

# Kelvin Players Theatre Company Rules

## **Rule 1: Name**

The name of the Society is the Kelvin Players Theatre Company.

## **Rule 2: Objects**

- a) The object for which the Society is established is to educate the public in the arts in particular the art of drama by the presentation of dramatic productions.
- b) The income and property of the Society however derived shall be applied solely towards the promotion of the object of the Society as stated above and no portion thereof shall be transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the society.

## **Rule 3: Membership**

- a) Membership of the Society shall be open to any person aged 16 or over who is interested in the art and practice of any branch of the theatre.
- b) Application for membership must be made in writing on the form approved.
- c) Those applying for membership are not generally required to attend an audition or interview. Exceptionally, applicants in any given season may be required to attend an interview or audition with the Management Committee or their designated representatives.
- d) All applicants for membership must be named in the minutes of relevant Management Committee meetings. These minutes are available for inspection at the Studios and representations may be made in respect of such applicants by any member provided these are received by the date of the Management Committee following the meeting which endorsed applicants for membership. Candidates for membership shall then be approved by the Management Committee. Membership of the Society shall not derive from payment of a subscription to the Society made in advance of such approval.
- e) The Management Committee shall have the right to withdraw membership from any member if it so thinks fit provided that such member shall be invited to meet the Management Committee before the withdrawal of membership with a minimum of seven days' notice of such meeting to all parties to state his or her case.
- f) The Management Committee shall have power to admit Patron Members at a reduced subscription provided that such members do not intend to participate actively in the productions of the Society unless invited by the Management Committee to do so. Patron Members shall not be eligible to vote at meetings of the Society.
- g) The Management Committee shall have power to appoint as an Honorary Member of the Society a member who has given outstanding service to the Society or who for other reasons is considered worthy of honour. Honorary Members shall enjoy the rights of full members of the Society including voting at meetings of the Society but shall not be required to pay a subscription.
- h) The Management Committee shall have power to admit as an Associate Member to Society membership any person they consider has given meritorious service. Such members shall not be required to pay a subscription and will not be eligible to vote at meetings of the Society.
- i) All members are required to comply with the current Health and Safety Policy Statement and Guidelines, a copy of which shall be given to each and every member together with a copy of these Rules.
- j) All members shall be required to observe smoking restrictions whilst on Kelvin premises as set

out in current legislation.

#### **Rule 4: Officers**

The elected Officers of the Society shall be: a Chairman; a Secretary; a Treasurer; a Business Director; and Artistic Director; and other key roles as necessary.

#### **Rule 5: Management Committee**

- a) The affairs of the Society shall be arranged by a Management Committee composed of the elected Officers, as set out in 4 above. The Management Committee shall have power to co-opt.
- b) At all meetings of the Management Committee three shall form a quorum.
- c) Each of the Elected Officers of the Management Committee must be made aware that, upon appointment, they are, by default, a Trustee of the Club and therefore commit to sustaining the charitable aims as outlined in rule 2a.
- d) Each of the Elected Officers (not Secretary) will Chair a Management Group – Membership Development, Artistic Development, Business Development, and Financial Management.
- e) The Management Committee will facilitate the formation of an Executive Group comprised of Elected Officers, President and Vice-Presidents, Honorary Members, and other co-opted members as relevant.
- f) Every member of the Management Committee shall have one vote and in the event of an equality of votes the Chairman shall have the casting vote.
- g) The Management Committee shall hold office from their election until the next Annual General Meeting and all members so retiring shall be eligible for re-election.
- h) If a casual vacancy occurs in the Management Committee by virtue of the death, resignation, or expulsion of one of its members, the Management Committee shall appoint another member of the Society to fill the vacancy, such person to hold office during the remainder of the period of tenure of the member he/she replaces.
- i) The Management Committee may from time to time recommend for appointment at an Annual General Meeting a President and one or more Vice-Presidents of the Society. Such Presidents and/or Vice-Presidents if not already members of the Society shall on appointment be deemed to become Honorary members of the Society. The President and Vice-President or Vice-Presidents shall be ex-officio members of the Management Committee but shall not be eligible to vote at its meetings.
- j) The Management Committee shall approve Directors and plays for public performance by the Society following recommendations submitted by the Artistic Programme Committee - see Rule 6 (b). The Management Committee shall present these to the Annual General Meeting for endorsement. In exceptional circumstances the Management Committee, in consultation with the Artistic Programme Committee, may appoint a Director and change the play to be presented.
- k) All cheques shall be signed on behalf of the Society by the Treasurer and one other of the following: Chairman or Secretary. In the absence of the Treasurer all cheques must be signed by the Chairman and the Secretary.

#### **Rule 6: Sub Committees**

- a) The Management Committee may from time to time appoint sub-committees to assist with specific aspects of the Society's activities provided that such sub-committees report regularly to the Management Committee by submission of minutes of their meetings. They may exercise only such authority as is delegated to them by the Management Committee.

- b) Other sub-committees may be set up to progress specific matters as delegated to them by the Management Committee.
- c) These sub-committees shall appoint a Chairman who shall be responsible for reporting to the Management Committee as set out in 6 (a) above.
- d) Sub-committees shall have powers to co-opt members to assist in their deliberations.
- e) The Management Committee shall have power to disband a sub-committee if it so thinks fit without notice if necessary and to assume the responsibilities of such sub-committee itself or to delegate them to other members of the Society.

#### **Rule 7: General Meetings**

- a) The Society's year shall run from 1<sup>st</sup> August to 31<sup>st</sup> July.
- b) An Annual General Meeting of the members of the Society shall be held once a year on a suitable date in September at which meeting the business thereof must include the following:
  - (i) The presentation of and, if accepted, the adoption of the audited accounts of the Society for the previous financial year.
  - (ii) The presentation of the Chairman's report.
  - (iii) The election of the Management Committee and other officers of the Society as specified in Rules 5 (a) and 4 respectively.
  - (iv) The endorsement of the Directors and productions for the ensuing season as recommended by the Artistic Programme Committee and approved by the Management Committee in accordance with Rule 5 (g).
  - (v) The appointment of an auditor/independent examiner as recommended by the Management Committee who shall audit the books and accounts of the Society and who shall not be a member of the Society.
- c) The Secretary, at least 14 days before any General Meeting, shall send to every member a notice of the Meeting stating the time and place where the Meeting will be held and the business to be transacted. The quorum at a General Meeting shall be 20 members who are eligible to vote.
- d) An Extraordinary General Meeting may be convened at any time by the Management Committee or shall be convened within 28 days at the request in writing of no less than 15 members of the Society given to the Secretary stating the purpose for which the meeting is required.
- e) At all General Meetings of the Society business other than that stated in the notice convening the meeting may only be taken at the discretion of the Chairman of the Meeting or those members of the Management Committee present at the meeting.
- f) At all General Meetings of the Society every full member present shall be entitled to one vote only and in the event of an equality of votes the Chairman of the Meeting shall have a casting vote.
- g) Voting at the General Meeting shall be by show of hands or otherwise as the Chairman of the Meeting shall direct except that in contested elections of officers or members to serve on the Management Committee voting shall be by ballot.

#### **Rule 8: Subscriptions**

- a) Members shall pay an annual subscription, such sum to be determined by resolution at an Annual or Extraordinary General Meeting.

- b) Subscriptions are due on 1<sup>st</sup> August in every year or immediately on election as a member of the Society, when the subscription may be reduced at the discretion of the Management Committee or as delegated to the Membership Secretary.
- c) A joining fee of an amount to be determined by resolution at a meeting of the Management Committee shall be paid by all new members. Those who rejoin the Society after their membership has lapsed shall also be liable to pay the joining fee except in exceptional circumstances as may be decided by the Management Committee and delegated to the Membership Secretary.
- d) No member whose subscription is in arrear at the time of the Annual General Meeting shall be entitled to vote at the AGM.
- e) Any member whose subscription is in arrear at the time of the close of the Annual General Meeting shall be deemed to have allowed their membership to lapse.
- f) No member or prospective member whose subscription is in arrear at the date of a read through of a production prior to an audition process for that production shall be eligible to be considered for casting in that production unless his/her subscription is paid prior to auditioning and Management Committee subsequently approved their application for membership.

**Rule 9: Directors and Productions**

- a) The Director or Directors appointed for any stage production or productions shall have full power to cast such production or productions but only after at least one casting reading, the date, time and place of which having been previously notified to the members in writing.
- b) Once that cast has been identified, as set out in 9 (a), the full cast list must be sent to all members of the Management Committee for endorsement before details are generally released. Only in exceptional circumstances, for reasons stated to the appointed director(s), shall the cast list be not endorsed.
- c) The Director must agree a budget with the Treasurer which will then be approved by the Management Committee.
- d) The Director must cast the play from amongst the members of the Society. If a play cannot be cast from within the Society the Director, exceptionally, may invite non- members to play with the prior approval of the Management Committee. Any such non-members cast will be deemed to be a Society member for that production and they must agree to adhere to the Society's Rules and Health and Safety Policy. A subscription fee may be waived at the discretion of the Management Committee.
- e) Members needing scripts for any particular production will be asked to defray the cost up to a sum agreed by the Management Committee.
- f) No member taking part in any of the Society's productions shall be permitted into the auditorium or front of house during the performance or afterwards, wearing stage costume or make-up (including hair design), unless this is an integral part of the performance, and shall not so appear outside the place where the production is taking place.
- g) No person other than those actively concerned with the current production or who are members of the society shall be permitted to be present at any rehearsals without the express authority of the Director, Producer or Stage Manager of such production.

**Rule 10: Sale of Alcoholic Drinks**

- a) Alcoholic drinks shall only be available for sale on the Society's premises if a valid Premises Licence issued by the Licensing Authority is in force.

- b) The sale of alcoholic drinks shall be restricted to members and their guests and those attending the premises for organised functions being dramatic productions, dances, wedding receptions, organised dinners, concerts and sales of work.
- c) The sale of alcohol shall be restricted to days, times and conditions as set out in the Premises Licence as decided by the Licensing Authority and the Mandatory conditions of the licence.
- d) The day to day management of matters relating to the purchase, storage and sale of alcoholic drink shall be vested in the holder of the premises licence and the designated premises supervisor as set out in the Premises Licence summary.

#### **Rule 11: Presentations**

No public presentation of any description shall be made by a member of the Society to represent the Society unless it be an official presentation by the Society made by agreement of the Management Committee for a specific purpose.

#### **Rule 12: Alteration of Rules**

- a) Subject as hereinafter mentioned these rules may from time to time be repealed or amended or added to by a majority of not less than three quarters of the members present and voting at any Annual or Extraordinary General Meeting provided that 14 days' notice giving particulars of such proposal, repeal, amendment or addition has been duly given in writing by the Secretary.
- b) Provided always that no alteration to the objects of the Society shall be made so as to permit any object other than a charitable object or allow the funds of the Society to be used for any purpose which may not be charitable and provided that no such alteration shall take effect until the approval in writing of the Charity Commissioners shall be obtained.

#### **Rule 13: Trustees**

- a) There shall be no more than four nor less than two Trustees of the Society ("Trustees for the Charity") who shall be appointed by the Management Committee.
- b) The property of the Society (other than cash) shall be vested in the Trustees for the time being and they shall deal with the property as directed by resolution (of which entry in the Minutes shall be conclusive evidence) and they shall be indemnified against risk and expense out of the Society's property.
- c) The Trustees shall hold office until death or resignation or until removed from office by a resolution of the Management Committee who may for any reason which may seem sufficient to a majority of them present and voting at any meeting remove any Trustee or Trustees from the office of Trustee. If by any reason of any such death, resignation or removal it shall appear necessary to the Management Committee that a new Trustee or Trustees shall be appointed or an additional Trustee or additional Trustees, the Management Committee shall by resolution nominate the person or persons to be appointed the new Trustee or Trustees. For the purpose of giving effect to such nomination the Chairman is hereby nominated as the person to appoint new Trustees of the Society within the meaning of section 36 of the Trustee Act of 1925 and he/she shall by Deed duly appoint the person or persons so nominated by the Management Committee as the new Trustee or Trustees of the Society and the provisions of the Trustee Act of 1925 shall apply to any such appointment. Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide and for value with the Society or the Management Committee be conclusive evidence of the fact so stated.
- d) The Trustees and any person dealing bona fide and for value with the Trustees of the Society or the Management Committee shall not be concerned to see that the Management Committee or any of its Officers were properly appointed or as to the regularity of their

meetings or proceedings. They may act on any writing purporting to be a copy of a resolution passed by the Management Committee and entered in the Management Committee's Minutes signed by the Secretary or Chairman for the time being of the Management Committee or by the person for the time being professing to act as Secretary or Chairman and the Trustees. Any person dealing as aforesaid shall not incur any liability or responsibility for acting on such writing.

**Rule 14: Dissolution**

If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall exhibit, or their members, to an extent at least as great as imposed on the Society under or by virtue of Rule 2 (b), such institution or institutions to be determined by the members of the Society by simple majority at the Annual General Meeting at or before the time of dissolution, and if and so far as effect cannot be given to such provision then some charitable object.

Rules adopted at the AGM of 26<sup>th</sup> September 1991 Rules

amended at the EGM of 13<sup>th</sup> February 2000 Rules

amended at the AGM of 23<sup>rd</sup> September 2007 Rules

amended at the AGM of 25<sup>th</sup> September 2011

Amended at the AGM of 26<sup>th</sup> September 2021