



RULES AND CONSTITUTION OF THE WADHURST DRAMATIC CLUB

For Formal Approval February 2020

1. NAME

- 1.1. The name of the Club shall be the **WADHURST DRAMATIC CLUB** (also known as “WDC” or the “Club”)

2. INCORPORATIONS

- 2.1. The Club incorporates the Wadhurst Youth Theatre (also known as WYTKIDZ). The rules and constitution for the WDC should be read in conjunction with the WYTKIDZ’s own constitution.

3. AIMS AND OBJECTIVES

- 3.1. The Club’s Objectives shall be the study and performance of any kind of theatrical work and other social activities, including the raising of funds, to (i) further aims and objectives of the Club, and (ii) support charitable organisations with similar aims and objectives.

4. ADMINISTRATION

- 4.1. Subject to the matters set out below, the Club and its assets shall be administered and managed in accordance with this constitution by the Members of the Executive Committee, see Section 6.

5. MEMBERSHIP AND OFFICERS

- 5.1. There shall be three main classes of membership:
- **Members** who may take part in all theatrical activities of the Club, vote at Annual General Meetings and serve on the Executive Committee;
 - **Associates** who may not take an acting role but may take part in other activities of the Club and have voting rights;
 - **Youth and Junior Members** who are less than 18 years of age. Only Youth Members aged 16 years or over shall have the same voting rights as full Members.
- 5.2. The Honorary Officers of the Club shall be:
- Chairperson (also known as the ‘Chair’);
 - Treasurer;
 - Business Secretary.
- 5.3. In exceptional circumstances, the Executive Committee may appoint a President or Life President.

6. EXECUTIVE COMMITTEE

Membership of the Committee

- 6.1. The day-to-day management of the Club shall be vested in an Executive Committee which shall comprise:
- (i) Three Honorary Officers (namely the Chair, Treasury and Secretary) - mandatory
 - (ii) President – non-mandatory
 - (iii) Up to twelve members each of whom will fulfil one or more of the following leadership/co-ordinator roles on behalf of the Club:
 - *Bar/Refreshments*
 - *Marketing/Publicity*
 - *Sound*
 - *Front of House*
 - *Properties*
 - *Stage Management*
 - *Scenery*
 - *Wardrobe/Costumes*
 - *Social Secretary*

- *Hair and Makeup*
- *Lighting*

(iv) Plus, a nominated WYTKIDZ Co-ordinator.

6.2. The Executive Committee will meet at least 5 times per year, including the Annual General Meeting.

Co-opted Members/Associates

6.3. The Executive Committee may co-opt members/associates when this is deemed necessary or appropriate by the Executive. No one may be appointed as a co-opted member/associate if, as a result, more than one third of the members of the Executive Committee would be co-opted members.

Election of Officers and Members

6.4. All Honorary Officers and Members of the Executive Committee shall be elected each year at the Club's Annual General Meeting (AGM). No person under the age of 18 shall be appointed as a member of the Executive Committee.

6.5. All existing Officers and Members of the Executive Committee shall retire at the end of their year of office but shall be eligible for re-election for a period of three years after their first election to the Committee. In exceptional circumstances, the three-year term may be extended by a further two years, if no replacement is found. The retiring Chair shall not take up a position on the Executive Committee for a period of three years after their retirement.

6.6. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.

Responsibilities and Duties of the Executive Committee

6.7. The Executive Committee shall:

- (i) Undertake the general management of the Club;
- (ii) Be authorised, in furtherance of the aims and objectives of the Club, to:
 - Acquire and dispose of property and assets;
 - Borrow such sums as shall from time to time be required by the Club;
 - Charge the property and assets of the Club as security for any sum borrowed;
 - Loan property, costumes and equipment to third parties, in accordance with the Club's Rental Policy and Agreement;
 - Support any charitable trusts, associations or institutions formed to support all or some of the Club's own Objectives.
- (iii) From time to time, consider annual membership subscriptions and, if required, and determine the level of fees to be paid.
- (iv) Create any class of member deemed necessary and determine what benefits or rights such members may have, and lay down procedures for the introduction of prospective new members to the Club. The exercise of any such powers by the Executive Committee shall be subject to ratification by the next Annual General Meeting (AGM) of the Club;
- (v) Fill casual vacancies in their number by electing eligible members but any persons so elected shall retire at the end of the current term of the Executive Committee;
- (vi) Co-op members when necessary to form sub-committees with such powers as the Executive Committee considers appropriate and necessary;
- (vii) Appoint such officials as the Executive Committee considers necessary;
- (viii) Expel from the Club any member whose conduct, behaviour or language is considered detrimental to the best interests of the Club, provided always that as least two-thirds of those

present at a meeting of the Executive Committee (called for the purpose of considering such a matter) shall vote in favour of the expulsion;

- (ix) Do all such lawful things as are necessary for the achievement of the Objectives.

Executive Decisions and Quorum Requirements

- 6.8. The Executive Committee shall be quorate if at least six members are present, two of whom must be Honorary Officers of the Club.
- 6.9. If necessary, decisions at meetings of the Executive Committee shall be reached by a majority vote. Every resolution shall be decided by a majority vote by those present and entitled to vote on the question (see Section 8 Pecuniary Interests). In the case of a tie, the Chair shall have a second and casting vote.
- 6.10. 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 of a member.
- 6.11. An individual shall be entitled to act as a member of the Executive Committee (whether on a first or any subsequent entry into office) only after signing a declaration of acceptance and willingness to act for the Club and the appointment is formally recorded in the Minutes of the Executive Committee.

Determination of Membership of the Executive Committee

- 6.12. A member of the Executive Committee shall cease to hold office if they
- (i) give to notice to the Executive Committee that they wish to resign, or
 - (ii) become incapable of fulfilling their role by reason of illness and/or injury, or
 - (iii) are absent without prior permission from 70% of meetings of the Executive Committee over a period of one year and the Executive Committee resolve that their position be vacated.

7. FINANCIAL CONTROL AND MANAGEMENT

- 7.1. All financial transactions of the Club shall be formally recorded in a proper set of accounts and open to inspection by members at the Annual General Meeting (AGM).
- 7.2. Two or more bank accounts shall be opened in the name of "Wadhurst Dramatic Club" and operated only by such officials as the Executive Committee shall direct. These accounts will include, but not limited to, a 'Current Account' and a 'Business Reserve Account'.
- 7.3. No member of the Club shall order any goods or services in the name of the Club, or enter into any contract on behalf of the Club, without the authority of the Executive Committee.
- 7.4. All cheques drawn on the Club's bank account(s) must be signed by two authorised signatories who are also members of the Executive Committee.
- 7.5. The Club's funds (including any contributions and bequests) shall be applied in the furtherance of its stated Objectives. Specific donations may be given to charitable organisations as approved by the Executive Committee.
- 7.6. No payment shall be made to any member except for:
- the services actually rendered, or
 - items purchased on behalf of the Club, or
 - reasonable and proper out of pocket expenses as approved by the Executive Committee.
- 7.7. The accounts of the Club shall be made up to 31st December each year and such accounts shall be audited by a professional, qualified accountant, appointed annually. The person auditing the accounts shall not be a member of the Executive Committee. A summary of the accounts in the form of an Income and Expenditure (IE) Account shall be produced for the preceding financial year and presented to the Annual General Meeting.

8. PECUNIARY INTERESTS

- 8.1. Any member of the Executive Committee with a pecuniary/financial interest in a particular decision (either by direct involvement or through a friend/relative) shall declare that interest and shall not normally take part in the Committee's decision-taking process.
- 8.2. Anyone with a pecuniary interest in a potential contract/agreement shall not take part in drawing up the specification and/or tender document. If participation is unavoidable, the matter will be discussed and formally recorded in the Minutes of the meeting at which the decision is taken.

9. ANNUAL GENERAL MEETING (AGM)

- 9.1. One ordinary general meeting of the Club shall be called the Annual General Meeting and shall be held not later than 1st March each year.
- 9.2. All members and associates shall be notified of the AGM by the Club's Secretary by email. The meeting will also be publicised using other media (eg the Club's website, Facebook page, Twitter and on notice boards). Notices convening the AGM shall be issued at least 14 clear days in advance of the meeting and state the business to be transacted at the meeting.
- 9.3. The following agenda for the AGM shall include, but not limited to:
 - Report from the Chair - Setting out the Club's activities over the last year
 - Treasure's Report - Consideration and Approval of the Club's Annual Accounts
 - Election of the Officers of the Club (Chair, Treasurer and Secretary)
 - Election of Members of the Executive Committee
 - Election of an Auditor
 - Any other relevant business.
- 9.4. Nominations for election to the Executive Committee must be made by members of the Club in writing/email and must be received by the Club's Secretary at least 7 days before the AGM. The person nominated must confirm in writing a willingness to stand for election. Should nominees exceed the number of vacancies, election shall be by ballot.
- 9.5. The AGM will be quorate when there are at least fifteen voting members in attendance.
- 9.6. If 30 minutes after the stated time of the meeting, there are insufficient members present to form a quorum, the meeting shall be adjourned to later date. The adjourned meeting shall take place within 45 days of the original date, or as soon as is practicable. If, at the adjourned meeting, there are still insufficient members present to be quorate, the meeting will proceed after a delay of 30 minutes.

10. EXTRAORDINARY GENERAL MEETING (EGM)

- 10.1. An Extraordinary General Meeting of the Club shall be convened by the Secretary under the one or more of the following circumstances:
 - when the Executive Committee considers it to be necessary;
 - when the Executive Committee propose amending the Club's Rules and Constitution;
 - the Secretary receives a formal requisition signed by five or more voting members of the Club.
- 10.2. Seven clear days' notice of an EGM shall be given in writing to all members of the Club. An EGM will be quorate when there are at least fifteen voting members in attendance.

11. ALTERATION OF THE CLUB'S RULES AND CONSTITUTION

- 11.1. Alterations, additions and deletions to the Club's written Rules and Constitution may only be made following agreement by two-thirds of the members/associates present at the Annual General Meeting, notice of which shall have been duly given, specifying the intention of amending or otherwise changing the Rules and Constitution.

12. MINUTES OF MEETINGS

- 12.1. The Secretary (or a nominated deputy) shall record in the Minutes of meetings of the Executive Committee, AGM and EGM, all proceedings, resolutions, decisions and actions taken.

13. DISSOLUTION OF THE CLUB

- 13.1. The Club shall not be dissolved except by a formal resolution at an Extraordinary General Meeting convened for that purpose. If the Executive Committee decides that it is necessary or advisable to dissolve the Club, it shall call an Extraordinary General Meeting of all members and associates, of which not less than 21 days' notice shall be given.
- 13.2. If the proposal is supported by two-thirds of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Club. After meeting all proper debts and liabilities, any remaining assets shall be given or transferred to other institutions or charitable organisations with similar Objectives to those of the Wadhurst Dramatic Club as determined by the Club's members and associates.

14. COMMUNICATIONS

- 14.1. All mailing lists held by WDC shall be maintained in accordance with the latest general data protection regulations. Any personal information collected and stored by WDC shall only be used for the purposes for which it was collected and shall not be disclosed or shared with any other third-party individual or organisation. Individuals may unsubscribe from the WDC mailing list at any time and all their personal information will be permanently deleted.

15. THEATRE PRODUCTIONS

- 15.1. Membership of the Club does not necessarily entitle members to a part in any of the Club's productions.
- 15.2. Any individual taking part in a production who is absent from rehearsals on three separate occasions, without any prior notice of absence, will be considered to have withdrawn from the production unless the Executive Committee and the production's Director(s) consider the explanation to be reasonable and justifiable. All parts in a production shall be considered to be provisional until after the third rehearsal.
- 15.3. Any individual who has commenced rehearsals for a given production but has reason to believe that they may not be able to take part in actual performance(s) shall give the earliest possible notice to the production's Director(s).
- 15.4. Members, and any guests proposed by them, may attend rehearsals at the discretion of the Director(s). No one other than the production crew shall be permitted backstage during a performance except at the discretion of the Stage Manager.
- 15.5. The Executive Committee reserve the right to (i) refuse any person admission to a performance, or (ii) ask them to leave during a performance.

16. GENERAL INFORMATION

- 16.1. The Club's Rules and Constitution, once approved, will be published on the Club's Official website. Version control and approvals will be managed by the Club Secretary.

END

/ Document History overleaf

DOCUMENT HISTORY AND APPROVAL			
Version/Status	Approved by	Summary of Main Changes	Date
0.1 Initial Draft	Honorary Officers	Clarifications and additions: <ul style="list-style-type: none"> • <i>Changes to membership classes;</i> • <i>Changes to Executive Committee structure & responsibilities;</i> • <i>Addition of set periods of office;</i> • <i>Addition of sections on pecuniary interest, communications.</i> 	26 November 2019
0.2 Second Draft	Executive Committee	Following meeting with Wadhurst Institute CIO, amend "charities" to "charitable organisations" throughout.	27 November 2019
1.0 Final	Annual General Meeting		