

NEW VENTURE THEATRE

CONSTITUTION

Name

1. The name of the Charity is 'New Venture Productions' (hereafter referred to as 'the Charity').

Aims and Objects

2. The object of the charity is to educate the public in all aspects of the dramatic and operatic arts and to further the development of public appreciation and taste in said arts.

Powers of Trustees

3. In furtherance of this object, but not otherwise, the charity, through its managing trustees, shall have the power:
 - to promote plays and other dramatic works, including new and untried material;
 - to purchase or acquire land, building, plants, machinery, scenery, costumes and all other necessary effects;
 - to raise funds and receive subscriptions, donations and gifts;
 - To do all such other lawful things as shall help to further the charitable objects of the charity.

Membership

4. Any person who supports the objects of the charity may apply for membership. The charity's committee of managing trustees ('the Committee') may require applications to be made in a prescribed form.
5. There are six types of membership:
 - *Full Membership* - which entitles a member to participate in all the activities of the charity;
 - *Honorary Life Membership* - for a member granted this status in recognition of service to the charity, which gives the same entitlements as Full Membership;
 - *Associate Membership* - which entitles a member to be kept informed about all the activities of the charity, and to attend meetings of the charity and take part in its social events, but not to have a vote at a General Meeting or to be elected to serve on the Committee.
 - *Youth Membership* - which entitles a member, aged 12 to 18 to participate in all activities of the charity for a discounted subscription. They may not have a vote at a General Meeting or be elected to serve on the committee.
 - *Student Membership* - which entitles a student member upon proof of status, (copy of student card required) to participate in all activities of the charity for a discounted subscription. If under 18 they may not have a vote at a General Meeting or be elected to serve on the committee.
 - *Unwaged* - which entitles a member upon proof of status (proof of benefit required) to participate in all activities of the charity. This does not apply to anyone in retirement or receiving a pension.

Termination of membership

6. Membership of the charity may be terminated:
 - by the resignation of the individual (notified to the Membership Secretary in writing); or

- by a decision of the Committee in cases where the member misuses the privileges of the charity or of otherwise bringing the Society into disrepute (such decision having been taken after proper consideration of the circumstances and of any representations from the member concerned);

Where any annual subscription already paid by the member in advance shall only be refundable at the discretion of the Committee; or

- by reason of arrears of subscriptions or fees of more than three months (under Rule 11 below);

And, in all cases where the member is in arrears with subscriptions or fees, he or she shall remain liable for the arrears.

Rules and procedures

7. Every member of the charity is bound by the rules in this Constitution and is entitled to receive one free copy of the document.
8. To assist the day-to-day running of the charity, the Committee may issue other requirements, standing orders and procedures, with which members are also expected to, comply. The Committee shall not, however, issue any measures which would be in conflict with the Constitution.

Subscriptions and other fees

9. Annual subscriptions shall be payable in advance. The level of annual subscriptions shall be determined by the Committee, but decisions may be referred back to the Committee by a resolution of a General Meeting. The Committee may also determine other fees payable by members for particular activities.
10. Any member who is more than six weeks in arrears is not entitled to take part in the activities of the charity, until the arrears have been paid.
11. Any member who is more than three months in arrears shall cease to be a member. Such a person may apply again for membership of the charity, but may not be accepted by the Committee unless the arrears have been paid.

General Meetings

12. A General Meeting of the charity is one of the following:
 - the *Annual General Meeting* ('AGM'), which shall be held no later than three months after the end of the financial year; or
 - an *Extraordinary General Meeting* ('EGM'), which may be called by the Committee to deal with urgent business, or if ten or more members wanting an EGM make a written request to that effect to the Secretary;

And, in either case, members shall be given at least 14 days' clear written notice of the date of the meeting and the nature of the business for which it is being called. No other substantial business may be taken at the meeting.

13. All members of the charity, other than Friends and Youth Members, are entitled to vote at a General Meeting. In the event of a tied vote, the Chairman of the meeting may exercise a casting vote. Twenty members with entitlement to vote must be present to form a quorum.
14. The business of the AGM shall always include the following:
 - receiving an audited set of accounts for the previous financial year;
 - appointing an auditor or independent examiner for the current financial year;
 - Electing members to serve as officers and other managing trustees on the Committee for the forthcoming year (as in Rules 15-17 below).

Subject to proper notice being given (as in Rules 12 and 31) a General Meeting may also:

- consider other business pertaining to the running or the future of the Society;
- Review any decision taken by the Committee and refer it back to the Committee.

Elections at AGM

15. The officers to be elected at the AGM are the Chairman, the Artistic Director, the Secretary and the Treasurer. The Artistic Director is elected for a period of two years and the other officers for a term of one year. All officers are eligible to be re-elected from year to year.
16. The AGM shall also elect other members to serve on the Committee as managing trustees. A maximum of six such members may be elected, each to serve until the following year's AGM.
17. A member shall not be eligible for election if he or she is a Associate or Youth Member, or is under the age of 18, or is statutorily disqualified from serving as a managing trustee of a charity.

Committee of Managing Trustees

18. The Committee shall consist of the elected officers and other elected managing trustees (described in Rules 15 and 16 above) and any persons appointed or co-opted under Rule 21 below. All committee members whether elected or co-opted are Managing Trustees. The management, administration and financial control of the charity shall be directed by the Committee. This direction shall at all times be exercised in accordance with the objects of the charity (in Rule 2 above), and with the other provisions of this Constitution and with the relevant provisions of charity legislation.
19. The Committee shall meet at regular intervals, on dates agreed by its members. An additional meeting may be called by the Chairman, or by five other members of the Committee, provided that reasonable notice is given.
20. All members of the Committee are entitled to one vote, but in the event of a tied vote the Chairman may exercise a casting vote. Five members of the Committee including two officers, elected under Rule 15 or 16 above, must be present to form a quorum.
21. The Committee may:
 - in the event of any casual vacancy, appoint a member of the charity to fill it (provided that the member is not ineligible under Rule 17 above);
 - co-opt up to four other members (provided that the Committee is satisfied that this would strengthen the running of the charity); and
 - Appoint members of the charity to work in sub-committees or teams to carry out particular charity activities (provided that the Committee shall receive regular reports of these activities and shall exercise overall supervision).

Such appointments and co-options shall come to an end at the next AGM, but the members concerned shall be eligible to be elected to the Committee at that AGM or to be reappointed by that new Committee.

Duties of particular Officers

22. Without prejudice to the collective responsibility of the Committee for the proper management of the charity, the following responsibilities shall be allocated to the officers elected by the AGM.
 - *The Chairman* shall conduct the principal administrative affairs of the charity and Chair meetings of the Committee and General Meetings of the charity. He or she is expected to ensure that the Committee addresses issues necessary for the proper running of the charity and for its future direction and well-being; and to ensure that the charity is represented effectively in dealings with other organisations which can help the Society in the advancement of its objects.

- *The Artistic Director* shall support directors in the staging of quality theatre and broaden the experience of the membership through their participation in quality productions. He or she shall develop a season that actively takes risks in approaches to direction and design that challenge audience and participants' attitudes and thinking. He or she is expected to actively encourage and initiate training opportunities that enhance members' skills within a range of theatre-based activities and create and promote decision-making opportunities within the membership so encouraging the development of a culture of involvement.
 - *The Secretary* He or she shall maintain its official documents (to be available for inspection by any member of the charity on request); oversee the secretariat of Committee and charity meetings, and communications with the membership; and ensure that the external business of the charity (in correspondence, bookings, licences and representation at meetings and events) is conducted effectively.
 - *The Treasurer* shall conduct the detailed financial management of the charity and keep proper records in support of the accounts. He or she shall draw up accounts for each financial year; and present those, and all other necessary records, to the auditor or independent examiner in good time for audited accounts to be received at the AGM.
23. Each officer shall remain accountable to the Committee and the charity for the execution of the respective functions, even where the Committee has agreed that another member may assist the officer with a particular function.

Finance and accounts

24. The income and funds of the charity shall be applied to further the objects of the charity (in Rule 2 above) and for no other purpose. The Committee may invest the charity's funds in such manner as it thinks fit, consistent with the objects of the charity (in Rule 2 above).
25. No trustee shall acquire any interest (otherwise than as a trustee for the charity) in property belonging to the charity, or receive remuneration or other benefits, or in any contract entered into by the trustees. However, the charity may reimburse any trustee or member of the charity for legitimate expenses incurred in carrying out the work of the charity. Payments may also be made to any member (not being a trustee) who has been requested, as a result of the decision of the Committee of Managing Trustees., to supply goods or services to the charity, providing that the member concerned has taken no part in the decision of the trustees.
26. Funds shall be held in accounts with such banks or financial institutions as the Committee determines. The Committee shall authorise the Treasurer and up to three other members of the Committee (of which at least two shall be elected officers) to sign cheques on behalf of the charity. All cheques shall be signed by not fewer than two of these authorised signatories.
27. The charity's financial year shall run from 1 September to 31 August, unless varied by a resolution passed at an AGM.
28. The Committee shall comply with its obligations under charity law with respect to the keeping of accounting records, the preparation of annual statements of account, the auditing or independent examination of the accounts, and the submission of such reports and accounts required by the Charity Commission.

Indemnity

29. In executing the trusts embodied in this Constitution, no member of the Committee shall be liable:
- for any loss to the property of the charity by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or
 - for the negligence or fraud of any agent employed by him or her or by any other member of the Committee in good faith (provided reasonable supervision shall have been exercised);

And no member of the Committee shall be liable by reason of any mistake or omission made in good faith by any member of the Committee, other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

Holding Trustees

30. The title to any land (if not vested in the Official Custodian for Charities) shall be vested in not less than two and no more than four named individuals (who are not managing trustees) appointed by the Committee to act as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Committee and (provided that they do so) they shall not be liable for the acts and defaults of members of the Committee. Holding trustees may be removed by the Committee at its pleasure.

Changes to the Constitution

31. Any member wishing to propose an amendment to the Constitution must give the Secretary proper written details of the proposal at least 28 days in advance of a General Meeting. Changes may be made only if two-thirds of the members voting on the proposal at that General Meeting vote in favour. In addition, amendments to Rules 2 (objects), 24 and 25 (application of income and funds), 32 and 33 (dissolution) and this clause, may only be made if the Secretary has first obtained the written consent of the Charity Commission.

Dissolution of the Society

32. A General Meeting may pass a resolution, by a simple majority of those voting, that the charity should be dissolved. A special General Meeting shall then be called, to be held no sooner than one month after that resolution. If at least half the members of the charity attend the special General Meeting and if a resolution is passed by at least two-thirds of those voting that the charity be dissolved, the Committee shall proceed as directed by the resolution to realise the property of the charity.
33. If any property remains after the debts and liabilities of the charity have been met, it shall not be paid to or distributed among members of the charity. Rather, it shall be given or transferred to one or more charitable bodies which share objects similar to those of the charity and the rules of which similarly prohibit the distribution of income and property among its members in the event of dissolution. The particular body or bodies to receive the property shall be determined by the members of the charity at or before the time of its dissolution.

*This Constitution was adopted (in accordance with Clause 33 of the previous Constitution)
At a General Meeting of the Company held on 2nd November 2011*



Signed:

Chairman of the General Meeting

NEW VENTURE THEATRE

Is a registered charity (No 268607)