

# Northampton Musical Theatre Company

## Constitution and Rules

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## **1. Title**

The Company shall be called "NORTHAMPTON MUSICAL THEATRE COMPANY"

## **2. Object**

The object of the company is to educate the public in the dramatic and operatic arts; and to further the development of public appreciation and taste in the said arts.

## **3. Committee**

To assist and further such charitable institutions and charitable purposes as the Committee shall from time to time determine, and in furtherance of these objects, but not otherwise; the company, through its management committee shall have the following powers:

- a) To promote plays, drama, comedies, operas, operettas, musicals and other dramatic and operatic works as shall be in the opinion of the committee of educative value.
- b) To purchase, acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works.
- c) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects.
- d) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donation or otherwise; provided that the Company shall not undertake any permanent activities in fund raising.
- e) To devote any surplus funds, after setting aside any necessary reserves, to support approved charitable purposes.
- f) To do all such other things as shall further the objects of the Company.

## **4. Membership**

The Company shall consist of Acting and Non-Acting members, and may also include Life Members such persons as shall have rendered special services to the Company.

## **5. Management**

The Company shall be managed by a Committee consisting of the following Officers, namely:

- Chairman
- Vice-Chairman
- Business Manager
- Treasurer
- Secretary
- Up to 4 other members

## **6. Eligibility for Membership**

Membership shall be open to all those having sympathy with the objects of the Company and desiring actively to further it and to pay any entrance fee and annual subscription desired by the Committee.

**7. Application for Membership** (Amended 2013)

Applications for Acting and Non-Acting membership shall be made in writing, signed by the applicant (or taken as signed where electronic), to the Secretary, who shall submit the same to the Committee for approval or rejection.

**8. Capabilities of Applicants for membership**

Prior to election all applicants for Acting membership shall satisfy the Committee as to their theatrical and/or musical ability.

**9. Expulsion of Members**

Any member of the Company who shall, in the opinion of the majority of the Committee, be guilty by his/her actions of misusing the privileges of the Company or of neglecting the work which he/she has undertaken to carry out on behalf of the Company, or of otherwise failing to properly support the Company, or of bringing the Company into contempt or disrepute may be suspended or expelled from the Company; provided that such member shall have a right of appeal against such decision to an Extraordinary General Meeting of the Company, which shall be called by the Committee within seven days of the receipt of notice in writing of such appeal by the Secretary.

**10. Life Members**

Life members may, on the nomination and recommendation of the Committee only, be elected on such terms as the members of the Company at an Annual General Meeting may decide.

**11. Finance**

The funds of the Company shall be applied to the sole objects of the Company.

**12. Financial Year** (Amended 1998)

The financial year of the Company shall commence on 1st April and an annual profit and loss account and balance sheet shall be prepared within three calendar months after 1st April in each year.

**13. Annual General Meeting**

The Annual General Meeting of the company shall be held before 31st December when the Report of the Committee and the accounts for the past financial year, duly audited, shall be presented; the officers, other members of the Committee and an Auditor for the coming year, and Life Members, if any, elected; and all general business transacted.

**14. Extraordinary General Meeting**

An Extraordinary General Meeting of the Company may be called at the discretion of the Committee and shall be called within 21 days after the receipt by the Secretary of a requisition in writing to that effect, signed by at least 12 members. Every such requisition shall specify the business for which the meeting is to be convened and no other business shall be transacted at such Meeting.

**15. Quorum at General Meeting**

No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum be present and such quorum shall consist of not less than 5 persons present and entitled to vote.

**16. Resolution at General Meeting**

Unless otherwise provided by these rules all resolutions brought forward at a General Meeting shall be decided by a bare majority of the votes properly recorded at such Meeting and in the case of an equality of votes the Chairman shall have a second or casting vote.

### **17. Appointment of Officers and Committee**

Appointment by a resolution of the company at the Annual General Meeting will normally be for a period of three years.

### **18. Retirement of Officers and Committee**

A third of the Committee (including the Officers) shall retire annually but shall be eligible for re-election. The names of candidates for these positions shall be sent to the Secretary in writing 21 days at least before the Annual General Meeting and if more names are proposed than the number required to fill the vacancies and sufficient names are not withdrawn at or before such meeting, the election shall be by ballot. If all the before mentioned positions shall not be filled at such a meeting or any casual vacancy shall thereafter occur the same may be filled by the remaining members of the Committee.

### **19. Notice of General Meeting** (Amended 2013)

A Notice of every General Meeting accompanied in the case of the Annual General Meeting by the Statement of Accounts for the past year and particulars of nominations for the Committee (including the Officers) and Auditor, and of any proposal to elect a Life Member shall be exhibited prominently by notice displayed at the Rehearsal Room and emailed out to the list of known members, at least 14 days prior to the day fixed for such Meeting.

### **20. Appointment of Sub-Committee**

The Committee shall have power to appoint such Sub-Committee or Sub-Committees as it may from time to time decide and may determine it or their powers and terms of reference. The recommendations of such Sub-Committees shall be confirmed by the Committee.

### **21. Selection of Cast** (Amended 2013)

The cast for any production shall be selected by the Committee or by a selection Sub-Committee appointed by the Committee and consisting of not less than 3 of its Members, subject to final confirmation by the Director.

### **22. Revision of the Cast**

The Committee shall have the power to revise the cast from time to time, if any acting Member, to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

### **23. Obligation of Acting Members**

Acting members shall, to the best of their ability, play the parts assigned to them, whether principal or chorus and obey the directions given to them at all rehearsals and performances.

### **24. Control of Rehearsals**

The Musical Director or the Chorus Master shall conduct and control all music rehearsals and the Stage Manager or other appointed Member shall control all stage rehearsals.

### **25. Attendance at Rehearsals and Performances**

A record of attendance of Acting Members at rehearsals and performances shall be kept by the Secretary and the Committee shall have the power to prohibit any member whose attendance at rehearsals shall have been irregular, taking part in the performance of the work in preparation. Acting Members absenting themselves from three consecutive rehearsals may, at the discretion of the Committee, be deemed to have resigned their parts in the work then in rehearsal.

## **26. Acting Members in excess of requirements** (Amended 2013)

If at any time the numbers of Members rehearsing a production exceed the number of persons required for the representation of the same, casting preference shall be given to the Members who, by their regularity of their attendances, and the quality of their performances shall, in the opinion of the Committee have rendered themselves suitable.

## **27. Selection of Works**

The Committee shall select the works to be from time to time produced by the Company.

## **28. Production Money** (Amended 2013)

All moneys due from members in connection with the production and performance of any work shall be paid to the Treasurer without unreasonable delay and in any case not later than 21 days after the conclusion of the final performance. No Members shall be allowed on stage for the production until they have paid their Production Fees.

## **29. Privileges of Non-Acting Members**

The privileges of Non-Acting Members other than and except the right to attend and vote at General Meetings of the Company shall be determined from time to time by the Committee.

## **30. Delivery of money due to the Company**

All money due and owing to the Company shall be recoverable at law in the name of the Secretary.

## **31. Meetings of the Committee**

The first meeting of the Committee shall be called by the Secretary and shall be held within 21 days after the Annual General Meeting. All Subsequent meetings of the Committee shall be called by the Secretary in accordance with any resolution to that effect passed by the Committee and failing any such resolution at the discretion of the Chairman and Secretary. Five shall form a quorum.

## **32. Committee's powers**

The Committee shall have power to decide any questions arising out of this Constitution and these rules and all other matters connected with the Company (other than and except those which can only be dealt with by the Company in a General Meeting) and make and maintain and publish all necessary orders, Regulations and Bye Laws in connection therewith.

## **33. Dissolution of the Company**

The Company shall only be dissolved by resolution passed by a majority of the Members present and voting at a Special General Meeting called for the purpose of considering such dissolution. In the event of dissolution any balance of cash remaining in hand after the realisation of assets and payments of debts shall not be distributed among the Members but shall be applied for such charitable purposes as the Committee with the consent of the meeting shall decide.

## **34. Alteration to the Rules**

- a) No alteration of this Constitution or these rules shall be made except at a General Meeting nor unless 21 days prior to such meeting a written notice of the proposed alteration or of one substantially to the like effect shall have been given notice to the Secretary who shall give 14 days notice thereof to the Members and the resolution embodying such proposed alteration shall be carried by a majority of the votes recorded thereon at the meeting
- b) No alteration may be made to Rules 2, 3, 33 and 34 without the approval of the Charity Commissioners for England and Wales or other authority having charitable jurisdiction from time to time.