

KENNET AMATEUR THEATRICAL SOCIETY CONSTITUTION

Revised and adopted on the 26 July 2021

I. NAME

The name of the association is “KENNET AMATEUR THEATRICAL SOCIETY” (“the Charity”).

2. ADMINISTRATION

Subject to the matters set out below the Charity and its members shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by clauses 6 and 7 of this Constitution (“the Executive Committee”).

3. OBJECTIVES

The Charity’s objects (“the Objects”) shall be to educate the public in the art of theatre and to develop the public appreciation and taste in dramatic arts by the performance of theatrical productions and such other ways as the trustees shall determine from time to time.

4. POWERS

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or part of the property of the Charity with repayment of the money so borrowed;
- (v) power to appoint and constitute such subcommittees as the Executive Committee may think fit;
- (vi) to establish and operate a system of supporters of Kennet Amateur Theatrical Society to be known as Associate Members and to settle from time to time the minimum contributions to be requested from such supporters for them to be treated as Associate Members as set out in section 5 (4);
- (vii) power to determine the society’s productions and other activities;
- (viii) power to do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- (1) Full Membership of the Charity shall, subject to the approval of the Executive Committee, entitle the Member to have one vote at all general meetings, participate in all society events and be;
 - (i) open to any person over the age of 18 years interested in furthering the Objects and who has paid the full annual subscription laid down at the Annual General Meeting.
 - (ii) open to any Student or Senior Citizen, who is in full time education or receiving a state pension and will only be required to pay 50% of the annual subscription.
- (2) (2) Honorary Membership of the Charity shall, subject to the approval of the Executive Committee, entitle the Member to participate in all society events and be;

- (i) Honorary Members - elected at the sole discretion of The Executive Committee and will be entitled to one vote at all general meetings but will not be required to pay the annual subscription for a period of one year.
- (ii) Honorary Life Members - elected at the sole discretion of The Executive Committee and will be entitled to one vote at all general meetings but will not be required to pay the annual subscription for the duration of their life.
- (3) Junior Members may be accepted under the age of 18 years and pay only 50% of the annual subscription but shall have no voting rights. Junior Members under the age of 16 years must be accompanied at the meetings of the Charity by Full Members;
- (4) Associate Membership shall, subject to the approval of the Executive Committee and payment of the annual associate subscription, entitle the Associate Member to one vote at all general meetings and to participate in all society events but not to perform in a society production. If an Associate Member decides to become a Full Member during the year, the associate subscription will be deducted from the full subscription. Associate Members joining after the 31st December, and before the Annual General Meeting will be expected to pay only 50% of the annual associate subscription.
- (5) The rate of both annual, associate and production subscriptions will be reviewed annually but can only be altered at the Annual General Meeting by the majority decision.
- (6) A membership period is from 1st May to 30th April the following year. The annual subscription is due on 1st May each year. If the annual subscription is not paid by 31st July, membership is deemed to have lapsed;
- (7) For Members joining after 1st April, the subscription will cover the ensuing 13 months subject to any increase announced at the Annual General Meeting;
- (8) Any person performing in a society production must be a Full or Junior Member except where they are brought in to perform specific functions as part of an Invited Party; the nature of the Invited Party and the functions to be performed within a production are to be approved by the Executive Committee by majority vote.
- (9) Production subscriptions shall be payable within one month of the first rehearsal, after casting of the production has been concluded. Any person whose production subscription remains unpaid for 2 months will no longer be eligible to participate in that production.
- (10) The Executive Committee may by majority vote and for good reason opt to waive the need to pay production subscriptions by an Invited Party for a given production; such a waiver will not set any precedence with regard to production subscriptions being required from any Invited Party in the future.
- (11) The Executive Committee may by majority vote and for good reason reduce show subscriptions by up to £5 for a show with expected audience under 500, or increase by up to £5 for a show with expected audience over 1000.
- (12) The Executive Committee may by majority vote and for good reason terminate the Membership of any individual. Before any such Member is expelled the Executive Committee shall give the Member seven days written notice to attend a meeting of the Executive Committee, which notice shall contain particulars of the complaint made against the Member. At such a meeting the Member may be accompanied by a friend.
- (13) Any member wishing to bring a complaint or grievance before the Executive Committee shall notify the Secretary, who shall then bring it to the notice of the Executive Committee not later than the next Committee Meeting.
- (14) Any information provided to the Charity may be stored electronically. Personal information will only be used to provide members with information directly related to the Objects of the Charity.

Information will not be added to any other lists, shared with any other parties or used to send unsolicited mail.

6. HONORARY OFFICERS

At the Annual General Meeting of the Charity the Full Members shall elect from amongst themselves;

- (i) a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, all of whom shall hold office from the conclusion of the Annual General Meeting at which they are elected.
- (ii) a President who shall hold office from the conclusion of the Annual General Meeting at which they are elected for a period of 5 years. And also may elect;
- (iii) a Vice President who shall hold office from the conclusion of the Annual General Meeting at which they are elected for a period of 3 years.

All of the above elected posts may be re-elected to serve for more than one period.

7. EXECUTIVE COMMITTEE

- (1) The executive Committee shall consist of no less than seven and no more than nine Full Members being:
 - (i) the Honorary Officers specified in the preceding clause (6)(i);
 - (ii) no less than three and no more than five Full Members, all of whom shall hold office from the conclusion of the Annual General Meeting at which they are elected;
- (2) The Executive Committee may in addition appoint not more than 2 co-opted Members to fill any vacancies. Each appointment of a co-opted Member shall be made at a meeting of the Executive Committee called under clause 10(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant;
- (3)
 - (i) The members of the Executive Committee specified in clause (6)(i) shall retire from office at the end of the Annual General Meeting after serving a 2 year term, two officers retiring each year but, subject as follows (and ignoring in the case of a member initially co-opted the period between the date of co-option and the date of the next ensuing Annual General Meeting), they may be reelected;
 - (ii) The members of the Executive Committee specified in clause (7)(1)(ii) shall retire from office at the end of the Annual General Meeting after serving a 1 year term but, subject as follows (and ignoring in the case of a member initially co-opted the period between the date of co-option and the date of the next ensuing Annual General Meeting), they may be re-elected;
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member;
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause;
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity;

8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (3) is absent without the permission of the Executive Committee from more than fifty per cent of all their meetings held within a period of 12 months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall meet at intervals of not more than 2 months, the first meeting to be held during the month following the Annual General Meeting. Additional meetings will be arranged at the discretion of the Executive Committee;
- (2) The Chairperson shall act as chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting, the Vice-Chairperson shall act as chairperson, or, in the absence of the Vice-Chairperson, the members of the Executive Committee shall choose one of their number to be chairperson of the meeting before any other business is transacted;
- (3) There shall be a quorum when at least 5 members of the Executive Committee are present at a meeting;
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote;
- (5) The Executive Committee shall keep minutes of the proceedings of the Executive Committee and any sub-committees and these shall be freely available to all members;
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution;
- (7) The Executive Committee may appoint one or more sub-committees, each comprising of minimum of 3 members for a period of 1 year, for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken by a subcommittee. All sub-committees shall work within the parameters set by Executive Committee. All acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

11. RECEIPTS AND EXPENDITURE

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be held in a recognised bank in the name of the Charity as the Executive Committee shall from time to time decide with no more than £300 held in petty cash. All cheques drawn on the account must be signed by any two of the authorized signatories agreed by the Executive Committee and these signatories shall not be related by marriage, partnership or birth
- (2) All withdrawals on the account, with the exception of specific debit card payments covered in the following section, either by cheque or on-line payments must be signed or authorised as appropriate by any two of the authorised signatories agreed by the Executive Committee and these signatories shall not be related by marriage, partnership, or birth.

- (3) The Executive Committee may, when necessary, authorise certain officers to use a debit card issued against the society's bank account for payments where the above dual-authorisation method is not possible; for example, when activating on-line services that require annual or monthly automatic payments. These debit cards are issued on the understanding they are only to be used for the stated purpose and the officer to whom they are issued agrees to abide by all terms and conditions imposed by the society's bank.
- (4) No payments, either directly or indirectly, shall be made to any member for services to the society, other than legitimate expenses incurred in its work.
- (5) The funds belonging to the Charity shall be applied only in furthering the Objects.

12. PROPERTY

The Executive Committee shall cause the title to:

- (i) all land held by or in trust for the Charity, and
- (ii) all investments by or on behalf of the Charity, to be vested in not less than three individuals appointed by them as holding trustees;

Holding trustees may be removed by the Executive Committee at their discretion and shall act in accordance with the lawful directions of the Executive Committee.

Provided they act only in accordance with the lawful directions of the Executive Committee, the holding Trustees shall not be liable for the acts and defaults of its members.

13. ACCOUNTS

- (1) The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:
 - (i) the keeping of accounting records for the Charity;
 - (ii) the preparation of annual statements of account for the Charity;
 - (iii) the auditing or independent examination of the statements of account of the Charity; and
 - (iv) the transmission of the statements of account for the Charity to the Commissioners.
- (2) The Financial Year shall end on 31st March each year.

14. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

15. ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

16. ANNUAL GENERAL MEETING

- (1) There shall be an Annual General Meeting of the Charity which shall be held between 1st and 30th April each year;
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the Annual General Meeting to all members of the Charity. All Full, Associate and Honorary Members of the Charity shall be entitled to attend and vote at the meeting;

- (3) The Chairperson shall chair the Annual General Meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting;
- (4) The Executive Committee shall present to each Annual General Meeting the Report and accounts of the Charity for the preceding year;
- (5) Nominations for election to the Executive Committee must be made by Full Members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee not later than 7 days before the Annual General Meeting. Such nominations shall be signed by the proposer and a seconder. If there are not enough nominations, verbal nominations may be accepted at the Annual General Meeting with the permission of the nominee. Should nominations exceed vacancies, election shall be by ballot;
- (6) A President and Vice-Presidents may be elected at the Annual General Meeting, holding office as Honorary Members, and shall be eligible for re-election;
- (7) Any other business to come before the Annual General Meeting shall be sent in writing, signed by a proposer and a seconder, to reach the Secretary of the Executive Committee not later than 14 days before the Annual General Meeting. Such business shall be included in the Notice of the Annual General Meeting sent to all Members of the Charity;
- (8) The appointment of an Examiner of the accounts for the ensuing year shall be made at the Annual General Meeting.
- (9) There shall be a quorum when at least eleven Full Members of the Charity are present at any Annual General Meeting.

17. SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting (SGM) of the Charity at any time. If at least three Full Members request such a meeting in writing stating the business to be considered the Secretary shall call such a Meeting within 21 days, for which notice must be given. The notice must state the business to be discussed and shall be sent to all members no less than 14 days before the appointed date. No other business shall be transacted at the Special General Meeting. Fifty per cent of the members eligible to vote, in person or by proxy, shall form a quorum for the SGM.

18. PROCEDURE AT GENERAL MEETINGS

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Charity which shall be freely available to all members.

19. NOTICES

Any notice required to be served on any Member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been given 48 hours after posting. Any notice may also be given using electronic communications to the members address, deemed to be given 48 hours after sending.

20. ALTERATIONS TO THE CONSTITUTION

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the Full Members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed;

- (2) No amendment may be made to clause 1, clause 3, clause 9, clause 21, or this clause 20 without the prior consent in writing of the Commissioners;
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law;
- (4) The Executive Committee should promptly send to The Commissioners a copy of any amendment made under this clause.

21. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Full Members of the Charity, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by at least three quarters of the full membership being present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the Members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

22. SUSPENSION OF OPERATIONS

- (1) In the event of a local, national, or global situation where legally imposed restrictions are in place that the Executive Committee deems makes it impractical or unsafe to allow the Society to perform its regular day-to-day programme of events, the Executive Committee may choose to suspend some or all of the Society's operations until such time as the situation has resolved or the restrictions are lifted.
- (2) The suspension of operations shall be notified to all members within 14 days of the decision being made.
- (3) Where the suspension of operations would affect a time-based provision of the Constitution including, but not limited to, Membership expiry, AGM scheduling and Executive Committee appointments, the Executive Committee will decide how each provision will be managed and will inform all members accordingly. Any such provisions will be revoked automatically when operations resume.
- (4) The suspension of operations will be reviewed by the Executive Committee at their regular meetings, or every 6 weeks, whichever is the shorter period of time.
- (5) The Executive Committee will continue to fulfil their obligations to the Charities Commission.
- (6) Once it has been decided that some or all operations may resume, all members will be informed as soon as practical of this decision.

23. MEANINGS

"The Commission" refers to The Charity Commission of England and Wales

"Commissioners" refers to the representatives thereof.

Signed for and on behalf of Kennet Amateur Theatrical Society as
accepted for adoption by a majority vote at the AGM 23/04/2018

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Mr John Hicks - Chairperson