

### Name

1. The name of the Company is 'The Wick Theatre Company' (hereafter referred to as 'the Company').

### Aims and Objects

2. The Company is established to promote the following objects:
  - the advancement and improvement of general education in relation to all aspects of the arts of drama and music; and
  - the development of public appreciation of such arts.

### Membership

3. Any person who supports the objects of the Company may apply for membership. The Company's committee of managing trustees ('the Committee') may require applications to be made in a prescribed form. The decision on whether to accept an applicant as a member shall rest with the Committee.
4. There are four types of membership:
  - *Full Membership* - which entitles a member to participate in all the activities of the Company;
  - *Student Membership* - for a member in full-time education, which gives the same entitlements as Full Membership;
  - *Honorary Life Membership* - for a member granted this status in recognition of service to the Company, which gives the same entitlements as Full Membership; and
  - *Associate Membership* - which entitles a member to be kept informed about all the activities of the Company, and to attend meetings of the Company and take part in its social events, but not to have a vote at a General Meeting or to be elected to serve on the Committee.

### Termination of membership

5. Membership of the Company may be terminated:
  - by the resignation of the individual (notified to the Membership Secretary in writing); or
  - by a decision of the Committee (such decision having been taken after proper consideration of the circumstances and of any representations from the member concerned);

where any annual subscription already paid by the member in advance shall only be refundable at the discretion of the Committee; or

- by reason of arrears of subscriptions or fees of more than six months (under Rule 10 below);

and, in all cases where the member is in arrears with subscriptions or fees, he or she shall remain liable for the arrears.

### Rules and procedures

6. Every member of the Company is bound by the rules in this Constitution and is entitled to receive one free copy of the document.
7. To assist the day-to-day running of the Company, the Committee may issue other requirements, standing orders and procedures, with which members are also expected to comply. The Committee shall not, however, issue any measures which would be in conflict with the Constitution.

### Subscriptions and other fees

8. Annual subscriptions shall be payable in advance, from a due date fixed by the Committee. The level of annual subscriptions shall be determined by the Committee, but decisions may be referred back to the Committee by a resolution of a General Meeting. The Committee may also determine other fees payable by members for particular activities.
9. Any member who is more than six weeks in arrears is not entitled to take part in the activities of the Company, until the arrears have been paid.
10. Any member who is more than six months in arrears shall cease to be a member. Such a person may apply again for membership of the Company, but may not be accepted by the Committee unless the arrears have been paid.

## General Meetings

11. A General Meeting of the Company is one of the following:

- the *Annual General Meeting* ('AGM'), which shall be held no later than three months after the end of the financial year); or
- an *Extraordinary General Meeting* ('EGM'), which may be called by the Committee to deal with urgent business, or if ten or more members wanting an EGM make a written request to that effect to the Secretary;

and, in either case, members shall be given at least 14 days' clear written notice of the date of the meeting and the nature of the business for which it is being called. No other substantial business may be taken at the meeting.

12. All members of the Company, other than Associate Members, are entitled to vote at a General Meeting. In the event of a tied vote, the chairman of the meeting may exercise a casting vote. Ten members with entitlement to vote must be present to form a quorum.

13. The business of the AGM shall always include the following:

- receiving an audited set of accounts for the previous financial year;
- appointing an auditor or independent examiner for the current financial year;
- electing members to serve as officers and other managing trustees on the Committee for the forthcoming year (as in Rules 14-16 below).

Subject to proper notice being given (as in Rules 11 and 30) a General Meeting may also:

- consider other business pertaining to the running or the future of the Company;
- review any decision taken by the Committee and refer it back to the Committee.

## Elections at AGM

14. The officers to be elected at the AGM are the President, the Vice-President, the Chairman, the Secretary, the Membership Secretary and the Treasurer. Each of these is elected to serve for a term of one year, but is eligible to be re-elected from year to year.

15. The AGM shall also elect other members to serve on the Committee as managing trustees. A maximum of six such members may be elected, each to serve for a term not exceeding

three years. At least two such members shall retire each year. A member so retiring after three years as a managing trustee is not eligible to be elected to another term until the following year's AGM.

16. A member shall not be eligible for election if he or she is an Associate Member, or is under the age of 18, or is statutorily disqualified from serving as a managing trustee of a charity.

## Committee of managing trustees

17. The Committee shall consist of the elected officers and other elected managing trustees (described in Rules 14 and 15 above) and any persons appointed or co-opted under Rule 20 below. The management, administration and financial control of the Company shall be directed by the Committee. This direction shall at all times be exercised in accordance with the objects of the Company (in Rule 2 above), and with the other provisions of this Constitution, and with the relevant provisions of charity legislation.

18. The Committee shall meet at regular intervals, on dates agreed by its members. An additional meeting may be called by the Chairman, or by five other members of the Committee, provided that reasonable notice is given.

19. All members of the Committee are entitled to one vote, but in the event of a tied vote the Chairman may exercise a casting vote. Five members of the Committee, elected under Rule 14 or 15 above, must be present to form a quorum.

20. The Committee may:

- in the event of any casual vacancy, appoint a member of the Company to fill it (provided that the member is not ineligible under Rule 16 above);
- co-opt up to four other members (provided that the Committee is satisfied that this would strengthen the running of the Company); and
- appoint members of the Company to work in sub-committees or teams to carry out particular Company activities (provided that the Committee shall receive regular reports of these activities and shall exercise overall supervision).

Such appointments and co-options shall come to an end at the next AGM, but the members concerned shall be eligible to be elected to the Committee at that AGM or to be reappointed by that new Committee.

## Duties of particular Officers

21. Without prejudice to the collective responsibility of the Committee for the proper management of the Company, the following responsibilities shall be allocated to the officers elected by the AGM.
- *The President and Vice-President* shall help to promote the work of the Company and its appreciation by the public. The Committee shall invite their support in matters such as raising funds for the development of the Company; encouraging the artistic and social development of the membership; and offering advice, based on their past experience of the Company, on its future direction and activities.
  - *The Chairman* shall chair meetings of the Committee and General Meetings of the Company. He or she is expected to ensure that the Committee addresses issues necessary for the proper running of the Company and for its future direction and well-being; and to ensure that the Company is represented effectively in dealings with other organisations which can help the Company in the advancement of its objects.
  - *The Secretary* shall conduct the principal administrative affairs of the Company. He or she shall maintain its official documents (to be available for inspection by any member of the Company on request); oversee the secretariat of Committee and Company meetings, and communications with the membership; and ensure that the external business of the Company (in correspondence, bookings, licences and representation at meetings and events) is conducted effectively.
  - *The Membership Secretary* shall supervise the processes for receiving new members and for identifying the potential for all members to contribute to the activities of the Company. He or she shall ensure that an up-to-date register of members, and their particular interests in drama and music, is maintained; and that the Committee is able to identify the scope for using and developing members' expertise, or recruiting new contributions as necessary. He or she shall also assist

the Secretary in other administrative matters as required.

- *The Treasurer* shall conduct the detailed financial management of the Company and keep proper records in support of the accounts. He or she shall draw up accounts for each financial year; and present those, and all other necessary records, to the auditor or independent examiner in good time for audited accounts to be received at the AGM.

22. Each officer shall remain accountable to the Committee and the Company for the execution of the respective functions, even where the Committee has agreed that another member may assist the officer with a particular function.

## Finance and accounts

23. The income and funds of the Company shall be applied to further the objects of the Company (in Rule 2 above) and for no other purpose. The Committee may raise loans and invest the Company's funds in such manner as it thinks fit, consistent with the objects of the Company (in Rule 2 above).
24. No benefit by way of dividend or profit shall be given to any member of the Company. However, payments may be made to a member of the Company to reimburse legitimate expenses incurred in carrying out the work of the Company. Payments may also be made to a member who has been requested, as the result of a decision of the Committee, to supply goods or services to the Company, providing that the member concerned has taken no part in the decision of the Committee.
25. Funds shall be held in accounts with such banks or financial institutions as the Committee determines. The Committee shall authorise the Treasurer and up to three other members of the Committee (of which at least two shall be elected officers) to sign cheques on behalf of the Company. All cheques shall be signed by not fewer than two of these authorised signatories.
26. The Company's financial year shall run from 1 August to 31 July, unless varied by a resolution passed at an AGM.
27. The Committee shall comply with its obligations under charity law with respect to the keeping of accounting records, the preparation of annual statements of account, the auditing or independent examination of the accounts, and the submission of such reports and accounts required by the Charity Commission.

## Indemnity

28. In executing the trusts embodied in this Constitution, no member of the Committee shall be liable:

- for any loss to the property of the Company by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or
- for the negligence or fraud of any agent employed by him or her or by any other member of the Committee in good faith (provided reasonable supervision shall have been exercised);

and no member of the Committee shall be liable by reason of any mistake or omission made in good faith by any member of the Committee, other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

## Holding Trustees

29. The title to any land (if not vested in the Official Custodian for Charities) shall be vested in not less than two and no more than four named individuals (who are not managing trustees) appointed by the Committee to act as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Committee and (provided that they do so) they shall not be liable for the acts and defaults of members of the Committee. Holding trustees may be removed by the Committee at its pleasure.

## Changes to the Constitution

30. Any member wishing to propose an amendment to the Constitution must give the Secretary proper written details of the proposal at least 28 days in advance of a General Meeting. Changes may be made only if two-thirds of the members voting on the proposal at that General Meeting vote in favour. In addition, amendments to Rules 2 (objects), 23 and 24 (application of income and funds), 31 and 32 (dissolution) may be made only if the Secretary has first obtained confirmation in writing from the Charity Commission that the changes would be acceptable.

## Dissolution of the Company

31. A General Meeting may pass a resolution, by a simple majority of those voting, that the Company should be dissolved. A special General Meeting shall then be called, to be held no sooner than one month after that resolution. If at least half the members of the Company attend the special General Meeting and if a resolution is passed by at least two-thirds of those voting that the Company be dissolved, the Committee shall proceed as directed by the resolution to realise the property of the Company.

32. If any property remains after the debts and liabilities of the Company have been met, it shall not be paid to or distributed among members of the Company. Rather, it shall be given or transferred to one or more charitable bodies which share objects similar to those of the Company and the rules of which similarly prohibit the distribution of income and property among its members in the event of dissolution. The particular body or bodies to receive the property shall be determined by the members of the Company at or before the time of its dissolution.

*This Constitution was adopted (in accordance with Clause 30 of the previous Constitution)  
at a General Meeting of the Company held on 18 September 2000.*

Signed:

*[ A Kenward ]*

*Chairman of the General Meeting*

*[ M Flower ]*

*Secretary of the General Meeting*

**WICK**  
**THEATRE COMPANY**

is a registered charity (No 263310)