

WOW – YOUTH MUSICAL THEATRE – CONSTITUTION

1. TITLE

The Group shall be called “WOW Youth Musical Theatre”.

2. OBJECTS

The objects of the Group are to educate young persons between the ages of 10 and 18 in the dramatic and musical arts, and to further the development of public appreciation and taste in the said arts.

3. POWERS

In furtherance of these objects but not otherwise the Group through its Executive Committee may exercise the following powers:

- a) to promote plays, drama, comedies, dramatic and operatic works, musical works and workshops of educative value;*
- b) to purchase acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or musical works;*
- c) to purchase or otherwise acquire property, plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;*
- d) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that in raising funds the Group shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;*
- e) subject to any consents by law, to sell, lease or dispose of all or any part of the property of the Group and to use any capital receipt generated from such sell or disposal for the furtherance of the objects of the Group following the satisfaction of any proper debts or liabilities;*
- f) subject to any consents by law to borrow money and to charge all or any part of the property of the Group with repayment of the money so borrowed;*
- g) to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects.*
- h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;*
- i) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;*
- j) to assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine;*
- k) to appoint and constitute such advisory committees as the Executive Committee may think fit;*

- l) to do all such other lawful things as are necessary for the achievement of the objects of the Group.*
- m) to develop policies, procedures and practices that under the Executive Committee's Duty of Care, promote a safe, healthy and secure environment for its members in furtherance of its objects.*

4. MEMBERSHIP

The Group shall consist of members aged between the ages of 10 and 18 interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee. Such members cannot be appointed to trustee positions or have voting rights. All members are expected to conform to the relevant policies, procedures and practices as determined by the Executive Committee.

5. APPLICATION FOR MEMBERSHIP

Application for membership shall be in writing, signed by the applicant and the applicant's parent or guardian, and sent to the Secretary. Prior to acceptance of membership, all applicants shall satisfy the Executive Committee as to their histrionic and/or musical ability by undertaking an audition. All members are accepted as chorus members unless Rule 25 applies. The age of all members shall be determined by the Executive Committee.

6. TERMINATION OF MEMBERSHIP

The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual who has persistently neglected the work undertaken by the Group or whose conduct it considers likely to endanger the welfare of the Group or undermine its reputation, or fail to comply with the policies, procedures and practices as determined by the Executive Committee. The individual shall have the right to be heard by the Executive Committee accompanied by a parent, guardian or friend, before a final decision is made. Only in exceptional circumstances will the Executive Committee refund any of the membership fee (or proportion thereof) to an individual whose membership is so determined

7. SUBSCRIPTION AND PAYMENT OF SUBSCRIPTION

- a) Members will be required to pay an annual subscription, determined each year by the Executive Committee.*
- b) Subscription shall become payable to the Treasurer either in full or 2 equal 6 monthly payments. Payments must be made within 4 weeks of the due date.*
- c) In exceptional circumstances, the Executive Committee reserve the right to waive the subscription (or part thereof).*

- d) *Any member who does not make the required subscription by the due date(s) will not be permitted to audition for a particular role in the Group's nominated production, unless Rule 7c) applies.*
- e) *Only in exceptional circumstances will any subscription paid be refunded in whole or part to any member in the event of them leaving the Group for any whatever reasons.*

8. RESIGNATIONS

Members wishing to resign must give 2 weeks written notice to the Secretary if the Executive Committee are to consider any requests to the exceptional circumstances for refunding any subscription paid. In default of not so doing, the member waives any rights for any refund of any subscription paid.

9. EXECUTIVE COMMITTEE

- a) *The Group will be managed by an Executive Committee, made up of volunteers who are committed to the Objects of the Group.*
- b) *The Executive Committee will consist of the following Officers, namely: Chair; Treasurer, Secretary, Business Manager, Press and Publicity Officer, Honorary Musical Director and President and up to 12 adults. The President will be ex-officio as will be the Honorary Musical Director in the event of this post being appointed by the Executive Committee and receiving a fee.*
- c) *A member of the Executive Committee will cease to be a member if he or she:*
 - *is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);*
 - *becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;*
 - *is absent without the permission of the Executive Committee from all their meetings held within a six month period and the Executive Committee resolve that his or her office be vacated:*
 - *notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);*
- d) *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 or qualification of a member.*
- e) *No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Group.*

10. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- a) *Subject to the provision of sub-clause (b) of this clause no member of the Executive Committee shall require any interest in property belonging to the Group (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.*
- b) *Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Group; provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.*

11. MEETINGS OF THE EXECUTIVE COMMITTEE

- a) *The Executive Committee shall hold at least six ordinary meetings a year.*
- b) *A special meeting of the Executive Committee may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 2 days' notice being given to the other members of the Executive Committee of the matters to be discussed.*
- c) *The Chair shall act as Chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee shall choose one of their number to be chair of the meeting before any other business is transacted.*
- d) *There shall be a quorum when at least one third of the members of the Executive Committee for the time being are present at the meeting. Six members will be a quorum*
- e) *Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the equality of votes the Chair of the meeting shall have a second or casting vote.*
- f) *The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meeting of the Executive Committee and any sub-committee.*
- g) *The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.*
- h) *The Executive Committee may appoint one or more sub-committees consisting of one or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would*

be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

12 EXECUTIVE COMMITTEE'S POWERS

- a) *The Executive Committee shall have power to decide any questions arising out of these rules and all other matters connected with the Group (other than and except those that can only be dealt with only by the Group in General Meeting) and make and maintain and publish all necessary orders, regulations and bye-laws in connection therewith.*
- b) *The Executive Committee shall cause the title to all land held by or in trust for the Group which is not vested in the Official Custodian for Charities, to be vested in not less than 3 individuals appointed by them as holding trustees. Holding Trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful direction of the Executive Committee. Provided they act only in accordance with the lawful direction of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.*

13. FINANCE

- a) *The funds of the Group shall be applied solely to the stated objects of the Group.*
- b) *The funds of the Group, including all members' fees, donations, box office income and bequests, shall be paid into an account operated by the Executive Committee in the name of the Group at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.*
- c) *No member of the Group shall receive payment directly or indirectly for services to the Group or for other than legitimate expenses incurred in its work.*
- d) *No expenditure shall be incurred by any member of the Group without the authority in writing of the Treasurer and/or Chair/Secretary and all accounts shall be sanctioned by the Executive Committee.*
- e) *The Group shall give an annual subscription to the National and Dramatic Association in accordance with the subscription scales published by that Association and shall abide by the Rules & Bye-Laws of that Association.*
- f) *All monies due from members in connection with the production and performance of any work shall be accounted for and paid to the Treasurer within 14 days after the conclusion of the final performance of such work.*
- g) *Within two calendar months of the final performance of any work produced by the Group, the Executive Committee shall prepare or cause to be prepared, a full statement of the receipts and expenses of each production and the same shall be open for inspection by*

Members at such time and place as the Executive Committee shall from time to time decide

- h) All monies due and owing to the Group, including the subscriptions of members, shall be recoverable at law in the name of the Secretary.*

14. FINANCIAL YEAR

- a) The financial year of the Group shall commence on 1 April and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 1 April in each year.*

15. ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the members of the Group and their parents/guardians shall be held annually at the discretion of the Executive Committee when the Report of the Executive Committee together with the duly audited accounts for the preceding year shall be presented and all general business transacted.*
- b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Group. All the members of the Group shall be entitled to attend and vote at the meeting. It should be noted that the right to vote by members below the age of 18 does not confer any legal rights or obligations for the members of the Group.*

16. EXTRAORDINARY GENERAL MEETING

An Extraordinary meeting of the Group may be called at any time at the discretion of the Executive Committee and must be called within 21 days after receipt by the Secretary of a request in writing to that effect signed by at least 12 members. Every such request shall specify the business for which the meeting is to be convened and no other business shall be transacted at such meeting.

17. QUORUM AT GENERAL MEETING, ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

No other business other than the formal adjournment of the meeting shall be transacted at any General Meeting, Annual General Meeting or Extraordinary General Meeting, unless a quorum be present and such quorum shall consist of not less than a third of the total membership of the Group.

18. RESOLUTION OF OFFICERS AND COMMITTEE

Unless otherwise provided by these rules all resolutions brought forward at a General Meeting, Annual General Meeting or Extraordinary General Meeting shall be decided by a bare majority of the votes properly recorded at such meeting and, in the case of an

equality of votes, the Chair of the meeting shall have a second or casting vote.

19. SELECTION OF WORKS

The Executive Committee shall select the works produced by the Group and shall determine the dates of productions.

20. SELECTION OF CAST

The cast for any production shall be selected by a Selection Sub-Committee, as appointed by the Executive Committee. The term cast means principal and chorus members and any member auditioning for a principal part shall be called a chorus member for that production if a principal part is not assigned to them, unless other rules, (in particular Rule no 25) shall be called to apply. Any member in breach of this rule without reasonable cause, as determined by the Executive Committee, may be subject to Rule 6.

21. REVISION OF CAST

The Executive Committee, or its appointed sub-committee, shall have the power to revise the cast at any time if an acting member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

22. OBLIGATIONS OF ACTING MEMBERS

Acting members shall to the best of their ability play the parts assigned to them in conformity with Rule 20, whether principal or chorus and, obey the directions of the Musical Director and/or Director at all rehearsals and performances. At the same time, acting members may reserve the right to refuse any parts for which they have not applied.

23. CONTROL OF REHEARSALS

The Musical Director shall conduct and control all music rehearsals and the Director shall control all stage rehearsals.

24. ATTENDANCE AT REHEARSALS AND PERFORMANCES

A record of the attendance of all members at rehearsals shall be kept by the Secretary and the Executive Committee shall have the power to prohibit any members whose attendance at rehearsals shall have been irregular from taking part in the current production. All members shall be expected to attend all rehearsals for the current production. Attendances of less than 75% of the singing rehearsals and less than 80% of the floor rehearsals without reasonable cause shall deem the member to have unilaterally resigned from principal or chorus participation in the production then in rehearsal, unless exceptionally,

the Executive Committee exercise their sole discretion to the contrary. Holiday dates should be given to the Secretary before the audition date. If a member wants to take a holiday after the summer break they may not be eligible, at the discretion of the Executive Committee, to take a principal role.

25. ACTING MEMBERS IN EXCESS OF REQUIREMENTS

If at any time the number of members rehearsing a production exceeds the number required for that particular production, preference shall be given to the members (in the same part in which there are too many) who by their ability and regularity of attendance shall in the sole opinion of the Executive Committee have rendered themselves most efficient.

26. DISSOLUTION OF THE GROUP

The Group shall only be dissolved by a resolution passed by a majority of at least five sixths of the Executive Members present and voting at an Extraordinary General Meeting called for the purpose of considering of such dissolution. In the event of dissolution any balance of cash remaining in hand after the realisation of assets and payments of debts shall not be distributed among members of the Group but shall be applied for such charitable purposes similar to those of the Group or be paid, distributed or transferred to such charitable institutions or institutions having objects similar to the objects of the Group as the Executive Committee, with the consent of the Extraordinary General Meeting, shall determine.

27. ALTERATIONS TO THE RULES

- a. No alterations of these rules shall be made except at a General Meeting nor unless 21 days prior to such a meeting a written notice of the proposed alteration or of one substantially to the like effect shall have been given to the Secretary who shall give 14 days notice thereof to the members and the resolution embodying such proposed alteration shall be carried by a majority of at least two thirds of the votes present and voting at a General Meeting.*
- b. No amendment may be made to clause 1, 2, 10, 26 or this Clause without the prior consent in writing of the Charity Commissioners.*

*November 1993
Revised January 1995
Further Revised March 2004
Adopted March 2005
Alan Pavey*