

Constitution of Urmston Musical Theatre

as first adopted at the Special General Meeting held on 26th September 2002 and incorporating the amendments approved up to and including at the Annual General Meeting held on 28th March 2006 and 30th April 2013.

A Name.

The name of the Association is **Urmston Musical Theatre** (“the Charity”).

B Administration.

The Charity shall be governed by the law of England and Wales.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution (“the Executive Committee”).

C Objects.

The Charity’s objects (“the objects”) are:

- (a) To cultivate the Dramatic Arts and improve and educate the public taste in those arts within the Metropolitan Borough of Trafford.
- (b) To promote the production of Dramatic and Operatic works having an educative value in the furtherance of Object (a).
- (c) To do all such things as shall be conducive to the attainment of the above.

D 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 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 any part of the property of the Charity with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership.

(1) Membership of the Charity shall be open to:

- (i) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
- (ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

(2) Every member shall have one vote.

(3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

(4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

(5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F Honorary Officers.

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G Executive Committee.

(1) The Executive Committee shall consist of not less than 8 members nor more than 20 members being:

- (a) the honorary officers specified in the preceding clause;
- (b) not less than 5 and not more than 17 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting:

Assistant Secretary
 Ticket Secretary
 Wardrobe Mistress
 Business Manager
 Programme Secretary
 Publicity Officer
 Membership Secretary

Social Secretary
 Ladies' Committee Chair
 Junior Representative
 Stage Manager
 Chief Electrician
 Property Mistress

And four other members.

(2) The Executive Committee may in addition appoint not more than 6 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a Special Meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

(3) All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

(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 on any 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.

H 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 section 72 of the Charities Act 1993 (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 all their meetings held within a period of six 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 three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

(1) Subject to the provisions of sub-clause (2) of this clause) 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 Executive Committee except in respect of Trustees and Officers Indemnity Insurance.

(2) 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 Charity: 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.

J Meetings and proceedings of the Executive Committee.

(1) The Executive Committee shall hold at least two Ordinary Meetings each year. 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 but if the matters include an appointment of a co-opted member then not less than 14 days' notice must be given.

- (2) 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 present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting, except in respect of matters specified in section J(5).
- (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 chairman of the meeting shall have a second or casting vote, except in respect of matters specified in section J(5).
- (5) In the taking or disposal of loans, the acquisition or disposal of land, the acquisition or disposal of property and the acquisition or disposal of securities, these matters shall be determined by unanimous agreement of all Executive Committee members and by agreement of two-thirds of the members present and voting thereon at the Annual General Meeting, or at any Special General Meeting called for that purpose.
- (6) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (7) 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.
- (8) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K Receipts and Expenditure.

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
- (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure 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.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts.

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:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

N Annual Report.

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 its transmission to the Commission.

O Annual Return.

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 return and its transmission to the Commission.

P Annual General Meeting.

(1) There shall be an Annual General Meeting of the Charity which shall be held in the month of April in each year or as soon as practicable thereafter.

(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 the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

(3) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.

(4) Nominations for election to the Executive Committee must be made by two members of the Charity in writing, must be made with the consent of the nominee and must be in the hands of the secretary of the Executive Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

In the event of there being no nomination received for a post, nominations may be received from members attending the Annual General Meeting.

In the case of a contest, the election shall be taken by a ballot of the members present (and voting thereon) at the Annual General Meeting.

Q Special General Meetings.

The Executive Committee may call a Special General Meeting of the Charity at any time. If at least twenty members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 14 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings.

- (1) 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.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any General Meeting.

S 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 received within 10 days of posting.

T 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 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 A (the name of charity clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause 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 Commission a copy of any amendment made under this clause.

U Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all 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 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 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 Commission.

V Arrangements until first Annual General Meeting.

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

End of Constitution.

URMSTON MUSICAL THEATRE

RULES TO ACCOMPANY THE CONSTITUTION

as first adopted at the Special General Meeting held on 26th September 2002 and incorporating the amendments approved up to and including the Annual General Meeting held on 28th March 2006.

Application for Membership

Each candidate for membership shall apply on the prescribed form which may be obtained from the Honorary Secretary. The completed application form shall be delivered to the Honorary Secretary who shall place the same before the Executive Committee at the next available opportunity.

Subscriptions

The Annual Subscription shall be as follows:

President	Nil
Life Members	Nil
Members	£25
Junior Members up to the age of 18 years - no power to vote	£15

The Committee shall have the power to elect Life Members in recognition of services rendered to the Charity.

The Charity shall bear the cost of NODA Long Service Awards for Life Members and Members. Members who believe that they qualify for such an award shall approach the Honorary Secretary for an application form. Members are to be invited to make a donation towards the cost of their NODA awards.

Members are required to provide music and libretti at their own expense.

It is a condition of membership that the member agrees to the keeping of the Membership Records on a computer system. This rule allows the Charity to claim exemption from registration under the Data Protection Act 1984, as the Charity is classed as an "Un-incorporated Members' Club".

Subscriptions are due on joining and subsequent annual subscriptions on the first day of January each year.

If any member's subscription remains unpaid for a period of six months the Executive Committee may remove his or her name from the list of members.

A member shall not be permitted to take part in any performance until his or her subscription shall have been paid.

The Executive Committee shall have power to issue tickets at its discretion and to fix the prices for same.

As a mark of outstanding service, any member who sells fifty or more tickets for a production shall have their subscription waived for the following year.

Members Who Wish To Act

All members who wish to act shall be subject to an audition and the Executive Committee may also require further auditions from Members taking part in the current production.

Casting

For each production, the performers shall be chosen by a Sub-Committee consisting of at least three and not more than five members of the Executive Committee, none of whom shall have applied for a named part. The cast shall be subject to the approval of the Executive Committee.

In the case of any member declining to act, or in the opinion of the Executive Committee is found inefficient from any cause whatsoever, it shall have power to appoint a substitute.

Any member of the Executive Committee applying for a named part in a production shall retire from any meeting whilst the application is being considered by that Committee.

Rehearsal Attendance

The attendance at rehearsals and on the stage during the production shall be confined to Officials and Members in the cast and no other person shall be allowed on the stage or in the Dressing Rooms except by permission of the Chairman, Stage Manager or their representatives.

Members taking part in productions of the Charity must in all cases conform to the regulations of the Executive Committee with respect to dress, position, or part and comply with the instructions given by the Producer, Music Director, the Stage Manager or their representatives.

Appearance and Rehearsal Fees

An appearance fee shall be payable by all Members and Junior Members who appear on stage. The fee for Members shall be £10 per show. The fee for Junior Members shall be £5 per show.

A rehearsal fee shall be payable by all Members and Junior Members who appear on stage. The fee for Members shall be £2 per week and for Junior Members shall be £2 per week. Anyone on holiday, not required or unable to attend due to illness shall not be required to pay the fee.

Selection of Production Team Members

The appointment of the Director, Music Director, Choreographer and Accompanist shall be made by the Executive Committee, but suggestions for these positions may be made by any member at the Annual General Meeting for consideration of the Executive Committee.

Sub-Committees

There shall be appointed a Ladies' Committee and the Social Committee, each of which shall consist of a maximum of six members of the Charity elected at the Annual General Meeting.

These Sub-Committee must adhere to clause J(7) of the Constitution:

J(7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

Ladies' Committee

There shall be a Ladies' Committee consisting of eight members, who shall appoint their own Chairman, three forming a quorum, whose business shall be to do such things as may be requested by the Executive Committee in furthering the interests of the Charity.

Financial Year End

The Charity's financial year shall end on the last day of December each year.

Alteration of Rules

These rules may be added to, repealed, or amended by resolution at the Annual General Meeting, or at any Special General Meeting, called for that purpose, provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of two-thirds of the members present and voting thereon.

At least fourteen clear days' notice prior to the first day of April must be given in writing to the Honorary Secretary if it is proposed to alter the rules at the Annual General Meeting.

Executive Committee Authority

The Executive Committee shall be the sole authority for the interpretation of these rules, and the decision of the Executive Committee upon any question of interpretation or upon any matter affecting the Charity not provided for by these rules shall be final and binding on the Members.

End of Rules.