

CONSTITUTION
of
STROMNESS DRAMA CLUB

(adopted on 31st May 2001: clause 55 amended 9th March 2002)

Name

1. The name of the association is “STROMNESS DRAMA CLUB”; hereafter referred to as “the club”.

Objects

2. The objects of the club are:
 - a) To advance the education of the public in the arts and in particular the art of drama and in furtherance thereof;
 - b) To enable the rehearsal and performance of drama and other performing arts so as to assist in the development of the community;
 - c) To aid and encourage young people to develop as fully participating members of, and so enhance the quality of life within, their community,
 - d) To provide or assist in the provision of theatre, workshops and other facilities for the benefit of the community of Stromness and its environs.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the club shall have the following powers:-
 - a) To provide opportunities for training and education in aspects of performing arts;
 - b) To provide a forum for persons to practise the performing arts;
 - c) To carry on any other activities which further any of the club’s objects;
 - d) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the club’s activities;
 - e) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the club;
 - f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the club;
 - g) To borrow money, and to give security in support of any such borrowings by the club;
 - h) To employ such staff as are considered appropriate for the proper conduct of the club’s activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
 - i) To engage such consultants and advisers as are considered appropriate from time to time;
 - j) To effect insurance of all kinds (which may include officers’ liability insurance);
 - k) To invest any funds which are not immediately required for the club’s activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
 - l) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the club’s objects;
 - m) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the club’s objects;

- n) To form any charitable company with similar objects to those of the club, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the club's assets and undertaking;
- o) To take such steps as may be deemed appropriate for the purpose of raising funds for the club's activities;
- p) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- q) To do anything which may be incidental or conducive to the furtherance of any of the club's objects.

General structure

4. The structure of the club shall consist of:-
 - a) The MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself;
 - b) JUNIOR MEMBERS - under the age of sixteen (16) who have no voting rights at general meetings;
 - c) The MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the club; in particular, the management committee is responsible for monitoring the financial position of the club.

Membership

5. Membership shall be open to all who wish to further the aims and objectives of the club.
6. An employee of the club shall not be eligible for membership; a person who becomes an employee of the club after admission to membership shall automatically cease to be a member.
7. Any person who becomes a member shall have their name entered on the membership roll.
8. The management committee may, at its discretion, refuse to admit any person to membership.
9. The subscription to be paid by each class of membership shall be determined by the management committee.

Register of members

10. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Expulsion from membership

11. The management committee may declare that a person who fails to pay the appropriate membership fee for three years has ceased to be a member.
12. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
 - a) at least twenty-one (21) days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

13. The management committee shall convene an annual general meeting in each year, and not more than fifteen (15) months shall elapse between one annual general meeting and the next.
14. The business of each annual general meeting shall include:-

- a) a report by the convenor on the activities of the club;
 - b) consideration of the annual accounts of the club;
 - c) the election/re-election of members of the management committee, as referred to in clause 28.
15. The management committee may, or the secretary at the written request of any ten (10) members shall, convene a special general meeting at any time.

Notice of general meetings

16. At least ten (10) clear days' notice must be given by whatever media the management committee deems appropriate of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
17. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

Procedure at general meetings

18. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be six (6) members, present in person.
19. If a quorum is present at the start of any meeting that meeting shall be deemed to remain quorate notwithstanding the departure of any members causing the number present to be less than six. Those members remaining shall be competent to deal with any item that was on the agenda at the start of that meeting, but no new business shall be introduced.
20. The convenor of the club shall (if present and willing to act) preside as convenor of each general meeting; if the convenor is not present and willing to preside within fifteen (15) minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as convenor of that meeting.
21. The convenor of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the convenor may determine.
22. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
23. If there is an equal number of votes for and against any resolution, the convenor of the meeting shall be entitled to a casting vote.
24. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the convenor (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
25. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the convenor may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of management committee members

26. The maximum number of members of the management committee shall be ten (10), including the four officers appointed under clause 33 and one Junior Member co-opted as a representative of that class of membership.

Eligibility

27. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the club.

Election, retiral, re-election

28. At each annual general meeting, the members may (subject to clause 26) elect any member to be a member of the management committee.
29. The management committee may at any time co-opt any member to assist the management committee.
30. At each annual general meeting, all of the members of the management committee, except the four officers, shall retire from office - but shall then be eligible for re-election.

Termination of office

31. A member of the management committee shall automatically vacate office if:-
 - a) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity ;
 - b) he/she ceases to be a member of the club;
 - c) he/she becomes an employee of the club;
 - d) he/she resigns office by notice to the club;
 - e) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

32. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Officers

33. The members shall elect from among themselves a convenor, vice-convenor, a treasurer and a secretary, and such other officers (if any) as they consider appropriate.
34. These officers shall be elected at the annual general meeting. Each officer shall normally serve for a period of three years. Normally the treasurer, secretary and convenor shall retire in consecutive years. Normally the vice-convenor shall succeed to the position of convenor and a new vice-convenor elected. These officers shall be members of the management committee.
35. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the club or if he/she resigns from that office by written notice to that effect.

Powers of management committee

36. Except as otherwise provided in this constitution, the club and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the club.
37. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.
38. If a quorum is present at the start of any meeting of the management committee that meeting shall be deemed to remain quorate notwithstanding the departure of any members causing the number present to be

less than four. Those members remaining shall be competent to deal with any item that was on the agenda at the start of that meeting, but no new business shall be introduced.

Personal interests

39. A member of the management committee who has a personal interest in any transaction or other arrangement which the club is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 50) from voting on the question of whether or not the club should enter into that arrangement.
40. For the purposes of clause 39, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
41. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the club should enter into the relevant arrangement - a member of the management committee will not be debarred from entering into an arrangement with the club in which he/she has a personal interest (or is deemed to have a personal interest under clause 40) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
42. No member of the management committee may serve as an employee (full time or part time) of the club, and no member of the management committee may be given any remuneration by the club for carrying out his/her duties as a member of the management committee.
43. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

44. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
45. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the convenor of the meeting shall have a casting vote.
46. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be four (4), to include at least two officers.
47. If a quorum is present at the start of any meeting of the management committee that meeting shall be deemed to remain quorate notwithstanding the departure of any members causing the number present to be less than four. Those members remaining shall be competent to deal with any item that was on the agenda at the start of that meeting, but no new business shall be introduced.
48. Unless he/she is unwilling to do so, the convenor of the club shall preside as convenor at every management committee meeting at which he/she is present; if the convenor is unwilling to preside, or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as convenor of the meeting.
49. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
50. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or

may conflict) with the interests of the club; he/she must withdraw from the meeting while an item of that nature is being voted upon.

51. For the purposes of clause 50, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Delegation to sub-committees

52. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the convenor of the club (or the holder of any other post) such of their powers as they may consider appropriate.
53. Any delegation of powers under clause 52 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
54. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

55. The signatures of two out of four signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the club; at least one out of the two signatures must be the signature of a member of the management committee.
56. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the convenor, treasurer and secretary of the club (and their successors in office) or in name of a nominee company holding such property in trust for the club; any person or body in whose name the club's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

57. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the convenor of the meeting.

Accounting records and annual accounts

58. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
59. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a suitable person.

Notices

60. Any notice which is required to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the club. Except that notice of a management committee meeting or an annual or other general meeting shall be given by whatever media the management committee deems appropriate, bearing in mind the reason for calling the meeting.

Dissolution

61. If the management committee determines that it is necessary or appropriate that the club be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
62. If a proposal by the management committee to dissolve the club is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 61, the management committee shall have power to dispose of any assets held by or on behalf of the club - and any assets remaining after satisfaction of the debts and liabilities of the club shall be transferred to some other charitable body or bodies having objects similar to those of the club; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the club at, or prior to, the time of dissolution.
63. For the avoidance of doubt, no part of the income or property of the club shall (otherwise than in pursuance of the club's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the club's existence or on dissolution.

Alterations to the constitution

64. Subject to clause 65, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 16, 17 and 60.
65. No amendment to clauses 3, 42, 62 or 63 of the constitution may be made if the effect would be that the club would cease to be a charity.

Interpretation

66. For the purposes of this constitution, "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); "charity" shall be interpreted accordingly.