

**Sevenoaks SHAKESPEARE Society**

**CONSTITUTION**

1 **Name**

The Society shall be known as "Sevenoaks Shakespeare Society".

2 **Aims**

The aims of the Society are to provide means of promoting, enjoying and understanding the plays of Shakespeare and his contemporaries, including, but not limited to the mounting annually of a full-scale production of a full-length play and such other activities as shall foster knowledge, understanding, enjoyment and participation on the part of members and patrons.

3. **Membership**

3.1 Membership shall be a condition of taking part in public performances and such other activities to the extent that the Management Committee may determine. Membership shall be open to anyone upon application to and acceptance by the Management Committee, which acceptance may be subject to conditions laid down from time to time by the Management Committee, including the payment of annual and other subscriptions. Membership may be refused or cancelled for any reason by the Management Committee, subject to a right of appeal at a General Meeting. Membership shall automatically cease in the event of non-payment of subscriptions within six months of the due date.

3.2 Honorary Membership and any associated title such as, for example, President or Vice-President, may be bestowed and withdrawn by the Members in General Meeting upon proposal by the Management Committee. Honorary Members shall be entitled to participate fully in the Society's activities subject to such conditions and privileges as the Management Committee shall from time to time propose.

3.3 Affiliate membership shall be available to schools, societies and such other organisations as the Management Committee in its absolute discretion shall deem eligible and on such basis as the Management Committee shall from time to time determine. The Management Committee shall have the power to invite eligible organisations to accept affiliate membership and absolute discretion to accept or reject proposals from other sources. Each affiliate member shall be allowed to nominate from time to time a representative who shall for purposes of Article 5 below be deemed an Individual Member.

3.4 Life membership shall be available, including to patrons (ie those who lend their names or provide other substantive support for the Society's endeavours), and to others on such basis as the Management Committee shall propose and Members in General Meeting approve.

4 **Management Committee**

4.1 The Society shall be administered by such number of its Members up to a maximum of twelve as are elected in General Meeting to comprise the Management Committee. The Management Committee shall be responsible for appointing from its number the Officers of the Society, which shall include but not be limited to:

CHAIRMAN - VICE-CHAIRMAN - SECRETARY - TREASURER

The minimum age to be eligible for appointment as an Officer shall be eighteen. Any person may hold both an honorary and an elected or appointed position at any time but no person shall be permitted to hold more than one of each such positions at any one time. Any President or Vice-president shall be entitled in that capacity to attend but not to vote at meetings of the Management Committee.

4.2 The Management Committee shall meet at least six times in each year at such times and places as it shall determine and the Secretary shall give such notice of meetings as the Management Committee shall from time to time determine; subject to the giving of equivalent notice, the Management Committee shall also meet at such time as is requested by at least four of its members, such request to be in writing and stating the purpose for which the meeting is called. Minutes of each meeting are to be kept and made available for

inspection upon request by any Member. Five Members including at least two Officers of the Management Committee shall constitute a quorum. Elected Members shall retire from office and from the Management Committee after serving for two years and shall be eligible for re-election.

**4.3 The Management Committee shall:**

- (a) maintain a Register of Members and make such register available for inspection by members;
- (b) be empowered to make detailed rules for the conduct of the Society's affairs and to make arrangements for their communication to members and others as required;
- (c) determine the Financial Year of the Society subject to ratification by the Members in General Meeting. In the absence of any such determination the Financial Year shall commence on the first day of April and end on the last day of the following March;
- (d) arrange for accounts and Officers' reports for the Society's Financial Year together with any other business to be presented to the Annual General Meeting of Members;
- (e) call an Annual General Meeting of Members to be held at a time and place in each calendar year as it shall determine but not later than two months after the end of the Financial Year.
- (f) be empowered to co-opt to the Management Committee such persons as it shall deem necessary to fill any vacancy or to provide specialist services. The number of such co-opted persons shall be limited to four and a person co-opted to fill a vacancy shall retire at the next Annual General Meeting but be eligible for election.
- (g) determine the venue and activities for Society events and a schedule for productions, engagements or similar;
- (h) in advance of any production, performance, engagement or event determine and approve arrangements and, if necessary, budgets relating thereto;
- (i) approve the opening and closing of any bank, building society or similar accounts and the operation thereof;
- (j) approve any proposals for or renewals of insurance of the Society's assets or premises and of such of its liabilities as is required or deemed desirable;
- (k) determine, consider or develop (as it deems appropriate) proposals for the disposition or deployment of accumulated Society funds; if there shall not be unanimity of all members of the Management Committee in these matters the proposal may be adopted if a majority in excess of two-thirds of all members of the Management Committee are in favour, failing which the proposal shall either be withdrawn or be presented to the Members of the Society in General Meeting for determination.

4.4 The Management Committee may form sub-committees of itself and/or of other Members for advisory purposes only on such terms as it shall determine; a sub-committee may comprise one or more Members but shall of itself have no authority to bind or commit the Society in any way whatsoever.

**5 Members and General Meetings**

5.1 All Members shall be entitled to receive 21 days written notice of and to attend any General Meeting; only fully-paid individual Members are entitled to vote thereat, either in person or by proxy. A proxy must be a Member. Members intending to vote by proxy must lodge notice of their intention with the Secretary, in a form which the Management Committee shall from time to time determine, not less than seven days prior to the date of the meeting.

5.2 The Management Committee may call an Extraordinary General Meeting at any time on giving required notice and shall call such a meeting if requested to do so in writing by at least one-third of individual Members.

5.3 Any request must specify the purpose of the meeting and the business to be conducted and any notice must additionally specify the time, date and place of the meeting.

5.4 Notice shall be deemed sufficiently given if either it is delivered by hand or sent by prepaid post to the registered address of the Member. The

accidental omission to send to or the non-receipt of notice by one or more Members shall not invalidate proceedings of a meeting otherwise validly convened.

5.5 The quorum for conduct of business at a General Meeting of Members shall be twenty fully-paid individual Members or, if less, one-third of such Members eligible at the date of the notice of meeting. In the absence of a quorum within 30 minutes of the time appointed for the commencement of proceedings the meeting shall stand adjourned to such place, date and time as the Management Committee shall determine but not earlier than 21 days from nor later than one calendar month after the date of the meeting and at the adjourned meeting the Members present whatever their number shall constitute a quorum. The provisions of Article 4.3(e) shall not apply to any adjournment of the Annual General Meeting.

5.6 The Chairman of the Society shall be the chairman of any General Meeting; in the absence of the Chairman General Meetings shall be chaired by the Vice-chairman or by another Officer or in the absence of any Officer by such Member as is appointed by the Members.

5.7 Voting at General Meetings shall be on a show of hands or recorded in such manner as the Chairman of the Meeting shall direct. Each eligible Member shall have one vote. Save as provided in this Constitution, resolutions of a General Meeting shall be passed if a simple majority of those voting are in favour. In the event of a tie, the chairman of the meeting shall have an additional, casting vote.

## **6. Members and Finances**

6.1 No Member may represent him/herself as an agent of the Society without the express consent and authority of the Management Committee and any Member who acts in the absence of or exceeds any such authority may have his/her membership terminated and be personally liable for any debts incurred whilst so acting.

6.2 Members shall be required to pay subscriptions at such rates and for such periods as shall be determined by the Management Committee from time to time and agreed to by the Members in General Meeting.

6.3 All monies held or raised by the Society's activities shall after payment of approved expenses be applied in the furtherance of the aims of the Society.

6.4 No Member may receive payment either directly or indirectly for services to the Society or be reimbursed for other than legitimate and approved expenditure on behalf of the Society unless with the explicit written approval of the Management Committee such services are provided as part of the Member's normal business.

6.5 Subject to the approval of the Management Committee, non-members may be paid a fee and/or be reimbursed for expenses to assist the Society in any capacity.

6.6 In the event that the Members in General Meeting agree to dissolve the Society and after all liabilities of the Society have been settled, any balance of monies still held and any other assets (or the proceeds of sale thereof) shall be donated to such charities or like-minded organisations as the Members shall agree upon.

## **7 Amendments**

7.1 This Constitution can be amended only with the approval of a majority comprising two-thirds of eligible Members present in person or by proxy at a properly convened General Meeting.

7.2 Notice of any proposed amendment must be lodged in writing with the Secretary at least 14 days before the date of notice of the meeting being convened to consider the amendment.

**Approved by the Members in General Meeting on 5 January 1997**

**Sevenoaks  
SHAKESPEARE  
Society**

**RULES**

These Rules are issued by the Management Committee under Article 4.3(b) of the Constitution dated 5 January 1997 and are subject and subordinate to that Constitution at all times.

**1. The Management Committee shall meet:**

- as soon as is practicable after any General Meeting if it is necessary to appoint an Officer;
- to approve membership of or affiliation with any organisation relevant to the Society's aims;
- to consider any matters relating to membership, including applications, subscriptions, complaints and misconduct;
- to receive the Treasurer's report for the period since the previous meeting and in advance of presentation of annual accounts to the members in General Meeting;
- to receive and consider other routine reports and correspondence;
- to transact any other business relevant to the aims of the Society.

**2. Membership Subscriptions** shall be payable on acceptance into membership and annually thereafter on 1 April at the following rates:

- |  |                                 |      |           |
|--|---------------------------------|------|-----------|
| 1. Individual Performing Member                                  | - Adult                         | £12  | per annum |
|  | - Student                       | £5   | " "       |
| 2. Individual Life Member  | - 10 times annual subscription, |      |           |
|  | currently                       | £120 |           |
| 3. Affiliate Member  | - School                        | £12  | per annum |
|  | - Society                       | £20  | " "       |
| 4. Non-performing Senior Citizen Member<br>and other concessions | -                               | £5   | " "       |

Members joining on or after 1 October shall pay one-half of the relevant annual subscription for the remainder of their first year of membership.

3. Members are expected to conduct themselves in a manner considerate to others, not likely to discredit the Society and in accordance with the rules and fire regulations of any premises or establishment in which the Society performs, rehearses or otherwise attends; Members must not consume alcohol during rehearsals or performances and are expected to show restraint with respect to smoking.

4. Subscriptions due but unpaid for more than six weeks shall be cause for consideration of termination of Membership.

5. The Management Committee shall appoint one or more producers and/or directors for each production or engagement and, in consultation with producers/directors, such musical directors, choreographers, artists and technicians as it and the producers/directors jointly deem appropriate. The Management Committee may if it thinks fit appoint a Production Sub-committee or Sub-committees with such terms of reference and composition as it may from time to time determine. In the case of a Sub-committee appointed to oversee a single production, engagement or event, and unless the Management Committee shall determine otherwise, the chairman of the Sub-committee shall be the principal producer/director of the production in question.

6. Producers/Directors shall be obliged to consider first existing members of the Society when selecting casts and production teams, but, with the approval of the Management Committee, non-members may at the discretion of the producer/director be invited to audition for or participate in a production and producers/directors shall have power to make such additional temporary rules for

the production as they see fit, such approvals of the Management Committee not to be unreasonably withheld. Under Article 3.1 of the Constitution, any person selected to participate in a public performance or other event as determined by the Management Committee shall be required to join the Society if not already a member.

7. Sub-committees shall conduct themselves in accordance with Article 4.4 of the Constitution and with any other terms of reference laid down by the Management Committee and shall meet at such times and such places as the Management Committee shall require or in the absence of any such requirement as its members by common consent shall determine to be necessary and in the case of a Production Sub-committee also upon the reasonable request of the principal producer/director for the time being.

**APPROVED BY THE MEMBERS IN GENERAL MEETING on 5 January 1997.**

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