SOUTHPORT DRAMATIC CLUB

**COMPANY NUMBER: 09679816 - CHARITY NUMBER:** **1164398**

**NOTES, RULES AND PROCEDURES SUPPORTING THE ARTICLES OF ASSOCIATION**

**Introduction**

These notes, rules and procedures are intended to set out the governance structure of the Southport Dramatic Club (“the Charity”) and set out a range of rules and procedures that support the Articles of Association of the Charity.

Any questions concerning the interpretation of these rules and procedures shall be determined by the Trustee Members, whose decision shall be final and binding.

The payment of entrance fees and subscriptions by a Member shall be in itself an acknowledgement and acceptance of these rules and procedures.

The rules and procedures may be amended at any time by the Trustees, following consultation (carried out in such a manner as the Trustees shall think fit) with the Trustee Members and Full Members at the AGM or at a general meeting called for that purpose and with the Junior, Student and Country Members where considered appropriate by the Trustees.

**Governance structurE**

1. **Background**
	1. The Charity is a charitable company limited by guarantee with company number 09679816 and charity number 1164398. The Charity was incorporated with Companies House on 10 July 2015 and registered with the Charity Commission on 13 November 2015.
	2. The Charity was established in order to replace the unincorporated charity also known as the Southport Dramatic Club (charity number 221585) (“the unincorporated charity”). This was done in order to provide the Charity’s Trustees and Members with the benefit of an incorporated structure which, following professional advice taken by the trustees of the unincorporated charity, was agreed to be the most appropriate structure.
2. **Structure**
	1. As a charitable company limited by guarantee, the Charity is required as a minimum to have a Board of Trustees (who are company directors) and a separate distinct body of Members.
	2. The Charity’s structure satisfies this minimum requirement but there are added layers of complexity that are designed to capture the full range of Membership categories and the committee structure that existed in relation to the unincorporated charity.
	3. The roles of the Trustees, committees and all classes of Members are set out below.
3. **The Trustees and Trustee Members**
	1. The Trustees are responsible for the management and administration of the Charity. The Trustees’ are also company directors and their details are recorded with both Companies House and the Charity Commission.
	2. The Trustees are appointed by the Trustee Members and eligible Full Members at Annual General Meetings of the Charity. One third of the Trustees are required to retire at each Annual General Meeting (except the first Annual General Meeting of the Charity to which special rules apply) and either seek re-election or step down as a Trustee.
	3. At all times there will be a minimum of five Trustees and no more than nine.
	4. A person is only eligible to act as a Trustee of the Charity if they are a Full Member (or a Trustee Member in the case of a Trustee seeking re-election) who has served a minimum of 10 years (or whatever lesser period of time that the Trustees determine from time to time) continuous service of the Southport Dramatic Club (this includes any service to the unincorporated charity) immediately prior to his / her election (additional criteria applies as set out in the Articles of Association).
	5. The Trustees are also Members of the Charity and are categorised as *Trustee Members* and they have the full range of Membership rights prescribed in company law.
4. **The Executive Committee**
	1. The Trustees have the power in the Charity’s Articles of Association to establish a range of committees and sub-committees.
	2. The policy of the Trustees shall be carried out by an Executive Committee consisting of the following individuals elected by the Trustee Members and Full Members at the Annual Meeting:
5. Chair;
6. Vice-Chair;
7. Immediate Past Chair;
8. General Secretary;
9. Treasurer;
10. Theatre Letting Secretary;
11. Front of House Manager;
12. Box Office Manager;
13. Assistant Treasurer;
14. Membership Secretary;
15. Little Theatre Guild Representative;
16. Designated Premises Supervisor;
17. the Chairs of every sub-committee; and
18. No more than seven other individuals elected at the Annual General Meeting.

In addition, two Trustees will also serve on the Executive Committee unless already represented in any of the capacities listed above.

* 1. The Executive Committee shall meet at least once monthly and their proceeding shall be reported promptly to the Trustees. The Executive Committee shall operate according to terms of delegation approved by the Trustees.
	2. The quorum for meetings of the Executive Committee shall be twelve,
	3. All Executive Committee members shall retire each year but shall be eligible for re-election by the Trustee Members and Full Members at the Annual Meeting.
1. **Sub-committees**
	1. The Trustees and the Executive Committee shall be assisted by:
2. A Play Selection and Casting Committee consisting of not more than six members;
3. A Production Committee consisting of the General Secretary, Treasurer, Stage Director, three Assistant Stage Directors, Lighting Director, Assistant Lighting Director, Property Director, Assistant Property Director, Sound Director, Assistant Sound Director, a Wardrobe Representative, a delegate of the Play Selection and Casting Committee, a Chair and a Secretary; the Wardrobe Representative shall be a member of the Wardrobe Group which shall consist of not more than eight individuals and Rules 5.2 and 5.3 only shall apply to the Wardrobe Group as though it were a sub-committee. The quorum for meetings of the Wardrobe Group shall be three.
4. A Social Committee consisting of the Front of House Manager, Confectionery Manager and up to an additional twelve individuals;
5. A Marketing Committee, consisting of up to seven individuals.

All sub-committees (save for the Productions Committee) shall elect from amongst their members a chair and secretary.

* 1. The members of each sub-committee shall be elected annually at the Annual Meeting but sub-committees shall have the power to co-opt individuals to assist them, with the consent of the Executive Committee; but co-opted individuals shall not have the power to vote.
	2. All sub-committee members, other than the President and Vice Presidents, shall retire each year (with the exception of the Play Selection and Casting Committee who shall retire after two years or such shorter period as the Trustee Members may direct) and shall be eligible for re-election.
	3. Each sub-committee shall operate according to terms of delegation approved by the Trustees. The quorum for meetings of the Production Committee and Social Committee shall be five and for the Play Selection and Casting Committee and Marketing Committees the quorum shall be three.

Any vacancy or casual vacancy arising in any sub-committee may be filled by the Executive Committee; but should a member of the Play Selection and Casting Committee retire during their term in office such casual vacancy may be filled by an appointment of the Executive Committee and such appointment shall stand until the next Annual Meeting. In the event that a member of the Play Selection and Casting Committee retires during the first year of their two year term of office, at the forthcoming Annual Meeting, the vacancy shall be filled by election at the annual Meeting for the remaining one year of office.

1. **Membership**
	1. *Trustee Members*

As noted earlier, the Trustees are also members of the Charity and are categorised as being *Trustee Members*.

Trustee Members have the full range of Membership rights prescribed in company law, including the right to vote in the election of Trustees at the Annual General Meeting.

Trustee Membership is linked to an individual’s office as a Trustee and an individual will therefore cease to be a Trustee Member when then cease to be a Trustee.

* 1. *Full Members*

Full Membership is open to all individuals over the age of 18, who are not in full time education (and any person aged 25 or over who is in full time education) and who are approved by the Trustees.

Full Members who have served as such for a continuous period of five years have the full range of Membership rights prescribed in company law, including the right to vote in the election of Trustees at the Annual General Meeting (note: any time spent as a member of the unincorporated charity shall be taken into account in determining a Full Member’s length of service).

All other Full Members have the following rights only:

* The right to attend general meetings;
* The right to be provided, on request, with the Charity’s constitution and latest available statement of account.
* The right to participate in the elections of members of the Executive Committee and sub-committees (including, for the avoidance of doubt, the election of individuals to specific roles on the Executive Committee and sub-committees).
	1. *Junior Members*

Junior Membership shall be open to any person who shall have reached their 14th birthday but not reached their 18th birthday.

Junior Members must be interested in furthering the purposes for which the Charity is established and be approved by the Trustees.

Junior Members are entitled to attend the Annual Meeting but Junior Members have no rights to participate in the election of the Executive Committee or sub-committees.

Upon reaching their 18th birthday, Junior Members shall automatically become Full Members unless determined otherwise by the Trustees.

* 1. *Student Members*

Student Membership is open to any person who shall have reached their 18th birthday but not reached their 25th birthday and who shall throughout this period be in full time education.

Student Members must be interested in furthering the purposes for which the Charity is established and be approved by the Trustees.

Student Members are entitled to attend the Annual Meeting but Student Members have no rights to participate in the election of the Executive Committee or sub-committees.

Upon leaving full time education, Student Members shall automatically become Full Members unless determined otherwise by the Trustees.

* 1. *Country Members*

Country Membership is open to any person living outside a radius of 25 miles from the Southport Little Theatre (Hoghton Street, Southport, PR9 0PA).

Country Members must be interested in furthering purposes for which the Charity is established and be approved by the Trustees.

Country Members are entitled to attend the Annual Meeting but Country Members have no rights to participate in the election of the Executive Committee or sub-committees.

1. **Applications for Membership**
	1. Applications for Full, Junior, Student and Country Membership shall be made in writing to the Membership Secretary on the form prescribed by the Trustees.
	2. The name and address of each Adult applicant and the name of each Junior applicant shall be presented to the Executive Committee, in advance of their Committee meeting, before being considered in the first instance by the Executive Committee. The Executive Committee may either refuse any application for Membership (without disclosing reasons) or provisionally approve the application provided that two-thirds of the Executive Committee present and voting shall vote in favour of such approval.
	3. Applications that have been provisionally approved by the Executive Committee will then be sent to the Trustees for final approval; but the Trustees have the right to reject and refuse an application for Membership, without disclosing their reasons for doing so.
2. **Entrance Fee**
	1. An Entrance Fee, as determined from time to time by the Executive Committee and ratified by the Trustees, shall be paid by Trustee Members and Full Members.
	2. Junior Members, Student Members and Country Members shall not be liable to pay an Entrance Fee.
3. **Annual subscriptions**
	1. The annual subscriptions for Trustee Members, Full, Members, Junior Members, Student Members and Country Members shall be such sums as are from time to time decided by the Executive Committee and ratified by the Trustees.
	2. Subscriptions are due on the 1st June in each year. Any Member who is two months in arrears in paying the relevant subscription shall cease to be a Member of the Charity. In such a case, the Member may at the discretion of the Trustees be reinstated on payment of the amount due but may be required to reapply for Membership and, be liable to pay the Entrance Fee, unless otherwise resolved by the Executive Committee.
4. **Restriction of Members cast for Parts**

A Member who is cast for a part in any of the Charity’s productions shall not, from the date of the first rehearsal to the date of the final performance, rehearse or play in any part in a production of any other dramatic, operatic, film, television or theatrical club, society or organisation without informing the Play Selection and Casting Committee.

**ANNUAL GENERAL MEETING AND ANNUAL MEETINGS**

1. **Annual General Meeting**
	1. The Annual General Meeting shall be held not later than 30th June in each year. Trustee Members and Full Members are entitled to attend the Annual General Meeting but only Trustee Members and, in some cases, Full Members are permitted to vote.
	2. The following business will be transacted at the Annual General Meeting (except for the first Annual General Meeting to which special rules will apply):
2. The Trustee Members and those Full Members who are permitted to vote will elect Trustees to fill vacancies arising;
3. The Trustee Members and those Full Members who are permitted to vote will appoint reporting accountants or auditors for the Charity;
4. The accounts of the Charity for the previous financial year will be presented;
5. A written report of the Trustees on the Charity’s activities will be presented.
6. **Annual Meeting**
	1. Immediately following the Annual General Meeting, the Annual Meeting will open. All Members are entitled to attend the Annual Meeting.
	2. The following business will be transacted at the Annual Meeting:
7. The Trustee Members and Full Members will elect a Vice-Chairman, and the following Honorary Officers (as required):

General Secretary; Treasurer; Solicitor; Theatre Letting Secretary; Production Chair; Production Secretary; Front of House Manager; Librarian; Bulletin Editor; Box Office Manager; Stage Director; Lighting Director; Property Director; Sound Director; Confectionery Manager; Membership Secretary; Sponsorship Secretary; Little Theatre Guild Representative; and such Officers and Assistant Officers as are required to constitute the Executive Committee and various sub-committees or as may be deemed necessary by the Trustees.

1. The Members will receive any relevant report(s).
2. The Members will transact any other business of which 14 days’ notice has been given to the General Secretary.
3. The Members will consider any other matters raised by any Member present at the meeting which the Chair, at his or her discretion, thinks it proper to discuss.
	1. The quorum for the Annual Meeting shall be 30 members entitled to vote thereat.

**Nomination and Election of Trustees and committee members**

1. **Trustees**
	1. Each candidate for election as a Trustee shall be nominated (provided that they satisfy the eligibility criteria) by two Trustee Members or Full Members who have served as such for a continuous period of five years immediately preceding the date of the election who have first obtained the candidate’s consent.
	2. Nominations shall reach the General Secretary at least 14 days before the Annual General Meeting at which the election is to be held, and voting shall be by ballot.
2. **Executive Committee and sub-committee members**
	1. Each candidate for election to an office on the Executive Committee (other than those of President and Vice-President) or any sub-committee shall be nominated by two Trustee Members or Full Members who have first obtained the candidate’s consent.
	2. Nominations shall reach the General Secretary at least 14 days before the Annual Meeting at which the election is to be held, and voting shall be by ballot.
3. **Appointment of President and Vice Presidents**

A President and any number of Vice Presidents may be appointed by and shall hold office during the pleasure of the Trustees.

1. **Chair and Vice-Chair**

The Vice-Chair shall be elected at the Annual Meeting and shall hold office for one year and shall thereafter become Chair and shall hold office as such for one year. The Chair and / or Vice-Chair shall be entitled to attend and vote at all meetings of the sub-committees.

**Removal of Office HOLDERS AND COMMITTEE MEMBERS**

1. **Removal**
	1. The Trustees may at any time remove a member of the Executive Committee or any sub-committee from office.
	2. The Executive Committee may, by a majority of not less than two thirds of the members present and voting at a meeting of the Executive Committee, remove any member of a sub-committee.

**Guests**

1. **Guests**

No person shall be introduced as a guest whose application for membership has been declined or who has been expelled from the Charity or whose conduct or presence in the Charity’s premises shall be considered by the Executive Committee or Trustees as objectionable or prejudicial to the interests of the Charity.

**ACCOUNTS**

1. **Accounts**
	1. The Charity’s financial year runs from 1 January to 31 December in each year.
	2. The Charity’s accounts must be filed with Companies House within 9 months from the end of the financial year, and with the Charity Commission within 10 months.
	3. The accounts shall be presented to and approved by the trustees as soon as possible after the end of each financial year and shall be presented to the Trustee Members and Full Members at the Annual General Meeting.

**EMPLOYMENT**

1. **Employees**

All paid employees of the Charity shall be appointed by the Trustees.

**LICENSED PREMISES PROCEDURES**

1. **Bar Management**
	1. The management of the Bar shall be, subject to any provisions to the contrary in the Licensing Acts, the responsibility of the Trustees and the Designated Premises Supervisor.
	2. The Trustees may appoint a Bar sub-committee consisting of the Designated Premises Supervisor, the Solicitor and not less than three others. The sub-committee shall elect a Chair and a Secretary from among its members.
2. **Bar Opening**
	1. Intoxicating Liquor may be sold during the hours permitted by the Premises Licence.
	2. Upon the direction of the Trustees applications may be made to extend these hours.
3. **Sale and Consumption of intoxicating Liquor**
	1. Persons under 18 years of age may not be supplied with or consume intoxicating liquor on the Charity’s premises.
	2. Intoxicating liquor may only be sold to those categories of persons listed in the Premises Licence.
	3. No member or guest shall bring his own intoxicating liquor on to the premises at any time.
	4. Intoxicating liquor shall be consumed only in those parts of the Charity’s premises authorised by the Premises Licence.

**WAIVER OF LIABILITY**

1. **Responsibility for Loss or Damage**

Neither the Trustees nor the Charity shall be responsible to members or guests for any loss or damage arising by reason of fire, accident, theft, any servants’, agents’ or fellow members’ negligence, or out of any cause whatsoever, whilst such members or their guests or their belongings are on the Club premises. Any member who introduces a guest to the club shall be responsible for his or her conduct and for any loss or damage occasioned to or by such guest or any of his or her belongings whilst on the Club premises and accordingly such member shall indemnify the Trustee Members and the Club against all claims and demands by such guests.