



TIPTREE AMATEUR DRAMATIC SOCIETY

CONSTITUTION

&

CODE OF CONDUCT

(As amended at Special General Meeting held on 16th March
2000)

TIPTREE AMATEUR DRAMATIC SOCIETY

CONSTITUTION

1 Name

The Society shall be called Tiptree Amateur Dramatic Society and is hereinafter referred to as "the Society".

2 Object

The Society is established for the purpose of giving performances of dramatic works, music, opera, ballet, films and any performance of a similar nature; fostering interest in dramatic and allied arts and generally doing any act or thing which can further the interests of the Society in establishing and maintaining an Amateur Theatre in the Parish of Tiptree in the County of Essex.

3 Application of Funds

(a) All monies whatsoever received by the Society shall be applied in carrying out the object of the Society in accordance with the Rules. The Society may not pay any dividend, neither may a member receive payment for his services either by way of monetary gift or bonus, out of the funds of the Society.

(b) In the event of a dissolution of the Society the funds of the Society shall be applied in discharge of the liabilities of the Society and any sum remaining after provision for contingent liabilities shall be paid to a Society with similar objects or for any other purpose as the Society may at a General Meeting decide or in default of a resolution of a General Meeting; as the Trustees for the time being shall with the advice of the Committee determine.

4 Membership

(a) Applications for membership shall be accompanied by a nomination by one member on the appropriate form and shall be submitted for approval to the Committee, but no

applicant shall become a member until he has paid the required instalment of subscription for the current financial year.

- (b) There shall be two grades of ordinary members:
 - 1) Adult Members (over 16 years of age)
 - 2) Junior members - (non-voting) - (over 11 years of age at application and under 16 years of age at the next annual subscription due date.)
- (c) The Junior membership of TADS shall not exceed the number that is covered by the groups insurance.
- (d) The Society members shall have the power to confer honorary life membership, as a distinction for meritorious work for the Society, on the recommendation of and subject to such conditions as the Committee may from time to time decide. Nomination of a person for such consideration may only be made by any member of the Society to the Secretary. If agreed by the Committee the appropriate type of membership may be conferred, by a majority vote of the Society Membership. Honorary Life Membership shall carry all the privileges of Ordinary Membership, including the right to vote at meetings and to serve on the Committee. Honorary Life Members shall not be required to pay an annual subscription and shall each be entitled to two free tickets for every production undertaken by the Society.
- (e) The Committee shall have the power to co-opt Temporary Members for the purpose of any single production, subject to the provisions of Insurance Cover, and the signing of a membership form. Such Temporary Members shall be subject to all Rules of the Society but shall not be entitled to vote.

5 Subscriptions

- (a) Every Ordinary Member of the Society shall pay an annual minimum subscription. The amount of the minimum subscription rates shall be as decided by the membership at the Annual General Meeting. The minimum subscription rates for Junior Members shall not be more than the minimum subscription rates for adult members.

- (b) Subscriptions shall be payable in advance and shall become due on the 31st day of January in each year. Members may elect to pay their subscriptions, in advance, in half-yearly instalments on the 31st day of January and July.
- (c) Any member whose subscription or instalment of subscription remains unpaid 28 days after the due date shall not be entitled to vote at the Society's meetings. Further, any member whose subscription or instalment of subscription remains unpaid on 30th April or 31st October in each year shall be excluded from all privileges and proceedings of the Society until payment from the due date is made.

6 Privileges of Membership

- (a) Subject to the provisions of Rules 4(b) & 5(c), every member is entitled to one vote on any proposal put to the membership at a meeting of the Society.
- (b) Every member may participate in any aspect of the Society's activities in co-operation with the member with prime responsibility for that activity as delegated by the Committee.
- (c) Every member who wishes to take an acting part in a Society production will be considered in this capacity during the forthcoming season provided that this is within the capability of the programme.
- (d) Every member desirous of producing a Society Production or Promotion may be considered in this capacity by submitting details of each script he proposes for production at the invitation of the Committee.
- (e) Every member is entitled to access to and usage of any Society property, subject to the agreement of the member responsible for the property, as delegated by the Committee. The member is responsible for the property whilst in his possession and for its immediate return if requested by a Committee Member.
- (f) Every member is expected to actively assist and support any activity or promotion as requested by the Committee.

- (g) Every member is expected to respect the Code of Conduct prepared by the Society for observation during presentation of promotions to an audience.

7 Determination of Membership

- (a) Any member may resign at any time by giving notice in writing to the Committee through the Secretary. No money shall be refunded in respect of subscriptions paid.
- (b) The Committee shall have the power to suspend or determine the membership of any member not complying with the rules of the Society or who does anything detrimental to the interest of the Society provided always that such member shall be forthwith advised in writing by the Secretary of such determination or suspension and such member may within twenty-eight days from receipt of such notice apply to the Committee in writing through the Secretary to be heard at the next General Meeting of the Society. In this event the membership shall have the right to decide the most appropriate course of action after the member and the Committee have addressed the meeting. Any vote on the issue must be conducted by a secret ballot of the members present. The membership shall elect two tellers for this specific purpose, neither of whom shall be an Officer or Member of the Committee. The result of the ballot shall be entered in the minutes of the meeting.

8 Meetings

- (a) The Annual General Meeting shall be held not later than 30th June each year at such time and place as may be determined by the Committee. Written notice of the meeting will given to all members twenty-eight days before the meeting. The notice will include:
 - 1) Agenda
 - 2) Nomination Form for Officers
- (b) An Ordinary General Meeting may be convened for the purpose of conducting the ordinary business of the Society from time to time as the Committee shall think desirable. At least seven days notice of an Ordinary General Meeting shall be given to every member at their last known address.

- (c) A Special General Meeting shall be convened whenever the Committee think expedient for the purpose of approving any Resolution which by these Rules is required to be approved by Special Resolution or otherwise upon receipt by the Secretary of a written request signed by not less than a quarter of the members of the Society. Written notice of the meeting will be given to all members twenty-eight days before the meeting. The notice will include an agenda.
- (d) A Special Resolution is a resolution of which due written notice has been given and which is proposed at a meeting convened as a Special General Meeting and shall be decided by a majority of not less than three quarters of the members present and entitled to vote. All other resolutions shall be Ordinary Resolutions and shall be decided by a simple majority of the members present and entitled to vote.
- (e) At all General Meetings, if the Chairman and Vice Chairman be not present, a member shall be chosen as deputy-chairman to preside before the meeting and shall proceed with any business. One quarter of the adult membership shall form a quorum, and minutes of the meeting shall be recorded.
- (f) Every eligible member present shall have one vote, and if the votes are equal the then Presiding Officer shall have an additional or casting vote. No members in arrears with subscriptions shall be entitled to vote.
- (g) A properly constituted Annual, Ordinary or Special General Meeting, **with a quorum**, may pass any resolution **without prior notice**. Any resolution enacted in this manner should be notified to members in writing at least seven days before the subsequent GM. This subsequent General Meeting should be asked to ratify the earlier decision. The earlier decision should, however, be:-
 - a) acted upon in the period between the two meetings.
 - b) permanent unless the subsequent ratification meeting can muster a quorum where the majority of valid voting members present (or represented) are against ratification.Resolutions that have been notified, in writing, 28 days prior to the General Meeting do not need to be ratified, providing that they are passed by three quarters of the members present and entitled to vote.
- (h) A properly constituted Annual, Ordinary or Special General Meeting may pass any resolution that has been notified in

writing, at least 28 days before the meeting, to members – whether the General Meeting achieves a quorum or not. Any resolution enacted, without a quorum or without a three quarters majority, should be notified to members in writing at least 7 days before the subsequent GM. This subsequent General Meeting should be asked to ratify the earlier decision. The earlier decision should, however, be:-

- a) acted upon in the period between the two meetings.
- b) permanent unless the subsequent ratification meeting can muster a quorum where the majority of valid voting members present (or represented) are against ratification.

9 Officers

- (a) i. The Society shall have the following Officers who shall form the Committee:

Three Trustees, one Chairman, one Vice-Chairman, one Committee Member, one Treasurer, one Secretary, one Committee Member representing Junior members, to be nominated by junior members. The junior representative should be a full TADS Member, i.e. paid up and over 18 years of age.

This committee member should have all the rights and duties of a full committee member.

- ii. When the monetary assets of the Society are less than £2,000 the Chairman, Vice-Chairman and Committee Member shall be deemed to be the Trustees. When the monetary assets exceed £2,000 Trustees shall be appointed by the members, and all monies in excess of £1,000 shall be made over to the appointed Trustees to be applied as directed by the Committee. Monies in excess of £1,000 shall be made over to the appointed Trustees on each subsequent occasion when the Society's immediate monetary assets exceed £2,000.

- (b) All members of the Committee shall be over 18 years of age. The same person shall not be Secretary or Treasurer and a Trustee of the Society.
- (c) Elected Trustees shall hold office during the pleasure of the Society. All other Officers shall continue in office until the next Annual General Meeting, the said other Officers shall be elected by a majority of the members present and entitled to vote, or on

failure of such an election those last appointed shall continue in office.

- (d) The election of Officers shall be conducted as follows:

A Nomination Form will be supplied to each member entitled to vote with written notice of the Annual General Meeting. Each member may nominate one member of his choice in respect of each of the five offices.

The Nomination Form duly signed shall be returned to the Secretary to arrive not less than fourteen days before the Annual General Meeting.

Receipt by the Secretary of two Nomination Forms bearing the name of a member for a particular office will constitute a Proposer and Seconder. Voting papers with a list of nominations so determined shall be prepared by the Secretary and distributed at the meeting. The result of each election shall be declared forthwith by the Chairman at the meeting.

Two signed Nomination Forms in respect of each name that appears on the Voting Papers shall be retained by the Treasurer until the member so elected is re-elected or replaced at a subsequent election. The number of votes in respect of each name on the Voting Papers shall be entered in the Minutes of the Meeting.

- (e) Any Officer may be removed by a resolution passed at a Special General Meeting or suspended from office at any time by the Committee.
- (f) In the event that any Officer (other than an appointed Trustee within the provision of paragraph (a)ii of this Rule) shall die, resign, be removed or suspended or become unfit or incapable to act, the Committee may at any time appoint a person to act during the period of such suspension or fill the vacancy until the next Annual General Meeting, unless the vacancy is previously filled at a Special General Meeting. When the elected Officers are by rules deemed also to be Trustees, a person appointed by the Committee to fill a vacancy shall not be deemed to be a Trustee. When the vacancy occurring is the Chairman, the Vice-Chairman shall become the Chairman before the Committee or Special General Meeting appoint or elect a new Officer and he shall remain the Chairman until the Annual General Meeting.

10 Trustees

- (a) All deeds, documents of title and securities for money shall be held by the Trustees, who shall take such measure for the safe custody and preservation thereof at the expense of the Society as they may think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditor when required by him, and whenever else required by a resolution of a General Meeting or of the Committee.
- (b) The Trustees shall be the persons to sue and to be sued on behalf of the Society.
- (c) The Trustees, with the consent of the Committee, may for the purpose of carrying out the objects of the Society, borrow money on the security of the Society's assets or otherwise.
- (d) Should any Trustee, on being removed from his office, refuse or neglect to assign or transfer any property of the Society as a General Meeting may direct, such Trustee shall (if he be a member) be expelled, and cease to have any claim on the Society without prejudice to any liability to prosecution.

11 Treasurer

The Treasurer shall take charge of the funds of the Society which are not invested and pay all demands when authorised to do so by the Committee for the time being. He shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit, and whenever required by resolution of the Society or of the Committee or by the Trustees. He shall prepare an Annual Return of the finances of the Society in such form as shall be approved by the Committee to present to the Annual General meeting. Provided that it is practicable to do so, copies of the Annual Financial Return will be made available to members at the Annual General Meeting. He shall give up all books, documents, monies and property of the Society in his possession when required to do so by resolution of the Society, or of the Committee or by the Trustees.

12 The Secretary

The Secretary shall attend all meetings of the Society and of the Committee unless prevented by illness or other reasonable cause; he shall record correctly the names of the Officers, Members of the Committee and Trustees and any co-opted members there present and the minutes of the proceedings which he shall transcribe into a book to be authenticated by the signature of the Chairman as the proceedings of the meeting; he shall receive proposals for admission to the Society; he shall forthwith hand over all monies received by him, to the Treasurer. He shall give due notice in accordance with the Rules, to all concerned, of all meetings. The Secretary shall dispatch all Affiliation Fees, Adjudication Fees, Insurance Fees and all similar routine outgoings as they fall due, and shall obtain all licences necessary for the promotion of each Society Production. He shall also dispatch complimentary tickets to those entitled to receive them. The Secretary shall on all occasions, in the execution of his office, act under the superintendance, control, instruction and direction of the Committee.

13 Other Officers

The Annual General Meeting or an Ordinary General Meeting called for the purpose may elect a President and also an unlimited number of persons to be Honorary Vice-Presidents, all of whom shall hold office for one year, but who shall not be entitled to attend meetings of the Committee, or record any vote.

14 Duties and Powers of the Committee

(a) The Committee shall meet on such days and at such hours as shall be agreed from time to time but not less often than once in every Calendar month. (Meetings in months of July and August are discretionary.) If the Chairman be not present, the Vice-Chairman shall conduct the Meeting and proceed with the business. Any four other than the elected Trustees shall form a quorum and shall have full power to superintend and conduct the business of the Society, according to the Rules thereof, and shall in all things act for and in the name of the Society. Every question shall be decided by a majority of votes, and if the votes are equal the Chairman of the Meeting shall have a second or casting vote. Any two members of the Committee may call a Special Meeting thereof, by giving notice in writing to the Secretary. The Committee may appoint sub-committees or members for any purpose which they may think fit, and all sub-committees shall be constituted in such a manner and with such additional powers and duties as the Committee may from time to time determine.

- (b) The Chairman of the Society shall be the Chairman of the Committee, and in the event of matters arising not provided for in these Rules, the Committee shall have power to deal with them.
- (c) Committee members, other than elected Trustees, shall attend all Committee meetings unless prevented by illness or other reasonable cause. Committee members other than elected Trustees who fail to attend three meetings called within a period of more than nine weeks without adequate explanation, shall be deemed to have resigned from the Committee; the Committee shall forthwith appoint a member to fill the vacancy until the next Annual General Meeting. A Committee member may notify the Secretary in writing of any expected absence, the Committee may then appoint a member to serve until the absent member notifies the Secretary in writing of his return.
- (d) Play and Producer to be decided by the Society in the manner considered by the Committee to be the most appropriate at the time.

15 Accounts

- (a) The Committee shall cause the accounts to be kept regularly by the Treasurer.
- (b) All authorised expenses incurred by members on behalf of the Society shall be met by the Treasurer on submission of an itemised list with individual costs. All claims or notifications of claims must be submitted within seven days of the termination of the relevant production or they cannot be accepted by the Treasurer.
- (c) All payments of money to the Society from any source will be acknowledged by the Treasurer or Secretary with a signed duplicated receipt. It is the responsibility of the paying in member to ensure he obtains this receipt and that it indicates the reason for the payment.

16 Inspection of Books

The Committee shall cause the books to be available for inspection of any member having reasonable cause for such inspection at all reasonable hours, at the place where the books are kept, and it shall be the duty of the Treasurer and/or Secretary to produce them when directed by the Committee.

17 Audit

- (a) The Committee shall once at least in every year submit the accounts for audit to either an independent auditor or two members of the Society who shall be appointed for the purpose at a General Meeting.
- (b) The Auditors shall have access to all books and accounts of the Society, shall examine the Annual Return and shall verify it with the accounts, vouchers, deeds, documents of title and securities, and shall either sign it as found to be correct, duly vouched and in accordance with law, or specially report to the Society in what respects it is found to be incorrect, unvouched or not in accordance with law.
- (c) The Committee shall lay before the Annual General Meeting an Account and Balance Sheet containing the same particulars as are shown in the Annual Return.

18 Disputes

- (a) If any disputes shall arise between a member or person claiming through a member or under the Rules, or any person aggrieved who has ceased to be a member, or any person claiming through such person aggrieved and the Society, or any Officer of the Society, it shall be decided by reference to arbitration in accordance with the provisions of the Arbitration Act 1950, or any subsequent modification or re-enactment thereof then in force.
- (b) In this Rule the expression "dispute" includes any dispute arising on the question whether a member or person aggrieved is entitled to be or continue to be a member or to be reinstated as a member, but save as aforesaid, in the case of a person who has ceased to be a member, does not include any dispute other than a dispute on a question between him and the Society or an Officer thereof which arose whilst he was a member or arises out of his previous relation as a member of the Society.

19 Voluntary Dissolution

The Society may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution.

20 Notices

All summonses and notices shall be deemed to have been duly served if delivered at or sent by post addressed to the last known address of the member or person for whom they are intended.

21 Amendment of Rules

- (a) No new rules shall be made, nor shall any of the rules herein contained or hereafter made be amended or rescinded except by a Special Resolution approved at a Special General Meeting of which due written notice has been given specifying the intention to propose such new rule or amendment or rescindment.
- (b) Copies of any new rule or amendment or rescindment shall be prepared by the Secretary and supplied to each member, and shall be included in copies of the Constitution subsequently supplied to members.

22 Interpretation

In these Rules, unless the contrary intention appears;

- (a) Words in the singular shall include the plural and words in the plural shall include the singular.
- (b) Words denoting the masculine gender only shall be deemed to include the feminine and vice versa.
- (c) In these Rules where the context so admits the expressions "General Meeting" and "Meeting" shall include a meeting convened as an Annual General Meeting, an Ordinary General Meeting or a Special General Meeting.
- (d) In these Rules where the context so admits the expressions "production" and "promotion" shall mean any of the activities referred to in Rule 2.
- (e) In these Rules the expressions "producer" and "director" shall be synonymous.

CODE OF CONDUCT

During Public Performances

- 1 (a) Members of the cast and stage crew should not enter the auditorium without prior permission from the Stage Manager and/or the House Manager.
- (b) Members on stage shall not look through the curtains.
- (c) Members should not take photographs, or cause photographs to be taken.
- (d) Members should not allow children for whom they are responsible to enter the backstage or dressing area.
- (e) Members should keep clear of the stage and stage access except when required by their duties as stage crew or performers.
- (f) Talking in the dressing area shall be kept to a minimum and cease whilst the stage access door is open.
- (g) Cast and stage crew shall work under the direction and instruction of the Stage Manager.
- (h) Front of House assistants shall work under the direction and instruction of the House Manager.
- (i) Members shall not smoke in the auditorium, dressing room or back stage areas (except as may be required by the script).

During Rehearsals

- 2 (a) Cast and stage crew will attend promptly at rehearsals when required to do so by the Producer and pay any rehearsal levy agreed by the Society.

- (b) Cast and stage crew will notify Producer in advance of any unavoidable absence from a rehearsal at which their presence is required.
- (c) Members shall pay the Society for their scripts and replace scripts which are lost if necessary.
- (d) Members shall provide their own wardrobe where possible in accordance with the requirements of the Producer and Wardrobe Mistress. Where special or extensive costume is required by the Producer, assistance will be given by the Society, when agreed by the Committee.
- (e) All members attending rehearsals shall be under the control and direction of the Producer.

General

- 3 (a) Members may attend rehearsals for the purpose of watching the rehearsals.
- (b) Discussions held by members during rehearsals must be held in a room other than the rehearsal area.
- (c) Members and their relatives who are not actively engaged in any aspect of a public performance will be expected to pay the normal entrance fee.
- (d) The Committee shall decide the most appropriate manner of allocating and selling tickets. Tickets reserved or obtained will be regarded as sold and non-returnable. Each member shall be liable for the value of the tickets he has reserved, received or obtained.
- (e) Members attending meetings are asked to arrive promptly, particularly if they intend to vote at that meeting.

- (f) During rehearsals at the performance venue, smoking will be permitted only in the main auditorium (except as may be required by the script).