

Constitution

Adopted on the ~~19th~~^{25th} day of ~~April 2018~~^{March 2020}.

1. Name

The Society shall be called Shiplake and Dunsden Dramatic Organisation (SHADDO).

2. Objects

The objects of the Society are to educate the public in the dramatic and operatic 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 Society through its Executive Committee may exercise the following powers:

- a. to promote plays, drama, comedies, operas, operettas and other dramatic and operatic works 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 operatic works;
- c. to purchase or otherwise acquire 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 Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- e. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- f. subject to any consents required by law to borrow money and to charge all or any part of the property of the Society 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 and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 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, association 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; to do all such other lawful things as are necessary for the achievement of the objects of the Society.

4. Membership

The Society shall consist of ~~Full~~^{Adult} Members, ~~and~~ Junior Members ~~and Supporters~~ and may also include as Honorary Life Members such other persons as shall have rendered special services to the ~~Society~~.

Commented [GJ1]: Reflects membership changes

5. Eligibility for Membership

~~Full and Supporter~~^{Adult} Membership shall be open to all those of 18 years of age or older and living or working in the locality of Shiplake and Dunsden* or having such other connection with the locality as the Executive Committee shall deem from time to time to be appropriate, having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee, where applicable, and annual subscription laid down from time to time by the Executive Committee. Every Member shall have one vote.

Junior Membership shall be open to all those who are under 18 years of age, or who are in full time education, having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee, where applicable, and annual subscription laid down from time to time by the Executive Committee. Junior Members shall not be entitled to vote.

* the 'locality of Shiplake and Dunsden' means those villages in South Oxfordshire that are within the catchment area of Shiplake Memorial Hall, namely, Shiplake, Lower Shiplake, Binfield Heath, Harpsden, Emmer Green, Dunsden Green, Playhatch.

6. Applications for Membership

~~Applications for membership shall be made in writing, signed by the applicant, to the Secretary, who shall submit the same to the Executive Committee for its decision.~~

Any person who is eligible for membership under clause 5 above and who participates in a SHADDO activity or expresses interest in being informed of SHADDO activity or has accepted an invitation of membership from a Committee Member, and who provides relevant contact details will be considered a Member and shall be added to the list of Members.

Commented [GJ2]: Reflects membership changes. Identifies List of Members as a key document (we will maintain the mailing list as the List of Members).

7. Expulsion of Members

The Executive Committee may by a unanimous vote remove from the list of Members the name of any Member who has persistently neglected the work undertaken by the Society or whose conduct it considers likely to endanger the welfare of the Society. The individual shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

8. Subscriptions and Fees

The annual subscription to the Society and entrance fees, if applicable, and maximum Performance Fee shall be determined from year to year by the Annual General Meeting. The Executive Committee shall have the discretion to levy a ~~rehearsal~~performance fee on all members rehearsing for and/or acting in a production. The level of the Performance Fee shall be determined by the Executive Committee for each individual production subject to the ~~total Performance Fee paid by any one individual within the year~~ not exceeding ~~100% of the annual subscription for any one production~~the maximum Performance Fee.

Commented [GJ3]: Reflects revised fee structure agreed last AGM

9. Payment of Entrance Fees and Subscriptions

Entrance fees, if applicable, and first annual subscriptions shall become due and be paid to the Treasurer on receipt of notice of election from the Secretary, and all subsequent annual subscriptions shall become due on 1st September in each year and shall be paid to the Treasurer not later than 31st December. ~~Rehearsal fees~~Performance Fees shall become due on the date of the first scheduled rehearsal and shall be paid by no later than the third scheduled rehearsal. ~~Payment shall be by cash, cheque or standing order.~~

Commented [GJ4]: No need for this clause.

10. Non-Payment of subscriptions

The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after 31st December in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

11. Honorary Life Members

Honorary Life Members may, on the nomination and recommendation of the Executive Committee only, be elected on such terms as the members of the Society at an Annual General Meeting may from time to time decide.

12. Executive Committee

- a. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chairman, Vice-Chairman, Treasurer, Secretary and -between four and eight additional Members.
- b. A member of the Executive Committee shall cease to hold office 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 his or her own affairs;
 - is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
 - 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).
- c. 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.
- d. 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 trusts of the Society.

13. Executive Committee Members not to be personally interested

- a. Subject to the provisions of sub-clause (b) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Society [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.

14. Meetings of Executive Committee

- a. The Executive Committee shall hold at least two ordinary meetings a year.
- b. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- c. The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- d. There shall be a quorum when at least four members of the Executive Committee are present at a meeting.
- 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 case of equality of votes the chairman 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. The minutes of the proceedings of meetings shall be posted on the internet where they may be viewed by Members.
- 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.

Commented [GJ5]: Minutes are posted online.

15. Executive Committee's Powers

The Executive Committee shall have power to decide any questions arising out of these Rules and all other matters connected with the Society (other than and except those which can be dealt with only by the Society in General Meeting) and make maintain and publish all necessary orders, regulations and bye laws in connection therewith.

16. Finance

- a. The funds of the Society shall be applied solely in furthering the objects of the Society.
- b. The funds of the Society, 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 Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account for an amount of more than £100 must be signed by at least two members of the Executive Committee.
- c. No member of the Society shall receive payment directly or indirectly for services to the Society or for other than legitimate expenses incurred in its work.
- d. No expenditure shall be incurred by any member of the Society without the authority of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.

17. Financial Year

The financial year of the Society shall commence on 1st March and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 1st March in each year. ~~{The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.}~~

Commented [GJ6]: Not required – we are not a charity

18. Annual General Meeting

- a. The Annual General Meeting of the Society shall be held in the month of March or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year, duly audited as applicable, shall be presented, the Officers, other members of Executive Committee and an Auditor, for the ensuing year, and the honorary Life Members, if any, elected, 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 Society. All the members of the Society shall be entitled to attend and vote at the meeting.
- c. Before any other business is transacted at the first Annual General Meeting the persons present shall appoint

a chairman of the meeting. The chairman shall be the chairman of subsequent Annual General Meetings, but if he or she is not present, the persons present shall appoint a chairman of the meeting

- d. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.

19. Retirement of Officers and Executive Committee

The Executive Committee (including the Officers) and the Auditor, as applicable, shall retire annually but shall be eligible for re-election. If all the before-mentioned positions shall not be filled at the Annual General Meeting or any casual vacancy shall thereafter occur the same shall be filled by the remaining members of the Executive Committee.

20. Special General Meetings

A Special General Meeting of the Society may be called at any time at the discretion of the Executive Committee and shall be called within 21 days after the receipt by the Secretary of a requisition in writing to that effect signed by at least five voting Members. Every such requisition shall specify the business for which the Meeting is to be convened and no other business shall be transacted at such Meeting.

21. Procedure at General Meetings

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Society.

22. Quorum at General Meetings

No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum be present and such quorum shall consist of not less than twelve persons present and entitled to vote.

23. Resolution at General Meeting

Unless otherwise provided by these Rules all resolutions brought forward at a 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 Chairman shall have a second or casting vote.

24. Notice of General Meeting

Notification of every General Meeting shall be sent to each Member at least 14 days prior to the day fixed for such Meeting at their recorded e-mail address (or at their postal address if they have no recorded e-mail address). A copy of the notification, accompanied in the case of the Annual General Meeting by the Statement of Accounts for the past year and particulars of nominations for the Executive Committee (including the Officers) and Auditor and of any proposal to elect an honorary Life Member, shall be posted on the internet where they may be viewed by Members.

25. Communication with Members

For the prompt, cost-effective administration of the Society the Executive Committee shall use email and the internet to communicate with and provide information to all members, and shall not be obliged to use any other means of communication, except in the case of notification of General meetings. The Secretary shall maintain a list of email addresses for all members and such list shall be made available to all members of the Executive Committee who may need to communicate with the membership on behalf of the Executive Committee. Such list shall not be made available to any other party. The email addresses of Junior Members shall not be disclosed in any email sent to the generality of the membership.

26. General communication and promotion on the Internet

The Society shall maintain one or more [siteswebsites and social media accounts](#) on the Internet, which shall be used for general communication with the membership, and for the promotion of the Society's affairs to the general public. The Executive Committee may publish on such sites any pictures of any members at any rehearsal, performance or associated activity at its discretion without requiring permission from any member featured in such pictures, unless, in the case of Junior Members only, the parents of a Junior Member, in the membership application for that Junior Member, have requested that specific permission must be sought.

Commented [GJ7]: Reflects our use of eg Facebook

27. Selection of Works

The Executive Committee shall select the works to be produced by the Society and shall determine the dates of

productions.

28. Selection of Cast

The cast for any production shall be selected by the Executive Committee or by a Selection Sub-Committee appointed by the Executive Committee and consisting of not less than 2 persons.

29. Revision of Cast

The Executive Committee or its appointed Sub-Committee shall have power to revise the cast from time to time in consultation with the Show Director, if any Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

30. Obligations of Members

All members who are performing acting roles in a production shall to the best of their ability play the parts assigned to them and obey the directions given at all rehearsals and performances.

31. Control of Rehearsals

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

32. Attendance at Rehearsals and Performances

A record of the attendance of Members at rehearsals and performances shall be kept. The Executive Committee shall have power to prohibit any Member whose attendance at rehearsals shall have been irregular from taking part in the performance of the work in preparation. Members absenting themselves from three consecutive rehearsals may, at the discretion of the Executive Committee and in consultation with the show director, be deemed to have resigned their parts in the work then in rehearsal.

33. Acting Members in excess of Requirements

If at any time the number of Members rehearsing a production exceed the number of persons required for the representation of the same, preference shall be given to the Members who, by the regularity of their attendance, shall, in the opinion of the Executive Committee, have rendered themselves most efficient.

34. Production Money

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 21 days after the conclusion of the final performance.

35. Production Account

Within two calendar months after the final performance of any work produced by the Society, 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 the inspection of Members at such time and place as the Executive Committee shall decide.

36. Recovery of Money due to Society

All monies due and owing to the Society, including the Entrance Fees and Subscriptions of Members, shall be recoverable at law in the name of the Secretary.

37. Dissolution of Society

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose.

38. Alteration to Rules

- a. No alteration of these Rules shall be made except at a General Meeting nor unless 21 days prior to such a meeting a written or e-mail 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 clauses 1, 2, 12, 36 or this clause without the prior consent of the Charity Commission).

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

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