



Constitution

Adopted on 29th July 2004 in accordance with the laws of England and Wales; Sections 6(b), 6(c) and 17(b) amended at the Company's Annual General Meeting on 9th September 2011; Sections 6(c) and 8(h) amended at the Company's Annual General Meeting on 10th September 2021.

1. Name

The organisation shall be called HENFIELD THEATRE COMPANY.

2. Objects

The objects of the company are 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. Eligibility for Membership

Membership shall be open to all those aged 18 and over having sympathy with the objects of the company and desiring actively to further it and to pay the acting fee, where applicable, and the annual subscription. Every Member shall have one vote. The company may have a junior membership, but junior members cannot be appointed to trustee positions or have voting rights.

4. Expulsion of Members

The Executive Committee may by a unanimous vote remove from the list of Members the name of any Member who has persistently neglected the work undertaken by the company or whose conduct it considers likely to endanger the welfare of the company. The individual shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

5. Subscription and Fees

The annual subscription to the company and acting fees shall be determined from year to year by the Annual General Meeting. Annual subscriptions shall become due on 1st July in each year and shall be paid to the Treasurer not later than 30th September.

6. Executive Committee

- a) The day to day management of the company shall be by the Executive Committee elected at the Annual General Meeting and consist of the following Officers, namely: the Chairman, the Treasurer, the Secretary, together with four other Members.
- b) Members of the Executive Committee shall be elected to serve for a maximum term of three years; and any person standing for election to a casual vacancy arising from a retirement or resignation before expiry of that term shall similarly be elected for a maximum term of three years, any part year within that term to be counted as a full year for the purposes of this limitation.
- c) Notwithstanding (b) above, any person elected as an Officer may be elected to serve for up to a maximum of five consecutive years; this maximum term shall not include any period already served as an Executive Committee member. Any part year within that term shall be counted as a full year for the purposes of this limitation. In the absence of nominations for elections to the Executive Committee, the Committee may recommend to the membership at a General Meeting

that the tenure of one or more of its Members or Officers be extended for a period of no more than one year; to be approved by a simple majority of those present.

- d) The Executive Committee shall have the power to co-opt additional members but the number of co-opted members shall not exceed three.
- e) A member of the Executive Committee shall cease to hold office if he or she:
 - is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
 - notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- f) 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.
- g) 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 company.

7. Executive Committee Members not to be personally interested

Subject to the provisions of sub-clause (i) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the company (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.

- (i) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the company: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

8. Meetings of Executive Committee

- a) The Executive Committee shall hold at least two ordinary meetings a year.
- b) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- c) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- d) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or four of the Executive Committee, whichever is greater, are present at a meeting.
- e) 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 chairman of the meeting shall have a second or casting vote.
- f) The Executive Committee shall keep minutes of the proceedings of meetings of the Executive Committee and any sub-Committee.

- g) 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.
- h) The Executive Committee shall appoint such Functional Committees as it considers necessary; such Functional Committees to consist of at least one member of the Executive Committee and such other persons as the Executive Committee appoints; the Chairman shall *ex officio* be a member of all Functional Committees and shall receive a copy of all Functional Committee minutes. No person shall serve on any Functional Committee for a period of more than five consecutive years, except where an alternative member has not been found and the Executive Committee deems an extension of the tenure to be appropriate.

9. Finance

- a) The funds of the company shall be applied solely in furthering the objects of the company.
- b) These funds, including all members' fees, donations, box office income and bequests, shall be paid into an account operated by the Executive Committee in the name of the company at such bank as the Executive Committee shall decide from time to time. Cheques drawn on the account shall be signed by one of the signatories duly authorised by the Executive Committee, save that cheques exceeding an amount determined by the Executive Committee from time to time shall be signed by two signatories.
- c) Funds may, on the authority of the Executive Committee, be invested in a bank or other financial institution approved by the said Committee. Withdrawals from such investments shall be signed by two signatories authorised by the Committee.
- d) No member of the company shall receive payment directly or indirectly for services to the company or for other than legitimate expenses incurred in its work.

10. Financial Year

The financial year of the company shall be 1st July to 30th June each year and an annual profit and loss account shall be prepared within two calendar months after the financial year end. [The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission].

11. Selection of Cast

- a) Those to play roles in any production shall be selected at audition by a panel consisting of five persons including the Director and Musical Director [if a musical production] of the production and others to be approved by the Executive Committee normally including one Executive Committee member.
- b) No person shall audition or take part in a Company production unless any appropriate fee has been paid.

12. Annual General Meeting

The Annual General Meeting of the company shall be held within two calendar months after the end of the financial year or as soon as practicable thereafter. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the company. The Chairman shall prepare for presentation to the Annual General Meeting an Annual Report and the Treasurer a Financial Statement [duly audited, if so required by the Charity Commission regulations, or approved by an Examiner nominated by the Executive Committee].

13. Special General Meetings

A Special General Meeting of the company may be called at any time at the discretion of the Executive 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 ten Members. Every such requisition shall specify the business for which the Meeting is to be convened and no other business shall be transacted at the Meeting.

14. 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 company.

15. Quorum at General Meetings

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 twenty persons present and entitled to vote.

16. Dissolution of Company

If the Executive Committee decides that it is necessary to dissolve the company it shall call a Meeting of all Members of the company, of which no less than 21 days' notice [stating the terms of the resolution to be proposed] shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the company. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution(s) having objects similar to the company as the Members of the company may determine or failing that shall be applied for some other charitable purpose. [A copy of the statement of account for the final accounting period must be sent to the Charity Commission].

17. Alteration to Rules

- a) No alteration of 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 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 at least two-thirds of the votes present and voting at a General Meeting.
- b) No amendment shall be made to clauses 1, 2, 16 or 17 without the prior consent of the Charity Commission.

This Constitution was adopted on the date mentioned above by the persons whose signatures appear below:-

NAME: WENDY HOARE, Chairman	SIGNED
NAME: VICTORIA BANKS, Secretary	SIGNED
NAME: RICHARD OSWALD, Treasurer	SIGNED
NAME: PATRICK FIELD	SIGNED
NAME: CAROL FIRTH	SIGNED
NAME: JEROME NICE	SIGNED
NAME: SUSANNA SEAFORD	SIGNED
NAME: ANTHONY WESTWOOD	SIGNED

NAME: CHRISTOPHER WHITEHEAD

SIGNED