

CONSTITUTION OF THE GARDEN SUBURB THEATRE

1. Objective

The objective of the Garden Suburb Theatre (the "GST") is the advancement of education of the general public in the dramatic arts.

2. Powers

(1) The GST may do anything which may be done by a person of full age and capacity and which is reasonably required to be done to attain its objective, and in particular may:

- (a) produce plays and other entertainments and take any steps it considers necessary to promote and publicise them;
- (b) subject to any conditions for the time being imposed by law, invest funds of the GST not immediately required towards its object in investments, securities or property as it thinks fit;
- (c) insure any property of the GST against loss or damage by fire or any other cause.

3. Membership

(1) Annual membership of the GST is in six categories:

- (a) **Full**, entitling a member to participate in all GST activities;
- (b) **Friend**, entitling a member to participate in all GST activities except in an acting role in a public production;
- (c) **Concessionary**, available to persons over 60 years, full-time students and unemployed persons, entitling a member to the same benefits as a full member;
- (d) **Family**, available to parents and any child of the family under 18 years, at the rate payable for two full members, and entitling all members of the family to the same benefits as full members;
- (e) **'One Show' Full**, entitling a member to participate in all GST activities during the rehearsal and production period of one GST show ("the relevant show period"). This category is only available to the parents of a person under 18 who is participating in the rehearsal and/or production of that GST show;
- (f) **'One Show' Family**, available to parents and any child of the family under 18 years, at the rate payable for two One Show Full members, and entitling all members of the family to the same benefits as One Show Full members during the relevant show period.

(2) Where a person under 18 who is not a family member wishes to become a member, a parent or guardian of that person must enrol as a member in category (a), (b), (c) or (e) as appropriate, giving both the person under 18 and the parent or guardian the same benefits as apply to the relevant category.

(3) Payment of a subscription under sub-clause (1)(a) to (d) is due at the beginning of each membership year and the amount is to be determined under clause 11; Payment of a subscription under sub-clause (1)(e) to (f) is payable in advance of the first rehearsal of the relevant show; however, a person awarded an honorary membership under clause 8 below is not liable to pay a membership subscription.

(4)) A member in any category (except category (e) and (f) above) is entitled to one free ticket for his or her sole use for each performance of each of the GST's public productions in the membership year, on production to the relevant box office of his or her membership card for that

year; A member in category (e) and (f) above is entitled to one free ticket for his or her sole use for one performance of each of the GST's public productions during the relevant show period.

4. Financial year and annual general meeting

(1) The GST's financial and membership year is from 1st September to the following 31st August, and a reference below to "year" is to be construed accordingly.

(2) The GST must hold an annual general meeting within three months after the end of each year.

5. The General Committee

(1) The business of the GST is to be conducted by the General Committee.

(2) The General Committee is to consist of:

- (a) the Chairman, Secretary and Treasurer (the "officers");
- (b) a Membership Secretary appointed from time to time by the General Committee; and
- (d) four other members.

(3) Five members of the General Committee constitute a quorum.

(4) The General Committee may act despite a vacancy in its composition.

(5) The General Committee may invite such other persons as it sees fit to attend (but not vote at) its meetings.

6. Election of officers and members of the General Committee

(1) A nomination for an officer or other committee member of the General Committee must be sent or handed to the Secretary at least seven clear days prior to the annual general meeting.

(2) Any member of the GST may be nominated but not without his or her consent.

(3) Where more than one nomination is received for a vacancy on the General Committee, the election of an officer or other member is to be determined by secret ballot.

(4) (a) The Chairman is to be elected for a period of one year but is eligible for re-election provided that the Chairman shall not be eligible for re-election after four consecutive years in office until at least one year has elapsed following his or her ceasing to hold office as Chairman.

(b) If the Chairman is not re-elected, or at the end of four consecutive years in office, he or she shall vacate the office at the conclusion of the annual general meeting following that at which he or she was last elected.

(5) The Secretary and Treasurer shall each be elected for a term of four years but shall be entitled to resign their position at any time. At the end of his or her elected term, each of the Secretary and Treasurer shall be eligible for re-election and, if not re-elected, shall vacate the office at the conclusion of his or her fixed term.

(6) In the event of any of the offices of Chairman, Secretary or Treasurer becoming vacant, the General Committee must appoint a person to fill that office for the remainder of the year.

(7) Each of the four elected members of the General Committee is to be elected for two consecutive years and is to vacate the office at the conclusion of the second annual general meeting following his or her election.

(8) If a vacancy occurs among the members referred to in sub-clause (7), the General Committee may appoint a person to fill the vacant place for the remainder of the term of the person originally elected; and in appointing that person the Committee is to have regard to, but is not bound by, the votes cast for any unsuccessful candidates at the annual general meeting at which the election of the person causing the vacancy took place. Any person so appointed may stand for election to General Committee at the annual general meeting following their appointment.

(9) An elected member of General Committee is not eligible for re-election as a member of General Committee until the annual general meeting following that at which he or she vacated office.

7. Establishment of other committees of the GST

(1) The General Committee may establish:

- (a) a Casting and Selection Committee, to be responsible for selecting plays for public productions, assisting the director of the relevant play to cast it and the organisation of studio performances;
- (b) other committees or sub-committees as it considers necessary.

(2) The Casting and Selection Committee is to comprise four members, each of whom is to serve for two years, and a non-voting Secretary to be appointed by the Committee. At each annual general meeting two members of Casting and Selection Committee are to retire and be replaced by two new members elected by the members of the GST.

(4) The rules governing the nomination and election procedure for members of the General Committee under clause 6(1) to (3) and (7) to (9) apply with the necessary modifications to the nomination and election procedure for members of Casting and Selection Committee.

8. Patrons, trustees and honorary members

(1) The General Committee may appoint:

- (a) one or more patrons;
- (b) a member who has given long or outstanding service to the GST as an honorary member;
- (c) The trustees of GST to hold the assets of GST on trust for GST. If any trustee of GST dies or resigns from the role of trustee, the General Committee shall appoint a member of GST to act as a trustee of GST in their stead.

9. Rules governing general meetings

(1) The Chairman is to preside at a general meeting, but in his or her absence members of the General Committee present must appoint one of their number to preside at that meeting.

(2) The business of the annual general meeting of the GST must include:

- (a) the election of the officers and other members of the General Committee
- (b) the election of two members of the Casting and Selection Committee;
- (c) the appointment of an honorary auditor;

- (d) consideration of the audited accounts of the GST; and
- (e) a report of the work done by and under the General Committee.

(3) A special general meeting may be called by the General Committee at any time for any purpose for which it considers the meeting is necessary; and such a meeting must be called by it within six weeks after a written demand of ten or more members has been received by it setting out the purpose for which such a meeting is required.

(4) At least fourteen clear days' notice of an annual or special general meeting must be given by the Secretary in writing to the last known email or postal address of each member; but non-receipt of the notice by any member does not invalidate the proceedings at the meeting.

(5) Fifteen per cent of members constitute a quorum at a general meeting.

(6) Notice of any motion intended to be proposed by a member at a general meeting must be lodged with the Secretary not less than ten clear days before the date of the meeting.

(7) At a general meeting:

- (a) a motion must not be put to the vote unless details of the motion has been sent by the Secretary to all members not less than seven clear days prior to the meeting.;
- (b) in the case of any other proposition, notice of which has not been sent to members as provided in sub-clause (7(a)), the Chairman may refuse to put it to the vote if he or she considers the proposition to be of such importance as reasonably to require such notice;
- (c) a motion is approved by a simple majority of those members present and voting; however, a motion to amend this constitution must be approved by a three-quarters majority of those members present and voting.

(8) An amendment may not be made to clause 1 (Objective(s)), 13 (Dissolution) or to this sub-clause without prior written approval of the Charity Commission.

10. Procedure at general meetings

(1) Unless otherwise provided in this constitution, or unless the Chairman otherwise decides, any question at a general meeting is to be determined by a show of hands.

(2) In the event of an equality of votes then the Chairman has a casting vote.

(3) A vote may not take place by way of a postal ballot.

(4) Any member of the GST aged 18 or over may vote at a general meeting so long as his or her subscription for the current year has been paid in full and he or she is not in arrears for any preceding year.

11. Subscriptions

(1) The amount of the subscription due from any class of member may be decided by the General Committee.

(2) If the General Committee decides that it is desirable to increase the amount of any subscription, it must give notice of its proposal to do so at least twenty-one clear days before an annual general meeting, or a special general meeting called for the purpose of discussing the matter.

(3) Any member may propose a motion objecting to the increase in the amount of the subscription in accordance with clause 9(6).

(4) In the event of any motion under sub-clause (3) being passed, any excess previously paid by a member must be repaid to that member within seven days.

12. Finance

(1) Before each annual general meeting, and at any other time as thought fit by the General Committee, the books and accounts of the GST must be reviewed by an independent examiner, not being a member of the General Committee, appointed for that purpose at the annual general meeting for the previous year.

(2) The reviewed accounts must be circulated to each member before each annual general meeting.

(3) The General Committee must maintain in the name of the GST such bank account or accounts, including an electronic banking account, as it considers convenient and authorise in writing any of the Treasurer, the Secretary and two other members of the General Committee to sign cheques or authorise payments on behalf of the GST.

13. Dissolution

(1) If the General Committee by a simple majority decides that on the ground of its financial situation or otherwise it is necessary or advisable to dissolve the GST, it must call a general meeting of all members of the GST entitled to vote.

(2) Not less than twenty-one days' notice of the meeting must be given stating the terms of the resolution to be proposed.

(3) If the decision to dissolve the GST is confirmed by a three-quarters majority of those present and voting at the meeting, the General Committee may dispose of any assets held by or on behalf of the GST.

(4) Any assets remaining after the satisfaction of any proper debts and liabilities must be given or transferred to such other charitable institution or institutions having an object similar to that of the GST, and of which written approval of the Charity Commission has been received, as the GST may in general meeting determine.

14. Transfer of GST's assets

(1) The assets of GST may only be transferred to a successor organisation (the "successor") in accordance with the remaining provisions of this clause 14 provided that:

- (a) Any successor must have the same Objective as GST;
- (b) The trustees of the successor at the time of the proposed transfer shall be different to the trustees at that time of GST so that there is no conflict of interest;
- (c) Any proposed transfer shall be of all of the assets of GST.

(2) If General Committee by a simple majority decide that it is advisable to transfer the assets of GST to the successor, a general meeting of all members of the GST entitled to vote must be called to approve the transfer.

(3) Not less than twenty-one days' notice of the meeting must be given stating the reason for the proposed transfer and the terms of the resolution to be proposed.

(4) If the decision to transfer the GST's assets is confirmed by a three-quarters majority of those present and voting at the meeting, the trustees of GST shall transfer any assets held by or on behalf of the GST to the successor.

(5) Following such transfer, GST shall be wound up in accordance with clause 13.