee

7. The election shall be held at the Annual General Meeting.
8. All accredited Members shall be eligible as candidates for election and shall be entitled to vote.
9. Immediately prior to the election of officers at the Annual General Meeting, the retiring Chairman shall hand over the chair to the President (or a senior Member of the Company in the absence of the President) who shall preside over the election of the new Chairman. On taking the Chair the new Chairman shall preside over the election of the Committee and two auditors. As election officer he/she shall ensure that each nominee is willing to stand and the proposer and seconder are in order. He/she shall then examine the nominations and declare the results.
10. Nominations will be accepted by the Secretary before the Annual General Meeting or from the floor.

DUTIES OF OFFICERS

Chairman

11. The Chairman shall:
 - (a) Preside at meetings of the Committee and have a casting vote. In his/her absence this will be delegated to a member of the Committee selected at the meeting.
 - (b). With the Treasurer, sign all cheques drawn on the Company's bank account. In his/her absence, this duty may be undertaken by the Secretary.

Secretary

12. The Secretary shall:
 - (a) Be responsible for keeping the minutes and reports of all Committee and General Meetings.
 - (b) Receive, initiate and place on permanent record all Committee correspondence and write as instructed by the Committee.
 - (c) Bring business before meetings of the Committee..
 - (d) Give not less than 48 hours notice of all Committee meetings.
 - (e) File copies of Committee minutes and reports.
 - (f) Keep a record of all attendances at Committee and General Meetings.
 - (g) Call an Extraordinary General Meeting of all Members when Rule 18c is invoked.

- (h) Give Members 14 days written notice of the Annual General Meeting together with the Agenda.
- (i) Sign cheques in the absence of the Chairman.

Treasurer

- 13. The Treasurer shall:
 - (a) Transact the financial business of the Company as instructed by the Committee.
 - (b) Keep proper books and accounts of the financial transactions and affairs of the Company and place them in the hands of the auditors not later than the second week in May each year.
 - (c) Present a financial report at each meeting of the Committee and a balance sheet at the Annual General Meeting made up to the 31st March each year.
 - (d) With the Chairman and or Secretary sign all cheques drawn on the Company's bank account.
 - (e) Be responsible for placing all monies of the Company in a bank account with the exception of petty cash.

Publicity Officer

- 14. The Publicity Officer shall be responsible for overseeing all publicity for the Theatre as a group and for all productions to ensure that the corporate image is not compromised.

Membership Secretary

- 15. Membership Secretary and patrons' Secretary to be appointed at the first committee and report to the Company's secretary. They are, respectively responsible for the maintenance of Members and Patrons records, notifying when subscriptions are due and lapsed, receive subscription payments.
- 16. The Chairman, Secretary and Treasurer shall present reports at the Annual General Meeting.

Committee Meetings

- 17 (a) A Committee meeting shall be at the discretion of the Committee but shall be at least once a month.
- (b) The Chairman or a majority of the Committee may call a special Committee as long as each Member is notified of the Agenda at least 48 hours prior to the proposed Meeting.
- (c) Five Members of the Committee shall form a quorum.

Annual General Meetings and Extraordinary General Meetings

- 18 (a) The Annual General Meeting shall take place not later than the second week of May each year.
- (b) The Secretary shall call an Extraordinary General Meeting when instructed by a meeting of the full Committee.
- (c) The Secretary shall call an Extraordinary General Meeting on receipt of a written request by at least 8 accredited Members who must state the purpose for which the meeting is to be called. No other business may be discussed.
- (d) 14 days written notification of meetings shall be given to all Members.
- (e) The Chairman (or President in the Chairman's absence) shall Chair all General Meetings.

Productions

19. The Committee shall decide the type of play to be performed with due regard to the general wishes of Members. The Committee shall approve all performances to be advertised under the name of The Royal Manor Theatre Company Manager and staff.
20. The Stage Manager and technical staff shall be answerable to the Producer and the backstage staff to the Stage Manager.
21. The Front of House staff shall be answerable to the Front of House Manager who is answerable to the Producer who is in turn answerable to the Director and the Committee.
22. In all matters concerning the production, save for finance, the Director's decision shall be final. A dispute or any other matter which cannot be resolved by the Production Director must be referred to the Committee for arbitration or following the usual procedure for calling an Extraordinary General Meeting.

Finance

23. All decisions with regard to expenditure must first be notified to, and approved by, the Treasurer or the Committee.
24. The annual subscription for Membership and Patronship shall cover the period 1st June to 31st May following and shall be deemed a form of acceptance of the Constitution.
25. Membership or Patronship will be deemed to have lapsed if subscriptions are not paid by the first day of September each year.
26. Subscriptions for Members and Patrons shall be decided at the Annual General Meeting. The Treasurer's Annual Report should give guidance on this point.
27. The Company shall not be responsible for any expense incurred by any person save that which has been sanctioned by the Committee.
28. No Member of the Company shall receive any payment or reward for participating in any of the Company's activities.

Amendment record:

As adopted at the Annual General Meeting on 8 July 1981

As amended by the Extraordinary General Meeting on 2 April 1982 and the Annual General Meetings on 6 July 1988 and July 2004.

***Notes:** For the sake of clarity, it should be noted that any mention of the word 'staff' in this document refers to 'volunteers' or 'members'. All of whom involve themselves with company activities on an un-paid basis. No members or volunteers are employed by, or receive payment from the company for their involvement, as re-affirmed in section 28 of the above constitution.*